


**TAC INFOSEC LIMITED**

Corporate Identity Numbers: U72900PB2016PLC045575

| REGISTERED OFFICE | | CORPORATE OFFICE | | CONTACT PERSON | TELEPHONE AND EMAIL | WEBSITE |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|--------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| 8th Floor, Plot No. C-203, Industrial Focal Point, Phase 8B, Balongi, Rupnagar, S.A.S.Nagar, Mohali – 160055, Punjab, India | | 91 Springboard, Kagalwala House, 01 st Floor, C Block, 175, CST Road, Kalina, Santacruz East, Mumbai, Maharashtra, India, 400098 | | Ms. Sharon Arora | Tel No: +91 9988850821 Email Id: company.secretary@tacsecurity.com | www.tacsecurity.com |
| PROMOTERS OF OUR COMPANY: MR. TRISHNEET ARORA AND MR. CHARANJIT SINGH | | | | | | |
| 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 | 2829600 Equity Shares aggregating to ₹ 2999.38 Lakhs | Nil | 2829600 Equity Shares aggregating to ₹ 2999.38 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 85 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 Punjabi 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 Prospectus. Specific attention of the investors is invited to section titled “Risk Factors” appearing on page 28 of this Prospectus. | | | | | | |
| ISSUER’S ABSOLUTE RESPONSIBILITY | | | | | | |
| Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect. | | | | | | |
| LISTING | | | | | | |
| The Equity Shares issued through Prospectus are proposed to be listed on the EMERGE Platform of National Stock Exchange of India Limited (NSE EMERGE) 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 National Stock Exchange of India Limited (“NSE”). | | | | | | |
| BOOK RUNNING LEAD MANAGER TO THE ISSUE | | | | | | |
| NAME AND LOGO | | CONTACT PERSON | | EMAIL & TELEPHONE | | |
|  BEELINE Beeline Capital Advisors Private Limited | | Mr. Nikhil Shah | | Email: mb@beelinemb.com Tel. No: 079 4918 5784 | | |
| REGISTRAR TO THE ISSUE | | | | | | |
| NAME AND LOGO | | CONTACT PERSON | | EMAIL & TELEPHONE | | |
|  Skyline Financial Services Pvt. Ltd. Skyline Financial Services Private Limited | | Mr. Anuj Rana | | Email: ipo@skylinerta.com Tel. No: 011-40450193-197 | | |
| BID/ISSUE PERIOD | | | | | | |
| BID/ISSUE FOR ANCHOR INVESTORS: TUESDAY, MARCH 26, 2024 | | | | | | |
| BID/ISSUE OPENS ON: WEDNESDAY, MARCH 27, 2024 | | | | BID/ISSUE CLOSES ON: TUESDAY, APRIL 02, 2024 | | |

Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Offer Opening Date.



TAC INFOSEC LIMITED

Corporate Identity Numbers: U72900PB2016PLC045575

Our Company was originally incorporated as 'TAC Infosec Private Limited' as a Private Limited Company, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated August 01, 2016, issued by the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on December 14, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed from 'TAC Infosec Private Limited' to 'TAC Infosec Limited' and a fresh certificate of incorporation dated December 29, 2023 was issued to our Company by the Registrar of Companies-Chandigarh. The Corporate Identification Number of our Company is U72900PB2016PLC045575. For details of change in registered office of our Company, please refer to chapter titled "History and Corporate Structure" beginning on page no. 137 of this Prospectus.

Registered Office: 8th Floor, Plot No. C-203, Industrial Focal Point, Phase 8B, Balongi, Rupnagar, S.A.S. Nagar, Mohali – 160055, Punjab, India

Corporate Office: 91 Springboard, Kagalwala House, 01st Floor, C Block, 175, CST Road, Kalina, Santacruz East, Mumbai, Maharashtra, India, 400098

Website: www.tacsecurity.com; **E-Mail:** company.secretary@tacsecurity.com; **Telephone No:** +91 9988850821

Company Secretary and Compliance Officer: Ms. Sharon Arora

PROMOTERS OF OUR COMPANY: MR. TRISHNEET ARORA AND MR. CHARANJIT SINGH

THE ISSUE

INITIAL PUBLIC ISSUE OF 2829600 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF TAC INFOSEC LIMITED ("TIL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ 106/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 96/- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ 2999.38 LAKHS ("THE ISSUE"), OF WHICH 141600 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ 106/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 96/- PER EQUITY SHARE AGGREGATING TO ₹ 150.10 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 2688000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ 106/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 96/- PER EQUITY SHARE AGGREGATING TO ₹ 2849.28 LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.00% AND 25.65%, 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 ALLEDITION OF FINANCIAL EXPRESS (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND ALL EDITION OF JANSATTA CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND CHANDIGARH/MOHLI EDITION OF DESH SEVAK REGIONAL NEWSPAPER (PUNJABI REGIONAL LANGUAGE OF CHANDIGARH/MOHLI WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED "NSE" FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE.

FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 180 OF THIS 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 212.

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 212 of this Prospectus. A copy of 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 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 Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page 28 of this Prospectus.

COMPANY'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares Issued through Prospectus are proposed to be listed on EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"), 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 March 12, 2024 from National Stock Exchange of India Limited ("NSE") for using its name in Issue document for listing our shares on the EMERGE Platform of National Stock Exchange of India Limited ("NSE EMERGE"). For this Issue, the designated Stock Exchange is the National Stock Exchange of India Limited ("NSE").

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, Okhla Industrial Area Phase-I, New Delhi – 110020, India.

Tel. Number: 011-40450193-197

Fax: 011-26812683

Email Id: ipo@skylinereta.com

Investors Grievance Id: grievances@skylinereta.com

Website: www.skylinereta.com

Contact Person: Mr. Anuj Rana

CIN: U74899DL1995PTC071324

BID/ISSUE PERIOD

BID/ISSUE FOR ANCHOR INVESTORS: TUESDAY, MARCH 26, 2024

BID/ISSUE OPENS ON: WEDNESDAY, MARCH 27 2024

BID/ISSUE CLOSES ON: TUESDAY, APRIL 02, 2024

Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/ Offer Opening Date.

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SECTION I – DEFINITIONS AND ABBREVIATIONS

This Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline 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 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.

GENERAL AND COMPANY RELATED TERMS

| Term | Description |
|-------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “TAC Infosec”, “TIL”, “our Company”, “we”, “us”, “our”, “the Company”, “the Issuer Company” or “the Issuer” | TAC Infosec Limited, a public limited company, registered under the Companies Act, 2013 and having its registered office at 8 th Floor, Plot No. C-203, Industrial Focal Point, Phase 8B, Balongi, Rupnagar, S.A.S. Nagar, Mohali – 160055, Punjab, India |
| Our Promoters | Mr. Trishneet Arora and Mr. Charanjit Singh |
| 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 details refer section titled “Our Management” on page 142 of this Prospectus. |
| Auditor of our Company / Statutory Auditor | The Statutory Auditor & Peer Review Auditor of our Company, being M/s. Maharishi & Co. Chartered Accountants as mentioned in the section titled “General Information” beginning on page 52 of this Prospectus. |
| Bankers to the Company | HDFC Bank Limited |
| Board of Directors / Board/BOD | The Board of Directors of TAC Infosec 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. U72900PB2016PLC045575. |
| Chief Executive Officer (CEO) | The Chief Executive Officer of our Company, being Mr. Trishneet Arora |
| Chief Financial Officer (CFO) | The Chief Financial officer of our Company, being Ms. Neha Garg. |
| Company Secretary and Compliance Officer (CS) | The Company Secretary and Compliance Officer of our Company, being Ms. Sharon Arora. |
| Depositories Act | The Depositories Act, 1996, as amended from time to time |
| 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 “Information with respect to Group Companies/Entities” on page 187 of this Prospectus. |

| Term | Description |
|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 | INE0SOY01013 |
| 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 142 of this Prospectus. |
| Materiality Policy | The policy on identification of group companies, material creditors and material litigation, adopted by our Board on January 12, 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 142 of this 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 Statutory Auditors of our Company, being M/s. Maharishi & Co., Chartered Accountants, holding a valid peer review certificate, as mentioned in the section titled “ <i>General Information</i> ” beginning on page 52 of this Prospectus. |
| Registered Office | 8 th Floor, Plot No. C-203, Industrial Focal Point, Phase 8B, Balongi, Rupnagar, S.A.S. Nagar, Mohali – 160055, Punjab, India |
| Restated Financial Information | Restated Financial Statements along with Report from the peer review certified auditor – M/s. Maharishi & Co., Chartered Accountants, Jamnagar, for period ended on September 30, 2023 and for the year ended March 31, 2023, 2022, 2021 dated September 30, 2023 included in the Prospectus. |
| ROC / Registrar of Companies | Registrar of Companies, Chandigarh. |
| 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 142 of this Prospectus. |
| WTD | Whole-Time Director of our Company, being Mr. Charanjit Singh. |

ISSUE RELATED TERMS

| Terms | Description |
|------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Abridged Prospectus | Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf |
| Acknowledgement Slip | The slip or document issued by 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. |

| Terms | Description |
|------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 Prospectus and who has Bid for an amount of at least ₹ 200 lakhs. |
| 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. 212 of this 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 Prospectus and the relevant Bid cum Application Form. The term " <i>Bidding</i> " shall be construed accordingly. |
| Bid Lot | 1200 Equity Shares and in multiples of 1200 Equity Shares thereafter |
| Bid/Issue Closing Date | <p>The date after which the Designated Intermediaries will not accept any Bids, being April 02, 2024, which shall be published in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper), and Desh Sevak editions of Chandigarh/Mohali (a widely circulated Regional language daily newspaper) (Punjabi being the regional language of Chandigarh/Mohali, 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 March 27, 2024, which shall be published in all editions of Financial Express (a widely circulated English national daily newspaper), all editions of Jansatta (a widely circulated Hindi national daily newspaper), and Desh Sevak editions of Chandigarh/Mohali (a widely circulated Regional language daily newspaper) (Punjabi being the regional language of Chandigarh/Mohali, 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 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 Prospectus. |

| Terms | Description |
|--------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 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 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 | Axis Bank Limited |
| Bidding Centres | Centres at which the Designated Intermediaries shall accept the 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. |
| 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 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 http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/ Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time |

| Terms | Description |
|---------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Designated CDP Locations | Such locations of the CDPs where bidder can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the websites of the Stock Exchange i.e. www.nseindia.com . |
| 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. www.nseindia.com . |
| 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 | Emerge Platform of National Stock Exchange of India Limited (“NSE EMERGE”) |
| DP ID | Depository Participant’s Identity Number |
| Draft Red Herring Prospectus | Draft Red Herring prospectus dated January 22, 2024 issued in accordance with Section 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations. |
| Engagement Letter | The Engagement letter dated November 09, 2023 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 Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein. |
| Emerge Platform of NSE | The EmERGE Platform of NSE for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations which was approved by SEBI as an NSE EmERGE on October 14, 2011. |
| 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 2829600 Equity Shares aggregating up to ₹ 2999.38 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 |

| Terms | Description |
|-----------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 Prospectus and Prospectus 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 “ <i>Objects of the Issue</i> ” on page 74 of this Prospectus |
| Issue/ Issue Size/ Initial Public Issue/ Initial Public Offering/ IPO | The initial public offering of 2829600 Equity Shares for cash at a price of ₹ 106/- each, aggregating up to ₹ 2999.38 Lakhs comprising the Fresh Issue. |
| Issue Price | The price at which the Equity Shares are being issued by our Company through this Prospectus, being ₹ 106 /- (including share premium of ₹ 96/- per Equity Share). |
| Listing Agreement | The Equity Listing Agreement to be signed between our Company and the National Stock Exchange of India Limited. |
| Market Making Agreement | The Market Making Agreement dated February 27, 2024 between our Company, Book Running Lead Manager and Market Maker. |
| Market Maker | The Market Maker to the Issue, in this case being M/s. Spread X Securities Private Limited. |
| Market Maker Reservation Portion | The reserved portion of 141600 Equity Shares of ₹ 10 each at an Issue price of ₹ 106/- each aggregating to ₹ 150.10 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 2688000 Equity Shares of Face Value of ₹ 10.00 each fully paid for cash at a price of ₹ 106/- Equity Share aggregating ₹ 2849.28 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 | Price Band of a minimum price (Floor Price) of ₹ 100/- and the maximum price (Cap Price) of ₹ 106/-. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid / Issue Opening Date |

| Terms | Description |
|---------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 Axis Bank Limited. |
| 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 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 either BSE or NSE 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 http://www.nseindia.com/membership/content/cat_of_mem.htm |
| 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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 |
| 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. |
| Subsidiary | TAC Security Inc, is the wholly owned subsidiary of our Company. |
| 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. |

| Terms | Description |
|------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 February 27, 2024 |
| UPI | Unified payment Interface, which is an instant payment mechanism, developed by NPCI. |
| 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 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. |
| 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 Prospectus are open for business:- 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. 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 |
| API | Application Programming Interface |
| Appsec | Application Security |
| APT | Advanced Persistent Threat |
| ARAI | Automotive Research Association of India |
| ASV | Approved Scanning Vendor |
| AWS | Amazon Web Services |
| B2B | Business-to-Business |
| BE | Budget Estimates |

| | |
|---------------|------------------------------------------------------------|
| BFSI | Banking, Financial Services and Insurance |
| BIA | Business Impact Analysis |
| BPM | Business Process Management |
| BW | Businessworld |
| CAD | Current Account Deficit |
| CERT-In | Indian Computer Emergency Response Team |
| CISO | Chief Information Security Officer |
| CMTI | Central Manufacturing Technology Institute |
| CPI-C | Consumer Price Index-Combined |
| CREST | Council for Registered Ethical Security Testers |
| CRO | Chief Risk Officer |
| CRQ | Cyber Risk Quantification |
| CSA | Cyber Security Agency |
| CXO | Chief Experience Officer |
| DevSecOps | Development, Security, And Operations |
| DIPP | Department for Promotion of Industry and Internal Trade |
| DSS | Data Security Standard |
| EBRD | European Bank for Reconstruction and Development |
| ER&D | Engineering Research & Development |
| ESDM | Electronics System Design & Manufacturing |
| ESOF | Enterprise Security in One Framework |
| GDPR | General Data Protection Regulation |
| GII | Global Innovation Index |
| GRC | Governance, Risk, and Compliance |
| GSCPI | Global Supply Chain Pressure Index |
| GTA | Global Trade Alert |
| HFI | High-Frequency Indicators |
| HR | Human Resource |
| iCAT | International Centre for Automotive Technology |
| IISc | Indian Institute of Science |
| IMF | International Monetary Fund |
| iOS | i-Phone operating system |
| IP | Internet Protocol |
| ISI | Indian Statistical Institute |
| ISO | International Organization for Standardization |
| IT | Information Technology |
| ITeS | Information Technology Enabled Services |
| MeghEA | Meghalaya Enterprise Architecture Project |
| MeitY | Ministry of Electronics and Information Technology |
| ML algorithms | Machine Learning algorithm |
| Nasscom | National Association of Software and Service Companies |
| NCoE | National Centre of Excellence |
| NCSS | National Cyber Security Strategy |
| NIELIT | National Institute of Electronics & Information Technology |
| NPST | Network People Services Technologies |
| NSO | National Statistical Office |
| OECD | Organisation for Economic Co-operation and Development |
| OWASP | Open Web Application Security Project |

| | |
|-------|---------------------------------------------------|
| PCI | Payment Card Industry |
| PE/VC | Private Equity/Venture Capital |
| PMI | Purchasing Managers' Index |
| RBVM | Risk-Based Vulnerability Management |
| RE | Revised Estimates |
| RHS | Right Hand Side |
| SAARC | South Asian Association for Regional Cooperation |
| SaaS | Software as a Service |
| SANS | SysAdmin, Audit, Network and Security |
| SCADA | Supervisory Control And Data Acquisition |
| SCR | Secure Code Review |
| SDLC | Software Development Lifecycle |
| SIEM | Security Information and Event Management |
| SLA | Service-Level Agreement |
| SSC | Security Standards Council |
| STP | Software Technology Parks |
| STPI | Software Technology Parks of India |
| UNTWO | United Nations World Tourism Organization |
| URL | Uniform Resource Locator |
| VACA | Vulnerability Assessment Configuration Assessment |
| VMP | Vulnerability Management Platform |

CONVENTIONAL AND GENERAL TERMS / ABBREVIATIONS

| Term | Description |
|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 |
| 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 |

| Term | Description |
|---------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 |
| NOC | No Objection Certificate |

| Term | Description |
|-------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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 |
| 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 NSE |

| Term | Description |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 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> |

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

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

In this Prospectus, the terms “we”, “us”, “our”, the “Company”, “our Company”, “TAC Infosec Limited”, “TIL”, and, unless the context otherwise indicates or implies, refers to TAC Infosec Limited. In this Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

Use of Financial Data

Unless stated otherwise, throughout this Prospectus, all figures have been expressed in Rupees and in Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our financial statements prepared and Restated Financial Statements, for period ended on September 30, 2023 and for the year ended March 31, 2023, 2022, 2021 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 166 of this Prospectus. Our financial year commences on April 1 of every year and ends on March 31st 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 Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “*Risk Factors*”, “*Business Overview*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and elsewhere in the Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s Restated Financial 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 166 of this Prospectus.

For additional definitions used in this Prospectus, see the section “*Definitions and Abbreviations*” on page 2 of this Prospectus. In the section titled “*Description of Equity Shares and Terms of the Articles of Association*”, on page 241 of the 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 Prospectus in “Lakhs” units. One Lakh represents 1,00,000. In this 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 place.

Use of Industry & Market Data

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

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

the industry in which we conduct our business, methodologies, and assumptions may vary widely among different market and industry sources.

In accordance with the SEBI (ICDR) Regulations, the section titled “*Basis for Issue Price*” on page 85 of the Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

FORWARD – LOOKING STATEMENTS

All statements contained in this 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 Prospectus regarding matters that are not historical facts. We have included statements in the Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward-looking statements.

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

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;

-
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, 110 and 168 respectively of the Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

Neither our Company, 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.

SECTION II - SUMMARY OF PROSPECTUS

PRIMARY BUSINESS OF THE COMPANY

Our Company was originally incorporated as 'TAC Infosec Private Limited' as a Private Limited Company, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated August 01, 2016, issued by the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on December 14, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed from 'TAC Infosec Private Limited' to "TAC Infosec Limited" and a fresh certificate of incorporation dated December 29, 2023 was issued to our Company by the Registrar of Companies-Chandigarh. The Corporate Identification Number of our Company is U72900PB2016PLC045575. For details of change in registered office of our Company, please refer to chapter titled "History and Corporate Structure" beginning on page no. 137 of this Prospectus.

Our company is engaged in the business of providing risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing to organizations of any scale, size, and business through "SaaS model". Our company offers security software products and solutions both in India and internationally. Our end customers are Banks and financial Institutions, government regulatory bodies and departments, large-scale enterprises (including business offices) like HDFC, Bandhan Bank, BSE, National Payments Corporation of India, DSP investment Managers Private Limited, Motilal Oswal Financial Services Limited and NSDL e-Governance. Our flagship software product is ESOF (Enterprise Security in One Framework) which was launched in 2018. ESOF is a vulnerability management platform consisting of various product portfolio namely ESOF Appsec, ESOF VMP, ESOF VACA, ESOF PCI ASV, ESOF CRQ. All the products launched under ESOF Platform have wide range of applications ranging from vulnerability management solutions for web and application-based data, compliance assessment, and cyber risk quantification.

SUMMARY OF INDUSTRY IN WHICH THE COMPANY IS OPERATING

IT Industry

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

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).

(Source: www.ibef.org)

NAME OF PROMOTERS

Promoters of Our Company is Mr. Trishneet Arora and Mr. Charanjit Singh. For detailed information on our Promoter and Promoter's Group, please refer to Chapter titled "Our Promoter and Promoter's Group" on page 161 of this Prospectus.

SIZE OF THE ISSUE

Our Company is proposing the public issue of 2829600 equity shares of face value of ₹ 10/- each of TAC Infosec Limited ("TIL" or the "Company" or the "Issuer") for cash at a price of ₹ 106/- per equity share including a share premium of ₹ 96/- per equity share (the "issue price") aggregating to ₹ 2999.38 lakhs ("the issue"), of which 141600 equity shares of face value of ₹ 10/- each for cash at a price of ₹ 106/- per equity share including a share premium of ₹ 96/- per equity share aggregating to ₹ 150.10 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 2688000 equity shares of face value of ₹ 10/- each at a price of ₹ 106/- per equity share including a share premium of ₹ 96/- per equity share aggregating to ₹ 2849.28 lakhs is herein after referred to as the "net issue". The issue and the net issue will constitute 27.00% and 25.65 %, 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 will be decided by our company in consultation with the book running lead manager ("BRLM") and will be advertised in all editions of the English national newspaper, all editions of the Hindi national newspaper and regional

language newspaper, each with wide circulation, at least 2 (two) working days prior to the bid/ issue opening date with the relevant financial ratios calculated at the floor price and the cap price and shall be made available to the emerge platform of National Stock Exchange of India Limited (“NSE Emerge”, referred to as the “Stock Exchange”) for the purpose of uploading on their website for further details kindly refer to chapter titled “Terms of the Issue” beginning on page 201 of this Prospectus.

OBJECT OF THE ISSUE

| Particulars | Amount (₹ in Lakhs) |
|-------------------------------------|------------------------|
| Gross Issue Proceeds | 2,999.38 |
| Less: Public Issue Related Expenses | 390.00 |
| Net Issue Proceeds | 2,609.38 |

UTILIZATION OF NET ISSUE PROCEEDS

The Net Issue Proceeds will be utilized for following purpose:

| Sr. No. | Particulars | Amount (₹ in Lakhs) | % of Gross Issue Proceeds |
|---------------------------|-----------------------------------------------------------------------------------------------|------------------------|---------------------------|
| 1. | Acquisition of TAC Security Inc (Delaware, USA) and making it Wholly Owned Subsidiary thereon | 0.00 | 0.00 |
| 2. | Investment in Human resources and Product Development. | 1,865.00 | 71.47 |
| 3. | General Corporate Purposes [^] | 744.38 | 28.53 |
| Net Issue Proceeds | | 2,609.38 | 100.00 |

[^]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 Net 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. | Acquisition of TAC Security Inc (Delaware, USA) and making it Wholly Owned Subsidiary thereon | 0.52 | 0.00 | 0.52 | 0.00 |
| 2. | Investment in Human resources and Product Development. | 1,865.00 | 1,865.00 | 0.00 | 0.00 |
| 3. | General Corporate Purposes | 744.38 | 744.38 | 0.00 | 0.00 |
| 4. | Public Issue Expenses | 390.00 | 390.00 | 0.00 | 0.00 |
| Total | | 2,999.90 | 2,999.38 | 0.52 | 0.00 |

SHAREHOLDING

The shareholding pattern of our Promoters, Promoter's Group and public before the Issue is as under:

| 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* |
| Promoters | | | | | |
| 1. | Trishneet Arora | 5660830 | 74.00 | 5660830 | 54.02 |
| 2. | Charanjit Singh | 305830 | 4.00 | 305830 | 2.92 |
| Total – A | | 5966660 | 78.00 | 5966660 | 56.94 |
| Promoter's Group | | | | | |
| 1. | Avneet Singh | 170 | Negligible | 170 | Negligible |
| 2. | Charanjit Kaur | 170 | Negligible | 170 | Negligible |
| Total – B | | 340 | Negligible | 340 | Negligible |
| Public** | | | | | |
| 1 | Vijay Kishanlal Kedia | 1147500 | 15.00 | 1147500 | 10.95 |
| 2 | Ankit Vijay Kedia | 382500 | 5.00 | 382500 | 3.65 |
| 3 | Subinder Jeet Singh Khurana | 153000 | 2.00 | 153000 | 1.46 |
| 4 | Public Shareholders | - | - | 2829600 | 27.00 |
| Total-C | | 1683000 | 22.00 | 4512600 | 43.06 |
| Total Promoters and Promoter's Group (A+B+C) | | 7650000 | 100.00 | 10479600 | 100.00 |

*Rounded off

**Assuming the public shareholders will neither apply nor get any allotment.

FINANCIAL DETAILS

Based on Restated Financial Statements

(₹ in Lakhs)

| Sr. No. | Particulars | Period ended | For the year ended | | |
|---------|----------------------------------------------------------------------------------------|--------------------|--------------------|----------------|----------------|
| | | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
| 1. | Share Capital | 45.00 | 45.00 | 45.00 | 45.00 |
| 2. | Net worth | 962.90 | 768.05 | 260.75 | 200.00 |
| 3. | Revenue from operations | 502.06 | 1,000.01 | 510.95 | 504.37 |
| 4. | Profit After Tax | 194.85 | 507.29 | 60.75 | 61.13 |
| 5. | Earnings Per Share – Basic & Diluted (Post Bonus) | 2.55 | 6.63 | 0.79 | 0.80 |
| 6. | NAV per Equity Shares (Post Bonus) | 12.59 | 10.04 | 3.41 | 2.61 |
| 7. | Total Borrowings (As per Balance Sheet) (Including Current Maturity of Long-Term Debt) | 27.68 | 35.93 | 89.06 | 22.29 |

AUDITORS' QUALIFICATIONS

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

OUTSTANDING LITIGATIONS

There are no pending Litigation against our Company nor against our Promoters or Directors of the company except mentioned below:

Cases by our Company:

| Nature of Cases | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints | -- | -- |
| Statutory/ Regulatory Authorities | -- | -- |
| Taxation Matters | -- | -- |
| Other Litigation | -- | -- |

Cases against our Company:

| Nature of Cases | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints | -- | -- |
| Statutory/ Regulatory Authorities | -- | -- |
| Taxation Matters | -- | -- |
| Other Litigation | 2 | -- |

Cases against our Directors and Promoter:

| Nature of Cases | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints | -- | -- |
| Statutory/ Regulatory Authorities | -- | -- |
| Other Litigation – Taxation | -- | -- |
| Other Litigation | -- | -- |

Cases against our Group Companies:

| Nature of Cases | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints | -- | -- |
| Statutory/ Regulatory Authorities | -- | -- |
| Other Litigation – Taxation | 4 | 4.64 |
| Other Litigation | -- | -- |

For further details kindly refer to chapter titled “Outstanding Litigations and Material Developments” beginning on page 180 of this Prospectus

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 Offer 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 Offer 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 chapter titled “Risk Factors” beginning on page 28 of this Prospectus.

CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

There is no contingent liability and capital commitments of our company as on date of filing prospects of the company.

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 Prospectus.

COST OF ACQUISITION & WEIGHTED AVERAGE COST

Weighted average price at which the Equity Shares were acquired by our Promoters in Last One Year:

| Sr. No. | Name of Promoters | No. of Equity Shares held | Average Cost of Acquisition per equity share (in ₹)* |
|---------|---------------------|---------------------------|------------------------------------------------------|
| 1. | Mr. Trishneet Arora | 5327830 | Nil |
| 2. | Mr. Charanjit Singh | 287830 | Nil |

AVERAGE COST OF ACQUISITIONS OF SHARES FOR PROMOTERS

| Sr. No. | Name of Promoters | No. of Equity Shares held | Average Cost of Acquisition per equity share (in ₹)* |
|---------|---------------------|---------------------------|------------------------------------------------------|
| 1. | Mr. Trishneet Arora | 5660830 | 0.02 |
| 2. | Mr. Charanjit Singh | 305830 | 0.02 |

*The average cost of acquisition of Equity Shares by our Promoter 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.

PRE-IPO PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Prospectus until the listing of the Equity Shares.

ISSUE OF SHARES FOR CONSIDERATION OTHER THAN CASH

Except as disclosed below, we have not issued any Equity shares for consideration other than Cash.

(1) The details of allotment of 437500 Equity Shares made on August 17, 2018 by way of Bonus Issue in the ratio of 35:1 (i.e. thirty-five fully paid -up equity shares for every one existing equity Shares, out of free reserves) are as follows:

| Sr. No. | Name of Allottee | No. of Equity Shares Allotted | Face Value per share (in ₹) | Issue Price per share (in ₹) |
|--------------|-----------------------------|-------------------------------|-----------------------------|------------------------------|
| 1. | Trishneet Arora | 323750 | 10 | NIL |
| 2. | Charanjit Singh | 17500 | 10 | |
| 3. | Vijay Kishanlal Kedia | 65625 | 10 | |
| 4. | Ankit Vijay Kedia | 21875 | 10 | |
| 5. | Subinder Jeet Singh Khurana | 8750 | 10 | |
| Total | | 437500 | 10 | Nil |

(2) The details of allotment of 7200000 Bonus Equity Shares made on January 11, 2024 by way of Bonus Issue in the ratio of 16:1 (i.e. sixteen fully paid -up equity shares for every one existing equity Shares, out of free reserves) are as follows:

| Sr. No. | Name of Allottee | No. of Equity Shares Allotted | Face Value per share (in ₹) | Issue Price per share (in ₹) |
|--------------|-----------------------------|-------------------------------|-----------------------------|------------------------------|
| 1. | Trishneet Arora | 5327840 | 10 | NIL |
| 2. | Charanjit Singh | 287840 | 10 | |
| 3. | Vijay Kishanlal Kedia | 1080000 | 10 | |
| 4. | Ankit Vijay Kedia | 360000 | 10 | |
| 5. | Subinder Jeet Singh Khurana | 144000 | 10 | |
| 6. | Avneet Singh | 160 | 10 | |
| 7. | Sukhpreet Kaur | 160 | 10 | |
| Total | | 7200000 | 10 | Nil |

For further information, please refer to Chapter titled “*Capital Structure*” on page 61 of this Prospectus.

SPLIT / CONSOLIDATION

There has been no Split or Consolidation was happened during the last one year.

EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS

No exemptions from complying with any provision of securities laws has been granted by SEBI as on date of this Prospectus.

RELATED PARTY TRANSACTIONS

(₹ In Lakhs)

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 30.09.2023 Payable/ (Receivable) | Amount of Transaction debited from Apr 23 to Sep 23 | Amount of Transaction credited from Apr 23 to Sep 23 |
|--------------------------------|------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| Trishneet Arora | Director | Remuneration | (7.44) | 19.56 | 27.00 |
| | | Other Reimbursement | 7.11 | 0.45 | 0.45 |
| Charanjit Singh | Director | Remuneration | - | 4.8 | 4.8 |
| | | Advances for Expenses | (34.46) | 22.95 | 16.5 |
| Avneet Singh | Relative of Director | Advances for Expenses | (3.99) | 4.08 | - |
| Bharat Panchal | Director | Salary | - | 4.00 | 4.00 |
| TAC Security Inc (New Mexico) | Entity in which Relative of Director Have significant Influence | Sales | - | - | - |
| Liberal TV Private Limited | Erstwhile it was an Entity in which Relative of Director had significant Influence | Advances for Expenses | 2.17 | 6.53 | 34.96 |
| Oneiric Gaming Private Limited | Entity in which Relative of Director Have significant Influence | Advances for Expenses | (0.48) | 0.05 | - |
| Tac Security Private Limited | Entity in which Relative of Director Have significant Influence | Payables | (3.07) | 4.51 | - |

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 31.03.2023 Payable/ (Receivable) | Amount of Transaction debited from Apr 22 to Mar 23 | Amount of Transaction credited from Apr 22 to Mar 23 |
|--------------------------------|------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| Trishneet Arora | Director | Remuneration | - | 54.00 | 54.00 |
| | | Other Reimbursement | 7.11 | 8.36 | 7.09 |
| Charanjit Singh | Director | Remuneration | - | 9.60 | 9.60 |
| | | Advances for Expenses | 28.24 | 29.08 | - |
| Avneet Singh | Relative of Director | Advances for Expenses | 0.09 | 2.54 | - |
| Bharat Panchal | Director | Salary | - | - | - |
| TAC Security Inc (New Mexico) | Entity in which Relative of Director Have significant Influence | Sales | - | - | - |
| Liberal TV Private Limited | Erstwhile it was an Entity in which Relative of Director had significant Influence | Advances for Expenses | 26.26 | 34.96 | 8.70 |
| Oneiric Gaming Private Limited | Entity in which Relative of Director Have significant Influence | Advances for Expenses | 0.43 | 0.43 | - |
| Tac Security Private Limited | Entity in which Relative of Director Have significant Influence | Payables | 1.44 | 257.33 | 254.55 |

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 31.03.2022 Payable/ (Receivable) | Amount of Transaction debited from Apr 21 to Mar 22 | Amount of Transaction credited from Apr 21 to Mar 22 |
|-----------------|----------------------|-----------------------|-----------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| Trishneet Arora | Director | Remuneration | - | 12.00 | 12.00 |
| | | Other Reimbursement | 5.83 | 25.05 | 19.22 |
| Charanjit Singh | Director | Remuneration | - | 9.60 | 9.60 |
| | | Advances for Expenses | 0.84 | 1.20 | 2.04 |
| Avneet Singh | Relative of Director | Advances for Expenses | 2.63 | 4.30 | - |
| Bharat Panchal | Director | Salary | 0.00 | 0.00 | 0.00 |

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 31.03.2022 Payable/ (Receivable) | Amount of Transaction debited from Apr 21 to Mar 22 | Amount of Transaction credited from Apr 21 to Mar 22 |
|--------------------------------|------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| TAC Security Inc (New Mexico) | Entity in which Relative of Director Have significant Influence | Sales | -25.47 | 172.05 | 148.96 |
| Liberal TV Private Limited | Erstwhile it was an Entity in which Relative of Director had significant Influence | Advances for Expenses | 8.01 | 41.89 | 49.90 |
| Oneiric Gaming Private Limited | Entity in which Relative of Director Have significant Influence | Advances for Expenses | - | - | - |
| Tac Security Private Limited | Entity in which Relative of Director Have significant Influence | Payables | 4.21 | 3.40 | 5.17 |

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 31.03.2021 Payable/ (Receivable) | Amount of Transaction debited from Apr 20 to Mar 21 | Amount of Transaction credited from Apr 20 to Mar 21 |
|-------------------------------|------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| Trishneet Arora | Director | Remuneration | - | 26.96 | 26.96 |
| | | Other Reimbursement | - | 23.15 | 23.15 |
| Charanjit Singh | Director | Remuneration | - | 9.60 | 9.60 |
| | | Advances for Expenses | 3.71 | 13.02 | 9.31 |
| Avneet Singh | Relative of Director | Advances for Expenses | 6.93 | 4.78 | 11.71 |
| Bharat Panchal | Director | Salary | 0.00 | 0.00 | 0.00 |
| TAC Security Inc (New Mexico) | Entity in which Relative of Director Have significant Influence | Sales | (2.38) | 202.93 | 211.41 |
| Liberal TV Private Limited | Erstwhile it was an Entity in which Relative of Director had significant Influence | Advances for Expenses | - | - | - |

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 31.03.2021 Payable/ (Receivable) | Amount of Transaction debited from Apr 20 to Mar 21 | Amount of Transaction credited from Apr 20 to Mar 21 |
|--------------------------------|-----------------------------------------------------------------|-----------------------|------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| Oneiric Gaming Private Limited | Entity in which Relative of Director Have significant Influence | Advances for Expenses | - | - | - |
| Tac Security Private Limited | Entity in which Relative of Director Have significant Influence | Payables | 2.44 | 30.01 | 32.45 |

SECTION III – RISK FACTORS

Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this 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. 110, 49, 99, 166, 180, and 168 respectively, as well as the other financial and statistical information contained in this Prospectus.

Any of the following risks, as well as the other risks and uncertainties discussed in this 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 Prospects.

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

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors 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. Our business will suffer if we fail to anticipate and develop new product and services thereon and enhance existing products portfolio in order to keep pace with rapid changes in technology and the industries on which we focus.***

In Cyber Security industry where risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing services market is characterised by rapid technological changes, evolving industry standards, changing client preferences, and new service introductions that could result in technology obsolescence. Our future success will depend on our ability to anticipate these advances, enhance our existing offerings or develop new service offerings to meet client needs, in each case, in a timely manner. We may not be successful in anticipating or responding to these advances on a timely basis, or at all. If we do respond, the services or technologies we develop may not be successful in the marketplace. We may also be unsuccessful in stimulating customer demand for new and upgraded services, or seamlessly managing new service introductions or transitions. Our failure to address the demands of the rapidly evolving cyber security environment, particularly with respect to emerging technologies, and technological obsolescence, could have a material adverse effect on our business, results of operations and financial condition. In addition, our success also depends on our ability to proactively manage our product portfolio.

Additionally, during the regular course of operating our business, we may adjust our future plans as a result of our research, experience, technology evolution and market demand. Accepting unforeseen business opportunities may also result in a business model change. We cannot guarantee that any adjustment in our future plans will become successful or be more successful than our current business model. A shift in our plans by devolving new products may result in the use of other technologies. Other technologies may in the future prove to be more efficient and/or economical to us

than our current technologies. We cannot guarantee that any change in technology will become successful or be more successful than our current technology.

- 2. 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 that is characterised by rapidly changing technologies and business plans, which require users to adapt to increasingly complex IT infrastructures that incorporate a variety of software applications, operating systems and network protocols. As our users technologies and business plans grow more complex, we expect them to face new and increasingly sophisticated risks & threats. Although the market expects us to timely introduce improved solutions to respond to new threats, the development of these solutions can be challenging and time consuming. We may experience delays in the introduction of such new solutions, updates, enhancements and features. If we fail or are perceived to fail to respond to the rapidly changing needs of our end-users by developing upgraded solutions and introducing them on a timely, our competitive position, reputation and business prospects could be harmed.

- 3. Our investments in technology may not yield the intended results especially on our technical development.***

We invest in and intend to continue investing in human capital to enhance our technical capabilities, particularly with a view to enter into new areas. Our focus areas currently include developing integrated digital transformation framework for effecting change & developing intelligent enterprise model. We also engage with our customers in developing intellectual property combining their expert knowledge of the business with our technical expertise. Our choice of focus areas and investments in technology and human capital are based on the management's perception of the IT industry especially in cyber security market. We cannot assure you that such investments will yield the intended results. Inability of our Company to achieve intended results from its investments in technology and human capital may adversely impact our cash flows and results of operations.

- 4. There may be potential conflict of interests between our Company and other group Companies / 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 of risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing services market. Some, of our 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.

- 5. 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.

- 6. 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 contracts could be or become unprofitable.***

We negotiate pricing terms with our clients utilising a range of pricing structures and conditions. Depending on the particular contract, we may use time based / resource based pricing, pursuant to which we typically invoice on a monthly/quarterly/yearly basis for the 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 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 manage additional costs to replace or

upgrade our services in the event our clients 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 services and the potential demand for our services by our clients, which might be based on limited data and could be inaccurate. Although we use our specified software engineering 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.

7. *We have certain outstanding litigation against our Company, an adverse outcome of which may adversely affect our business, reputation 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, Promoter and Group Company, as at the date of this Prospectus.

Cases by our Company:

| Nature of Cases | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints | -- | -- |
| Statutory/ Regulatory Authorities | -- | -- |
| Taxation Matters | -- | -- |
| Other Litigation | -- | -- |

Cases against our Company:

| Nature of Cases | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints | -- | -- |
| Statutory/ Regulatory Authorities | -- | -- |
| Taxation Matters | -- | -- |
| Other Litigation | 2 | -- |

Cases against our Directors and Promoter:

| Nature of Cases | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints | -- | -- |
| Statutory/ Regulatory Authorities | -- | -- |
| Taxation Matters | -- | -- |
| Other Litigation | -- | -- |

Cases against our Group Companies:

| Nature of Cases | No of Outstanding Cases | Amount involved (In Lakhs) |
|-----------------------------------|-------------------------|----------------------------|
| Criminal Complaints | -- | -- |
| Statutory/ Regulatory Authorities | -- | -- |
| Other Litigation – Taxation | 4 | 4.64 |
| Other Litigation | -- | -- |

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.

Our Company had applied for registration of the trademark “TAC Security, Cybersecurity’s future’ vide application no. 5141755 on September 21, 2021, under Class 42 which was opposed and objected by The Registrar of Trade Marks, Mumbai under section 11(1) of the Trade Marks Act 1999 on the ground that the mark was identical with or similar to earlier marks in respect of identical or similar description of goods or services and because of such identity or similarity there existed a likelihood of confusion on the part of the public. Our Company had also applied for registration of the trademark “The Next-Gen Vulnerability Management” vide application no. 4698445 on October 20, 2020, under class 42 which was again opposed by The Registrar of Trade Marks, Mumbai under Section 9(1)(a) of the Trade Marks Act, 1999, on the ground that the mark was non- distinctive geometrical figure and as such it was not capable of distinguishing the goods and services of one person from those of others.

We believe that our future growth and competitiveness would depend on our ability to establish and strengthen our brand. We cannot guarantee that we will be able to make a lasting brand image with our clients and other people in the absence of these Trade Marks. Although we believe that our present systems are adequate to protect our confidential information and intellectual property, there can be no assurance that our intellectual property data, trade secrets or proprietary technology will not be copied, infringed or obtained by third parties. Further, our efforts to protect our intellectual property may not be adequate and may lead to erosion of our business value and our operations could be adversely affected. This may lead to litigations and any such litigations could be time consuming and costly and their outcome cannot be guaranteed. Our Company may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our intellectual property, which may adversely affect our business, financial condition and results of operations.

For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see “*Outstanding Litigations and Material Developments*” beginning on page 180 of this Prospectus.

8. 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 96.10%, 96.09%, 90.87%, 77.13% of our total revenue from operations for the period ended on September 30, 2023, and for financial year ended on March 31, 2023, 2022 and 2021, respectively. Our Company is engaged in the business of risk-based vulnerability management and assessment solutions, cybersecurity quantification, cyber security, and services of penetration testing services. 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 | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
|-----------------------------|--------------------|----------------|----------------|----------------|
| Top 1 Customers (%) | 82.55 | 71.66 | 33.75 | 40.36 |
| Top 3 Customers (%) | 89.03 | 82.04 | 60.68 | 53.43 |
| Top 5 Customers (%) | 91.65 | 89.21 | 74.36 | 63.82 |
| Top 10 Customers (%) | 96.10 | 96.09 | 90.87 | 77.13 |

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.

9. *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.

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.

10. *We intend to utilize ₹ 1,865.00 Lakhs of the Net Proceeds for Investment in Human resources and Product Development. We have relied on the management estimates for number of employees to be hired and average salary to be deployed to such hired employees. Such estimates have not been appraised by any bank or financial institution or any other independent agency.*

We intend to use the Net Proceeds of the Issue for the purposes described in the section titled "Objects of the Issue" on page 72. The objects of the Issue comprise (i) Acquisition of TAC Security Inc (Delaware, USA) and making it Wholly Owned Subsidiary thereon, (ii) Investment in Human resources and Product Development, (iii) general corporate purposes. Further, the Investment in Human resources and Product Development can be bifurcated into 2 (Two) parts:

- A. Investment of ₹ 865.00 Lakhs in our company for hiring personnel and Product Development to support Organic Growth of our company in India.

- B. Investment of ₹ 1,000.00 Lakhs in our Wholly owned subsidiary TAC Security Inc (Delaware, USA) through hiring personnel outside India

In relation to the Investment in Human resources and Product Development, we estimate the total cost to be ₹ 1,865.00 lakhs and have relied on the estimates as provided by the management of the company. We have not entered into any definitive agreements to utilize the Net Proceeds for this object and have relied on the management estimates. Additionally, in the event of any delay in hiring of employees, the proposed schedule, implementation and deployment of the Net Proceeds may be extended or may vary accordingly. We cannot assure you that the actual costs incurred in relation to this object will be similar to and not exceed the amounts indicated by the management of the company. For details, see “Objects of the issue” on page 72.

11. *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.

12. *Our Promoters, members of Promoter Group and director have provided personal guarantees to certain loan facilities availed by us, which if revoked may require alternative guarantees, repayment of amounts due or termination of the facilities.*

Our Promoters, members of promoter group and director have personal guarantees in relation to certain loan facilities availed of by us. In the event that any of these guarantees are revoked by promoters, members of Promoter group or third party, the lenders for such facilities may require alternate guarantees, repayment of amounts outstanding under such facilities, or may even terminate such facilities. We may not be successful in procuring alternative guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which may not be available on acceptable terms or at all and any such failure to raise additional capital could affect our operations and our financial condition

13. *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 74 of this 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.

14. *We may be liable to our clients for damages caused by system failures, disclosure of confidential information or data security breaches, 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. Any failure in a client's system could result in a claim for substantial damages against us, regardless of our responsibility for such failure. In addition, we often have access to, or are required to collect and store, confidential client data. 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 individuals 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.

15. *If there is a change in tax regulations, our tax liabilities may increase and thus adversely affect our financial position and results of operations. In addition, our company has availed benefit under section 80IAC of Income Tax Act 1961.*

Pursuant to section 80IAC of Income tax act, 1961, where the gross total income of an assessee, being an eligible start-up, includes any profits and gains derived from eligible business, there shall, in accordance with and subject to the provisions of this section, be allowed, in computing the total income of the assessee, a deduction of an amount equal to one hundred per cent (100%) of the profits and gains derived from such business for three consecutive assessment years. After getting registration under 80 IAC company will be constituted as Start-up company. Assessee who is registered under section 80 IAC of Income tax act, 1961 can avail tax holiday for 3 consecutive financial years out of its first ten years since incorporation.

In F.Y. 22-23 company has obtained start-up recognition of Department for Promotion of Industry and Internal Trade for eligibility of claiming deduction u/s 80-IAC. Accordingly, company has started claiming deduction U/S 80-IAC from A.Y. 2023-24. Company has applied for rectification application u/s 154 for opting out from taxation u/s 115BAA

for A.Y. 22-23 & A.Y. 21-22 and withdrawal of Form 10-IC. Hence no provision for Income Tax Expense of Rs.125/- lacs for F.Y. 2022-23 and 45 Lacs for period of April 2023 to September 2023 has been made. However, eligibility of deduction is subject to acceptance of application by Jurisdictional Assessing Officer (JAO) and rectification of previous year return and granting of permission for withdrawal of form 10-IC by Jurisdictional Assessing Officer.

Currently, we have applied for deduction from taxable income on profits attributable to our status as start up company with Jurisdictional Assessing Officer (JAO) and rectification of previous year return and granting of permission for withdrawal of form 10-IC by Jurisdictional Assessing Officer. In case of rejection of our such application we are liable to pay tax on deduction of an amount equal to one hundred per cent (100%) of the profits and gains arrived during tax holiday period. Also Company need to pay tax at normal rate for FY 2020-21 & FY 2021-22 as company has availed special tax benefit under section 115BAA of Income tax act 1961, which could effect our business operations and cash flows there on.

In addition, at present taxes and other levies imposed by the central/state governments in India that affect our industry from time to time. The central/state tax scheme in India is extensive and subject to change from time to time. Any adverse changes in any of the taxes levied by the central or state governments may adversely affect our competitive position and profitability. Currently, we claim tax benefits pursuant to provision of section 80-IAC under the Income Tax Act, being our company registered under start up with Department for Promotion of Industry and Internal Trade. There can be no assurance that these tax incentives will continue to be available to us in the future. The non-availability of these tax incentives could adversely affect our financial condition and results of operations.

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)

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 30.09.2023 Payable/ (Receivable) | Amount of Transaction debited from Apr 23 to Sep 23 | Amount of Transaction credited from Apr 23 to Sep 23 |
|--------------------------------|------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| Trishneet Arora | Director | Remuneration | (7.44) | 19.56 | 27.00 |
| | | Other Reimbursement | 7.11 | 0.45 | 0.45 |
| Charanjit Singh | Director | Remuneration | - | 4.8 | 4.8 |
| | | Advances for Expenses | (34.46) | 22.95 | 16.5 |
| Avneet Singh | Relative of Director | Advances for Expenses | (3.99) | 4.08 | - |
| Bharat Panchal | Director | Salary | - | 4.00 | 4.00 |
| TAC Security Inc (New Mexico) | Entity in which Relative of Director Have significant Influence | Sales | - | - | - |
| Liberal TV Private Limited | Erstwhile it was an Entity in which Relative of Director had significant Influence | Advances for Expenses | 2.17 | 6.53 | 34.96 |
| Oneiric Gaming Private Limited | Entity in which Relative of Director Have significant Influence | Advances for Expenses | (0.48) | 0.05 | - |

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 30.09.2023 Payable/ (Receivable) | Amount of Transaction debited from Apr 23 to Sep 23 | Amount of Transaction credited from Apr 23 to Sep 23 |
|------------------------------|-----------------------------------------------------------------|-----------------------|-----------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| Tac Security Private Limited | Entity in which Relative of Director Have significant Influence | Payables | (3.07) | 4.51 | - |

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 31.03.2023 Payable/ (Receivable) | Amount of Transaction debited from Apr 22 to Mar 23 | Amount of Transaction credited from Apr 22 to Mar 23 |
|--------------------------------|------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| Trishneet Arora | Director | Remuneration | - | 54.00 | 54.00 |
| | | Other Reimbursement | 7.11 | 8.36 | 7.09 |
| Charanjit Singh | Director | Remuneration | - | 9.60 | 9.60 |
| | | Advances for Expenses | 28.24 | 29.08 | - |
| Avneet Singh | Relative of Director | Advances for Expenses | 0.09 | 2.54 | - |
| Bharat Panchal | Director | Salary | - | - | - |
| TAC Security Inc (New Mexico) | Entity in which Relative of Director Have significant Influence | Sales | - | - | - |
| Liberal TV Private Limited | Erstwhile it was an Entity in which Relative of Director had significant Influence | Advances for Expenses | 26.26 | 34.96 | 8.70 |
| Oneiric Gaming Private Limited | Entity in which Relative of Director Have significant Influence | Advances for Expenses | 0.43 | 0.43 | - |
| Tac Security Private Limited | Entity in which Relative of Director Have significant Influence | Payables | 1.44 | 257.33 | 254.55 |

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 31.03.2022 Payable/ (Receivable) | Amount of Transaction debited from Apr 21 to Mar 22 | Amount of Transaction credited from Apr 21 to Mar 22 |
|--------------------------------|------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| Trishneet Arora | Director | Remuneration | - | 12.00 | 12.00 |
| | | Other Reimbursement | 5.83 | 25.05 | 19.22 |
| Charanjit Singh | Director | Remuneration | - | 9.60 | 9.60 |
| | | Advances for Expenses | 0.84 | 1.20 | 2.04 |
| Avneet Singh | Relative of Director | Advances for Expenses | 2.63 | 4.30 | - |
| Bharat Panchal | Director | Salary | 0.00 | 0.00 | 0.00 |
| TAC Security Inc (New Mexico) | Entity in which Relative of Director Have significant Influence | Sales | -25.47 | 172.05 | 148.96 |
| Liberal TV Private Limited | Erstwhile it was an Entity in which Relative of Director had significant Influence | Advances for Expenses | 8.01 | 41.89 | 49.90 |
| Oneiric Gaming Private Limited | Entity in which Relative of Director Have significant Influence | Advances for Expenses | - | - | - |
| Tac Security Private Limited | Entity in which Relative of Director Have significant Influence | Payables | 4.21 | 3.40 | 5.17 |

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 31.03.2021 Payable/ (Receivable) | Amount of Transaction debited from Apr 20 to Mar 21 | Amount of Transaction credited from Apr 20 to Mar 21 |
|-----------------|----------------------|-----------------------|-----------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| Trishneet Arora | Director | Remuneration | - | 26.96 | 26.96 |
| | | Other Reimbursement | - | 23.15 | 23.15 |
| Charanjit Singh | Director | Remuneration | - | 9.60 | 9.60 |
| | | Advances for Expenses | 3.71 | 13.02 | 9.31 |
| Avneet Singh | Relative of Director | Advances for Expenses | 6.93 | 4.78 | 11.71 |
| Bharat Panchal | Director | Salary | 0.00 | 0.00 | 0.00 |

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 31.03.2021 Payable/ (Receivable) | Amount of Transaction debited from Apr 20 to Mar 21 | Amount of Transaction credited from Apr 20 to Mar 21 |
|--------------------------------|------------------------------------------------------------------------------------|-----------------------|-----------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|
| TAC Security Inc (New Mexico) | Entity in which Relative of Director Have significant Influence | Sales | (2.38) | 202.93 | 211.41 |
| Liberal TV Private Limited | Erstwhile it was an Entity in which Relative of Director had significant Influence | Advances for Expenses | - | - | - |
| Oneiric Gaming Private Limited | Entity in which Relative of Director Have significant Influence | Advances for Expenses | - | - | - |
| Tac Security Private Limited | Entity in which Relative of Director Have significant Influence | Payables | 2.44 | 30.01 | 32.45 |

While we believe that our past related party transactions have been conducted on an arm's length basis and are in accordance with the provisions of the Companies Act, 2013 and other applicable laws, there can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties. Furthermore, it is likely that we will continue to enter into related party transactions in the future. Although all related-party transactions that we may enter into in the future are subject to approval by our Audit Committee, Board or shareholders, as required under the Companies Act, there can be no assurance to you that such transactions in the future or any other future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, cash flows, financial condition and results of operations. Further, the such transactions in the future or any future transactions with our related parties, either individually or in the aggregate, may potentially involve conflicts of interest. Additionally, there can be no assurance that any dispute that may arise between us and related parties will be resolved in our favour.

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 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.*

Although our company has taken group insurance policy for our employees, 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 Prospectus.

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

Our Company is engaged in the business of risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing services market which may attract tax liability such as GST and Income Tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund, ESIC, etc. Though, we have deposited the required returns and paid taxes thereon under various applicable Acts but any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of our Company.

20. *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.

21. *Our business is operating under various laws which require us to obtain approvals from the concerned statutory/regulatory authorities in the ordinary course of business and our inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals for our business operations could materially and adversely affect our business, prospects, results of operations and financial condition.*

Our business requires us to obtain and renew from time-to-time certain approvals, licenses, registrations and permits, some of which have expired and for which we have either made or are in the process of making an application for obtaining the approval or its renewal. In particular, we have applied for registration under Maharashtra Shops and Establishments Act, 1948 for our offices at Pune and Mumbai and Professions Tax for the state of Punjab. Further, these approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by various authorities for operating our business activities may contain conditions, some of which could be onerous. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, it will have an adverse impact on our business operations.

Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations and permits that have been or may be issued to us, may impede our operations. For further details, see “*Government Approvals*” on page 183 of this Prospectus. In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected. We may be involved in any environmental legal proceedings in the course of our business due to non-compliances with terms and conditions of regulatory approvals or authorizations.

22. *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 'TAC Infosec 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 onerous. Additionally, we will need to apply for renewal of certain approvals, licenses, registrations and permits, which expire or need to be updated pursuant to conversion of company from private to public Company i.e., 'TAC Infosec Private Limited' to 'TAC Infosec 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 180 of this 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 127 and 180 respectively of this Prospectus.

23. *Within the parameters as mentioned in the chapter titled "Objects of this Issue" of this 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 acquisition of Company and Investment in Technology, Software Solutions and Product Development. We intend to deploy the Net Issue Proceeds in financial year 2023-24 and 2024-2025 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 74 of this 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 74 of this 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.

24. *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 74 of this Prospectus.

25. Our Company has in the past not complied with the certain provisions of the Companies Act, 2013. Further, there have also been instances where our Company has inadvertently filed incorrect information with the RoC in its statutory filings.

In the past, our Company has not complied with certain provisions of the Companies Act, 2013 and the rules made therein, amended from time to time, as mentioned below:

One of the existing director of Company has provided the unsecured loan amounting to Rs. 20,00,000/- (Rupees Twenty Lakhs only) on August 02, 2016 against which company proposed to issue further equity shares. The Company has made allotment of equity shares on November 30, 2016 against such unsecured outstanding amount. The Company has filed form PAS-3 with incorrect information for allotment of equity shares made on November 30, 2016 and not was not in adherence with applicable section and rules of Companies Act, 2013.

Further, the company has also received unsecured loan amounting to Rs. 22,50,000 (Rupees Twenty-Two Lakhs Fifty thousand) on February 09, 2017, against which company proposed to issue further equity shares. The Company has filed form PAS-3 with incorrect information for allotment of equity shares made on June 10, 2017 and not was not in adherence with applicable section and rules of Companies Act, 2013.

No show cause notice in respect to the above has been received by our Company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. However, our company has applied for compounding of offence with relevant authority on January 12, 2024. It cannot be assured, that there will not be such instances in the future, or our Company will not commit any further delays or defaults in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our results of operations and financial position.

26. In addition to normal remuneration, other benefits and reimbursement of expenses to our Promoter, 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 Group Companies/Entities. Our Company in future may enter in related party transactions subject to necessary compliances.

Our Promoter – Directors are interested in our Company to the extent of their shareholding and dividend entitlement thereon in our Company, in addition to normal remuneration or benefits and reimbursement of expenses. Our Promoter and Directors are interested in the transactions entered into between our Company and themselves as well as between our Company and our Group Company/Entity. 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, promoter and group companies 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 Promoter, Directors and Group Companies/Entities during last three years, please refer to the “Annexure – 25 - Related Party Transactions” under the chapter titled “Restated Financial Information” beginning from page no. 166 of this Prospectus.

27. 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. Trishneet Arora | 5660830 | 0.02 |
| 2. | Mr. Charanjit Singh | 305830 | 0.02 |

*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.

- 28. *Our success depends heavily upon our Promoter, 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 Promoter, Directors, Key Managerial Personnel and Key Managerial Personnel who are the natural person in control of our Company.***

Our Promoter 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 Promoter, 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 142 of this Prospectus.

- 29. *Our Promoter 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 Promoter and Promoter group will collectively owns majority of our post issue equity share capital. As a result, our Promoter, 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 Promoter 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.

- 30. *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, 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.

- 31. *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.

- 32. *Industry information included in this 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 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 Prospectus.

33. *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.

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

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

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

35. *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.

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

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

37. *There are certain discrepancies and non-compliances noticed in some of our financial reporting and/or records relating to filing of returns and deposit of statutory dues with the taxation and other statutory authorities.*

In the past, our company has at several instances, delayed in filing our TDS and Income Tax returns, GST returns, EPF returns and deposit of statutory dues, as a result of which, we have been required to pay the late filing fees along with interest on delayed deposit of due taxes and statutory dues. The details of the same has been mentioned below:

GST returns:

| Financial Year | State | Return Type | Total number of Establishment | Establishment with Delayed Filings |
|----------------|---------|-------------|-------------------------------|------------------------------------|
| 2023-2024 | GSTRB-3 | 2 | 2 | 2023-2024 |
| 2022-2023 | GSTRB-3 | 2 | 2 | 2022-2023 |
| 2021-2022 | GSTRB-3 | 2 | 2 | 2021-2022 |
| 2020-2021 | GSTRB-3 | 2 | 2 | 2020-2021 |
| 2019-2020 | GSTRB-3 | 2 | 2 | 2019-2020 |
| 2018-2019 | GSTRB-3 | 1 | 1 | 2018-2019 |
| 2017-2018 | GSTRB-3 | 1 | 1 | 2017-2018 |

EPF returns:

| Financial Year | Total Amount of All Establishments Paid (Amount in crores) | Total number of Establishment | Establishment with Delayed Filings |
|----------------|---------------------------------------------------------------|-------------------------------|------------------------------------|
| 2023-2024 | 0.15 | 1 | 1 |
| 2022-2023 | 0.03 | 1 | 1 |
| 2021-2022 | 0.14 | 1 | 1 |
| 2020-2021 | 0.09 | 1 | 1 |
| 2019-2020 | 0.02 | 1 | 1 |

Although the late filing fees and interest on late deposits levied are small but if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. Further no-show cause notice has been issued against our Company till date, in respect of above. In the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected.

For further details of certain material legal proceedings involving our Company, our Promoter, our directors, see “Outstanding Litigations and Material Developments” beginning on page 174 of this Prospectus.

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 M/s. Spread X Securities Private Limited 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 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 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 Emerge Platform of National Stock Exchange of India 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 National Stock Exchange of India 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

- Public Issue of 2829600 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ 106/- per equity share including a share premium of ₹ 96/- per equity share (the "Issue Price") aggregating to ₹ 2999.38 lakhs ("the issue").
- The Post Bonus Net Asset Value per Equity Share of our Company as per the Restated Financials for period ended September 30, 2023 and financial year ended on March 31, 2023, 2022 and 2021 is ₹ 12.59/-, ₹ 10.04/-, ₹ 3.41/- and ₹ 2.61/- per Equity Share, respectively.
- The net worth of our Company as per Restated Financials as of September 30, 2023 is ₹ 962.90 Lakhs.
- 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. Trishneet Arora | 5660830 | 0.02 |
| 2. | Mr. Charanjit Singh | 305830 | 0.02 |

*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. 61 of this Prospectus.

- 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 Prospectus, except pursuant to Conversion of company from private Limited to Public Limited.
- 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 Prospectus.
- Except as stated under the chapter titled "Capital Structure" beginning on page no 61 of this Prospectus, our Company has not issued any Equity Shares for consideration other than cash.
- 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. 61, 161, 187 and 142

respectively of this 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 85 of the 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 52 of this Prospectus.

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 Prospectus:

| Particulars | Details |
|--------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Equity Shares Issued* | Issue of 2829600 Equity Shares of ₹ 10/- each at a price of ₹ 106/- per Equity Share each aggregating to ₹ 2999.38 Lakhs |
| Of which: | |
| Reserved for Market Makers | 141600 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 106/- per Equity Share each aggregating to ₹ 150.10 Lakhs |
| Net Issue to the Public | Upto 2688000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 106/- per Equity Share each aggregating to ₹ 2849.28 Lakhs |
| Of which | |
| Allocation to Qualified Institutional Buyers | Not more than 1344000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 106/- per Equity Share each aggregating to ₹ 1424.64 Lakhs |
| Of which | |
| Anchor Investors | Not more than 806400 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 106/- per Equity Share each aggregating to ₹ 854.78 Lakhs |
| Net QIB Portion (Assuming Anchor allocation portion is fully subscribed) | Not more than 537600 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 106/- per Equity Share each aggregating to ₹ 569.86 Lakhs |
| Allocation to Non-Institutional Investors | Not less than 403200 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 106/- per Equity Share each aggregating to ₹ 427.39 Lakhs |
| Allocation to Retail Individual Investors | Not less than 940800 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 106/- per Equity Share each aggregating to ₹ 997.25 Lakhs |
| Equity Shares outstanding prior to the Issue | 7650000 Equity Shares of ₹ 10/- each |
| Equity Shares outstanding after the Issue | 10479600 Equity Shares of ₹ 10/- each |
| Use of Proceeds | For details, please refer chapter titled “ <i>Objects of The Issue</i> ” beginning on Page no. 74 of this 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 253 (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 January 12, 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 January 13, 2024.
- (3) 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.
- (4) The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price.

- (5) 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.

SUMMARY OF FINANCIAL INFORMATION

| Sr. No. | Particulars | Page Nos. |
|----------------|--------------------------------|------------------|
| 1 | Restated Financial Information | SF-1 to SF-3 |

TAC INFOSEC LIMITED
RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs.in Lakhs)

| Particulars | Note No. | 30/09/2023 | 31/03/2023 | 31/03/2022 | 31/03/2021 |
|---------------------------------------------------------------------------------------------|----------|-----------------|---------------|---------------|---------------|
| EQUITY: | | | | | |
| A. Equity & Liabilities: | | | | | |
| (a) Shareholders' Funds | 2 | 45.00 | 45.00 | 45.00 | 45.00 |
| (b) Reserves & Surplus | 3 | 917.90 | 723.05 | 215.75 | 155.00 |
| (c) Money Received Against Share Warrants | | | | | |
| Sub-Total (1) | | 962.90 | 768.05 | 260.75 | 200.00 |
| B. Share Application Money Pending Allotment: | | | | | |
| Sub-Total (2) | | - | - | - | - |
| LIABILITIES: | | | | | |
| C. Non Current Liabilities: | | | | | |
| (a) Long Term Borrowings | 4 | 7.90 | 16.20 | 34.73 | 15.55 |
| (b) Deferred Tax Liabilities | 5 | - | - | 1.27 | 1.13 |
| (c) Other Long Term Liabilities | - | - | - | - | - |
| (d) Long Term Provisions | 6 | 4.30 | 2.95 | 3.20 | 0.93 |
| Sub-Total (3) | | 12.20 | 19.15 | 39.20 | 17.62 |
| D. Current Liabilities: | | | | | |
| (a) Short Term Borrowings | 7 | 19.78 | 19.73 | 54.33 | 6.74 |
| (b) Trade Payables | | | | | |
| (i) total outstanding dues of micro enterprises and small | 8 | - | - | - | - |
| (ii) total outstanding dues of creditors other than micro enterprises and small enterprises | | 22.22 | 24.87 | 18.71 | 47.97 |
| (c) Short Term Provisions | 9 | 97.63 | 105.95 | 49.98 | 77.30 |
| (d) Other Current Liabilities | 10 | 98.28 | 39.92 | 73.48 | 54.37 |
| Sub-Total (4) | | 237.91 | 190.46 | 196.50 | 186.37 |
| TOTAL LIABILITIES (1+2+3+4) | | 1,213.02 | 977.65 | 496.45 | 404.00 |
| ASSETS: | | | | | |
| E. Non Current Assets | | | | | |
| (a) Property, Plant and Equipments and Intangible assets | | | | | |
| I. Tangible Assets | 11 | 69.79 | 79.17 | 94.12 | 42.70 |
| II. Intangible Assets | | - | - | - | - |
| III. Capital Work-in-progress | | - | - | - | - |
| iv. Intangible Asset Under Development | | - | - | - | - |
| (b) Non Current Investments | | - | - | - | - |
| (c) Deferred Tax Assets (Net) | 12 | 2.82 | 1.95 | - | - |
| (d) Other Non Current Asset | 13 | 105.77 | 80.01 | - | - |
| Sub-Total (5) | | 178.38 | 161.12 | 94.12 | 42.70 |
| F. Current Assets | | | | | |
| (a) Trade Receivables | 14 | 647.98 | 436.65 | 197.23 | 107.35 |
| (b) Cash and Bank Balances | 15 | 313.14 | 287.37 | 171.94 | 207.69 |
| (c) Other Current Assets | 16 | 15.30 | 20.38 | 15.00 | 19.98 |
| (e) Short Term Loans and Advances | 17 | 58.22 | 72.13 | 18.16 | 26.28 |
| Sub-Total (6) | | 1,034.63 | 816.52 | 402.33 | 361.30 |
| TOTAL ASSETS (5+6) | | 1,213.02 | 977.65 | 496.45 | 404.00 |

Summary of Notes to Accounts & Significant Accounting Policies

1

As per our report of even date

For Maharishi & Co

Chartered Accountants

ICAI Firm Registration No.124872W

For and on behalf of the Board Directors

TAC INFOSEC LIMITED

Kapil Sanghvi

Partner

Membership No. 141168

Trishneet Arora

CEO/Director

(DIN: 07567604)

Charanjit Singh

Whole Time Director

(DIN: 07567588)

Place: Jamnagar

Date : 19th January 2024

UDIN : 24141168BKAFVM8585

Neha Garg

CFO

Sharon Arora

CS

TAC INFOSEC LIMITED
RESTATED STATEMENT OF PROFIT AND LOSS

(Rs. In Lakhs)

| Particulars | Note No. | 30/09/2023 | 31/03/2023 | 31/03/2022 | 31/03/2021 |
|-------------------------------------------------------------------------------------------------------------|----------|---------------|-----------------|---------------|---------------|
| A. Income | | | | | |
| Revenue From Operations | 18 | 502.06 | 1,000.01 | 510.95 | 504.37 |
| Other Income | 19 | 29.05 | 14.27 | 12.68 | 12.12 |
| Total Revenue | | 531.10 | 1,014.28 | 523.63 | 516.49 |
| B. Expenses | | | | | |
| Cost of Raw Material Consumed | | - | - | - | - |
| Purchase of Stock in Trade | | - | - | - | - |
| (Increase)/ Decreases in Inventories of Finished Goods, Work in Progress and Traded Goods | | - | - | - | - |
| Employee benefits expense | 20 | 211.58 | 128.20 | 263.41 | 232.95 |
| Finance Cost | 21 | 1.69 | 8.82 | 9.97 | 1.95 |
| Depreciation and Amortisation Expenses | 22 | 13.04 | 24.60 | 19.29 | 4.03 |
| Other Expenses | 23 | 102.86 | 343.63 | 145.48 | 192.96 |
| Total Expenses | | 329.17 | 505.25 | 438.16 | 431.88 |
| Profit Before Exceptional Items | | 201.93 | 509.03 | 85.47 | 84.61 |
| C. Less Exceptional Items | | | | | |
| Profit Before Extra Ordinary Items | | 201.93 | 509.03 | 85.47 | 84.61 |
| D. Less Extra Ordinary Items | | | | | |
| Profit Before Tax | | 201.93 | 509.03 | 85.47 | 84.61 |
| E. Tax Expense/(Income) : | | | | | |
| MAT Credit Entitlement | | | | | - |
| Income Tax Provision | | 7.94 | 4.96 | 24.59 | 22.78 |
| Taxation Of Earlier Year | | 0.00 | 0.00 | | |
| Deferred tax Charge/(Credit) | | -0.87 | -3.22 | 0.13 | 0.70 |
| Total tax expense | | 7.08 | 1.74 | 24.72 | 23.48 |
| Profit / (Loss) for the Period / Year Carried Forward to Summary Statement of Assets and Liabilities | | 194.85 | 507.29 | 60.75 | 61.13 |
| Earning Per Share: | | 43.30 | 112.73 | 13.50 | 13.59 |
| Earning Per Share: (Post Bonus) | | 2.55 | 6.63 | 0.79 | 0.80 |

Summary of Notes to Accounts & Significant Accounting Policies

1

As per our report of even date

For Maharishi & Co
Chartered Accountants
ICAI Firm Registration No.124872W

For and on behalf of the Board Directors
TAC INFOSEC LIMITED

Kapil Sanghvi
Partner
Membership No. 141168

Trishneet Arora
CEO/Director
(DIN: 07567604)

Charanjit Singh
Director
(DIN: 07567588)

Place: Jamnagar
Date : 19th Janaury 2024
UDIN : 24141168BKAFVM8585

Neha Garg
CFO

Sharon Arora
CS

TAC INFOSEC LIMITED
RESTATED CASHFLOW STATEMENT

(All amounts are in Rupees in lakhs)

| Sr.No. | For the year ended | For the period ended | For the year ended | For the year ended | For the year ended |
|-----------|--------------------------------------------------------------------------|----------------------|--------------------|--------------------|--------------------|
| | | 30/09/2023 | 31/03/2023 | 31/03/2022 | 31/03/2021 |
| A. | Cash flow from Operating Activities | | | | |
| | Net profit before taxation | 201.93 | 509.03 | 85.47 | 84.61 |
| | Adjustment for: | | | | |
| | Depreciation & Impairment | 13.04 | 24.60 | 19.29 | 4.03 |
| | Finance Costs | 1.69 | 8.82 | 9.97 | 1.95 |
| | Finance Income | -24.42 | -14.27 | -12.67 | -12.07 |
| | Operating Profit before working capital changes | 192.24 | 528.18 | 102.06 | 78.51 |
| | Movements in working capital: | | | | |
| | Decrease/-Increase in Trade Receivable | -211.33 | -239.42 | -89.88 | -66.58 |
| | Decrease/-Increase in other current assets | -6.77 | -139.36 | 13.11 | -0.54 |
| | Increase/-Decrease in Trade Payables | -2.64 | 6.16 | -29.27 | 13.19 |
| | Increase/-Decrease in Current Liabilities/Provisions | 59.71 | -38.78 | 31.90 | 86.17 |
| | Sub-Total Movement in Working Capital | -161.03 | -411.39 | -74.14 | 32.24 |
| | Cash generated from operations | 31.21 | 116.79 | 27.93 | 110.75 |
| | Direct taxes paid (net of refunds) | -16.26 | 55.97 | -24.59 | -22.78 |
| | NET CASH FROM OPERATING ACTIVITIES | 14.95 | 172.75 | 3.34 | 87.97 |
| B. | Cash flow from investing activities | | | | |
| | Purchase of fixed assets | -3.67 | -9.65 | -70.72 | -28.17 |
| | Interest income | 24.42 | 14.27 | 12.67 | 12.07 |
| | NET CASH FLOW FROM INVESTING ACTIVITIES | 20.75 | 4.63 | -58.04 | -16.09 |
| C. | Cash flow form financing activities | | | | |
| | Proceeds from Borrowing | -8.25 | -53.13 | 28.93 | 12.88 |
| | Finance Costs | -1.69 | -8.82 | -9.97 | -1.95 |
| | NET CASH CLOW FROM FINANCING ACTIVITIES | -9.94 | -61.95 | 18.95 | 10.94 |
| | NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C) | 25.76 | 115.43 | -35.75 | 82.82 |
| | Cash and cash equivalents at the beginning of the year | 287.37 | 171.94 | 207.69 | 124.87 |
| | Cash and cash equivalents at the end of the year | 313.14 | 287.37 | 171.94 | 207.69 |
| | Components of cash and cash equivalents as at the end of the year | | | | |
| | Cash on Hand | 1.51 | 0.03 | 0.52 | 0.54 |
| | With bank | | | | |
| | In current account | 289.60 | 115.31 | 0.39 | 207.15 |
| | In Fixed Deposit | 22.03 | 172.03 | 171.03 | |

The accompanying notes are an integral part of these financial statements
As per our report of even dated attached

For Maharishi & Co
Chartered Accountants
ICAI Firm Registration No.124872W

For and on behalf of the Board Directors
TAC INFOSEC LIMITED

Kapil Sanghvi
Partner
Membership No. 141168

Trishneet Arora
CEO/Director
(DIN: 07567604)

Charanjit Singh
Director
(DIN: 07567588)

Place: Jamnagar
Date : 19th Janaury 2024
UDIN : 24141168BKAFVM8585

Neha Garg
CFO

Sharon Arora
CS

SECTION V – GENERAL INFORMATION

Our Company was originally incorporated as ‘TAC Infosec Private Limited’ as a Private Limited Company, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated August 01, 2016, issued by the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on December 14, 2023 our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed from ‘TAC Infosec Private Limited’ to ‘TAC Infosec Limited’ and a fresh certificate of incorporation dated December 29, 2023 was issued to our Company by the Registrar of Companies-Chandigarh. The Corporate Identification Number of our Company is U72900PB2016PLC045575. For details of change in registered office of our Company, please refer to chapter titled ‘‘History and Corporate Structure’’ beginning on page no. 137 of this Prospectus.

BRIEF INFORMATION ON COMPANY AND ISSUE

| Particulars | Details | | | |
|------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|-------------------------|--------------------------------|
| Name of Issuer | TAC Infosec Limited | | | |
| Registered Office | 8 th Floor, Plot No. C-203, Industrial Focal Point, Phase 8B, Balongi, Rupnagar, S.A.S. Nagar, Mohali – 160055, Punjab, India. Telephone No.: +91 9988850821; Web site: www.tacsecurity.com E-Mail: company.secretary@tacsecurity.com Contact Person: Ms. Sharon Arora | | | |
| Corporate Office | 91 Springboard, Kagalwala House, 01 st Floor, C Block, 175, CST Road, Kalina, Santacruz East, Mumbai - 400098 Maharashtra, India | | | |
| Date of Incorporation | August 01, 2016 | | | |
| Company Identification Number | U72900PB2016PLC045575 | | | |
| Company Registration Number | 045575 | | | |
| Company Category | Company Limited by Shares | | | |
| Registrar of Company | ROC Chandigarh | | | |
| Address of the RoC | 1 st Floor, Corporate Bhawan, Chandigarh, Corporate Bhawan Plot No. 4 B, Sector 27 B, Chandigarh-160019, India. Phone: 0172-2639415,2639416 | | | |
| Company Secretary and Compliance Officer | Ms. Sharon Arora TAC Infosec Limited 8 th Floor, Plot No. C-203, Industrial Focal Point, Phase 8B, Balongi, Rupnagar, S.A.S. Nagar, Mohali – 160055, Punjab, India. Telephone No.: +91 9988850821; Web site: www.tacsecurity.com E-Mail: company.secretary@tacsecurity.com | | | |
| Designated Stock Exchange | EMERGE Platform of National Stock Exchange of India Limited Address: Exchange Plaza, Plot no. C/1, G Block, Bandra - Kurla Complex, Bandra (E), Mumbai – 400051 | | | |
| Issue Programme | Issue Opens On: | Wednesday, March 27, 2024 | Issue Closes On: | Tuesday, April 02, 2024 |

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. Trishneet Arora | Chairman, Executive Director and CEO | Flat No 201-A1, Regency Heights JLPL, Sector -91 Mohali, SAS Nagar Punjab-160055 | 07567604 |
| 2. | Mr. Charanjit Singh | Whole-Time Director | A-1, 201, Regency Height, Sec-91, S.A.S Nagar, Mohali-160062, Punjab | 07567588 |
| 3. | Mr. Bharatkumar Amrutlal Panchal | Professional, Non-Executive Director | 1602, Building No. 2, Empire Estate, Plot No. 41/42, Sector 20, Kharghar, Raigarh, Maharashtra - 410210 | 06660419 |
| 4. | Mr. Sanjiv Swarup | Independent Director | 103, Srushti Apartment, Old Prabhadevi Road, Opp Century Bazar, Prabhadevi - 400025 | 00132716 |
| 5. | Mr. Rajiv Vijay Nabar | Independent Director | 1005, Mahima Heights, Tower No. 3, Chandani Chawk – Piplod, Behind Reliance Township, Surat City, Surat Gujarat – 395007 | 10383397 |
| 6. | Ms. Aarti Jeetendra Juneja | Independent Director | New Nand Deep CHSL, Plot No. 268, 2 nd Floor, Flat No. 9 above Tewari Sweet, Sion West, Mumbai, Maharashtra - 400022 | 06872059 |

For further details pertaining to the education qualification and experience of our Directors, please refer the chapter titled “Our Management” beginning on Page no. 142 of this Prospectus.

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

| BOOK RUNNING LEAD MANAGER TO THE ISSUE | REGISTRAR TO THE ISSUE |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  <p>BEELINE CAPITAL ADVISORS PRIVATE LIMITED SEBI Registration Number: INM000012917 Address: B 1311-1314, Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, 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</p> |  <p>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED SEBI Registration Number: INR000003241 Address: D-153A, 1st Floor, Okhla Industrial Area Phase-I, New Delhi – 110020, India. Tel. Number: 011-40450193-197 Fax- 011-26812683 Email Id: ipo@skylinerta.com Investors Grievance Id: grievances@skylinerta.com Website: www.skylinerta.com Contact Person: Mr. Anuj Rana CIN: U74899DL1995PTC071324</p> |
| STATUTORY & PEER REVIEW AUDITORS OF THE COMPANY | LEGAL ADVISOR TO THE COMPANY |
| <p>M/s. Maharishi & Co, Chartered Accountants Address: “Aparna”, Behind Jeevandeep Hospital, Limda Lane, Jamnagar-361001 Gujarat, India Tel. No.: +91 288-2665023/24 Email Id: info@jainandmaharishi.com Membership No.: 141168 Peer Review No.: 014235 Firm Registration No: 124872W</p> | <p>Zenith India Lawyers Address: D-49, SL-III, Sector-57, Gurugram, Haryana-122003 Telephone: +91 9899016169 Email: raj@zilawyers.com Contact Person: Raj Rani Bhalla Designation: Managing Partner</p> |

| BANKERS TO THE COMPANY | BANKERS TO THE ISSUE, REFUND BANKER AND SPONSOR BANK |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| HDFC Bank Limited Address: M/s Aujla Kaushik Estate Pvt Ltd., Gandhigram Rd, Sohana Sahibzada Ajit Singh Nagar, Punjab-140308 Telephone: +91 9816862463 E mail: mohit.sharma63@hdfcbank.com Website: www.hdfcbank.com Contact Person: Mr. Mohit Sharma CIN: L65920MH1994PLC080618 | Axis Bank Limited Address: Khar Branch, Ground Floor, Matru Smriti, plot no 326, main linking road, khar west, Next to Zoya Showroom, Mumbai -400052 Tel: +91-9167001861 Email: khar.branchhead@axisbank.com Website: www.axisbank.com Contact Person: Mr. Vijaya Maruti Shetti |

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) 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 National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India.

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.tacsecurity.com, Book Running Lead Manager www.beelinemb.com and stock exchange www.nseindia.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, 1st Floor, Corporate Bhawan, Plot No. 4 B, Sector 27 B, Chandigarh-160019, India.

CHANGES IN AUDITORS IN LAST THREE YEARS

There is no change in Auditors since last three years.

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 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 NSE 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 212 of the Prospectus.

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

For further details on the method and procedure for Bidding, please see section entitled “*Issue Procedure*” on page 212 of this 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 212 of this 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 Prospectus and in the Bid cum Application Form;

Bid/Issue Program:

| Event | Indicative Dates |
|---------------------------------------------------------------------------------------------------------|----------------------------------------|
| Bid/Issue Opening Date | Wednesday, March 27, 2024 |
| Bid/Issue Closing Date | Tuesday, April 02, 2024 |
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or before Wednesday, April 03, 2024 |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account | On or before Thursday, April 04, 2024 |
| Credit of Equity Shares to Demat accounts of Allottees | On or before Thursday, April 04, 2024 |
| Commencement of trading of the Equity Shares on the Stock Exchange | On or before Friday, April 05, 2024 |

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 NSE Emerge taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the 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 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 SCSBs / 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 February 27, 2024. 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 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|---------------------------------|----------------------------------------|
| Beeline Capital Advisors Private Limited SEBI Registration Number: INM000012917 Address: B 1311-1314 Thirteenth Floor, Shilp Corporate Park, Rajpath Rangoli Road, Thaltej, 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 | 2829600 | 2999.38 | 100% |

**Includes 141600 Equity shares of ₹10.00 each for cash of ₹ 106/- 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 is 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 February 27, 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, Ahmadabad City Gujarat 380054 India

Contact Person: Mrs. Khushbu Nikhilkumar Shah

Designation: Director

Tel No.: 079 6907 2018

Email ID: info@spreadx.in

Website: www.spreadx.in

SEBI Registration Number: INZ000310930 The Market Maker shall the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, 2018 and the circulars issued by the NSE 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 141600 Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 141600 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, NSE 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: Emerge Platform of NSE 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. NSE can impose any other margins as deemed necessary from time-to-time.
- 13) Punitive Action in case of default by Market Makers: Emerge Platform of NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market 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:

| Issue Size | Buy quote exemption threshold (including mandatory initial inventory of 5% of the Issue Size) | Re-Entry threshold for buy quote (including mandatory initial inventory of 5% of the Issue Size) |
|--------------------------|-----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| Up to ₹ 20 Crore | 25% | 24% |
| ₹ 20 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 / NSE 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 Prospectus, is set forth below:

(₹ In Lakh except per share amount)

| Sr. No. | Particulars | Aggregate Nominal value | Aggregate value at issue price |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------|
| 1. | AUTHORIZED SHARE CAPITAL 13000000 Equity Shares of face value of ₹ 10/- each | 1300.00 | - |
| 2. | ISSUED, SUBSCRIBED AND PAID-UP EQUITY SHARE CAPITAL BEFORE THE ISSUE 7650000 Equity Shares of face value of ₹ 10/- each | 765.00 | - |
| 3. | PRESENT ISSUE IN TERMS OF THE PROSPECTUS | | |
| | Issue of 2829600 Equity Shares of ₹ 10/- each at a price of ₹ 106/- per Equity Share. | 282.96 | 2999.38 |
| | Which comprises | | |
| | Reservation for Market Maker: 141600 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 106/- per Equity Share reserved as Market Maker Portion | 14.16 | 150.10 |
| | Net Issue to Public: 2688000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 106/- per Equity Share to the Public | 268.8 | 2849.28 |
| | Net Issue to Public consists of | | |
| | Allocation to Qualified Institutional Buyers: Not more than 1344000 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 106/- per Equity Share will be available for allocation to Qualified Institutional Buyers | 134.4 | 1424.64 |
| | Allocation to Non-Institutional Investors: Atleast 403200 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 106/- per Equity Share will be available for allocation to Non-Institutional Investors | 40.32 | 427.39 |
| | Allocation to Retail Individual Investors: Atleast 940800 Equity Shares of ₹ 10/- each at an Issue Price of ₹ 106/- per Equity Share will be available for allocation to Retail Investors | 94.08 | 997.25 |
| 4. | PAID UP EQUITY CAPITAL AFTER THE ISSUE 10479600 Equity Shares of ₹ 10/- each | 1047.96 | - |
| 5. | SECURITIES PREMIUM ACCOUNT | | |
| | Before the Issue | NIL | |
| | After the Issue | 2,716.42 | |

The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on January 12, 2024 and by the shareholders of our Company vide a special resolution passed at the Extra Ordinary General Meeting (EOGM) held on January 13, 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 Prospectus.

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

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

NOTES TO THE CAPITAL STRUCTURE:
1. Changes in the Authorized Equity Share Capital of our Company:

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

| Sr. No. | Particulars of Increase | Cumulative no. of Equity Shares | Cumulative Authorized Share Capital (₹ in Lakhs) | Date of Meeting | Whether AGM/ EGM |
|---------|-----------------------------------------------------------------------------------|---------------------------------|--------------------------------------------------|-------------------|------------------|
| 1. | On incorporation | 10000 | 1.00 | N.A. | N.A. |
| 2. | Increase in authorized equity share capital from ₹ 1.00 Lakhs to ₹ 1.25 Lakhs | 12500 | 1.25 | November 01, 2016 | EGM |
| 3. | Increase in authorized equity share capital from ₹ 1.25 Lakhs to ₹ 50.00 Lakhs | 500000 | 50.00 | August 01, 2018 | EGM |
| 4. | Increase in authorized equity share capital from ₹ 50.00 Lakhs to ₹ 1300.00 Lakhs | 13000000 | 1300.00 | December 01, 2023 | 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 | No. of Equity Shares allotted | Face value (In ₹) | Issue price (In ₹) | Nature of consideration | Cumulative Number of Equity Shares | Cumulative Paid-up share Capital (₹ in Lakh) | Cumulative Share Premium (In ₹ Lakhs) |
|-------------------|----------------------------------------------------------|-------------------------------|-------------------|--------------------|-------------------------|------------------------------------|----------------------------------------------|---------------------------------------|
| August 01, 2016 | Subscription to Memorandum of Association ⁽¹⁾ | 10000 | 10 | 10 | Cash | 10000 | 0.1 | 0.00 |
| November 30, 2016 | Preferential Issue ⁽²⁾ | 1250 | 10 | 1800 | Cash | 11250 | 0.1125 | 22.375 |
| June 10, 2017 | Preferential Issue ⁽³⁾ | 1250 | 10 | 1800 | Cash | 12500 | 0.125 | 44.75 |
| August 17, 2018 | Bonus Issue ⁽⁴⁾ | 437500 | 10 | - | - | 450000 | 45.00 | 1.00 |
| January 11, 2024 | Bonus Issue ⁽⁵⁾ | 7200000 | 10 | - | - | 7650000 | 765.00 | 0.00 |

⁽¹⁾ 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 Allottee | No. of Equity Shares Allotted | Face Value per share (in ₹) | Issue Price per share (in ₹) |
|--------------|------------------|-------------------------------|-----------------------------|------------------------------|
| 1. | Trishneet Arora | 9500 | 10 | 10 |
| 2. | Charanjit Singh | 500 | 10 | 10 |
| Total | | 10000 | 10 | 10 |

(2) The details of allotment of 1250 Equity Shares made on November 30, 2016 by way of Preferential Issue is as follows:

| Sr. No. | Name of Allottee | No. of Equity Shares Allotted | Face Value per share (in ₹) | Issue Price per share (in ₹) |
|--------------|-----------------------|-------------------------------|-----------------------------|------------------------------|
| 1. | Vijay Kishanlal Kedia | 1250 | 10 | 1800 |
| Total | | 1250 | 10 | 1800 |

(3) The details of allotment of 1250 Equity Shares made on June 10, 2017 by way of Preferential Issue are as follows:

| Sr. No. | Name of Allottee | No. of Equity Shares Allotted | Face Value per share (in ₹) | Issue Price per share (in ₹) |
|--------------|-----------------------|-------------------------------|-----------------------------|------------------------------|
| 1. | Vijay Kishanlal Kedia | 625 | 10 | 1800 |
| 2. | Ankit Vijay Kedia | 625 | 10 | 1800 |
| Total | | 1250 | 10 | 1800 |

(4) The details of allotment of 437500 Equity Shares made on August 17, 2018 by way of Bonus Issue in the ratio of 35:1 (i.e. thirty five fully paid -up equity shares for every one existing equity Shares, out of free reserves) are as follows:

| Sr. No. | Name of Allottee | No. of Equity Shares Allotted | Face Value per share (in ₹) | Issue Price per share (in ₹) |
|--------------|-----------------------------|-------------------------------|-----------------------------|------------------------------|
| 1. | Trishneet Arora | 323750 | 10 | NIL |
| 2. | Charanjit Singh | 17500 | 10 | |
| 3. | Vijay Kishanlal Kedia | 65625 | 10 | |
| 4. | Ankit Vijay Kedia | 21875 | 10 | |
| 5. | Subinder Jeet Singh Khurana | 8750 | 10 | |
| Total | | 437500 | 10 | Nil |

(5) The details of allotment of 7200000 Equity Shares made on January 11, 2024 by way of Bonus Issue in the ratio of 16:1 (i.e. sixteen fully paid -up equity shares for every one existing equity Shares, out of free reserves) are as follows:

| Sr. No. | Name of Allottee | No. of Equity Shares Allotted | Face Value per share (in ₹) | Issue Price per share (in ₹) |
|--------------|-----------------------------|-------------------------------|-----------------------------|------------------------------|
| 1. | Trishneet Arora | 5327840 | 10 | NIL |
| 2. | Charanjit Singh | 287840 | 10 | |
| 3. | Vijay Kishanlal Kedia | 1080000 | 10 | |
| 4. | Ankit Vijay Kedia | 360000 | 10 | |
| 5. | Subinder Jeet Singh Khurana | 144000 | 10 | |
| 6. | Avneet Singh | 160 | 10 | |
| 7. | Sukhpreet Kaur | 160 | 10 | |
| Total | | 7200000 | 10 | Nil |

3. Except as disclosed below, our Company have not issued any Equity shares for consideration other than Cash.

(1) The details of allotment of 437500 Equity Shares made on August 17, 2018 by way of Bonus Issue in the ratio of 35:1 (i.e. thirty five fully paid -up equity shares for every one existing equity Shares, out of free reserves) are as follows:

| Sr. No. | Name of Allottee | No. of Equity Shares Allotted | Face Value per share (in ₹) | Issue Price per share (in ₹) |
|--------------|-----------------------------|-------------------------------|-----------------------------|------------------------------|
| 1. | Trishneet Arora | 323750 | 10 | NIL |
| 2. | Charanjit Singh | 17500 | 10 | |
| 3. | Vijay Kishanlal Kedia | 65625 | 10 | |
| 4. | Ankit Vijay Kedia | 21875 | 10 | |
| 5. | Subinder Jeet Singh Khurana | 8750 | 10 | |
| Total | | 437500 | 10 | Nil |

(2) The details of allotment of 7200000 Bonus Equity Shares made on January 11, 2024 in the ratio of 16:1 (i.e. sixteen fully paid -up equity shares for every one existing equity Shares, out of free reserves are as follows:

| Sr. No. | Name of Allottee | No. of Equity Shares Allotted | Face Value per share (in ₹) | Issue Price per share (in ₹) |
|--------------|-----------------------------|-------------------------------|-----------------------------|------------------------------|
| 1. | Trishneet Arora | 5327840 | 10 | NIL |
| 2. | Charanjit Singh | 287840 | 10 | |
| 3. | Vijay Kishanlal Kedia | 1080000 | 10 | |
| 4. | Ankit Vijay Kedia | 360000 | 10 | |
| 5. | Subinder Jeet Singh Khurana | 144000 | 10 | |
| 6. | Avneet Singh | 160 | 10 | |
| 7. | Sukhpreet Kaur | 160 | 10 | |
| Total | | 7200000 | 10 | Nil |

- Our Company has not allotted any Equity Shares pursuant to any scheme approved under 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 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 Prospectus except mentioned below:

The details of allotment of 7200000 Bonus Equity Shares made on January 11, 2024 by way of Bonus Issue in the ratio of 16:1 (i.e. sixteen fully paid -up equity shares for every one existing equity Shares, out of free reserves) are as follows:

| Sr. No. | Name of Allottee | No. of Equity Shares Allotted | Face Value per share (in ₹) | Issue Price per share (in ₹) |
|--------------|-----------------------------|-------------------------------|-----------------------------|------------------------------|
| 1. | Trishneet Arora | 5327840 | 10 | NIL |
| 2. | Charanjit Singh | 287840 | 10 | |
| 3. | Vijay Kishanlal Kedia | 1080000 | 10 | |
| 4. | Ankit Vijay Kedia | 360000 | 10 | |
| 5. | Subinder Jeet Singh Khurana | 144000 | 10 | |
| 6. | Avneet Singh | 160 | 10 | |
| 7. | Sukhpreet Kaur | 160 | 10 | |
| Total | | 72,00,000 | 7200000 | Nil |

- 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

| Sr. No. | Particular | Yes/No | Promoters and Promoters Group | Public shareholder | Non-Promoters – Non-Public |
|---------|------------------------------------------------------------|--------|-------------------------------|--------------------|----------------------------|
| 1. | Whether the Company has issued any partly paid-up shares? | No | No | No | No |
| 2. | Whether the Company has issued any Convertible Securities? | No | No | No | No |

| Sr. No. | Particular | Yes/No | Promoters and Promoters Group | Public shareholder | Non-Promoters – Non-Public |
|---------|----------------------------------------------------------------------------------|--------|-------------------------------|--------------------|----------------------------|
| 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 | NA | NA |
| 7. | Whether company has equity shares with differential voting rights? | No | No | No | No |
| 8. | Whether the listed entity has any significant beneficial owner? | No | No | NA | NA |

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

(A). Table-I - Summary Statement showing 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) | Promoters & Promoters Group | 4 | 5967000 | - | - | 5967000 | 78.00 | 5967000 | - | 5967000 | 78.00 | - | 78.00 | - | - | - | - | 5967000 |
| (B) | Public | 3 | 1683000 | - | - | 1683000 | 22.00 | 1683000 | - | 1683000 | 22.00 | - | 22.00 | - | - | - | - | 1683000 |
| (C) | Non-Promoters-Non Public | | | | | | | | | | | | | | | | | |
| (C1) | Shares underlying DRs) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| (C2) | Shares held by Employee Trusts) | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| | Total | 7 | 7650000 | - | - | 7650000 | 100.00 | 7650000 | - | 7650000 | 100.00 | - | 100.00 | - | - | - | - | 7650000 |
| Note: | | | | | | | | | | | | | | | | | | |
| 1. | C=C1+C2 | | | | | | | | | | | | | | | | | |
| 2. | Grand Total=A+B+C | | | | | | | | | | | | | | | | | |

9. The shareholding pattern of our Promoters, Promoter's 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* |
| Promoters | | | | | |
| 1. | Trishneet Arora | 5660830 | 74.00 | 5660830 | 54.02 |
| 2. | Charanjit Singh | 305830 | 4.00 | 305830 | 2.92 |
| Total – A | | 5966660 | 78.00 | 5966660 | 56.94 |
| Promoter's Group | | | | | |
| 1. | Avneet Singh | 170 | Negligible | 170 | Negligible |
| 2. | Sukhpreet Kaur | 170 | Negligible | 170 | Negligible |
| Total – B | | 340 | Negligible | 340 | Negligible |
| Public** | | | | | |
| 1. | Vijay Kishanlal Kedia | 1147500 | 15.00 | 1147500 | 10.95 |
| 2. | Ankit Vijay Kedia | 382500 | 5.00 | 382500 | 3.65 |
| 3. | Subinder Jeet Singh Khurana | 153000 | 2.00 | 153000 | 1.46 |
| 4. | Public Shareholders | - | - | 2829600 | 27.00 |
| Total-C | | 1683000 | 22.00 | 4512600 | 43.06 |
| Total Promoters and Promoter's Group (A+B+C) | | 7650000 | 100.00 | 10479600 | 100.00 |

*Rounded off

**Assuming the public shareholders will neither apply nor get any allotment.

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 Prospectus:

| Sr. No. | Name of shareholders | No. of Equity Shares held# | % of Pre-issue paid up Capital* |
|--------------|-----------------------------|----------------------------|---------------------------------|
| 1. | Trishneet Arora | 5660830 | 74.00 |
| 2. | Charanjit Singh | 305830 | 4.00 |
| 3. | Vijay Kishanlal Kedia | 1147500 | 15.00 |
| 4. | Ankit Vijay Kedia | 382500 | 5.00 |
| 5. | Subinder Jeet Singh Khurana | 153000 | 2.00 |
| Total | | 7649660 | 100.00 |

*Rounded off

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 Prospectus.

(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 Prospectus:

| Sr. No. | Name of shareholders | No. of Equity Shares held# | % of Pre-issue paid up Capital* |
|--------------|-----------------------------|----------------------------|---------------------------------|
| 1. | Trishneet Arora | 5660830 | 74.00 |
| 2. | Charanjit Singh | 305830 | 4.00 |
| 3. | Vijay Kishanlal Kedia | 1147500 | 15.00 |
| 4. | Ankit Vijay Kedia | 382500 | 5.00 |
| 5. | Subinder Jeet Singh Khurana | 153000 | 2.00 |
| Total | | 7649660 | 100.00 |

**Rounded off*

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 Prospectus.

(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 Prospectus:

| Sr. No. | Name of shareholders | No. of Equity Shares held# | % of then existing capital* |
|--------------|-----------------------------|----------------------------|-----------------------------|
| 1. | Trishneet Arora | 333000 | 74.00 |
| 2. | Charanjit Singh | 18000 | 04.00 |
| 3. | Vijay Kishanlal Kedia | 67500 | 15.00 |
| 4. | Ankit Vijay Kedia | 22500 | 05.00 |
| 5. | Subinder Jeet Singh Khurana | 9000 | 2.00 |
| Total | | 450000 | 100.00 |

** Rounded off*

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 Prospectus.

(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 Prospectus:

| Sr. No. | Name of shareholders | No. of Equity Shares held# | % of then existing capital* |
|--------------|-----------------------------|----------------------------|-----------------------------|
| 1. | Trishneet Arora | 333000 | 74.00 |
| 2. | Charanjit Singh | 18000 | 04.00 |
| 3. | Vijay Kishanlal Kedia | 67500 | 15.00 |
| 4. | Ankit Vijay Kedia | 22500 | 05.00 |
| 5. | Subinder Jeet Singh Khurana | 9000 | 2.00 |
| Total | | Total | 450000 |

** Rounded off*

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 Prospectus.

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 Prospectus until the Equity Shares of our Company have been listed or refund of application monies in pursuance of the Prospectus.

As on the date of filing the 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 Prospectus, our Promoters Mr. Trishneet Arora and Mr. Charanjit Singh, holds total 5966660 Equity Shares representing 78.00% of the pre-issue paid up equity share capital of our Company. The build-up of equity shareholding of Promoters of our Company is as follows:

| MR. TRISHNEET ARORA | | | | | | | | |
|------------------------------|-------------------------------------------|-------------------------|---------------------------------|-----------------------------|----------------------------------------|---------------------------------|------------------------|-------------------------|
| 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 |
| August 01, 2016 | Subscription to Memorandum of Association | 9500 | 9500 | 10 | 10 | 95,000 | 0.12% | 0.09% |
| March 10, 2018 | Transfer to Subinder Jeet Singh Khurana | (250) | 9250 | 10 | 10 | (2500) | 0.00% | 0.00% |
| August 17, 2018 | Bonus Issue | 323750 | 333000 | 10 | N.A. | N.A. | 4.23% | 3.09% |
| December 06, 2023 | Transfer to Avneet Singh by way of Gift | (10) | 332990 | 10 | - | - | 0.00% | 0.00% |
| January 11, 2024 | Bonus Issue | 5327840 | 5660830 | 10 | N.A. | N.A. | 69.64% | 50.84% |
| Total | | 5660830 | | | | 92,500 | 74.00 | 54.02 |

| MR. CHARANJIT SINGH | | | | | | | | |
|------------------------------|-------------------------------------------|-------------------------|---------------------------------|-----------------------------|----------------------------------------|---------------------------------|------------------------|-------------------------|
| 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 |
| August 01, 2016 | Subscription to Memorandum of Association | 500 | 500 | 10 | 10 | 5,000 | 0.01% | 0.00% |
| August 17, 2018 | Bonus Issue | 17500 | 18000 | 10 | N.A. | N.A. | 0.23% | 0.17% |
| December 06, 2023 | Transfer to Sukhpreet kaur by way of gift | (10) | 17990 | 10 | - | - | Negligible | 0.00% |
| January 11, 2024 | Bonus Issue | 287840 | 305830 | 10 | N.A. | N.A. | 3.76% | 2.75% |
| Total | | 305830 | | | | 5,000 | 4.00% | 2.92% |

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

| Sr. No. | Name of Promoters | No. of Equity Shares held | Average Cost of Acquisition per equity share (in ₹)* |
|---------|---------------------|---------------------------|------------------------------------------------------|
| 1. | Mr. Trishneet Arora | 5660830 | 0.02 |
| 2. | Mr. Charanjit Singh | 305830 | 0.02 |

*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.

14. We have 7 (Seven) shareholders as on the date of filing of the Prospectus.

15. As on the date of the Prospectus, our Promoters and Promoters' Group hold total 5967000 Equity Shares representing 78.00 % of the pre-issue paid up share capital of our Company.

16. Except as mentioned below, there were no shares acquired/purchased/sold by the Promoter and Promoter Group, directors of our Company and their relatives during last six months.

| Date of allotment / transfer | Name of allottee / transferee | Party category | No. of Equity Shares allotted / transferred | Face Value (₹) | Issue Price (₹) | Nature of transaction |
|------------------------------|-------------------------------|----------------|---------------------------------------------|----------------|-----------------|------------------------------------------------------------|
| December 06, 2023 | Mr. Avneet Singh | Promoter Group | 10 | 10 | NA | Transfer of shares by way of Gift from Mr. Trishneet Arora |
| | Mrs. Sukhpreet Kaur | Promoter Group | 10 | | | Transfer of shares by way of Gift from Mr. Charanjit Singh |
| January 11, 2024 | Mr. Trishneet Arora | Promoter | 5327840 | 10 | Nil | Bonus Issue Allotment |
| | Mr. Charanjit Singh | Promoter | 287840 | | | |
| | Mr. Avneet Singh | Promoter Group | 160 | | | |
| | Mrs. Sukhpreet Kaur | Promoter Group | 160 | | | |

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 Prospectus.

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

Our Promoters have given written consent to include 2100000 Equity Shares subscribed and held by them as a part of Minimum Promoter's Contribution constituting 20.04% of the post issue Paid-up Equity Shares Capital of our Company ("Minimum Promoter's 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 Promoter's Contribution, and to be marked Minimum Promoter's Contribution as locked-in.

In terms of clause (a) of Regulation 238 of the SEBI (ICDR) Regulations, 2018, Minimum Promoter's 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 Promoter's Contribution of 20.00% of the post Issue Paid-up Equity Shares Capital does not include any contribution from Alternative Investment Fund.

The Minimum Promoter's 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 Promoter under the SEBI (ICDR) Regulations, 2018.

The lock-in of the Minimum Promoter's 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 Promoter's Contribution are as follows:

| Date of Allotment / Transfer | Date when Fully Paid-up | Nature of Issue/ Allotment / Transfer | Number of Equity shares | Face Value (in ₹) per share | Issue/ Transfer Price (in ₹) per share | %of Pre issue Capital | %of post issue Capital | Date up to which Equity Shares are subject to Lock-in |
|------------------------------|-------------------------|---------------------------------------|-------------------------|-----------------------------|----------------------------------------|-----------------------|------------------------|-------------------------------------------------------|
| August 01, 2016 | August 01, 2016 | MOA | 9250 | 10 | 10 | 0.12 | 0.09 | 3 years |
| August 17, 2018 | August 17, 2018 | Bonus Issue | 323750 | 10 | NA | 4.23 | 3.09 | 3 years |
| January 11, 2024 | January 11, 2024 | Bonus Issue | 1767000 | 10 | NA | 23.1 | 16.86 | 3 years |
| TOTAL | | | 2100000 | | | 27.45 | 20.04 | |

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

In terms of Regulation 237 of the SEBI (ICDR) Regulations, 2018, we confirm that the Minimum Promoter's Contribution of 20.00% of the Post Issue Capital of our Company as mentioned above does not consist of;

- Equity Shares acquired during the preceding three years for;
 - consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction;
 - resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the company or from bonus issue against equity shares which are ineligible for minimum Promoter's contribution;
- The Equity Shares held by the Promoters and offered for Minimum Promoter's contribution which are subject to any pledge with any creditor;
- Equity Shares acquired by Promoters during the preceding one year at a price lower than the price at which equity shares are being offered to public in the Initial Public offer;
- As per Regulation 237 (1) if the Shares are issued to the Promoters during the preceding One Year at a price less than the Price at which specified securities are being offer to the public in initial public offer is ineligible for minimum 's contribution.
- However as per clause (c) of sub regulation (1) of Regulation 237 of SEBI (ICDR), 2018 specified securities allotted to Promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the Promoters of the issuer and there is no change in the management:- **Not Applicable**
 Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible: - **Not Applicable**

19. Lock in of Equity Shares held by Promoters in excess of Minimum Promoter's contribution:

In addition to Minimum Promoter's Contribution which shall be locked-in for three years, the balance 3866660 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 shall be locked in for a period of one year from the date of allotment in the Initial Public Offer. Accordingly, 1683340 Equity shares held by the Persons other than Promoters shall be locked in for a period of one year from the date of allotment in the Initial Public Offer.

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.

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 Promoter's 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 Promoter's 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 Promoter's 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 Promoter's 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 Book Running 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 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 Book Running Lead Manager, nor their associates hold any Equity Shares of our Company as on the date of the Prospectus.

27. Our Company has not made any public issue since its incorporation

28. There are no safety net arrangements for this public issue.

29. As on the date of filing of the 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 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:

- (a). not less than thirty-five per cent to Retail Individual Investors;
- (b). not less than fifteen per cent to Non-Institutional Investors;

(c). 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 Promoter's Group will not participate in this offer.

39. Our Company shall ensure that transactions in the Equity Shares by the Promoters and the Promoter's Group between the date of filing the 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, Key Managerial Personnel or Senior 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. Trishneet Arora | Chairman, Executive Director and Chief Executive Officer | 5660830 | 74.00 | 54.02 |
| 2. | Mr. Charanjit Singh | Whole Time Director | 305830 | 4.00 | 2.92 |

SECTION VII – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue constitutes public Issue 2829600 Equity Shares of our Company at an Issue Price of ₹ 106/- per Equity Share.

FRESH ISSUE

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

1. Acquisition of TAC Security Inc (Delaware, USA) and making it Wholly Owned Subsidiary thereon.
2. Investment in Human resources and Product Development.
3. 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 Emerge Platform of NSE (“NSE Emerge”). It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

Our company is engaged in the business of providing risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing to organizations of any scale, size, and business through “SaaS model”. Our company offers security software products and solutions both in India and internationally. Our end customers are Banks and financial Institutions, government regulatory bodies and departments, large-scale enterprises (including business offices) like HDFC, Bandhan Bank, BSE, National Payments Corporation of India, DSP investment Managers Private Limited, Motilal Oswal Financial Services Limited and NSDL e-Governance. Our flagship software product is ESOF (Enterprise Security in One Framework) which was launched in 2018. ESOF is a vulnerability management platform consisting of various product portfolio namely ESOF Appsec, ESOF VMP, ESOF VACA, ESOF PCI ASV, ESOF CRQ. All the products launched under ESOF Platform have wide range of applications ranging from vulnerability management solutions for web and application-based data, compliance assessment, and cyber risk quantification.

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 ₹ 2,609.38 Lakhs (the “Net Issue Proceeds”).

The following table summarizes the requirement of funds:

| Particulars | Amount (₹ in Lakhs) |
|-------------------------------------|------------------------|
| Gross Issue Proceeds | 2,999.38 |
| Less: Public Issue Related Expenses | 390.00 |
| Net Issue Proceeds | 2,609.38 |

*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 (₹ in Lakhs) | % of Gross Issue Proceeds |
|---------|-----------------------------------------------------------------------------------------------|------------------------|---------------------------|
| 1. | Acquisition of TAC Security Inc (Delaware, USA) and making it Wholly Owned Subsidiary thereon | 0.00 | 0.00 |

| Sr. No. | Particulars | Amount (₹ in Lakhs) | % of Gross Issue Proceeds |
|---------------------------|-------------------------------------------------------|------------------------|------------------------------|
| 2. | Investment in Human resources and Product Development | 1,865.00 | 71.47 |
| 3. | General Corporate Purposes [^] | 744.38 | 28.53 |
| Net Issue Proceeds | | 2,609.38 | 100.00 |

[^]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. | Acquisition of TAC Security Inc (Delaware, USA) and making it Wholly Owned Subsidiary thereon | 0.52 | 0.00 | 0.52 | 0.00 |
| 2. | Investment in Human resources and Product Development | 1,865.00 | 1,865.00 | 0.00 | 0.00 |
| 3. | General Corporate Purposes | 744.38 | 744.38 | 0.00 | 0.00 |
| 4. | Public Issue Expenses | 390.00 | 390.00 | 0.00 | 0.00 |
| Total | | 2,999.90 | 2,999.38 | 0.52 | 0.00 |

Accordingly, we confirm that we are in compliance with the requirement to make the firm arrangement of finance under Regulation 230(1) (e) of the SEBI ICDR Regulations and Clause 9 (C) of Part A of Schedule VI of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds 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 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 Prospectus.

Justification for Not Requiring the Working Capital Requirement

We fund a majority of our working capital requirements in the ordinary course of business from Internal Accruals and Borrowings. The brief details of Net Working Capital requirement based on Restated basis are as follows:

(₹ in Lakhs)

| Particulars | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
|-----------------------------|--------------------|----------------|----------------|----------------|
| Total Current Assets (A) | 1,034.63 | 816.52 | 402.33 | 361.30 |
| Total Current Liability (B) | 237.91 | 190.46 | 196.50 | 186.37 |
| Working Capital (A-B) | 796.72 | 626.06 | 205.82 | 174.93 |
| Source of Fund | | | | |
| Shareholders Fund | 962.90 | 768.05 | 260.75 | 200.00 |

In future the Net Working capital requirements will be met from internal accruals at an appropriate time as per the requirement. Our company will not utilize any part out of Net Issue proceeds for working capital.

DETAILS OF USE OF ISSUE PROCEEDS

1. ACQUISITION OF TAC SECURITY INC (DELAWARE, USA) AND MAKING IT WHOLLY OWNED SUBSIDIARY THEREON:

Our company is engaged in the business of providing risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing to organizations of any scale, size, and business through “SaaS model”. Our company offers security software products and solutions both in India and internationally. Our end customers are Banks and financial Institutions, government regulatory bodies and departments, large-scale enterprises (including business offices) like HDFC, Bandhan Bank, BSE, National Payments Corporation of India, DSP investment Managers Private Limited, Motilal Oswal Financial Services Limited and NSDL e-Governance. Our flagship software product is ESOF (Enterprise Security in One Framework) which was launched in 2018. ESOF is a vulnerability management platform consisting of various product portfolio namely ESOF Appsec, ESOF VMP, ESOF VACA, ESOF PCI ASV, ESOF CRQ. All the products launched under ESOF Platform have wide range of applications ranging from vulnerability management solutions for web and application-based data, compliance assessment, and cyber risk quantification.

To facilitate our existing global customers and to streamline the onboarding process for new customers outside India, Our Promoters and Executive Directors had identified and acquired Tac Security Inc (Delaware, USA) hereinafter referred as “Target Company” to increase our global reach. Tac Security Inc (Delaware, USA) is a corporation incorporated in FY 2021-22 in the State of Delaware, United States of America.

Rationale for such acquisition and brief details of Target company is provided below:

➤ **TAC SECURITY INC (DELAWARE, USA)**

- **Name of Target Company:** TAC Security Inc
- **Registered Office of the Target Company:** The Registered Office address of the Corporation is situated at State of Delaware at 1013, Centre Road, Suite 403-B, City of Wilmington, County of New Castle- 19805-1270.
- **Business Office:** San Francisco, USA
- **Date of Incorporation:** December 15, 2021
- **Main Object of Target Company:** Providing Services related to cyber space security

| Capital Structure of Target Company: Authorised Capital | Paid up Capital |
|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| 10000000 Common Stock/Shares of face value of \$ 0.00001 each amounting to \$ 100.00 | 7020000 Common Stock/Shares of face value of \$ 0.00001 each amounting to \$ 70.20. |

• **Shareholder of Target Company**

| Name of Shareholder | Number of Common Stock/Shares Hold | % of Total Paid-up Capital |
|---------------------|------------------------------------|----------------------------|
| TAC Infosec Limited | 7020000 | 100.00 |

• **Contribution to Revenue by Target company**

For the period ended as on September 30, 2023 and for the Financial year ended on March 31, 2023 and 2022, we derive ₹ 414.44 Lakhs, ₹ 716.65 Lakhs and ₹ 72.00 Lakhs, respectively of revenue from operations from a TAC Security Inc. (Delaware, USA). The detailed of the same is mentioned as below:

| Name of Customer | Financial Year/ Period to which Sales relates | Value (In ₹ Lakhs) | % of Total Revenue from Operations | Increase in % as Comparison |
|----------------------------------|-----------------------------------------------|--------------------|------------------------------------|-----------------------------|
| TAC Security Inc (Delaware, USA) | FY 2021-22 | 72.00 | 14.09% | - |
| | FY 2022-23 | 716.65 | 71.66% | 57.57% |
| | Period ended on September 30, 2023 | 414.44 | 82.55% | 10.89% |

As evident from the above data, Contribution of Target company in the Revenue from operation has been increased from 14.09% in FY 2021-22 to 71.66% in FY 2022-23, showing an increase of 57.57%. For the period ending as on September 30, 2023, Target company contributed 82.55% of the total revenue from operations.

By the acquisition of our largest customer i.e., TAC Security Inc (Delaware, USA) our management wanted to proceed with growth of our company by forward integration and aim to enhance our market presence internationally, strengthen brand influence, and optimize the customer experience. Further, our company has ensured that it is in compliance with all the applicable laws for the investment.

• **Consideration**

We have utilised ₹ 0.52 Lakh from our internal accruals only for Acquisition of TAC Security Inc (Delaware, USA) and made it our Wholly Owned Subsidiary. For which our company has acquired 70,20,000 Common Stock/Shares having face value of \$ 0.00001/- each for \$ 0.0000902/- per Common Stock/Shares amounting to total of \$ 633 (approx.) as on the Date of Valuation i.e., September 30, 2023 under Net Asset Value Method.

For the purpose of this acquisition, reliance has been made on Valuation Report issued by M/s. Maharishi & Co., Chartered Accountants, bearing UDIN: 24141168BKAFVT4195.

We intend to utilise ₹ 1000.00 Lakhs for the investment in human resources in target company which will be subject to regular evaluation of management and our Audit Committee. For further details of the same, kindly refer to Object No. 2 below.

2. INVESTMENT IN HUMAN RESOURCES AND PRODUCT DEVELOPMENT

Our company is engaged in the business of providing risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing to organizations of any scale, size, and business through “SaaS model”. Our company offers security software products and solutions both in India and internationally. Our end customers are Banks and financial Institutions, government regulatory bodies and departments, large-scale enterprises (including business offices) like HDFC, Bandhan Bank, BSE, National Payments Corporation of India, DSP investment Managers Private Limited, Motilal Oswal Financial Services Limited and NSDL e-Governance. Our flagship software product is ESOF (Enterprise Security in One Framework) which was launched in 2018. ESOF is a vulnerability management platform consisting of various product portfolio namely ESOF Appsec, ESOF VMP, ESOF VACA, ESOF PCI ASV, ESOF CRQ. All the products launched under ESOF Platform have wide range of applications ranging from vulnerability management solutions for web and application-based data, compliance assessment, and cyber risk quantification.

We have been successful in augmenting our portfolio of solutions over time through continuous inhouse product development, which we believe is a key differentiator of our business model. As of September 30, 2023, we had 56 employees, including 33 employees who comprises of our Operational and Product Development team. Over the past five

years, we have introduced a range of solutions focused on risk-based vulnerability management, risk quantification, and compliance assessment. Our commitment to innovation is evident as we consistently invest in both enhancing our existing solutions and developing new ones.

Our company intends to utilise ₹ 1,865.00 for the purpose of Investment in Human resources and Product Development in the following manner:

- C. Investment of ₹ 865.00 Lakhs in our company for hiring personnel and Product Development to support Organic Growth of our company in India.
- D. Investment of ₹ 1,000.00 Lakhs in our Wholly owned subsidiary TAC Security Inc (Delaware, USA) through hiring personnel outside India;

Details of the aspects set out above, have been enumerated below:

A. Investment of ₹ 865.00 Lakhs in our company for hiring personnel and Product Development to support Organic Growth of our company in India.

i. Manpower Cost:

Our company is engaged in the business of providing risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing to organizations of any scale, size, and business through “SaaS model”. Our company offers security software products and solutions both in India and internationally. Our end customers are Banks and financial Institutions, government regulatory bodies and departments, large-scale enterprises (including business offices) like HDFC, Bandhan Bank, BSE, National Payments Corporation of India, DSP investment Managers Private Limited, Motilal Oswal Financial Services Limited and NSDL e-Governance. Our flagship software product is ESOF (Enterprise Security in One Framework) which was launched in 2018. ESOF is a vulnerability management platform consisting of various product portfolio namely ESOF Appsec, ESOF VMP, ESOF VACA, ESOF PCI ASV, ESOF CRQ. All the products launched under ESOF Platform have wide range of applications ranging from vulnerability management solutions for web and application-based data, compliance assessment, and cyber risk quantification.

We have been successful in augmenting our portfolio of solutions over time through continuous inhouse product development, which we believe is a key differentiator of our business model. As of September 30, 2023, we had 56 employees, including 33 employees who comprise our Operational and Product Development team.

Owing to the nature of our business, for optimum utilisation of the technology and a seamless experience of our platform, our Company is in constant lookout for skilled personnel and ensures retention thereof. Accordingly, due to the competition for skilled technology and data personnel in the Indian market, and specifically in the industry in which our Company operates, hiring and retaining appropriate personnel requires significant infusion of funds and resources by our Company. Our historical expenditure pertaining to employees and work contract for the period ended as on September 30, 2023 and for the year ended as on March 31, 2023, 2022 and 2021 was ₹ 175.78 Lakhs, ₹ 270.18 Lakhs, ₹ 242.76 Lakhs and ₹ 206.40 Lakhs, respectively. Brief Details of the same is provided below:

| Particulars | For the period ended September 30, 2023 | FY 2022-23 | FY 2021-22 | FY 2020-21 |
|-------------------------------------------------|-----------------------------------------|---------------|---------------|---------------|
| Workforce Strength | 56 | 49 | 46 | 47 |
| Salary, Wages & Bonus | 75.71 | 28.15 | 115.65 | 122.97 |
| Contribution to Statutory Funds | 11.75 | 7.57 | 9.63 | 6.29 |
| Staff Welfare expense | 88.32 | 28.88 | 116.53 | 67.13 |
| Work Contract Expenses | - | 205.58 | 0.95 | 9.65 |
| Total Employee related expenses* | 175.78 | 270.18 | 242.76 | 206.04 |
| Total Expenses | 329.17 | 505.25 | 438.16 | 431.88 |
| Employee expenses as % of total expenses | 53.40% | 53.47% | 55.40% | 47.71% |

**Total Employee expenses calculated here does not include Director's Remuneration*

We operate in Information technology industry in which employee retention is one of the biggest issues. Hiring of a new skilled staff and retention of existing skilled task is a complex activity, which our company has successfully managed till

now. In order to increase our existing global reach and cater to existing and new customers, we will require substantial amount for the Employee related expenses.

The company has estimated manpower cost for hiring of new employees to be around **₹ 696.00 Lakhs** (Approx.)

Detailed breakup of the same is provided below:

| Sr No | Particulars | No of Employees | Salary per Month (In ₹) | Total (In ₹) |
|-------|-----------------------------------|-----------------|-------------------------|-----------------|
| 1. | Sales and Marketing Department | 3 | 1300000 | 46800000 |
| 2. | Finance Department | 1 | 700000 | 8400000 |
| 3. | HR and Admin Department | 1 | 400000 | 4800000 |
| 4. | Operation and Product Development | 2 | 400000 | 9600000 |
| | Total | 7 | 2800000 | 69600000 |

The above-mentioned cost is as estimated by the management of the company of the company and may vary in accordance with the market demand.

Personnel Hiring:

The investment of ₹ 696.00 Lakhs earmarked for hiring senior personnel will be allocated towards expanding our business presence in various markets, particularly focusing on India as well as APAC (Asia-Pacific) and Middle Eastern Region. This strategic initiative aims to penetrate larger customer bases and drive growth opportunities across these regions.

ii. Non-Manpower Cost:

Our platform has been designed to be modular which enables us to develop and launch solutions that serve specific customer segments efficiently. These improvements leverage our platform's core capabilities including customer relations. Accordingly, we will invest in our technology with an aim to strengthen our machine learning and artificial learning capabilities for providing software solutions to our customers in relation to vulnerability management and assessment solutions, cybersecurity quantification, services of Penetration testing and increased engagement with our customers.

We offer our services under ESOF (Enterprise Security in One Framework) through various Programmes such as ESOF Appsec, ESOF VMP, ESOF VACA, ESOF PCI ASV, ESOF CRQ. Summary details of the same is provided below.

| Name of Product | Year in which it was developed | Function |
|-----------------|--------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| ESOF Appsec | 2018 | Unified Vulnerability Management Solution to Detect & Protect your Web and App Assets from risk-based vulnerabilities |
| ESOF VMP | 2019 | vulnerability management platform providing risk-based vulnerability management and assessment services |
| ESOF VACA | 2022 | Identify, Evaluate, Prioritize, and Mitigate all the dominant vulnerabilities and risks in real-time across the entire IT landscape |
| ESOF PCI ASV | 2023 | comprehensive and integrated solution to ensure compliance with PCI (Payment Card Industry) requirements |
| ESOF CRQ | 2023 | provides financial risk assessment by way of quantification of cyber risk through Artificial Intelligence and Machine Learning |

We are further planning to launch product under ESOF umbrella by the name of ESOF Ensure which deals with Risk Rating & Cyber Insurance Solutions. In order to upgrade our existing products as well as development of new products we will be required spend apart from employee expenses, other expenses such as marketing and promotion expenses, skill development cost, repair and maintenance expenses. Our company has estimated total expenses on product development to be around **₹ 169.00 Lakhs**.

Product Development

This cost has been allocated based on our historic track record of product development. Our company has developed total of 5 (Five) products from year 2018 to 2023. There are various cost associated with the product development such as skill development cost, sales and promotion expenses, for which our company has allocated ₹ 168.60 Lakhs towards the same. This investment is aimed at bolstering our capabilities in developing innovative solutions to address emerging cybersecurity challenges and capitalize on evolving market trends. By investing in top talent, we aim to accelerate the development of new products and further differentiate ourselves in the competitive landscape. Detailed break-up of the same has been provided below:

Team Plan:

| Sr No | Particulars | No of Employees | Salary per Month (In ₹) | Total (In ₹) |
|-------|---------------------------------------|-----------------|-------------------------|-----------------|
| 1. | Sales & Promotion expenses | NA | NA | 3000000 |
| 2. | Skill Development of Product R&D Team | NA | NA | 1540000 |
| 3. | Product Engineering Manager | 1 | 180000 | 2160000 |
| 4. | Product Engineer L3 | 1 | 150000 | 1800000 |
| 5. | Product Engineer L2 | 1 | 100000 | 1200000 |
| 6. | Product Engineer L1 | 3 | 60000 | 2160000 |
| 7. | Quality Assurance Tester | 1 | 70000 | 840000 |
| 8. | Business/Tech Product Analyst | 1 | 100000 | 1200000 |
| 9. | Financial Risk Analyst | 1 | 250000 | 3000000 |
| | Total | 9 | 910000 | 16900000 |

To sum up, we intend to utilise ₹ 865.00 Lakhs (₹ 696 Lakhs + ₹ 169.00 Lakhs) for the purpose of hiring personnel and Product Development for Organic Growth of our company.

B. Investment of ₹ 1,000.00 Lakhs in our Wholly owned subsidiary TAC Security Inc (Delaware, USA) through hiring personnel outside India.

We generate our revenue outside India through TAC Security Inc (Delaware, USA) which we intends to acquire in accordance with applicable laws to increase our global reach and to facilitate global customers onboarding. TAC Security Inc (Delaware, USA) was owned by Mr. Pawan Singh Dhindsa who is not related to our Promoter/promoter group in any manner. Consequently, our company acquired TAC Security Inc. (Delaware, USA) pursuant to Share Transfer Agreement dated February 19, 2024.

For the period ended as on September 30, 2023 and for the Financial year ended on March 31, 2023 and 2022, we have booked income of ₹ 414.44 Lakhs, ₹ 716.65 Lakhs and ₹ 72.00 Lakhs, respectively from TAC Security Inc (Delaware, USA). The detailed of the same is mentioned as below:

| Name of Customer | Financial Year/ Period to which Sales relates | Value (In ₹ Lakhs) | % of Total Revenue from Operations | Increase in % as Comparison |
|----------------------------------|-----------------------------------------------|--------------------|------------------------------------|-----------------------------|
| TAC Security Inc (Delaware, USA) | FY 2021-22 | 72.00 | 14.09% | - |
| | FY 2022-23 | 716.65 | 71.66% | 57.57% |

| Name of Customer | Financial Year/ Period to which Sales relates | Value (In ₹ Lakhs) | % of Total Revenue from Operations | Increase in % as Comparison |
|------------------|-----------------------------------------------------|--------------------|---------------------------------------|--------------------------------|
| | Period ended on September 30, 2023 | 414.44 | 82.55% | 10.89% |

By the acquisition of our largest customer i.e., TAC Security Inc (Delaware, USA) our management wants to proceed with growth of our company by forward integration and aim to enhance our market presence internationally, strengthen brand influence, and optimize the customer experience.

We intend to utilise a portion of our Net Proceeds aggregating to ₹ 1,000 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 Wholly Owned Subsidiary, in accordance with Applicable Law. The actual mode of such deployment has not been finalised as on the date of this Prospectus. Pursuant to such investment, our Material Subsidiary intends to utilise the portion of Net Proceeds in the following manner:

Hiring of personnel for onboarding of new global customers:

Our company has already acquired TAC Security Inc (Delaware, USA) in order to expand our global reach further as significant portion of our revenue from operations is derived from Export proceeds which is evident from the below data:

Our company derives 82.55%, 71.66%, 48.02% and 40.23% of total revenue from operations from export of services for the period ended September 30, 2023 and for the financial year ended as on March 31, 2023, 2022 and 2021.

In order for further organic growth outside India, we are required to hire skilled technical and product development personnel. The market for skilled employees in the IT industry in which our Company operates, is extremely competitive in both domestic and global markets, and the process of hiring such employees requires infusion of significant time and resources. Pursuant to the factors set out above, we intend to expand our capabilities in the overseas market and seek to hire more personnel to cater to existing and new onboarding customers in accordance with the rise in demands for our products across the world.

Accordingly, we intend to use ₹ 1000.00 Lakhs (Approx.) of the Net Issue Proceeds to hire skilled personnel to support the growth of our overseas business.

The Breakup of the same is provided below:

| Sr No | Particulars | Qty | Salary per Month (In USD) | Total |
|-------|-----------------------------------|-----|------------------------------|-------|
| | Operation and Product Development | 4 | 6000 | 24000 |
| 2. | Sales and Marketing Department | 4 | 7000 | 28000 |
| 3. | Compliance and Legal Department | 1 | 5000 | 5000 |
| 4. | Finance Department | 1 | 4000 | 4000 |
| 5. | HR and Admin Department | 1 | 2500 | 2500 |
| 6. | Business Engagement | 3 | 12500 | 37500 |

3. 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 ₹ 744.38 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,
- hiring human resources including marketing people or technical people in India or abroad,
- we may also enter into strategic alliances with other body corporates for expansion of our business in abroad or in India.
- 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.

4. ISSUE RELATED EXPENSES

The total expenses of the Issue are estimated to be approximately ₹ 390.00 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:

| Expenses | Expenses (₹ in Lakh) | Expenses (% of Total Issue expenses) | Expenses (% of Gross Issue Proceeds) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------|--------------------------------------------|
| Lead Manger Fees | 25.00 | 6.41 | 0.83 |
| Fees Payable to Registrar to the Issue | 1.00 | 0.26 | 0.03 |
| Fees Payable to Legal Advisors | 3.00 | 0.77 | 0.10 |
| Fees Payable Advertising, Marketing Expenses and Printing Expenses | 44.35 | 11.37 | 1.48 |
| Fees Payable to Regulators including Stock Exchanges and other Intermediaries | 5.45 | 1.40 | 0.18 |
| Fees payable to Peer Review Auditor | 1.50 | 0.38 | 0.05 |
| Fees Payable to Market Maker (for Three Years) | 12.00 | 3.08 | 0.40 |
| Others (Fees payable for marketing & distributing expenses, selling commission, brokerage, processing fees, underwriting fees and miscellaneous expenses.) | 296.70 | 76.08 | 9.89 |
| Escrow Bank Fees | 1.00 | 0.26 | 0.03 |
| Total Estimated Issue Expenses | 390.00 | 100.00 | 100.00 |

Notes:

1. Up to March 13, 2024, Our Company has deployed/incurred expense of ₹ 33.42 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor, Maharishi & Co., Chartered Accountants vide its certificate dated March 14, 2024 bearing UDIN: 24141168BKAFYN4064.
2. Any expenses incurred towards aforesaid issue related expenses during the period from January 01, 2023 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

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 2023-24)* | Estimated Utilization of Net Proceeds (₹ in Lakhs) (Upto Financial year 2024-25)* |
|--------------|-----------------------------------------------------------------------------------------------|----------------------|--------------------------------------------------------------|-------------------------------------------------------|--------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|
| 1 | Acquisition of TAC Security Inc (Delaware, USA) and making it Wholly Owned Subsidiary thereon | 0.52 | 0.00 | 0.52 | 0.00 | 0.00 | 0.00 |
| 2 | Investment in Human resources and Product Development | 1,865.00 | 1,865.00 | 0.00 | 0.00 | 1,865.00 | 0.00 |
| 3 | General Corporate Purposes | 744.38 | 744.38 | 0.00 | 0.00 | 744.38 | 744.38 |
| Total | | 2,609.90 | 2,609.38 | 0.52 | 0.00 | 2,609.38 | 744.38 |

**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 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.

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 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 issue price has been determined by the issuer in consultation with the Lead Manager on the basis of the quantitative and qualitative factors 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 "Our Business", "Risk Factors" and "Restated Financial Information" on page no. 110, 28 and 166, respectively of this Prospectus to get a more informed view before making the investment decision.

QUALITATIVE FACTORS

- Founder led company supported by a highly experienced and professional leadership team:
- Niche Brand Building
- Easy to Use and High-Quality Solutions
- Consistent Growth, Profitability and Cash Flow Generation

For details of qualitative factors, please refer to the paragraph "Our Competitive Strengths" in the chapter titled "Business Overview" beginning on page no. 110 of this Prospectus.

QUANTITATIVE FACTORS

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

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

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

Weighted Average EPS

| Financial Year/Period | Basic and Diluted EPS (in ₹) | Weights |
|-------------------------------------|------------------------------|---------|
| Financial Year ended March 31, 2023 | 6.63 | 3 |
| Financial Year ended March 31, 2022 | 0.79 | 2 |
| Financial Year ended March 31, 2021 | 0.80 | 1 |
| Weighted Average | 3.71 | |
| Period ended September 30, 2023* | 2.55 | |

* Not annualized.

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 Financial Information.
3. The face value of each Equity Share is ₹10.
4. Number of shares are adjusted by Increase in Capital through issue of Bonus shares on January 11, 2024 in the ratio of 16:1 i.e., 16 (Sixteen) Equity Shares for every 1 (One) Equity Share held.

Simple Average EPS

| Financial Year/Period | Basic and Diluted EPS (in ₹) |
|-------------------------------------|------------------------------|
| Financial Year ended March 31, 2023 | 6.63 |
| Financial Year ended March 31, 2022 | 0.79 |
| Financial Year ended March 31, 2021 | 0.80 |
| Simple Average | 2.74 |
| Period ended September 30, 2023* | 2.55 |

* Not annualized.

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 Financial Information.*
3. *The face value of each Equity Share is ₹10.*
4. *Number of shares are adjusted by Increase in Capital through issue of Bonus shares on January 11, 2024 in the ratio of 16:1 i.e., 16 (Sixteen) Equity Shares for every 1 (One) Equity Share held.*

2. Price to Earnings (P/E) ratio in relation to Issue Price of ₹ 106:

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

| Particulars | EPS (in ₹) | P/E at the Issue Price |
|--------------------------------------------------------|-------------|------------------------|
| a. Based on EPS of Financial Year ended March 31, 2023 | 6.63 | 15.98 |
| b. Based on Weighted Average EPS | 3.71 | 28.54 |
| c. Based on Simple Average EPS | 2.74 | 38.67 |
| d. Based on EPS of period ended September 30, 2023 | 2.55 | - |

Industry PE:

| Industry Average | P/E Ratio |
|------------------|-----------|
| Highest | 100.86 |
| Lowest | 23.73 |
| Average | 51.40 |

Source: The industry high and low has been considered from the industry peer set provided later in this section.

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, 2023 | 66.05% | 3 |
| Financial Year ended March 31, 2022 | 23.30% | 2 |
| Financial Year ended March 31, 2021 | 30.56% | 1 |
| Weighted Average | 45.88% | |
| Period ended September 30, 2023* | 20.24% | |

* Not annualized

Notes:

1. *Weighted Average = Aggregate of year-wise weighted RoNW divided by the aggregate of weights i.e. sum of (RoNW x Weight) for each year / Total of weights;*
2. *The figures disclosed above are based on the Restated Financial Statements of our Company.*
3. *Net-worth, as restated at the end of the relevant financial year (Equity attributable to the owners of the company).*

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, 2023 | 10.04 |
| Financial Year ended March 31, 2022 | 3.41 |
| Financial Year ended March 31, 2021 | 2.61 |
| Period ended September 30, 2023 | 12.59 |
| After completion of the Issue | 37.81 |
| Issue Price per equity share | 106.00 |

Notes:

1. *Number of shares are adjusted by Increase in Capital through issue of Bonus shares on January 11, 2024 in the ratio of 16:1 i.e., 16 (Sixteen) Equity Shares for every 1 (One) Equity Share held.*

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

Following is the comparison with our peer companies listed in India:

| 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) |
|------------------------------------|---------------------------|----------------|--------------------------|---------------|-----------|----------|--------------------------|--------------------------------------|
| TAC Infosec Limited | Standalone | 10.00 | 106.00 | 6.63 | 15.98 | 66.05% | 10.04 | 1,000.01 |
| Peer Group | | | | | | | | |
| Dev Information Technology Limited | Standalone | 5.00 | 93.7 | 3.95 | 23.73 | 20.57% | 19.20 | 12,197.02 |

| 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) |
|--------------------------------|---------------------------|----------------|--------------------------|---------------|-----------|----------|--------------------------|---------------------------------------|
| Infobeans Technologies Limited | Standalone | 10.00 | 449.95 | 15.19 | 29.63 | 15.38% | 98.74 | 24,283.00 |
| Sigma Solve Limited | Standalone | 10.00 | 189.15 | 1.88 | 100.86 | 15.15% | 12.38 | 1,775.68 |

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 and BSE website for the year ended March 31, 2023.

Notes:

1. P/E Ratio has been computed based on the closing market price of equity shares on NSE on March 31, 2023 divided by the Basic 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.
4. The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue price is 10.6 times the face value of equity share.
5. The Issue Price of ₹ 106/- is determined by our Company in consultation with the Lead Manager is justified on the basis of above accounting ratios. For further details, please refer to the section titled "Risk Factors" and chapters titled "Business Overview" and "Restated Financial Information" beginning on page nos. 28, 110 and 166 respectively of this Prospectus.

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 January 12, 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 Prospectus. Further, the KPIs herein have been certified by M/s. Maharishi & Co., Chartered Accountants, by their certificate dated January 20, 2024.

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 110 and 168, respectively. We have described and defined the KPIs, as applicable, in "Definitions and Abbreviations" beginning on page 2.

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.

FINANCIAL KPIs OF OUR COMPANY

| Particulars | For the Period / Year ended on | | | |
|---------------------------------------|--------------------------------|----------------|----------------|----------------|
| | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
| Revenue from Operations (₹ in Lakhs) | 502.06 | 1,000.01 | 510.95 | 504.37 |
| Growth in Revenue from Operations (%) | - | 95.71% | 1.31% | - |
| EBITDA (₹ in Lakhs) | 187.61 | 528.18 | 102.06 | 78.46 |
| EBITDA Margin (%) | 37.37% | 52.82% | 19.97% | 15.56% |
| Profit After Tax (₹ in Lakhs) | 194.85 | 507.29 | 60.75 | 61.13 |
| PAT Margin (%) | 38.81% | 50.73% | 11.89% | 12.12% |
| RoE (%) | 22.51% | 98.62% | 26.37% | 36.08% |
| RoCE (%) | 22.75% | 89.82% | 33.23% | 47.38% |
| Net Fixed Asset Turnover (In Times) | 6.74 | 11.54 | 7.47 | 16.47 |
| Operating Cash Flows (₹ in Lakhs) | 14.95 | 172.75 | 3.34 | 87.97 |

Source: The Figure has been certified by M/s. Maharishi & Co.; Chartered Accountants vide their certificate dated January 20, 2024, having UDIN 24141168BKAFVY2785.

Notes:

- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Statements.
- 2) EBITDA is calculated as profit before tax for the period / year, plus finance costs and depreciation and amortization expenses minus 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 divided by average capital employed. Capital Employed includes Tangible Net worth (i.e. subtracting share capital and reserves & surplus by Intangible Assets, Deferred Expenditure), deferred tax liability, Long-Term Borrowing and Short-Term Borrowing.
- 8) Net Fixed Asset Turnover is calculated as Net Turnover divided by Average Fixed Assets which consists of property, plant and equipment and capital work-in-progress and intangible asset.
- 9) Operating cash flows means net cash generated from operating activities as mentioned in the Restated Financial Statements.

OPERATIONAL KPIs OF THE COMPANY:

| Particulars | For the Period / Year ended on | | | |
|--------------------------------------------------------------------------------|--------------------------------|----------------|----------------|----------------|
| | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
| Clients served | 21 | 24 | 30 | 42 |
| Workforce Strength | 56 | 49 | 46 | 47 |
| Contribution to revenue from operations of top 1 / 3 / 5 / 10 customers | | | | |
| Top 1 Customers (%) | 82.55 | 71.66 | 33.75 | 40.36 |
| Top 3 Customers (%) | 89.03 | 82.04 | 60.68 | 53.43 |
| Top 5 Customers (%) | 91.65 | 89.21 | 74.36 | 63.82 |
| Top 10 Customers (%) | 96.10 | 96.09 | 90.87 | 77.13 |

Source: The Figure has been certified by M/s. Maharishi & Co.; Chartered Accountants vide their certificate dated January 20, 2024, having UDIN 24141168BKAFVY2785.

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 shareholders' funds. |
| RoCE (%) | ROCE provides how efficiently our Company generates earnings from the average capital employed in the business. |
| Net Fixed Asset Turnover (In Times) | Net Fixed Asset turnover ratio is indicator of the efficiency with which our Company is able to leverage its assets to generate revenue from operations. |
| Operating Cash Flows (₹ in Lakhs) | Operating cash flows provides how efficiently our company generates cash through its core business activities. |
| Contribution to revenue from operations of top 1 / 3 / 5 / 10 | This metric enables us to track the contribution of our key customers to our revenue and also assess any concentration risks. |

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

| Particulars | TAC Infosec Limited | | | | Dev Information Technology Limited | | | | Infobeans Technologies Limited | | | | Sigma Solve Limited | | | |
|---------------------------------------|--------------------------------|-----------|-----------|-----------|------------------------------------|-----------|-----------|-----------|--------------------------------|-----------|-----------|-----------|--------------------------------|-----------|-----------|-----------|
| | For the Period / Year ended on | | | | For the Period / Year ended on | | | | For the Period / Year ended on | | | | For the Period / Year ended on | | | |
| | 30-Sep-23 | 31-Mar-23 | 31-Mar-22 | 31-Mar-21 | 30-Sep-23 | 31-Mar-23 | 31-Mar-22 | 31-Mar-21 | 30-Sep-23 | 31-Mar-23 | 31-Mar-22 | 31-Mar-21 | 30-Sep-23 | 31-Mar-23 | 31-Mar-22 | 31-Mar-21 |
| Revenue from Operations (₹ in Lakhs) | 502.06 | 1,000.01 | 510.95 | 504.37 | 8,888.77 | 12,197.02 | 9,902.80 | 8,432.53 | 11,385.00 | 24,283.00 | 15,892.00 | 11,833.00 | 1,247.51 | 1,775.68 | 1,077.82 | 749.41 |
| Growth in Revenue from Operations (%) | - | 95.71% | 1.31% | - | - | 23.17% | 17.44% | - | - | 52.80% | 34.30% | - | - | 64.75% | 43.82% | - |
| EBITDA (₹ in Lakhs) | 187.61 | 528.18 | 102.06 | 78.46 | 484.86 | 626.48 | 543.60 | 286.65 | 1,690.00 | 5,292.00 | 3,312.00 | 3,680.00 | 189.45 | 252.10 | 101.85 | 103.49 |
| EBITDA Margin (%) | 37.37% | 52.82% | 19.97% | 15.56% | 5.45% | 5.14% | 5.49% | 3.40% | 14.84% | 21.79% | 20.84% | 31.10% | 15.19% | 14.20% | 9.45% | 13.81% |
| Profit After Tax (₹ in Lakhs) | 194.85 | 507.29 | 60.75 | 61.13 | 329.31 | 872.48 | 191.51 | -15.29 | 920.00 | 3,683.00 | 2,777.00 | 3,398.00 | 148.80 | 192.75 | 122.30 | 94.96 |
| PAT Margin (%) | 38.81% | 50.73% | 11.89% | 12.12% | 3.70% | 7.15% | 1.93% | (0.18%) | 8.08% | 15.17% | 17.47% | 28.72% | 11.93% | 10.85% | 11.35% | 12.67% |
| RoE (%) | 22.51% | 98.62% | 26.37% | 36.08% | 7.50% | 22.85% | 5.78% | (0.47%) | 3.77% | 16.65% | 14.41% | 20.69% | 11.28% | 16.54% | 12.14% | 14.36% |
| RoCE (%) | 22.75% | 89.82% | 33.23% | 47.38% | 8.50% | 11.21% | 8.78% | 1.84% | 6.11% | 23.00% | 15.93% | 21.31% | 8.95% | 16.96% | 9.13% | 14.33% |
| Net Fixed Asset Turnover (In Times) | 6.74 | 11.54 | 7.47 | 16.47 | 8.60 | 11.70 | 9.38 | 7.36 | 7.44 | 14.83 | 8.46 | 6.38 | 1.65 | 4.92 | 64.71 | 50.17 |
| Operating Cash Flows (₹ in Lakhs) | 14.95 | 172.75 | 3.34 | 87.97 | (120.80) | (94.23) | 466.95 | 547.37 | 1,630.00 | 5,572.00 | 1,467.00 | 2,942.00 | 57.12 | 117.94 | 34.80 | 7.41 |

Source: The Figure has been certified by M/s. Maharishi & Co.; Chartered Accountants vide their certificate dated January 20, 2024, having UDIN 24141168BKAFVY2785.

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

| Particulars | TAC INFOSEC LIMITED | | | | Dev Information Technology Limited | | | | Info beans Technologies Limited | | | | Sigma Solve Limited | | | |
|--------------------------------------------------------------------------------|-------------------------------|----------------|----------------|----------------|------------------------------------|----------------|----------------|----------------|---------------------------------|----------------|----------------|----------------|-------------------------------|----------------|----------------|----------------|
| | For the Period/ Year ended on | | | | For the Period/ Year ended on | | | | For the Period/ Year ended on | | | | For the Period/ Year ended on | | | |
| | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
| Clients served | 21 | 24 | 30 | 42 | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| Workforce Strength | 56 | 49 | 46 | 47 | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| Contribution to revenue from operations of top 1 / 3 / 5 / 10 customers | | | | | | | | | | | | | | | | |
| Top 1 Customers (%) | 82.55 | 71.66 | 33.75 | 40.36 | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| Top 3 Customers (%) | 89.03 | 82.04 | 60.68 | 53.43 | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| Top 5 Customers (%) | 91.65 | 89.21 | 74.36 | 63.82 | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| Top 10 Customers (%) | 96.10 | 96.09 | 90.87 | 77.13 | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA | NA |

Source: The Figure has been certified by M/s. Maharishi & Co.; Chartered Accountants vide their certificate dated January 20, 2024, having UDIN 24141168BKAFVY2785.

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 are 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 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.

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

There are 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 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, in a single transaction or multiple transactions combined together over a span of 30 days.

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

Since there are no transactions to report to under (a) and (b), information based on last 5 primary or secondary transactions (secondary transactions where Promoter / 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 Prospectus irrespective of the size of transactions is as mentioned below:

The details of allotment of 72,00,000 Equity Shares made on January 11, 2024 by way of Bonus Issue in the ratio of 16:1 (i.e. sixteen fully paid -up equity shares for every one existing equity Shares, out of free reserves) are as follows:

| Sr. No. | Name of Allottee | No. of Equity Shares Allotted | Face Value per share (in ₹) | Issue Price per share (in ₹) |
|---------------------------------------------|-----------------------------|-------------------------------|-----------------------------|------------------------------|
| 1. | Trishneet Arora | 53,27,840 | 10 | NIL |
| 2. | Charanjit Singh | 2,87,840 | 10 | |
| 3. | Vijay Kishanlal Kedia | 10,80,000 | 10 | |
| 4. | Ankit Vijay Kedia | 3,60,000 | 10 | |
| 5. | Subinder Jeet Singh Khurana | 1,44,000 | 10 | |
| 6. | Avneet Singh | 160 | 10 | |
| 7. | Sukhpreet Kaur | 160 | 10 | |
| Total | | 72,00,000 | 10 | NIL |
| Weighted Average Cost of Acquisition | | | | NIL |

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

| Types of transactions | Weighted average cost of acquisition (₹ per Equity Share) | Issue Price |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|-------------|
| 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 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. | N.A. | N.A. |

| Types of transactions | Weighted average cost of acquisition (₹ per Equity Share) | Issue Price |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|-------------|
| 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 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. | N.A. | N.A. |
| Since there were no secondary transactions of equity shares of our Company during the 18 months preceding the date of filing of this 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 Prospectus irrespective of the size of the transaction. | NIL | N.A. |

Note:

Explanation for Issue Price being 10.6 times price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out in (d) above) along with our Company's key performance indicators and financial ratios for the period ended as on September 30, 2023 and for the year ended March 2023, 2022 and 2021.

We are engaged in the business of providing risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing to organizations of any scale, size, and business through “SaaS model”. We are offers security software products and solutions both in India and internationally. Our end customers are Banks and financial Institutions, government regulatory bodies and departments, large-scale enterprises (including business offices) like HDFC, Bandhan Bank, BSE, National Payments Corporation of India, DSP investment Managers Private Limited, Motilal Oswal Financial Services Limited and NSDL e-Governance. Our flagship software product is ESOF (Enterprise Security in One Framework) which was launched in 2018. ESOF is a vulnerability management platform consisting of various product portfolio namely ESOF Appsec, ESOF VMP, ESOF VACA, ESOF PCI ASV, ESOF CRQ. All the products launched under ESOF Platform have wide range of applications ranging from vulnerability management solutions for web and application-based data, compliance assessment, and cyber risk quantification.

The company turnover on restated basis has been ₹ 504.37 lakhs in the financial year 2021, ₹ 510.95 lakhs in the financial year 2022 and ₹ 1,000.01 lakhs in the financial year 2023 showing compounded growth of 40.81%. The turnover for the period ended on September 30, 2023 has been ₹ 502.06 Lakhs on restated basis.

The company EBITDA on restated basis has been ₹ 78.46 lakhs in the financial year 2021, ₹ 102.06 lakhs in the financial year 2022 and ₹ 528.18 lakhs in the financial year 2023 showing compounded growth of 159.46%. The EBIDTA for the period ended on September 30, 2023 has been ₹ 187.61 Lakhs on restated basis.

The company PAT on restated basis has been ₹ 61.13 lakhs in the financial year 2021, ₹ 60.75 lakhs in the financial year 2022 and ₹ 507.29 lakhs in the financial year 2023 showing compounded growth of 188.07%. The PAT for the period ended on September 30, 2023 has been ₹ 194.85 Lakhs on restated basis

The company Net Worth on restated basis has been ₹ 200.00 lakhs in the financial year 2021, ₹ 260.75 lakhs in the financial year 2022 and ₹ 768.05 lakhs in the financial year 2023 showing compounded growth of 95.96 % on restated basis. The Net Worth the period ended on September 30, 2023 has been ₹ 962.90 Lakhs on restated basis.

Explanation for Issue Price being 10.6 times price of face value.

The Issue Price of ₹ 106/- has been determined by our Company in consultation with the Book Running Lead Managers.

Investors should read the abovementioned information along with “*Risk Factors*”, “*Business Overview*”, “*Management's Discussion and Analysis of Financial information*” and “*Restated Financial Information*” on pages 28, 110, 168 and 166 respectively, to have a more informed view.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors,
TAC INFOSEC LIMITED
8th Floor, Plot No. C-203,
Industrial Focal Point, Phase 8B,
Mohali – 160055, Punjab,
India

Dear Sir,

Subject - Statement of possible tax benefits (“the statement”) available to TAC Infosec Limited (“the company”), its shareholder 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 TAC Infosec Limited

1. We hereby confirm that the enclosed Annexure I, prepared by TAC Infosec 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 2023-24 relevant to the financial year 2022-23, available to the Company, its shareholders. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Taxation Laws. Hence. The ability of the Company and or its shareholders 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 may or may not choose to fulfil.
2. 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 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 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
3. The benefits discussed in the enclosed Annexures are 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 his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering.
4. 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.
5. We do not express any opinion or provide any assurance as to whether
 - i) the Company or its shareholders will continue to obtain these benefits in future;
 - ii) the conditions prescribed for availing the benefits have been I would be met with; and
 - iii) the revenue authorities’ courts will concur with the views expressed herein.

-
6. 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.
 7. 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.
 8. 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.
 9. 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.

**FOR M/S. MAHARISHI & CO.
CHARTERED ACCOUNTANTS
FRN: 124872W**

**CA KAPIL SANGHVI
PARTNER
MEMBERSHIP NO. 141168
UDIN: 24141168BKAFVS8124
PLACE: JAMNAGAR
DATE: JANUARY 20, 2024**

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 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 has obtained start up recognition from Department for Promotion of Industry and Internal Trade for eligibility of claiming deduction u/s 80-IAC. Accordingly, company has claimed deduction u/s 80-IAC from AY 23-24. U/s 80-IAC 100% deduction of profit from start-up business is available for three consecutive assessment years. Company has applied for rectification application u/s 154 for opting out from taxation u/s 115BAA for AY 22-23 & AY 21-22. Eligibility of deduction u/s 80-IAC is subject to acceptance of rectification application u/s 154 by Jurisdictional Assessing Officer and rectification of returns for AY 22-23 & AY 21-22 and granting of permission for withdrawal of Form 10-IC by JAO.

B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER

The Shareholders of the Company are 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 in the Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus.

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 TRADE

Global goods trade growth slowed in the first half of 2023 in tandem with weakening global industrial production. Services trade, by contrast, continued to strengthen following the easing of pandemic-induced mobility restrictions. International tourist arrivals are expected to approach 95 percent of 2019 levels in 2023, an increase from 63 percent in 2022 (UNWTO 2023).

Pressures on global supply chains have abated as goods demand has weakened and global shipping conditions have improved (figure 1.3.A). The global supply chain pressures index and suppliers' delivery times reached their lowest levels in almost four years in the first half of 2023 and are expected to remain low.

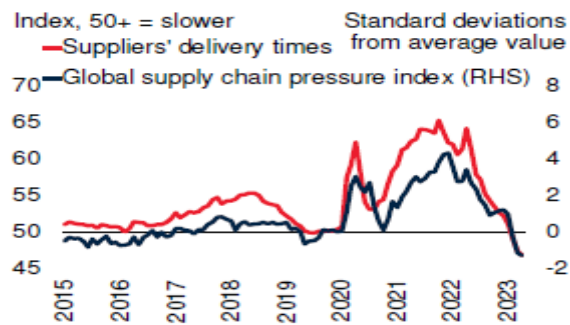
During the pandemic, trade growth was supported by a shift in the composition of demand toward tradable goods and away from services, which are less trade-intensive. The gradual rotation of demand back to its pre-pandemic composition is now slowing trade growth—as is the fact that the recovery in China is expected to be predominantly driven by services, which will limit positive spillovers to its trading partners through demand for goods and commodities. The growing number of restrictive trade measures reflects a rising degree of geopolitical tensions and attempts by some major economies to follow more inward-looking policies (figure 1.3.B). In the longer term, this will likely reshape global supply chains and increase trade costs (EBRD 2023; Góes and Bekkers 2022).

Together, these factors are expected to further reduce the responsiveness of global trade to changes in output—responsiveness that had already declined in the 2010s relative to previous decades (figure 1.3.C; Kose and Ohnsorge 2023a). Against this backdrop, global trade growth is forecast to slow from 6 percent in 2022 to 1.7 percent in 2023 (figure 1.3.D). As global consumption returns to its pre-pandemic mix between goods and services, trade is expected to recover to 2.8 percent in 2024, only slightly stronger than GDP growth. The trade outlook is subject to various downside risks, including weaker-than-expected global demand, tighter global financial conditions, worsening trade tensions between major economies, mounting geopolitical uncertainty, and a further rise in protectionist measures (Aiyar et al. 2023; Metivier et al. 2023)

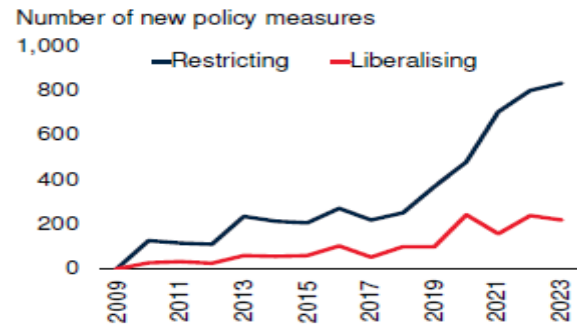
FIGURE 1.3 GLOBAL TRADE

Supply chain pressures and supplier delivery times have dropped back to pre-pandemic levels as goods demand has weakened and global shipping conditions have improved. A rising number of new trade measures have been protectionist. The ongoing shift in global consumption toward less trade-intensive goods will likely continue to lower the growth rate of trade relative to output. This shift and subdued demand are expected to dampen global trade growth substantially this year.

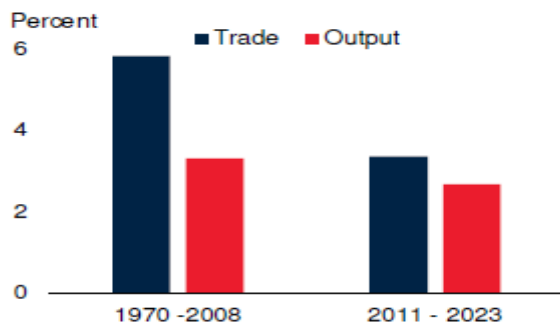
A. Global supply chain pressures



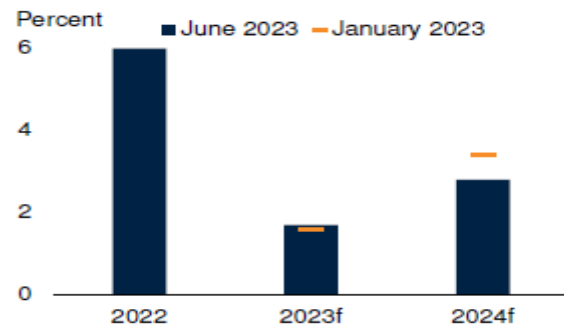
B. New trade measures



C. Global trade and output growth



D. Global trade forecast



Sources:

Federal Reserve Bank of New York; GTA (database); Haver Analytics; World Bank.

A. Figure shows manufacturing Purchasing Managers' Index (PMI) suppliers' delivery times and the Global Supply Chain Pressure Index (GSCPI). Data for delivery times are inverted by subtracting data from 100; therefore, increasing (decreasing) PMI data indicate slower (faster) delivery times. GSCPI is normalized such that zero indicates the average value for January 1998-April 2023, while positive (negative) values represent how many standard deviations the index is above (below) the average. Last observation is April 2023.

B. Figure shows the number of implemented trade policy interventions since November 2008. Restrictive (liberalizing) measures are interventions that discriminate against (benefit) foreign commercial interests. Last observation is May 24, 2023.

C. Bars indicate annual average growth. Global output growth is real GDP growth computed as a weighted average at 2010-19 average prices and exchange rates. Trade growth is the average growth of import and export volumes.

D. Trade is measured as the average of export and import volumes. "June 2023" and "January 2023" refer to the forecasts presented in the respective editions of the *Global Economic Prospects* report.

POTENTIAL GROWTH

The global economy headed into the COVID-19 pandemic and the Russian invasion of Ukraine after a decade of slowing growth. The pandemic-induced global recession of 2020 further deepened this slowdown and Russia's invasion of Ukraine in February 2022 has already left additional scars. These adverse shocks have reduced not just actual global output growth but have also dampened potential growth—the rate of increase of potential output, defined as the level of output an economy would sustain at full capacity utilization and full employment. Potential growth is a critical determinant of a wide range of macroeconomic and development outcomes, including sustained improvement in living standards and poverty reduction.

Potential growth is of fundamental importance to short- and long-run macroeconomic analysis and policy but it is not directly observable. In an extensive literature, three main methods of estimating potential output growth have been employed, each of which has its advantages and disadvantages. Thus, measures of potential growth based on production function estimates make it possible to study the contributions of the fundamental drivers of growth—namely, the growth

of the factors of production and technical progress—but involve assumptions that may be viewed as far-fetched. A second method uses economic analysts’ long-term (five-year-ahead) output growth forecasts, which may be assumed to incorporate their judgments. The third method obtains measures of potential growth from statistical filters of actual growth data; it may be best at ensuring consistency between estimates of potential growth and output gaps, on the one hand, and indicators of domestic demand pressures, on the other.

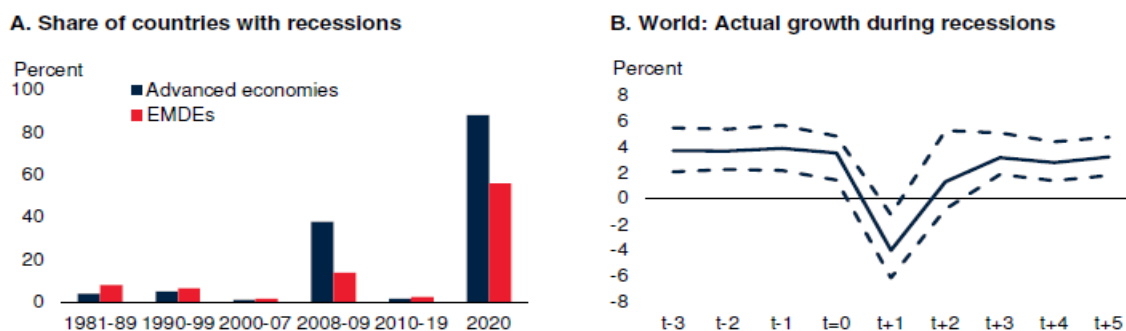
The long-term effects of short-term shocks on potential growth

The COVID-19-induced output collapse of 2020 renewed concerns about the impact of recessions on the level and growth of potential output. A number of studies have documented the lasting effects of country-specific recessions and financial crises on the level or growth of actual or potential output (Cerra and Saxena 2008; Furceri and Mourougane 2012; Mourougane 2017). However, these studies have mostly focused on OECD countries using only production function-based estimates of potential growth.

This section broadens the scope of the earlier literature in three dimensions. First, it examines the effect of country-specific recessions on potential growth in a much larger sample of countries, including both advanced economies and EMDEs. Second, it employs all the measures of potential growth described above to obtain a better understanding of the linkages between recessions and potential growth. Third, in addition to recessions, it considers other adverse events, such as banking crises and epidemics, and compares their effects on potential growth.

Characteristics of recessions

Most recessions at the country level occurred during global recessions. Growth slowed by about 8 percentage points between the year before the recession and its trough.



EMERGING MARKET AND DEVELOPING ECONOMIES

EMDE growth is expected to pick up in 2023 almost entirely due to China’s economic reopening. Excluding China, growth in EMDEs is set to slow markedly. A protracted period of tight domestic monetary policy, fiscal consolidation, and weak external demand will curb growth in many EMDEs. Although advanced-economy banking stress has so far not translated to EMDE financial sectors, the effects of more restrictive global financial conditions will remain a headwind to growth, particularly for EMDEs with weaker credit ratings. In LICs, domestic vulnerabilities, increased fragility, and persistently high poverty rates, will continue to weigh on economic recoveries.

(Source: Global Economic Prospects, June 2023, Falling Long-Term Growth Prospects as published by The World Bank)

INDIAN ECONOMY

Introduction

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Real GDP at constant prices (2011-12) in the first quarter of 2023–24 is estimated at Rs. 40.37 trillion (US\$ 484.94 billion), showing a growth of 7.8% as compared to the first quarter of 2022-23 estimated at Rs. 37.44 trillion (US\$ 449.74 billion). Given the release of pent-up demand and the widespread

vaccination coverage, the contact-intensive services sector will probably be the main driver of development in 2022–2023. In 2023-24 (April-September), India's service exports stood at US\$ 164.89 billion. Furthermore, India's overall exports (services and merchandise) in 2023-24 (April-September) were estimated at US\$ 376.29 billion. Rising employment and substantially increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing. In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers, and with the revival in monsoon and the Kharif sowing, agriculture is also picking up momentum. The contact-based services sector has largely demonstrated promise to boost growth by unleashing the pent-up demand over the period of April-December 2022. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

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

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

ROAD AHEAD

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's generally positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

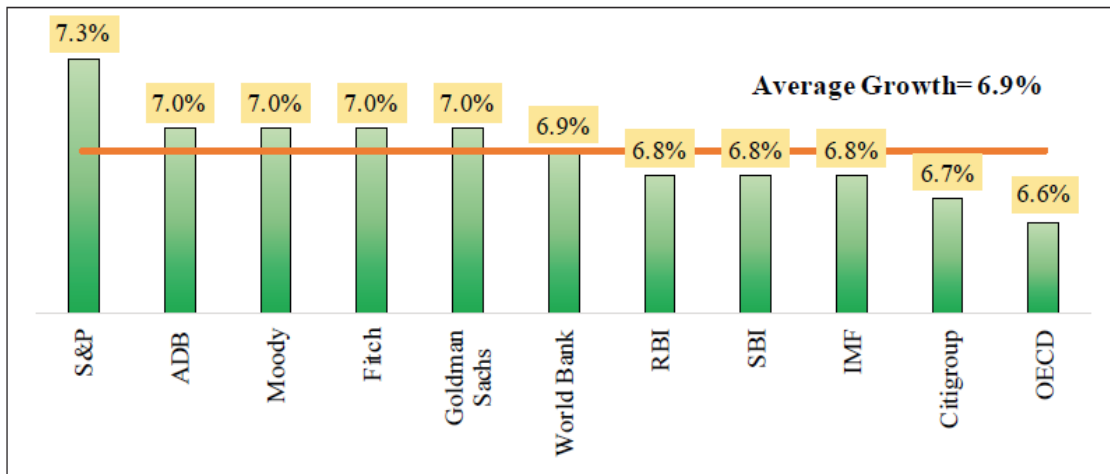
India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in BE 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in RE 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. In September 2023 (Provisional), CPI-C inflation was 5.02%, down from 7.01% in June 2022. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

India's Economic Resilience and Growth Drivers

Monetary tightening by the RBI, the widening of the CAD, and the plateauing growth of exports have essentially been the outcome of geopolitical strife in Europe. As these developments posed downside risks to the growth of the Indian economy in FY23, many agencies worldwide have been revising their growth forecast of the Indian economy downwards. These forecasts, including the advance estimates released by the NSO, now broadly lie in the range of 6.5-7.0 per cent. Despite the downward revision, the growth estimate for FY23 is higher than for almost all major economies and even slightly above the average growth of the Indian economy in the decade leading up to the pandemic. IMF estimates India to be one of the top two fast-growing significant economies in 2022. Despite strong global headwinds and tighter domestic monetary policy, if India is still expected to grow between 6.5 and 7.0 per cent, and that too without the advantage of a base effect, it is a reflection of India's underlying economic resilience; of its ability to recoup, renew and re-energise the growth drivers of the economy.

Figure I.17: India growth projections by various agencies for FY23

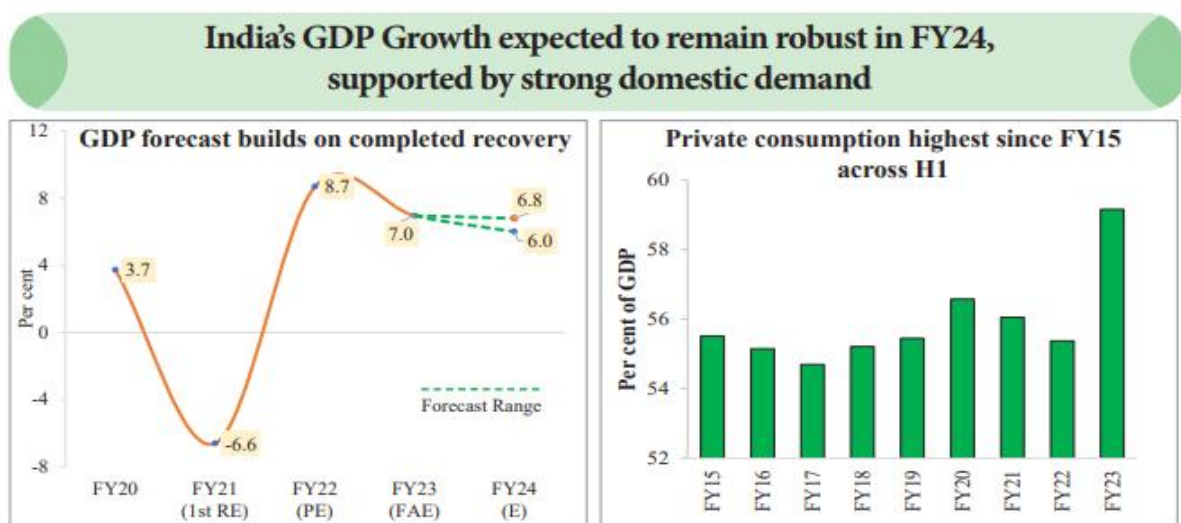


Source: Various Agencies

Note: ADB stands for Asian Development Bank, IMF is International Monetary Fund

India's economic resilience can be seen in the domestic stimulus to growth seamlessly replacing the external stimuli. The growth of exports may have moderated in the second half of FY23. However, their surge in FY22 and the first half of FY23 induced a shift in the gears of the production processes from mild acceleration to cruise mode. Manufacturing and investment activities consequently gained traction. By the time the growth of exports moderated, the rebound in domestic consumption had sufficiently matured to take forward the growth of India's economy. Private Consumption as a percentage of GDP stood at 58.4 per cent in Q2 of FY23, the highest among the second quarters of all the years since 2013-14, supported by a rebound in contact-intensive services such as trade, hotel and transport, which registered sequential growth of 16 per cent in real terms in Q2 of FY23 compared to the previous quarter.

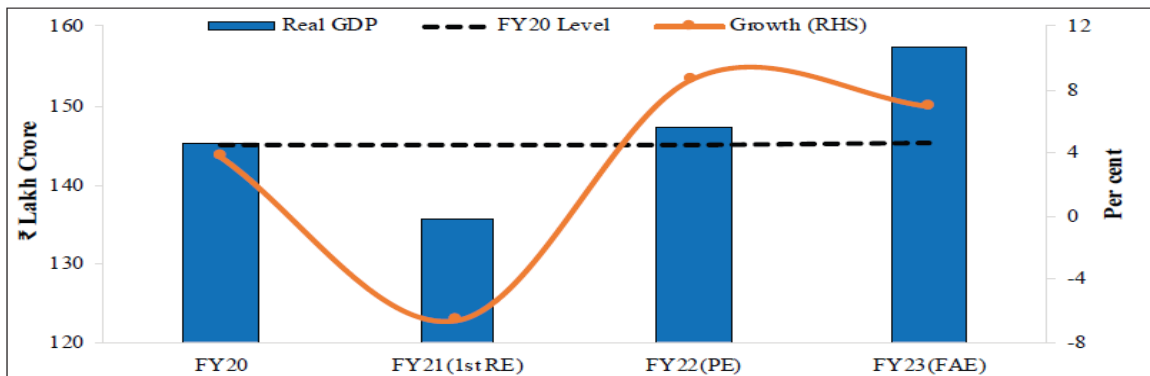
Although domestic consumption rebounded in many economies, the rebound in India was impressive for its scale. It contributed to a rise in domestic capacity utilisation. Domestic private consumption remains buoyant in November 2022, as indicated by Motilal Oswal's Economic Activity Index. The index estimates that private consumption grew at a five-month high pace of 5.6 per cent YoY, driven by auto sales and broad-based expansion of services.



MACROECONOMIC AND GROWTH CHALLENGES IN THE INDIAN ECONOMY

The impact of the pandemic on India was seen in a significant GDP contraction in FY21. The following year, FY22, the Indian economy started to recover despite the Omicron wave of January 2022. This third wave did not affect economic activity in India as much as the previous waves of the pandemic did since its outbreak in January 2020. Mobility enabled by localised lockdowns, rapid vaccination coverage, mild symptoms and quick recovery from the virus contributed to minimising the loss of economic output in the January-March quarter of 2022. Consequently, output in FY22 went past its pre-pandemic level in FY20, with the Indian economy staging a full recovery ahead of many nations. The experience with the Omicron variant engendered a cautious optimism that it was possible to stay physically mobile and engage in economic activities despite the pandemic. FY23 thus opened with a firm belief that the pandemic was rapidly on the wane and that India was poised to grow at a fast pace and quickly ascend to the pre-pandemic growth path.

Figure I.9: Economic growth remains resilient



Source: NSO, MoSPI

Note: AE stands for Advanced Estimates, PE stands for Provisional Estimates, RE stands for Revised Estimates

(Source: *Economic Survey 2022-23, Economic Survey 2022-23 Highlights, www.ibef.org*)

IT INDUSTRY

Introduction

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

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

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

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

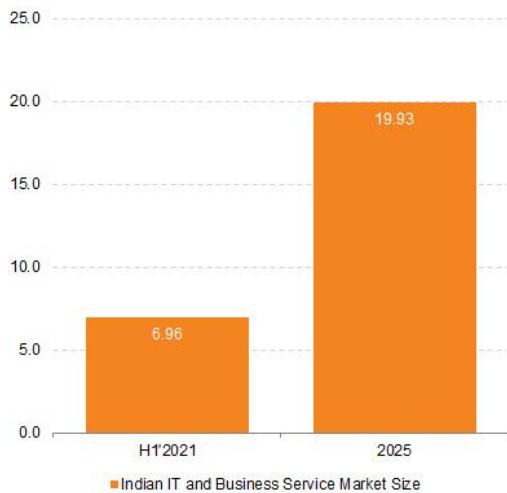
MARKET SIZE

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

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

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

Market size of IT industry in India (US\$ billion)



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), Infomeric 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.

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

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

Exports from the Indian IT industry stood at US\$ 178 billion in FY22. Export of IT services was the major contributor, accounting for more than 51% of total IT export (including hardware). BPM and engineering and R&D (ER&D) and software products export accounted for 20.78% each to total IT exports during FY21. The ER&D market was expected to grow to US\$ 42 billion by 2022.

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

INVESTMENTS/ DEVELOPMENTS

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

- Direct employment in the IT services and BPO/ITeS segment was estimated to reach 5.4 million in FY23 with an addition of 290,000 people.
- 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 totaling more than US\$ 4.4 billion in India.
- In November 2022, Google established a partnership with local gaming Start-up SuperGaming through its Google Cloud division. As part of the collaboration, game developers who use Google Cloud to create, host, and distribute their games will have access to SuperGaming's SuperPlatform game engine.
- 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\$ 95.88 billion between April 2000-June 2023. The sector ranked second in FDI inflows as per the data released by Department for Promotion of Industry and Internal Trade (DIPP). 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 into 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 Start-up 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 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 elevate 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 in their two upcoming data centres in Hyderabad.
- In November 2021, Wipro partnered with TEOCO to build solutions for communication service providers (CSPs) to improve network automation, efficiency, flexibility and reliability.
- In August 2021, Tata Consultancy Services was adjudged a leader in the NelsonHall NEAT for CX Services in Banking, Financial Services and Insurance (BFSI).

GOVERNMENT INITIATIVES

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

- Cabinet approved PLI Scheme – 2.0 for IT Hardware with a budgetary outlay Rs. 17,000 crore (US\$ 2.06 billion).
- In the Union Budget 2023-24, the allocation for IT and telecom sector stood at Rs. 97,579.05 crore (US\$ 11.8 billion).
- In September 2022, the new Telecommunications Bill 2022 was published for public consultation by the Ministry of Communications as a move toward creating a new telecom framework in India.
- In August 2022, the Indian Computer Emergency Response Team (CERT-In), in collaboration with the Cyber Security Agency of Singapore (CSA), successfully planned and carried out the "Synergy" Cyber Security Exercise for 13 countries to build network resilience against ransomware attacks.
- In June 2022, STPI Director General Mr. Arvind Kumar stated that exports through STPI units have increased from Rs. 17 crore (US\$ 2.14 million) in 1992 to Rs. 5.69 lakh crore (US\$ 71.65 billion) in 2022.

- In May 2022, it was announced that Indians can now avail 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 the cybersecurity in the country.
- In the Union Budget 2022-23, the allocation for IT and telecom sector stood at Rs. 88,567.57 crore (US\$ 11.58 billion).
- The government introduced the STP Scheme, which is a 100% export-oriented scheme for the development and export of computer software, including export of professional services using communication links or physical media.
- 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 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 North-Eastern states to boost availability of training centres and employment opportunities.
- On July 2, 2021, the Ministry of Heavy Industries and Public Enterprises launched six technology innovation platforms to develop technologies for globally competitive manufacturing in India. The six technology platforms have been developed by IIT Madras, Central Manufacturing Technology Institute (CMTI), International Centre for Automotive Technology (iCAT), Automotive Research Association of India (ARAI), BHEL (Bharat Heavy Electricals Limited), and HMT (Hindustan Machine Tools), 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 system.

ROAD AHEAD

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

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

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

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

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

Cyber Security R&D

Cyber Security is one of major initiatives identified for securing cyber space. R&D in Cyber Security focuses on promotion of applied research in addition to futuristic and blue sky research in the thrust areas of Emerging technologies - 5G, IoT, Data Science, mobile device security, SCADA security, end point security, network and system security, cryptography and cryptanalysis, cyber forensics, threat intelligence and AI based threat modelling. Grants-In-Aid support is extended to research institutions & academia to promote R&D infrastructure creation, capacity building and enhancement of skills and expertise, specific efforts are made to nurture institutions and capacity enhancement in the entire country with extra efforts for capacity building in the North East Region.

National Centre of Excellence (NCoE) in Cyber Security

National CoE, a joint initiative of the Data Security Council of India and the Ministry of Electronics and IT, had undertaken a range of actions to create an ecosystem for cyber security technology development and product entrepreneurship. It has incubated 32 early-stage Start-ups developing cutting-edge security solutions in the area, such as network security, cryptography, security operations technologies, cloud security, authentication, threat intelligence, vulnerability management, and privacy-enhancing technologies. The National CoE also supports 100+ lateral stage cyber security start-ups and has undertaken various initiatives to create a robust Indian cyber security technology industry.

The CoE is equipped with technology lab infrastructure to help start-ups in augmenting their technology stack. With the help of mentors from the industry, the CoE is intervening to accelerate the growth of start-ups. The CoE is closely working with leading institutions to promote collaboration among industry, start-ups, and academia. It organises Security Investors' Conference, Security Education, Research, Innovation Conference, and Cyber Security R&D Roadshow to promote research and entrepreneurship. It encourages women entrepreneurship in the niche cyber security area.

The National CoE is running a crypto innovation series to promote research and innovation in cryptology. It has hosted Light Weight Crypto Challenge with the R C Bose Centre of Cryptology and Cyber Security, ISI Kolkata. The National CoE's 5G security initiative selected eight ideas for the acceleration.

National Cyber Security Policy

National Cyber Security Policy was released for public use in July 2013. The policy caters to the cyber security requirements of Government and non-Government entities as well as large, medium & small enterprises and home users. The policy recognises the need for objectives and strategies that need to be adopted both at the national level as well as international level. The policy aims at facilitating creation of secured computing environment and enabling adequate trust and confidence in electronic transactions and guiding stakeholders' actions for protection of cyber space. Considering the developments in cyber technology, delivery of services through cyber space and the changing nature of cyber threats over the years, Government of India has formulated the National Cyber Security Strategy (NCSS) 2021, which will enhance the objective and implementation of National Cyber Security Policy. The NCSS 2021 is under the process of approval.

Online Cyber Security Training of officials of Government of India

MeitY initiated two types of Cyber Security training courses for officials of Central Government Ministries/Departments to create awareness about cyber security in Government employees:

Online Generic Training in Cyber Security (Awareness training) of about 6-8 hrs duration for all the officers/staff of Government of India
Online Foundation Training (Advance Level) in cyber security for technically qualified or with requisite aptitude in Cyber Security/IT.

40 batches of Generic (Awareness) level training have been conducted till October 2022 in which 10,700 officials have been trained. Also, 11 batches of Foundation (Advanced) level training have been conducted in which 656 officials have been trained.

(Source: www.ibef.org, www.meity.gov.in)

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 Prospectus. In this chapter, unless the context requires otherwise, any reference to the terms “We”, “Us”, “TIL” 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 ‘TAC Infosec Private Limited’ as a Private Limited Company, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated August 01, 2016, issued by the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on December 14, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed from ‘TAC Infosec Private Limited’ to “TAC Infosec Limited” and a fresh certificate of incorporation dated December 29, 2023 was issued to our Company by the Registrar of Companies-Chandigarh. The Corporate Identification Number of our Company is U72900PB2016PLC045575. For details of change in registered office of our Company, please refer to chapter titled “History and Corporate Structure” beginning on page no. 137 of this Prospectus.

Incorporated in 2016, our company is benefited from the extensive experience of our Promoters, Mr. Trishneet Arora and Mr. Charanjit Singh who is associated with our company since its incorporation and having combined experience of more than 10 (Ten) years in the Cybersecurity and vulnerability management. Our Board of Directors and other Key Managerial Personnel including Senior Management Personnel (SMP) and Advisory to the Board has also provided significant contribution in the growth of our company.

Our company is engaged in the business of providing risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing to organizations of any scale, size, and business through “SaaS model”. Our company offers security software products and solutions both in India and internationally. Our end customers are Banks and financial Institutions, government regulatory bodies and departments, large-scale enterprises (including business offices) like HDFC, Bandhan Bank, BSE, National Payments Corporation of India, DSP investment Managers Private Limited, Motilal Oswal Financial Services Limited and NSDL e-Governance. Our flagship software product is ESOF (Enterprise Security in One Framework) which was launched in 2018. ESOF is a vulnerability management platform consisting of various product portfolio namely ESOF Appsec, ESOF VMP, ESOF VACA, ESOF PCI ASV, ESOF CRQ. All the products launched under ESOF Platform have wide range of applications ranging from vulnerability management solutions for web and application-based data, compliance assessment, and cyber risk quantification.

Vulnerability Management is the continuous process of identifying, assessing, prioritizing, mitigating, and remediating the vulnerabilities across the complete Information Technology infrastructure of the organization. Cybersecurity of the organizations needs to be monitored in real-time and remediated as soon as possible to avoid attacks, this activity is often overseen by organizations through vulnerability management tools or products. While, Risk-Based Vulnerability Management (RBVM) is the process of prioritizing vulnerabilities for remediation based on the level of risk each vulnerability discovered, poses to your organization and IT Infrastructure. The RBVM method allows the organization to prioritize their vulnerabilities discovered on the basis of the severity, making it time and cost-effective while having a concrete cybersecurity process in place.

ESOF offers a robust vulnerability assessment mechanism that scans and identifies potential security loopholes within the IT infrastructure and along with configuration assessment, it ensures that IT systems are not only free from vulnerabilities but also configured optimally to resist potential threats. Also, ESOF’s auto-prioritization feature utilizes advanced algorithms to rank vulnerabilities based on their severity, potential impact, and exploitability, ensuring that critical issues are addressed promptly.

Apart from above, ESOF also provides Asset Tiering, Business Unit Regrouping and Cyber score services. These services, coupled with risk quantification, provide senior management and board members with a well-informed and strategically planned approach to navigating the challenges and opportunities within their organizations. ESOF platform is more than just a vulnerability management tool as it provides comprehensive framework that empowers organizations to navigate the complex cybersecurity landscape.

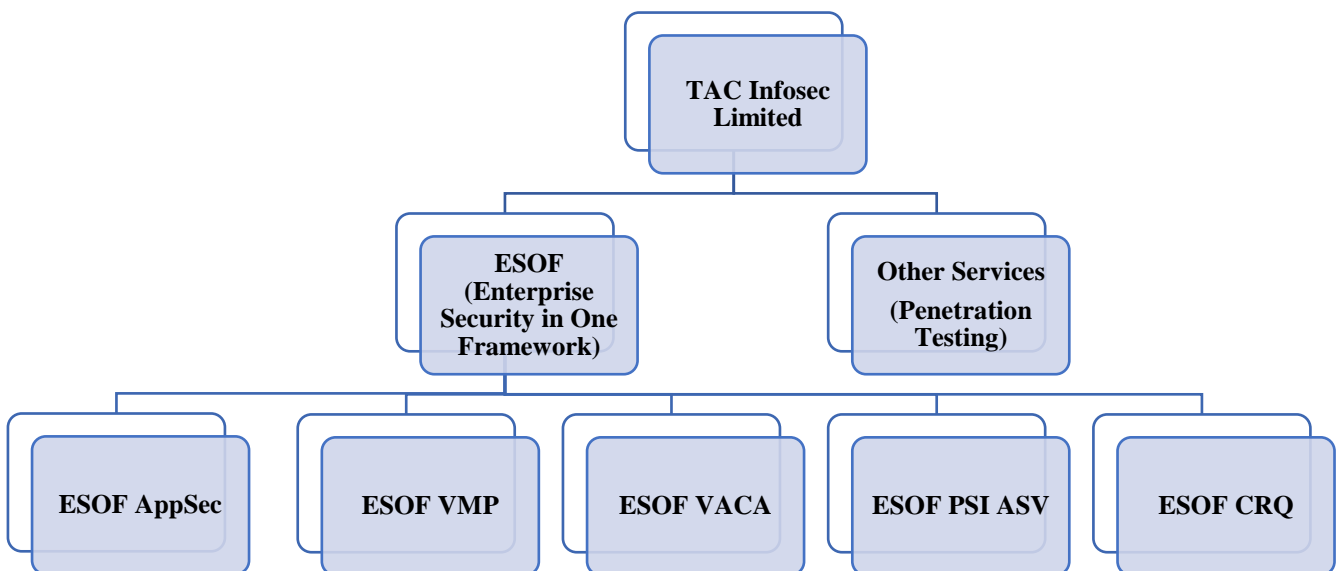
We have been successful in augmenting our portfolio of solutions over time through continuous Product Development which we believe is a key differentiator of our business model. As of September 30, 2023, we had 56 employees, including 33 employees who comprise our Operational and Product Development team. Over the past five years, we have introduced a range of solutions focused on risk-based vulnerability management, risk quantification, and compliance assessment. Our commitment to innovation is evident as we consistently invest in both enhancing our existing solutions and developing new

ones, the same can be evident from below data:

| Name of Product | Year in which it was developed | Function |
|-----------------|--------------------------------|-------------------------------------------------------------------------------------------------------------------------------------|
| ESOF Appsec | 2018 | Unified Vulnerability Management Solution to Detect & Protect your Web and App Assets from risk-based vulnerabilities |
| ESOF VMP | 2019 | vulnerability management platform providing risk-based vulnerability management and assessment services |
| ESOF VACA | 2022 | Identify, Evaluate, Prioritize, and Mitigate all the dominant vulnerabilities and risks in real-time across the entire IT landscape |
| ESOF PCI ASV | 2023 | comprehensive and integrated solution to ensure compliance with PCI (Payment Card Industry) requirements |
| ESOF CRQ | 2023 | provides financial risk assessment by way of quantification of cyber risk through Artificial Intelligence and Machine Learning |

OUR BUSINESS MODEL

We derive our revenue from 2 (Two) major business verticals:



ESOF (Enterprise Security in One Framework)

Our company launched ESOF Platform on SaaS (Software as a Services) Model in 2018 under the guidance and leadership of our Promoters and Directors. Under the umbrella of ESOF our company has launched total of 5 (Five) Product by the name of ESOF Appsec, ESOF VMP, ESOF VACA, ESOF PCI ASV, ESOF CRQ. Overview of each product is mentioned below:

- **ESOF Appsec:** ESOF Appsec is a Unified Vulnerability Management Solution to Detect & Protect your Web and App Assets from risk-based vulnerabilities along with other features such as Scheduled scans, Vulnerability timeline, Cyber risk score, Historic trend data and Prioritising vulnerabilities
- **ESOF VMP:** ESOF VMP provides vulnerability management platform. Vulnerability management is a crucial aspect of cybersecurity and ESOF VMP provides risk-based vulnerability management services by identifying, prioritizing, safely exploiting and helping to remediate vulnerabilities before it can be a material threat to the organization.
- **ESOF VACA:** ESOF VACA (Vulnerability Assessment Configuration Assessment) provides Identify, Evaluate, Prioritize, and Mitigate all the dominant vulnerabilities and risks in real-time across the entire IT landscape via an all-in-one platform providing various benefits Single Platform with Cloud Agent, Effortless Deployment and Boost Productivity.

- **ESOF PCI ASV:** ESOF PCI ASV is a comprehensive and integrated solution to ensure compliance with PCI (Payment Card Industry) requirements. PCI Compliance is adherence to the set of policies and procedures developed to protect details and transactions of cardholders. It provides comprehensive reporting, automatic scheduled scan, enterprise wide compliance dashboard and scheduled scan.
- **ESOF CRQ:** ESOF CRQ (Cyber Risk Quantification) provides financial risk assessment by way of quantification of cyber risk through Artificial Intelligence and Machine Learning in order to identify potential threats before it can be materialised and management can take informed decision.
- **Other Services:** We also provides services of Penetration Testing, commonly known as pen testing, is a form of ethical hacking aimed at discovering and remedying security vulnerabilities in networks, systems, and applications. Our company is a CREST (Council for Registered Ethical Security Testers) certified company offering assurance to clients regarding the security of their data. The company's services align with regulatory requirements such as GDPR and ISO 2700.

LOCATIONAL PRESENCE

REGISTERD OFFICE:

Our Registered Office is situated at 08th Floor Plot No.C-203, Industrial Focal Point, Phase 8B, Balongi, Rupnagar, S.A.S. Nagar (Mohali), Punjab, India, 160055.

BUSINESS OFFICES

- 7th Floor, Plot No. C-212, Ind. Area, Phase -8B, Mohali - 160055, Punjab.
- Skyloft, Creaticity Mall, Opposite golf Course, Off Airport Rd, Shastrinagar, Yerawada, Pune, Maharashtra -411006

PLACE AT WHICH BOOKS OF ACCOUNTS ARE MAINTAINED:

Our Books of Accounts are maintained at 91 Springboard, Kagalwala House, 01st Floor, C Block, 175, CST Road, Kalina, Santacruz East, Mumbai, Maharashtra, India, 400098.

AWARDS AND RECOGNITIONS

| Year | Key Events/Milestone/ Achievement |
|---------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2017 | Our Company becomes CERT-In (Indian Computer Emergency Response Team) Empanelled company by Ministry of Electronics & Information Technology |
| 2018 | Recognised as Start-up by DIPP |
| 2019 | Our Company was awarded “ COMPANY OF THE YEAR 2019 ” by The Golden Bridge Awards. |
| 2020 | Our Company was part of elite BW BUSINESSWORLD TECHTORS 2020 |
| | Our Company was recognized as “ BEST COMPANY TO WORK FOR 2020 ” by Business Sight Media |
| 2021 | Our Company wins Globee® 2021 |
| | Our Company was announced “ START-UP OF THE YEAR 2021 ” by The Globee |
| | Our Company was awarded “ BUSINESS INNOVATION ” by Entrepreneur Awards 2021 |
| | Our Company was featured in NASDAQ, TIMES SQUARE BILLBOARD. |
| 2022 | Our Company was awarded by The Globee in following categories: Start-up of the year-Artificial Intelligence Start-up of the year-Business Products Start-up of the year-Business Services Start-up of the year-IT Cloud/SaaS Start-up of the year-IT Services Start-up of the year-Security Cloud/SaaS Start-up of the year-Security Services Start-up of the year-Others |
| 2023-24 | Our Company was certified as “ A GREAT WORKPLACE ” under 100 employees for assessment conducted by Great Place to Work Institute, India. |
| | |

FINANCIAL PERFORMANCE OF OUR COMPANY

Revenue wise Bifurcation

(Amount in ₹ Lakhs)

| Particulars | As at | | | |
|--------------------------------------|---------------------|-----------------|-----------------|-----------------|
| | 30th September 2023 | 31st March 2023 | 31st March 2022 | 31st March 2021 |
| Revenue from Operations: | | | | |
| Domestic | 87.61 | 283.36 | 265.59 | 301.43 |
| Export | 414.44 | 716.65 | 245.36 | 202.93 |
| Total Revenue from Operations | 502.06 | 1,000.01 | 510.95 | 504.37 |

Financial Key Performance Indicators of our company

| Particulars | For the Period / Year ended on | | | |
|---------------------------------------|--------------------------------|----------------|----------------|----------------|
| | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
| Revenue from Operations (₹ in Lakhs) | 502.06 | 1,000.01 | 510.95 | 504.37 |
| Growth in Revenue from Operations (%) | | 95.71% | 1.31% | |
| EBITDA (₹ in Lakhs) | 187.61 | 528.18 | 102.06 | 78.46 |
| EBITDA Margin (%) | 37.37% | 52.82% | 19.97% | 15.56% |
| Profit After Tax (₹ in Lakhs) | 194.85 | 507.29 | 60.75 | 61.13 |
| PAT Margin (%) | 38.81% | 50.73% | 11.89% | 12.12% |
| RoE (%) | 22.51% | 98.62% | 26.37% | 36.08% |
| RoCE (%) | 22.75% | 89.82% | 33.23% | 47.38% |
| Net Fixed Asset Turnover (In Times) | 6.74 | 11.54 | 7.47 | 16.47 |
| Operating Cash Flows (₹ in Lakhs) | 14.95 | 172.75 | 3.34 | 87.97 |

Operational Key Performance Indicators of our company

| Particulars | For the Period / Year ended on | | | |
|--------------------------------------------------------------------------------|--------------------------------|----------------|----------------|----------------|
| | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
| Clients served | 21 | 24 | 30 | 42 |
| Workforce Strength | 56 | 49 | 46 | 47 |
| Contribution to revenue from operations of top 1 / 3 / 5 / 10 customers | | | | |
| Top 1 Customers (%) | 82.55 | 71.66 | 33.75 | 40.36 |
| Top 3 Customers (%) | 89.03 | 82.04 | 60.68 | 53.43 |
| Top 5 Customers (%) | 91.65 | 89.21 | 74.36 | 63.82 |
| Top 10 Customers (%) | 96.10 | 96.09 | 90.87 | 77.13 |

OUR COMPETITIVE STRENGTH

1. Founder led company supported by a highly experienced and professional leadership team:

Our Founder, Mr. Trishneet Arora founded our Company in the year 2016 with a vision to create a company that could address the growing cybersecurity needs of businesses and governments. Mr. Trishneet Arora is accredited with many recognitions and awards including Top 50 Most Influential Young Indians in 2017, Entrepreneur of the Year in the year 2020, Leaders of Tomorrow in the year 2018 and 2022. For, further information regarding our Promoter, kindly refer to the chapter titled "Promoter and Promoter Group" beginning from page 161 of this Prospectus.

We are also led by a Board of Directors with diverse expertise that will contribute to and participate in the organic growth of our business. In addition, many of our senior management have experience across a broad range of industries, enabling them to effectively operate the business. The strength and entrepreneurial vision of our Promoter and management have been instrumental in driving our growth and implementing our strategies. Our motivated team of management and key managerial personnel complement each other to enable us to deliver high levels of client satisfaction.

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. 142 of this Prospectus.

2. Niche Brand Building

Niche Brand Building is potent competitive strength of our company as we are engaged in the business of vulnerability management solutions, cybersecurity quantification and services of Penetration testing. By focusing on a specific aspect of vulnerability management, company has increased its reach globally as well as in domestic market in this domain. TAC Security provide highly tailored solutions that cater to the specific needs and challenges of a niche market segment demonstrates a deep understanding of clients' requirements.

3. Easy to Use and High-Quality Solutions

We provide High-Quality value-added solutions regarding vulnerability management and cyber risk security. Our company offer a broad range of security software solutions under the brand names “ESOF” and “TAC”. We provide various security software solutions to meet diverse user requirements which are spread across multiple price points. We are committed to providing high quality and timely solutions for our end users and hence place strong emphasis on product quality and efficient customer services. We seek to drive greater user engagement with our security software solutions and, over the long term, building a relationship based on trust.

4. Consistent Growth and Profitability

We have grown consistently over the last few years and for the three financial years ended 2023, 2022 and 2021, our total revenue, EBITDA and restated profit for the year grew at a CAGR of 40.81%, 159.46% and 186.74%, respectively. For Financial year 2023, we generated total revenue of ₹ 1,000.01 Lakhs, EBITDA of ₹ 528.18 Lakhs and restated profit for the year of ₹ 508.56 Lakhs. Further, we achieved EBITDA Margins of 52.82%, 19.97% and 15.56% and restated profit for the year margins of 50.86%, 12.04% and 12.26% for financial years 2023, 2022 and 2021, respectively.

For the period ended as on September 30, 2023, our company reported our total revenue, EBITDA and restated profit of, ₹ 502.06 Lakhs, ₹ 187.61 Lakhs and ₹ 194.85 Lakhs, respectively.

BUSINESS STRATEGY

1. Strengthening our Work Strength and Product Development Capabilities

The security software industry is characterised by continuous advancement in technology. To maintain and advance our position in the market, we intend to continue to strengthen our Product Development capabilities, which shall enable us to innovate and develop solutions with the latest technology for existing and upcoming platforms. In addition to continued R&D and technology investments in development of new solutions, we may pursue acquisitions of, or investments in, or licensing of, technologies that complement our portfolio. In our continuing effort to strengthen our Product Development abilities, we propose to utilise ₹ 1865.00 Lakhs of the Net Proceeds towards funding of our inorganic and organic growth through investment in Human resources and Product Development. For more details, see “*Objects of the Issue*” on page 74.

2. Leveraging Artificial Intelligence and Machine Learning Technology in our product solutions

Our company is providing risk-based vulnerability management solutions, cybersecurity quantification and services of Penetration testing to organizations of any scale, size, and business through its SaaS model. AI and ML algorithms can analyze vast amounts of data to identify patterns and anomalies indicative of potential security threats. Automated threat detection enables the rapid identification of vulnerabilities, ensuring a timely response to potential risks providing Real time monitoring, Prioritizing of risks and vulnerabilities, Reduced False positive and Predictive Analysis for potential material vulnerabilities and threats.

3. Broaden our Portfolio of Solutions

We are an established company with a proven track record of successful operations in India as well as Outside India. At present we provide solutions to our clients under ESOF solutions having various sub-solutions encompassing on

vulnerability management, cyber risk quantification and continuous assessment of client’s system in accordance with the need of our clients. At present, we have 5 (Five) products under ESOF and further we are planning to continuously add new products through R&D. We are soon launching ESOF Ensure which deals with Risk Rating & Cyber Insurance Solutions.

4. Pursue International Growth Opportunities

We are an established company with a proven track record of providing efficient services in India as well as Outside India. We believe that there exist substantial opportunities to grow our business internationally. We have, in the past, explored and continue to explore opportunities on our own, or through tie-ups, acquisitions, strategic alliances, partnerships or joint ventures in various countries and regions. For the period ended on September 30, 2023 and for the Financial years 2023, 2022 and 2021, we derived 82.55%, 71.66%, 48.02% and 40.24%, respectively, of our total revenue from outside India. We plan to continue to market our products and solutions to users located outside India by investing in brand building and advertising and marketing activities in those geographies.

5. Customer Satisfaction

The business of our Company is customer oriented and always strives to maintain good relationship with the customers. Our Company’s marketing team approaches existing customers for their feedback and based on their feedback any changes in the products if required are carried out. Our Company provides quality products and effective follow-ups with customers who ensure that the customers are satisfied with the product and do not have any complain.

OUR PRODUCT PORTFOLIO

Our company provides risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing to organizations of any scale, size, and business through its SaaS model. Brief Details of ESOF is provided below:

ESOF (Enterprise Security in One Framework): ESOF have significantly contributed in the growth of our company. ESOF utilizes Artificial Intelligence to enhance its capabilities in risk assessment and vulnerability management. ESOF not just only provides vulnerability management solutions, it specializes in providing risk-based vulnerability management solutions. It goes beyond merely identifying vulnerabilities and extends its focus to prioritize risks strategically by adopting a risk-centric approach. ESOF offers various features like real-time vulnerability assessment, cyber risk quantification, and risk prioritization, helping organizations strengthen their cyber defences. Advantages of ESOF is mentioned below:

- 1. Widest VM coverage in a single platform:** Next generation Vulnerability Management with legacy Vulnerability Assessment plus multiple security tools (Mobile, Phishing, SIEM, People, GRC, Threat Intelligence)
- 2. SAAS software with Service at its heart:** Providing software as a service in accordance with tailor-made requirement of customers with customer centric approach.
- 3. Common language for risk posture:** One consolidated enterprise risk meter for multiple asset types in a single, customizable dashboard.

Apart from Vulnerability Management and assessment solutions, we also provide cybersecurity quantification and services of Penetration testing to organizations of any scale. ESOF provides various features which are mentioned below:



ESOF can be categorised in following 5 (Five) categories:

1. ESOF VMP (Vulnerability Management Platform)

ESOF VMP provides an aggregate meter of risk that incorporates data from the widest view of organization vulnerabilities. Machine learning and remediation playbooks help prioritize the risk of the business and give you an accurate cyber risk score. Its intuitive reporting and power their business. VMP takes risk-based vulnerability management to the next level by identifying, prioritizing, safely exploiting and helping to remediate vulnerabilities in legacy and non- traditional vectors.

Features:

- Risk-Based Vulnerability Management: Prioritizes vulnerabilities based on potential impact.
- Cyber Risk Quantification: Assigns dollar value risks associated with vulnerabilities.
- Integration with Other Tools: Enhances existing security infrastructure.
- Continuous Scanning and Assessment: Monitors systems around the clock for threats.

Benefits:

- Informed Decision Making: Offers actionable insights to address critical vulnerabilities first.
- Financial Risk Insight: Helps to understand the financial implications of potential breaches.
- Robust Compliance: Recognized as a PCI ASV Solution by PCI DSS 9 Payment Card Industry Data Security Standard)

Risk-Based Vulnerability Management



Know your most critical vulnerabilities and vulnerable assets

Let Esóf Simplify the remediation process by prioritizing your vulnerabilities and assets for you.



We integrate what you use

Add your tools to have a single view of your complete IT Stack.



Auto Scan with Next-Gen's Risk Based Vulnerability Management

ESOF helps you to auto prioritize high- risk vulnerabilities or assets with defined SLA to the team.



Look back on your cyber stats that are 5 years old

ESOF lets you see the vulnerability history with the pattern and type found up to 5 years old since onboarding.

2. ESOF AppSec

ESOF AppSec is a Unified Vulnerability Management Solution to Detect & Protect Web and App Assets from risk-based vulnerabilities.

Features:

- Continuous Security Testing: Monitors applications for vulnerabilities continuously.
- Integration with Development Tools: Seamlessly integrates with popular development environments for real-time feedback.
- Automated Scanning: Provides automated scans to detect and notify of potential threats.
- Customizable Reporting: Offers tailored reports that suit various organizational roles and responsibilities.


Benefits:

- Enhanced Security: Protects applications from common vulnerabilities and zero-day attacks.
- Streamlined Development Process: Facilitates faster and more secure development cycles.
- Compliance Assurance: Helps maintain regulatory compliance with industry standards

Highlights:


- Scheduled Scans
- Zero False Positives
- Vulnerability Timeline
- ESOF Cyber Risk Score
- Top 10 Vulnerabilities and Top 10 Vulnerable Applications
- History Trend

Power-Driven by the ESOF Cloud Platform




Comprehensive Scan

Powered by advanced technologies, the ESOF AppSec Scanners perform Black Box and Grey Box Testing to accurate app test results.




Intelligence-Powered Application Scanning

Deep scans enabled within the ESOF AppSec software make use of cyber threat intelligence to provide detailed information of web, mobile, and API vulnerabilities in addition to malware discovery.



Coverage of OWASP Top 10 and SANS 25 Vulnerabilities


Get all the application vulnerabilities validated by OWASP and SANS detected, scanned, patched, and rescanned automatically within the platform to ensure the protection of your application systems.



SDLC Embedded with Security


Apart from being compliance-ready, let your apps undergo penetration tests throughout the entire Agile or DevSecOps lifecycle to get them rid of flaws, thereby, veiling every endpoint from where they can be inherited into the IT network.

Rest Assured of Compliance, DevSecOps Improvement, and Business Security.




Web Application Testing

Our exhaustive penetrating testing is well-targeted in discovering threats and dangers to the applications and acts deliberately over the inadvertent actions and exposure points, thereby, closing loops for any exploitation type.



Mobile Application Testing

Our all-in-one solution guarantees to test applications in static and dynamic environments across both iOS and Android devices and detect privacy issues and security loopholes, scanning the entire mobile app source code.



Source Code Review

An array of human inspections and automated reviews, together ensure and make certain the augmentation of the source code security by identifying weaknesses across the entire code, and thus, eliminating security flaws and business logic errors.

3. ESOF VACA (Vulnerability Assessment & Configuration Assessment)

ESOF VACA provides Single Platform for Vulnerability Assessment Configuration Assessment, Detection, and Response with Cyber Score Calculation. It allows forward-looking enterprises to discover every asset within their IT infrastructure automatically without the need for any human intervention including unmanaged assets, hardware/ software inventory, etc. Once identified, these assets are tagged and are well communicated with teams. It provides Automated Asset Identification and Categorization, Vulnerability Assessment, Automated Remediation Prioritization, Patching and Remediation At Your Fingertips, ESOF Cyber Risk Score along with continuous repetition to ensure efficiency and effectiveness.


Features:

- Comprehensive Vulnerability Assessment: Identifies vulnerabilities across the entire system.
- Real-Time Configuration Assessments: Evaluates system configuration for security adherence.
- Tailored Training Modules: Offers customized training to educate staff on security best practices.
- Interactive Dashboards: Facilitates easy navigation and quick insights into security metrics.


Benefits:

- Enhanced Awareness: Fosters a security-first culture within the organization.
- Timely Remediation: Enables quick response to identified vulnerabilities.
- Scalable and Flexible: Adjusts to the specific needs and size of the organization


Key Benefits




Single Platform With Cloud Agent
Cloud integration within the platform allows everything to run instantly, eliminating the need for bulky tools or appliances.




Next-Gen Risk-Based ESOF VACA
The ESOF VACA offers a distinct feature to integrate all the security tools and manage the entire IT stack under an umbrella.



Effortless Deployment
Virtual scanners make the deployment process simple and seamless. With their unlimited count, you can spin a scanner up and be ready to go on the fly.



Boost Productivity
With transparent communication between the teams, effective management of risks, well-processed ticketing system, productivity within the teams, and the efficiencies within the processes gets increased.



Most Affordable ESOF VACA
It's cost-effective and economical, helps save you a recognizable number of dollars in your account.



4. ESOF CRQ (Cyber Risk Quantification)

ESOF CRQ empowers the organization to proactively manage cyber risk Quantification with precise financial risk assessment and provides opportunity to Stay ahead of potential threats and confidently make informed decisions using diverse data sources. Quantifying the risk in financial terms makes it easier for the management to make decision faster and easier. It is designed to assist the CXO (chief experience officer), BOD members, CISOs (Chief Information Security Officer) and CROs (Chief Risk Officers) and Cyber insurance underwriters.

ESOF CRQ,

- Unify your risk and vulnerability data from multiple sources in a single platform (VMP)
- Explain risk in dollars based on underlying technical data
- Communicate cyber risks internally and externally in terms the business understands



5. ESOF PCI ASV (Approved Scanning Vendor)

PCI ASV stands for Payment Card Industry Approved Scanning Vendor. The Payment Card Industry Data Security Standard (PCI DSS) requires organizations that handle credit card transactions to undergo regular security assessments, including vulnerability scanning. A PCI ASV is a vendor or service provider that has been approved by the Payment Card Industry Security Standards Council (PCI SSC) to perform these scans:

Benefits of choosing ESOF PCI ASV:

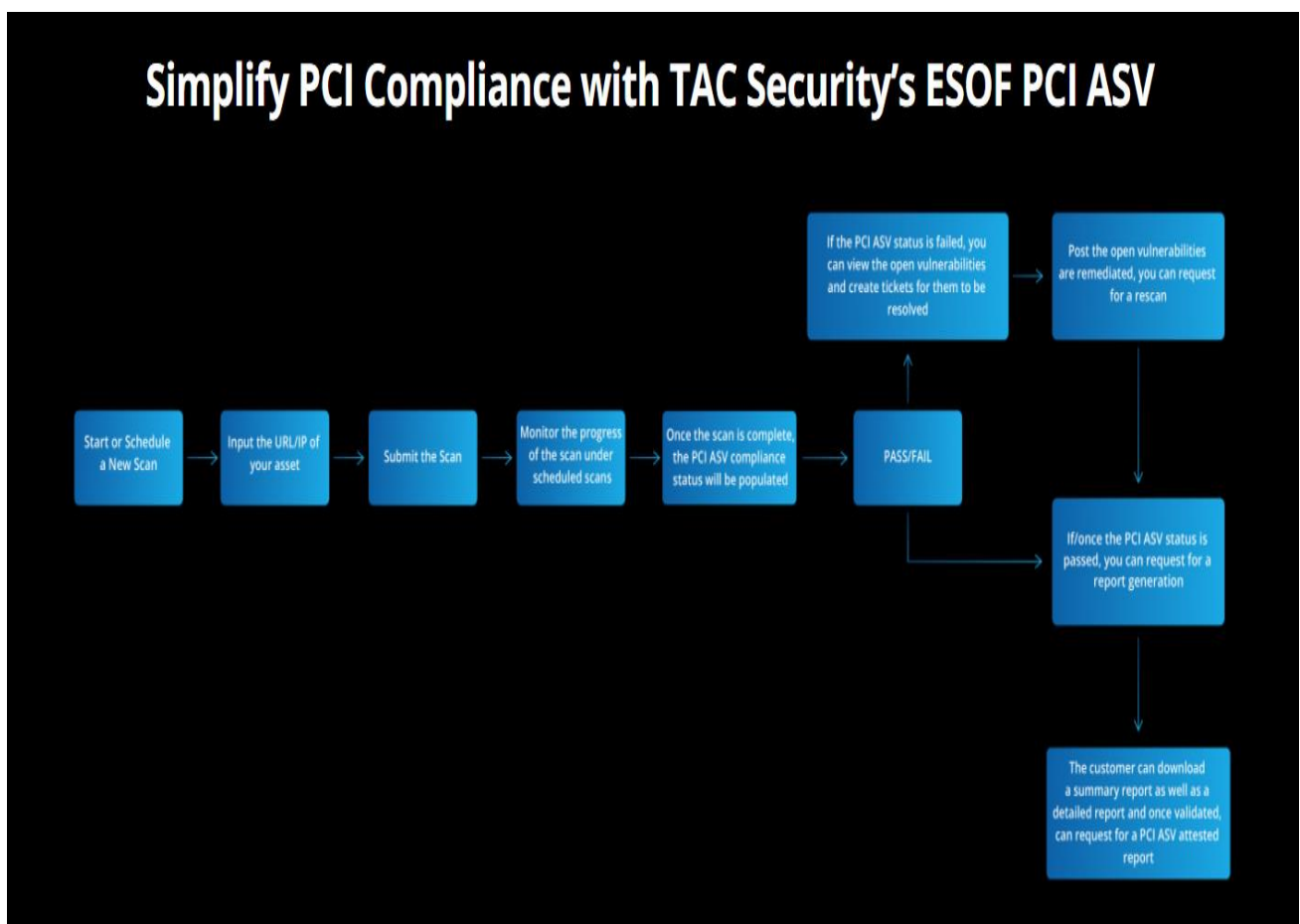
Comprehensive PCI Reporting: Our solution comes with pre-configured scan templates, empowering you to scan, remediate, and dispute failures at your convenience. With ESOF PCI ASV, you maintain control over your compliance journey

Simplified Asset Management: Effortlessly inventory all your PCI assets in a single space with the support of ESOF PCI ASV, an Approved Scanning Vendor, simplifying the management of your network and reducing complexity. With ESOF PCI ASV, asset inventory management becomes a breeze.

User-Friendly Experience: We have redesigned the user journey to be simplified and straightforward with ESOF PCI ASV, your dependable Approved Scanning Vendor. Ensuring that your PCI compliance efforts are accessible and intuitive, navigating ESOF PCI compliance is now easier than ever.

All-in-One PCI Dashboard: Stay updated on your PCI compliance statistics through our comprehensive PCI ASV console dashboard, available through our services as an Approved Scanning Vendor. Keep a close eye on your security posture, gain valuable insights, and make informed decisions.

Automated Scheduled Scans: ESOF PCI ASV, the Approved Scanning Vendor of choice, offers economical pricing that fits businesses of all sizes. We believe that cutting-edge compliance solutions should be accessible to everyone, regardless of budget constraints.





Responsive Ticketing

High Priority addressed within 24 hours; Low Priority responded to within 2-3 business days with automated closure notifications.



Rapid Report Delivery

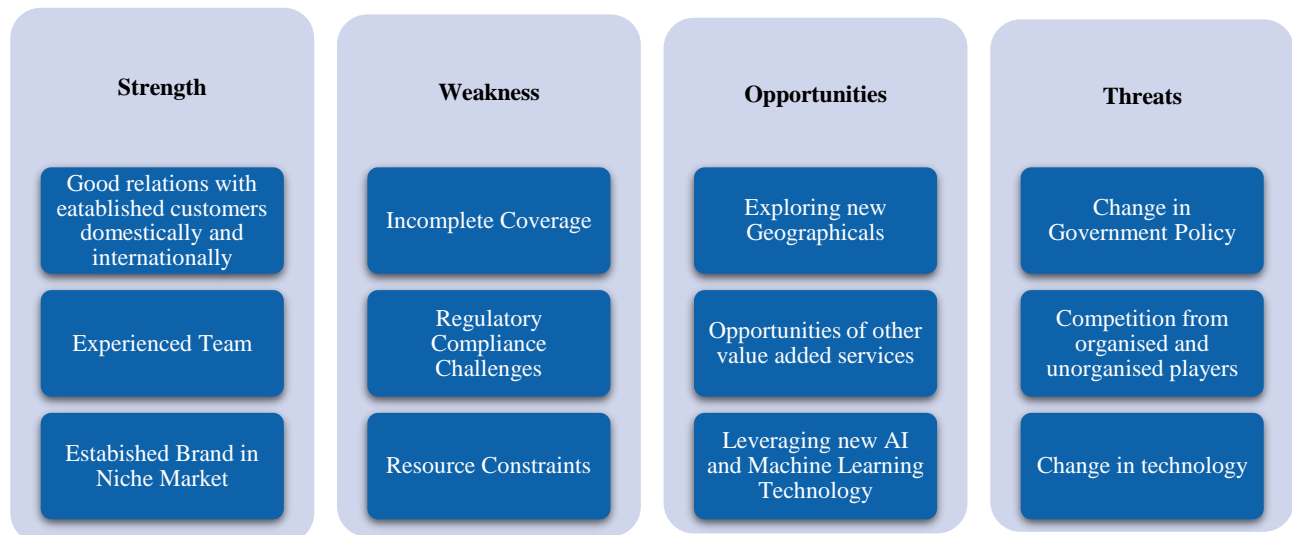
Guaranteed attested report within 24 hours, irrespective of asset quantity.



Efficient Scan Dispute Resolution

ASV scan disputes are tackled swiftly, resolving them in 1-3 business days, tailored to the specific dispute type.

SWOT ANALYSIS



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.

PROJECTS COMPLETED:

DSP Mutual Funds

Project Overview: Conducted an in-depth vulnerability assessment and management project to secure DSP Mutual Funds' IT infrastructure, identifying and mitigating security vulnerabilities to protect financial data integrity.

Bandhan Bank

Project Overview: Implemented a comprehensive vulnerability assessment program for Bandhan Bank, focusing on securing banking systems and networks through penetration testing and security assessments.

National Payments Corporation of India (NPCI)

Project Overview: Provided NPCI with vulnerability assessment and management services aimed at securing its digital payment systems, crucial for maintaining the integrity of India's financial ecosystem.

HDFC Limited

Project Overview: TAC InfoSec Limited undertook a critical project with HDFC Limited to perform vulnerability assessments and security management for HDFC's extensive financial services infrastructure. This project aimed to identify and rectify potential security vulnerabilities, ensuring the protection of sensitive financial information and customer data.

DATA STORAGE AND DATA PROTECTION STEPS:

Our Company is ensuring the security and integrity of client through comprehensive approach to data storage and protection, aligning its practices with data localization and regulatory requirements specific to India. Below are the details of the steps taken by our Company in this regard, including information about server usage and data protection measures:

Data Storage and Protection Measures

Data Localization Compliance:

Our Company strictly adheres to data localization norms as prescribed by Indian regulatory authorities. This ensures that all data generated and collected from Indian clients are stored within the country, thereby complying with the legal requirements.

Use of AWS Mumbai Region:

The company utilizes Amazon Web Services (AWS) for its cloud storage needs, specifically opting for the Mumbai region. This choice supports data localization by keeping client data within Indian jurisdiction, which is crucial for regulatory compliance and reduces latency for local users.

Data Encryption:

All client data, both at rest and in transit, is encrypted using advanced encryption standards (AES). This ensures that even in the event of unauthorized access, the data remains secure and indecipherable to hackers.

Access Control:

Our Company implements strict access control measures. Access to client data is restricted to authorized personnel only, based on their role and necessity. This minimizes the risk of internal threats and ensures that client data is not exposed to unnecessary risks.

Regular Security Audits and Compliance Checks:

Our Company conducts regular security audits to assess and improve its data protection measures. These audits help in identifying vulnerabilities and ensuring that the company's data handling practices are in line with the latest regulatory requirements and industry standards.

Data Backup and Recovery:

To safeguard against data loss due to unforeseen circumstances, our Company has data backup and recovery procedures in place. Regular backups are conducted, and data is stored in multiple secure locations within the AWS Mumbai region, ensuring quick recovery in case of a disaster.

Client Data Privacy:

Our Company is committed to protecting the privacy of its clients. Our Company has privacy policies and procedures in place that comply with Indian regulations, ensuring that client data is collected, used, and shared responsibly and ethically.

Training and Awareness:

Our Company invests in regular training and awareness programs for its employees, ensuring they are aware of the latest cybersecurity threats and best practices for data protection. This human-centric approach to security helps prevent data breaches caused by human error.

Server Usage:

Our Company uses AWS servers located in the Mumbai region for providing its services. This choice is driven by the need for compliance with data localization requirements, as well as the desire to leverage the reliability, scalability, and security features offered by AWS.

By adhering to these practices and regulations, our Company demonstrates its commitment to safeguarding client data and maintaining the highest standards of data protection and privacy. Our Company continuously monitors and updates its security practices to address emerging threats and ensure compliance with evolving regulatory requirements

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

The efficiency of the marketing and sales network is critical to the success of our Company. Our success lies in the strength of our relationship with our existing corporate customers that are associated with our Company. Our team through their experience and good rapport with marketers, owing to timely and quality delivery of products, plays an instrumental role in creating and expanding a work platform for our Company.

To retain our customers, our team regularly interacts with them and focuses on gaining an insight into the additional needs of 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 customers are Banks and financial Institutions, government regulatory bodies and departments, large-scale enterprises (including business offices).

COMPETITION

We compete with organized players in the industry with better financial position, market share, product ranges, human and other resources. Branding and marketing are the key factors in the industry where larger players are in a better position to market their products.

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 State Electricity Board.

WATER

Water is required only for drinking and sanitary purpose and adequate water resources are available at the existing premise.

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 September 30, 2023, we have the total 56 Employees. Department wise bifurcation is provided below:

| Sr. No | Category of Employees | No. of Employees |
|--------|-----------------------------------|------------------|
| 1. | Management | 1 |
| 2. | Operation and Product Development | 33 |
| 3. | Sales and Marketing Department | 8 |
| 4. | Compliance and Legal Department | 3 |
| 5. | Finance Department | 1 |
| 6. | HR and Admin Department | 8 |
| 7. | IT Department | 1 |
| 8. | Business Engagements | 1 |



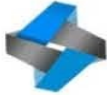


| | |
|--------------|-----------|
| TOTAL | 56 |
|--------------|-----------|

EXPORTS & EXPORTS OBLIGATIONS

As on the date of this 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. |  | 42 | 5141755 | TAC INFOSEC PRIVATE LIMITED | 21/09/2021 | Objected |
| 2. | CYBERSECURITY'S FUTURE | 42 | 5141754 | TAC INFOSEC PRIVATE LIMITED | 21/09/2021 | Accepted |
| 3. | The Next-Gen Vulnerability Management | 42 | 4698445 | TAC INFOSEC PRIVATE LIMITED | 12/10/2020 | Objected |
| 4. |  | 42 | 4597411 | TAC INFOSEC PRIVATE LIMITED | 05/08/2020 | Registered (Valid till 05/08/2030) |
| 5. |  | 42 | 4597412 | TAC INFOSEC PRIVATE LIMITED | 05/08/2020 | Registered (Valid till 05/08/2030) |
| 6. |  | 42 | 4597410 | TAC INFOSEC PRIVATE LIMITED | 05/08/2020 | Registered (Valid till 05/08/2030) |
| 7. |  | 42 | 4597409 | TAC INFOSEC PRIVATE LIMITED | 05/08/2020 | Registered (Valid till 05/08/2030) |
| 8. | ESOF | 42 | 4597408 | TAC INFOSEC PRIVATE LIMITED | 05/08/2020 | Registered (Valid till 05/08/2030) |

Domain Name

| Sr. No. | Domain Name and ID | Sponsoring Registrar and ID | Term |
|---------|--------------------|-----------------------------|---------|
| 1. | Tacsecurity.com | Godaddy.com, LLC | 2 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 |
|---------|--------------------|---------------------------------------------|---------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| 1. | September 29, 2023 | M/s SV Infotech | M/s Tac Infosec Private Limited | 8th Floor, Plot No. C-203, Industrial Focal Point , Phase -8B, Balongi, Rupnagar, S.A.S. Nagar, Mohali-160055, Punjab | Registered Office | ₹ 1,48,500 per month | October 01, 2023 to September 30, 2024 |
| 2. | September 26, 2022 | 91 Springboard Business Hub Private Limited | M/s Tac Infosec Private Limited | Co-working space at 91 Springboard, Kagalwala House, 01st Floor, C Block, 175, CST Road, Kalina, Santacruz East, Mumbai – 400098, Maharashtra | Corporate Office | ₹ 1,20,365 per month | Till monthly membership is paid. |
| 3. | February 07, 2022 | M/s Marrs Infotech | M/s Tac Infosec Private Limited | 7th Floor, Plot No. C-212, Ind. Area, Phase -8B, Mohali - 160055, Punjab | Business Activity Office | ₹ 1,75,000 per month which shall stand enhance every year by 6% of monthly rent. | 5 years from March 01, 2022. Lock in for tenure from March 01, 2022 to February 28, 2025 |
| 4. | February 08, 2023 | Springboard Solutions Private Limited | M/s Tac Infosec Private Limited | Co-working space at Skyloft, Creaticity Mall, Opposite golf Course, Off Airport Rd, Shastrinagar, Yerawada, Pune, Maharashtra - 411006 | Business Activity Office | ₹ 76,169 per month | Till monthly membership is paid. |

DETAILS OF INDEBTEDNESS

The details of facilities availed from Banks are as follows. For more details of other indebtedness please refer Annexure for Long-Term and Short-Term Borrowings in Restated

| Sr. No. | Name of Institution | Sanction Amount (₹ In Lakhs) | Amount o/s as on September 30, 2023 (₹ In Lakhs) | Purpose | Amount o/s as on September 30, 2023 (₹ In Lakhs) | Interest / Commission Rate per annum | Security/Margin | Period of Repayment |
|---------|-----------------------|---------------------------------|--------------------------------------------------------------|--------------|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|
| 1. | HDFC Bank Limited | ₹150.00 | - | Cash Credit | - | 10.05 three months T-bill from the date of disbursement/loan booking will be applicable. Current Reference Rate is 6.94%. | Primary-Debtors Secondary- Govt Guarantee (Credit Guarantee Fund Trust for Micro and Small Enterprises- CGTMSE) Guarantors- Trishneet Arora, Charanjit Singh | 12 Months (Valid upto 17/11/2024) |
| 2. | Bajaj Finance limited | ₹ 36.33 | 1.19 | Vehicle Loan | 1.19 | 11% | - | 36 Months |
| 3. | ICICI Bank Limited | ₹ 19.38 | 5.95 | Vehicle Loan | 5.95 | 8.30% | Vehicle having Registration No. PB-65-BA-5550 | 60 Months |
| 4. | HDFC Bank Limited | ₹ 3.57 | 0.76 | Vehicle Loan | 0.76 | - | Vehicle having Registration No. PB-65-AV-1857 | - |
| 5. | | | | | | | | |

INSURANCE

Presently, our company has taken group insurance policies for our employees.

KEY INDUSTRY REGULATIONS

Except as otherwise specified in this Prospectus, we are subject to several central and state legislations which regulate substantive and procedural aspects of our business.

Additionally, our operations require sanctions from the concerned authorities, under the relevant Central and State legislations. The following is an overview of some of the important laws, policies and regulations which are pertinent to our business. Taxation statutes such as the I.T. Act, GST and applicable Labour laws, contractual laws, and intellectual property laws as the case may be, apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. The regulations set out below may not be exhaustive and are only intended to provide general information to Investors and are neither designed nor intended to be a substitute for professional legal advice.

APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “Government Approvals” beginning on page number 183 of this Prospectus.

BUSINESS AND/OR KEY INDUSTRY AND/OR TRADE RELATED LAWS AND REGULATIONS:

Bharat National Cyber Security Exercise (NCX) 2023 held from October 9 2023 to October 20, 2023, while making endeavours to fortify our cyber defences also highlighted the need for a National Cyber Security Strategy resulting in governance structures supported by legal frameworks, efficient processes for threat intel sharing and enhancing Public Private Partnership.

In an era characterized by burgeoning digitalization, Bharat NCX 2023 serves as a compelling reminder of the paramount importance of collective vigilance and preparedness in safeguarding our nation's invaluable digital assets.

Information Technology Act, 2000:

Information Technology Act, 2000 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’, which involve the use of alternatives to paper-based methods of communication and storage of information, to facilitate electronic filing of documents with the Government agencies, thereby establishing a legal frameworks for electronic records and digital signatures. Amongst others, the Act deals with data confidentiality and prohibits unauthorized access, disclosure, or alteration of sensitive personal data. It also stipulates that where a body corporate, possessing, dealing or handling any sensitive personal data or information in a computer resource which it owns, controls or operates, is negligent in implementing and maintaining reasonable security practices and procedures and thereby causes wrongful loss or wrongful gain to any person, such body corporate shall be liable to pay damages by way of compensation to the person so affected.

Cyber Appellate Tribunal (CAT):

The Information Technology Act also contains the provisions for establishment of an Appellate Tribunal to adjudicate cyber-crime cases. As per the Act, The Telecom Disputes Settlement and Appellate Tribunal established under section 14 of the Telecom Regulatory Authority of India Act, 1997 (24 of 1997), shall, on and from the commencement of Part XIV of Chapter VI of the Finance Act, 2017 (7 of 2017), be the Appellate Tribunal for the purposes of Information Technology Act and the said Appellate Tribunal shall exercise the jurisdiction, powers and authority conferred on it by or under this Act.

Indian Penal Code 1860

Cybercrimes are a new class of crimes which are increasing day by day due to extensive use of internet these days. To combat the crimes related to internet the Information Technology Act, 2000 was enacted with prime objective to create an enabling environment for commercial use of I.T. The IT Act specifies the acts which have been made punishable. The

Indian Penal Code, 1860 has also been amended to take into its purview cybercrimes. The Indian Penal Code was amended by inserting the word 'electronic' thereby treating the electronic records and documents on a par with physical records and documents. The Sections dealing with false entry in a record or false document etc. (e.g. 192, 204, 463, 464, 464, 468 to 470, 471, 474, 476 etc.) have since been amended as 'electronic record and electronic document' thereby bringing within the ambit of IPC. Now, electronic record and electronic documents has been treated just like physical records and documents during commission of acts of forgery or falsification of physical records in a crime. After the above amendment, the investigating agencies file the cases/ charge-sheet quoting the relevant sections from IPC under section 463, 464, 468 and 469 read with the ITA/ITAA under Sections 43 and 66 in like offences to ensure the evidence and/or punishment can be covered and proved under either of these or under both legislation.

National Cyber Security Strategy 2023

The National Cyber Security Strategy of 2023 was the long-awaited follow-up plan by the Indian government to further improve cybersecurity efforts. While the plan is still under development and pending review by the National Security Council Secretariat, the plan's main goal is to serve as the official guidance for stakeholders, policymakers, and corporate leaders to prevent cyber incidents, cyber terrorism, and espionage in cyberspace.

The strategy aims to improve cybersecurity audit quality so organizations can conduct better reviews of their cybersecurity architecture and knowledge. The hope is that, once the policy is implemented, cyber auditors will improve their security standards, ultimately encouraging organizations to step up their security programs.

ISO/IEC 27000 Standards

ISO/IEC 27001 standards provide companies of any size and from all sectors of activity and guidance for establishing, implementing, maintaining and continually improving information security management systems. Conformity with ISO/IEC 27001 means an organization or business has put in place a system to manage risks related to the security of data owned or handled by the company, and that this system respects all the best practices and principles enshrined in this international Standard. ISO/IEC 27008 is for reviewing and assessing the implementation and operation of information system controls, in compliance with an organization's established information security requirements including technical compliance against assessment criteria based on the information security requirements established by the organization.

ISO/IEC 27034 offers guidance on information security to those specifying, designing and programming or producing, implementing and using application systems. It provides guidance to assist organizations in integrating security into the processes used for managing their applications.

While not legally binding, this standard provides valuable guidance for implementing a robust information security in any organization.

Other standards are NIST Cybersecurity Framework, CIS Controls, HIPAA, GDPR, IEC 62443, SOC 2, PCI-DSS etc.

National Cyber Security Policy, 2021:

This policy aims to build a secure and resilient cyberspace for citizens, businesses and the government. It outlines various objectives and strategies to protect cyberspace information and infrastructure, build capabilities to prevent and respond to cyber attacks, and minimise damages through coordinated efforts of institutional structures, people, processes, and technology. The policy guides national cyber security efforts and outlines incident reporting mechanisms, critical infrastructure protection measures and international cooperation frameworks.

Computer Emergency Response Team - India (CERT-In):

It is an organisation of the Ministry of Electronics and Information Technology, Government of India (MeitY) which collects, analyses and disseminates information on cyber incidents, and also issues alerts on cybersecurity incidents. It is the national nodal agency for cybersecurity. The CERT-In Rules prescribe the functions and responsibilities of CERT-In, as well as procedures for incident reporting, response and information dissemination, etc. The MeitY has authorised the CERT-In to monitor and collect traffic data or information generated, transmitted, received or stored in any computer resource. The CERT-In Rules mandate service-providers, intermediaries, data centres and body corporates to report prescribed cybersecurity incidents to CERT-In at the earliest.

Cyber and Information Security (C&IS) Framework:

Developed by CERT-In, this framework outlines essential security controls and standards for organizations operating in critical information infrastructure sectors.

IT Rules, 2021:

These rules, part of the IT Act, regulate online intermediaries like social media platforms. They prescribe due diligence rules to be followed by all intermediaries, including social media intermediaries and significant social media intermediaries, while discharging their duties. They also prescribe grievance redressal mechanism and a code of ethics to be followed by them.

The Digital Personal Data Protection Act, 2023 (DPDP)

The Digital Personal Data Protection Act applies to the processing of digital personal data within the territory of India where the personal data is collected whether in digital form or non-digital form and digitised subsequently; and also applies to processing of digital personal data outside the territory of India, if such processing is in connection with any activity related to offering of goods or services to Data Principals (the individuals to whom the personal data relates) within the territory of India. It shall come into force on such date as the Central Government may, by notification in the Official Gazette, appoint and different dates may be appointed for different provisions of this Act and any reference in any such provision to the commencement of this Act shall be construed as a reference to the coming into force of that provision.

Some other initiatives taken by the Government towards cyber security are as follows:

Cyber Surakshit Bharat Initiative:

This initiative was launched to raise awareness about cyber-crimes and create safety measures for Chief Information Security Officers (CISOs) and frontline IT staff across all government departments.

Indian Cyber Crime Coordination Centre (I4C):

This centre was established to provide a framework and eco-system for law enforcement agencies to deal with cyber crimes in a comprehensive and coordinated manner. It has seven components, namely:

- National Cyber Crime Threat Analytics Unit
- National Cyber Crime Reporting Portal
- National Cyber Crime Training Centre
- Cyber Crime Ecosystem Management Unit
- National Cyber Crime Research and Innovation Centre
- National Cyber Crime Forensic Laboratory Ecosystem
- Platform for Joint Cyber Crime Investigation Team.

Cyber Swachhta Kendra (Botnet Cleaning and Malware Analysis Centre):

This centre was launched in 2017 to create a secure cyberspace by detecting botnet infections in India and notifying, enabling cleaning and securing systems of end users to prevent further infections.

Critical information infrastructure (CII):

It is defined as a computer resource, the destruction of which, shall have debilitating impact on national security, economy, public health or safety.

National Critical Information Infrastructure Protection Centre (NCIIPC) was established to protect the CII of various sectors, such as power, banking, telecom, transport, government, and strategic enterprises.

Defence Cyber Agency (DCyA):

The DCyA is a tri-service command of the Indian Armed Forces that is responsible for handling cyber security threats. It has the capability to conduct cyber operations, such as hacking, surveillance, data recovery, encryption, and countermeasures, against various cyber threat actors.

The Micro, Small and Medium Enterprises Development Act, 2006 (“MSME Act”)

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Act was enacted. A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and regulation) Act, 1951 as micro enterprise, where the investment in plant and machinery does not exceed twenty-five lakh rupees; Small enterprise, where the investment in plant and machinery is more than twenty-five lakh rupees but does not exceed five crore rupees; or a medium enterprise, where the investment in plant and machinery is more than five crore but does not exceed ten crore rupees and in the case of the enterprise engaged in the services, Micro enterprise, where the investment in equipment does not exceed ten lakh rupees, Small Enterprise where the investment in equipment is more than ten lakh rupees but does not exceed two crore rupees, or Medium Enterprise where the investment in equipment is more than two crore rupees but does not exceed five crore rupees.

Master Directions by Reserve Bank of India on Export of Goods and Services as updated on November 22, 2022.

Export of Goods and Services from India is governed by clause (a) of sub-section (1) and sub-section (3) of Section 7 of the Foreign Exchange Management Act 1999 (42 of 1999), read with Notification No. G.S.R. 381(E) dated May 3, 2000 viz. Foreign Exchange Management (Current Account Transactions) Rules, 2000, further read with FEMA Notification No.23(R)/2015-RB dated January 12, 2016. These Regulations are amended from time to time to incorporate the changes in the regulatory framework and published through amendment notifications.

Within the contours of the Regulations, Reserve Bank of India also issues directions to Authorised Persons under Section 11 of the Foreign Exchange Management Act (FEMA), 1999. These directions lay down the modalities as to how the foreign exchange business has to be conducted by the Authorised Persons with their customers/ constituents with a view to implementing the regulations framed.

Instructions issued on export of goods and services from India have been compiled in this Master Direction.

LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED:

Shops and Establishments laws in various states

As per the provisions of local Shops and Establishments law applicable in the States of Punjab and Maharashtra, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

Stamp Act in various states

The purpose of the Stamp Act was to streamline and simplify transactions of immovable properties and securities by the State Government. The Stamp Act provides for the imposition of stamp duty at the specified rates on instruments listed in Schedule IA of the Stamp Act. Stamp duty is payable on all instruments/ documents evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. However, under the Constitution of India, the states are also empowered to prescribe or alter the stamp duty payable on such documents executed within the states. Therefore, the State Governments of Punjab and Maharashtra are empowered to prescribe or alter the stamp duty as per their need.

Professions, Trade, Callings and Employments Act in various states

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Governments of Punjab and Maharashtra are empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and are also required to collect funds through professional tax. The professional taxes are charged on the income of individuals, profits of business or gains of vocations. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such persons before such salary or wages is paid to him, and such employer shall, irrespective of whether such

deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such persons and employer has to obtain the registration from the assessing authority in the prescribed manner.

GENERAL CORPORATE LAWS:

Companies Act, 2013

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

The Registration Act, 1908

The Registration Act, 1908 (“Registration Act”) was enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. The Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property and a lease of immovable property for any term exceeding one year or reserving a yearly rent. It also provides for non-compulsory registration of documents as enumerated in the provisions.

The Indian Contract Act, 1872

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also provides for circumstances under which contracts will be considered as ‘void’ or ‘voidable’. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

The Specific Relief Act, 1963

The Specific Relief Act is complementary to the provisions of the Contract Act and the Transfer of Property Act, as the Act applies both to movable property and immovable property. The Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for the purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. Specific performance means the Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to another party.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheques not being honored by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonor of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

TAX RELATED LEGISLATIONS:

Income Tax Act, 1961

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

Goods and Services Tax Act, 2017

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

EMPLOYMENT AND LABOUR LAWS:

The Code on Wages, 2019 (the “Code”)

The Code received the assent of the President of India on August 8, 2019. The provisions of the Code shall come into effect from the date notified in the Official Gazette by the Central Government. The Code will replace the four existing ancient laws namely (i) the Payment of Wages Act, 1936, (ii) the Minimum Wages Act, 1948, (iii) the Payment of Bonus Act, 1965, and (iv) the Equal Remuneration Act, 1976. The Code will apply to all employees and allow the Central Government to set a minimum statutory wage.

The four existing laws are as follows:

- **The Payment of Wages Act, 1936**

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

- **The Minimum Wages Act, 1948**

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

- **The Payment of Bonus Act, 1965**

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

- **The Equal Remuneration Act, 1976**

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment

for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

- **The Code on Social Security, 2020**

The Government of India enacted 'The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 9 separate legislations including the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961 and the Payment of Gratuity Act, 1972. The relevant laws that the code shall subsume, are currently as follows:

- **Employee's State Insurance Act, 1948**

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

- **Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act)**

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make an equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees' Provident Scheme, 1952.

- **Maternity Benefit Act, 1961**

The Act provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The Act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which 10 or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this Act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

- **Payment of Gratuity Act, 1972**

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which 10 or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which 10 or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this Act has become applicable shall be continued to be governed by this Act irrespective of the number of persons falling below ten at any day. The gratuity shall be payable to an employee on termination of his employment after he has rendered continuous service of not less than five years on superannuation or his retirement or resignation or death or disablement due to accident or disease. The five-year period shall be relaxed in case of termination of service due to death or disablement.

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

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

INTELLECTUAL PROPERTY RIGHTS

Intellectual property in India enjoys protection under both common law and statutes. Under statutes, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957 and trademark protection under the Trade Marks Act, 1999. These enactments provide for the protection of intellectual property by imposing civil and criminal liability for infringement. In addition to the domestic laws, India is party to several international intellectual property related instruments including the Patent Cooperation Treaty, 1970, the Paris Convention for the Protection of Industrial Property, 1883, the Berne Convention for the Protection of Literary and Artistic Works, 1886, the Universal Copyright Convention adopted at Geneva in 1952, the International Convention for the Protection of Performers, Producers of Phonograms and Broadcasting Organizations, 1961 and as a member of the World Trade Organisation is a signatory to the Agreement on Trade Related aspects of Intellectual Property Rights.

The Trade Marks Act, 1999 (“Trade Marks Act”)

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trade Marks Act, an application for trademark registration may be made with the Trade Marks Registry by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides for penalties for infringement, falsifying and falsely applying trademarks among others. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trademark in India and other countries has been made available to owners of Indian and foreign trademarks. It also seeks to simplify the law relating to the transfer of ownership of trademarks by assignment or transmission and to bring the law in line with international practices.

Copyright Act, 1957 (“Copyright Act”)

The Copyright Act, 1957, along with the Copyright Rules, 1958, (collectively, “Copyright Laws”) governs copyrights subsisting in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings, including computer programmes, tables and compilations including computer databases. Computer programme constitutes a literary work under Indian law and is afforded copyright protection and the owner of such computer programme becomes entitled to protect his works against unauthorized use and misappropriation of the copyrighted work or a substantial part thereof. Any act of this nature entitles the copyright owner to obtain relief from a court of law including injunction, damages and accounts of profits. Further, copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work and once registered, copyright protection remains valid until expiry of sixty years from the demise of the author. Reproduction of a copyrighted computer programme for sale or hire or trade exhibit in public or distribution or commercial rental, offer for sale or commercial rental, issuing copy(ies) of the computer programme or making an adaptation of the work without consent of the copyright owner amounts to infringement of the copyright. However, the Copyright Act prescribes certain fair use exceptions which permit certain acts, which would otherwise be considered copyright infringement.

The Patents Act, 1970

The Patents Act, 1970 (“Patents Act”) governs the patent regime in India. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention satisfy the requirements of novelty, utility and non-obviousness in

order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria. Section 39 of the Patents Act also prohibits any person resident in India from applying for a patent for an invention outside India without making an application for a patent for the same invention in India. The term of a patent granted under the Patents Act pursuant to Section 53 is for a period of twenty years from the date of filing of the application for the patent. A patent shall cease to have effect if the renewal fee is not paid within the period prescribed for the payment of such renewal fee. While the Patents Act prohibits patentability of a 'computer programme' as such, computer programmes in combination with a novel hardware could be considered patentable depending on the substance of the invention and applicable provisions of the Patents Act. Computer programmes on their own are excluded from patent protection and are protected as a literary work under the Copyright Laws. In terms of the Patent Act, the patentee holds the exclusive right to prevent third parties from the using, offering for sale, selling or importing for such purposes, the patented product or product obtained directly by a process patented in India.

FOREIGN INVESTMENT LAWS:

Foreign Trade (Development and Regulation) Act, 1992

The FTDR is the main legislation concerning foreign trade in India. The FTDR, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given wide powers to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTDR read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer-exporter code ("IEC") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract a penalty under the FTDR. Such imports and exports must be carried out in accordance with the laws and export and import policy issued by the Central Government, from time to time. In the event of any contravention of the laws relating to central excise or customs or foreign exchange or any other economic offence under any other law for the time being in force as may be specified by the Central Government by notification in the Official Gazette or if an export or import has been carried out in a manner gravely prejudicial to the trade relations of India with any foreign country or to the interests of other persons engaged in imports or exports or has brought disrepute to the credit or the goods of or services or technology from the country, these instances may result in the suspension and cancellation of the IEC number.

Foreign Exchange Management Act, 1999 & Rules thereunder

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

The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended in 2019, provide that the total holding by any individual NRI, on a repatriation basis, shall not exceed 5 percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

The Conservation of Foreign Exchange and Prevention of Smuggling Activities Act, 1974

COFEPOSA came into force for the reason to provide preventive detention and to protect and augment the guidelines of foreign exchange. The Act also aims to control smuggling activities and other issues in relation to these activities. COFEPOSA confers power on the Central and the State Governments to issue orders for detaining a person if it is satisfied that the person has acted detrimental to the protection of foreign exchange. The Government shall also issue an order of detention on the ground that the person has engaged in the activity of smuggling goods, assists any person in smuggling

goods, transports or conceals such goods, harbours any person employed in the smuggling activities or does any other activity related with smuggling. Such an order shall be issued by the Joint Secretary to the Central Government or Secretary to the State Government or any senior officer authorized by the Government.

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 of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), 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 issued by the DIPP 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 the DIPP issues an updated circular. The Reserve Bank of India (“RBI”) also issues Master Directions Foreign Investment in India and updates the same from time to time. Presently, FDI in India is being governed by Master Directions on Foreign Investment No. RBI/FED/2017-18/60 FED Master Direction No. 11/2017-18 dated January 4, 2018, as updated from time to time by RBI. In terms of the Master Directions, an Indian company may issue fresh shares to people resident outside India (who are eligible to make investments in India, for which eligibility criteria are prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions. The Indian company making such fresh issue of shares would be subject to the reporting requirements, inter-alia with respect to consideration for issue of shares and also subject to making certain filings including the filing of Form FC-GPR.

ANTI-TRUST LAWS

Competition Act, 2002

The Act is to prevent practices having adverse effects on competition, to promote and sustain competition in markets, to protect interest of consumers and to ensure freedom of trade in India. The Act deals with prohibition of anti-competitive agreements. No enterprise or group shall abuse its dominant position in various circumstances as mentioned under the Act.

GENERAL LAWS

Apart from the above list of laws, which is inclusive in nature and not exhaustive, general laws like the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Consumer Protection Act 2019, Transfer of Property Act, 1882, etc are also applicable to the Company.

HISTORY AND CORPORATE STRUCTURE

COMPANY'S BACKGROUND

Our Company was originally incorporated as 'TAC Infosec Private Limited' as a Private Limited Company, under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated August 01, 2016, issued by the Registrar of Companies, Central Registration Centre. Subsequently, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on December 14, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed from 'TAC Infosec Private Limited' to "TAC Infosec Limited" and a fresh certificate of incorporation dated December 29, 2023 was issued to our Company by the Registrar of Companies-Chandigarh. The Corporate Identification Number of our Company is U72900PB2016PLC045575.

Our company is engaged in the business of providing risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing to organizations of any scale, size, and business through "SaaS model". Our company offers security software products and solutions both in India and internationally. Our end customers are Banks and financial Institutions, government regulatory bodies and departments, large-scale enterprises (including business offices) like HDFC, Bandhan Bank, BSE, National Payments Corporation of India, DSP investment Managers Private Limited, Motilal Oswal Financial Services Limited and NSDL e-Governance. Our flagship software product is ESOF (Enterprise Security in One Framework) which was launched in 2018. ESOF is a vulnerability management platform consisting of various product portfolio namely ESOF Appsec, ESOF VMP, ESOF VACA, ESOF PCI ASV, ESOF CRQ. All the products launched under ESOF Platform have wide range of applications ranging from vulnerability management solutions for web and application-based data, compliance assessment, and cyber risk quantification.

REGISTERED OFFICE:

Registered Office of the Company is presently situated at 8th Floor, Plot No. C-203, Industrial Focal Point, Phase 8B, Balongi, Rupnagar, S.A.S.Nagar, Mohali – 160055, Punjab, 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 | House No-12 A, Satjot Nagar, Dhandra Road Dugri, Ludhiana, Punjab-141001 | | Not Applicable |
| | Changed From | Changed To | |
| April 03, 2017 | House No-12 A, Satjot Nagar, Dhandra Road Dugri, Ludhiana, Punjab-141001 | Plot (Comm) E-190, 4th Floor, Industrial Area, Phase 8B, Mohali, Punjab -160059 | Administrative Convenience and better control over operations |
| February 28, 2019 | Plot (Comm) E-190, 4th Floor, Industrial Area, Phase 8B, Mohali, Punjab -160059 | 04 th Floor, World Tech Tower, Plot No.C-203, Phase 8B, Industrial Area, Sector 74, Mohali-160059, Chandigarh, Punjab | Administrative Convenience |
| January 01, 2024 | 04 th Floor, World Tech Tower, Plot No.C-203, Phase 8B, Industrial Area, Sector 74, Mohali-160059, Chandigarh, Punjab | 8th Floor, Plot No. C-203, Industrial Focal Point, Phase 8B, Balongi, Rupnagar, S.A.S.Nagar, Mohali – 160055, Punjab, India | Administrative Convenience |

KEY AWARDS, CERTIFICATIONS, ACCREDITATIONS AND RECOGNITIONS

For Key Awards, Certifications, Accreditations please refer to the section "Business Overview" on Page no 110 of this Prospectus.

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 | “TAC Infosec Private Limited” | Not Applicable |
| December 14, 2023 | The name of our company changed from “TAC Infosec Private Limited” to “TAC Infosec 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. |
| November 01, 2016 | The Authorised Share capital increased from ₹ 1.00 Lakhs divided into 10000 (Ten thousand) equity shares of ₹ 10/- each to ₹ 1.25 Lakhs divided into 12500 (Twelve thousand Five hundred) equity shares of ₹ 10/- each. |
| August 01, 2018 | The Authorised Share capital increased from ₹ 1.25 Lakhs divided into 12500 (Twelve thousand Five hundred) equity shares of ₹ 10/- each to ₹ 50.00 Lakhs consisting of 500000 (Five Lakhs) Equity Shares each of ₹ 10/-each. |
| December 01, 2023 | The Authorised Share capital increased from ₹ 50.00 Lakhs consisting of 500000 (Five Lakhs) Equity Shares of ₹ 10/-each.to ₹ 1300.00 Lakhs Divided into 13000000 (One Crore and thirty Lakhs) Equity Shares of ₹10/- each. |

MAJOR EVENTS

There are no major events in the company since its incorporation except as mentioned below.

| Year | Key Events/Milestone/ Achievement |
|----------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|
| 2016-17 | Our Company was incorporated as a private limited company under the name “TAC Infosec Private Limited” |
| 2017 | Our Company becomes CERT-In (Indian Computer Emergency Response Team) Empanelled company by Ministry of Electronics & Information Technology |
| 2018 | Recognised as Start-up by DIPP |
| 2019 | Our Company was awarded “ COMPANY OF THE YEAR 2019 ” by The Golden Bridge Awards. |
| 2020 | Our Company was part of elite BW BUSINESSWORLD TECHTORS 2020 |
| | Our Company was recognized as “ BEST COMPANY TO WORK FOR 2020 ” by Business Sight Media |
| 2021 | Our Company wins Globee® 2021 |
| | Our Company was announced “ START-UP OF THE YEAR 2021 ” by The Globee |
| | Our Company was awarded “ BUSINESS INNOVATION ” by Entrepreneur Awards 2021 |
| | Our Company was featured in NASDAQ, TIMES SQUARE BILLBOARD. |
| 2022 | Our Company was awarded by The Globee in following categories |
| | Start-up of the year-Artificial Intelligence |
| | Start-up of the year-Business Products |
| | Start-up of the year-Business Services |
| | Start-up of the year-IT Cloud/SaaS |
| | Start-up of the year-IT Services |
| | Start-up of the year-Security Cloud/SaaS |
| Start-up of the year-Security Services | |
| Start-up of the year-Others | |
| 2023-24 | Our Company was certified as “ A GREAT WORKPLACE ” under 100 employees for assessment conducted by Great Place to Work Institute, India. |
| | 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. 110, 99 and 168 respectively of this Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoter, please refer to sections titled “*Our Management*” and “*Capital Structure*” beginning on page nos. 142 and 61 respectively of this 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. 61 and 166 respectively of this 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.

SUBSIDIARIES/HOLDINGS AND JOINT VENTURES OF THE COMPANY

Except as mentioned below our company does not have any Holdings and Joint Ventures as on date of filing Prospectus.

Pursuant to Share Transfer Agreement dated February 19, 2024 between our Company and Pawan Singh Dhindsa our Company has purchase entire stake in TAC Security INC for a consideration of \$633 pursuant to which TAC Security INC has become Wholly Owned Subsidiary of our Company.

➤ TAC SECURITY INC (DELAWARE, USA)

- **Name of Company:** TAC Security Inc
- **Registered Office of the Company:** The Registered Office address of the Corporation is situated at State of Delaware at 1013, Centre Road, Suite 403-B, City of Wilmington, County of New Castle- 19805-1270.
- **Business Office:** San Francisco, USA
- **Date of Incorporation:** December 15, 2021
- **Main Object of Company:** Providing Services related to cyber space security

| Capital Structure of Company: Authorised Capital | Paid up Capital |
|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| 10000000 Common Stock/Shares of face value of \$ 0.00001 each amounting to \$ 100.00 | 7020000 Common Stock/Shares of face value of \$ 0.00001 each amounting to \$ 70.20. |

• Shareholder of Company

| Name of Shareholder | Number of Common Stock/Shares Hold | % of Total Paid-up Capital |
|---------------------|------------------------------------|----------------------------|
| TAC Infosec Limited | 7020000 | 100.00 |

• Contribution to Revenue by company

For the period ended as on September 30, 2023 and for the Financial year ended on March 31, 2023 and 2022, we derive ₹ 414.44 Lakhs, ₹ 716.65 Lakhs and ₹ 72.00 Lakhs, respectively of revenue from operations from a TAC Security Inc. (Delaware, USA). The detailed of the same is mentioned as below:

| Name of Customer | Financial Year/ Period to which Sales relates | Value (In ₹ Lakhs) | % of Total Revenue from Operations | Increase in % as Comparison |
|----------------------------------|-----------------------------------------------|--------------------|------------------------------------|-----------------------------|
| TAC Security Inc (Delaware, USA) | FY 2021-22 | 72.00 | 14.09% | - |
| | FY 2022-23 | 716.65 | 71.66% | 57.57% |

| Name of Customer | Financial Year/ Period to which Sales relates | Value (In ₹ Lakhs) | % of Total Revenue from Operations | Increase in % as Comparison |
|------------------|-----------------------------------------------------|--------------------|---------------------------------------|--------------------------------|
| | Period ended on September 30, 2023 | 414.44 | 82.55% | 10.89% |

INJUNCTION AND RESTRAINING ORDER

Our company is not under any injunction or restraining order, as on date of filing of this Prospectus.

MANAGERIAL COMPETENCE

For managerial Competence, please refer to the section “*Our management*” on Page no. 142 of this Prospectus.

MATERIAL ACQUISITIONS / AMALGAMATIONS / MERGERS / REVALUATION OF ASSETS/DIVESTMENT OF BUSINESS/UNDERTAKING IN LAST TEN YEARS

Except as mentioned below there has been no Material Acquisitions/Amalgamations/Mergers/Revaluation of Assets/Divestment of Business/Undertaking since incorporation.

Pursuant to Share Transfer Agreement dated February 19, 2024 between our Company and Pawan Singh Dhindsa our Company has purchase entire stake in TAC Security INC for a consideration of \$633 pursuant to which TAC Security INC has become Wholly Owned Subsidiary of our Company.

➤ TAC SECURITY INC (DELAWARE, USA)

- **Name of Company:** TAC Security Inc
- **Registered Office of the Company:** The Registered Office address of the Corporation is situated at State of Delaware at 1013, Centre Road, Suite 403-B, City of Wilmington, County of New Castle- 19805-1270.
- **Business Office:** San Francisco, USA
- **Date of Incorporation:** December 15, 2021
- **Main Object of Company:** Providing Services related to cyber space security

| Capital Structure of Company: Authorised Capital | Paid up Capital |
|--------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| 10000000 Common Stock/Shares of face value of \$ 0.00001 each amounting to \$ 100.00 | 7020000 Common Stock/Shares of face value of \$ 0.00001 each amounting to \$ 70.20. |

• Shareholder of Company

| Name of Shareholder | Number of Common Stock/Shares Hold | % of Total Paid-up Capital |
|---------------------|------------------------------------|----------------------------|
| TAC Infosec Limited | 7020000 | 100.00 |

• Contribution to Revenue by company

For the period ended as on September 30, 2023 and for the Financial year ended on March 31, 2023 and 2022, we derive ₹ 414.44 Lakhs, ₹ 716.65 Lakhs and ₹ 72.00 Lakhs, respectively of revenue from operations from a TAC Security Inc. (Delaware, USA). The detailed of the same is mentioned as below:

| Name of Customer | Financial Year/ Period to which Sales relates | Value (In ₹ Lakhs) | % of Total Revenue from Operations | Increase in % as Comparison |
|-------------------------------------|-----------------------------------------------------|--------------------|---------------------------------------|--------------------------------|
| TAC Security Inc (Delaware, USA) | FY 2021-22 | 72.00 | 14.09% | - |
| | FY 2022-23 | 716.65 | 71.66% | 57.57% |
| | Period ended on September 30, 2023 | 414.44 | 82.55% | 10.89% |

TOTAL NUMBER OF SHAREHOLDERS OF OUR COMPANY

As on the date of filing of this Prospectus, the total numbers of equity shareholders are 7 (Seven). For more details on the shareholding of the members, please see the section titled “*Capital Structure*” at page no. 61 of this 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 Provide security/solutions in respect to software designing, customization, cyber networking & internet/information technology / hardware including processing thereof and to carry on the business of maintenance, testing, designing and to provide internet / web based applications, to take up Information technology related assignments, providing Packages, through applications services provider mode via internet or otherwise, to undertake IT enabled services like data processing, Back office processing, Accounting, HR and payroll processing, data warehousing and database management. To carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs or otherwise deal in such hardware and software packages and all types of tabulating, accounting machines, calculators, computerized telecommunication systems and network.
2. To develop, provide, undertake, import, export, distribute and deal in Systems and application software for microprocessor based information systems, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website application solutions.

SHAREHOLDERS AGREEMENTS

Our Company has not entered into any shareholders agreement as on the date of filing this Prospectus.

OTHER AGREEMENTS

As on the date of this 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 Prospectus.

JOINT VENTURE AGREEMENTS

Our Company has not entered into any joint venture agreement as on the date of this Prospectus.

COLLABORATION AGREEMENTS

Our Company has not entered into any collaboration agreement as on the date of this Prospectus.

STRATEGIC PARTNERS

Our Company is not having any strategic partner as on the date of filing this Prospectus.

FINANCIAL PARTNERS

Our Company has not entered into any financial partnerships with any entity as on the date of filing of this Prospectus.

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 6 (Six) directors on our Board, out of which 2 (Two) are Executive Directors, 1 (One) is Non-Executive Director and 3 (Three) are Independent Directors.

- | | |
|-------------------------------------|------------------------------------------------------------|
| 1. Mr. Trishneet Arora | - Chairman, Executive Director and Chief Executive Officer |
| 2. Mr. Charanjit Singh | - Whole Time Director |
| 3. Mr. Bharatkumar Amrutlal Panchal | - Non-Executive Director |
| 4. Mr. Sanjiv Swarup | - Independent Director |
| 5. Mr. Rajiv Vijay Nabar | - Independent Director |
| 6. Ms. Aarti Jeetendra Juneja | - 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 Prospectus:

| Sr. No. | Details of Director | | Other Directorships/Designated Partner |
|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| 1. | Name | Mr. Trishneet Arora | <ul style="list-style-type: none"> • Tac Security Private Limited |
| | DIN | 07567604 | |
| | Father's Name | Mr. Charanjit Singh | |
| | Address | Flat No 201-A1, Regency Heights JLPL, Sector -91 Mohali, SAS Nagar Punjab-160055 | |
| | Date of Birth | November 02, 1993 | |
| | Age | 30 years | |
| | Designation | Chairman, Executive Director and Chief Executive Officer | |
| | Occupation | Business | |
| | Experience | He is having experience of more than 6 years in the field of cyber security. | |
| | Qualifications | He has dropped from school to continue his passion and profession in cybersecurity. | |
| | Nationality | Indian | |
| | Date of Appointment | Originally, he was appointed as a Non-Executive Director since the incorporation of the company, i.e., since August 01, 2016. Thereafter pursuant to approval of members in Extra-Ordinary General Meeting of the Company held on January 08, 2024 his designation was change to Chairman, Executive Director and Chief Executive Officer w.e.f January 08, 2024, for a period of 5 (five) years | |
| Term of Appointment and date of expiration of current term of office | He holds office for the period of 5 (Five) years w.e.f. January 08, 2024, liable to retire by rotation | | |
| 2. | Name | Mr. Charanjit Singh | <ul style="list-style-type: none"> • Tac Security Private Limited • Oneiric Gaming Private Limited |
| | DIN | 07567588 | |
| | Father's Name | Mr. Jagat Singh | |
| | Address | A-1, 201, Regency Height, Sec-91, S.A.S. Nagar (Mohali), Punjab - 160062 | |
| | Date of Birth | December 16, 1966 | |
| | Age | 57 Years | |

| Sr. No. | Details of Director | | Other Directorships/Designated Partner |
|----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------|
| | Designation | Whole Time Director | |
| | Occupation | Business | |
| | Experience | He is founding member of the company. He is having experience of more than 6 years in finance management He has a vast knowledge and experience in field of business processes, decision making, and entrepreneurship. He has handled diversified business and having good experience in various segments. He has adopted the good planning methods and executing aggressive strategies to achieve business goals. | |
| | Qualifications | He does not have any formal educational qualification or degree certificates. | |
| | Nationality | Indian | |
| | Date of Appointment | Originally, he was appointed as a Non-executive Director since the incorporation of the company, i.e., since August 01, 2016. Thereafter pursuant to approval of members in Extra-Ordinary General Meeting of the Company held on January 08, 2024 his designation was change to Executive Whole-Time Director w.e.f January 08, 2024, for a period of 5 (five) years | |
| | Term of Appointment and date of expiration of current term of office | He holds office for the period of 5 (Five) years w.e.f. January 08, 2024, liable to retire by rotation | |
| 3. | Name | Mr. Bharatkumar Amrutlal Panchal | <ul style="list-style-type: none"> India Payment Risk Council |
| DIN | 06660419 | | |
| Father's Name | Mr. Amrutlal Rambhai Panchal | | |
| Address | 1602, Building No. 2, Empire Estate, Plot No. 41/42, Sector 20, Kharghar, Raigarh, Maharashtra -410210 | | |
| Date of Birth | July 07, 1971 | | |
| Age | 52 Years | | |
| Designation | Non-Executive Director | | |
| Occupation | Professional | | |
| Experience | He is a prominent industry leader in Cyber Security in India, with more than two decades of experience in risk management, mainly in the banking and telecommunication sectors. | | |
| Qualifications | He holds degree of Doctor of Literature (Honoris Causa) from GNA University. He has also done Master of Business Administration from Sikkim Manipal University. He has been awarded a certificate of Completion for completing International Program on Information Assurance and Management for Executive of Banks and Financial Institutions by University at Buffalo, New York. | | |
| Nationality | Indian | | |
| Date of Appointment | Initially, he was appointed as Additional Director of the company with effect from August 18, 2023. Thereafter, pursuant to the approval of members in the Annual General Meeting held on September 30, | | |

| Sr. No. | Details of Director | | Other Directorships/Designated Partner |
|-----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | | 2023, he was regularized and appointed as a Professional, Non-Executive Director of the Company with effect from September 30, 2023. | |
| | Term of Appointment and date of expiration of current term of office | He was appointed as Professional, Non-Executive Director of the Company with effect from September 30, 2023. | |
| 4. | Name | Mr. Sanjiv Swarup | <ul style="list-style-type: none"> • Josts Engineering Company Limited • Responsive Industries Limited • Abans Enterprises Limited • Bharat Wire Ropes Limited • Abans Jewels Limited |
| DIN | 00132716 | | |
| Fathers' Name | Mr. Virendra Swarup | | |
| Address | 103, Srushti Apartment, Old Prabhadevi Road, Opp Century Bazar, Prabhadevi – 400025, Mumbai, Maharashtra. | | |
| Date of Birth | November 19, 1958 | | |
| Age | 65 years | | |
| Designation | Independent Director | | |
| Occupation | Self Employed | | |
| Experience | He is having an experience of more than 20 years in various corporate. He also holds various valuable position as Independent Director, Chairman of Committees in various Listed Companies. | | |
| Qualifications | He holds degree of Bachelors of Commerce with Honours from University of Calcutta. He also has degree in Bachelors of Laws (Special) from Saurashtra University. | | |
| Nationality | Indian | | |
| Date of Appointment | Initially, he was appointed as an Additional Independent Director of the company with effect from January 12, 2024. Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held on January 13, 2024, he was regularized and appointed as an Independent Director of the Company with effect from January 12, 2024. | | |
| Term of Appointment and date of expiration of current term of office | He holds office for a period of 3 years with effect from January 12, 2024, not liable to retire by rotation. | | |
| 5. | Name | Mr. Rajiv Vijay Nabar | <ul style="list-style-type: none"> • Solara Active Pharma Sciences Limited |
| DIN | 10383397 | | |
| Fathers' Name | Mr. Vijay Nabar | | |
| Address | 1005, Mahima Heights, Tower No. 3, Chandani Chawk – Piplod, Behind Reliance Township, Surat City, Surat Gujarat – 395007 | | |
| Date of Birth | May 23, 1961 | | |
| Age | 62 years | | |
| Designation | Independent Director | | |
| Occupation | Retired IRS Officer | | |
| Experience | He is having more than 35 years of experience in Direct Taxes, International Taxation, Investigations, Exemptions and Representation before Tribunal in | | |

| Sr. No. | Details of Director | | Other Directorships/Designated Partner |
|-----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| | | International Taxation cases. He is also an author and speaker on taxation and capital market. | |
| | Qualifications | He holds degree in Master of Arts in social work from University of Delhi. He has done post Graduate Diploma in Industrial Relations and Personnel Management from Bhartiya Vidhya Bhavan. He holds Bachelors of Science (Honours Course) in Anthropology from University of Delhi. | |
| | Nationality | Indian | |
| | Date of Appointment | Initially, he was appointed as an Additional Independent Director of the company with effect from January 12, 2024. Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held on January 13, 2024, he was regularized and appointed as an Independent Director of the Company with effect from January 12, 2024. | |
| | Term of Appointment and date of expiration of current term of office | He holds office for a period of 3 years with effect from January 12, 2024, not liable to retire by rotation. | |
| 6. | Name | Ms. Aarti Jeetendra Juneja | <ul style="list-style-type: none"> • Khushbu Auto Finance Limited • Atul Auto Ltd |
| DIN | 06872059 | | |
| Fathers' Name | Mr. Jeetendra Jagannath Juneja | | |
| Address | New Nand Deep CHSL, Plot No. 268, 2 nd Floor, Flat No. 9 above Tewari Sweet, Sion West, Mumbai, Maharashtra - 400022 | | |
| Date of Birth | March 11, 1983 | | |
| Age | 40 years | | |
| Designation | Independent Director | | |
| Occupation | Self Employed | | |
| Experience | She is a seasoned and experienced leader in the field of Corporate Finance and Risk Management, with more than 4 years of experience | | |
| Qualifications | She holds degree in Master of Management Studies from Mumbai University | | |
| Nationality | Indian | | |
| Date of Appointment | Initially, she was appointed as an Additional Independent Director of the company with effect from January 12, 2024. Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held on January 13, 2024, she was regularized and appointed as an Independent Director of the Company with effect from January 13, 2024. | | |
| Term of Appointment and date of expiration of current term of office | She holds office for a period of 3 years with effect from January 12, 2024, not liable to retire by rotation. | | |

As on the date of the 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 promoter, director or person in control of any other company, which is debarred from accessing the capital market under any order or directions made by SEBI or any other regulatory authority.
- 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 filling of this 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. Trishneet Arora, Chairman, Executive Director and Chief Executive Officer

Mr. Trishneet Arora aged 30 years is Promoter and Director of the Company. Originally, he was appointed as a Non-Executive Director since the incorporation of the company, i.e., since August 01, 2016. Thereafter pursuant to approval of members in Extra-Ordinary General Meeting of the Company held on January 08, 2024 his designation was change to Chairman, Executive Director and Chief Executive Officer w.e.f January 08, 2024, for a period of 5 (five) years. Our promoter is a young tech wizard who is exceptional passionate about securing cyberspace He has dropped from school to continue his passion and profession in cybersecurity. He is having experience of more than 6 years in the field of cyber security.

From there, under his leadership, TAC Security has been securing the world's top brands and Governments while disrupting cybers space.

Trishneet featured in Forbes 30 Under 30 Asia in year 2018. He was listed in Fortune India's 40 Under 40 list twice in year 2018 and 2021

Trishneet made it to the Top 200 "Leaders of Tomorrow" by St. Gallen Symposium, Switzerland for the second time in 2022, the first time being in 2018.

He is a also a two-time list maker (2021 and 2023) for the "The Top 100 Great People Managers List" by Great Managers Institute in association with Forbes.

Trishneet Arora was awarded "Entrepreneur of the Year" 2020 by the Entrepreneur Magazine in the Security Services Category.

In the past, he was listed in the 50 Most Influential Young Indians by GQ Magazine 2017.

Trishneet is also part of Entrepreneur Magazine's 35 under 35. Late Javier Gonzales, Mayor of the City of Santa Fe, New Mexico, proclaimed 25th August as the "Trishneet Arora Day" in 2017.

He enjoys connecting with global leaders and divides his time amongst various by being a part at conferences as speaker.

"My vision is to help CXOs strategically assess & manage enterprise-wide risk through a single platform. Originally, he was appointed as a Non-Executive Director since the incorporation of the company, i.e., since August 01, 2016. Thereafter pursuant to approval of members in Extra-Ordinary General Meeting of the Company held on January 08, 2024 his designation was change to Chairman, Executive Director and Chief Executive Officer w.e.f January 08, 2024, for a period of 5 (five) years.

Mr. Charanjit Singh, Whole Time Director

Mr. Charanjit Singh aged 57 years, is the Whole Time Director and Promoter of our Company. He is founding member of the company. He is having experience of more than 6 years in finance management He has a vast knowledge and experience in field of business processes, decision making, and entrepreneurship. He has handled diversified business and having good experience in various segments. He has adopted the good planning methods and executing aggressive strategies to achieve business goals.

Originally, he was appointed as a Non-executive Director since the incorporation of the company, i.e., since August 01, 2016. Thereafter pursuant to approval of members in Extra-Ordinary General Meeting of the Company held on January 08, 2024 his designation was change to Executive Whole-Time Director w.e.f January 08, 2024, for a period of 5 (five) years

Mr. Bharat Panchal, Professional,

Mr. Bharatkumar Amrutlal Panchal aged 52 years Non-Executive Director holds degree of Doctor of Literature (Honoris Causa) from GNA University. He has also done Master of Business Administration from Sikkim Manipal University. He has been awarded a certificate of Completion for completing International Program on Information Assurance and Management for Executive of Banks and Financial Institutions by University at Buffalo, New York. He is a prominent industry leader in Cyber Security in India, with more than two decades of experience in risk management, mainly in the banking and telecommunication sectors.

Initially, he was appointed as Additional Director of the company with effect from August 18, 2023. Thereafter, pursuant to the approval of members in the Annual General Meeting held on September 30, 2023, he was regularized and appointed as a Professional, Non-Executive Director of the Company with effect from September 30, 2023.

Mr. Sanjiv Swarup, Independent Director

Mr. Sanjiv Swarup, aged 65 years, is an Independent Director of our Company. He holds degree of Bachelors of Commerce with Honours from University of Calcutta. He also has degree in Bachelors of Laws (Special) from Saurashtra University. He is having an experience of more than 20 years in various corporate. He also holds various valuable position as Independent Director, Chairman of Committees in various Listed Companies.

Initially, he was appointed as an Additional Independent Director of the company with effect from January 12, 2024. Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held on January 13, 2024, he was regularized and appointed as an Independent Director of the Company with effect from January 12, 2024 for a period of 3 (three) years.

Mr. Rajiv Vijay Nabar, Independent Director

Mr. Rajiv Vijay Nabar, aged 62 years, is an Independent Director of our Company. He has M.A. in social work from University of Delhi. He has done post Graduate Diploma in Industrial Relations and Personnel Management from Bhartiya Vidhya Bhavan. He holds Bachelors of Science (Honours Course) in Anthropology from University of Delhi. He is having more than 35 years of experience in Direct Taxes, International Taxation, Investigations, Exemptions and Representation before Tribunal in International Taxation cases. He is also an author and speaker on taxation and capital market.

Initially, he was appointed as an Additional Independent Director of the company with effect from January 12, 2024. Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held on January 13, 2024, he was regularized and appointed as an Independent Director of the Company with effect from January 12, 2024 for a period of 3 (three) years.

Ms. Aarti Juneja, Independent Director

Ms. Aarti Juneja aged 40 years is an Independent Director of our Company. She holds degree in Bachelor of Management Studies and Master of Management Studies, Specialization in Finance from Mumbai University. She is a seasoned and experienced leader in the field of Corporate Finance and Risk Management, with more than 4 years of experience

Initially, she was appointed as an Additional Independent Director of the company with effect from January 12, 2024. Thereafter, pursuant to the approval of members in the Extra Ordinary General Meeting held on January 13, 2024, she was regularized and appointed as an Independent Director of the Company with effect from January 13, 2024, for a period of 3 (three) years.

RELATIONSHIP BETWEEN THE DIRECTORS

Mr. Chanranjit Singh and Mr. Trishneet Arora and are father and son respectively. Except this there is no relationship between any of the Directors of our 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 January 13, 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 be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 100 crores.

COMPENSATION AND BENEFITS TO THE EXECUTIVE DIRECTOR & CHIEF EXECUTIVE OFFICER AND WHOLE TIME DIRECTORS ARE AS FOLLOWS: -

| Name | Mr. Trishneet Arora | Mr. Charanjit Singh |
|---------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Designation | Chairman, Executive Director & Chief Executive Officer | Whole Time Director |
| Date of Appointment/ Change in Designation | Originally, he was appointed as a Director since the incorporation of the company, i.e., since August 01, 2016. Thereafter pursuant to approval of members in Extra-Ordinary General Meeting of the Company held on January 08, 2024 his designation was change to Chairman, Executive Director and Chief Executive Officer w.e.f January 08, 2024, for a period of 5 (five) years. | Originally, he was appointed as a Director since the incorporation of the company, i.e., since August 01, 2016. Thereafter pursuant to approval of members in Extra-Ordinary General Meeting of the Company held on January 08, 2024 his designation was change to Executive Whole-Time Director w.e.f January 08, 2024, for a period of 5 (five) years. |
| Period | He holds office for the period of 5 (Five) years w.e.f. January 08, 2024, liable to retire by rotation | He holds office for the period of 5 (Five) years w.e.f. January 08, 2024, liable to retire by rotation |
| Salary | ₹ 1.50 Crore per annum including salary, benefits, sitting fees, perquisites, allowances, commission, incentives | ₹ 25.00 Lakh per annum include salary, benefits, sitting fees, perquisites, allowances, commission, incentives |
| Bonus | As may be Decided by the board | - |
| Perquisites/Benefits | Statutory employee benefits with respect to Provident Fund, Gratuity, medical insurance, leave rules as per Company's policy and rules | Statutory employee benefits with respect to Provident Fund, Gratuity, medical insurance, leave rules as per Company's policy and rules |
| Compensation/ remuneration paid during the F.Y. 2022-23 | ₹ 45.00 lakhs | ₹ 9.60 lakhs |

SITTING FEES PAYABLE TO NON-EXECUTIVE DIRECTORS

Till date, our Company has not paid any sitting fees to any of the Non-Executive Directors for attending any of the Board or Committee Meetings. Further, The Board of Directors is into discussion to approve and pay sitting fees to Non-Executive Directors for attending any of the Board or Committee Meetings.

SHAREHOLDING OF DIRECTORS

The shareholding of our directors as on the date of this Prospectus are as follows:

| Sr. No. | Name of Directors | No. of Equity Shares held | Designation |
|---------|--------------------------------|---------------------------|----------------------------------------------------------|
| 1. | Mr. Trishneet Arora | 5660830 | Chairman, Executive Director and Chief Executive Officer |
| 2. | Mr. Charanjit Singh | 305830 | Whole-Time Director |
| 3. | Mr. Bharkumar Amrutlal Panchal | Nil | Non-Executive Director |
| 4. | Mr. Sanjiv Swarup | Nil | Independent Director |
| 5. | Mr. Rajiv Vijay Nabar | Nil | Independent Director |
| 6. | Ms. Aarti Jeetendra Juneja | 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 paid to them for services rendered to the company.

Except as stated under “Annexure – 25 -Restated Related Party Transactions” under Chapter titled “Restated Financial Information” beginning on page 166 of the Prospectus, our company has not entered into any contracts, agreements or arrangements during the preceding two years from the date of the 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 |
|----------------------------|--------------------|-----------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| Mr. Bharat Panchal | August 18, 2023 | Appointment | He was appointed as Additional Director of the company w.e.f. August 18, 2023. |
| Mr. Bharat Panchal | September 30, 2023 | Change in Designation | He was regularised as Professional, Non-Executive Director of the company. |
| Mr. Trishneet Arora | January 08, 2024 | Change in Designation | He was redesignated as Chairman, Executive Director and Chief Executive Officer of the company. |
| Mr. Charanjit Singh | January 08, 2024 | Change in Designation | He was redesignated as Whole Time Director of the company. |
| Mr. Sanjiv Swarup | January 12, 2024 | Appointment | He was appointed as Additional Independent Director of the company w.e.f. January 12, 2024. |
| Mr. Rajiv Vijay Nabar | January 12, 2024 | Appointment | He was appointed as Additional Independent Director of the company w.e.f. January 12, 2024. |
| Ms. Aarti Jeetendra Juneja | January 12, 2024 | Appointment | She was appointed as Additional Independent Director of the company w.e.f. January 12, 2024. |
| Mr. Sanjiv Swarup | January 13, 2024 | Change in Designation | His Appointment as Additional Independent Director effective from January 12, 2024 has been regularised in the EGM held on January 13, 2024. |

| Name of Director | Date of Event | Nature of Event | Reason for the changes in the board |
|----------------------------|------------------|-----------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| Mr. Rajiv Vijay Nabar | January 13, 2024 | Change in Designation | His Appointment as Additional Independent Director effective from January 12, 2024 has been regularised in the EGM held on January 13, 2024. |
| Ms. Aarti Jeetendra Juneja | January 13, 2024 | Change in Designation | Her Appointment as Additional Independent Director effective from January 12, 2024 has been regularised in the EGM held on January 13, 2024. |

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 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) 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 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 6 (Six) directors on our Board, out of which 2 (Two) are Executive Directors, 1 (One) is Non-Executive Director and 3 (Three) 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. Trishneet Arora | Chairman, Executive Director and Chief Executive Officer | Executive | 07567604 |
| 2. | Mr. Charanjit Singh | Whole-Time Director | Executive | 07567588 |
| 3. | Mr. Bharatkumar Amrutlal Panchal | Director | Non-Executive | 06660419 |
| 4. | Mr. Sanjiv Swarup | Independent Director | Non-Executive | 00132716 |
| 5. | Mr. Rajiv Vijay Nabar | Independent Director | Non-Executive | 10383397 |
| 6. | Ms. Aarti Jeetendra Juneja | Independent Director | Non-Executive | 06872059 |

Constitution of Committees

Our company has constituted the following Committees of the Board;

- Audit Committee**
- Stakeholders Relationship Committee**
- Nomination and Remuneration Committee**
- CSR Committee**

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 January 12, 2024 constituted Audit Committee.

The constitution of the Audit Committee is as follows:

| Name of the Directors | Designation | Nature of Directorship |
|-----------------------|-------------|------------------------|
| Ms. Aarti Juneja | Chairperson | Independent Director |
| Mr. Rajiv Vijay Nabar | Member | Independent Director |
| Mr. Sanjiv Swarup | Member | Independent Director |
| Mr. Bharat Panchal | Member | Non 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:

- (i) The Audit Committee shall meet at least four times in a year and not more than 120 days shall elapse between two meetings.
- (ii) Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible
- (iii) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (iv) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (v) examination of the financial statement and the auditors' report thereon;
- (vi) approval or any subsequent modification of transactions of the company with related parties;
 - Provided that the Audit Committee may make omnibus approval for related party transactions proposed to be entered into by the company subject to such conditions as may be prescribed;
 - Provided further that in case of transaction, other than transactions referred to in section 188, and where Audit Committee does not approve the transaction, it shall make its recommendations to the Board:
 - Provided also that 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 and if the transaction is with the related party to any director or is authorised by any other director, the director concerned shall indemnify the company against any loss incurred by it;
 - Provided also that the provisions of this clause shall not apply to a transaction, other than a transaction referred to in section 188, between a holding company and its wholly owned subsidiary company.
- (vii) scrutiny of inter-corporate loans and investments;
- (viii) valuation of undertakings or assets of the company, wherever it is necessary;
- (ix) evaluation of internal financial controls and risk management systems;
- (x) monitoring the end use of funds raised through public offers and related matters.
- (xi) any other responsibility as may be assigned by the board from time to time.

Quorum

The quorum of Meeting shall be at least two directors or one-third of the Members whichever is higher, with at least two Independent Director present.

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 January 12, 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:

| Name of the Directors | Designation | Nature of Directorship |
|-----------------------|-------------|------------------------|
| Mr. Sanjiv Swarup | Chairperson | Independent Director |
| Ms. Aarti Juneja | Member | Independent Director |
| Mr. Rajiv Vijay Nabar | Member | Independent Director |

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

Roles and Responsibilities:

- i. The committee shall meet at least once in a year;
- ii. 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;
- iii. 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;
- iv. 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
- v. 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

The quorum of Meeting shall be at least two directors or one-third of the Members whichever is higher.

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 January 12, 2024 constituted Nomination and Remuneration Committee.

The constitution of the Nomination and Remuneration Committee is as follows:

| Name of the Directors | Designation | Nature of Directorship |
|-----------------------|-------------|------------------------|
| Mr. Rajiv Vijay Nabar | Chairperson | Independent Director |
| Ms. Aarti Juneja | Member | Independent Director |
| Mr. Sanjiv Swarup | Member | Independent Director |
| Mr. Bharat Panchal | Member | Non-Executive Director |

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

Roles and Responsibilities:

- (i) The committee shall meet at least once in a year;
- (ii) formulation of 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;
- (iii) For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment

as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- 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.

- (iv) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (v) devising a policy on diversity of board of directors;
- (vi) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (vii) 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.
- (viii) recommend to the board, all remuneration, in whatever form, payable to senior management.
- (ix) any other responsibility as may be assigned by the board from time to time;

Quorum

The quorum of Meeting shall be at least two directors or one-third of the Members whichever is higher, with at least one Independent Director present.

4. CSR Committee:

The Board of Directors of our Company has, in pursuance to provisions of Section 135 of the Companies Act, 2013, or any subsequent modification(s) or amendment(s) thereof in its meeting held on January 12, 2024 constituted CSR Committee to identify and initiate the CSR activities of the Company.

The constitution of the CSR Committee is as follows:

| Name of the Directors | Designation | Nature of Directorship |
|-----------------------|-------------|------------------------|
| Mr. Trishneet Arora | Chairperson | Executive Director |
| Mr. Charanjit Singh | Member | Whole-time Director |
| Mr. Sanjiv Swarup | Member | Independent Director |

Our Company Secretary and Compliance officer shall act as the secretary of the Committee.

Roles and Responsibilities:

The CSR Committee has been set up to:-

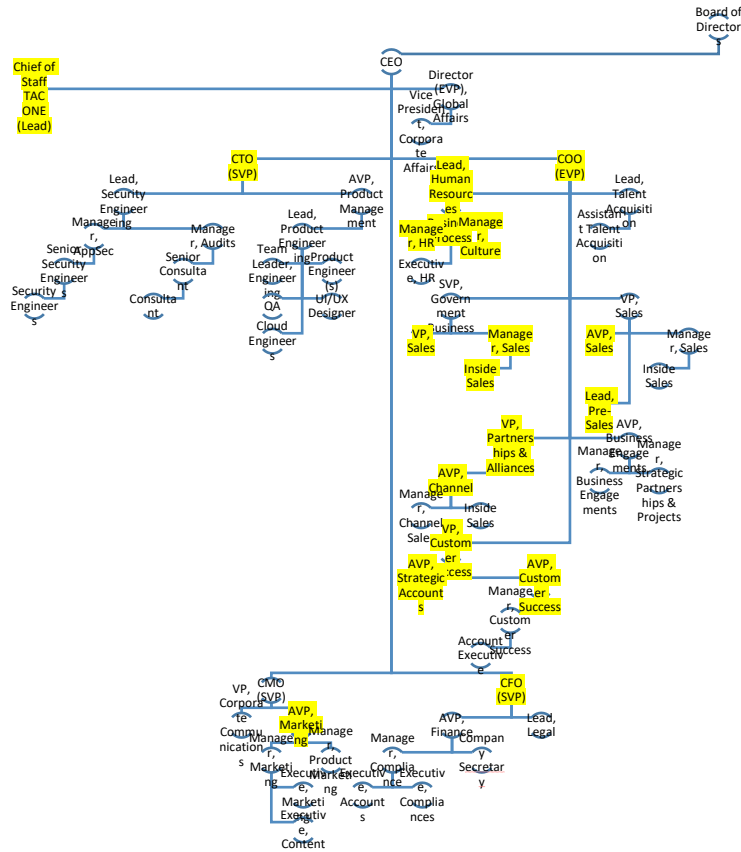
- i. The committee shall meet at least once in a year;
- ii. formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company, in areas or subject, specified in Schedule VII of the Companies Act, 2013;
- iii. recommend the amount of expenditure to be incurred on the activities referred to in clause (ii); and
- iv. monitor the Corporate Social Responsibility Policy of the company from time to time; and
- v. any other matter as the CSR Committee may deem appropriate after obtaining approval of the Board or as may be directed by the Board from time to time.

Quorum

The quorum of Meeting shall be at least two directors or one-third of the Members whichever is higher.


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:




| Name, Designation and Date of Joining | | Qualification | Previous Employment | Remuneration paid in F.Y. 2022-23 (₹ in Lakhs) |
|---------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|---------------------------------------|------------------------------------------------|
| Name |  | Ms. Sharon Arora | Himachal Fibers limited | NIL |
| Designation | | Company Secretary and Compliance officer | | |
| Date of Appointment | | January 01, 2024 | | |
| Overall Experience | | She is having more than 8 years of experience in the field of secretarial compliances. | | |
| Name | | Ms. Neha Garg | EY Global Delivery Services India LLP | NIL |
| Designation | | Chief Financial Officer | | |
| Date of Appointment | | January 01, 2024 | | |


| Name, Designation and Date of Joining | | Qualification | Previous Employment | Remuneration paid in F.Y. 2022-23 (₹ in Lakhs) |
|---------------------------------------|-----------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|---------------------|------------------------------------------------|
| Overall Experience |  | She is having more than one year of experience in Strategic planning, Finance and Accounts. | | |

OUR SENIOR MANAGEMENT PERSONNEL

The Senior Managerial Personnel of our Company are as follows:

| Name, Designation and Date of Joining | | Qualification | Previous Employment | Remuneration paid in F.Y. 2022-23 (₹ in Lakhs) |
|---------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|------------------------------------------------|
| Name |  | Anuj Shrinivas Kulkarni | He has completed Bachelor of Engineering from Savitibai Phule Pune University. | Valency Networks |
| Designation | | Manager - Product Engineering | | |
| Date of Appointment | | August 18, 2022 | | |
| Overall Experience | | He is having 3+ years of experience as cyber security analyst. | | |
| Name |  | Indraneel Rohidas Chavan | He holds the degree of Bachelors of Commerce from University of Mumbai. | Trakiot Solutions Pvt Ltd |
| Designation | | Business Associate | | |
| Date of Appointment | | August 07, 2023 | | |
| Overall Experience | | He is having more than 10 years of experience Specializing in Investment Banking and IT Consulting. He is a results-oriented professional with a strong focus on business analysis and process improvement initiatives. His expertise spans a wide range of skills, including requirement gathering, creating comprehensive documents, and managing projects for timely delivery | | |
| Name |  | Bhairavi Mehta | She holds degree in Bachelors of Mass Media from University of Mumbai. | Elsol Strategic Consultants |
| Designation | | AVP - Business Engagement | | |
| Date of Appointment | | February 01, 2023 | | |
| Overall Experience | | She is having more than 6 years of experience in the field of Business Engagement and Global Partnerships. | | |

| Name, Designation and Date of Joining | | Qualification | Previous Employment | Remuneration paid in F.Y. 2022-23 (₹ in Lakhs) |
|---------------------------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| Name |  | Saransh Rawat | He holds the degree of B.Sc (Hons) Zoology from University of Delhi | Paralok information Security Private Limited |
| Designation | | AppSec Manager | | |
| Date of Appointment | | February 01, 2023 | | |
| Overall Experience | | He is having more than 3 years of experience in vulnerability Assessment and Penetration Tester. | | |
| Name |  | Hitest Sureshkumar Arora | He has completed his schooling from Gujarat Secondary and higher Secondary Education Board, Gandhinagar in year 2004 | Amer Technology, INC ₹ 6.00 |
| Designation | | Lead, Talent Acquisition Specialist | | |
| Date of Appointment | | February 18, 2020 | | |
| Overall Experience | | He is having more than 4 years of experience in talent acquisition. | | |
| Name |  | Iqbal Singha | He holds degree in Master of Science in Defence studies from University of Madras. He also holds Diploma in Senior Level Defence Management. Has holds degree of Master of Philosophy in Defence and Strategic Studies and Master of Philosophy in Defence and Management Studies. | - ₹ 0.80 |
| Designation | | Director, Global and Government Affairs | | |
| Date of Appointment | | February 01, 2023 | | |
| Overall Experience | | He is having experience of more than 10 years in the field of Global affairs. He has also served as Head of Mission and Force Commander of the United Nations Disengagement Observer Force (UNDOF) in 2012. | | |

| Name, Designation and Date of Joining | | Qualification | Previous Employment | Remuneration paid in F.Y. 2022-23 (₹ in Lakhs) |
|---------------------------------------|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------|
| Name |  | Altaf Abdulkadir Halde | He holds degree in Bachelors of Commerce from University of Bombay. Has also holds degree of Master of Business Administration Marketing from Newport University. | Network Intelligence India Pvt. Ltd. - |
| Designation | | Chief business Officer | | |
| Date of Appointment | | February 10, 2024 | | |
| Overall Experience | | Mr. Altaf, having experience of more than 20 years in the cybersecurity industry. | | |

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 Prospectus:

| Name of Key Managerial Personnel | Date of Event | Nature of Event | Reason for the changes |
|----------------------------------|-------------------|-----------------|-------------------------------------------------------------------------------------------------------|
| Ms. Neha Garg | January 01, 2024 | Promotion | She was appointed as Chief Financial Officer of the company w.e.f. January 01, 2024. |
| Ms. Sharon Arora | January 01, 2024 | Appointment | She was appointed as Company Secretary and Compliance Officer of the company w.e.f. January 01, 2024. |
| Anuj Kulkarni | February 01, 2023 | Appointment | He was appointed as Manager - Product Engineering w.e.f. February 01, 2023 |
| Indraneel Rohidas Chavan | August 07, 2023 | Appointment | He was appointed as Business Associate w.e.f. August 07, 2023 |
| Bhairavi Mehta | February 01, 2023 | Appointment | She was appointed as AVP - Business Engagement w.e.f. February 01, 2023 |
| Saransh Rawat | February 01, 2023 | Appointment | He was appointed as Lead, Talent Acquisition Specialist w.e.f. February 01, 2023 |
| Altaf Abdulkadir Halde | February 10, 2024 | Appointment | He was appointed as Chief Business Officer w.e.f. February 10, 2024. |

EMPLOYEE STOCK OPTION SCHEME

As on the date of filing of Prospectus, our company does not have any ESOP Scheme for its employees.

RELATIONSHIP BETWEEN KEY MANAGEMENT PERSONNEL AND SENIOR MANAGEMENT PERSONNEL

There are no existing relationship between Key Managerial Personnel and Senior Managerial Personnel of the company as on date of filing 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.

None of the Key Managerial Personnel hold any Equity Shares of our Company as on the date of this Prospectus.

| Sr. No. | Name of Key Management Personnel | No. Equity Shares held | Category/ Status |
|---------|----------------------------------|------------------------|----------------------------------------------------------|
| 1. | Mr. Trishneet Arora | 5660830 | Chairman, Executive Director and Chief Executive Officer |
| 2. | Mr. Charanjit Singh | 305830 | Whole Time Director |
| 3. | Mrs. Neha Garg | Nil | Chief Financial Officer |
| 4. | Mrs. Sharon Arora | 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 Prospectus.

| Sr. No. | Name of Senior Management Personnel | No. Equity Shares held | Category/ Status |
|---------|-------------------------------------|------------------------|-------------------------------------|
| 1. | Anuj Kulkarni | Nil | Manager - Product Engineering |
| 2. | Indraneel Rohidas Chavan | Nil | Business Associate |
| 3. | Bhairavi Mehta | Nil | AVP - Business Engagement |
| 4. | Saransh Rawat | Nil | AppSec Manager |
| 5. | Arora Hiteshkumar | Nil | Lead, Talent Acquisition Specialist |
| 6. | Altaf Abdulkadir Halde | Nil | Chief Business Officer |

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ADVISORY TO THE BOARD

Following are the details of the Advisory to the Board of Directors. However, Board of Directors of our company is not accustomed to act in accordance with advice, directions or instructions provided by following Advisor to the Board. The Advisory to the Board's role is limited to provide their guidance and insight for the growth of our company.

| NAME | PROFILE |
|------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  <p>Lt. General (Dr) Rajesh Pant</p> | <p>Lt General (Dr) Rajesh Pant is a globally acknowledged expert in the field of Cyber Security. He previously served as the National Cybersecurity Coordinator in the Prime Minister's Office of the Government of India, overseeing a period during which India's ranking in the UN Global Cybersecurity Index rose from 47th to the top 10.</p> <p>With a Ph.D. in Information Security metrics, an M.Tech from IIT Kharagpur, an M.Phil from Madras University, and a Master of Management Studies from Osmania University, Dr. Pant is well-versed in both the academic and practical aspects of his field.</p> <p>Before his role as National Cybersecurity Coordinator, he led the Army's Cyber Training establishment for three years, accumulating a total of 41 years of distinguished service in the Army Signals Corps. He received three prestigious awards from the President of India for his outstanding contributions during his military career.</p> <p>Following his retirement, Dr. Pant served as the Chairman of a listed Electronics Company, acted as a peer review member of NAAC, and was a Governing Council member of IETE (India). His extensive background encompasses military operations, academic excellence, corporate governance, and profound wisdom in the realm of cybersecurity.</p> |
|  <p>Dr. Siva Subramanian</p> | <p>Dr. Siva is a senior Cybersecurity professional with 20 years of Cybersecurity, risk, and compliance management experience at the executive level with a solid technical background.</p> <p>His previous experience includes IBM, AT&T, Siemens, Universal Studios, SingTel and most recently he was the Global Chief of Security for the renowned telecom, Bharti Airtel.</p> <p>In his free time, he takes up challenging opportunities to influence and formulate government and company policies, and build, lead, or transform cybersecurity skills in a larger organizational and community context.</p> <p>Cybersecurity is a critical issue facing businesses today, and I look forward to working with the board and management team to ensure that TAC Security stays ahead of the curve in this rapidly evolving industry.</p> |
|  <p>Mr. Subinder Khurana</p> | <p>With 30+ years of cybersecurity and entrepreneurship, Subinder Khurana brings a insight to TAC Security like never before. An entrepreneur with a successful track record. Specialize in products and platform-based solutions. Built businesses, sold and delivered products and services, both in India and globally.</p> <p>Khurana is the Founder of EZPower that was acquired by DocuCorp International, a NASDAQ-listed company, and is now a part of Oracle. His other Stint include Cognizant, Banksmart Solutions, NASSCOM Deep Tech Club, Omnivore, Broadcast2World and Story process to name a new.</p> <p>He is also on the Advisory Board of several Start-ups, including Druva Software (one of India's first product Unicorns), Field Assist, Delightree, AUTH Bridge and is Chair, TIE Institute.</p> |



Mr. Raphael Warren.

Brigadier General Raphael Warren (SDF NM) has over 25 years of US military and civilian Information technology experience and credentials. He holds the highest levels of security clearances and is nationally recognized for his expertise in Cyber Security and the development of Cyber Security teams.


BG Warren's expertise includes but is not limited to, security and risk management, asset security, security engineering, communications and network security, identity and access management, security assessment and testing, security operations, and software development security.


BG Warren has attended training and seminars at various locations to include the prestigious FBI Academy.

OUR PROMOTERS AND PROMOTERS GROUP

Promoters of our Company are Mr. Trishneet Arora and Mr. Charanjit Singh. For details of the Capital build-up of our Promoter in our Company, see chapter titled “*Capital Structure*” beginning on page no. 61 of this Prospectus.

The details of our Promoters are as follows:

| MR. TRISHNEET ARORA | |
|------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <p>Mr. Trishneet Arora aged 30 years is Promoter and Director of the Company. Originally, he was appointed as a Non-Executive Director since the incorporation of the company, i.e., since August 01, 2016. Thereafter pursuant to approval of members in Extra-Ordinary General Meeting of the Company held on January 08, 2024 his designation was change to Chairman, Executive Director and Chief Executive Officer w.e.f January 08, 2024, for a period of 5 (five) years. Our promoter is a young tech wizard who is exceptional passionate about securing cyberspace He has dropped from school to continue his passion and profession in cybersecurity. He is having experience of more than 6 years in the field of cyber security.</p> <p>From there, under his leadership, TAC Security has been securing the world’s top brands and Governments while disrupting cybers space.</p> <p>Trishneet featured in Forbes 30 Under 30 Asia in year 2018. He was listed in Fortune India’s 40 Under 40 list twice in year 2018 and 2021</p> <p>Trishneet made it to the Top 200 “Leaders of Tomorrow” by St. Gallen Symposium, Switzerland for the second time in 2022, the first time being in 2018.</p> <p>He is a also a two-time list maker (2021 and 2023) for the “The Top 100 Great People Managers List” by Great Managers Institute in association with Forbes.</p> <p>Trishneet Arora was awarded “Entrepreneur of the Year” 2020 by the Entrepreneur Magazine in the Security Services Category.</p> <p>In the past, he was listed in the 50 Most Influential Young Indians by GQ Magazine 2017.</p> <p>Trishneet is also part of Entrepreneur Magazine’s 35 under 35. Late Javier Gonzales, Mayor of the City of Santa Fe, New Mexico, proclaimed 25th August as the “Trishneet Arora Day” in 2017.</p> <p>He enjoys connecting with global leaders and divides his time amongst various by being a part at conferences as speaker.</p> <p>“My vision is to help CXOs strategically assess & manage enterprise-wide risk through a single platform.</p> |
| Date of Birth | November 02, 1993 |
| Age | 30 |
| Educational Qualification | He has dropped from school to continue his passion and profession cybersecurity at the age of 19. |
| Experience in Business/Employment | He is having experience of more than 6 years in the field of cyber security. |
| Present Residential Address | Flat No 201-A1, Regency Heights JLPL, Sector -91 Mohali, SAS Nagar Punjab-160055 |
| Position/posts held in the past | Non Executive Director |
| Other Directorship held | Tac Security Private Limited |
| Other Ventures | - |

| | |
|-----------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | MR. CHARANJIT SINGH Mr. Charanjit Singh aged 57 years is Promoter and Director of the Company. Originally, he was appointed as a Non-executive Director since the incorporation of the company, i.e., since August 01, 2016. Thereafter pursuant to approval of members in Extra-Ordinary General Meeting of the Company held on January 08, 2024 his designation was change to Executive Whole-Time Director w.e.f January 08, 2024, for a period of 5 (five) years. He is having experience of over 35 years in finance management. |
| Date of Birth | December 16, 1966 |
| Age | 57 |
| Educational Qualification | He does not have any formal educational qualification or degree certificates. |
| Experience in Business/Employment | He is founding member of the company. He is having experience of more than 6 years in finance management He has a vast knowledge and experience in field of business processes, decision making, and entrepreneurship. He has handled diversified business and having good experience in various segments. He has adopted the good planning methods and executing aggressive strategies to achieve business goals. |
| Present Residential Address | A-1, 201, Regency Height, Sec-91, S.A.S. Nagar (Mohali), Punjab - 160062 |
| Position/posts held in the past | Non-Executive Director |
| Other Directorship held | TAC Security Private Limited Oneiric Gaming Private Limited |
| Other Ventures | - |

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 NSE (Stock Exchange) on which the specified securities are proposed to be listed along with filing of this Prospectus with the Stock Exchange.

CHANGE IN THE CONTROL OR MANAGEMENT OF THE ISSUER IN LAST FIVE YEARS

There has been no change in control or management of the issuer in last five years.

INTEREST OF OUR PROMOTERS

- Except as stated in “Annexure 25 – Related Party Transactions” under section titled “Restated Financial Information” beginning on Page No. 166 of this Prospectus and to the extent of compensation, remuneration/sitting fees to be paid, Perquisites to be given, reimbursement of expenses to be made in accordance with their respective terms of appointment and to the extent of their shareholding and benefits, if any, arise on the shareholding, our Promoter do not have any other interest in our business.
- Further, our Promoter 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 25 – Related Party Transactions” under section titled “Restated Financial Information” beginning on Page No. 166 of this Prospectus.
- Except as disclosed in “Business Overview” under section titled “Details of Immovable Property” beginning on Page No. 110 Our Promoter, Directors or Group Companies do not have any interest in any property acquired by our Company in the preceding three years before filing this Prospectus. Further, they do not have any interest in any property to be acquired by our Company till the date of this Prospectus.

- Except as otherwise stated in this Prospectus, we have not entered into any contract, agreements or arrangements during the preceding three years from the date of this Prospectus in which Promoters is directly or indirectly interested.

PAYMENT OF BENEFITS TO OUR PROMOTERS

Except as stated in the section “Annexure 25 – Related Party Transactions” under section titled “Restated Financial Information” beginning on Page No. 166 of this Prospectus, there has been no payment of benefits made to our Promoters in the two years preceding the date of filing of this 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 Promoter, 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 Promoter, Promoters’ Group or Directors do not have direct or indirect relation with the companies, its Promoter 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 Promoter or Directors are not a fugitive economic offender.

We and our Promoter, Group Entities and Companies promoted by the Promoter 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. 180 of this Prospectus.

DISASSOCIATION OF PROMOTER IN THE LAST THREE YEARS

Except as mentioned below, none of our Promoter have disassociated themselves from any Company or Firm during the last three years preceding the date of this Prospectus.

| Name of Promoter | Name of the Company | Date of Appointment | Date of Cessation | Reason for Disassociation |
|---------------------|----------------------------|---------------------|-------------------|-------------------------------|
| Mr. Trishneet Arora | Liberal TV Private Limited | September 04, 2020 | January 15, 2021 | To focus on existing business |

RELATIONSHIP OF PROMOTER 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. Trishneet Arora | Chairman, Executive Director and Chief Executive Officer | He is son of Mr. Charanjit Singh. |
| Mr. Charanjit Singh | Whole Time Director | He is father of Mr. Trishneet Arora. |

OUR PROMOTERS’ GROUP

In addition to our Promoter 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 with Promoter | Mr. Trishneet Arora |
|----------------------------|---------------------|
| Father | Charanjit Singh |
| Mother | Sukhpreet Kaur |
| Spouse | - |

| Relationship with Promoter | Mr. Trishneet Arora |
|----------------------------|---------------------------------|
| Brother(s) | Avneet Singh |
| Sister(s) | - |
| Son(s) | - |
| Daughter(s) | - |
| Spouse's Father | - |
| Spouse's Mother | - |
| Spouse's Brother(s) | - |
| Spouse's Sister(s) | - |
| Relationship with Promoter | Mr. Charanjit Singh |
| Father | Late Jagat Singh |
| Mother | Late Kartak Kaur |
| Spouse | Sukhpreet Kaur |
| Brother(s) | - |
| Sister(s) | - |
| Son(s) | Trishneet Arora Avneet Singh |
| Daughter(s) | - |
| Spouse's Father | Late Jaimal Singh |
| Spouse's Mother | Agya Kaur |
| Spouse's Brother(s) | - |
| Spouse's Sister(s) | - |

B. Companies related to our Promoter Company: Not Applicable

| 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 promoter (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 promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives are a member. | <ul style="list-style-type: none"> Tac Security Private Limited Oneiric Gaming Private Limited |
| 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 promoter and his immediate relatives is equal to or more than twenty percent. | Not Applicable |

D. Person whose shareholding is aggregated under the heading "Shareholding of the Promoters Group"

| Name of Entities / Person | No of Shares |
|---------------------------|--------------|
| NA | |

For further details on our Group Companies, please refer Chapter titled "Information with respect to Group Companies" beginning on Page No. 187 of this Prospectus.

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.

Our Company does not have any formal dividend policy for the Equity Shares. The dividend pay - out shall be determined by our Board after taking into account a number of factors, including but not limited to : (i) internal factors such as profits earned during the year, present and future capital requirements of the existing businesses, business acquisitions, expansion/modernization of existing businesses, availability of external finance and relative cost of external funds, additional investments in subsidiaries/associates/joint ventures of our Company and restrictions on loan agreement(s); and (ii) external factors such as economic and industry outlook, growth outlook, statutory/regulatory restrictions and covenants with lenders/bond holders. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board.

For details of risks in relation to our capability to pay dividend, see “*Risk Factors No. 33-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.*”

Our Company has not paid / declared any dividend in last three years from date of this Prospectus.

SECTION IX – FINANCIAL STATEMENTS
RESTATED FINANCIAL INFORMATION

| Sr. No. | Particulars | Page Nos. |
|---------|--------------------------------|-------------|
| 1 | Restated Financial Information | F-1 to F-24 |

INDEPENDENT AUDITOR'S REPORT ON RESTATED FINANCIAL INFORMATION

To,
The Board of Directors,
Tac Infosec Limited

Dear Sirs,

1. We have examined the attached Restated Financial Statements of **Tac Infosec Limited**, comprising the Restated Standalone Financial Statements of the Company constituting Restated Statement of Assets and Liabilities as at 30th September 2023, 31st March 2023, 31st March 2022 and 31st March 2021. the Restated Statements of Profit and Loss and the Restated Cash Flow Statement for the period ended 30th September 2023 and the year ended 31st March 2023, 31st March 2022 and 31st March 2021. the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the "Restated financial statement"), prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares ("SME IPO") prepared in terms of the requirements of:
 - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
 - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

Emphasis of Matter

We draw attention to Note no 30 of Restated Financial Statement in respect of non-recognition income tax expenses in view of deduction to be claimed u/s 80-IAC. Please draw your kind attention to note no. 30 this report for detailed explanation.

Other Matter Paragraph

Subsequent to the date of stub period and before the date of signing of audit report following material developments have taken place.

- 1) Authorized capital of the company was increased from Rs. 50.00 Lakhs to Rs. 1300.00 Lakhs divided into 1,30,00,000 equity shares of Rs. 10 each.
- 2) Company was converted into a public limited company pursuant to a special resolution passed by our shareholders at an extraordinary general meeting held on December 29, 2023 and consequently the name of our company was changed to 'Tac Infosec Limited'
- 3) Board of directors of the company has approved in their meeting held on January 12, 2024 issue of upto 28,29,600 equity shares as initial public issue which was subsequently approved by members of the company in the extraordinary general meeting held on January 13, 2024.
- 4) Company has got sanction of loan of Rs 150 Lacs from HDFC bank vide sanction letter dated December 11,2023.

Management's Responsibility for the Restated Financial Statements

2. The Company's Board of Directors is responsible for the preparation of the Restated financial statement for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus (Herein after referred as "Offer document") to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Chandigarh in connection with the proposed SME IPO. The Restated financial statement has been prepared by the management of the Company on the basis of preparation stated in Note no,1 of the Restated financial statement. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated financial statement. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, SEBI (ICDR) Regulations and the Guidance Note.

3. We, **Maharishi & Co.** Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“**ICAI**”) and holds the peer review certificate dated 18th May, 2022.

Auditors’ Responsibilities

4. We have examined such Restated Financial Statement taking into consideration:
- a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 20th November, 2023 in connection with the proposed SME IPO of equity shares of the Company;
 - b) The Guidance Note on Reports in Company Prospectuses. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated financial statement; and
 - d) The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the SME IPO.

Restated Financial Statement

5. These Restated Financial Statement have been compiled by the management of the company from:
- a) Audited Standalone Financial Statements of the company as at and for the period ended 30th September 2023 and the year ended 31st March 2023, 31st March 2022 and 31st March 2021 prepared in accordance with Accounting Standard as specified under section 133 of the Act and other accounting principles generally accepted in India which have been approved by the Board of Directors.
6. For the purpose of our examination, we have relied on:
- a) Auditor’s report issued by us on standalone financial statements of the company as at and for the period ended 30th September 2023 and the year ended 31st March 2023, 31st March 2022 and 31st March 2021.
7. Based on our examination and according to the information and explanations given to us, we report that the Restated financial information have been prepared:
- a) after incorporating adjustments for the changes in accounting policies, material error and regrouping/reclassifications retrospectively, if any, as at 30th September 2023, 31st March, 2023, 31st March 2022 and 31st March 2021 to reflect the same accounting treatment as per the accounting policies; and
 - b) There are no qualifications in the auditor’s reports on standalone financial statements of as at and for the period ended 30th September 2023 and the year ended 31st March 2023, 31st March 2022 and 31st March 2021, which require any adjustments to the Restated financial Statements.
8. We have also examined the following Notes to the Restated financial statement of the company, prepared by the management and approved by the Board of Directors on 11th December, 2023 for the period ended 30th September 2023 and the year ended 31st March 2023, 31st March 2022 and 31st March 2021.

Notes to the Restated Summary Financial Information are as under

- a) Restated Statement of Share Capital, Reserves and Surplus as appearing in Note 2 to this report
 - b) Restated Statement of Share Capital, Reserves and Surplus as appearing in Note 3 to this report
 - c) Restated Statement of Long Term Borrowings as appearing in Note 4 to this report;
 - d) Restated Statement of Deferred Tax (Assets) / Liabilities as appearing in Note 5 to this report;
 - e) Restated Statement of Long term provision as appearing in Note 6 to this report;
 - f) Restated Statement of Short term borrowings as appearing in Note 7 to this report;
 - g) Restated Statement of Trade Payables as appearing in Note 8 to this report;
 - h) Restated Statement of Short Term Provision as appearing in Note 9 to this report;
 - i) Restated Statement of Other Current Liabilities as appearing in Note 10 to this report;
 - j) Restated Statement of Property, Plant and Equipment as appearing in Note 11 to this report;
 - k) Restated Statement of Deferred Tax Asset in Note 12
 - l) Restated Statement of Other Non-Current Investment as appearing in Note 13 to this report;
 - m) Restated Statement of Trade Receivables as appearing in Note 14 to this report;
 - n) Restated Statement of Cash and Cash Equivalents as appearing in Note 15 to this report;
 - o) Restated Statement of Other Current Assets as appearing in Note 16 to this report;
 - p) Restated Statement of Short Term Loans and Advances in Note 17 to this report;
 - q) Restated Statement of Revenue from Operations as appearing in Note 18 to this report;
 - r) Restated Statement of Other Income as appearing in Note 19 to this report;
 - s) Restated Statement of Employee Benefit Expenses as appearing in Note 20 to this report;
 - t) Restated Statement of Finance Cost as appearing in Note 21 to this report;
 - u) Restated Statement of Depreciation & Amortization as appearing in Note 22 to this report ;
 - v) Restated Statement of Other Expenses as appearing in Note 23 to this report
 - w) Note on Material regrouping as appearing in Note 24 to this report
 - x) Restated Statement of Related Party Transactions as appearing in Note 25 to this report
 - y) Restated Statement of capitalization in Note 26
 - z) Restated Statement of Mandatory Accounting Ratios as appearing in Note 27 to this report
 - aa) Restated Statement of analytical ratios as appearing in Note 28 to this report
 - bb) Restated Statement of Statement of Tax Shelters as appearing in note 29 to this report.
9. We have not audited any financial statements of the company as of any date or for any period after 30th September 2023. Accordingly, we express no opinion on the financial position, results of operations, cash flows of the company as of any date or for any period subsequent to 30th September 2023.
 10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein
 11. The Restated financial Statements do not reflect the effects of events that occurred subsequent to the audited financial statements mentioned in paragraph 5(a) above.
 12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
 13. Our report is intended solely for use of the Board of Directors for inclusion in the Draft offer document/ offer document to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
 14. In our opinion, the above financial information attached with this report, read with the respective Significant Accounting Policies and Notes to Accounts as set out in Note number 1 are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

15. There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements.
16. Company have not issued any dividend in the past period

For, Maharishi & Co.
Chartered Accountants
Firm Registration No. 124872W

Kapil Sanghvi
Partner
Membership No. 141168
UDIN: 24141168BKAFVM8585

Signed at Jamnagar on January 19,2024.

TAC INFOSEC LIMITED
RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Rs.in Lakhs)

| Particulars | Note No. | 30/09/2023 | 31/03/2023 | 31/03/2022 | 31/03/2021 |
|---------------------------------------------------------------------------------------------|----------|-----------------|---------------|---------------|---------------|
| EQUITY: | | | | | |
| A. Equity & Liabilities: | | | | | |
| (a) Shareholders' Funds | 2 | 45.00 | 45.00 | 45.00 | 45.00 |
| (b) Reserves & Surplus | 3 | 917.90 | 723.05 | 215.75 | 155.00 |
| (c) Money Received Against Share Warrants | | | | | |
| Sub-Total (1) | | 962.90 | 768.05 | 260.75 | 200.00 |
| B. Share Application Money Pending Allotment: | | | | | |
| Sub-Total (2) | | - | - | - | - |
| LIABILITIES: | | | | | |
| C. Non Current Liabilities: | | | | | |
| (a) Long Term Borrowings | 4 | 7.90 | 16.20 | 34.73 | 15.55 |
| (b) Deferred Tax Liabilities | 5 | - | - | 1.27 | 1.13 |
| (c) Other Long Term Liabilities | - | - | - | - | - |
| (d) Long Term Provisions | 6 | 4.30 | 2.95 | 3.20 | 0.93 |
| Sub-Total (3) | | 12.20 | 19.15 | 39.20 | 17.62 |
| D. Current Liabilities: | | | | | |
| (a) Short Term Borrowings | 7 | 19.78 | 19.73 | 54.33 | 6.74 |
| (b) Trade Payables | | | | | |
| (i) total outstanding dues of micro enterprises and small | 8 | - | - | - | - |
| (ii) total outstanding dues of creditors other than micro enterprises and small enterprises | | 22.22 | 24.87 | 18.71 | 47.97 |
| (c) Short Term Provisions | 9 | 97.63 | 105.95 | 49.98 | 77.30 |
| (d) Other Current Liabilities | 10 | 98.28 | 39.92 | 73.48 | 54.37 |
| Sub-Total (4) | | 237.91 | 190.46 | 196.50 | 186.37 |
| TOTAL LIABILITIES (1+2+3+4) | | 1,213.02 | 977.65 | 496.45 | 404.00 |
| ASSETS: | | | | | |
| E. Non Current Assets | | | | | |
| (a) Property, Plant and Equipments and Intangible assets | | | | | |
| I. Tangible Assets | 11 | 69.79 | 79.17 | 94.12 | 42.70 |
| II. Intangible Assets | | - | - | - | - |
| III. Capital Work-in-progress | | - | - | - | - |
| iv. Intangible Asset Under Development | | - | - | - | - |
| (b) Non Current Investments | | - | - | - | - |
| (c) Deferred Tax Assets (Net) | 12 | 2.82 | 1.95 | - | - |
| (d) Other Non Current Asset | 13 | 105.77 | 80.01 | - | - |
| Sub-Total (5) | | 178.38 | 161.12 | 94.12 | 42.70 |
| F. Current Assets | | | | | |
| (a) Trade Receivables | 14 | 647.98 | 436.65 | 197.23 | 107.35 |
| (b) Cash and Bank Balances | 15 | 313.14 | 287.37 | 171.94 | 207.69 |
| (c) Other Current Assets | 16 | 15.30 | 20.38 | 15.00 | 19.98 |
| (e) Short Term Loans and Advances | 17 | 58.22 | 72.13 | 18.16 | 26.28 |
| Sub-Total (6) | | 1,034.63 | 816.52 | 402.33 | 361.30 |
| TOTAL ASSETS (5+6) | | 1,213.02 | 977.65 | 496.45 | 404.00 |

Summary of Notes to Accounts & Significant Accounting Policies

1

As per our report of even date

For Maharishi & Co

Chartered Accountants

ICAI Firm Registration No.124872W

For and on behalf of the Board Directors

TAC INFOSEC LIMITED

Kapil Sanghvi

Partner

Membership No. 141168

Trishneet Arora

CEO/Director

(DIN: 07567604)

Charanjit Singh

Whole Time Director

(DIN: 07567588)

Place: Jamnagar

Date : 19th January 2024

UDIN : 24141168BKAFVM8585

Neha Garg

CFO

Sharon Arora

CS

TAC INFOSEC LIMITED
RESTATED STATEMENT OF PROFIT AND LOSS

(Rs. In Lakhs)

| Particulars | Note No. | 30/09/2023 | 31/03/2023 | 31/03/2022 | 31/03/2021 |
|-------------------------------------------------------------------------------------------------------------|----------|---------------|-----------------|---------------|---------------|
| A. Income | | | | | |
| Revenue From Operations | 18 | 502.06 | 1,000.01 | 510.95 | 504.37 |
| Other Income | 19 | 29.05 | 14.27 | 12.68 | 12.12 |
| Total Revenue | | 531.10 | 1,014.28 | 523.63 | 516.49 |
| B. Expenses | | | | | |
| Cost of Raw Material Consumed | | - | - | - | - |
| Purchase of Stock in Trade | | - | - | - | - |
| (Increase)/ Decreases in Inventories of Finished Goods, Work in Progress and Traded Goods | | - | - | - | - |
| Employee benefits expense | 20 | 211.58 | 128.20 | 263.41 | 232.95 |
| Finance Cost | 21 | 1.69 | 8.82 | 9.97 | 1.95 |
| Depreciation and Amortisation Expenses | 22 | 13.04 | 24.60 | 19.29 | 4.03 |
| Other Expenses | 23 | 102.86 | 343.63 | 145.48 | 192.96 |
| Total Expenses | | 329.17 | 505.25 | 438.16 | 431.88 |
| Profit Before Exceptional Items | | 201.93 | 509.03 | 85.47 | 84.61 |
| C. Less Exceptional Items | | | | | |
| Profit Before Extra Ordinary Items | | 201.93 | 509.03 | 85.47 | 84.61 |
| D. Less Extra Ordinary Items | | | | | |
| Profit Before Tax | | 201.93 | 509.03 | 85.47 | 84.61 |
| E. Tax Expense/(Income) : | | | | | |
| MAT Credit Entitlement | | | | | - |
| Income Tax Provision | | 7.94 | 4.96 | 24.59 | 22.78 |
| Taxation Of Earlier Year | | 0.00 | 0.00 | | |
| Deferred tax Charge/(Credit) | | -0.87 | -3.22 | 0.13 | 0.70 |
| Total tax expense | | 7.08 | 1.74 | 24.72 | 23.48 |
| Profit / (Loss) for the Period / Year Carried Forward to Summary Statement of Assets and Liabilities | | 194.85 | 507.29 | 60.75 | 61.13 |
| Earning Per Share: | | 43.30 | 112.73 | 13.50 | 13.59 |
| Earning Per Share: (Post Bonus) | | 2.55 | 6.63 | 0.79 | 0.80 |

Summary of Notes to Accounts & Significant Accounting Policies

1

As per our report of even date

For Maharishi & Co
Chartered Accountants
ICAI Firm Registration No.124872W

For and on behalf of the Board Directors
TAC INFOSEC LIMITED

Kapil Sanghvi
Partner
Membership No. 141168

Trishneet Arora
CEO/Director
(DIN: 07567604)

Charanjit Singh
Director
(DIN: 07567588)

Place: Jamnagar
Date : 19th Janaury 2024
UDIN : 24141168BKAFVM8585

Neha Garg
CFO

Sharon Arora
CS

TAC INFOSEC LIMITED
RESTATED CASHFLOW STATEMENT

(All amounts are in Rupees in lakhs)

| Sr.No. | For the year ended | For the period ended | For the year ended | For the year ended | For the year ended |
|-----------|--------------------------------------------------------------------------|----------------------|--------------------|--------------------|--------------------|
| | | 30/09/2023 | 31/03/2023 | 31/03/2022 | 31/03/2021 |
| A. | Cash flow from Operating Activities | | | | |
| | Net profit before taxation | 201.93 | 509.03 | 85.47 | 84.61 |
| | Adjustment for: | | | | |
| | Depreciation & Impairment | 13.04 | 24.60 | 19.29 | 4.03 |
| | Finance Costs | 1.69 | 8.82 | 9.97 | 1.95 |
| | Finance Income | -24.42 | -14.27 | -12.67 | -12.07 |
| | Operating Profit before working capital changes | 192.24 | 528.18 | 102.06 | 78.51 |
| | Movements in working capital: | | | | |
| | Decrease/-Increase in Trade Receivable | -211.33 | -239.42 | -89.88 | -66.58 |
| | Decrease/-Increase in other current assets | -6.77 | -139.36 | 13.11 | -0.54 |
| | Increase/-Decrease in Trade Payables | -2.64 | 6.16 | -29.27 | 13.19 |
| | Increase/-Decrease in Current Liabilities/Provisions | 59.71 | -38.78 | 31.90 | 86.17 |
| | Sub-Total Movement in Working Capital | -161.03 | -411.39 | -74.14 | 32.24 |
| | Cash generated from operations | 31.21 | 116.79 | 27.93 | 110.75 |
| | Direct taxes paid (net of refunds) | -16.26 | 55.97 | -24.59 | -22.78 |
| | NET CASH FROM OPERATING ACTIVITIES | 14.95 | 172.75 | 3.34 | 87.97 |
| B. | Cash flow from investing activities | | | | |
| | Purchase of fixed assets | -3.67 | -9.65 | -70.72 | -28.17 |
| | Interest income | 24.42 | 14.27 | 12.67 | 12.07 |
| | NET CASH FLOW FROM INVESTING ACTIVITIES | 20.75 | 4.63 | -58.04 | -16.09 |
| C. | Cash flow form financing activities | | | | |
| | Proceeds from Borrowing | -8.25 | -53.13 | 28.93 | 12.88 |
| | Finance Costs | -1.69 | -8.82 | -9.97 | -1.95 |
| | NET CASH CLOW FROM FINANCING ACTIVITIES | -9.94 | -61.95 | 18.95 | 10.94 |
| | NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C) | 25.76 | 115.43 | -35.75 | 82.82 |
| | Cash and cash equivalents at the beginning of the year | 287.37 | 171.94 | 207.69 | 124.87 |
| | Cash and cash equivalents at the end of the year | 313.14 | 287.37 | 171.94 | 207.69 |
| | Components of cash and cash equivalents as at the end of the year | | | | |
| | Cash on Hand | 1.51 | 0.03 | 0.52 | 0.54 |
| | With bank | | | | |
| | In current account | 289.60 | 115.31 | 0.39 | 207.15 |
| | In Fixed Deposit | 22.03 | 172.03 | 171.03 | |

The accompanying notes are an integral part of these financial statements
As per our report of even dated attached

For Maharishi & Co
Chartered Accountants
ICAI Firm Registration No.124872W

For and on behalf of the Board Directors
TAC INFOSEC LIMITED

Kapil Sanghvi
Partner
Membership No. 141168

Trishneet Arora
CEO/Director
(DIN: 07567604)

Charanjit Singh
Director
(DIN: 07567588)

Place: Jamnagar
Date : 19th Janaury 2024
UDIN : 24141168BKAFVM8585

Neha Garg
CFO

Sharon Arora
CS

TAC INFOSEC PRIVATE LIMITED
Significant Accounting Policies

1 Notes on Account & Significant Accounting Policies

I Notes on Account

a. Corporate Information

Tac Infosec Private Limited Company incorporated in the year of 2016 and its object is to carry on business to provide security or solutions in respect to software designing, customization, cyber networking and internet or information technology or hardware including processing thereof and assemble data processors, program designs or otherwise deal in such hardware and software packages and all types of tabulating, accounting machines calculators, computerized telecommunication system and network.

b. Basis of Preparation

a) Restated Standalone Statement of Assets and Liabilities (Annexure I) as at 31st March 2022, 31st March 2021, Restated Standalone Statement of Profit and Loss (Annexure II) and the Restated Standalone Statement of Cash Flows (Annexure III) for the year ended 31st March 2022 and 31st March 2021 and the summary of significant accounting policies and explanatory notes.

These Restated Financial Statements have been prepared by the management in connection with its proposed SME Initial Public Offer of equity shares ("SME IPO") prepared in terms of the requirements of:

- a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
- c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

c. Going Concern

The Company is incorporated in the year of 2016 and it is Going Concern.

II Summary of Significant Accounting policy

a. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumption that affect the reported amounts of revenues, expenses, assets and liabilities and disclosure of contingents liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomee requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b. Income Taxes

The expenses comprises current and deferred tax. Current Income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961 enacted in India and tax laws prevailing the the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Minimum alternet tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal Income Tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. The company is eligible for exemption of 100% tax u/s 80IAC from Assesment year 2023-24 and company has opted the same from the Assesment year 2023-24 which will be available for three consecutive years. Certificate of eligible business under section 80 IAC is obatined from Ministry of Commerece & Industry on 10/03/2023 .

c. Earning per share

Basic earning per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting dividends and attributable tax) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a right issue, shares split, reverse shares split (Consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

d. Provisions

A provision is recognised when the company has a present obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation at the reporting date, these estimates are reviewed at each reporting to settle the obligation at the reporting date and adjusted to reflect the current best estimates. Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate assets but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

e. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arise in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

f. Revenue Recognition

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

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

g. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre payment will lead to, for example, a reduction in future payment or a cash refund. Gratuity is valued as per AS 15. Gratuity Expense booked as per note attached.

h. Intangible assets

Intangible assets acquired separately are measured on initial recognition at historical cost. Intangibles assets having a finite life are subsequently carried at cost less any accumulated amortization and accumulated impairment losses.

Intangible assets with finite lives are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

i Foreign Currency Transactions

- (i) Items included in the financial statements are measured using the **currency of the primary economic environment** in which the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (₹), which is Company's functional and presentation currency.
- (ii) On **initial recognition**, all foreign currency transactions are recorded at foreign exchange rate on the date of transaction.
- (iii) Monetary items of current assets and liabilities in foreign currency outstanding at the close of financial year are **revalued at the appropriate exchange rates** prevailing at the close of the year.
- (iv) The **gain or loss on decrease/increase** in reporting currency due to fluctuations in foreign exchange rates, in case of monetary current assets and liabilities in foreign currency, are recognised in the Statement of Profit and Loss.

j Fixed Assets:

All the fixed 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.

k 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.

l Segment Reporting

In the context of Accounting Standard 17 on Operating Segment. Operating segments are reported in a manner consistent with the internal reporting provided to the Core Management Committee which includes the Managing Director who is the Chief Operating Decision Maker within the rules prescribed under, there as **no reporting segments for the entity.**

m Minimum Alternate Tax

The company has been availing tax holiday benefit u/s 80IAC of the Income Tax Act, 1961 on the taxable income. However, in view of the amendment in Income Tax Act, 1961 w.e.f. April 1, 2011 by Finance Act 2011, the company is liable to pay Minimum Alternate Tax (MAT) on Income. MAT credit is recognized as an asset only when and to the extent there is reasonable certainty that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a reasonable certainty to the effect that the company will pay normal income tax during the specified period.

n Deffered tax Asset

The deferred tax in respect of timing differences which reverse during the tax holiday period is not recognised to the extent the enterprise's gross total income is subject to the deduction during the tax holiday period as per the requirements of sections 80IAC of the Income-tax Act, 1961

Further Deferred tax in respect of timing differences which reverse after the tax holiday period is recognised in the year in which the timing differences originate.

Company has followed above mentioned provisions to recognise deffered tax asset/liability

TAC INFOSEC LIMITED
Employee Benefit Note

Amount in Rs

| Details of Gratuity expense | Sep-23 | 2022-23 | 2021-22 | 2020-21 |
|--------------------------------------------------------|----------------------|----------------------|----------------------|--------------------|
| Profit and loss account for the period | | | | |
| Current service cost | 73,548 | 1,19,116 | 1,01,366 | 93,701 |
| Interest on obligation | 10,725 | 17,288 | 4,441 | - |
| Expected return on plan assets | - | - | - | - |
| Net actuarial loss/(gain) | 2,21,682 | (1,60,328) | 1,21,145 | - |
| Recognised Past Service Cost-Vested | - | - | - | - |
| Recognised Past Service Cost-Unvested | - | - | - | - |
| Loss/(gain) on curtailments | - | - | - | - |
| Total included in 'Employee Benefit Expense | 3,05,955 | -23,924 | 2,26,952 | 93,701 |
| Loss/(gain) on obligation | - | - | - | - |
| Loss/(gain) on assets | - | - | - | - |
| Total Charge to P&L | - | - | - | - |
| Reconciliation of defined benefit obligation | Sep-23 | 2022-23 | 2021-22 | 2020-21 |
| Opening Defined Benefit Obligation | 2,96,729 | 3,20,653 | 93,701 | - |
| Transfer in/(out) obligation | - | - | - | - |
| Current service cost | 73,548 | 1,19,116 | 1,01,366 | 93,701 |
| Interest cost | 10,725 | 17,288 | 4,441 | - |
| Actuarial loss (gain) | 2,21,682 | -1,60,328 | 1,21,145 | - |
| Past Service Cost | | | | |
| Benefits Paid | (40,000) | | | |
| Prior Year Changes | | | | |
| Closing Defined Benefit Obligation | 5,62,684 | 2,96,729 | 3,20,653 | 93,701 |
| Table of experience adjustments | Sep-23 | 2022-23 | 2021-22 | 2020-21 |
| Defined Benefit Obligation | 5,62,684 | 2,96,729 | 3,20,653 | 93,701 |
| Plan Assets | - | - | - | - |
| Surplus/(Deficit) | (5,62,684.00) | (2,96,729.00) | (3,20,653.00) | (93,701.00) |
| Reconciliation of net defined benefit liability | Sep-23 | 2022-23 | 2021-22 | 2020-21 |
| Net opening provision in books of accounts | 2,96,729 | 3,20,653 | 93,701 | - |
| Transfer in/(out) obligation | - | - | - | - |
| Transfer (in)/out plan assets | - | - | - | - |
| Employee Benefit Expense | 3,05,955 | -23,924 | 2,26,952 | 93,701 |
| Benefits paid by the Company | (40,000) | | | |
| Contributions to plan assets | | | | |
| Closing provision in books of accounts | 5,62,684.00 | 2,96,729.00 | 3,20,653.00 | 93,701.00 |
| Bifurcation of liability | Sep-23 | 2022-23 | 2021-22 | 2020-21 |
| Current Liability | 1,32,855 | 1,753 | 993 | 409 |
| Non -Current Liability | 4,29,829 | 2,94,976 | 3,19,660 | 93,292 |
| Net Liability | 5,62,684 | 2,96,729 | 3,20,653 | 93,701 |
| Principle actuarial assumptions | Sep-23 | 2022-23 | 2021-22 | 2020-21 |
| Discount Rate | 7.30% | 7.25% | 5.40% | 4.75% |
| Expected return on Plan Asset | | | | |
| Salary escalation rate | 15.00% | 15.00% | 15.00% | 15% |
| Withdrawal rate | 40.00% | 40.00% | 40.00% | 40% |
| Expected return on Plan Asset | | | | |

TAC INFOSEC LIMITED

(Figures in Lakhs)

Note No. 2 Share Capital:

| Particulars | 30-Sep-23 | 31-Mar-23 | 31-Mar-22 | 31-Mar-21 |
|----------------------------------------------------|--------------|--------------|--------------|--------------|
| <u>Authorized Share Capital</u> | | | | |
| Equity Shares of Rs. 10 each | 5,00,000 | 5,00,000 | 5,00,000 | 5,00,000 |
| Amount | 50.00 | 50.00 | 50.00 | 50.00 |
| <u>Issued, Subscribed and Fully Paid up Shares</u> | | | | |
| Equity shares of Rs. 10 each | 4,50,000 | 4,50,000 | 4,50,000 | 4,50,000 |
| Amount | 45.00 | 45.00 | 45.00 | 45.00 |
| TOTAL SHARE CAPITAL | 45.00 | 45.00 | 45.00 | 45.00 |

Reconciliation of the shares outstanding at the

| Particular | 30-Sep-23 | 31-Mar-23 | 31-Mar-22 | 31-Mar-21 |
|--------------------------------------------------------|-------------|-------------|-------------|-------------|
| Equity shares outstanding at the beginning of the year | 4.50 | 4.50 | 4.50 | 4.50 |
| Amount of Share capital | 45.00 | 45.00 | 45.00 | 45.00 |
| Add : Bonus Shares issued during the year | - | - | - | - |
| Add : Right shares issued during the year | - | - | - | - |
| Less : Shares bought back during the year | - | - | - | - |
| Outstanding at the end of the period | 4.50 | 4.50 | 4.50 | 4.50 |

Terms/Rights attached to Equity Shares

The company has only one class of equity shares having a per share value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of shareholders holding more than 5% shares in the company

| Particulars | As at (No. of Shares) | | | |
|-----------------------|-----------------------|-------------|-------------|-------------|
| | 30-Sep-23 | 31-Mar-23 | 31-Mar-22 | 31-Mar-21 |
| Trishneet Arora | 3.33 | 3.33 | 3.33 | 3.33 |
| Vijay Kishanlal Kedia | 0.68 | 0.68 | 0.68 | 0.68 |
| Ankit Vijay Kedia | 0.23 | 0.23 | 0.23 | 0.23 |
| TOTAL | 4.23 | 4.23 | 4.23 | 4.23 |

| Particulars | As at (in terms of % of Holdings) | | | |
|-----------------------|------------------------------------|---------------|---------------|---------------|
| | 30-Sep-23 | 31-Mar-23 | 31-Mar-22 | 31-Mar-21 |
| Trishneet Arora | 74.00% | 74.00% | 74.00% | 74.00% |
| Vijay Kishanlal Kedia | 15.00% | 15.00% | 15.00% | 15.00% |
| Ankit Vijay Kedia | 5.00% | 5.00% | 5.00% | 5.00% |
| TOTAL | 94.00% | 94.00% | 94.00% | 94.00% |

As per records of the company, including its register of shareholders/members and other declaration received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

Details of Promoters Shareholding at the end of year

Shares held by promoters (including promoter group) at the end of period on 30th September, 2023 & Year Ended 31st March, 2023

| Name of Promoter | 30th September, 2023 | | | 2022-23 | | |
|------------------|----------------------|------------|-------------------------|---------------|------------|-------------------------|
| | No. of Shares | % | %Change During the year | No. of Shares | % | %Change during the year |
| Trishneet Arora | 3.33 | 74.00% | 0.00 | 3.33 | 74.00% | 0.00 |
| Charanjeet Singh | 0.18 | 4.00% | 0.00 | 0.18 | 4.00% | 0.00 |
| Total | 3.51 | 78% | 0.00 | 3.51 | 78% | 0.00 |

Shares held by promoters (including promoter group) at the end of the year 31st March, 2022 & Year Ended 31st March, 2021

| Name of Promoter | 2021-22 | | | 2020-21 | | |
|------------------|---------------|------------|-------------------------|---------------|------------|-------------------------|
| | No. of Shares | % | %Change During the year | No. of Shares | % | %Change during the year |
| Trishneet Arora | 3.33 | 74.00% | 0.00 | 3.33 | 74.00% | 0.00 |
| Charanjeet Singh | 0.18 | 4.00% | 0.00 | 0.18 | 4.00% | 0.00 |
| Total | 3.51 | 78% | 0.00 | 3.51 | 78% | 0.00 |

Notes to Share capital

Company has issued 72,00,000 bonus shares of Rs 10/- each on January 11,2024

TAC INFOSEC LIMITED
Notes forming part of Balance Sheet

(Rs.in Lakhs)

| Note | Particulars | As At | As At | As At | As At |
|------------|---------------------------------------------------------------------------------------------------------------------------|---------------------|-----------------|-----------------|-----------------|
| | | 30th September 2023 | 31st March 2023 | 31st March 2022 | 31st March 2021 |
| 3 | Reserves & Surplus: | | | | |
| | <u>Securities Premium</u> | | | | |
| | Opening Balance | 1.00 | 1.00 | 1.00 | 1.00 |
| | Closing Balance (A) | 1.00 | 1.00 | 1.00 | 1.00 |
| | <u>Surplus in Profit & Loss</u> | | | | |
| | Opening Balance | 722.05 | 214.75 | 154.00 | 92.87 |
| | Add: Profit/(Loss) for the period | 194.85 | 507.29 | 60.75 | 61.13 |
| | Closing Balance (B) | 916.90 | 722.05 | 214.75 | 154.00 |
| | Total (A+B) | 917.90 | 723.05 | 215.75 | 155.00 |
| 4 | Long Term Borrowings: | | | | |
| | Secured Loans | | | | |
| | ICICI Bank Car Loan | 5.95 | 7.84 | 11.40 | 14.85 |
| | HDFC Car Loan | 0.76 | 0.99 | 1.69 | 0.70 |
| | Bajaj Finance Loan | 1.19 | 7.36 | 21.64 | - |
| | Total | 7.90 | 16.20 | 34.73 | 15.55 |
| 4.1 | Terms & Conditions | | | | |
| (a) | Loans from ICICI Bank Secured against Car and Repayable in Monthly Installment of Rs. 39,675/- each month. | | | | |
| (b) | Loans from HDFC Bank Secured against Car and Repayable in Monthly Installment of Rs. 5,842/- each month. | | | | |
| (c) | Loans from Bajaj Finance Secured against Car and Repayable in Monthly Installment of Rs. 1,18,930/- each month. | | | | |
| 5 | Deferred Tax Liability : | | | | |
| | Deferred Tax Liability | - | - | 1.27 | 1.13 |
| | Total | - | - | 1.27 | 1.13 |
| 6 | Long term provision | | | | |
| | Provision for gratuity | 4.30 | 2.95 | 3.20 | 0.93 |
| | Total | 4.30 | 2.95 | 3.20 | 0.93 |
| 7 | Short Term Borrowings : | | | | |
| | Secured Loan : | | | | |
| | Current Maturity of Long Term Borrowing | 19.78 | 19.73 | 16.49 | 6.74 |
| | Borrowing from HDFC Bank - Bank Overdraft | - | - | 37.84 | - |
| | Total | 19.78 | 19.73 | 54.33 | 6.74 |
| | Loans from directors : | | | | |
| 1 | Loans are interest free loan. | | | | |
| 2 | It is repayable on Demand. | | | | |
| 8 | Trade Payables : | | | | |
| | Total outstanding dues of creditors to Micro Enterprises & Small Enterprise | | | | |
| | Total outstanding dues of creditors other than Micro Enterprises & Small Enterprise | 22.22 | 24.87 | 18.71 | 47.97 |
| | Total | 22.22 | 24.87 | 18.71 | 47.97 |

Figures For the Current Reporting Period as on Sept 30,2023

| Particulars | Outstanding for following periods from due date of payment | | | | |
|----------------------|------------------------------------------------------------|-------------|-------------|-------------------|--------------|
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| MSME | - | - | - | - | - |
| Others | 6.94 | 8.31 | 6.51 | 0.46 | 22.22 |
| Dispute dues-MSME | - | - | - | - | - |
| Dispute dues -Others | - | - | - | - | - |
| Total | 6.94 | 8.31 | 6.51 | 0.46 | 22.22 |

Figures For Previous Reporting Period as on March 31, 2023

| Particulars | Outstanding for following periods from due date of payment | | | | |
|---------------------|------------------------------------------------------------|-----------|-----------|-------------------|--------------|
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| MSME | - | - | - | - | - |
| Others | 24.87 | - | - | - | 24.87 |
| Dispute dues-MSME | - | - | - | - | - |
| Dispute dues-Others | - | - | - | - | - |
| Total | 24.87 | - | - | - | 24.87 |

| Figures For Previous Reporting Period as on March 31, 2022 | | | | | |
|------------------------------------------------------------|------------------------------------------------------------|-------------|-----------|-------------------|--------------|
| Particulars | Outstanding for following periods from due date of payment | | | | |
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| MSME | - | - | - | - | - |
| Others | 18.25 | 0.46 | - | - | 18.71 |
| Dispute dues-MSME | - | - | - | - | - |
| Dispute dues-Others | - | - | - | - | - |
| Total | 18.25 | 0.46 | - | - | 18.71 |

| Figures For Previous Reporting Period as on March 31, 2021 | | | | | |
|------------------------------------------------------------|------------------------------------------------------------|-----------|-----------|-------------------|--------------|
| Particulars | Outstanding for following periods from due date of payment | | | | |
| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| MSME | - | - | - | - | - |
| Others | 47.97 | - | - | - | 47.97 |
| Dispute dues-MSME | - | - | - | - | - |
| Dispute dues-Others | - | - | - | - | - |
| Total | 47.97 | - | - | - | 47.97 |

| | | | | | |
|-----------|---------------------------------------------------------|---------------|---------------|---------------|---------------|
| 9 | Short Term Provisions | | | | |
| | Provision for Employee Benefit Expenses | - | - | 0.70 | 75.00 |
| | Provision for Taxation | 96.30 | 60.93 | - | - |
| | Provision for Others | - | 45.00 | 49.27 | 2.29 |
| | Provision for Gratuity | 1.33 | 0.02 | 0.01 | 0.00 |
| | Total | 97.63 | 105.95 | 49.98 | 77.30 |
| 10 | Other Current Liabilities : | | | | |
| | Duties & Taxes | 7.11 | 6.92 | 26.83 | 31.98 |
| | Other Payables | 60.49 | 29.21 | 46.16 | 19.53 |
| | Current Maturity of Long Term Borrowing | - | - | - | - |
| | Director Remuneration | - | - | - | - |
| | Advances from Customer | 30.68 | 3.79 | 0.49 | 2.86 |
| | Total | 98.28 | 39.92 | 73.48 | 54.37 |
| 12 | Deferred Tax Asset : | | | | |
| | Deferred Tax Asset | 2.82 | 1.95 | - | - |
| | Total | 2.82 | 1.95 | - | - |
| 13 | Other Non Current Asset : | | | | |
| | Balances with Govt. Authority (MAT Receivable) | 105.77 | 80.01 | - | - |
| | Total | 105.77 | 80.01 | - | - |
| 14 | Trade Receivable : | | | | |
| | (i) Undisputed Trade receivables — considered good | 647.98 | 436.65 | 189.71 | 105.28 |
| | (ii) Undisputed Trade Receivables — considered doubtful | - | - | 3.56 | 2.07 |
| | (iii) Disputed Trade Receivables considered good | - | - | 1.89 | - |
| | (iv) Disputed Trade Receivables considered doubtful | - | - | 2.07 | - |
| | Total | 647.98 | 436.65 | 197.23 | 107.35 |

Note 14: TRADE RECEIVABLES

Figures For the Current Reporting Period as on Sept 30,2023

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---------------------------------------------------|------------------------------------------------------------|------------------|--------------|-------------|-------------------|---------------|
| | Less than 6 Months | 6 Months - 1Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Undisputed Trade Receivables- Considered Goods | 584.26 | 35.26 | 28.46 | 0.00 | 0.00 | 647.98 |
| Undisputed Trade Receivables- Considered Doubtful | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Disputed Trade Receivables- Considered Goods | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Disputed Trade Receivables- Considered Doubtful | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Others | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | 584.26 | 35.26 | 28.46 | 0.00 | 0.00 | 647.98 |

Figures For Previous Reporting Period as on March 31, 2023

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---------------------------------------------------|------------------------------------------------------------|------------------|-------------|-------------|-------------------|---------------|
| | Less than 6 Months | 6 Months - 1Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Undisputed Trade Receivables- Considered Goods | 429.76 | 4.05 | 2.84 | 0.00 | 0.00 | 436.65 |
| Undisputed Trade Receivables- Considered Doubtful | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Disputed Trade Receivables- Considered Goods | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Disputed Trade Receivables- Considered Doubtful | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Others | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | 429.76 | 4.05 | 2.84 | 0.00 | 0.00 | 436.65 |

Figures For Previous Reporting Period as on March 31, 2022

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---------------------------------------------------|------------------------------------------------------------|------------------|-------------|-------------|-------------------|---------------|
| | Less than 6 Months | 6 Months - 1Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Undisputed Trade Receivables- Considered Goods | 186.92 | 0.00 | 2.80 | 0.00 | 0.00 | 189.71 |
| Undisputed Trade Receivables- Considered Doubtful | 1.49 | 0.00 | 2.07 | 0.00 | 0.00 | 3.56 |
| Disputed Trade Receivables- Considered Goods | 0.00 | 0.00 | 0.32 | 1.57 | 0.00 | 1.89 |
| Disputed Trade Receivables- Considered Doubtful | 0.00 | 0.00 | 0.00 | 0.00 | 2.07 | 2.07 |
| Others | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | 188.40 | 0.00 | 5.19 | 1.57 | 2.07 | 197.23 |

Figures For Previous Reporting Period as on March 31, 2021

| Particulars | Outstanding for following periods from due date of payment | | | | | |
|---------------------------------------------------|------------------------------------------------------------|------------------|-------------|-------------|-------------------|---------------|
| | Less than 6 Months | 6 Months - 1Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Undisputed Trade Receivables- Considered Goods | 102.66 | 1.05 | - | 1.57 | - | 105.28 |
| Undisputed Trade Receivables- Considered Doubtful | 0.00 | - | - | 2.07 | - | 2.07 |
| Disputed Trade Receivables- Considered Goods | 0.00 | - | - | - | - | 0.00 |
| Disputed Trade Receivables- Considered Doubtful | 0.00 | - | - | - | - | 0.00 |
| Others | 0.00 | - | - | - | - | 0.00 |
| Total | 102.66 | 1.05 | 0.00 | 3.64 | 0.00 | 107.35 |

| | | | | | |
|-----------|-----------------------------------------|---------------|---------------|---------------|---------------|
| 15 | Cash and Bank Balances: | | | | |
| | Cash on Hand | 1.51 | 0.03 | 0.52 | 0.54 |
| | Balances with Banks | 289.60 | 115.31 | 0.39 | 207.15 |
| | Fixed Deposits | 22.03 | 172.03 | 171.03 | |
| | more than 3 upto 12 months | | | | |
| | more than 12 months | 22.03 | 172.03 | 171.03 | |
| | held against BGs | | | | |
| | Total | 313.14 | 287.37 | 171.94 | 207.69 |
| 16 | Other Current Assets: | | | | |
| | Amount receivable from Govt Authorities | 5.08 | 10.38 | 5.96 | 7.60 |
| | Other Current Assets | 10.22 | 10.00 | 9.04 | 12.37 |
| | Total | 15.30 | 20.38 | 15.00 | 19.98 |
| 17 | Short Term Loans and Advances : | | | | |
| | Advances Receivable in cash or kind | 58.22 | 72.13 | 18.16 | 26.28 |
| | Total | 58.22 | 72.13 | 18.16 | 26.28 |

TAC INFOSEC LIMITED
Notes forming part of Profit & Loss Account

(Rs.in Lakhs)

| Note | Particulars | As At | As At | As At | As At |
|-----------|--------------------------------------------------------------------|------------------------|--------------------|--------------------|--------------------|
| | | 30th September 2023 | 31st March 2023 | 31st March 2022 | 31st March 2021 |
| 18 | Revenue from Operations : | | | | |
| | Cyber Security Service Income | 502.06 | 1,000.01 | 510.95 | 504.37 |
| | Domestic | 87.61 | 283.36 | 265.59 | 301.43 |
| | Export | 414.44 | 716.65 | 245.36 | 202.93 |
| | Total Revenue from Operations | 502.06 | 1,000.01 | 510.95 | 504.37 |
| 19 | Other Income | | | | |
| | Creditors Write off | 0.11 | - | - | - |
| | Interest on IT Refund | - | - | - | 0.05 |
| | Amount Writen Back | - | - | - | - |
| | Foreign Exchange Gain | 4.52 | - | - | - |
| | Interest Received | 24.42 | 14.27 | 12.67 | 12.07 |
| | Round-off | - | - | 0.00 | - |
| | Total Other Income | 29.05 | 14.27 | 12.68 | 12.12 |
| 20 | Employee Benefit Expenses: | | | | |
| | Salary, Wages & Bonus | 75.71 | 28.15 | 115.65 | 122.97 |
| | Contribution to Statutory Funds | 11.75 | 7.57 | 9.63 | 6.29 |
| | Staff Welfare expense | 88.32 | 28.88 | 116.53 | 67.13 |
| | Directors Remuneration | 35.80 | 63.60 | 21.60 | 36.57 |
| | Total Employee Benefit Expenses | 211.58 | 128.20 | 263.41 | 232.95 |
| 21 | Finance Cost | | | | |
| | Bank Commission & Charges | 0.07 | 0.27 | 4.29 | 0.65 |
| | Interest on Car Loan | 1.62 | 4.45 | 2.80 | 0.28 |
| | Interest on late payment & late fees | - | 2.88 | 2.88 | 0.55 |
| | Interest on OD | - | 1.21 | - | 0.47 |
| | Total Finance Cost | 1.69 | 8.82 | 9.97 | 1.95 |
| 22 | Depreciation | 13.04 | 24.60 | 19.29 | 4.03 |
| 23 | Other Expenses : | | | | |
| | a. Business Promotion Expenses | - | 6.02 | 0.17 | 0.59 |
| | b. Repair and Maintenance Expenses | 1.76 | 4.52 | 3.74 | 1.43 |
| | c. Rent Expenses | 20.12 | 29.15 | 10.40 | 5.82 |
| | d. Legal & Professional & Commission Expenses & other such charges | 8.92 | 3.57 | 31.13 | 48.01 |
| | e. Amount writen off | 29.26 | 4.73 | - | - |

| | | | | |
|-----------------------------------------------------------|---------------|---------------|---------------|---------------|
| g. Marketing, Advertisement & Business Promotion Expenses | 15.08 | 6.72 | 46.93 | 4.42 |
| h. IT Support Expenses | 0.17 | 3.65 | 4.83 | 5.86 |
| i. Reasearch & Devlopment Expenses | - | - | 0.85 | - |
| j. Travelling Expenses | 4.58 | 13.77 | 11.99 | 12.32 |
| k. Work Contract Expenses | - | 205.58 | 0.95 | 9.65 |
| l. Insurance Expenses | 1.22 | 1.76 | 2.21 | 0.52 |
| m. Foreign Exchange Gain/Loss | - | 34.53 | 0.08 | - |
| n. Tender Fees | 1.26 | 5.00 | 0.10 | - |
| o. Other Expenses | 20.47 | 24.62 | 32.10 | 104.33 |
| Total Other Expenses | 102.86 | 343.63 | 145.48 | 192.96 |

TAC INFOSEC LIMITED

Note 24

a) Impact of restatement adjustments

| Particular | 30-Sep-23 | 31-Mar-23 | 31-Mar-22 | 31-Mar-21 |
|------------------------------------------------------------------|---------------|---------------|--------------|--------------|
| Net Profit/(Loss) after Tax as per Audited Profit & Loss Account | 192.91 | 512.54 | 64.01 | 62.70 |
| Adjustment for: | | | | |
| (Short)/Excess Provision of deferred tax | 4.08 | (3.22) | 0.19 | (0.24) |
| (Short)/Excess Income Tax Provision | 1.59 | 4.96 | 0.80 | 0.88 |
| (Short)/Excess Taxation Of Earlier Year | (0.90) | - | - | - |
| (Short)/Excess GST Exp. | (3.74) | 3.74 | - | - |
| (Short)/Excess Gratuity | (2.98) | (0.24) | 2.27 | 0.94 |
| Total adjustments | (1.94) | 5.24 | 3.26 | 1.57 |
| Profit as per Re-statement | 194.85 | 507.30 | 60.75 | 61.13 |

b) Material Regrouping

| Particular | 30-Sep-23 | 31-Mar-23 | 31-Mar-22 | 31-Mar-21 |
|--------------------------------------------|---------------|---------------|---------------|---------------|
| Reserve & Surplus as per Books of Accounts | 926.04 | 733.13 | 220.59 | 156.58 |
| Adjustment for: | | | | |
| Adjustment in Profit & Loss Accounts | (1.94) | 5.24 | 3.26 | 1.57 |
| Cummulative Adjustement | 10.08 | 4.84 | 1.57 | |
| Reserve & Surplus as Restated | 917.90 | 723.04 | 215.75 | 155.01 |

| | | | | |
|------------------------------------|---------------|---------------|---------------|---------------|
| Net Worth as per books of accounts | 971.04 | 778.13 | 265.59 | 201.58 |
| Adjustment for: | | | | |
| Change in Reserves | (8.14) | 10.08 | 4.84 | 1.57 |
| Net Worth as Restated | 962.90 | 768.05 | 260.75 | 200.01 |

Notes to Material Regrouping

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. 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.

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

c) 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 period/years ended on 30 September 2023, 31 March 2023, 31 March 2022 and 31 March 2021, which do not require any corrective adjustments in the Restated Standalone

TAC INFOSEC LIMITED
RESTATED STATEMENT OF PROPERTY, PLANT AND EQUIPMENT

(Rs.in Lakhs)

| Note No. 11 | Particulars | | | | | |
|----------------|-----------------------------------------------|----------------------|--------------------|-------------------|---------------|---------------|
| | Tangible Fixed Assets | Furniture & Fixtures | Computer & Printer | Office Equipments | Motor Vehicle | Total |
| | | | | | | |
| | Gross Block | | | | | |
| | As at 31st March, 2020 | 6.38 | 14.84 | 0.66 | 3.85 | 25.74 |
| | Addition | 0.14 | 4.66 | 1.12 | 22.24 | 28.17 |
| | Deletion | | | | | |
| | As at 31st March, 2021 | 6.52 | 19.50 | 1.79 | 26.09 | 53.90 |
| | Addition | 0.23 | 30.55 | 0.44 | 39.50 | 70.72 |
| | Deletion | - | - | - | - | - |
| | As at 31st March, 2022 | 6.75 | 50.04 | 2.23 | 65.59 | 124.62 |
| | Addition | - | 8.82 | 0.82 | - | 9.65 |
| | Deletion | - | - | - | - | - |
| | As at 31st March, 2023 | 6.75 | 58.87 | 3.06 | 65.59 | 134.27 |
| | Addition | - | 3.67 | - | - | 3.67 |
| | Deletion | - | - | - | - | - |
| | At 30th September, 2023 | 6.75 | 62.54 | 3.06 | 65.59 | 137.94 |
| | | | | | | |
| | Depreciation | | | | | |
| | Opening Balance as on 31st March, 2020 | 1.83 | 4.56 | 0.17 | 0.63 | 7.18 |
| | Addition | 0.62 | 2.42 | 0.19 | 0.79 | 4.03 |
| | Deletion | - | - | - | - | - |
| | As at 31st March, 2021 | 2.45 | 6.98 | 0.36 | 1.42 | 11.20 |
| | Addition | 0.67 | 12.81 | 0.43 | 5.38 | 19.29 |
| | Deletion | - | - | - | - | - |
| | Opening Balance as on 31st March, 2021 | 2.45 | 6.98 | 0.36 | 1.42 | 11.20 |
| | Addition | 0.67 | 12.81 | 0.43 | 5.38 | 19.29 |
| | Deletion | - | - | - | - | - |
| | As at 31st March, 2022 | 3.12 | 19.79 | 0.79 | 6.80 | 30.50 |
| | Addition | 0.68 | 15.13 | 0.60 | 8.20 | 24.60 |
| | Deletion | - | - | - | - | - |
| | As at 31st March, 2023 | 3.80 | 34.92 | 1.38 | 15.00 | 55.10 |
| | Addition | 1.14 | 8.71 | 0.42 | 2.77 | 13.04 |
| | Deletion | - | - | - | - | - |
| | At 30th September, 2023 | 4.94 | 43.63 | 1.81 | 17.77 | 68.14 |
| | | | | | | |
| | Net Block | | | | | |
| | At 31st March, 2021 | 4.08 | 12.52 | 1.43 | 24.67 | 42.70 |
| | At 31st March, 2022 | 3.63 | 30.25 | 1.44 | 58.80 | 94.12 |
| | At 31st March, 2023 | 2.95 | 23.95 | 1.67 | 50.59 | 79.17 |
| | At 30th September, 2023 | 1.81 | 18.91 | 1.25 | 47.83 | 69.79 |

TAC INFOSEC PRIVATE LIMITED

Note 25 : Restated Statement of Related Party Transaction

(Amount in Lakhs)

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 30.09.2023 Payable/(Receivable) | Amount of Transaction debited from Apr 23 to Sep 23 | Amount of Transaction credited from Apr 23 to Sep 23 | Amount outstanding as on 31.03.2023 Payable/(Receivable) | Amount of Transaction debited in 2022-23 | Amount of Transaction credited in 2022-23 |
|--------------------------------|------------------------------------------------------------------------------------|-----------------------|----------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------|----------------------------------------------------------|------------------------------------------|-------------------------------------------|
| Trishneet Arora | Director | Remuneration | -7.44 | 19.56 | 27.00 | - | 54.00 | 54.00 |
| | | Other Reimbursement | 7.11 | 0.45 | 0.45 | 7.11 | 8.36 | 7.09 |
| Charanjit Singh | Director | Remuneration | | 4.8 | 4.8 | - | 9.60 | 9.60 |
| | | Advances for Expenses | (34.46) | 22.95 | 16.5 | 28.24 | 29.08 | - |
| Avneet Singh | Relative of Director | Advances for Expenses | (3.99) | 4.08 | - | 0.09 | 2.54 | - |
| Bharat Panchal | Director | Salary | - | 4.00 | 4.00 | | | |
| TAC Security Inc (New Mexico) | Entity in which Relative of Director Have significant Influence | Sales | | | | | | |
| Liberal TV Private Limited | Erstwhile it was an Entity in which Relative of Director had significant Influence | Advances for Expenses | 2.17 | 6.53 | 34.96 | 26.26 | 34.96 | 8.70 |
| Oneiric Gaming Private Limited | Entity in which Relative of Director Have significant Influence | Advances for Expenses | (0.48) | 0.05 | 0 | 0.43 | 0.43 | - |
| Tac Security Private Limited | Entity in which Relative of Director Have significant Influence | Payables | (3.07) | 4.51 | 0 | 1.44 | 257.33 | 254.55 |

| Name of Party | Nature of Relation | Nature of Transaction | Amount outstanding as on 31.03.2022 Payable/(Receivable) | Amount of Transaction debited in 2021-22 | Amount of Transaction credited in 2021-22 | Amount outstanding as on 31.03.2021 Payable/(Receivable) | Amount of Transaction debited in 2020-21 | Amount of Transaction credited in 2020-21 |
|--------------------------------|------------------------------------------------------------------------------------|-----------------------|----------------------------------------------------------|------------------------------------------|-------------------------------------------|----------------------------------------------------------|------------------------------------------|-------------------------------------------|
| Trishneet Arora | Director | Remuneration | - | 12.00 | 12.00 | - | 26.96 | 26.96 |
| | | Other Reimbursement | 5.83 | 25.05 | 19.22 | - | 23.15 | 23.15 |
| Charanjit Singh | Director | Remuneration | - | 9.60 | 9.60 | - | 9.60 | 9.60 |
| | | Advances for Expenses | 0.84 | 1.20 | 2.04 | 3.71 | 13.02 | 9.31 |
| Avneet Singh | Relative of Director | Advances for Expenses | 2.63 | 4.30 | - | 6.93 | 4.78 | 11.71 |
| Bharat Panchal | Director | Salary | | | | | | |
| TAC Security Inc (New Mexico) | Entity in which Relative of Director Have significant Influence | Sales | 25.47 | 172.05 | 148.96 | 2.38 | 202.93 | 211.41 |
| Liberal TV Private Limited | Erstwhile it was an Entity in which Relative of Director had significant Influence | Advances for Expenses | 8.01 | 41.89 | 49.90 | - | - | - |
| Oneiric Gaming Private Limited | Entity in which Relative of Director Have significant Influence | Advances for Expenses | - | - | - | - | - | - |
| Tac Security Private Limited | Entity in which Relative of Director Have significant Influence | Payables | 4.21 | 3.40 | 5.17 | 2.44 | 30.01 | 32.45 |

Note 26 : Statement of Capitalization, As Restated

(INR in Lakh)

| Particulars | Pre-Issue (As of September 30, 2023) | Post Issue |
|--------------------------------------------------|-----------------------------------------|------------|
| Debt : | | |
| Long Term Debt (A) | 7.90 | [•] |
| Short Term Debt | 19.78 | [•] |
| Total Debt (B) | 27.68 | - |
| Shareholders' funds | | |
| Share capital | 45.00 | [•] |
| Reserves and surplus | 917.90 | [•] |
| Total Shareholders' funds (C) | 962.90 | [•] |
| | | |
| Long Term Debt/ Shareholders' Funds (A/C) | 0.01 | [•] |
| Total Debt / Shareholders Fund (B/C) | 0.03 | [•] |
| | | |

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.

Note 27

Statement of Accounting & Other Ratios, As Restated

(INR in Lakh except per share data)

| Particulars | For the period ended September 30, 2023 | For the year ended March 31, 2023 | For the year ended March 31, 2022 | For the year ended March 31, 2021 |
|---------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------|
| Net Profit as Restated (A) | 194.85 | 507.29 | 60.75 | 61.13 |
| Add: Depreciation | 13.04 | 24.60 | 19.29 | 4.03 |
| Add: Finance Costs | 1.69 | 8.82 | 9.97 | 1.95 |
| Add: Income Tax/ Deferred Tax | 7.08 | 1.74 | 24.72 | 23.48 |
| Less: Other Income | (29.05) | (14.27) | (12.68) | (12.12) |
| EBITDA | 187.61 | 528.18 | 102.06 | 78.46 |
| EBITDA Margin (%) | 37.37% | 52.82% | 19.97% | 15.56% |
| Net Worth as Restated (B) | 962.90 | 768.05 | 260.75 | 200.00 |
| Return on Net worth (%) as Restated (A/B) | 20.24% | 66.05% | 23.30% | 30.57% |
| Equity Share at the end of year (in Nos.) (C) | 4,50,000 | 4,50,000 | 4,50,000 | 4,50,000 |
| Weighted No. of Equity Shares (Pre-Bonus) (D) | 4,50,000 | 4,50,000 | 4,50,000 | 4,50,000 |
| Weighted No. of Equity Shares (Post-Bonus) (E) | 76,50,000 | 76,50,000 | 76,50,000 | 76,50,000 |
| (Considering Bonus with retrospective effect) | | | | |
| Basic & Diluted Earnings per Equity Share as Restated (A/D) | 43.30 | 112.73 | 13.50 | 13.59 |
| Basic & Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E) | 2.55 | 6.63 | 0.79 | 0.80 |
| Net Asset Value per Equity share as Restated (B/C) | 213.98 | 170.68 | 57.95 | 44.45 |
| Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect (B/E) | 12.59 | 10.04 | 3.41 | 2.61 |

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 on

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.

Note 28 : Statement of Analytical ratios

Statement of Analytical Ratios, As Restated

| Ratio | As at September 30, 2023 | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2021 |
|-------------------------------------------------------|-----------------------------|-------------------------|-------------------------|-------------------------|
| Current Ratio | 4.35 | 4.29 | 2.11 | 1.94 |
| Debt-Equity Ratio | 0.03 | 0.05 | 0.34 | 0.11 |
| Debt Service Coverage Ratio | 10.13 | 19.18 | 5.18 | 11.28 |
| Return on Equity (ROE)(%) (not annualised) | 22.51% | 98.62% | 26.37% | 36.08% |
| Trade receivables turnover ratio | 1.85 | 3.16 | 3.36 | 6.81 |
| Net capital turnover ratio | 0.56 | 1.73 | 1.78 | 2.76 |
| Net profit ratio(%) | 38.81% | 50.73% | 11.89% | 12.12% |
| Return on capital employed (ROCE)(%) (not annualised) | 22.75% | 89.82% | 33.23% | 47.38% |
| Trade payables turnover ratio | NA | NA | NA | NA |
| Inventory Turnover Ratio | NA | NA | NA | NA |
| Return on investments(%) | NA | NA | NA | NA |

| Ratio | 31/03/2023 | Notes | 31/03/2022 | Notes |
|----------------------------------|------------|--------|------------|--------|
| Current Ratio | 102.95% | | 8.97% | |
| Debt-Equity Ratio | -86.30% | | 206.50% | |
| Debt Service Coverage Ratio | 270.58% | | -54.13% | Note A |
| Return on Equity (ROE)(%) | 274.00% | Note A | -26.92% | |
| Trade receivables turnover ratio | -5.96% | | -50.73% | |
| Net capital turnover ratio | -2.49% | | -35.57% | |
| Net profit ratio(%) | 326.68% | Note A | -1.91% | |
| Return on capital employed | 170.32% | | -29.87% | |
| Trade payables turnover ratio | NA | | NA | |
| Inventory Turnover Ratio | NA | | NA | |
| Return on investments(%) | NA | | NA | |

Note A

ROE : It is increased on account of increase in overall profit

Net Profit ratio : It is on account of increase in operating profit and increase in revenue

Note B

Debt Equity Ratio : It has improved due to increase in shareholders fund

TAC INFOSEC LIMITED**Note 29- Statement of Tax Shelters****(Rs. in lacs)**

| | Particulars | Half year ended | For the year ended on | | |
|--|-------------------------------------------------------|-----------------|-----------------------|--------------|--------------|
| | | 30.09.2023 | 2023 | 2022 | 2021 |
| | Normal Corporate Tax Rates | 26.00% | 26.00% | 26.00% | 26.00% |
| | MAT Rates | 16.69% | 16.69% | 16.69% | 16.69% |
| | Profit before tax as per re-stated profit/loss | 201.93 | 509.03 | 85.47 | 84.61 |
| | Notional Tax as per tax rate on profit (A) | 52.50 | 132.35 | 22.22 | 22.00 |
| | Adjustments | | | | |
| | Amount disallowed | | 1.31 | 8.74 | 5.81 |
| | Deductions | -177.51 | -494.76 | | |
| | Timing Difference | | | | |
| | Depreciation as per income tax | 9.04 | 20.86 | 21.21 | 7.78 |
| | Depreciation as per Co. Act | 12.10 | 24.60 | 19.29 | 4.03 |
| | Gratuity disallowable u/s 43B | 3.06 | -0.24 | 2.27 | 0.94 |
| | Total Timing Difference | 6.12 | 3.50 | 0.36 | -2.81 |
| | Profit after above adjustment | 30.54 | 19.08 | 94.56 | 87.60 |
| | Normal tax on above profit | 7.94 | 4.96 | 24.59 | 22.78 |
| | MAT on above | 33.71 | 84.97 | 14.27 | 14.12 |
| | Tax payable for the Year maximum of (G) or (H) | 34.00 | 85.00 | 25.00 | 23.00 |

Note 30

In FY 22-23 company has obtained start-up recognition of Department for Promotion of Industry and Internal Trade for eligibility of claiming deduction u/s 80-IAC. Accordingly company has started claiming deduction U/S 80-IAC from AY 2023-24. Company has applied for rectification application u/s 154 for opting out from taxation u/s 115BAA for AY 22-23 & AY 21-22 and withdrawal of Form 10-IC. Hence no provision for Income Tax Expense of Rs.125/- lacs for F.Y. 2022-23 and 45 Lacs for period of Apr-23 to Sep-23 has been made. However eligibility of deduction is subject to acceptance of application by Jurisdictional Assessing Officer (JAO) and rectification of previous year return and granting of permission for withdrawal of form 10-IC by Jurisdictional Assessing Officer.

OTHER FINANCIAL INFORMATION

| Particulars | For the period ended September 30, 2023 | For the year ended March 31, 2023 | For the year ended March 31, 2022 | For the year ended March 31, 2021 |
|---------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Net Profit as Restated (A) | 194.85 | 507.29 | 60.75 | 61.13 |
| Add: Depreciation | 13.04 | 24.60 | 19.29 | 4.03 |
| Add: Finance Costs | 1.69 | 8.82 | 9.97 | 1.95 |
| Add: Income Tax/ Deferred Tax | 7.08 | 1.74 | 24.72 | 23.48 |
| Less: Other Income | (29.05) | (14.27) | (12.68) | (12.12) |
| EBITDA | 187.61 | 528.18 | 102.06 | 78.46 |
| EBITDA Margin (%) | 37.37% | 52.82% | 19.97% | 15.56% |
| Net Worth as Restated (B) | 962.90 | 768.05 | 260.75 | 200.00 |
| Return on Net worth (%) as Restated (A/B) | 20.24% | 66.05% | 23.30% | 30.57% |
| Equity Share at the end of year (in Nos.) (C) | 450,000 | 450,000 | 450,000 | 450,000 |
| Weighted No. of Equity Shares (Pre-Bonus) (D) | 450,000 | 450,000 | 450,000 | 450,000 |
| Weighted No. of Equity Shares (Post-Bonus) (E) | 7,650,000 | 7,650,000 | 7,650,000 | 7,650,000 |
| (Considering Bonus with retrospective effect) | | | | |
| Basic & Diluted Earnings per Equity Share as Restated (A/D) | 43.30 | 112.73 | 13.50 | 13.59 |
| Basic & Diluted Earnings per Equity Share as Restated after considering Bonus Impact with retrospective effect (A/E) | 2.55 | 6.63 | 0.79 | 0.80 |
| Net Asset Value per Equity share as Restated (B/C) | 213.98 | 170.68 | 57.95 | 44.45 |
| Net Asset Value per Equity share as Restated after considering Bonus Impact with retrospective effect (B/E) | 12.59 | 10.04 | 3.41 | 2.61 |

Note:

1. EBITDA Margin = EBITDA/Total Revenue
2. Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year.
3. Return on Net worth (%) = Restated Profit after taxation / Net worth x 100
4. Net asset value/Book value per share (₹) = Net worth / No. of equity shares
5. The Company does not have any revaluation reserves or extra-ordinary items.
6. The company has allotted Equity Shares as Bonus Share in the ratio of 16:1
7. 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.

MANAGEMENT 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 standalone financial statements included in the 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 standalone 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 which is included in this Prospectus under the section titled “Restated Financial Information” beginning on page 166 of this 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 standalone 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 standalone financial statements.

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 17 respectively, and elsewhere in this Prospectus. Accordingly, the degree to which the financial statements in this 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 Prospectus.

BUSINESS OVERVIEW

Incorporated in 2016, our company is benefited from the extensive experience of our Promoters, Mr. Trishneet Arora and Mr. Charanjit Singh who is associated with our company since its incorporation and having combined experience of more than 10 (Ten) years in the Cybersecurity and vulnerability management. Our Board of Directors and other Key Managerial Personnel including Senior Management Personnel (SMP) and Advisory to the Board has also provided significant contribution in the growth of our company.

Our company is engaged in the business of providing risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing to organizations of any scale, size, and business through “SaaS model”. Our company offers security software products and solutions both in India and internationally. Our end customers are Banks and financial Institutions, government regulatory bodies and departments, large-scale enterprises (including business offices) like HDFC, Bandhan Bank, BSE, National Payments Corporation of India, DSP investment Managers Private Limited, Motilal Oswal Financial Services Limited and NSDL e-Governance. Our flagship software product is ESOF (Enterprise Security in One Framework) which was launched in 2018. ESOF is a vulnerability management platform consisting of various product portfolio namely ESOF Appsec, ESOF VMP, ESOF VACA, ESOF PCI ASV, ESOF CRQ. All the products launched under ESOF Platform have wide range of applications ranging from vulnerability management solutions for web and application-based data, compliance assessment, and cyber risk quantification.

Vulnerability Management is the continuous process of identifying, assessing, prioritizing, mitigating, and remediating the vulnerabilities across the complete Information Technology infrastructure of the organization. Cybersecurity of the organizations needs to be monitored in real-time and remediated as soon as possible to avoid attacks, this activity is often overseen by organizations through vulnerability management tools or products. While, Risk-Based Vulnerability Management (RBVM) is the process of prioritizing vulnerabilities for remediation based on the level of risk each vulnerability discovered, poses to your organization and IT Infrastructure. The RBVM method allows the organization to prioritize their vulnerabilities discovered on the basis of the severity, making it time and cost-effective while having a concrete cybersecurity process in place.

ESOF offers a robust vulnerability assessment mechanism that scans and identifies potential security loopholes within the IT infrastructure and along with configuration assessment, it ensures that IT systems are not only free from vulnerabilities but also configured optimally to resist potential threats. Also, ESOF's auto-prioritization feature utilizes advanced algorithms to rank vulnerabilities based on their severity, potential impact, and exploitability, ensuring that critical issues are addressed promptly.

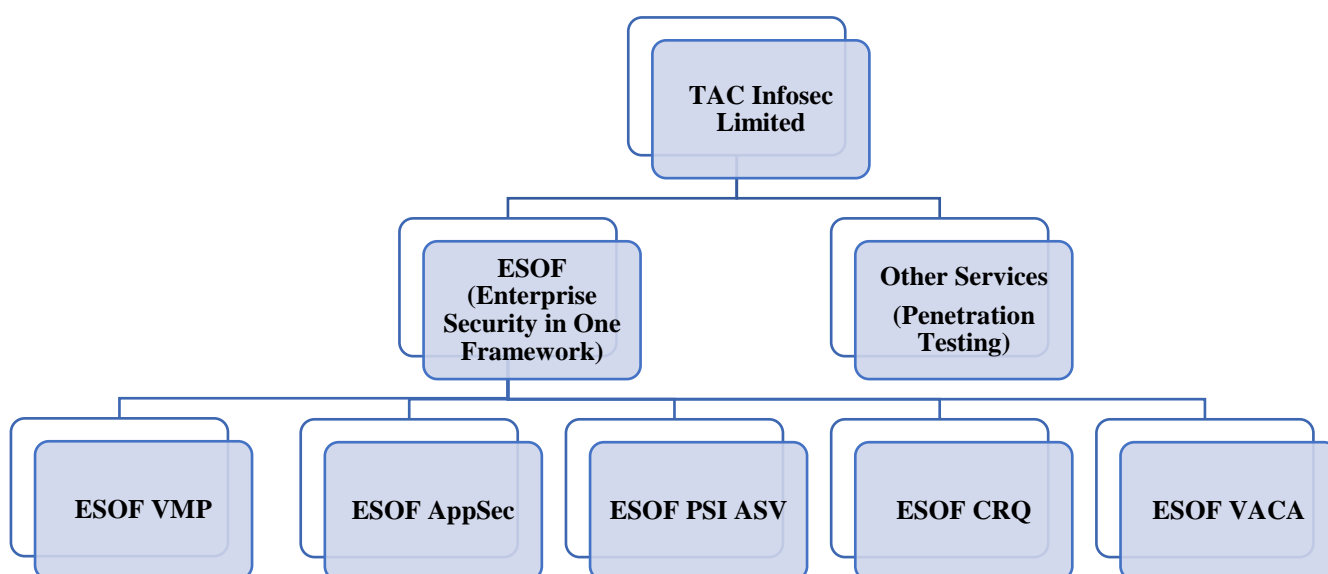
FINANCIAL KPIs OF COMPANY

The financial performance of the company for stub period and last three years as per restated standalone financial Statement: **(₹ In Lakh)**

| Particulars | For the year ended September 30, 2023 | For the year ended March 31, 2023 | For the year ended March 31, 2022 | For the year ended March 31, 2021 |
|-------------------------------------|---------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| Revenue from Operations | 502.06 | 1,000.01 | 510.95 | 504.37 |
| EBITDA | 187.61 | 528.18 | 102.06 | 78.46 |
| EBITDA Margin (%) | 37.37 | 52.82 | 19.97 | 15.56 |
| Profit After Tax | 194.85 | 507.29 | 60.75 | 61.13 |
| PAT Margin (%) | 38.81 | 50.73 | 11.89 | 12.12 |
| RoE (%) | 22.51 | 98.62 | 26.37 | 36.08 |
| RoCE (%) | 22.75 | 89.82 | 33.23 | 47.38 |
| Net Fixed Asset Turnover (In Times) | 6.74 | 11.54 | 7.47 | 16.47 |
| Operating Cash Flows (₹ in Lakhs) | 14.95 | 172.75 | 3.34 | 87.97 |

OUR BUSINESS MODEL

We derive our revenue from 2 (Two) major business verticals:



ESOF (Enterprise Security in One Framework)

Our company launched ESOF Platform on SaaS (Software as a Services) Model in 2018 under the guidance and leadership of our Promoters and Directors. Under the umbrella of ESOF our company has launched total of 5 (Five) Product by the name of ESOF Appsec, ESOF VMP, ESOF VACA, ESOF PCI ASV, ESOF CRQ. Overview of each product is mentioned below:

- **ESOF Appsec:** ESOF Appsec is a Unified Vulnerability Management Solution to Detect & Protect your Web and App Assets from risk-based vulnerabilities along with other features such as Scheduled scans, Vulnerability timeline, Cyber risk score, Historic trend data and Prioritising vulnerabilities
- **ESOF VMP:** ESOF VMP provides vulnerability management platform. Vulnerability management is a crucial aspect of cybersecurity and ESOF VMP provides risk-based vulnerability management services by identifying, prioritizing, safely exploiting and helping to remediate vulnerabilities before it can be a material threat to the organization.
- **ESOF VACA:** ESOF VACA (Vulnerability Assessment Configuration Assessment) provides Identify, Evaluate, Prioritize, and Mitigate all the dominant vulnerabilities and risks in real-time across the entire IT landscape via an all-

in-one platform providing various benefits Single Platform with Cloud Agent, Effortless Deployment and Boost Productivity.

- **ESOF PCI ASV:** ESOF PCI ASV is a comprehensive and integrated solution to ensure compliance with PCI (Payment Card Industry) requirements. PCI Compliance is adherence to the set of policies and procedures developed to protect details and transactions of cardholders. It provides comprehensive reporting, automatic scheduled scan, enterprise wide compliance dashboard and scheduled scan.
- **ESOF CRQ:** ESOF CRQ (Cyber Risk Quantification) provides financial risk assessment by way of quantification of cyber risk through Artificial Intelligence and Machine Learning in order to identify potential threats before it can be materialised and management can take informed decision.
- **Other Services:** We also provides services of Penetration Testing, commonly known as pen testing, is a form of ethical hacking aimed at discovering and remedying security vulnerabilities in networks, systems, and applications. Our company is a CREST (Council for Registered Ethical Security Testers) certified company offering assurance to clients regarding the security of their data. The company's services align with regulatory requirements such as GDPR and ISO 2700.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO LAST AUDITED BALANCE SHEET:

After the date of last Audited accounts i.e. September 30, 2023, the Directors of our Company confirm that, there have not been any significant material developments except mentioned below;

- Our Company was converted from a Private Limited Company to Public Limited company by resolution passed in the Extra-Ordinary General Meeting of the company dated December 14, 2023 and consequently, the name of our Company was changed to "TAC Infosec Limited" and a fresh certificate of incorporation dated December 29, 2023 was issued to our Company by the Registrar of Companies, Chandigarh. The Corporate Identification Number of our Company is U72900PB2016PLC045575.
- The board of directors in their meeting held on December 01, 2023 approved resolution for increasing authorized capital from ₹ 50.00 lakhs divided into 5,00,000 shares to ₹ 1300.00 lakhs divided into 1,30,00,000 shares of ₹ 10/- each. Which was subsequently approved by members of company in the Extra-Ordinary General Meeting held on December 01, 2023.
- Board of directors of the company has approved in their meeting held on January 11, 2024 for issuing 72,00,000 bonus shares in ratio of 16:1 i.e. for every 1 equity share held, 16 bonus equity share will be issued. Board's resolution was subsequently approved by members of company in the extra- ordinary general meeting held on January 11, 2024.
- Our Company has received sanction letter of cash credit facilities of ₹ 150 Lakhs from the HDFC bank on December 11, 2023.
- Board of directors of the company has approved in their meeting held on January 12, 2024 issue of upto 28,29,600 equity shares as initial public issue which was subsequently approved by members of the company in the extraordinary general meeting held on January 13, 2024.

FACTORS AFFECTING OUR FUTURE RESULTS OF OPERATIONS:

Our Company's future results of operations could be affected potentially by the following factors:

- COVID-19 Pandemic;
- Natural Calamities e.g. Tsunami
- Global GDP growth and seaborne trade growth;
- Prevailing commercial freight rates;
- 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;

- Occurrence of Environmental Problems & Uninsured Losses;
- 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, “Note 1” of restated financial statement beginning under Chapter titled “*Restated Financial Information*” beginning on page 166 of the Prospectus.

RESULTS OF OUR OPERATION

The following table sets forth detailed total income data from our restated statement of profit and loss for the period ended on September 30, 2023 and Financial Years 2023, 2022 and 2021, the components of which are also expressed as a percentage increase from previous year and also percentage of total revenue from operations for such years.

REVIEW OF RESULTS OF OPERATIONS FOR THE PERIOD ENDED SEPTEMBER 30, 2023:

| Particulars | For the period ended | |
|-----------------------------------------------------------------|----------------------|---------------------|
| | 30-09-2023 | |
| | Amount (In ₹ Lakhs) | (%) of Total Income |
| Revenue from operations | 502.06 | 94.53 |
| Other Income | 29.05 | 5.47 |
| Total Income (I+II) | 531.10 | 100.00 |
| Expenses: | | |
| (a) Employee benefits expense | 211.58 | 39.84 |
| (b) Finance costs | 1.69 | 0.32 |
| (c) Depreciation and amortization expense | 13.04 | 2.46 |
| (d) Other expenses | 102.86 | 19.37 |
| Total expenses | 329.17 | 61.98 |
| Profit /(Loss) before tax and Exceptional Items (III-IV) | 201.93 | 38.02 |
| Extra ordinary Items | - | 0.00 |
| Profit /(Loss) before tax (V-VI) | 201.93 | 38.02 |
| Tax expense: | | |
| (a) Current tax expense | 7.94 | 1.50 |
| (b) Deferred tax charge/(credit) | (0.87) | (0.16) |
| Total Tax Expense | 7.08 | 1.33 |
| Profit after tax for the year (VII-VIII) | 194.85 | 36.69 |

TOTAL INCOME:

Revenue from operations

The Company is engaged in the business of risk-based vulnerability management and assessment solutions, cybersecurity quantification and services of Penetration testing to organizations of any scale, size, and business through its SaaS model. Total Revenue from operations for the period ended September 30, 2023 is ₹ 502.06 Lakhs. Revenue from operations mainly consist of sale of cyber security service.

| Particulars | Amount ₹ in lakhs |
|--------------------------------------|-------------------|
| Cyber Security Service Income | |
| Domestic sales | 87.61 |
| Export sales | 414.44 |
| Total Revenue | 502.06 |

Other Income

The company earned other income of ₹ 29.05 lakhs during the stub period ended September 30, 2023. Other Income mainly consists of Foreign Exchange Gain and Interest received.

TOTAL EXPENDITURE:

Employee Benefit Expenses

Employee Benefit expenses for the period ending September 30, 2023 was ₹ 211.58 Lakhs. The Employee Benefit expense were 39.84% of Total Income. Employee benefit expense mainly includes Salaries, wages and bonus, Contribution to Statutory Funds, Staff Welfare expense and Directors Remuneration.

Finance Costs

Finance Costs for period ended on September 30, 2023 was ₹ 1.69 Lakhs which is 0.32% of Total Income. Finance Costs mainly includes Bank Commission & Charges and Interest on Car Loan.

Depreciation and amortization expense

Depreciation and amortization expense for period ended on September 30, 2023 was ₹ 13.04 Lakhs which is 2.46% of Total Income.

Other Expenses

Other Expenses were ₹ 102.86 Lakh for period ended on September 30, 2023. The Other expense was 19.37% of Total Income. Other expense mainly includes Rent Expenses, Legal & Professional & Commission Expenses & other charges, Amount written off, Marketing, Advertisement & Business Promotion Expenses, Travelling Expenses and other expenses.

Profit before Extra-Ordinary Items and Tax

Profit before Tax for period ended on September 30, 2023 stood at ₹ 201.93 Lakhs. During this period, our Company recorded Profit before Tax margin of 38.02% of Total Income.

Profit after Tax (PAT)

Profit after Tax for period ended on September 30, 2023 stood at ₹ 194.85 Lakhs. During this period, our Company recorded Profit after Tax margin of 36.69% of Total Income.

REVIEW OF RESULTS OF OPERATIONS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, 2022 AND 2021:

(in ₹ lakhs)

| Particulars | For the Financial Year ended March 31 | | |
|--------------------------------------|---------------------------------------|---------------|---------------|
| | 2023 | 2022 | 2021 |
| Revenue from operations | 1,000.01 | 510.95 | 504.37 |
| Total Revenue from Operations | 1,000.01 | 510.95 | 504.37 |
| % of growth | 95.71 | 1.31 | - |
| Other Income | 14.27 | 12.68 | 12.12 |
| % of growth | 12.6 | 4.6 | - |
| Total income | 1,014.28 | 523.63 | 516.49 |
| % of growth | 93.70 | 1.38 | - |
| Expenses | | | |

| Particulars | For the Financial Year ended March 31 | | |
|----------------------------------------------------|---------------------------------------|---------------|---------------|
| | 2023 | 2022 | 2021 |
| Employee benefits expense | 128.20 | 263.41 | 232.95 |
| % Increase/(Decrease) | (51.33) | 13.08 | - |
| Finance Costs | 8.82 | 9.97 | 1.95 |
| % Increase/(Decrease) | (11.53) | 411.28 | - |
| Depreciation and amortization expenses | 24.60 | 19.29 | 4.03 |
| % Increase/(Decrease) | 27.52 | 378.66 | - |
| Other expenses | 343.63 | 145.48 | 192.96 |
| % Increase/(Decrease) | 136.20 | (23.05) | - |
| Total Expenses | 505.25 | 438.16 | 431.88 |
| % Increase/(Decrease) | 15.31 | 1.45 | - |
| % to total income | 49.81 | 83.68 | 83.62 |
| Profit/(Loss) Before Extra-Ordinary Items and Tax | 509.03 | 85.47 | 84.61 |
| % to total income | 50.19 | 16.32 | 16.38 |
| Exceptional Items | 0.00 | 0.00 | 0.00 |
| Profit before Tax | 509.03 | 85.47 | 84.61 |
| % Increase/(Decrease) | 495.57 | 1.01 | - |
| % to total income | 50.19 | 16.32 | 16.38 |
| Total tax expense | 1.74 | 24.72 | 23.48 |
| % Increase/(Decrease) | (92.96) | 5.28 | |
| Profit and Loss after tax for the Year as Restated | 507.29 | 60.75 | 61.13 |
| % to total income | 50.73 | 11.60 | 11.84 |
| Profit and Loss for the period as Restated | 507.29 | 60.75 | 61.13 |
| % Increase/(Decrease) | 735.07% | -0.62% | |

COMPARISON OF FY 2022-23 WITH FY 2021-22:

TOTAL INCOME:

Our total income increased by 93.70% from ₹ 523.63 Lakhs in FY 21-22 to ₹ 1,014.28 Lakhs in FY 2022-23, primarily due to an increase in our revenue from operations and other income as discussed below:

Revenue from operations

Our revenue from operation increased by ₹ 489.05 lakhs being 95.71% to ₹ 1,000.01 lakhs for the FY 2022-23 from ₹ 510.95 lakhs for the FY 2021-22 which is due to increase in sale of cyber security services.

| Particulars | FY 2022-23 (₹ in lakhs) | FY 2021-22 (₹ in lakhs) |
|--------------------------------------|-------------------------|-------------------------|
| Cyber Security Service Income | | |
| Domestic sales | 283.36 | 265.59 |
| Export sales | 716.65 | 245.36 |
| Total Revenue | 1000.01 | 510.95 |

Other Income

Other income of the company increased by ₹ 1.60 lakhs being 12.60% from ₹ 12.68 lakhs to ₹ 14.27 lakhs in FY 2021-22 and FY 2022-23 respectively. Interest income was the main constituent for increase in Other Income for the year FY 2022-23.

TOTAL EXPENDITURE:

Our total expenses increased by ₹67.09 Lakhs being 15.31% to ₹505.25 lakhs for the FY 2022-23 from ₹438.16 lakhs for the FY 2021-22, primarily due to the reasons discussed below:

Employee Benefit Expenses

Employee Benefit expenses decreased by ₹135.21 lakhs being 51.33% to ₹128.20 lakhs for FY 2022-23 from ₹263.41 lakh for FY 2021-22.

Finance Cost

Finance expense decreased by ₹1.16 lakhs being 11.59% to ₹8.82 lakhs in FY 2022-23 as against ₹9.97 lakhs in FY 2021-22. The decrease in finance cost is mainly attributed to decrease in Bank Commission & Charges.

Depreciation

The Depreciation and amortization expense for FY 2022-23 was ₹24.60 lakhs as against ₹19.29 lakhs for FY 2021-22 showing an increase of 5.31% mainly due to mainly on account of an increase in Computer & Printer to support the operational activities of the business.

Other Expenses

Other Expenses increased by ₹198.15 lakhs being 136.20% to ₹343.63 Lakhs for FY 2022-23 from ₹145.48 lakh for FY 2021-22. Other expenses for the year increased mainly on account of increase in Business Promotion Expenses, Rent Expenses and Foreign Exchange Gain/Loss.

Profit before Tax

As a result of the foregoing, we recorded an increase of ₹423.56 lakhs being 495.57% in our profit before tax, which amounted to ₹509.03 lakhs in FY 2022-23, as compared to ₹85.47 lakhs in FY 2021-22. The Profit before Tax for the FY 2022-23 was 50.90% of the total income and it was 16.73% of total income for the FY 2021-22.

Tax Expenses

Our total tax expenses decreased to ₹1.74 Lakhs in FY 2022-23 from ₹24.72 Lakhs in FY 2022, primarily due to a decrease in current tax to ₹4.96 Lakhs in FY 2022-23 from ₹24.59 Lakhs in FY 2021-22.

Profit after Tax (PAT)

As a result of the foregoing, we recorded an increase of ₹446.55 lakhs being 735.07% in our profit after taxes for the period from ₹60.75 lakhs in the FY 2021-22 to ₹507.29 lakhs in the FY 2022-23. The Profit after Tax for the FY 2022-23 was 50.73% of the total income and it was 11.60% of total income for the FY 2021-22.

COMPARISON OF FY 2021-22 WITH FY 2020-21:

TOTAL INCOME:

Our total income increased by ₹7.14 lakhs or 1.38% from ₹516.49 Lakhs in FY 2020-21 to ₹523.63 Lakhs in FY 2021-22, primarily due to an increase in our revenue from operations as discussed below:

Revenue from operations

Our revenue from operation increased by ₹6.59 lakhs being 1.31% from ₹504.37 Lakhs in FY 2020-21 to ₹510.95 Lakhs in FY 2021-22 which is due to increase in sale of cyber security services.

| Particulars | FY 2021-22 (in ₹ lakhs) | FY 2020-21 (in ₹ lakhs) |
|--------------------------------------|-------------------------|-------------------------|
| Cyber Security Service Income | | |
| Domestic sales | 265.59 | 301.43 |
| Export sales | 245.36 | 202.93 |
| Total Revenue | 510.95 | 504.36 |

Other Income

Other income of the company were ₹12.12 lakhs and ₹12.68 lakhs for FY 2020-21 and FY 2021-22 respectively showing an increase of 4.60%. Other Income mainly increased on account of increase in Interest income.

TOTAL EXPENDITURE:

Our total expenses increased by ₹6.28 lakhs or 1.45% to ₹438.16 lakhs for the FY 2021-22 from ₹431.88 lakhs for the FY 2020-21, primarily due to the reasons discussed below:

Employee Benefit Expenses

Employee Benefit expenses increased by ₹30.46 lakhs being 13.08% to ₹263.41 lakhs for FY 2021-22 from ₹232.95 lakhs for FY 2020-21. The increase is mainly attributable to increase in Contribution to Statutory Funds and Staff Welfare expense.

Finance Cost

Finance expense increased by ₹8.03 lakhs being 412.74% to ₹9.97 lakhs in FY 2021-22 as against ₹1.95 lakhs in FY 2020-21. The increase in finance cost is mainly due to increase in Bank Commission & Charges, Interest on Car Loan and Interest on late payment & late fees.

Depreciation and amortization expenses

The Depreciation and amortization expense for FY 2021-22 was ₹19.29 lakhs as against ₹4.03 lakhs for FY 2020-21 showing an increase of 378.98% mainly due to mainly on account of an increase in Computer & Printer and Motor Vehicle to support the operational activities of the business.

Other Expenses

Other Expenses decreased to ₹145.48 Lakhs for FY 2021-22 from ₹192.96 lakh for FY 2020-21 showing a decrease of 24.60%. Decrease in Other expenses is mainly attributed to decrease in d. Legal & Professional & Commission Expenses and other expenses. Other Expenses also consist of Rent Expenses, Marketing, Advertisement & Business Promotion Expenses, Travelling Expenses and Insurance expenses.

Profit before Tax

As a result of the foregoing, we recorded an increase of 1.01% in our profit before tax, which amounted to ₹85.47 lakhs in FY 2021-22, as compared to ₹84.61 lakhs in FY 2020-21. The Profit before Tax for the FY 2021-22 was 16.32% of the total income and it was 84.61% of total income for the FY 2020-21.

Tax Expenses

Our total tax expenses increased to ₹24.72 Lakhs in FY 2021-22 from ₹23.48 Lakhs in FY 2020-21, primarily due to an increase in current tax to ₹24.59 Lakhs in FY 2021-22 from ₹22.78 Lakhs in FY 2020-21. The increase in current tax was mainly on account of an increase in our restated profit before tax.

Profit after Tax (PAT)

As a result of the foregoing, we recorded a decrease of 0.63% in our profit for the period from ₹61.13 lakhs in the FY 2020-21 to ₹60.75 lakhs in the FY 2021-22. The Profit after Tax for the FY 2021-22 was 11.60% of the total income and it was 11.84% of total income for the FY 2020-21.

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/Period Ended | | | |
|--------------------------------------------------------------|-------------------------------------|----------------|----------------|----------------|
| | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
| Net cash flows generated from operating activities | 14.95 | 172.75 | 3.34 | 87.97 |
| Net cash flows (used in)/generated investing activities | 20.75 | 4.63 | (58.04) | (16.09) |
| Net cash flows (used in)/generated from financing activities | (9.94) | (61.95) | 18.95 | 10.94 |

Operating activities

- For the period ended on September 30, 2023, net cash generated from operating activities was ₹14.95 Lakhs. This comprised of the profit before tax of ₹201.93 Lakhs, which was primarily adjusted for depreciation and amortization expenses of ₹13.04 Lakhs, interest and other income of ₹24.42 lakhs, finance cost of ₹1.69 lakhs, change in working capital ₹(161.03) lakhs and income tax paid of ₹16.26 Lakhs.
- In FY 2022-23, net cash generated from operating activities was ₹172.75 Lakhs. This comprised of the profit before tax of ₹509.03 Lakhs, which was primarily adjusted for depreciation and amortization expenses of ₹24.60 Lakhs, interest and other income of ₹14.27 lakhs, finance cost of ₹8.82 lakhs, change in working capital ₹ (411.39) lakhs and income tax refund of ₹55.97 Lakhs.
- In FY 2021-22, net cash generated from operating activities was ₹3.34 Lakhs. This comprised of the profit before tax of ₹85.47 Lakhs, which was primarily adjusted for depreciation and amortization expenses of ₹19.29 Lakhs, interest and other income of ₹12.67 lakhs, finance cost of ₹9.97 lakhs, change in working capital ₹ (74.14) lakhs and income tax paid of ₹24.59 Lakhs.

- In FY 2020-21, net cash generated from operating activities was ₹87.97 Lakhs. This comprised of the profit before tax of ₹84.61 Lakhs, which was primarily adjusted for depreciation and amortization expenses of ₹4.03 Lakhs, interest and other income of ₹12.07 lakhs, finance cost of 1.95 lakhs, change in working capital ₹ 32.24 lakhs and income tax paid of ₹22.78 Lakhs.

Investing Activities

- For the period ended on September 30, 2023, net cash generated from investing activities was ₹20.75 Lakhs, which is mainly attributed to interest income of ₹24.42 lakhs.
- In FY 2022-23, net cash generated from investing activities was ₹4.63 Lakhs, which is due to interest income of ₹14.27 lakhs, which is partially offset by purchase of fixed assets of ₹9.65 lakhs.
- In FY 2021-22, net cash used in investing activities was ₹58.04 Lakhs, which is mainly attributed to purchase of fixed assets of ₹70.72 lakhs which is partially offset by interest income of ₹12.67 lakhs.
- In FY 2020-21, net cash used in investing activities was ₹16.09 Lakhs, which is due to purchase of fixed assets of ₹28.17 lakhs which is partially offset by interest income of ₹12.07 lakhs.

Financing activities

- For the period ended on September 30, 2023, net cash used in financing activities was ₹9.94 Lakhs, which was predominantly due to finance costs paid of ₹1.69 lakhs and repayment of borrowing of ₹8.25 lakhs.
- In FY 2022-23, net cash used in financing activities was ₹61.95 Lakhs, which was predominantly due to finance costs paid of ₹8.82 lakhs and repayment of borrowing of ₹53.13 lakhs.
- In FY 2021-22, net cash generated from financing activities was ₹18.95 Lakhs, which was predominantly due to proceeds from borrowing of ₹28.93 lakhs and finance costs paid of ₹9.97 lakhs.
- In FY 2020-21, net cash generated from financing activities was ₹10.94 Lakhs, which was predominantly due to proceeds from borrowing of ₹12.88 lakhs and finance costs paid of ₹1.95 lakhs.

INDEBTNESS

As of September 30, 2023, we had total outstanding indebtedness of ₹27.68 Lakhs. The following table sets out our indebtedness as of September 30, 2023, March 31, 2023, 2022 and 2021.

(in ₹ Lakhs)

| Particulars | As on year/period ended on | | | |
|------------------------------------------|----------------------------|----------------|----------------|----------------|
| | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
| Long Term Borrowings | | | | |
| (Secured) | | | | |
| From Banks | 7.90 | 16.20 | 34.73 | 15.55 |
| Total Long Term Borrowings | 7.90 | 16.20 | 34.73 | 15.55 |
| Short Term Borrowings | | | | |
| Current Maturity of long-term borrowings | 19.78 | 19.73 | 54.33 | 6.74 |
| Total Short Term Borrowings | 19.78 | 19.73 | 54.33 | 6.74 |
| Total Borrowings | 27.68 | 35.93 | 89.06 | 22.29 |

CAPITAL EXPENDITURE

Our net capital expenditures include expenditures on Furniture & Fixtures, Computer & Printer, Office Equipments and Motor Vehicle. The following table sets out our net capital expenditures for the period/year ended September 30, 2023, March 31, 2023, 2022 and 2021:

(in ₹ Lakhs)

| Particulars | As on year/period ended on | | | |
|------------------------|----------------------------|----------------|----------------|----------------|
| | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
| Tangible Assets | | | | |
| Furniture & Fixtures | 0.00 | 0.00 | 0.23 | 0.14 |
| Computer & Printer | 3.67 | 8.82 | 30.55 | 4.66 |
| Office Equipments | 0.00 | 0.82 | 0.44 | 1.12 |
| Motor Vehicle | 0.00 | 0.00 | 39.50 | 22.24 |
| TOTAL | 3.67 | 9.64 | 70.72 | 28.16 |

RELATED PARTY TRANSACTIONS

For further information please refer “Annexure 25 – Related Party Transactions” under Chapter titled “Restated Financial Information” on page 166 of the 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 June 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 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 Prospectus. To our knowledge, except as we have described in the 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 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.

The revenue during the FY 2022-23 increased to ₹ 1,001.01 lakhs as compared to ₹ 510.95 lakhs for the FY 2021-22. Our company launched two new products during the FY 2022-23 being ESOF CRQ (Cyber Risk Quantification) and ESOF PCI ASV (Approved Scanning Vendor) which attributed to the increase in revenue.

6. Total turnover of each major industry segment in which the issuer company operated.

Relevant Industry data, as available, has been included in the chapter titled “Industry Overview” beginning on page no. 99 of this Prospectus.

7. Status of any publicly announced new products or business segment.

Otherwise as stated in the Prospectus and in the section “*Business Overview*” appearing on page no. 110, Our company has not publicly announced any new business segment till the date of this Prospectus.

8. The extent to which business is seasonal.

Business of our company is not seasonal.

9. Any significant dependence on a single or few suppliers or customers.

Business of our company is dependent on few number of customers. Details of contribution of top 1/3/5/10 customers to the total revenue of operations is disclosed in the table below:

| Particulars | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
|----------------------|--------------------|----------------|----------------|----------------|
| Top 1 Customers (%) | 82.55 | 71.66 | 33.75 | 40.36 |
| Top 3 Customers (%) | 89.03 | 82.04 | 60.68 | 53.43 |
| Top 5 Customers (%) | 91.65 | 89.21 | 74.36 | 63.82 |
| Top 10 Customers (%) | 96.10 | 96.09 | 90.87 | 77.13 |

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. 99 of this Prospectus.

CAPITALIZATION STATEMENT

| Particulars | Pre-Issue (As of September 30, 2023) | Post Issue |
|--------------------------------------------------|-----------------------------------------|-----------------|
| Debt : | | |
| Long Term Debt (A) | 7.90 | 7.90 |
| Short Term Debt | 19.78 | 19.78 |
| Total Debt (B) | 27.68 | 27.68 |
| Shareholders' funds | | |
| Share capital | 45.00 | 327.96 |
| Reserves and surplus | 917.90 | 3,634.32 |
| Total Shareholders' funds (C) | 962.90 | 3,962.28 |
| | | |
| Long Term Debt/ Shareholders' Funds (A/C) | 0.01 | 0.00 |
| Total Debt / Shareholders Fund (B/C) | 0.03 | 0.01 |

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than short term Debts as defined above but excludes installment of term loans repayable within 12 months.
3. The above ratios have been computed on the basis of the Restated Summary Statement of Assets and Liabilities of the Company.
4. The above statement should be read with the Statement of Notes to the Restated Financial Information of the Company in Note 1.
5. 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.

SECTION X – LEGAL AND OTHER INFORMATION**OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.

Our Board, in its meeting held on January 12, 2024 determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 1% of the annual turnover of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5% of the Company’s trade payables as per the last audited financial statements.

A. LITIGATION INVOLVING THE COMPANY**(a) Criminal proceedings against the Company**

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against the Company.

(b) Criminal proceedings filed by the Company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated by the Company.

(c) Other pending material litigations against the Company

1. Our Company TAC Infosec Private Limited had applied for the trademark “TAC Security, Cybersecurity’s future” vide application no. 5141755 on September 21, 2021, under Class “42” which was opposed and objected by the Registrar of Trade Marks, Mumbai under section 11(1) of the Trade Marks Act 1999 as the mark is identical with or similar to earlier marks in respect of identical or similar description of goods or services and because of such identity or similarity there exists a likelihood of confusion on the part of the public.

The Registrar of Trade Marks, Mumbai filed an Examination report on October 13, 2021, notifying TAC Infosec Private Limited of the same. Subsequently, the reply was filed by our Company on November 13, 2021, submitting that they had honestly conceived and extensively used the Subject Mark since March 28, 2021 and have gained immense reputation and goodwill. That the Company is the prior adopter and user of the mark “TAC Security Solutions” and “TAC Security” and hence, its new logo “TAC security Cybersecurity’s Future” will also be associated with their company alone. There have been no further developments and the matter is still with the Registry.

2. Our Company TAC Infosec Private Limited had applied for the trademark “The Next-Gen Vulnerability Management” vide application no. 4698445 on October 12, 2020, under class 42 which was opposed by the Registrar of Trade Marks, Mumbai under Section 9(1)(a) of the Trade Marks Act, 1999, on the ground that the mark was non- distinctive geometrical figure and as such it was not capable of distinguishing the goods and services of one person from those of others. The Registrar of Trade Marks, Mumbai filed an Examination Report on November 02, 2020, notifying TAC Infosec Private Limited of the same. Subsequently, the reply was filed by our Company on December 02, 2020 submitting that the subject mark was highly distinctive of the services for which registration was sought and they have extensively used the subject mark and have gained immense reputation and goodwill. There have been no further developments and the matter is still pending adjudication with the Registry.

(d) Other pending material litigations filed by the Company

As on the date of this Prospectus, there are no outstanding material litigation initiated by the Company.

(e) Actions by statutory and regulatory authorities against the Company

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the Company.

B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY

(a) Criminal proceedings against the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against the Promoters & Directors of the Company.

(b) Criminal proceedings filed by the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated by the Promoters & Directors of the Company.

(c) Other pending material litigations against the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding litigations initiated against the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations filed by the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding litigations initiated by the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

(e) Actions by statutory and regulatory authorities against the Promoters & Directors of the company

As on the date of this Prospectus, there are no outstanding actions initiated by the statutory and regulatory authorities against the Promoters & Directors.

(f) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action

As on the date of this Prospectus, there are no outstanding actions by SEBI or stock exchanges against the Promoters, nor any penalties have been imposed in the last five years.

C. LITIGATIONS INVOLVING THE GROUP COMPANY OF THE COMPANY

(a) Criminal proceedings against the group company of the company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated against the group company of the company.

(b) Criminal proceedings filed by the group company of the company

As on the date of this Prospectus, there are no outstanding criminal proceedings initiated by the group company of the company.

(c) Other pending material litigations against the group company of the company

As on the date of this Prospectus, there are no outstanding litigations initiated against the group company, which have been considered material by the Company in accordance with the Materiality Policy.

(d) Other pending material litigations by the group company of the company

As on the date of this Prospectus, there are no outstanding litigations initiated by the group company, which have been considered material by the Company in accordance with the Materiality Policy.

(e) **Actions by statutory and regulatory authorities against the group company of the company**

As on the date of this Prospectus, there are no outstanding actions by statutory or regulatory authorities initiated against the group company.

D. TAX PROCEEDINGS

| Nature of Proceedings | Number of cases | Amount involved* (Rs. in lakhs) |
|----------------------------------------|-----------------|---------------------------------|
| Of the Company | | |
| Direct Tax (Income Tax) | NIL | NIL |
| Direct Tax (TDS) | NIL | NIL |
| Indirect Tax (GST) | NIL | NIL |
| Of the Group Entities: | | |
| Oneiric Gaming Private Limited (TDS) | 1 | 0.92 |
| TAC Security Private Limited (TDS) | 2 | 2.99 |
| TAC Security Private Limited (GST) | 1 | 0.73 |
| Of the Promoters and Directors: | | |
| (Income Tax) | NIL | NIL |

E. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:

The Board of Directors of our Company considers dues exceeding 5% of our Company's total Trade payables as per audited financial statements, to small scale undertakings and other creditors as material dues for our Company. Our Board of Directors considers dues owed by our Company to the creditors exceeding 5% of the Company's trade payables as per the last restated audited statements as material dues for the Company. The trade payables for the sub period ended on September 30, 2023 were Rs.22.22 lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds Rs.1.11 lakhs. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on January 12, 2024. Based on these criteria, details of outstanding dues owed as on September 30, 2023 by our Company on are set out below:

(₹ in lakhs)

| Types of creditors | Number of creditors | Amount involved |
|-------------------------------------|---------------------|-----------------|
| Micro, small and medium enterprises | - | - |
| Other Creditors | 44 | 22.22 |
| Total (A+B) | 44 | 22.22 |
| Material Creditors | 5 | 16.38 |

The details pertaining to net outstanding dues towards our material creditors as on September 30, 2023 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at tacsecurity.com It is clarified that such details available on our website do not form a part of this Prospectus.

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 168 of this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

GOVERNMENT APPROVALS

Except as mentioned below, our Company has received the necessary consents, licences, permissions, registrations and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Issue or continue our business activities and no further approvals are required for carrying on our present or proposed business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.

For details in connection with the regulatory and legal framework within which we operate, see the section titled “Key Industrial Regulations and Policies” at page 127 of this Prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.

The Company has got following licences/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.

I. APPROVALS FOR THE ISSUE: The following approvals have been obtained in connection with the Issue:

Corporate Approvals:

- a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on January 12, 2024 authorised the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on January 13, 2024 authorised the Issue.

Approval from the Stock Exchange: In-principle approval dated March 12, 2024 from NSE for using the name of the Exchange in the offer documents for listing of the Equity Shares on SME Platform of NSE, issued by our Company pursuant to the Issue.

Agreements with NSDL and CDSL:

- a) The company has entered into an agreement dated January 03, 2024 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited for the dematerialization of its shares.
- b) Similarly, the Company has also entered into an agreement dated January 08, 2024 with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited for the dematerialization of its shares.
- c) The International Securities Identification Number (ISIN) of our Company is INE0SOY01013.

II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY:

| Sl. No. | Nature of Registration | CIN | Applicable Laws | Issuing Authority | Date of Certificate | Date of Expiry |
|---------|--------------------------------------------------------------------------|-----------------------|-------------------------|------------------------------------|---------------------|-----------------------|
| 1. | Certificate of Incorporation of ‘TAC Infosec Private Limited’ | U72900PB2016PTC045575 | The Companies Act, 2013 | Registrar of Companies, Chandigarh | August 01, 2016 | Valid Until Cancelled |
| 2. | Certificate of Incorporation on change of name from ‘TAC Infosec Private | U72900PB2016PLC045575 | The Companies Act, 2013 | Registrar of Companies, Chandigarh | December 29, 2023 | Valid Until Cancelled |

| Sl. No. | Nature of Registration | CIN | Applicable Laws | Issuing Authority | Date of Certificate | Date of Expiry |
|---------|-----------------------------------|-----|-----------------|-------------------|---------------------|----------------|
| | Limited* to 'TAC Infosec Limited' | | | | | |

III. OTHER APPROVALS:

We require various approvals and/ or licences under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

A. TAX RELATED APPROVALS

| Sl. No | Description | Registration number | Applicable laws | Authority | Date of Certificate | Date of Expiry |
|--------|----------------------------------------------------------------|---------------------|---------------------------------------------------------------------------------|--------------------------------------------|-----------------------------------------|-----------------------|
| 1. | Permanent Account Number (PAN) | AAFCT8822R | Income Tax Act, 1961 | Income Tax Department, Government of India | August 01, 2016 | Valid Until Cancelled |
| 2. | Tax Deduction Account Number (TAN) | JLDT02276B | Income Tax Act, 1961 | Income Tax Department, Government of India | November 04, 2020 | Valid Until Cancelled |
| 3. | Certificate of Registration of Goods and Services Tax (Punjab) | 03AAFCT8822R1ZR | Centre Goods and Services Tax Act, 2017 | Assistant Commissioner of State Tax | September 24, 2020 w.e.f. July 01, 2017 | Valid Until Cancelled |
| 4. | Certificate of Registration of Goods and Services Tax (Mumbai) | 27AAFCT8822R1ZH | Centre Goods and Services Tax Act, 2017 | Assistant Commissioner of State Tax | August 06, 2019 | Valid Until Cancelled |
| 5. | Certificate of Registration of Profession Tax, (Maharashtra) | 27672263026P | Maharashtra State Tax on Professions, Trades, Callings and Employment Act, 1975 | Maharashtra Sales Tax Department | July 01, 2021 | Valid until Cancelled |

B. LABOUR LAW RELATED APPROVALS

| Sl. No | Description | Registration number | Applicable laws | Authority | Date of Certificate | Date of Expiry |
|--------|-----------------------------------------------|---------------------|-------------------------------------------------------------------|----------------------------------------|---------------------|-----------------------|
| 1. | Registration under Employees' Provident Funds | PBCHD2017554000 | Employees (Provident Fund and Miscellaneous Provisions) Act, 1952 | Employees' Provident Fund Organisation | November 25, 2019 | Valid until Cancelled |
| 2. | Registration under ESI | 12000680330000699 | Employees State Insurance Act, 1948 | Employee State Insurance Corporation | November 25, 2019 | Valid until Cancelled |




C. BUSINESS OPERATIONS RELATED APPROVALS



| Sl. No | Description | Registration number | Applicable laws | Authority | Date of Certificate | Date of Expiry |
|--------|------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|---------------------|-----------------------|
| 1. | Certificate of Importer-Exporter Code (IEC) | AAFCT8822R | Foreign Trade (Development and Regulation) Act, 1992 | Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India. | January 30, 2020 | Valid Until Cancelled |
| 2. | Udyam Registration Certificate | UDYAM-PB-20-0033523 | MSME Development Act, 2006 | Ministry of Micro Small & Medium Enterprises, Government of India | September 28, 2022 | Valid Until Cancelled |
| 3. | Intimation for commencement of Business at 1, 2 floor, Kagalwala House, Plot No.175, Kalina, Mumbai-400001 | 890813402/A Ward/Shop I | Maharashtra Shops & Establishment (Regulation of Employment and Condition of Service) Act, 2017 | Municipal Corporation Mumbai | January 08, 2024 | Valid until Cancelled |

D. QUALITY CERTIFICATIONS

| Sl. No | Nature of Registration | Issuing Authority | Certificate No. | Date of Issue | Date of Expiry |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------|---------------|----------------|
| 1. | Certificate for Information Security Management System of the Company under ISO 27001: 2022 with the following scope: Providing Cyber Security Services. | QCL Certification Private Limited | QCLIS230703193 | July 03, 2023 | July 02, 2026 |

E. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHT (IPR)

| Sr. No. | Brand Name/Logo Trademark | Class | Registration / Application No. | Applicant | Date of Application | Current Status |
|---------|-------------------------------------------------------------------------------------|-------|--------------------------------|-----------------------------|---------------------|------------------------------------|
| 1. |  | 42 | 5141755 | TAC INFOSEC PRIVATE LIMITED | 21/09/2021 | Objected |
| 2. | CYBERSECURITY'S FUTURE | 42 | 5141754 | TAC INFOSEC PRIVATE LIMITED | 21/09/2021 | Accepted |
| 3. | The Next-Gen Vulnerability Management | 42 | 4698445 | TAC INFOSEC PRIVATE LIMITED | 12/10/2020 | Objected |
| 4. |  | 42 | 4597411 | TAC INFOSEC PRIVATE LIMITED | 05/08/2020 | Registered (Valid till 05/08/2030) |
| 5. |  | 42 | 4597412 | TAC INFOSEC PRIVATE LIMITED | 05/08/2020 | Registered (Valid till 05/08/2030) |

| Sr. No. | Brand Name/Logo Trademark | Class | Registration / Application No. | Applicant | Date of Application | Current Status |
|---------|-----------------------------------------------------------------------------------------------|-------|--------------------------------|-----------------------------|---------------------|------------------------------------|
| 6. |  | 42 | 4597410 | TAC INFOSEC PRIVATE LIMITED | 05/08/2020 | Registered (Valid till 05/08/2030) |
| 7. |  ESOF | 42 | 4597409 | TAC INFOSEC PRIVATE LIMITED | 05/08/2020 | Registered (Valid till 05/08/2030) |
| 8. | ESOF | 42 | 4597408 | TAC INFOSEC PRIVATE LIMITED | 05/08/2020 | Registered (Valid till 05/08/2030) |

F. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY

| Sr No. | Domain Name | Name of Registrar/ IANA ID | Creation Date | Expiry Date |
|--------|-----------------|----------------------------|----------------|----------------|
| 1. | tacsecurity.com | GoDaddy/146 | March 26, 2013 | March 26, 2025 |

IV. APPROVALS OR LICENCES APPLIED BUT NOT RECEIVED:

| Sr No. | Nature of License/Application | Application No. | Issuing Authority | Date of Application |
|--------|----------------------------------------------------------------------------------------|----------------------|-------------------------------------|---------------------|
| 1. | Application for Shops and Establishments (Punjab) | 2401587627 | Labour Department, Punjab | January 02, 2024 |
| 2. | Application for Shops and Establishments (Pune) | 100705612403 | Deputy Commissioner of Labour, Pune | January 16, 2024 |
| 3. | Application for Profession Tax (Punjab) | 2401911581 | State Development Tax Department | January 05, 2024 |
| 4. | Registration for Trade Mark of CYBERSECURITY'S FUTURE Status: Accepted & advertised | 5141754 class: 42 | Trade Mark Registry, Maharashtra | September 21, 2021 |

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 January 12, 2024 our Board has identified companies with which there were related party transactions, during the period for which financial information is disclosed and formulated a policy to identify other companies which are considered material to be identified as group companies, pursuant to which the following entities are identified as Group Companies of our Company:

1. Tac Security Private Limited
2. Oneiric Gaming Private Limited

Except as stated above, there are no companies falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group companies.

DETAILS OF OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, the following information based on the audited financial statements, in respect of Group Companies, for the last three years shall be hosted on the website of our Company:

- Reserves (excluding revaluation reserve)
- Sales
- Profit after tax
- Basic earnings per share
- Diluted earnings per share and
- Net asset value per share

1. Tac Security Private Limited (“TSPL”)

Brief Corporate Information

TSPL is a private limited company incorporated under the Companies Act, 2013 on February 11, 2019, having its registered office at 04th Floor, World Tech Tower, Plot No.C-203, Phase 8B, Industrial Area, Sector 74, Mohali, Chandigarh, Punjab, India - 160059. The Company Identification Number (CIN) of the company is U93090CH2019PTC042370.

Financial Information

The financial information derived from the audited financial statements of TSPL for the last three financial years, as required by the SEBI ICDR Regulations, are available on www.tacsecurity.com.

2. Oneiric Gaming Private Limited (“OGPL”)

Brief Corporate Information

OGPL is a private limited company incorporated under the Companies Act, 2013 on August 02, 2020, having its registered office at Plot No. C-203, World Tech Tower, Industrial Area, Phase-8b, Mohali, Punjab, India-160071. The Company Identification Number (CIN) of the company is U72900PB2020PTC051554.

Financial Information

The financial information derived from the audited financial statements of OGPL for the last three financial years, as required by the SEBI ICDR Regulations, are available on www.tacsecurity.com.

PENDING LITIGATIONS

The details of Outstanding Litigation against our Company and Group Companies, please refer to Chapter titled “*Outstanding Litigations and Material Developments*” on the Page no. 180 of this Prospectus.

GENERAL DISCLOSURE

- None of our Group Companies of which Securities are listed on any stock exchange has made any public and/or rights issue of securities to the public in the preceding three years.
- None of the above-mentioned Group Companies is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies/Entities.
- Our Group Company has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.
- Our Group Company has not been identified as a Willful Defaulter or Fraudulent Borrower.

COMMON PURSUITS

TAC Security Private limited our Group Company, are in same line of business activities which are carried out by our Company. No non Compete agreement has been entered by our company with the group Company.

BUSINESS INTERESTS AMONGST OUR COMPANY AND GROUP COMPANIES/ENTITIES /ASSOCIATE COMPANIES

Existing

Except as mentioned under “Annexure 25 – Related Party Transactions” under Chapter titled “Restated Financial Information” beginning on page 166 of the Prospectus, there is no business interest among Group Companies.

Proposed Related Party Transactions with Group/Entities/Promoters for FY 2023-24 as approved by the Board of Directors, as on the date of this Prospectus:

| Sr No. | Name of Related Parties | Nature of Relation | Nature of Transaction with Related Parties | Omnibus Approval (In ₹ lakhs) |
|--------|--------------------------------|-----------------------|--------------------------------------------|-------------------------------|
| 1. | Tac Security Private Limited | Promoter Group Entity | - | NIL |
| 2. | Oneiric Gaming Private Limited | Promoter Group Entity | - | NIL |

Additionally, our Company will pay remuneration and salary to our Directors and Key Managerial Personnel as approved by the Board of Directors and/or Shareholders of our Company.

In addition to all above transactions proposed to be entered, our Company may also propose to enter into new transactions or transactions beyond the present approval given by the Board of Directors/Audit Committee after obtaining the fresh approval for the new transactions or transactions beyond the approval specified above.

DISSOCIATION OF PROMOTERS IN THE LAST THREE YEAR

Except mentioned below, none of our Promoters have disassociated himself from any Company or Firm during the preceding three years.

| Name | Company Name | Disassociated Date | Reason |
|---------------------|----------------------------|--------------------|-------------------------------|
| Mr. Trishneet Arora | Liberal TV Private Limited | January 15, 2021 | To focus on existing business |

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 166 of the Prospectus, there is no business interest among Group Companies.

CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS

Except as mentioned under the paragraph Changes in Significant Accounting Policies, “Annexure 1” under Chapter titled “Restated Financial Information” on page 166 of this Prospectus, there have been no changes in the accounting policies in the last three years.

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 January 12, 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 January 13, 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 March 12, 2024 from NSE for using its name in this Prospectus for listing our shares on the Emerge Platform of NSE. NSE is the Designated Stock Exchange for the purpose of this Issue.

PROHIBITION BY 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 Emerge Platform of National Stock Exchange of India Limited for listing of our Equity Shares. The point wise Criteria for Emerge Platform of National Stock Exchange of India Limited and compliance thereof are given hereunder;

1. The Issuer should be a company incorporated under the Companies Act 1956 / 2013 in India.

Our Company is incorporated under the Companies Act, 2013.

2. 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 ₹ 765.00 Lakh and we are proposing issue of 2829600 Equity Shares of ₹ 10/- each at Issue price of ₹ 106 per Equity Share including share premium of ₹ 96 per Equity Share, aggregating to ₹ 2999.38 Lakh. Hence, our Post Issue Paid up Capital will be upto ₹ 1047.96 Lakhs which is not more than ₹ 2500.00 Lakhs.

3. Track Record

A. The company should have a track record of at least 3 years.

Our Company was originally incorporated on August 01, 2016 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.

B. The company/entity should have operating profit (earnings before interest, depreciation and tax) from operations for at least any 2 out of 3 financial years preceding the application and its net-worth should be positive.

Our Company satisfies the criteria of track record which given hereunder based on Restated Financial Statement.

(₹ In lakh)

| Particulars | For the period / year ended | | | |
|----------------------------------------------------------------------------------------------------|-----------------------------|----------------|----------------|----------------|
| | September 30, 2023 | March 31, 2023 | March 31, 2022 | March 31, 2021 |
| Operating profit (earnings before interest, depreciation and tax and other income) from operations | 187.61 | 528.18 | 102.06 | 78.46 |
| Net Worth as per Restated Financial Statement | 962.90 | 768.05 | 260.75 | 200.00 |

4. Other Requirements

We confirm that;

- The Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- There is no winding up petition against the company, which has been admitted by the court or a liquidator has not been appointed.
- No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against our company.

5. The Company has a website: www.tacsecurity.com

6. Disclosures

We confirm that:

- There is no material regulatory or disciplinary action taken by a stock exchange or regulatory authority in the past one year in respect of Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting companies of the Company.
- There is no default in payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the Company, Promoters/promoting Company(ies), group companies, companies promoted by the Promoters/promoting Company(ies) during the past three years.

In terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, we confirm that:

- 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. 52 of this Prospectus
- 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. 52 of this Prospectus
- 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.
- 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.
- 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 APRIL 02, 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 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 NSE

The copy of the Draft Red Herring Prospectus is submitted to NSE. Post scrutiny of the Draft Red Herring Prospectus, the Disclaimer Clause as intimated by NSE to us is read as under:

“As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/3347 dated March 12, 2024 permission to the Issuer to use the Exchange’s name in this Offer Document as one of the stock exchanges on which this Issuer’s securities are proposed to be listed. The Exchange has scrutinized this draft red herring prospectus for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer’s securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.”

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 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 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.tacsecurity.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 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.tacsecurity.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 January 15, 2024 and the Underwriting Agreement dated February 27, 2024 between BRLM and our Company and the Market Making Agreement dated February 27, 2024 entered into among the Market Maker, Book Running Lead Manager and our Company.

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 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 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 Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of 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 National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India. The Draft Red Herring Prospectus 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 1st Floor, Corporate Bhawan, Plot No.4-B, Sector 27-B, Chandigarh - 160019.

LISTING

Application is to be made to the Emerge Platform of NSE for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE 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 March 12, 2024 from NSE for using its name in this offer document for listing our shares on the Emerge Platform of NSE.

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the NSE, 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 day 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 Emerge Platform of NSE 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, Banker to the issue, Market Maker and Underwriter to act in their respective capacities have been obtained.

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. Maharishi & Co., Chartered Accountants have provided their written consent to act as Peer review Auditor and expert to the company dated January 19, 2024 for Audit Report to the Restated Financial Information as well as inclusion of Statement of Tax Benefits dated January 12, 2024 and disclosure made in chapter titled “*Objects of the Issue*” for fund deployment certificate dated January 19, 2024 in this Draft Red Herring Prospectus; 2) M/s. Zenith India Lawyers has provided their written consent to act as Legal Advisor to the issue dated January 11, 2024 and to inclusion of name as Expert dated January 11, 2024 3) M/s. Maharishi & Co., Chartered Accountants have provided their written consent to act as expert to the company dated January 19, 2024. Further, such consents and reports have not been withdrawn up to the time of delivery of this 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. | Vinsys It Service India Limited | 49.84 | 128.00 | August 11, 2023 | 196.45 | 132.11% (+2.02%) | 126.56% (+0.08%) | 112.03% (+12.87%) |
| 2. | Chavda Infra Limited | 43.26 | 65.00 | September 25, 2023 | 91.00 | 33.92% (-2.00%) | 23.23% (+8.51%) | 58.38% (+12.31%) |
| 3. | Kody Technolab Limited | 27.52 | 160.00 | September 26, 2023 | 170.00 | 44.88% (-2.76%) | 167.78% (+8.57%) | 525% (+12.36%) |
| 4. | Hi-Green carbon Limited | 52.80 | 75.00 | September 28, 2023 | 77.00 | 101.47% (-2.44%) | 140.20% (+9.82%) | 140.2% (+13.18%) |
| 5. | Karnika Industries Limited | 25.07 | 76.00 | October 12, 2023 | 81.00 | 78.75% (-1.86%) | 107.24% (+8.84%) | N.A. |

| 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 |
|---------|----------------------------------------------|-----------------------|-----------------|-------------------|-----------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 6. | Arvind and Company Shipping Agencies Limited | 14.74 | 45.00 | October 25, 2023 | 80.00 | 26.56% (+3.56%) | 48.22% (+12.81%) | N.A. |
| 7. | Rajgor Castor Derivatives | 47.81 | 50.00 | October 31, 2023 | 59.00 | -0.80% (+5.33%) | -3.20% (+11.91%) | N.A. |
| 8. | Sheetal Universal Limited | 23.80 | 70.00 | December 11, 2023 | 75.00 | 22.14% (+2.61%) | 0.14 (+5.42%) | N.A. |
| 9. | Benchmark Computer Solutions Limited | 12.24 | 66.00 | December 21, 2023 | 80.00 | 8.14% (+1.15) | -13.64% (+1.62%) | N.A. |
| 10. | Indifra Limited | 14.04 | 65.00 | December 29, 2023 | 72.00 | (-21.54%) (-1.74%) | -49.78% (+1.80%) | N.A. |
| 11. | Australian Premium Solar (India) Limited | 28.08 | 54.00 | January 18, 2024 | 147.00 | 343.70% (+2.70%) | N.A. | N.A. |
| 12. | Konstelec Engineers Limited | 28.70 | 70.00 | January 30, 2024 | 210.00 | 210.71% (+1.91%) | N.A. | N.A. |
| 13. | Fonebox Retail Limited | 20.37 | 70.00 | February 02, 2024 | 200.00 | 145.00% (+2.40%) | N.A. | N.A. |
| 14. | Rudra Gas Enterprise Limited | 14.16 | 63.00 | February 15, 2024 | 119.70 | 150.75% (+0.50%) | N.A. | N.A. |
| 15. | V R Infraspace Limited | 20.40 | 85.00 | March 12, 2024 | 90.00 | N.A. | N.A. | N.A. |
| 16. | Pratham EPC Projects Limited | 36.00 | 75.00 | March 18, 2024 | 113.30 | N.A. | N.A. | N.A. |
| 17. | KP Green Engineering Limited | 189.50 | 144.00 | March 22, 2024 | 200.00 | 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 30th/90th/180th 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 30th/90th/180th 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 30th/90th/180th 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 30th / 90th/180th 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 30th / 90th/180th 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 30th/ 90th/180th 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 BOARD IPO
TABLE 2

| Financial Year | Total No. of IPOs | Total Funds Raised (₹ in Cr.) | Nos. of IPO trading at discount as on 30 th calendar day from listing date | | | Nos. of IPO trading at premium as on 30 th calendar day from listing date | | | Nos. of IPO trading at discount as on 180 th calendar day from listing date | | | Nos. of IPO trading at premium as on 180 th 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% |
| 2023-24 | 21 | 770.18 | - | - | 3 | 11 | 3 | 1 | - | - | - | 7 | 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 th calendar day from listing date | | | Nos. of IPO trading at premium as on 30 th calendar day from listing date | | | Nos. of IPO trading at discount as on 180 th calendar day from listing date | | | Nos. of IPO trading at premium as on 180 th 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% |
| 2023-24 | NIL | | | | | | | | | | | | | |
| 2022-23 | NIL | | | | | | | | | | | | | |
| 2021-22 | N.A. | | | | | | | | | | | | | |

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 and www.nseindia.com

PROMISE VIS-A-VIS PERFORMANCE

Since, neither our Company nor our Promoters's 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 dated 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:

| Name of the Directors | Designation | Nature of Directorship |
|------------------------------|--------------------|-------------------------------|
| Mr. Sanjiv Swarup | Chairperson | Independent Director |
| Ms. Aarti Juneja | Member | Independent Director |
| Mr. Rajiv Vijay Nabar | Member | Independent Director |

Our Company has appointed Ms. Sharon Arora 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. Sharon Arora

C/o. TAC Infosec Limited

8th Floor, Plot No. C-203, Industrial Focal Point,

Phase 8B, Balongi, Rupnagar, S.A.S. Nagar,

Mohali – 160055, Punjab, India.

Telephone No.: +91 9988850821

Web site: www.tacsecurity.com

E-Mail: company.secretary@tacsecurity.com

Till date of this Prospectus, our Company has not received any investor complaint and no complaints is pending for resolution.

PUBLIC ISSUE EXPENSES

| Expenses | Expenses (₹ in Lakh) | Expenses (% of Total Issue expenses) | Expenses (% of Gross Issue Proceeds) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|--------------------------------------------|--------------------------------------------|
| Lead Manger Fees | 25.00 | 6.41 | 0.83 |
| Fees Payable to Registrar to the Issue | 1.00 | 0.26 | 0.03 |
| Fees Payable to Legal Advisors | 3.00 | 0.77 | 0.10 |
| Fees Payable Advertising, Marketing Expenses and Printing Expenses | 44.35 | 11.37 | 1.48 |
| Fees Payable to Regulators including Stock Exchanges and other Intermediaries | 5.45 | 1.40 | 0.18 |
| Fees payable to Peer Review Auditor | 1.50 | 0.38 | 0.05 |
| Fees Payable to Market Maker (for Three Years) | 12.00 | 3.08 | 0.40 |
| Others (Fees payable for marketing & distributing expenses, selling commission, brokerage, processing fees, underwriting fees and miscellaneous expenses.) | 296.70 | 76.08 | 9.89 |
| Escrow Bank Fees | 1.00 | 0.26 | 0.03 |
| Total Estimated Issue Expenses | 390.00 | 100.00 | 100.00 |

Notes:

- Up to March 13, 2024 our Company has deployed/incurred expense of ₹ 33.42 Lakhs towards Issue Expenses and custodian connectivity charges out of internal accruals duly certified by Statutory Auditor M/s. Maharishi & Co., Chartered Accountants vide its certificate dated March 14, 2024, bearing UDIN:24141168BKAFYN4064. Our company will reimburse/recouped such payment out of the net issue proceeds.
- Any expenses incurred towards aforesaid issue related expenses during the period from January 19, 2024 to till the date of listing of Equity Shares will be reimburse/recouped out of the gross proceeds of the issue:
- 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).
- 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.
- 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.
- 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.
- 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.
- 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 ₹ 75,000/- (plus applicable taxes) and in case if the total uploading / bidding charges exceeds ₹ 75,000/- (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. 61 of this 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 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 Prospectus.

CHANGES IN AUDITORS

There is no change in Auditors since last three years.

CAPITALIZATION OF RESERVES OR PROFITS DURING LAST 5 (FIVE) YEARS

Except as disclosed under chapter titled “*Capital Structure*” on page 61 of this 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.

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 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, NSE, 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 January 12, 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 Annual General Meeting of the Company held on January 13, 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. 165 of this 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 ₹ 100 per Equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹ 106 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 Financial Express an English national daily newspaper, all editions of Jansatta a Hindi national daily newspaper and Chandigarh/Mohali Edition of Regional newspaper Desh Sevak 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.

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. 85 of this 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 Prospectus:

- Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated January 08, 2024.
- Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated January 03, 2024.

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 1200 Equity Shares and the same may be modified by the National Stock Exchange of India 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 1200 Equity Shares subject to a minimum allotment of 1200 Equity Shares to the successful Applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allottees

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.

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. 61 of this 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. 241 of this 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 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 | Wednesday, March 27, 2024 |
| Bid/Issue Closing Date | Tuesday, April 02, 2024 |
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or before Wednesday, April 03, 2024 |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account | On or before Thursday, April 04, 2024 |
| Credit of Equity Shares to Demat accounts of Allottees | On or before Thursday, April 04, 2024 |
| Commencement of trading of the Equity Shares on the Stock Exchange | On or before Wednesday, April 05, 2024 |

***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 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

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 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.

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 National Stock Exchange of India 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 NSE 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.*

Any company desiring to migrate to the Main board from the SME Board within two years of listing on Emerge platform of NSE has to fulfill following conditions:

- a. *The increase in post issue face value capital beyond ₹ 25 crore should arise only because of merger/acquisition or for expansion purposes.*
- b. *The company should have a minimum turnover of ₹ 100 crore as per last audited financials and market capitalization of ₹ 100 crore.*
- c. *The company should have a minimum profit before tax of ₹ 10 crore for two years out of three preceding years.*
- d. *There should not be any action against the company by any regulatory agency at the time of application for migration.*

Market Making

The shares issued and transferred through this Issue are proposed to be listed on the Emerge Platform of National Stock Exchange of India 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 Emerge Platform of NSE. For further details of the market making arrangement, please refer to chapter titled “*General Information*” beginning on Page No. 52 of this Prospectus.

Arrangements for disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of 1200 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge Platform of NSE.

Restrictions, if any, on Transfer and Transmission of Shares or Debentures and on their Consolidation or Splitting

Except for lock-in of the pre-Issue Equity Shares and Promoter’s minimum contribution in the Issue as detailed in the section titled “*Capital Structure*” beginning on Page No. 61 of this Prospectus and except as provided in the Articles of Association, there are no restrictions on transfers of Equity Shares. There are no restrictions on transmission of shares and on their consolidation / splitting except as provided in the Articles of Association. 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 hereinabove. 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 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.

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 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 upto ₹ 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 Emerge Platform of NSE). For further details regarding the salient features and terms of such an issue, please refer chapter titled “*Terms of the Issue*” and “*Issue Procedure*” beginning on Page No. 201 and 212 respectively of this Prospectus.

This public issue comprises of 2829600 Equity Shares of face value of ₹10/- each for cash at a price of ₹ 106/- per Equity Share including a share premium of ₹ 96/- per Equity Share (the “issue price”) aggregating to ₹ 2999.38 Lakhs (“the issue”) by our Company. The Issue and the Net Issue will constitute 27.00% and 25.65%, respectively of the post issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process⁽¹⁾:

| Particulars of the Issue ⁽²⁾ | Market Maker Reservation Portion | QIBs | Non-Institutional Applicants | Retail Individual Investors |
|---------------------------------------------------|----------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|------------------------------------|
| Number of Equity Shares available for allocation | 141600 Equity Shares | Not more than 1344000 Equity Shares. | Not less than 403200 Equity Shares | Not less than 940800 Equity Shares |
| Percentage of issue size available for allocation | 5.00% 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 ⁽³⁾ | Firm Allotment | Proportionate as follows: a) upto 26880 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) upto 510720 Equity Shares shall be available for allocation on a | Proportionate | Proportionate |

| Particulars of the Issue ⁽²⁾ | Market Maker Reservation Portion | QIBs | Non-Institutional Applicants | Retail Individual Investors |
|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| | | proportionate basis to all QIBs, including Mutual Funds receiving 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 | 141600 Equity Shares in multiple of 1200 Equity shares | Such number of Equity Shares and in multiples of 1200 Equity Shares that the Bid Amount exceeds ₹ 200,000 | Such number of Equity shares in multiple of 1200 Equity shares that Bid size exceeds ₹ 2,00,000 | 1200 Equity Shares in multiple of 1200 Equity shares so that the Bid Amount does not exceed ₹ 2,00,000 |
| Maximum Bid Size | 141600 Equity Shares | Such number of Equity Shares in multiples of 1200 Equity Shares not exceeding the size of the Net Issue, subject to applicable limits | Such number of Equity Shares in multiples of 1200 Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder | Such number of Equity Shares in multiples of 1200 Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000 |
| Trading Lot | 1200 Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations | 1200 Equity Shares and in multiples thereof | 1200 Equity Shares and in multiples thereof | 1200 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 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 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

| Events | Indicative Dates |
|---------------------------------------------------------------------------------------------------------|----------------------------------------|
| Bid/Issue Opening Date | Wednesday, March 27, 2024 |
| Bid/Issue Closing Date | Tuesday, April 02, 2024 |
| Finalization of Basis of Allotment with the Designated Stock Exchange | On or before Wednesday, April 03, 2024 |
| Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account | On or before Thursday, April 04, 2024 |
| Credit of Equity Shares to Demat accounts of Allottees | On or before Thursday, April 04, 2024 |
| Commencement of trading of the Equity Shares on the Stock Exchange | On or before Friday, April 05, 2024 |

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 standard cut-off time of 3.00 p.m. for acceptance of bids.
- A standard cut-off time of 4.00 p.m. for uploading of bids received from other than retail individual applicants.
- 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 NSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to NSE 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).

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 National Stock Exchange of India Limited (“NSE EMERGE”) to act as intermediaries for submitting Application Forms are provided on www.nseindia.com/emerge For details on their designated branches for submitting Application Forms, please see the above mentioned website of Platform of National Stock Exchange of India Limited (“NSE EMERGE”).

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and 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 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 Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the 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 NSE i.e. www.nseindia.com. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB’s authorizing blocking of funds that are available in the bank account specified in the Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this 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 NSE (www.nseindia.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 |
| 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 NSE (www.nseindia.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 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:

| | |
|------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| For Applications submitted by Investors to SCSB: | 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. |
| For applications submitted by investors to intermediaries other than SCSBs: | 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. |

| | |
|----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment: | After accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account. |
|----------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the 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 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 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 1200 Equity Shares and in multiples of 1200 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 1200 Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

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 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 Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and Chandigarh/Mohali Edition of Regional newspaper Desh Sevak 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 Financial Express, all editions of Hindi national newspaper Jansatta and Chandigarh/Mohali Edition of Regional newspaper Desh Sevak 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.
- 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 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 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 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 Prospectus and/ or the Bid Cum Application Form can obtain the same from

our Registered Office.

5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY 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.

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. 239 of this 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 retail trading of food products manufactured and/ or produced 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 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. 127 of this Prospectus.

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 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 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 ₹ 106 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 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;
 - 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 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 Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this 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.

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

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

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of the 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;
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 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); 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;
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 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. 52 and 142 of this 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. 52 of this Prospectus.

GROUNDS 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
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. 52 of this 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 aggregate demand in this category is less than or equal to 1200 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 1200 Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of 1200 Equity Shares and in multiples of 1200 Equity Shares

thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to 1200 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 1200 Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of 1200 Equity Shares and in multiples of 1200 Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. For QIBs

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 5% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds 5% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for 5% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

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 1200 Equity Shares and in multiples of 1200 Equity Shares thereafter for 50% 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 1200 Equity Shares and in multiples of 1200 Equity Shares thereafter, along with other QIB Bidders.
- Under-subscription below 50% 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 1200 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 NSE Emerge (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 1200 Equity Shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted 1200 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 1200 equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of 1200 equity shares subject to a minimum allotment of 1200 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 1200 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 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 NSE.

The Executive Director / Managing Director of NSE - 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 2 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 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 NSE Emerge where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

BASIS OF ALLOTMENT

Allotment will be made in consultation NSE (The 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 1200 equity shares the allotment will be made as follows:
 - a) Each successful applicant shall be allotted 1200 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 1200 equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of 1200 equity shares subject to a minimum allotment of 1200 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

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 NSE - 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 January 08, 2024.
- b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Issue on January 03, 2024.
- c) The Company's Equity shares bear an **ISIN- INE0SOY01013**

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 Prospectus with the RoC, publish a Pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions Financial Express, an English national daily newspaper, all editions of Jansatta, a Hindi national daily newspaper each with wide circulation) and Desh Sevak editions of Chandigarh/Mohali (a widely circulated Regional language daily newspaper) (Punjabi being the regional language of Chandigarh/Mohali, 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 intend to enter into an Underwriting Agreement on or immediately after the finalization of the Issue Price but prior to the filing of Prospectus.
- b) After signing the Underwriting Agreement, an updated 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 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 Prospectus with the SEBI.

UTILIZATION OF ISSUE PROCEEDS

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.

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. 212 of this 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. 212 of this 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 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 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

TAC INFOSEC LIMITED *

| TITLE OF ARTICLES | CONTENT |
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| CONSTITUTION OF THE COMPANY | The Regulations contained in Table “F” in the Schedule I to the Companies Act, 2013, shall apply to the Company except in as far as otherwise expressly incorporated hereinafter. |
| INTERPRETATION CLAUSE | In these regulations the Act means the Companies Act 2013 the seal means the common seal of the company. public company means a company which (a) is not a private company and (b) has a minimum paid-up share capital of five lakh rupees or such higher paid-up capital as may be prescribed 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. Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company. |
| SHARE CAPITAL AND VARIATION OF RIGHTS | <ol style="list-style-type: none"> 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit. 2. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, one certificate for all his shares without payment of any charges; or several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders. 3. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction |

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| | <p>of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate. The provisions of Articles (2) and (3) shall <i>mutatis mutandis</i> apply to debentures of the company.</p> <p>4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</p> <p>5. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</p> <p>6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting, the provisions of these regulations relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum shall be at least two persons holding at least one third of the issued shares of the class in question.</p> <p>7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.</p> <p>8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such</p> |

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| | <p>terms and in such manner as the company before the issue of the shares may, by special resolution, determine.</p> |
| LIEN | <p>9. The company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the company Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The companys lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</p> <p>10. The company may sell in such manner as the Board thinks fit any shares on which the company has a lien Provided that no sale shall be madea unless a sum in respect of which the lien exists is presently payable or b until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</p> <p>11. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p> <p>12. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.</p> |
| CALL ON SHARES | <p>13. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.</p> |

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| | <p>14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.</p> <p>15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.</p> <p>16. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. Per annum or at such lower rate, if any, as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.</p> <p>17. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.</p> <p>18. The Board- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.</p> |
| TRANSFER OF SHARES | <p>19. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.</p> <p>20. The Board may, subject to the right of appeal conferred by section 58 decline to register the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or any transfer of shares on which the company has a lien.</p> <p>21. The Board may decline to recognise any instrument of transfer unless—(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56 b the instrument of transfer is accompanied by the certificate of the</p> |

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| | <p>shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (c) the instrument of transfer is in respect of only one class of shares.</p> <p>22. 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: 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>TRANSMISSION OF SHARES</p> | <p>23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p> <p>24. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either to be registered himself as holder of the share; or to make such transfer of the share as the deceased or insolvent member could have made. 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>25. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p> <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</p> |

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| | <p>company:</p> <p>Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.</p> <p>27. The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.</p> |
| <p>FORFEITURE OF SHARES</p> | <p>28. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or 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.</p> <p>29. The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.</p> <p>30. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.</p> <p>31. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.</p> <p>32. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.</p> <p>33. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly</p> |

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| | <p>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; The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; The transferee shall thereupon be registered as the holder of the share; and The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.</p> <p>34. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.</p> |
| ALTERATION OF CAPITAL | <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. Subject to the provisions of section 61, the company may, by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.</p> <p>37. Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. such of the regulations of the company as are</p> |

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| | <p>applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.</p> <p>38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law its share capital any capital redemption reserve account; or any share premium account.</p> |
| <p>CAPITALISATION OF PROFITS</p> | <p>39. The company in general meeting may, upon the recommendation of the Board, resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-paying up any amounts for the time being unpaid on any shares held by such members respectively; paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid; partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B); A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</p> <p>40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and generally do all acts and things required to give effect thereto. The Board shall have power to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares; Any agreement made under such authority shall be effective and binding on such members.</p> |

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| BUYBACK OF SHARES | 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. |
| GENERAL MEETING | <p>42. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.</p> <p>43. The Board may whenever it thinks fit call an extraordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.</p> |
| PROCEEDINGS AT GENERAL MEETING | <p>44. No business shall be transacted at any General Meeting unless quorum of members as specified under section 103 of the Companies Act, 2013 is present at the time when the meeting proceeds to transact business. Save as otherwise provided herein, the quorum for the general meeting shall be as provided in Section 103.</p> <p>45. The Chairman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.</p> <p>46. If there is no such Chairman or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting.</p> <p>47. If at any meeting no Director is willing to act as Chairman or if no Director is present within 15 (Fifteen) minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairman of the meeting.</p> <p>48. (i) In case of equality of votes, on a poll, the Chairman of the meeting at which the poll is demanded, shall be entitled to a second or casting vote. (ii) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered. (iii) The Chairman shall exercise an absolute discretion in 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. The minutes of the</p> |

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| | meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein. |
| ADJOURNMENT OF MEETING | 49. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. |
| VOTING RIGHTS | <p>50. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.</p> <p>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>52. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</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, 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>54. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.</p> <p>55. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.</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. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.</p> |
| PROXY | 57. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be |

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| | <p>deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.</p> <p>58. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.</p> <p>59. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.</p> |
| BOARD OF DIRECTORS | <p>60. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.</p> <p>61. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or in connection with the business of the company.</p> <p>62. The Board may pay all expenses incurred in getting up and registering the company.</p> <p>63. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.</p> <p>64. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.</p> <p>65. Every director present at any meeting of the Board or of a committee thereof shall</p> |

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| | <p>sign his name in a book to be kept for that purpose.</p> <p>66. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.</p> |
| <p>PROCEEDINGS OF THE BOARD</p> | <p>67. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p> <p>68. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.</p> <p>69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.</p> <p>70. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.</p> <p>71. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.</p> <p>72. A committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.</p> |

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| | <p>73. A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.</p> <p>74. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.</p> <p>75. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.</p> <p>76. In case of a One Person Company where the company is having only one director all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118 such minutes book shall be signed and dated by the director the resolution shall become effective from the date of signing such minutes by the director.</p> |
| CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER | <p>77. Subject to the provisions of the Act, 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 thinks 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; A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</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 officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p> |
| THE SEAL | <p>79. As per Companies Amendment Act, 2015 there is no mandatory requirement of common seal hence, any two directors and Company Secretary, if appointed, can</p> |

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| | <p>sign the documents where common seal is required to be affixed.</p> |
| <p>DIVIDENDS AND RESERVES</p> | <p>80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.</p> <p>81. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.</p> <p>82. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p> <p>83. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p> <p>84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.</p> <p>85. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. Every such</p> |

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| | <p>cheque or warrant shall be made payable to the order of the person to whom it is sent.</p> <p>86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.</p> <p>87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.</p> <p>88. No dividend shall bear interest against the company.</p> |
| ACCOUNTS | <p>89. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p> |
| WINDING UP | <p>90. Subject to the provisions of Chapter XX of the Act and rules made thereunder If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.</p> <p>(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.</p> |
| INDEMNITY | <p>91. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal</p> |
| OTHERS | <p>92. Power to Borrow The Board may from time to time and at its discretion subject to the provisions of the Act and these Articles accept deposits from Shareholders either in advance of calls or otherwise and generally raise or borrow moneys either from the Directors their friends and relatives or from others for the purposes of the Company and or secure the payment of any such sum or sums of money provided however where the moneys to be borrowed together with the moneys already</p> |

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| | <p>borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in ordinary course of business) and remaining outstanding and undischarged at that time exceed the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose)the Board shall not borrow such money without the consent of the Company in a General Meeting by an ordinary resolution. The Board may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions as it thinks fit and in particular by receiving deposits issue of bonds debentures perpetual redeemable debenture stock or any security of the Company or by mortgage or charge or other security upon all or any part of the property or undertaking of the Company (both present and future) including its uncalled capital for the time being provided that the Board shall not give any option or right to any person for making calls on the Shareholders in respect of the amount unpaid for the time being on the Shares held by them without the previous sanction of the Company in a General Meeting.</p> |

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 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 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 - 8th Floor, Plot No. C-203, Industrial Focal Point, Phase 8B, Balongi, Rupnagar, S.A.S. Nagar, Mohali – 160055, Punjab, India from the date of filing the 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.tacsecurity.com.

A. MATERIAL CONTRACTS

1. Memorandum of understanding dated January 15, 2024, and supplementary agreement dated March 20, 2024, executed between our Company and Book Running Lead Manager to the Issue.
2. Registrar and Transfer Agent Agreement dated January 13, 2024, executed between our Company and the Registrar to the Issue.
3. Market Making Agreement dated February 27, 2024, and supplementary agreement dated March 20, 2024, executed between our Company, Book Running Lead Manager and Market Maker to the Issue.
4. Banker to the Issue Agreement dated February 27, 2024 executed between our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
5. Underwriting Agreement dated February 27, 2024, and supplementary agreement dated March 20, 2024 executed between our Company, Book Running Lead Manager the Underwriter.
6. Tripartite agreement among the NSDL, our Company and Registrar to the Offer dated January 08, 2024.
7. Tripartite agreement among the CDSL, our Company and Registrar to the Offer dated January 03, 2024.
8. Syndicate Agreement dated February 27, 2024 executed between our Company, Book Running Lead Manager and Syndicate Member

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 January 12, 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 January 13, 2024.
4. Statement of Tax Benefits dated January 20, 2024 issued by our Statutory Auditors M/s. Maharishi & Co., Chartered Accountants.
5. Copy of Restated Financial Statement and along with Report from the peer review certified auditor M/s. Maharishi & Co., Chartered Accountants for the financial period/year ended on September 30, 2023, March 31, 2023, 2022 and 2021 included in this Prospectus.
6. Copy of Audited Financial Statement for the period/year ended on September 30, 2023, March 31, 2023, 2022 and 2021.
7. Copy of Certificate from M/s. Maharishi & Co., Chartered Accountants dated March 14, 2024, regarding the source and deployment towards the objects of the Offer upto March 13, 2024.
8. Copy of Certificate from M/s. Maharishi & Co., Chartered Accountants Ahmedabad, dated January 20, 2024 regarding Basis of Issue Price and Key Performance Indicators.
9. Consents of Promoter, 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.

10. Due Diligence Certificate from Book Running Lead Manager dated April 02, 2024 for Prospectus addressing SEBI.
11. Copy of In-principle approval letter dated March 12, 2024 from the EMERGE Platform of National Stock Exchange of India Limited (NSE EMERGE).

Any of the contracts or documents mentioned in the 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.

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 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 Prospectus are true and correct.

Signed by the Directors of the Company:

| Name | Designation | Signature |
|----------------------------------|--------------------------------------|-----------|
| Mr. Trishneet Arora | Chairman, Executive Director and CEO | Sd/- |
| Mr. Charanjit Singh | Whole-Time Director | Sd/- |
| Mr. Bharatkumar Amrutlal Panchal | Non-Executive Director | Sd/- |
| Mr. Sanjiv Swarup | Independent Director | Sd/- |
| Mr. Rajiv Vijay Nabar | Independent Director | Sd/- |
| Ms. Aarti Jeetendra Juneja | Independent Director | Sd/- |

Signed by:

| Name | Designation | Signature |
|------------------|------------------------------------------|-----------|
| Ms. Neha Garg | Chief Financial Officer | Sd/- |
| Ms. Sharon Arora | Company Secretary and Compliance Officer | Sd/- |

Place: Chandigarh

Date: April 02, 2024