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DRAFT RED HERRING PROSPECTUS
Dated: March 28, 2023
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
Please read Section 32 of the Companies Act, 2013
100% Book Built Offer

NETWEB TECHNOLOGIES INDIA LIMITED

Corporate Identification Number: U72100HR1999PLC103911

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
Plot No H-1, Pocket 9, Faridabad Industrial Town (FIT), Sector-57, Ballabhgarh, Faridabad, Haryana - 121004	Lohit Chhabra, Company Secretary and Compliance Officer	**Email:** complianceofficer@netwebindia.com **Tel:** +911292310416	www.netwebindia.com

OUR PROMOTERS: SANJAY LODHA, NAVIN LODHA, VIVEK LODHA AND NIRAJ LODHA

DETAILS OF THE OFFER

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND SHARE RESERVATION AMONG QIBs, NIIs AND RIIs
Fresh Issue and Offer for Sale	Up to [●] Equity Shares aggregating up to ₹ 2,570.00 million	Up to 8,500,000 Equity Shares aggregating up to ₹ [●] million	Up to [●] Equity Shares, aggregating up to ₹ [●] million	The Offer is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For further details, see '*Other Regulatory and Statutory Disclosures - Eligibility for the Offer*' on page 441. For details in relation to share reservation amongst QIBs, NIIs and RIIs, see '*Offer Structure*' on page 461.

DETAILS OF THE OFFER FOR SALE BY THE SELLING SHAREHOLDERS

NAME OF THE SELLING SHAREHOLDER	TYPE	NO. OF EQUITY SHARES BEING OFFERED/ AMOUNT (IN ₹ MILLION)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE* (IN ₹)
Sanjay Lodha	Promoter Selling Shareholder	Up to 2,860,000 Equity Shares, aggregating up to ₹ [●] million	0.43
Navin Lodha	Promoter Selling Shareholder	Up to 1,430,000 Equity Shares, aggregating up to ₹ [●] million	0.11
Vivek Lodha	Promoter Selling Shareholder	Up to 1,430,000 Equity Shares, aggregating up to ₹ [●] million	0.35
Niraj Lodha	Promoter Selling Shareholder	Up to 1,430,000 Equity Shares, aggregating up to ₹ [●] million	0.84
Ashoka Bajaj Automobiles Private Limited	Promoter Group Selling Shareholder	Up to 1,350,000 Equity Shares, aggregating up to ₹ [●] million	1.56

**As certified by, M/s APT & Co LLP, the Independent Chartered Accountant, pursuant to a certificate dated March 27, 2023.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Share is ₹ 2 each. The Floor Price, the Cap Price and the Offer Price as determined and justified by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, in accordance with the SEBI ICDR Regulations, and as stated under '*Basis for the Offer Price*' on page 139 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 RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to '*Risk Factors*' on page 36.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each Selling Shareholder, severally and not jointly, accepts responsibility only for and confirms the statements made or undertaken expressly by it in this Draft Red Herring Prospectus only to the extent of information specifically pertaining to it and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each Selling Shareholder, severally and not jointly, assumes no responsibility for any other statement in this Draft Red Herring Prospectus, including, *inter alia*, any other statements made by or relating to our Company or its business or any other Selling Shareholder.

LISTING

The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the BSE Limited and the National Stock Exchange of India Limited. For the purposes of the Offer, [●] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS

LOGO	NAME OF THE BOOK RUNNING LEAD MANAGER	CONTACT PERSON	E-MAIL AND TELEPHONE
equirus	Equirus Capital Private Limited	Malay Shah / Jenny Bagrecha	**E-mail**: netweb.ipo@equirus.com **Tel**: +91 22 4332 0736
IIFL SECURITIES	IIFL Securities Limited	Pawan Jain / Devendra Maydeo	**E-mail**: netweb.ipo@iiflcap.com **Tel**: +91 22 4646 4728

REGISTRAR TO THE OFFER

LOGO	NAME OF THE REGISTRAR	CONTACT PERSON	E-MAIL AND TELEPHONE
LINKIntime	Link Intime India Private Limited	Shanti Gopalkrishnan	**E-mail**: netwebtechnologies.ipo@linkintime.co.in **Tel**: +91 8108114949

BID/OFFER PERIOD

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

** Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider participation by the Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be 1 Working Day prior to the Bid/Offer Opening Date.*

*** Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs 1 Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

NETWEB TECHNOLOGIES INDIA LIMITED

Our Company was originally incorporated as 'Netweb Technologies India Private Limited', at New Delhi as a private limited company under the Companies Act, 1956 and received a certificate of incorporation issued by the RoC, on September 22, 1999. Thereafter, our Company was converted into a public limited company, pursuant to a special resolution passed by the Shareholders of our Company on October 18, 2022, and the name of our Company was changed to its present name pursuant to a fresh certificate of incorporation issued by the RoC on November 18, 2022. For further details of changes in the name, registered office of our Company, and details in relation to the acquisition of a business undertaking of our Promoter and Chairman and Managing Director, Sanjay Lodha by our Company, see '*History and Certain Corporate Matters*' on page 251.

Corporate Identification Number: U72100HR1999PLC103911

Registered and Corporate Office: Plot No H-1, Pocket 9, Faridabad Industrial Town (FIT), Sector-57, Ballabhgarh, Faridabad, Haryana – 121004

Contact Person: Lohit Chhabra, Company Secretary and Compliance Officer; **Tel**: +911292310416; **E-mail**: complianceofficer@netwebindia.com; and **Website**: www.netwebindia.com

OUR PROMOTERS: SANJAY LODHA, NAVIN LODHA, VIVEK LODHA AND NIRAJ LODHA

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 2 EACH (EQUITY SHARES) OF NETWEB TECHNOLOGIES INDIA LIMITED (COMPANY) FOR CASH AT A PRICE OF [●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF [●] PER EQUITY SHARE) (OFFER PRICE) AGGREGATING UP TO [●] MILLION (OFFER) COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 2,570.00 MILLION BY OUR COMPANY (FRESH ISSUE) AND AN OFFER FOR SALE OF UP TO 8,500,000 EQUITY SHARES AGGREGATING UP TO ₹ [●] MILLION BY THE SELLING SHAREHOLDERS (OFFER FOR SALE) COMPRISING UP TO 2,860,000 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY SANJAY LODHA, UP TO 1,430,000 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY NAVIN LODHA, UP TO 1,430,000 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY VIVEK LODHA, UP TO 1,430,000 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY NIRAJ LODHA (EACH, THE PROMOTER SELLING SHAREHOLDER) AND, UP TO 1,350,000 EQUITY SHARES AGGREGATING UP TO [●] MILLION BY ASHOKA BAJAJ AUTOMOBILES PRIVATE LIMITED (PROMOTER GROUP SELLING SHAREHOLDER, AND TOGETHER WITH THE PROMOTER SELLING SHAREHOLDERS, THE SELLING SHAREHOLDERS, AND SUCH EQUITY SHARES, THE OFFERED SHARES). THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

OUR COMPANY, IN CONSULTATION WITH THE BRLMS, MAY CONSIDER A PRE-IPO PLACEMENT AGGREGATING UP TO ₹ 510.00 MILLION, PRIOR TO FILING OF THE RED HERRING PROSPECTUS WITH THE ROC. THE PRE-IPO PLACEMENT SHALL BE UNDERTAKEN AT THE DISCRETION OF OUR COMPANY AND THE PRICE OF THE EQUITY SHARES ALLOTTED PURSUANT TO THE PRE-IPO PLACEMENT SHALL BE DETERMINED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS. IF THE PRE-IPO PLACEMENT IS COMPLETED, THE FRESH ISSUE SIZE WILL BE REDUCED TO THE EXTENT OF SUCH PRE-IPO PLACEMENT, SUBJECT TO THE OFFER COMPLYING WITH THE MINIMUM ISSUE SIZE REQUIREMENTS PRESCRIBED UNDER REGULATION 19(2)(b) OF THE SCRR. THE PRE-IPO PLACEMENT SHALL NOT EXCEED 20% OF THE SIZE OF THE FRESH ISSUE.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY AND THE SELLING SHAREHOLDERS IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS (BRLMS) AND WILL BE ADVERTISED IN ALL EDITIONS OF THE [●], AN ENGLISH LANGUAGE NATIONAL DAILY WITH WIDE CIRCULATION, AND ALL EDITIONS OF [●], A HINDI LANGUAGE NATIONAL DAILY WITH WIDE CIRCULATION (HINDI ALSO BEING THE REGIONAL LANGUAGE OF HARYANA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST 2 WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED (BSE) AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE, AND TOGETHER WITH THE BSE, THE STOCK EXCHANGES) FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES, IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (SEBI ICDR REGULATIONS).

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least 3 additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of *force majeure,* banking strike or similar circumstances, our Company and Selling Shareholders may, in consultation with BRLMs for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of 3 Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the website of the BRLMs and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contacts (Regulation) Rules, 1957 (**SCRR**), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations, through the Book Building Process wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers (**QIBs**) (such portion referred to as **QIB Portion**), provided that our Company and the Selling Shareholders, in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (**Anchor Investor Portion**), out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors (**Anchor Investor Allocation Price**), in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% 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 all QIBs. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹ 0.2 million and up to ₹ 1 million; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily use the Application Supported by Blocked Amount (**ASBA**) process providing details of their respective ASBA accounts, and UPI ID in case of UPI Bidders, if applicable, in which the corresponding Bid Amounts will be blocked by the SCSBs or by the Sponsor Bank(s) under the UPI Mechanism, as applicable, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For further details, see '*Offer Procedure*' on page 465.

RISK IN RELATION TO THE FIRST OFFER

This being the first public issue of the Equity Shares of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 2. The Floor Price, the Cap Price and the Offer Price as determined and justified by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, in accordance with the SEBI ICDR Regulations, and as stated under '*Basis for the Offer Price'* on page 139 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 RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to '*Risk Factors*' on page 36.

ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Offer which is material in the context of the Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, each Selling Shareholder, severally and not jointly, accepts responsibility only for and confirms the statements made or undertaken expressly by it in this Draft Red Herring Prospectus only to the extent of information specifically pertaining to it and its respective portion of the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect. Each Selling Shareholder, severally and not jointly, assumes no responsibility for any other statement in this Draft Red Herring Prospectus, including, inter alia, any other statements made by or relating to our Company or its business or any other Selling Shareholders.

LISTING

The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of the Offer, [●] is the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 26(4) and 32 of the Companies Act, 2013. For further details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see *'Material Contracts and Documents for Inspection'* on page 514.

BOOK RUNNING LEAD MANAGERS		**REGISTRAR TO THE OFFER**
Equirus Capital Private Limited 12th Floor, C Wing, Marathon Futurex, N M Joshi Marg, Lower Parel, Mumbai 400 013, Maharashtra, India. **Tel:** +91 22 4332 0736 **E-mail:** netweb.ipo@equirus.com **Website:** www.equirus.com **Investor grievance e-mail:** investorsgrievance@equirus.com **Contact person:** Malay Shah / Jenny Bagrecha **SEBI Registration Number:** INM000011286	**IIFL Securities Limited** 10th Floor, IIFL Centre, Kamala City Senapati Bapat Marg Lower Parel (West) Mumbai 400 013, Maharashtra, India **Tel**: +91 22 4646 4728 **E-mail:** netweb.ipo@iiflcap.com **Website:** www.iiflcap.com **Investor grievance e-mail:** ig.ib@iiflcap.com **Contact Person:** Pawan Jain / Devendra Maydeo **SEBI Registration Number:** INM000010940	**Link Intime India Private Limited** C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083, India **Tel:** +91 8108114949 **E-mail:** netwebtechnologies.ipo@linkintime.co.in **Website:** www.linkintime.co.in **Investor grievance e-mail:** netwebtechnologies.ipo@linkintime.co.in **Contact Person:** Shanti Gopalkrishnan **SEBI Registration Number:** INR000004058

BID/OFFER PROGRAMME

ANCHOR INVESTOR BIDDING DATE*	[●]	**BID/OFFER OPENS ON***	[●]	**BID/OFFER CLOSES ON**^**	[●]

** Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider participation by the Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be 1 Working Day prior to the Bid/Offer Opening Date.*

*** Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider closing the Bid/Offer Period for QIBs 1 Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.*

^ UPI mandate end time and date shall be at 5:00 pm on the Bid/Offer Closing Date.

CONTENTS

SECTION I: GENERAL **5**
DEFINITIONS AND ABBREVIATIONS **5**
CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION **21**
FORWARD-LOOKING STATEMENTS **24**
SUMMARY OF THE OFFER DOCUMENT **26**
SECTION II: RISK FACTORS **36**
SECTION III: INTRODUCTION **71**
THE OFFER **71**
SUMMARY OF FINANCIAL INFORMATION **73**
GENERAL INFORMATION **80**
CAPITAL STRUCTURE **91**
SECTION IV: PARTICULARS OF THE OFFER **120**
OBJECTS OF THE OFFER **120**
BASIS FOR THE OFFER PRICE **139**
STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS **149**
SECTION V: ABOUT THE COMPANY **155**
INDUSTRY OVERVIEW **155**
OUR BUSINESS **211**
KEY REGULATIONS AND POLICIES **245**
HISTORY AND CERTAIN CORPORATE MATTERS **251**
OUR SUBSIDIARY **258**
OUR MANAGEMENT **259**
OUR PROMOTERS AND PROMOTER GROUP **284**
OUR GROUP COMPANIES **289**
DIVIDEND POLICY **291**
SECTION VI: FINANCIAL INFORMATION **292**
RESTATED FINANCIAL STATEMENTS **292**
OTHER FINANCIAL INFORMATION **364**
FINANCIAL INDEBTEDNESS **368**
CAPITALISATION STATEMENT **377**
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS **378**
SECTION VII: LEGAL AND OTHER INFORMATION **422**
OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS **422**
GOVERNMENT AND OTHER APPROVALS **429**
OTHER REGULATORY AND STATUTORY DISCLOSURES **440**
SECTION VIII: OFFER RELATED INFORMATION **454**
TERMS OF THE OFFER **454**
OFFER STRUCTURE **461**
OFFER PROCEDURE **465**
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES **485**
SECTION IX: DESCRIPTION OF EQUITY SHARES AND MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION **487**
SECTION X: OTHER INFORMATION **514**
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION **514**
DECLARATION **517**

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

Notwithstanding the foregoing, terms used in 'Description of Equity Shares and Main Provisions of the Articles of Association', 'Statement of Possible Special Tax Benefits', 'Basis for the Offer Price', 'Industry Overview', 'Key Regulations and Policies', 'Financial Information', and 'Outstanding Litigation and Other Material Developments' on page 487, 149, 139, 155, 245, 292 and 422 respectively, shall have the meaning ascribed to such terms in the relevant section.

General terms

Term	Description
'our Company', 'Company'	Netweb Technologies India Limited, a public limited company, having its registered office at Plot No H-1, Pocket 9, Faridabad Industrial Town (FIT), Sector-57, Ballabhgarh, Faridabad, Haryana – 121004.
'we', 'us', or 'our'	Unless the context otherwise indicates or implies or refers to our Company.

Company related terms

Term	Description
AoA/ Articles of Association/ Articles	Articles of association of our Company, as amended.
Audit Committee	The audit committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in '*Our Management – Committees of Our Board*' on page 267.
Auditors/ Statutory Auditors	The statutory auditors of our Company, namely, S S Kothari Mehta & Company.
Board or Board of Directors	The board of directors of our Company or a duly constituted committee thereof. For further details, see *'Our Management'* on page 259.
Chairman and Managing Director	The chairman and managing director of our Company, namely, Sanjay Lodha. For further details, see *'Our Management'* on page 259.
Chief Financial Officer or CFO	The chief financial officer of our Company, namely, Prawal Jain. For further details, see *'Our Management'* on page 259.
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely, Lohit Chhabra. For further details, see *'Our Management'* on page 259.
Corporate Social Responsibility Committee / CSR Committee	The corporate social responsibility committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and as described in '*Our Management – Committees of Our Board*' on page 267.
Director(s)	The director(s) on our Board, as appointed from time to time. For further details, see *'Our Management'* on page 259.
Equity Shares	Equity shares of our Company of face value of ₹ 2 each.
ESOP Plan	Our Company's employees stock option plan, namely, Netweb - Employee Stock Option Plan 2023. For further details, see '*Capital Structure - Employee Stock Option Plan*' on page 116.
Executive Director(s)	An executive director of our Company, namely, Sanjay Lodha, Navin Lodha, Vivek Lodha, and Niraj Lodha. For further details, see *'Our Management'* on page 259.
Group Companies	Our group companies as disclosed in the section '*Our Group Companies*' on page 289.
Independent Chartered Accountant	The independent chartered accountant appointed by our Company, namely M/s APT & Co LLP.

Term	Description
Independent Chartered Engineer	The chartered engineer appointed by our Company, namely, Vinod Kumar Goel.
Independent Director(s)	Independent directors on our Board, and who are eligible to be appointed as independent directors under the provisions of the Companies Act and the SEBI Listing Regulations, namely, Mrutyunjay Mahapatra, Jasjeet Singh Bagla, Romi Jatta and Vikas Modi. For further details of our Independent Directors, see '*Our Management*' on page 259.
IPO Committee	The IPO Committee of our Company, constituted to facilitate the process of the Offer, and as described in '*Our Management – Committees of Our Board*' on page 267.
Key Managerial Personnel	Key managerial personnel of our Company in accordance with Regulation 2(1) (bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act and as disclosed in '*Our Management – Key Managerial Personnel*' on page 281.
Key Performance Indicators/ KPIs	Key financial and operational performance indicators of our Company, as included in '*Basis for the Offer Price*', '*Our Business – Key Performance Indicators*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators*' on pages 139, 217 and 385, respectively.
Management Committee	The Management Committee of our Company, and as disclosed in '*Our Management – Committees of our Board*' on page 259.
Materiality Policy	The policy adopted by our Board pursuant to the resolution passed by its meeting dated March 14, 2023 for identification of: (a) material outstanding litigation; (b) Group Companies; and (c) material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations and for the purpose of disclosure in this Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus.
Memorandum of Association/ MoA	The memorandum of association of our Company, as amended.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in '*Our Management – Committees of Our Board*' on page 270.
Non-Executive Director(s)	Non-executive directors are the Independent Directors of our Company, namely, Mrutyunjay Mahapatra, Jasjeet Singh Bagla, Romi Jatta and Vikas Modi. For further details, see *'Our Management'* on page 259.
Promoter(s)	Sanjay Lodha, Navin Lodha, Vivek Lodha, and Niraj Lodha are the promoters of our Company.
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in '*Our Promoter and Promoter Group*' on page 284.
Promoter Group Selling Shareholder	Ashoka Bajaj Automobiles Private Limited.
Promoter Selling shareholder(s)	Sanjay Lodha, Navin Lodha, Vivek Lodha, and Niraj Lodha.
Registrar of Companies or RoC	Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi.
Registered Office and Corporate Office	The registered office and the corporate office of our Company, situated at Plot No H-1, Pocket 9, Faridabad Industrial Town (FIT), Sector-57, Ballabhgarh, Faridabad, Haryana – 121004.
Restated Financial Statements	Restated Financial Statements of our Company included in this Draft Red Herring Prospectus comprising the restated statement of assets and liabilities of our Company as at September 30, 2022, September 30, 2021, March 31, 2022, March 31, 2021 and March 31, 2020, the restated statement of profit and loss of our Company (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flow of for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020, for the period beginning April 1, 2022 to September 30, 2022 and for the period beginning from April 1, 2021 to September 30, 2021 and the summary statement of significant accounting policies and other explanatory information (collectively, the **Restated Financial Statements**) each prepared in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, and restated in accordance with the SEBI ICDR Regulations 2018, and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, each as amended from time to time.

Term	Description
Risk Management Committee	The risk management committee of our Company, constituted in accordance with the applicable provisions of the SEBI Listing Regulations and as described in '*Our Management - Committees of Our Board*' on page 274.
Selling Shareholders	Collectively, Sanjay Lodha, Navin Lodha, Vivek Lodha, Niraj Lodha and Ashoka Bajaj Automobiles Private Limited
Senior Management	Senior management of our Company in accordance with Regulation 2(1) (bbbb) of the SEBI ICDR Regulations and as disclosed in '*Our Management*' on page 259.
Shareholder(s)	Shareholder(s) holding Equity Shares of our Company, from time to time.
Subsidiary	Subsidiary of our Company as set out in '*Our Subsidiary*' on page 258.
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Board, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations, and as described in '*Our Management – Committees of Our Board*' on page 272.
Whole-Time Directors	The whole-time directors of our Company, namely, Navin Lodha, Vivek Lodha and Niraj Lodha. For further details, see '*Our Management*' on page 259.

Offer Related Terms

Term	Description
Abridged Prospectus	Abridged prospectus means a memorandum containing such salient features of a prospectus as may be specified by the SEBI in this behalf.
Acknowledgement Slip	The slip or document issued by a Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form.
Allot, Allotment or Allotted	Unless the context otherwise requires, allotment of the Equity Shares pursuant to the Fresh Issue and transfer of the Offered Shares by the Selling Shareholders pursuant to the Offer for Sale to the successful Bidders.
Allotment Advice	A note or advice or intimation of Allotment sent to all the Bidders who have Bid in the Offer after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom the Equity Shares are Allotted.
Anchor Investor	A QIB, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus who has bid for an amount of at least ₹ 100 million.
Anchor Investor Allocation Price	The price at which the Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and Prospectus, which will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs, during the Anchor Investor Bidding Date.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion, and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Anchor Investor Bidding Date	The day, being 1 Working Day prior to the Bid/ Offer Opening Date, on which Bids by the Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed.
Anchor Investor Offer Price	The final price at which the Equity Shares will be Allotted to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price. The Anchor Investor Offer Price will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs.
Anchor Investor Pay-In Date	With respect to the Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Offer Price, a date not later than 2 Working Days after the Bid/ Offer Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company and the Selling Shareholders in consultation with the BRLMs, to the Anchor Investors on a discretionary basis, in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.

Term	Description
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by the UPI Bidders using the UPI Mechanism.
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form, which may be blocked by such SCSB or the account of the UPI Bidders blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism, to the extent of the Bid Amount of the ASBA Bidder.
ASBA Bid	A Bid made by an ASBA bidder.
ASBA Bidders	All Bidders except Anchor Investor(s)
ASBA Form(s)	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Banker(s) to the Offer	Collectively, the Escrow Collection Bank(s), the Refund Bank(s), the Sponsor Bank(s) and the Public Offer Account Bank(s), as the case may be.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer, and which is described in '*Offer Structure*' on page 461.
Bid	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or on the Anchor Investor Bidding Date by an Anchor Investor pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application form. The term 'Bidding' shall be construed accordingly.
Bid Amount	In relation to each Bid, the highest value of optional Bids indicated in the Bid cum Application Form and, in the case of Retain Individual Bidders, Bidding at the Cut-off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidders, as the case may be, upon submission of the Bid.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires.
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor.
Bidding Centres	The centres at which at the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●] which shall be published in all editions of the [●], an English language national daily with wide circulation and all editions of [●], a Hindi language national daily with wide circulation (Hindi also being the regional language of Haryana where our Registered Office is located).
Bid/Offer Period	Except in relation to the Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer 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. Our Company and the Selling Shareholders may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs 1 Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations.

Term	Description
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all editions of the [●], an English language national daily with wide circulation, and all editions of [●], a Hindi language national daily with wide circulation (Hindi also being the regional language of Haryana where our Registered Office is located). Our Company and the Selling Shareholders may, in consultation with the BRLMs, consider closing the Bid/Offer Period for QIBs 1 Working Day prior to the Bid/Offer Closing Date, in accordance with the SEBI ICDR Regulations. In case of any revisions, the extended Bid/Offer Closing Date shall also be notified on the websites of the BRLMs and at terminals of the members of the Syndicate, as required under the SEBI ICDR Regulations and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations.
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Book Running Lead Managers/BRLMs	The book running lead managers to the Offer namely, Equirus and IIFL Securities.
Broker Centres	The broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, only using UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
CAN or Confirmation of Allocation Note	Notice or intimation of allocation of the Equity Shares sent to the Anchor Investors, who have been allocated the Equity Shares, on/after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, including any revisions thereof, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price.
Cash Escrow and Sponsor Bank Agreement	The agreement dated [●] entered amongst our Company, the Selling Shareholders, the Registrar to the Offer, the BRLMs, the Syndicate Members and the Banker(s) to the Offer for the appointment of the Sponsor Bank in accordance with the Circular on Streamlining of Public Issues, the collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Offer Account and where applicable, refunds of the amounts collected from Bidders, on the terms and conditions thereof.
Client ID	Client identification number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant(s)/CDP(s)	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 the SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI as per the list available on the websites of BSE and NSE, as updated from time to time.
Collecting Registrar and Share Transfer Agents/CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the UPI Circulars.
Cut-off Price	Offer Price, finalised by our Company and the Selling Shareholders, in consultation with the BRLMs which shall be any price within the Price Band. Only Retail Individual Bidders are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price.
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details and UPI ID, where applicable.

Term	Description
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Accounts(s) to the Public Offer Account(s) or the Refund Account(s), as the case may be, and instructions are given to the SCSBs (in case of UPI Bidders using UPI Mechanism, instructions through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Offer Account(s) or the Refund Account(s), as appropriate, in terms of the Red Herring Prospectus and the Prospectus following which Equity Shares will be Allotted in the Offer to the successful Bidders.
Designated Intermediaries	In relation to ASBA Forms submitted by RIBs (not using the UPI Mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidder using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, Sub-Syndicate/agents, Registered Brokers, CDPs and RTAs. In relation to ASBA Forms submitted by QIBs (excluding Anchor Investor) and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com).
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	[●]
Draft Red Herring Prospectus/DRHP	This draft red herring prospectus dated March 28, 2023 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer including any addenda or corrigenda thereto.
Equirus	Equirus Capital Private Limited.
Eligible FPIs	FPIs that are eligible to participate in this Offer in terms of applicable laws.
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and the Red Herring Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares.
Escrow Account(s)	Non-lien and non-interest-bearing accounts to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid.
Escrow Collection Bank(s)	Bank(s) which is a clearing member and registered with SEBI as banker to an offer, under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, and with whom the Escrow Account in relation to the Offer for Bids by Anchor Investors, will be opened, in this case being [●].
First Bidder/Sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted.

Term	Description
Fresh Issue	The fresh issue component of the Offer comprising of an issuance of up to [●] Equity Shares aggregating up to ₹ 2,570.00 million by our Company. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 510.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.
F&S	Frost and Sullivan (India) Private Limited.
F&S Report	Industry report titled '*Global Market Opportunity for High-end Computing Solutions (HCS) & Related Segments*' dated March 25, 2023 prepared and issued by F&S, appointed by us pursuant to engagement letter dated December 8, 2022, and exclusively commissioned and paid for by us in connection with the Offer. The F&S Report shall be available on the website of our Company at www.netwebindia.com/investors from the date of the Red Herring Prospectus till the Bid/Offer Closing Date.
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and modified and updated pursuant to the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs.
Gross Proceeds	The gross proceeds of the Fresh Issue that will be available to our Company.
IIFL Securities	IIFL Securities Limited.
Monitoring Agency	[●].
Monitoring Agency Agreement	The agreement dated [●] to be entered into between our Company and the Monitoring Agency prior to filing of the Red Herring Prospectus.
Mutual Fund Portion	5% of the Net QIB Portion (excluding the Anchor Investor Portion), or [●] Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Proceeds	Proceeds of the Fresh Issue less our Company's share of the Offer related expenses. For further details regarding the use of the Net Proceeds and the Offer expenses, see '*Objects of the Offer*' on page 120.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allotted to the Anchor Investors.
Non-Institutional Bidders/NIBs	All Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount of more than ₹ 0.20 million (but not including NRIs other than Eligible NRIs).
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Offer consisting of [●] Equity Shares which shall be made available for allocation to Non-Institutional Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price, out of which (i) one third shall be reserved for NIBs with application size exceeding ₹ 0.20 million up to ₹ 1.00 million; and (ii) two-thirds shall be reserved for NIBs with application size exceeding ₹ 1.00 million. Provided that the unsubscribed portion in either of the sub-categories specified in clauses (a) or (b), may be allocated to applicants in the other sub-category of Non-Institutional Bidders.
Non-Resident	Person resident outside India, as defined under FEMA and includes NRIs, FVCIs, VCFs, and FPIs.

Term	Description
Offer	The initial public offer of [●] Equity Shares of face value of ₹ 2 each for cash at a price of ₹ [●] each, aggregating up to ₹ [●] million comprising the Fresh Issue and the Offer for Sale. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 510.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.
Offer Agreement	The agreement dated March 28, 2023 amongst our Company, the Selling Shareholders and the BRLMs pursuant to which certain arrangements have been agreed to in relation to the Offer.
Offer for Sale	The offer for sale of up to 8,500,000 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders, namely Sanjay Lodha, Navin Lodha, Vivek Lodha, Niraj Lodha and Ashoka Bajaj Automobiles Private Limited.
Offer Price	The final price at which Equity Shares will be Allotted to successful Bidders, other than Anchor Investors in terms of the Red Herring Prospectus and Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company and the Selling Shareholders in consultation with the BRLMs in terms of the Red Herring Prospectus and the Prospectus. The Offer Price will be determined by our Company and Selling Shareholders, in consultation with the BRLMs on the Pricing Date, in accordance with the Book Building Process and in terms of the Red Herring Prospectus.
Offer Proceeds	The Net Proceeds, and the proceeds of the Offer for Sale which shall be available to the Selling Shareholders. For further details regarding use of the Offer Proceeds, see '*Objects of the Offer*' on page 120.
Offered Shares	Up to 8,500,000 Equity Shares aggregating up to ₹ [●] million offered for sale by the Selling Shareholders. For further details, see '*The Offer*' on page 71.
Pre-IPO Placement	Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 510.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.
Pricing Date	The date on which our Company and Selling Shareholders in consultation with the BRLMs, will finalise the Offer Price.
Prospectus	The prospectus to be filed with the RoC for this Offer in accordance with the provisions of Section 26 of the Companies Act and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account(s)	Bank account(s) to be opened with the Public Offer Account Bank(s) under Section 40(3) of the Companies Act to receive monies from the Escrow Account(s) and ASBA Accounts on the Designated Date.

Term	Description
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (i.e. the Floor Price) and the maximum price of ₹ [●] per Equity Share (i.e. the Cap Price) including any revisions thereof. The Price Band and the minimum Bid Lot for the Offer will be decided by our Company and Selling Shareholders, in consultation with the BRLMs, and will be advertised in all editions of the [●], an English language national daily with wide circulation, and all editions of [●], a Hindi language national daily with wide circulation (Hindi also being the regional language of Haryana where our Registered Office is located) at least 2 Working Days prior to the Offer Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. Provided that the Cap Price shall be the minimum 105% of the Floor Price and shall not exceed than 120% of the Floor Price.
Public Offer Account Bank(s)	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, with which the Public Offer Account(s) shall be opened, being [●].
QIB Category/QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price or Anchor Investor Offer Price (for Anchor Investors).
Qualified Institutional Buyers/QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
QIB Bidders	QIBs who Bid in the Offer.
QIB Bid/Offer Closing Date	In the event our Company and the Selling Shareholders, in consultation with the BRLMs, decide to close Bidding by QIBs 1 day prior to the Bid/Offer Closing Date, the date 1 day prior to the Bid/Offer Closing Date; otherwise, it shall be the same as the Bid/Offer Closing Date.
Red Herring Prospectus or RHP	Red Herring Prospectus issued in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the Offer Price and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least 3 Working Days before the Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date.
Refund Account(s)	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Bid Amount to the Anchor Investors shall be made.
Refund Bank(s)	The Banker(s) to the Offer with whom the Refund Account(s) will be opened, in this case being [●].
Registered Brokers	Stockbrokers registered under SEBI (Stockbrokers) Regulations, 1992, as amended with the Stock Exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012, issued by SEBI.
Registrar Agreement	The agreement dated March 25, 2023 amongst our Company, the Selling Shareholders, and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer.
Registrar and Share Transfer Agents/ RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, and the UPI circular, as per the lists available on the websites of BSE and NSE.
Registrar to the Offer/Registrar	Link Intime India Private Limited.
Retail Individual Bidder(s)/ Retail Individual Investors/ RIB(s)/ RII(s)	Individual Bidders who have Bid for the Equity Shares for an amount not more than ₹0.2 million in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs and does not include NRIs other than Eligible NRIs).
Retail Portion	The portion of the Offer being not less than 35% of the Offer comprising of [●] Equity Shares, which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Term	Description
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date.
Share Escrow Agent	Share escrow agent appointed pursuant to the Share Escrow Agreement, in this case being, [●].
Share Escrow Agreement	The agreement dated [●] entered into amongst the Selling Shareholders, our Company and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer by each Selling Shareholder and credit of such Equity Shares to the demat account of the Allottees.
Specified Locations	Bidding Centres where the Syndicate shall accept Bid cum Application Forms from the Bidders.
Sponsor Bank(s)	Bank(s) registered with the SEBI which will be 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 UPI Bidders using the UPI mechanism and carry out any other responsibilities in terms of the UPI Circulars, the Sponsor Bank(s) in this case being [●] and [●].
Stock Exchanges	Collectively, BSE Limited and National Stock Exchange of India Limited.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate/ members of the Syndicate	Together, the BRLMs and the Syndicate Members.
Syndicate Agreement	The agreement to be entered into among our Company, the Registrar to the Offer, the Selling Shareholders, the BRLMs and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or such other websites and updated from time to time.
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations
Underwriters	[●].
Underwriting Agreement	The agreement dated [●] among the Underwriters, our Company and the Selling Shareholders to be entered into on or after the Pricing Date but prior to filing of Prospectus with the RoC.
UPI	Unified Payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidder(s)	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, and (ii) Non-Institutional Bidders with an application size of more than ₹ 0.2 million and up to ₹ 0.5 million in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 0.5 million shall use UPI and shall provide their UPI ID in the Bid Cum Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity).

Term	Description
UPI Circular	Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with the circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and the circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI or Stock Exchanges 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 UPI Bidder by way of a notification on the UPI linked mobile application and by way of a SMS directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
UPI Mechanism	The mechanism that may be used by UPI Bidders to make a Bid in the Offer in accordance with the UPI Circular.
UPI PIN	Password to authenticate UPI transaction.
Wilful Defaulter or Fraudulent Borrower	A wilful defaulter or a fraudulent borrower as defined in Regulation 2(1)(lll) of the SEBI ICDR Regulations.
Working Day	All days on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, 'Working Day' shall mean all days, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, 'Working Day' shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the circulars issued by SEBI.

Technical / industry related terms

Term	Description
1 exabyte	1 trillion megabytes.
1 petabyte	1 million gigabytes (1015).
1 teraflop	1 trillion (1012) floating-point operations per second.
5G ORAN Appliances	5G open radio access network appliances.
All flash storage servers	A storage infrastructure containing only flash drives (solid state drive) instead of spinning-disk drives (hard disk drive).
AI	Artificial intelligence.
Akamai University	Akamai India Networks Private Limited.
Airamatrix	Airamatrix Private Limited.
AMD	Advanced Micro Devices, Inc.
APIs	Application programming interface.
Application Industries	End-user industries catered by our Company such as information technology, information technology enabled services, entertainment and media, banking, financial services and insurance (BFSI), national data centres and Government Customers including, inter alia, in the defence sector, education and research development institutions.
A.P.T. Portfolio	A.P.T. Portfolio Private Limited.
BFSI	Banking, financial services and insurance.
BHIM	Bharat Interface for Money.
CAD	Computer aided design.

Term	Description
CAGR	Compound annual growth rate.
CAM	Computer aided manufacturing.
Customers	Our Company's customers in the Application Industries.
CFD	Computational fluid dynamics.
CPU	Central processing unit.
Data centre servers	A data centre is a physical facility to house, compute, networking and storage equipment to run critical applications and store data. A data centre server is an integral physical equipment used to primarily serve compute demands, run applications, process data and provides reliability, availability and serviceability to the data center operations.
EMEA	Europe, Middle East and Africa.
EPR	Extended producer responsibility.
Exabytes	1 trillion megabytes.
GB	Gigabyte.
GBps	Gigabyte per second.
Government Customers	Our Customers including various government bodies, government entities, government institutions and leading scientific and research development institutions of the government of India.
GPU	Graphic processing unit.
Graviton	Graviton Research Capital LLP.
GUI	Graphical user interface.
HCI	Hyperconverged infrastructure.
HCS / Enterprise Storage System	High-end computing solutions.
HIPOT	High Potential Test, is a direct application of a high voltage to a unit under test.
Hemvati University	Hemvati Nandan Bahuguna Garhwal University
HPS	High performance storage.
IOPs	Input/ output operations per second.
ISVs	Independent software vendors.
JNU	Jawaharlal Nehru University.
Kubernetes	An open source system to deploy, scale, and manage containerized applications anywhere.
HL Mando	HL Mando Softtech India Private Limited.
HPS solutions	High performance storage solutions.
IIT	Indian Institute of Technology, Jammu and Indian Institute of Technology, Kanpur.
IIIT Naya Raipur	Dr. Shyam Prasad Mukherjee International Institute of Information Technology, Naya Raipur.
INST	Institute of Nano Science and Technology.
Intel	Intel Americas, Inc.
IOPS	Input/output operations per second.
ISO	International Organization for Standardization.
Linpack	A software for performance benchmarking (software library) for measuring the floating point / computing power of system.
MAIT	Manufacturers Association of Information Technology of India.
Network Switch	A switch that connects devices in a network to each other, enabling them to talk by exchanging data packets.
NMDC Data Centre	NMDC Data Centre Private Limited.
No single point of failure	A system will not fail if an individual part or component fails.
Nvidia	Nvidia Corporation
OEM	Original equipment manufacturer.
ORAN	Open Radio Access Network.
PaaS	Platform as a service.
PCB	Printed circuit board.
PFS	Parallel file system.
PLI	Production Linked Incentive Scheme.
RAM	Random access memory.
RAN	Radio access network.
Rpeak	Maximum theoretical performance.

Term	Description
Rmax	Maximum performance achieved.
R&D	Research and development.
Server nodes	A server node is an independent computing system having its individual processor and memory.
SMT	Surface mount technology.
SPEC	Standard Performance Evaluation Corporation.
Supercomputing / High performance computing (HPC)	High performance computing.
Yotta	Yotta Data Services Private Limited.

Conventional and general terms and abbreviations

Term	Description
₹/ Rs./ Rupees/ INR	Indian Rupees.
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations.
AS or Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
Asset Turnover Ratio	Total revenue from operations for the period/year divided by Total Assets, where Total Assets is sum of Property, Plant and Equipment (Net Block), Capital Work in Progress, Right of Use assets, Intangible assets (Net Block) and Intangible Assets under development.
Banking Regulation Act	The Banking Regulation Act, 1949.
Bn/bn	Billion.
Basic EPS	Basic EPS amounts are calculated by dividing the profit for the year attributable to equity shareholders of our Company by the weighted average number of equity shares outstanding during the year (as adjusted for sub-division of face value from ₹ 10 to ₹ 2 as approved by our Shareholders on February 16, 2023 and change in capital due to issue of bonus shares made by our Company on February 20, 2023).
BSE	BSE Limited.
CAGR	Compounded annual growth rate.
Category I FPI(s)	FPIs who are registered as 'Category I foreign portfolio investors' under the SEBI FPI Regulations.
Category II FPI(s)	FPIs who are registered as 'Category II foreign portfolio investors' under the SEBI FPI Regulations.
CDSL	Central Depository Services (India) Limited.
Cost of goods sold	Cost of goods sold is taken as a sum of cost of material consumed and change in inventories of finished goods and work in progress.
Companies Act, 1956	Erstwhile Companies Act, 1956 along with the relevant rules made thereunder.
Companies Act/ Companies Act, 2013	Companies Act, 2013, along with the relevant rules, regulations, clarifications, circulars and notifications issued thereunder.
COVID-19	The novel coronavirus disease which was declared as a Public Health Emergency of International Concern on January 30, 2020, and a pandemic on March 11, 2020 by the World Health Organisation.
CSR	Corporate Social Responsibility.
CY	Calendar Year.
Depositories	Together, NSDL and CDSL.
Depositories Act	Depositories Act, 1996.
Diluted EPS	Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares (as adjusted for sub-division of face value from ₹ 10 to ₹ 2 as approved by our Shareholders on February 16, 2023 and change in capital due to issue of bonus shares made by our Company on February 20, 2023).
DIN	Director Identification Number.
DP ID	Depository Participant's Identification.
DP/Depository Participant	A depository participant as defined under the Depositories Act.

Term	Description
DPIIT	Department for Promotion of Industry and Internal Trade.
EBIT	EBIT is calculated as EBITDA for the period/year less depreciation for the period/year.
EBITDA	EBITDA is calculated as profit for the period/year plus tax expense, depreciation and amortisation and finance cost for the period/year.
EBITDA margin	EBITDA margin is the percentage of EBITDA divided by total revenue from operations for the period/year.
EGM	Extraordinary General Meeting
EMDE(s)	Emerging Markets and Developing Economies.
EPS	Earnings per Share.
EV/EBITDA Ratio	EV/EBITDA Ratio has been computed as Enterprise Value = (Closing market price of equity shares on NSE multiplied with number of outstanding shares & potential shares) plus total borrowings less cash and cash equivalents/other bank balances less investments in marketable securities (eg: liquid/money market mutual funds) less investments in associate companies/joint ventures; and divided by EBITDA.
FCNR Account	Foreign Currency Non-Resident Account.
FDI	Foreign Direct Investment.
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder.
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
Financial Year/ Fiscal/ fiscal/ Fiscal Year/ FY	Unless stated otherwise, the period of 12 months ending March 31 of that particular year.
FPI(s)	Foreign Portfolio Investors as defined under the SEBI FPI Regulations.
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations.
GAAP	Generally Accepted Accounting Principles.
GDP	Gross domestic product.
GoI/ Government	Government of India.
Gross Margin	Percentage of total revenue from operations for the period/year less cost of goods sold for the period/year divided by total revenue from operations for the period/year.
GST	Goods and services tax.
ICAI	The Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Income Tax Act or IT Act	Income Tax Act, 1961.
Ind AS / Indian Accounting Standards	Indian Accounting Standards prescribed under section 133 of the Companies Act, as notified by the Ind AS Rules.
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015, as amended.
India	Republic of India.
Indian GAAP	Generally Accepted Accounting Principles in India.
IPO	Initial public offering.
IRDAI	Insurance Regulatory and Development Authority of India.
IRDA Investment Regulations	Insurance Regulatory and Development Authority (Investment) Regulations, 2016.
IST	Indian Standard Time.
KYC	Know Your Customer.
MCA	Ministry of Corporate Affairs, Government of India.
MSME	Micro, Small & Medium Enterprises.
N.A./ NA	Not Applicable.
Net Asset Value	Net Asset Value (NAV) is computed as the closing net worth (sum of equity share capital, other equity and non-controlling interest) divided by the closing outstanding number of equity shares & impact of potential shares as on March 31, 2022.
NEFT	National Electronic Fund Transfer.
NBFC-SI	A systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Net Debt	Net Debt is total borrowings reduced by Cash & Cash equivalents.
Net Debt - Equity	Net Debt to equity is calculated as Net Debt divided by equity.
Net Debt - EBITDA	Net Debt to EBITDA is calculated as Net Debt divided by EBITDA for the period/year.

Term	Description
Net Worth	Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
No.	Number.
NPCI	National Payments Corporation of India.
NR/ Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs.
NRE Account	Non-Resident External Accounts.
NRI	A person resident outside India, who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or an 'Overseas Citizen of India Cardholder' within the meaning of Section 7(A) of the Citizenship Act, 1955.
NRO	Non-Resident Ordinary.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited.
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 03, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to participate in the Offer.
Order Book	Our order book is the as-on-date record maintained by our Company indicating the orders placed by the Customers for our Company's goods and services including the customer name, customer purchase order number and date, product description, order value and is updated based on execution of the order.
PAN	Permanent Account Number.
PAT	Profit for the period/year.
p.a.	Per annum.
P/E Ratio	Price/Earnings Ratio.
Profit margin	Profit margin is a percentage of Profit for the period/year divided by total revenue from operations for the period/year
RBI	Reserve Bank of India.
Return on Capital Employed	Return on Capital Employed (RoCE) is calculated as earnings before interest and taxes expenses (EBIT) for the period/year divided by average capital employed.
Return on Equity	Return on Equity (RoE) is calculated as Profit for the period/year divided by average Equity.
Return on Net Worth	Return on Net Worth (RoNW) is calculated as Profit for the year/period, as restated divided by restated net worth calculated on average of opening and closing Net worth of the year / period.
RTGS	Real Time Gross Settlement.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended.

Term	Description
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as repealed by the SEBI AIF Regulations.
Stock Exchanges	Together, BSE and NSE.
Total borrowings	Total borrowings are current and non-current borrowings plus current and non-current lease liabilities.
U.S./ USA/ United States	United States of America.
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America.
USD/ US$	United States Dollars.
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references to 'India' contained in this Draft Red Herring Prospectus are to the Republic of India. All references to the 'Government', 'Indian Government', 'GoI', 'Central Government' are to the Government of India and all references to the 'State Government' are to the government of the relevant state.

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

Financial Data

Our Company's financial year commences on April 1 of the immediately preceding calendar year and ends on March 31 of that particular calendar year. Accordingly, all references to a particular Fiscal or Financial Year, unless stated otherwise, are to the 12 month period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Unless stated, or, the context requires, otherwise all financial information and financial ratios in this Draft Red Herring Prospectus is derived from our Restated Financial Statements.

Certain measures included and presented in this Draft Red Herring Prospectus, for instance EBITDA, Net Debt - Equity and Net Debt - EBITDA (**Non-GAAP Measures**), are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, IFRS or U.S. GAAP. Furthermore, these Non-GAAP Measures, are not a measurement of our financial performance or liquidity under Indian GAAP, IFRS or U.S. GAAP and should not be considered as an alternative to net profit/loss, revenue from operations or any other performance measures derived in accordance with Ind AS, IFRS or U.S. GAAP or as an alternative to cash flow from operations or as a measure of our liquidity. In addition, Non-GAAP Measures used are not a standardised term, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. See '*Risk Factor - We have included certain non-GAAP financial and operational measures related to our operations and financial performance that may vary from any standard methodology that may be applicable across the industry in which we operate, and which may not be comparable with financial, operational or industry related statistical information of similar nomenclature computed and presented by similar companies'* on page 61.

Restated Financial Statements of our Company included in this Draft Red Herring Prospectus comprising the restated statement of assets and liabilities of our Company as at September 30, 2022, September 30, 2021, March 31, 2022, March 31, 2021 and March 31, 2020, the restated statement of profit and loss of our Company (including other comprehensive income), the restated statement of changes in equity, the restated statement of cash flow for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020, for the period beginning April 1, 2022 to September 30, 2022 and for the period beginning from April 1, 2021 to September 30, 2021 and the summary statement of significant accounting policies and other explanatory information (collectively, the **Restated Financial Statements**) each prepared in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, and restated in accordance with the SEBI ICDR Regulations 2018, and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, each as amended from time to time. For further details, see '*Financial Information'* on page 292.

There are significant differences between Ind AS, U.S. GAAP and IFRS. See '*Risk Factor - Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Restated Financial Statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus'* on page 66. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. Except as stated otherwise, all figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places.

Any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Currency and Units of Presentation

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to (a) 'Rupees' or '₹' or 'Rs.' or 'INR' are to Indian rupees, the official currency of the Republic of India; (b) 'US Dollars' or 'US$' or 'USD' or '$' are to United States Dollars, the official currency of the United States of America; (c) 'Euro' or '€' are to the official currency of Eurozone; and (d) 'Japanese Yen' or 'JPY' or '¥' are to the official currency of Japan.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in 'million' units, or in absolute number where the number have been too small to present in million unless as stated, otherwise, as applicable. 1 million represents '10 lakhs' or 1,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than million, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in their respective sources.

Any percentage amounts, as set forth in *'Risk Factors', 'Our Business', 'Management's Discussion and Analysis of Financial Conditions and Results of Operations'* on pages 36, 211, and 378 and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated based on our Restated Financial Statements.

Exchange Rates

This Draft Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupees and USD:

(In ₹)

Currency	Exchange Rate as on				
	September 30, 2022	September 30, 2021	March 31, 2022	March 31, 2021	March 31, 2020
1 USD	81.55	74.25	75.81	73.50	75.39
1 Euro	80.11	86.14	84.66	86.10	83.05
100 JPY	56.44	66.35	62.23	66.36	69.65

Source: www.fbil.org.in

**Note: If the reference rate is not available on a particular date due to a public holiday, exchange rates of the previous Working Day has been disclosed. The reference rates are rounded off to two decimal places.*

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from publicly available information as well as a report titled '*Global Market Opportunity for High-end Computing Solutions (HCS) & Related Segments'* dated March 25, 2023, prepared and issued by F&S, appointed by us pursuant to an engagement letter dated December 8, 2022, and exclusively commissioned and paid for by us in connection with the Offer. A copy of the F&S Report is available on the website of our Company at www.netwebindia.com/investors. F&S was appointed by our Company and is not connected to our Company, the Selling Shareholders, our Directors, our Promoters and our Key Managerial Personnel. For risks in relation to commissioned reports, see '*Risk Factor - This Draft Red Herring Prospectus contains information from an industry report prepared by F&S which we have commissioned and paid for*' on page 60.

Except for the F&S Report we have not commissioned any report for purposes of this Draft Red Herring Prospectus and any market and industry related data, other than that extracted or obtained from the F&S Report, used in this Draft Red Herring Prospectus has been obtained or derived from publicly available documents and other industry sources.
The data used in industry sources and publications may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. The data used in the industry sources and publication involves risks,

uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the '*Risk Factors'* on page 36. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

Further, the extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. In addition, certain data in relation to our Company used in this Draft Red Herring Prospectus has been obtained or derived from the F&S Report which may differ in certain respects from our Restated Financial Statements as a result of, *inter alia*, the methodologies used in compiling such data. Accordingly, investment decision should not be made based on such information.

Disclaimer of F&S

*'Global Market Opportunity for High-end Computing Solutions (HCS) & Related Segments' has been prepared for the proposed initial public offering of equity shares by Netweb Technologies India Limited (the "**Company**").*

*This study has been undertaken through extensive primary and secondary research, which involves discussing the status of the industry with leading market participants and experts, and compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Frost & Sullivan (India) Private Limited ("**Frost & Sullivan**") and its assumptions are based on varying levels of quantitative and qualitative analyses, including industry journals, company reports and information in the public domain.*

Frost & Sullivan has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and completeness. We believe that this study presents a true and fair view of the industry within the limitations of, among others, secondary statistics, and primary research, and it does not purport to be exhaustive. The results that can be or are derived from these findings are based on certain assumptions and parameters/conditions. As such, a blanket, generic use of the derived results or the methodology is not encouraged.

Forecasts, estimates, predictions, and other forward-looking statements contained in this report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements.

In making any decision regarding the transaction, the recipient should conduct its own investigation and analysis of all facts and information contained in the prospectus of which this report is a part and the recipient must rely on its own examination and the terms of the transaction, as and when discussed. The recipients should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

In accordance with the SEBI ICDR Regulations, the section '*Basis for Offer Price*' on page 139, includes information relating to our peer group companies and industry averages. Such information has been derived from publicly available sources. Such industry sources and publications are also prepared based on information as at specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base this information on estimates and assumptions that may prove to be incorrect.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements" which are not historical facts. These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "can", "could", "expect", "estimate", "intend", "may", "likely", "objective", "plan", "propose", "project", "seek to", "will", "will continue", "will pursue" or other words or phrases of similar import but are not the exclusive means of identifying such statements. Similarly, statements that describe our strategies, objectives, plans, goals, future events, future financial performance, or financial needs are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties, expectations, and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

These forward-looking statements, whether made by us or a third-party, are based on our current plans, estimates, presumptions and expectations and actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to, *inter alia*, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

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

- Inability to retain our established Customers as our clients and failure to augment our customer base;
- Loss or decline in the demand of our HCS offerings;
- Loss of Customers in the Application Industries to which we cater to;
- Failure to comply with the terms of the non-disclosure agreements that our Company has executed with our technology partners with whom we collaborate on design and innovation of our products and solutions offerings;
- Breach of the non-compete agreement executed by our Company, and our Promoters with Netweb Pte. and Sandeep Lodha, a member of our Promoter Group (who has a controlling interest in Netweb Pte.), which delineates the geographical territories in which our Company, our Promoters, Netweb Pte, and Sandeep Lodha can operate; and
- Our Company and one of the members of our Promoter Group use the identical intellectual property rights (i.e., trade marks) in their respective jurisdictions. Any adverse actions initiated against the member of our Promoter Group in relation to the business operations carried out under these brands (trade marks) may adversely impact our business operations including reputational harm;
- Failure to bid for contracts from government entities which are awarded through tender based process; and
- Any significant impact in the cost of our components, to the extent we are unable to pass it on to our Customers.

For further discussion on factors that could cause actual results to differ from expectations, see '*Risk Factors*', '*Our Business*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operations*' on pages 36, 211 and 378 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

We cannot assure you 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.

Forward-looking statements reflect current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based

on 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. Neither our Company, the Selling Shareholders, our Directors, the BRLMs 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 the SEBI ICDR Regulations, our Company, the Selling Shareholders and the BRLMs will ensure that the investors in India are informed of material developments pertaining to our Company and the Offered Shares from the date of this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer.

The Selling Shareholders shall ensure that investors are informed of material developments in relation to statements and undertakings specifically made or confirmed by such Selling Shareholder to the extent of information specifically pertaining to them as Selling Shareholders and their portion of the Equity Shares offered in the Offer in the Red Herring Prospectus until the receipt of final listing and trading approvals from the Stock Exchanges for the Offer.

SUMMARY OF THE OFFER DOCUMENT

Unless otherwise indicated, industry and market data used in this section has been derived from industry report titled '*Global Market Opportunity for High-end Computing Solutions (HCS) & Related Segments*' *dated March 25, 2023 prepared and issued by F&S, appointed by us pursuant to engagement letter dated December 8, 2022, and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. F&S was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the F&S Report is available on the website of our Company at www.netwebindia.com/investors.*

This section is a general summary of the terms of the Offer and of certain disclosures included in this Draft Red Herring Prospectus and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including *'Risk Factors*', '*Industry Overview*', '*Our Business*', '*Capital Structure*', '*The Offer'* and '*Outstanding Litigations and Other Material Developments*' on pages 36, 155, 211, 91, 71 and 422, respectively.

Summary of business

We are one of India's leading high-end computing solutions (**HCS**) provider, with fully integrated design and manufacturing capabilities. *(Source: F&S Report)*. Our HCS offerings comprises (i) high performance computing (**Supercomputing / HPC**) systems; (ii) private cloud and hyperconverged infrastructure (**HCI**); (iii) AI systems and enterprise workstations; (iv) high performance storage (**HPS / Enterprise Storage System**) solutions; (v) data centre servers; and (vi) software and services for our HCS offerings. In terms of number of HPC installations, we are one of the most significant OEMs in India amongst others *(Source: F&S Report)*.

Summary of industry

High-end computing solutions industry is a rapidly evolving and technologically advanced industry that requires the vendors to stay abreast of the developments and improve & customise their designs, and hardware and software offerings. High-end computing solutions make it possible for organizations to create more efficient operations, reduce downtime and improve worker productivity. High-end computing solutions, such as HPC, HCI, AI&EW, Data Center Servers etc., are expected to witness growth during the forecast period leading to increased adoption of technology in various end use industries plus increased investment by public and private players in these solutions. (*Source: F&S Report*)

Names of our Promoters

Sanjay Lodha, Navin Lodha, Vivek Lodha and Niraj Lodha are the Promoters of our Company. For further details, see '*Our Promoters and Promoter Group*' on page 284.

Offer size

Offer[(1)]	Up to [●] Equity Shares, aggregating up to ₹ [●] million
of which	
Fresh Issue[(1)]	Up to [●] Equity Shares, aggregating up to ₹ 2,570.00 million
Offer for Sale[(2)]	Up to 8,500,000 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders

(1) *The Offer has been authorised by our Board pursuant to the resolution passed at its meeting dated March 14, 2023 and the Fresh Issue has been authorised by our Shareholders pursuant to a special resolution passed at their meeting dated March 16, 2023. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to the resolution passed at its meeting dated March 24, 2023. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 510.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue. The Offer would constitute [●] % of the post-Offer paid-up Equity Share capital of our Company. For further details, see 'The Offer' on page 71.*

(2) *Each Selling Shareholder severally and not jointly confirm that the Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholder has, severally and not jointly, consented for the sale of their respective portion of the Offered Shares in the Offer for Sale. For further details of the authorizations received for the Offer, see 'Other Regulatory and Statutory Disclosures' on page 440.*

Objects of the Offer

The Net Proceeds are proposed to be used in accordance with the details provided in the below table:

(in ₹ million)

Particulars	Total Estimated Cost
Funding our capital expenditure requirements	327.67
Funding our long term working capital requirements	1,280.22
Repayment or pre-payment, in full or in part, of certain of our outstanding borrowings	225.00
General corporate purposes[(1)]	[●]
Total[(1) (2)]	[●]

(1) *To be finalised upon determination of Offer Price and updated in the Prospectus. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds from the Fresh Issue.*

(2) *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement which may be undertaken at the discretion of our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer prior to completion of the Offer. If the Pre-IPO Placement is undertaken, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.*

Aggregate Pre-Offer shareholding of Promoters, the Selling Shareholders and the members of our Promoter Group as a percentage of the paid-up Equity Share capital

Promoters and the members of our Promoter Group

Sr. No.	Name of the Shareholder	No. of Equity Shares held	Percentage of total pre-Offer paid up equity share capital (%)
Promoters			
1.	Sanjay Lodha	19,715,072	38.71
2.	Navin Lodha	9,857,086	19.36
3.	Vivek Lodha	9,857,086	19.36
4.	Niraj Lodha	9,857,086	19.36
	Sub-Total (**A**)	**49,286,330**	**96.78***
Promoter Group			
1.	Ashoka Bajaj Automobiles Private Limited	1,350,000	2.65
2.	Priti Lodha	900	Negligible
3.	Anuja Lodha	900	Negligible
4.	Sweta Lodha	900	Negligible
5.	Nisha Lodha	900	Negligible
6.	Jyoti Prakash Gadia	22,725	0.04
7.	Sajjan Kumar Khaitan	45,450	0.09
8.	Nand Kishore Bajoria	45,450	0.09
9.	Pramod Sikaria	45,450	0.09
	Sub-Total (**B**)	**1,512,675**	**2.97***
Total (A+B)		**50,799,005**	**99.75**

**Rounded-off*

Selling Shareholders

Sr. No.	Name of the Shareholder	No. of Equity Shares held	Percentage of total pre-Offer paid up equity share capital (%)
1.	Sanjay Lodha	19,715,072	38.71
2.	Navin Lodha	9,857,086	19.36
3.	Vivek Lodha	9,857,086	19.36
4.	Niraj Lodha	9,857,086	19.36
5.	Ashoka Bajaj Automobiles Private Limited	1,350,000	2.65
Total		**50,636,330**	**99.44**

For further details, see *'Capital Structure'* on page 91.

Summary of selected Financial Information derived from our Restated Financial Statements

(in ₹ million, except per share data)

Particulars	As at and for the 6 months period ended September 30, 2022	As at and for the 6 months period ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
Equity Share capital	56.58	56.58	56.58	56.58	56.58
Net worth	591.74	300.68	443.70	218.17	136.50
Revenue from operations	1,430.19	995.88	2,470.33	1,427.87	1,560.07
Profit/ (loss) for the year / period	147.32	81.96	224.53	82.30	39.06
Earnings / (Loss) per Equity Share					
- Basic (in ₹)*	2.89	1.61	4.41	1.62	0.77
- Diluted (in ₹)*	2.89	1.61	4.41	1.62	0.77
Net asset value per Equity Share	11.62	5.90	8.71	4.28	2.68
Total Borrowings	275.89	232.25	344.84	305.38	152.26

** Not annualised for September 30, 2022 & September 30, 2021*

(1) Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

(2) Basic EPS amounts are calculated by dividing the profit for the year attributable to equity shareholders of our Company by the weighted average number of equity shares outstanding during the year (as adjusted for sub-division of face value from ₹ 10 to ₹ 2 as approved by our Shareholders on February 16, 2023 and change in capital due to issue of bonus shares made by our Company on February 20, 2023.)

(3) Diluted EPS amounts are calculated by dividing the profit attributable to equity Shareholders by the weighted average number of Equity Shares outstanding during the year plus the weighted average number of Equity Shares that would be issued on conversion of all the dilutive potential Equity Shares into Equity Shares (as adjusted for sub-division of face value from ₹ 10 to ₹ 2 as approved by the Shareholders of our Company on February 16, 2023 and change in capital due to issue of bonus shares made by our Company on February 20, 2023).

(4) Net Asset Value per share (NAV) is computed as the closing net worth (sum of equity share capital, other equity and non-controlling interest) divided by the closing outstanding number of equity shares & impact of potential shares as on March 31, 2022.

(5) Total borrowings = Total borrowings are current and non-current borrowings plus current and non-current lease liabilities.

For further details, see '*Restated Financial Statements*' on page 292.

Qualifications by the Statutory Auditors which have not been given effect to in the Restated Financial Statements

There are no qualifications included by our Statutory Auditors in the financial statements which have not been given effect to in the Restated Financial Statements.

Summary of Outstanding Litigations and other Material Developments

Sr. No.	Name of Entity	Criminal Proceedings	Tax proceedings	Statutory/ Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against our Promoter in last 5 years	Material civil litigation	Aggregate amount involved (₹ in million)*
1.	**Company**						
	By our Company	Nil	Nil	-	-	Nil	Nil
	Against our Company	Nil	2	Nil	Nil	Nil	2.34
2.	**Promoters**						
	By our Promoter	Nil	Nil	-	-	Nil	Nil
	Against our Promoter	Nil	1	Nil	6	Nil	0.08
3.	**Directors (other than Promoters)**						
	By our Directors	Nil	Nil	-	-	Nil	Nil
	Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
4.	**Subsidiary**						
	By our Subsidiary	Nil	Nil	-	-	Nil	Nil
	Against our Subsidiary	Nil	Nil	Nil	Nil	Nil	Nil

**To the extent quantifiable.*

Further, as on the date of this Draft Red Herring Prospectus, there are no outstanding litigation proceedings involving our Group Companies, the outcome of which could have a material impact on our Company.

Risk Factors

Specific attention of Investors is invited to '*Risk Factors*' on page 36. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer.

Summary of contingent liabilities and commitments of our Company

The details of the contingent liabilities of our Company as on September 30, 2022 derived from the Restated Financial Statements are set forth below:

Particulars	As on September 30, 2022 (₹ million)
Claims against our Company not acknowledged as debt	
Sales Tax, Value added tax, CST and GST	0.52
Custom duty	1.32
Bank guarantees	233.99
Others	Nil
Total	**235.83**

For further details, see '*Restated Financial Statements - Note no. 42 (ii) - Contingent Liabilities'* on page 350.

Summary of Related Party Transactions

Set out below are the details of our related party transactions from our Restated Financial Statements as at and for the 6 months period ended September 30, 2021, and the 6 months period ended September 30, 2022 and as at and for the Fiscal 2022, Fiscal 2021 and Fiscal 2020:

(in ₹ million)

Particulars	For the 6 months period ended September 30, 2022	For the 6 months period ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
Key managerial personnel and their relatives					
Sanjay Lodha	5.10	4.50	9.60	10.20	7.80
Navin Lodha	3.75	3.75	7.50	7.50	5.10
Niraj Lodha	3.75	3.75	7.50	7.50	5.10
Vivek Lodha	3.90	3.90	7.80	7.80	5.40
Rudra Prasad Lodha	-	-	-	-	2.10
Priti Lodha	-	-	-	1.20	-
Sweta Lodha				1.20	-
Loan Taken*					
Sanjay Lodha	0.36	2.44	2.72	1.40	2.15
Navin Lodha	-	0.02	0.05	2.53	0.32
Niraj Lodha	0.28	0.31	0.57	3.18	1.23
Vivek Lodha	0.13	0.24	0.43	3.06	0.75
A.K.Lodha & Sons	-	0.02	0.04	0.05	0.46
Anuja Lodha	0.10	0.09	0.16	0.70	0.65
Madhuri Lodha	0.03	0.03	0.05	0.05	0.23
Navin Lodha (HUF)	-	0.05	0.09	0.08	0.76
Niraj Lodha (HUF)	-	0.10	0.17	0.16	1.52
Nisha Lodha	0.17	0.16	0.28	0.71	1.88
Priti Lodha	0.23	0.21	0.38	1.07	1.35
R P Lodha & Sons	-	0.14	0.25	0.23	2.13
Rudra Prasad Lodha	-	-	-	-	1.78
Sandeep Lodha (HUF)	-	0.11	0.20	0.18	0.16
Sanjay Lodha (HUF)	-	0.03	0.05	0.05	0.41
Sweta Lodha	0.05	0.07	0.13	2.82	1.24
Vivek Lodha (HUF)	-	0.06	0.11	0.11	1.01
Ashoka Bajaj Automobiles Pvt Ltd	0.20	0.18	0.33	0.31	0.29
Loan repayment					
Sanjay Lodha	1.02	-	-	-	-
Navin Lodha	-	2.50	2.59	1.05	-
Niraj Lodha	0.70	-	1.00	0.07	-
Vivek Lodha	2.40	-	1.00	0.10	-
A.K.Lodha & Sons	-	-	0.54	-	-
Anuja Lodha	-	-	0.04	0.05	-
Navin Lodha (HUF)	-	-	0.93	-	-
Niraj Lodha (HUF)	-	-	1.86	-	-
Nisha Lodha	0.03	-	0.04	-	-
Priti Lodha	0.06	-	0.08	-	-
R P Lodha & Sons	-	-	2.61	-	-

Particulars	For the 6 months period ended September 30, 2022	For the 6 months period ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
Key managerial personnel and their relatives					
Rudra Prasad Lodha	-	1.90	1.90	-	-
Sandeep Lodha (HUF)	-	-	2.05	-	-
Sanjay Lodha (HUF)	-	-	0.50	-	-
Sweta Lodha	0.23	1.95	2.01	2.25	0.02
Vivek Lodha (HUF)	-	-	1.24	-	-
Ashoka Bajaj Automobiles Pvt Ltd	-	-	-	0.11	-
Interest Expense					
Sanjay Lodha	0.36	0.35	0.70	0.31	0.05
Navin Lodha	-	0.02	0.05	0.14	0.10
Niraj Lodha	0.28	0.31	0.63	0.31	0.14
Vivek Lodha	0.13	0.24	0.48	0.18	0.06
A.K.Lodha & Sons	-	0.02	0.04	0.05	0.01
Anuja Lodha	0.10	0.09	0.18	0.11	0.05
Madhuri Lodha	0.03	0.03	0.05	0.05	0.03
Navin Lodha (HUF)	-	0.05	0.10	0.09	0.01
Niraj Lodha (HUF)	-	0.10	0.19	0.18	0.02
Nisha Lodha	0.17	0.16	0.31	0.23	0.03
Priti Lodha	0.23	0.21	0.42	0.30	0.17
R P Lodha & Sons	-	0.14	0.28	0.25	0.03
Rudra Prasad Lodha	-	-	-	-	0.09
Sandeep Lodha (HUF)	-	0.11	0.22	0.20	0.18
Sanjay Lodha (HUF)	-	0.03	0.05	0.05	0.01
Sweta Lodha	0.05	0.07	0.14	0.24	0.16
Vivek Lodha (HUF)	-	0.06	0.12	0.12	0.01
Ashoka Bajaj Automobiles Pvt Ltd	0.20	0.18	0.37	0.34	0.32
Consultation charges					
Tyrone Systems Private limited	-	-	-	-	0.13
Investment in Equity Instruments					
Netweb Foundation	0.10	-	-	-	-
Summary of outstanding balances with above related parties are as follows					
Non - current financial liabilities - loan from related party					
Key managerial personnel and their relatives					
Sanjay Lodha	5.81	6.19	6.47	3.75	2.35
Navin Lodha	-	0.06	-	2.54	1.06
Niraj Lodha	4.50	5.67	4.92	5.36	2.24
Vivek Lodha	1.25	4.34	3.52	4.10	1.13
Anuja Lodha	1.73	1.60	1.63	1.51	0.86
Madhuri Lodha	0.50	0.46	0.47	0.43	0.38
Navin Lodha (HUF)	-	0.89	-	0.84	0.76
Niraj Lodha (HUF)	-	1.79	-	1.69	1.52
Nisha Lodha	2.98	2.76	2.84	2.60	1.88
Priti Lodha	3.96	3.70	3.79	3.49	2.41
Rudra Prasad Lodha	-	-	-	1.90	1.90

Particulars	For the 6 months period ended September 30, 2022	For the 6 months period ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
Key managerial personnel and their relatives					
Sandeep Lodha (HUF)	-	1.97	-	1.86	1.67
Sanjay Lodha (HUF)	-	0.48	-	0.45	0.40
Sweta Lodha	0.76	0.94	0.94	2.82	2.25
Vivek Lodha (HUF)	-	1.18	-	1.12	1.01
A.K.Lodha & Sons	-	0.53	-	0.51	0.46
R P Lodha & Sons	-	2.50	-	2.36	2.13
Enterprises where key managerial personnel or their relatives exercise significant influence (where transactions have taken place)					
Ashoka Bajaj Automobiles Pvt Ltd	4.24	3.86	4.03	3.68	3.48

**Loan taken during the year/period includes interest capitalized in loan amount.*

For further details, see '*Restated Financial Statements – Note no. 38 – Related Party Transactions'* on page 346.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company, other than in the normal course of business of the relevant financing entity, during a period of 6 months immediately preceding the date of this Draft Red Herring Prospectus.

Average Cost of Acquisition of our Promoters and the Selling Shareholders

The average cost of acquisition per Equity Share for our Promoters and Selling Shareholders is:

Name	Number of Equity Shares acquired	Average Cost of Acquisition per Equity Share (in ₹)*
Promoters		
Sanjay Lodha	19,715,072	0.43
Navin Lodha	9,857,086	0.11
Vivek Lodha	9,857,086	0.35
Niraj Lodha	9,857,086	0.84
Selling Shareholders		
Sanjay Lodha	19,715,072	0.43
Navin Lodha	9,857,086	0.11
Vivek Lodha	9,857,086	0.35
Niraj Lodha	9,857,086	0.84
Ashoka Bajaj Automobiles Private Limited	1,350,000	1.56

**As certified by M/s APT & Co LLP, the Independent Chartered Accountant, pursuant to a certificate dated March 27, 2023.*

Weighted average price at which the Equity Shares were acquired by our Promoters and each of the Selling Shareholders in the 1 year preceding the date of this Draft Red Herring Prospectus

Name	Number of Equity Shares acquired in the last 1 year	Weighted Average Price at which the Equity Shares acquired in the last 1 year (in ₹)*
Promoters		
Sanjay Lodha	1,13,00,502	Nil
Navin Lodha	66,13,346	Nil
Vivek Lodha	74,19,396	Nil

Name	Number of Equity Shares acquired in the last 1 year	Weighted Average Price at which the Equity Shares acquired in the last 1 year (in ₹)*
Niraj Lodha	76,19,396	0.94
Selling Shareholders		
Sanjay Lodha	1,13,00,502	Nil
Navin Lodha	66,13,346	Nil
Vivek Lodha	74,19,396	Nil
Niraj Lodha	76,19,396	0.94
Ashoka Bajaj Automobiles Private Limited	6,00,000	Nil

**As certified by M/s APT & Co LLP, the Independent Chartered Accountant, pursuant to a certificate dated March 27, 2023.*

Details of price at which Equity Shares were acquired by our Promoters, the members of our Promoter Group, Selling Shareholders and Shareholders with right to nominate Directors or other rights in the last 3 years preceding the date of this Draft Red Herring Prospectus

Save and except for below, our Promoters, the members of our Promoter Group, and the Selling Shareholders have not acquired any specified securities in the last 3 years preceding the date of this Draft Red Herring Prospectus:

Name	Date of Acquisition	Number of Equity Shares Acquired	Face Value (in ₹)	Acquisition price per Equity Share*
Promoters				
Sanjay Lodha	February 8, 2023	346,000	10	Nil
	February 9, 2023	151,550	10	Nil
	February 20, 2023[@]	8,812,752	2	N.A.
Navin Lodha	January 7, 2022	392,100	10	Nil
	February 9, 2023	260,000	10	Nil
	February 10, 2023	181,434	10	Nil
	February 20, 2023[@]	4,406,176	2	N.A.
Vivek Lodha	February 9, 2023	212,000	10	Nil
	February 9, 2023	151,550	10	Nil
	February 10, 2023	239,094	10	Nil
	February 20, 2023[@]	4,406,176	2	N.A.
Niraj Lodha	January 7, 2022	150,000	10	Nil
	November 5, 2022	85,100	10	84.61
	February 9, 2023	145,000	10	Nil
	February 10, 2023	412,544	10	Nil
	February 20, 2023[@]	4,406,176	2	N.A.
Selling Shareholders				
Sanjay Lodha	February 8, 2023	346,000	10	Nil
	February 9, 2023	151,550	10	Nil
	February 20, 2023[@]	8,812,752	2	N.A.
Navin Lodha	January 7, 2022	392,100	10	Nil
	February 9, 2023	260,000	10	Nil
	February 10, 2023	181,434	10	Nil
	February 20, 2023[@]	4,406,176	2	N.A.
Vivek Lodha	February 9, 2023	212,000	10	Nil
	February 9, 2023	151,550	10	Nil
	February 10, 2023	239,094	10	Nil
	February 20, 2023[@]	4,406,176	2	N.A.
Niraj Lodha	January 7, 2022	150,000	10	Nil
	November 5, 2022	85,100	10	84.61
	February 9, 2023	145,000	10	Nil
	February 10, 2023	412,544	10	Nil
	February 20, 2023[@]	4,406,176	2	N.A.

Name	Date of Acquisition	Number of Equity Shares Acquired	Face Value (in ₹)	Acquisition price per Equity Share*
Ashoka Bajaj Automobiles Private Limited	February 20, 2023[@]	600,000	2	N.A.
Promoter Group				
Priti Lodha	February 8, 2023	100	10	Nil
	February 20, 2023[@]	400	2	N.A.
Sweta Lodha	February 9, 2023	100	10	Nil
	February 20, 2023[@]	400	2	N.A.
Anuja Lodha	February 10, 2023	100	10	Nil
	February 20, 2023[@]	400	2	N.A.
Nisha Lodha	February 10, 2023	100	10	Nil
	February 20, 2023[@]	400	2	N.A.
Jyoti Prakash Gadia	March 08, 2023	22,725	2	Nil
Sajjan Kumar Khaitan	March 10, 2023	45,450	2	Nil
Nand Kishore Bajoria	March 13, 2023	45,450	2	Nil
Pramod Sikaria	March 13, 2023	45,450	2	Nil
Ashoka Bajaj Automobiles Private Limited	February 20, 2023[@]	600,000	2	N.A.
Other Shareholders with special rights – NIL				

**As certified by M/s APT & Co LLP, the Independent Chartered Accountant, pursuant to a certificate dated March 27, 2023.*
[@]Pursuant to a bonus issue in the ratio of 4 Equity Shares for 5 existing Equity Shares held.

There are no Shareholders who are entitled to nominate Directors or have any other special rights.

For further details, see '*Capital Structure*' on page 91.

Weighted average cost of acquisition of all Equity Shares transacted in the 3 years, 18 months and 1 year preceding the date of this Draft Red Herring Prospectus

Period	Weighted Average Cost of Acquisition (in ₹)*	Cap Price is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest price – highest price*[@] (in ₹)
Last 3 years	0.20	[●]	0-16.92
Last 18 months	0.20	[●]	0-16.92
Last 1 year	0.21	[●]	0-16.92

**As certified by M/s APT & Co LLP, the Independent Chartered Accountant, pursuant to a certificate dated March 27, 2023.*
[@]Highest price is considered post sub-division of the Equity Shares which was approved by our Shareholders pursuant to the special resolution at their meeting held on February 16, 2023.

Details of pre-IPO Placement

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 510.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.

Issue of Equity Shares for consideration other than cash in the last 1 year

Save and except for the bonus issue of 22,632,880 Equity Shares dated February 20, 2023, our Company has not issued any Equity Shares in the 1 year immediately preceding the date of this Draft Red Herring Prospectus, for consideration other than cash. For further details, see '*Capital Structure*' on page 91.

Split / Consolidation of Equity Shares of our Company in the last 1 year

Except for the sub-division of Equity Shares of face value of ₹ 10 each to ₹ 2 each authorised by our Board pursuant to the resolution at its meeting held on February 15, 2023 and by our Shareholders pursuant to the special resolution at their meeting held on February 16, 2023, our Company has not undertaken any split / consolidation of its Equity Shares in the last 1 year preceding the date of this Draft Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied to SEBI for any exemption from complying with any provisions of the securities laws since its incorporation.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described in this section are not the only ones relevant to us, our business or our Equity Shares, and there could other risks emanating from the industry and segments in which we currently operate. Additional risks and uncertainties not presently known to us or that we currently deem not material may also impair our business, results of operations, financial condition and cash flows. If any of the following risks, or a combination of risks, or other risks that are not currently known or are currently deemed not material, actually occur, our business, results of operations, financial condition and cash flows could be adversely affected, the trading price of our Equity Shares could decline, and you may lose all or part of your investment. To obtain a complete understanding of us and our business, prospective investors should read this section in conjunction with 'Industry Overview', Our Business, and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on pages 155, 211 and 378, respectively, as well as the financial, operational and other information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Offer including the merits and risks involved. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in our Equity Shares.

Prospective investors should pay particular attention to the fact that our Company is incorporated under the laws of India and is subject to a legal and regulatory environment, which may differ in certain respects from that of other countries. This Draft Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For details, see 'Forward-Looking Statements' on page 24.

Unless stated or, the context requires, otherwise, the financial information of our Company has been derived from the Restated Financial Statements included in this Draft Red Herring Prospectus.

Unless otherwise indicated, industry and market data used in this section has been derived from the report titled 'Global Market Opportunity for High-end Computing Solutions (HCS) & Related Segments' dated March 25, 2023 prepared and issued by F&S, appointed by us pursuant to engagement letter dated December 8, 2022, and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. F&S was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the F&S Report is available on the website of our Company at www.netwebindia.com/investors.

Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section.

Internal Risk Factors

1. ***Our success is dependent on our long-term relationship with our Customers. In particular, we are heavily reliant on our top 10 Customers. We do not, generally, enter into long term contracts with Customers, which exposes us to risks emanating from the inability to retain our established Customers as our clients.***

We are a high-end computing solutions (**HCS**) provider to Customers across various end-user industries (**Application Industries**) such as information technology, information technology enabled services, entertainment and media, banking, financial services and insurance (**BFSI**), national data centres and government entities including in the defence sector, education and research development institutions such as Indian Institute of Technology (**IIT**) Jammu, IIT Kanpur, NMDC Data Centre Private Limited, Airamatrix Private Limited, Graviton Research Capital LLP, Institute of Nano Science and Technology, HL Mando Softtech India Private Limited, Dr. Shyam Prasad Mukherjee International Institute of Information Technology, Naya Raipur, Jawaharlal Nehru University, Hemvati Nandan Bahuguna Garhwal University, Akamai India Networks Private Limited, A.P.T. Portfolio Private Limited, and Yotta Data Services Private Limited,. We also cater to an Indian Government space research organisation and an R&D organisation of the Ministry of Electronics and Information Technology, Government of India which is involved in carrying out R&D in information technology and electronics and associated areas including Supercomputing. Our business relationships are substantially reliant on these Customers.

Further, we are heavily reliant on our top 10 Customers and our revenue from operations from our top 10 Customers as on September 30, 2022, September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 is set out below:

Name of the top 10 Customers	Revenue from operations									
	As on September 30, 2022		As on September 30, 2021		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	Revenue generated (in ₹ million)	As a % of revenue from operations	Revenue generated (in ₹ million)	As a % of revenue from operations	Revenue generated (in ₹ million)	As a % of revenue from operations	Revenue generated (in ₹ million)	As a % of revenue from operations	Revenue generated (in ₹ million)	As a % of revenue from operations
Customer 1	184.19	12.88	306.43	30.77	486.21	19.68	204.48	14.32	330.50	21.18
Customer 2	85.88	6.00	82.63	8.30	151.35	6.13	190.95	13.37	129.65	8.31
Customer 3	75.92	5.31	43.70	4.39	143.25	5.80	71.05	4.98	110.95	7.11
Customer 4	66.00	4.61	26.05	2.62	85.82	3.47	67.77	4.75	104.77	6.72
Customer 5	63.09	4.41	25.20	2.53	82.59	3.34	47.28	3.31	68.50	4.39
Customer 6	60.89	4.26	24.41	2.45	77.98	3.16	47.09	3.30	34.53	2.21
Customer 7	49.27	3.44	22.60	2.27	54.50	2.21	40.98	2.87	28.76	1.84
Customer 8	38.94	2.72	20.89	2.10	48.66	1.97	27.03	1.89	24.95	1.60
Customer 9	35.65	2.49	19.93	2.00	46.15	1.87	26.49	1.86	21.98	1.41
Customer 10	29.88	2.09	14.76	1.48	45.51	1.84	23.15	1.62	19.11	1.22
Total	**689.71**	**48.23**	**586.60**	**58.90**	**1,222.02**	**49.47**	**746.27**	**52.26**	**873.70**	**56.00**

Our business relationships with our Customers have been built over time and while we, generally, do not enter into long term contracts with our Customers and significant portion of our revenue is routed through purchase orders, we have garnered repeat orders from our Customers. Using Fiscal 2016 as the base year, the average duration of our relationship with our top 10 Customers by revenue from operations during the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021 and Fiscal 2022, Fiscal 2021 and Fiscal 2020 was 4.17 years, 3.88 years, 4.08 years, 4.33 years and 2.80 years, respectively. We cannot assure you that we will be able to retain the business of our existing key Customers or maintain the current level of business with each of these Customers. Further, while our dependence on our top 10 Customers has reduced from 56% in Fiscal 2020 to 48.23% in the 6 months period ended September 30, 2022, we cannot assure you that we will not rely on our top 10 Customers for our revenue from operations.

Consequently, our business, results from operations, and financial condition are heavily dependent on our maintaining our relationship with our Customers, and, in particular, continuing to receive orders from such Customers and failure to do so, or inability to do so on commercially viable terms could have an adverse impact on our revenue and, or, margins, and, consequently, our profitability.

Loss of all or a substantial portion of sales to any of our top 10 Customers, for any reason (including, due to failure to negotiate acceptable terms in such orders, adverse change in the financial condition of such Customers for various factors such as possible bankruptcy or liquidation or other financial hardship, merger or decline in their sales, reduced or delayed customer requirements, facility shutdowns, labour strikes, geopolitical reasons and, or, other work stoppages affecting production by such Customers) could have a material adverse impact on our business, results of operations, financial condition and cash flows.

2. ***We derive a majority portion of our revenues from operations from a select few of our HCS offerings. Loss or decline in the demand of such offerings may result in an adverse effect on our business, revenue from manufacturing operations and financial condition.***

Currently, our HCS offerings comprises (i) Supercomputing systems, (ii) private cloud and HCI, (iii) AI systems and enterprise workstations, (iv) HPS solutions, (v) data center servers, and (vi) software and service for our HCS offerings. Out of our HCS offerings, Supercomputing systems, and private cloud and HCI have generally been our largest revenue generating business verticals. Set out below is the detail of our revenue from operations from

Supercomputing systems and private cloud and HCI business verticals in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020:

Business Vertical	Revenue from operations									
	6 months period ended September 30, 2022		6 months period ended September 30, 2021		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	(in ₹ million)	As a % of revenue from operations	(in ₹ million)	As a % of revenue from operations	(in ₹ million)	As a % of revenue from operations	(in ₹ million)	As a % of revenue from operations	(in ₹ million)	As a % of revenue from operations
Supercomputing systems	413.69	28.93	491.30	49.33	1,030.02	41.70	138.75	9.72	633.10	40.58
Private cloud and HCI	459.01	32.09	98.91	9.93	478.82	19.38	405.41	28.39	345.48	22.15
Total	**872.70**	**61.02**	**590.21**	**59.26**	**1,508.84**	**61.08**	**544.16**	**38.11**	**978.58**	**62.73**

As demonstrated in the above table, our revenue from operations from our largest business generating verticals, Supercomputing systems, and private cloud and HCI, declined during the Fiscal 2021, and we cannot assure you that there will be no such decline in revenue from operations from these business verticals in future or that the revenue from other verticals will increase to off-set any decline in the revenue from the business verticals in the table above. Sale of our products may decline as a result of, *inter alia*, decline in demand in these business verticals, our Customers' failure to successfully market their products or to compete effectively, loss of our market share, macro-economic conditions in relation to these business verticals, innovation in technology thereby rendering our technology redundant, increase in competition, and pricing pressures. Any or all of these factors may have an adverse effect on our business prospects and sales of our product and solution offerings could decline substantially. We cannot assure you that such lack of demand for any of our key offerings, particularly a significant reduction in sales of our Supercomputing systems and private cloud and HCI, could potentially be off-set by sales of our other product and solutions offering.

Further, we have recently, in Fiscal 2023, forayed into developing new product lines, *viz.*, Network Switches and 5G ORAN Appliances, and have recently introduced 5G cloud on core and edge for an international telecommunication service provider. However, setting up infrastructure for 5G solutions is capital intensive. Therefore, if we are unable to achieve the anticipated level of growth in this new venture, it could have an adverse impact on our business, results of operations, financial condition and cash flows.

3. ***We depend on few Application Industries for majority of our revenue from operations. Loss of Customers in these Application Industries may result in an adverse effect on our business, revenue from manufacturing operations and financial condition.***

We cater to multiple Application Industries and our product and solutions offerings are spread across the following Application Industries: (i) higher education and research, (ii), space and defence, (iii) information technology and information technology enabled services (**IT and ITES**), and (iv) other enterprises. However, of these Application Industries, viz, (i) higher education and research, (ii) IT and ITES have generally been our largest revenue generating Application Industries. Set out below is the breakup of our revenue from operations from these Application Industries in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021, and Fiscal 2020:

(in ₹ million)

Application Industries	Revenue from operations									
	6 months period ended September 30, 2022		6 months period ended September 30, 2021		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	In ₹ million	As a % of revenue from operations	In ₹ million	As a % of revenue from operations	In ₹ million	As a % of revenue from operations	In ₹ million	As a % of revenue from operations	In ₹ million	As a % of revenue from operations
Higher education and research	685.51	47.93	606.41	60.89	1,409.48	57.06	597.62	41.85	648.86	41.59
Information Technology and Information Technology Enabled Services	423.39	29.60	146.40	14.70	526.24	21.30	426.60	29.88	305.47	19.58
Total	**1108.9**	**77.53**	**752.81**	**75.59**	**1,935.72**	**78.36**	**1024.22**	**71.73**	**954.33**	**61.17**

Therefore, our business operations, revenue from operations and financial condition may be adversely affected, as a result of, *inter alia*, decline in demand of our product and solutions offerings in these Application Industries, macro-economic conditions affecting these Application Industries, increase in competition, pricing pressures, innovation in technology thereby rendering our technology redundant, and change in government policies and regulatory action. Any or all of these factors may have an adverse effect on our business prospects, and sales of our product and solution offerings could decline substantially. Further, we cannot assure you that the sales to the other Application Industries will increase or be sufficient to off-set any reduction in revenue from the higher education and research, and IT and ITES Application Industries.

4. ***Our Company has entered into various non-disclosure agreements with our technology partners to collaborate on design and innovation of products and solutions, most of which are governed by foreign laws. Any failure to comply with the terms of such agreements resulting in breach under such agreements may have monetary implications and cause us reputational harm.***

We possess extensive technical knowledge about our product and solutions offering. Such technical knowledge has been built through our own experiences, research and development, and through collaboration with various technology partners to avail and exchange technical know-how. We design and innovate products and provide services tailored to specific customer requirements in collaboration with our technology partners. Our arrangements with our technology partners are bound by, and, subject to, entering into non-disclosure agreements, the majority of which are governed by foreign laws. Accordingly, our obligations pursuant to these non-disclosure agreements have a higher degree of discretion, stringent norms of performance and strict levels of maintenance of confidentiality vis-à-vis the development and innovation of technologies to aid our product and solutions R&D. Any breach of terms of these non-disclosure agreements could lead to us losing our relationship with our technology partners. Further, given that most of these agreements are governed by foreign laws, any adverse legal actions that may be taken against us by our technology partner owing to breach of terms of such non-disclosure agreements could expose us to the laws of such foreign jurisdiction that we do not have a detailed understanding of. Any such adverse actions against us may also impact our overall reputation and may deteriorate our relationship with our other technology partners, including imposition of more stringent terms of agreements and onerous obligations upon us. While we have not been in non-compliance under any such non-disclosure agreements till

date, our failure to comply with the terms of such agreements in the future could have a material adverse effect on our reputation, business and our financial condition.

In the event the confidential technical information in respect of our product and solutions offering or business operations becomes available to third parties or to the general public, any competitive advantage that we may have over other companies could be adversely impacted. Further, if a competitor is able to reproduce or otherwise capitalise on our technology, it may be difficult, expensive or impossible for us to obtain necessary legal protection.

5. ***There are common pursuits between our Company and a member of our Promoter Group. Further, the member of the promoter group provides same products and solutions as us in jurisdictions that are demarcated by a non-compete agreement. Any breach of the non-compete agreement may adversely impact our business operations.***

There are common pursuits amongst a member of our Promoter Group, namely, Netweb Pte, and our Company by virtue of being engaged in the same line of business. Our Company, and our Promoters have entered into a non-compete agreement with Netweb Pte., and Sandeep Lodha, a member of our Promoter Group (who has a controlling interest in Netweb Pte.), which delineates the geographical territories in which our Company, our Promoters, Netweb Pte, and Sandeep Lodha can operate. Consequently, our Company and our Promoters will not be able to sell its products and solutions and conduct its business operations in certain jurisdictions *viz*. Indonesia, Vietnam, Malaysia, Thailand, Singapore and United States of America (**USA**). The non-compete obligation on our Company and our Promoters in the USA is only to the extent of providing infrastructure technology solutions to oil and gas industries in the USA. Netweb Pte, and Sandeep Lodha and the entities controlled by them, cannot operate in any territory other than our Company's restricted territories mentioned above. Further, the non-compete obligations under the non-compete agreement is for a period of 5 years from March 20, 2023, and may be further extended. Any adverse impact on Netweb Pte could have a reputational impact on us, and our business operations to that extent may be affected. In addition, our inability to operate in our Company's restricted territories, could impact our growth aspects and our business operations. Further, if the non-compete agreement is not renewed, then Netweb Pte., Sandeep Lodha and the entities controlled by them may operate in the same line of business as our Company in the geographical territories in which our Company operates, which may impact our business, financial condition and results of operations. For further details in relation to the non-compete agreement, see '*History and Certain Corporate Matters - Material Agreements*' on page 256.

6. ***Our Company and one of the members of our Promoter Group use the identical intellectual property rights (i.e., trade marks) in their respective jurisdictions. Any adverse actions initiated against the member of our Promoter Group in relation to the business operations carried out under these brands (trade marks) may adversely impact our business operations including reputational harm.***

One of the members of our Promoter Group, Netweb Pte. has registered certain trade marks in the jurisdiction where it operates its business. Our Company has also registered certain identical trade marks in India, and has made applications for registration for other identical trade marks before the Indian Trade Mark Registry. Our Company has entered into an intellectual property rights agreement with Netweb Pte., which delineates the geographical territories in which our Company and Netweb Pte. can use the identical trade marks. Consequently, our Company will not be able to market its products and solutions offerings using the identical trade marks in the following jurisdictions: Indonesia, Vietnam, Malaysia, Thailand, and Singapore and in USA. The restriction on usage of trade mark on our Company in USA is only to the extent of providing infrastructure technology solutions to oil and gas industries in the USA. Further, Netweb Pte. cannot market its products and solutions offerings using the identical trade marks in any territories other than our Company's restricted territories mentioned above. Further, the intellectual property rights agreement is for a period of 5 years from March 20, 2023, and may be further extended. Any adverse impact on Netweb Pte., including any actions initiated by its customers, affiliates/business associates of our existing Customers or any other third parties could have a reputational impact on us, and our business operations to that extent may be affected. In addition, our inability to market our products and solutions offerings using the identical trade marks in our Company's restricted territories, could impact our growth aspects and our business operations. Further, if the intellectual property rights agreement is not renewed, then Netweb Pte. may market its products and solutions offerings using the identical trade marks in geographical territories in which our Company operates, which may impact our business, financial condition and results of operations. For further details in relation to the intellectual property agreement, see '*History and Certain Corporate Matters – Material Agreements*' on page 256.

7. ***A significant proportion of our orders are from government related entities which award the contract through a process of tender. Tenders, typically, are awarded to the lower bidder once all other eligibility criteria are met. Our performance could be adversely affected if we are not able to successfully bid for these contracts or required to lower our bid value.***

Our business is substantially dependent on contracts undertaken by various government bodies, government entities, government institutions and leading scientific and research development institutions of the government of India (**Government Customers**) including, *inter alia*, various IITs and other entities funded by the Government. A vast majority of contracts awarded by Government Customers are tender based. We compete with various companies while submitting the tender for these contracts.

Set out in the table below are details of our revenues from operations from Government Customers.

(in ₹ million)

Particulars	6 months period ended September 30, 2022		6 months period ended September 30, 2021		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	In ₹ million	As a % of revenue from operations	In ₹ million	As a % of revenue from operations	In ₹ million	As a % of revenue from operations	In ₹ million	As a % of revenue from operations	In ₹ million	As a % of revenue from operations
Government Customers	730.74	51.09	279.08	28.02	1,527.56	61.84	664.89	46.57	969.18	62.12
Non-Government Customers	699.45	48.91	716.80	71.98	942.77	38.16	762.98	53.43	590.89	37.88
Total	**1,430.19**	**100.00**	**995.88**	**100.00**	**2,470.33**	**100.00**	**1,427.87**	**100.00**	**1,560.07**	**100.00**

These tenders stipulate several strict conditions and eligibility criteria which are, typically, not subject to negotiations. Further, once the eligibility criteria are met, the contract is awarded to the lowest bidder. In case we do not qualify or our bid is not accepted, we will not be awarded the contract. We cannot assure that any of the bids we submit would be accepted; therefore, our ability to procure business by bidding at the lowest rates is crucial for our revenues. If we have to consistently lower our bid price to be awarded these contracts, our margins, and, consequently, our profitability could be adversely affected. Further, some of the bids submitted by us for tender based contracts are hosted on the government web portals. Our bids on the government web portals are accessible to any competitor participating in the bid who qualifies the technical round of the bid. While there have been instances in the past where complaints have been submitted against our bids on the web portals, none of such complaints have led to us being disqualified from a bidding process. We cannot assure you that, complaints, including vexatious complaints, will not be filed against us and / or our bid on these government web portals and consequently, we will not be disqualified from a bidding process for contracts from Government customers. Such disqualification may impact our reputation and have an adverse effect on our business. Further, our business and operations may be impacted as a result of various factors including change in the governments, scaling back of government policies or initiatives, changes in governmental or external budgetary allocation, or insufficiency of funds, which can adversely affect our business, financial condition and results of operations. For further details on impact of government policy see *'Management's Discussion And Analysis Of Financial Condition And Results Of Operations – Principal Factors Affecting our Financial Condition and Results of Operations'* on page 381.

8. ***Delays in Customer payments and receivables may adversely impact our profits and affect our cash flows.***

One of the risks involved in relation to our business is the practice of extending credit. While we work on advances with our new non-government Customers, we, generally, extend credit on sales of between 0 to 90 days to our existing Customers, in the ordinary course of business and we have, and will continue, to have high levels of outstanding receivables. We have a high trade receivables cycles with holding period that has increased from 56 days in Fiscal 2020, 94 days in Fiscal 2021, 99 days in Fiscal 2022, and 97 days in 6 months period ended September 30, 2021 and 96 days in 6 months period ended September 30, 2022. Further, our trade receivable

turnover ratio as at September 30, 2022, September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was 1.91, 1.89, 3.70¸ 3.89, and 6.57, respectively. As at September 30, 2022, September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, we had outstanding trade receivables aggregating ₹ 722.93, ₹ 497.53 million ₹ 778.05 million, ₹ 557.48 million, and ₹ 176.23 million, respectively, constituting 50.54% (not annualised), 49.96% (not annualised), 31.50%, 39.04% and 11.30% respectively, of our revenue from operations during the respective periods. Delay in Customer payments or an increase of our outstanding receivable may result in sub-optimal cash flow generation which could further impact our day to day cash flow management and the working capital requirements of our Company.

In the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, our Company had bad debts written off aggregating ₹ 0.54 million, Nil, Nil, Nil, and Nil, respectively. Our results of operations and profitability depends on the credit worthiness of our Customers. While there has been very minimal risk of defaults in client payments so far, we cannot assure you that we will not face any instances of defaults in client payments which may affect our our profit margins, cash flows and working capital.

9. ***Failure to meet quality standards for our product and solutions offering required by our Customers may lead to cancellation of existing and future orders and expose us inter alia to warranty claims, including monetary liability.***

All our product and solutions offering and manufacturing processes are subject to stringent quality standards and specifications. Further, we have received a number of quality assurance certifications and accreditations which have certified that our product and solutions offerings are in compliance with globally accepted manufacturing practices and quality standards. For instance, our manufacturing facility have received accreditations including ISO 14001:2015, (Environment Management System), ISO 9001:2015 (Quality Management System) and ISO/IEC 27001:2013 (Information Security Management System) certificates. We have also obtained BIS certification IS 13252(Part 1):2010/ IEC 60950-1: 2005 for our servers, work stations and storage solutions. If we are unable to renew these accreditations, our brand and reputation could be adversely affected. Any significant damage to our reputation and, or, brand caused by being denied such accreditations and certifications could have a material adverse effect on our ability to attract new and repeat Customers and, as a result, adversely affect our business, results of operations, financial condition and cash flows.

We have cultivated and nurtured our relationship with our Customers by consistently maintaining the standards of our products and solutions and ensuring timely delivery of our offerings. Our purchase orders with our Customers typically contain the delivery terms and quality parameters that the Customers expects from our product and solutions offerings. Any failure on our part to maintain the applicable standards and manufacture products according to prescribed specifications, may lead to loss of reputation and goodwill of our Company, cancellation of orders and even lead to loss of Customers. We provide HCS that are essential for the Application Industries such as higher education and research, space and defence, information technology and information technology enabled services and other enterprises. Each of our product and solutions portfolio has a specific utility. We cater to a large number of prominent Indian and international Customers who have exacting quality standards and adhering to such standards is a pre-requisite for us to be able to retain our Customers. While there has been no rejection of our products/cancellation of our purchase orders by our Customers in the 6 months period ended September 30, 2022 and September 30, 2021, and Fiscal 2022, Fiscal 2021 and Fiscal 2020, we cannot assure you that there will not be any such rejection of our products/ cancellation of our purchase orders. Failure to meet quality and standards of our product and solutions offering and processes can have serious consequences including rejection of the product and loss of Customer confidence which could have adverse effect on our reputation, business and our financial condition. In addition to being liable for failure of our product and solutions offering to meet the operating specifications prescribed by our Customers, we may be liable for delayed delivery of our product and solutions offering, in which event, our purchase order value is deducted by the Customers in accordance with the terms set out in our purchase orders and may also be liable to pay a compensation for any unscheduled downtime or shut down of our product and solutions offering. While there have been no instances of any of our Customers claiming any compensation for an unscheduled downtime or shut down or our product or solutions offering, we cannot assure you that such instances will not occur in future or the extent of compensation we will have to pay. Further, any such instance could also lead to cancellation of future orders or reputational harm the costs of which cannot be quantified.

The purchase orders placed by our Customers typically include liquidated damages ranging between 0.5% per week and maximum of 10% of the total purchase order value, invocation or forfeiture of performance bank

guarantees, or warranty claims in the event of non-compliance or inadequacy in performance of our obligations pursuant to these purchase orders. Further, we are required to provide comprehensive warranties on the performance of our HCS products and solutions on site, repair/replacement basis free of cost, and also provide round-the-clock support in terms of our purchase orders and adhere to prescribed resolution times. The warranties are also supported by performance bank guarantees. As on the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021, Fiscal 2020, we had outstanding performance bank guarantees aggregating to ₹ 233.99 million, ₹ 270.90 million, ₹ 309.72 million, ₹ 252.31 million, and ₹ 200.04 million. Accordingly, any failure at our end to deliver the performance as expected by our Customers could expose us to warranty claims, product recall or field action, indemnities, and cancellation of existing and future orders without liability. While there have been few instances of our Customers claiming liquidated damages due to delays in delivery of our products to our Customers, there have been no instances of our Customers invoking performance bank guarantees. We cannot assure you that liquidated damages will not be imposed or performance guarantees will not be invoked in the event of inadequate performance or non-performance or delay in performance of our obligations under the purchase orders.

10. ***We have a high working capital requirement and if we are unable to raise sufficient working capital our operations will be adversely affected*.**

Our business operations are subject to high working capital requirements. Currently, we meet our working capital requirements through a mix of internal accruals and working capital facilities from scheduled commercial banks and loans from unsecured lenders. We also intent to utilise a portion of Net Proceeds towards funding our working capital requirements. For further details of the proposed objects of the Offer, see '*Object of the Offer*' on page 120. As on February 28, 2023, we had sanctioned working capital facilities aggregating ₹ 950.00 million aggregating ₹ 500.00 million of cash credit limit and ₹ 450.00 million of bank guarantee; of which we had an outstanding amount of ₹ 210.11 million and ₹ 260.90 million, respectively. In addition to our working capital facilities, as on February 28, 2023, we had sanctioned term loan facilities for our working capital requirements aggregating ₹ 28.10 million, of which we had an outstanding amount of ₹ 25.50 million.

While we believe that our internal accruals, working capital facilities availed from our lenders and Net Proceeds of the Offer will be sufficient to address our working capital requirements, we cannot assure you that we will continue to generate sufficient internal accruals and, or, be able to raise adequate working capital from lenders to address our future needs. Our inability to meet our present working capital requirements or our enhanced working capital requirements will have an adverse impact on our results of operation, business and financial condition. For further details pertaining to our present working capital position, see '*Financial Indebtedness*' on page 368.

In addition, our Promoters have also extended personal guarantees for some of the debt facilities availed by our Company. Any inability to continue to provide such guarantee or their inability to honour such guarantee could result in an acceleration of such facilities and, or, adversely impact our ability to raise debt which could impact our cash flows, result in cash flow mismatch and adversely affect our financial condition.

11. ***We incur significant expenditure on components and we rely heavily on our top 10 vendors of components for a significant proportion of our components. Any adverse change in our relationship with such vendors or a significant increase in our component cost could adversely affect our profit margins.***

Our cost of materials consumed is the most significant aspect of our operating cost and, of our total expenses. The key components used in our operations comprise PCB and PCB assemblies using surface mount technology, chassis, microprocessors, hard disk drives, dynamic RAM and solid state drives. Set out in the table below are the details of our cost of materials consumed as a percentage of our total operating costs.

(in ₹ million)

Particulars	For the 6 months period ended September 30, 2022	As a % of total operating costs	For the 6 months period ended September 30, 2021	As a % of total operating costs	Fiscal 2022	As a % of total operating costs	Fiscal 2021	As a % of total operating costs	Fiscal 2020	As a % of total operating costs
Cost of materials consumed	1,009.15	83.92	617.71	71.61	1,780.98	83.84	1,186.29	92.39	1,294.78	87.52

Note: Total operating costs includes cost of materials consumed, change in inventories of finished goods and work-in-progress, employee benefits expense and other expenses.

Set out in the table below are the details of our cost of materials consumed as a percentage of our revenue from operations:

(in ₹ million)

Particulars	For the 6 months period ended September 30, 2022	As a % of revenue from operations	For the 6 months period ended September 30, 2021	As a % of revenue from operations	Fiscal 2022	As a % of revenue from operations	Fiscal 2021	As a % of revenue from operations	Fiscal 2020	As a % of revenue from operations
Cost of materials consumed	1,009.15	70.56	617.71	62.03	1,780.98	72.09	1,186.29	83.08	1,294.78	82.99

Given the nature of our business operations the cost of material consumed which is our component cost will continue to be significant aspect of our total expenses. Therefore, any significant increase in our cost of components including as a consequence of any exchange rate fluctuation, to the extent we are unable to pass it on to our Customers, will impact on our profitability. Further, while we procure our components from multiple vendors, in the 6 month period ended September 30, 2022, September 30, 2021, Fiscal 2022, Fiscal 2021, and Fiscal 2020, our top 10 vendors accounted for 88.95%, 90.87%, 84.67%, 86.40% and 84.78%, respectively, of our total cost of components. Any adverse change in our relationship with such vendors or a significant increase in our component cost could adversely affect our profit margins.

Additionally, we also rely on imports of certain components such chassis, PCB, microprocessors and hard disk drives from overseas vendors. Any global supply chain issues including due to factors such as global conflicts or imposition of sanctions on the country(ies) from which we import our goods, could adversely affect our ability import such components. Further, imports of goods are subject to government levies including customs duty and other levies, and any increase in the government levies on the import of our components, would increase our operational expenses. Further, we cannot assure you that we will be able to identify and source necessary components from other countries or from local markets within the required time frames, or at all. If any of the foregoing were to materialise it could have an adverse impact on our results of operation and financial condition.

12. ***We are heavily dependent on machinery for our operations. Any break-down of our machinery may have a significant impact on our business, financial results and growth prospects. Our success and financial condition will depend on our ability to maximise our manufacturing capacities.***

We operate out of our manufacturing facility located in Faridabad, Haryana, which is equipped with capabilities to (i) design, develop, manufacture and test our products, and (ii) cater to our software and service portfolio Our manufacturing facility is equipped with various machinery and quality testing equipment, such as, climatic chamber with data logger, energy efficiency tester, tool and kits for integration and testing, clamp meter, digital multimeter, ESD generator, sound level meter, insulation resistance tester, etc.

Our success and our financial condition are predicated on our ability to maximise our manufacturing capacities. Our production capacity (in terms of number of server nodes) for the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was 3,750, 3,750, 7,500, 7,500, and 7,500, respectively. Our actual production of the number of server nodes for the or the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was 2,475, 1,574, 3,983, 3,901, and 4,688, respectively. Our capacity utilisation which has been derived based on actual number of server nodes produced during the period / year over the maximum number of server nodes that can be produced during the period / year on a single shift basis for the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was 66.00%, 41.97%, 53.11%, 52.01%, and 62.51%, respectively, as certified by Vinod Kumar Goel, the Independent Chartered Engineer pursuant to a certificate dated March 25, 2023.

Implementation, maintenance and support costs of our HPS solutions is expensive, and requires significant investment in hardware, software, infrastructure, and specialised technical staff. Any failure in our ability to procure, and, or maintain our hardware, software, infrastructure, and specialised technical staff may significantly impacts our manufacturing processes and could have an adverse impact on business, results of operations and financial condition.

Further, our manufacturing capacities are dependent on the efficient utilisation of our plant and machinery. While there have been no instances of malfunctions or breakdown in our machinery, any significant malfunction or breakdown of our machinery may entail repair and maintenance costs and cause delays in our operations. While we believe that we maintain necessary supplies of spare parts and maintenance related equipment, if we are unable to procure the necessary spare parts in a timely manner or if we are unable to carry out the necessary repair of the malfunctioning machinery promptly, our manufacturing operations may be hampered which could have an adverse impact on our results of operations and financial condition. Further, while we maintain insurance cover in relation to the break-down of our machinery, such cover may not be sufficient and additional cost may be to incurred by us which may have an adverse impact on our financial condition and result of operations. In addition, any malfunction or break-down of machinery which significantly impacts our manufacturing process could also have an adverse impact on our ability to meet our product delivery schedules which could also invite liquidated damages and invocation of performance guarantees by our Customers and also adversely affect our reputation.

13. ***Our current Order Book value is not necessarily indicative of future growth. Further, some of the orders that constitute our current Order Book could be cancelled, put in abeyance, delayed, or not paid for by our customers, which could adversely affect our financial condition.***

Our business operations have long lead times between our Company pitching for an order from new customers, and such new customer placing the purchase order for our products and solutions offering. Our business operations also have a long lead time in orders placed through a tender based process. We expend significant time and effort of our management for these pitches. Even after expending significant time and effort of our management, our pitch may not materialise into a purchase order, and may consequently impact our business operations.

The table below depicts our Order Book value as on the dates set out.

Particular	As at February 28, 2023 (in ₹ million)	As at September 30, 2022 (in ₹ million)	As at March 31, 2022 (in ₹ million)
Order Book	981.24	1,279.94	485.61

Our Order Book value is neither an indicative of future growth nor is it a guarantee of future revenues. Further, our Order Book value is based on purchase orders which are considered firm orders. However, these orders may be subject to vagaries including due to factors that may be beyond our control such as orders being cancelled or being put in abeyance, or the implementation schedules being delayed. Further, in the event our Customers renege on our purchase orders or payments terms, our anticipated revenues may not materialise and we may be required to seek recourse to dispute resolution mechanisms which could be time consuming and, or, expensive which could adversely affect our financial condition. While we expect our Order Book to translate into future revenues, we cannot assure you that such revenues will be realised on time or be profitable.

14. ***The loss, shutdown or slowdown of operations at our Company's manufacturing facility could have a material adverse effect on our Company's results of operations and financial condition.***

Our Company's manufacturing operations are subject to operating risks, such as the breakdown or failure of equipment, power supply interruptions, facility obsolescence or disrepair, labour disputes, natural disasters and industrial accidents. The occurrence of any of these risks could affect our Company's operations by causing production at our manufacturing facility to shut down or slowdown. Although our Company takes reasonable precautions to minimize the risk of any significant operational problems at its facilities, and neither any shut-downs nor any significant breakdown or failures have happened in the past which have had a material adverse impact on our Company's operations, no assurance can be given that one or more of the factors mentioned above will not occur, which could have a material adverse effect on our Company's results of operations and financial condition.

Our Company is also heavily dependent on continuous supply of essential utilities such as electricity etc. which are critical to our manufacturing operations. Any shortage or non-availability of essential utilities could result in temporary shut-down of a part, or all, of our operations at our manufacturing facility. Such shut-downs could, particularly if they are for prolonged periods, have an adverse effect our business, results of operations and financial condition. Moreover, if we are required to operate for extended periods of time on diesel generator sets or uninterruptible power supply, our cost of operations would be higher during such period which could have an adverse impact on our profitability.

15. ***Inability to obtain or protect our intellectual property rights may adversely affect our business.***

Our Company possesses 7 registered trade marks and 1 patent and has made applications for other intellectual property rights, including trademarks, patent and designs. For further details about our intellectual property rights, see '*Our Business - Intellectual Property'* on page 235. Out of the 7 registered trade marks, 3 trade marks have been assigned to our Company by our Promoter and Chairman and Managing Director, Sanjay Lodha. Further details in relation to the assignments, see '*History and Certain Corporate Matters - Material Agreements*' on page 256.

Our Company has made applications for other intellectual property that is currently used by it such as '**TYRONE**', TCM A Tyrone Product, COLLECTIVO, ParallelStor, Tyrone, CAMARERO, EDRA, JANUS, and VERTA for our product and solutions offerings. In absence of registration of trade marks, the use of such intellectual property by third parties could adversely affect our reputation and business, which could in turn adversely affect our financial performance and the market price of our Equity Shares. We cannot assure you that the said intellectual property will be registered in our name, and we will continue to enjoy uninterrupted use of such intellectual property Any claim of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. Further, our Company had filed application for device Skylus which has been objected, and is pending before the Trade Mark registry, Delhi. Further, our Company's device Netweb TECHNOLOGIES, is registered in the name of our Company under class 9 and has been objected under class 42 . The application for this device under class 42 is currently pending before the Trade Mark registry, Delhi. If we are unable to obtain registration of the said trade marks, our ability to protect our intellectual property may be diluted to such extent. Therefore, our inability to obtain or maintain such trademarks in our business, could adversely affect our reputation, goodwill, business prospectus, and results of operations.

16. ***Our operations are heavily dependent on research and development and technology partnerships.***

Research and development (**R&D**) activities are integral to our business, and we rely on constant R&D for developing or innovating new products and solutions. Our technologies pertaining to our product and solutions offering are complex to implement and operate, require specialized knowledge and expertise of qualified personnel. Our ability to offer a wide array of products and solutions offerings is enabled and supported by our dedicated R&D team at our R&D facilities located in Faridabad and Gurgaon, Haryana, and Hyderabad, Telangana (**R&D Facilities**). As at February 28, 2023, our R&D team comprised 35 members. We invest a substantial amount in training and development of our R&D personnel to ensure our teams can effectively manage and maintain our product and solutions portfolio. We believe that continuous R&D is critical to our continued growth and business prospects and we expect to continue deploying significant resources towards R&D. Our dedicated R&D Facilities have enabled us to increase our products to 8 viz., Tyrone Cluster Manager, KUBYTS, VERTA, ParallelStor, Collectivo, SKYLUS and Tyrone Camarero AI Systems and GPU System. If we are unable to continuously develop new product and solutions or optimise our processes, our ability to grow and, or, compete effectively, might be compromised, which would have an adverse impact on our business operations and financial condition.

While we collaborate with various technology partners, such as Intel Americas, Inc. (**Intel**), Advanced Micro Devices, Inc. (**AMD**), Samsung India Electronics Private Limited, Nvidia Corporation (**Nvidia**) and Seagate India Private Limited to design and innovate products and provide services tailored to specific customer requirements, and currently, we are working primarily with Intel, Nvidia and AMD to augment our products portfolio, we cannot assure you of continued long term relationship with these technology partners which may adversely affect our ability to cater to our Customer needs, business operations, results from operations, and financial condition.

17. ***Our operations are subject to varied business risks and our insurance cover may prove inadequate to cover our economic losses.***

Our operations are subject to various risks and hazards which may adversely affect revenue generation and profitability. While we believe that we have taken adequate safeguards to protect our assets from various risks inherent in our business, including by purchasing and maintaining relevant insurance cover, it is possible that our insurance cover may not provide adequate coverage in certain circumstances. For details of our insurance, see '*Our Business – Insurance*' on page 243.

While we believe that we maintain sufficient insurance cover by virtue of maintaining insurance policies, certain types of losses may be either uninsurable, not economically viable to insure or not offered for insurance. Should an uninsured loss occur, we could lose our investment in, as well as anticipated profits and cash flows from the asset. In addition, even if any such loss is insured, there may be a significant deductible on any claim for recovery prior to our insurer being obligated to reimburse us for the loss, or the amount of the loss may exceed our coverage for the loss.

While our insurance claims have not been rejected in the past, we cannot assure you that we will not face instances where our insurance claim may be denied, in part or in whole, in the future. Further, even in the case of an insured risk occurring we cannot assure you that we will be successful in claiming insurance in part or full, or the insurance purchased by us may be insufficient to cover the loss occasioned by the risk. Any loss that is not covered by insurance or for which we are unable to successfully claim insurance, or which is in excess of the insurance cover could, in addition to damaging our reputation, have an adverse effect on our business, cash flows, financial condition and results of operation. Further, an insurance claim once made could lead to an increase in our insurance premium.

In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

Details of our total insurance coverage *vis-à-vis* our net assets as at September 30, 2022, September 30, 2021, March 31, 2022, March 31, 2021 and March 31, 2020 is set out below:

(in ₹ millions, unless specified otherwise)

Particulars	As at September 30, 2022	As at September 30, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Insurance coverage* (A)	760.95	533.01	687.38	415.27	226.28
Net assets** as per Restated Financial Statements (B)	765.83	230.81	470.00	331.53	153.12
Insurance coverage divided by the net assets (A/B) (times)	0.99	2.31	1.46	1.25	1.48

**Insurance coverage = Total insurance coverage amount by considering insurance policies of property, equipments, vehicles, stock, erection and all risk insurance.*

***Net assets = property, plant and equipment (net block) + capital work in progress + intangibles (net block) + intangibles under development + inventories less land value.*

Note: As certified by our Statutory Auditors, S S Kothari & Company, pursuant to a certificate dated March 27, 2023.

18. ***We rely on third party logistics service providers for delivery of our products and cargo ships / bulk carrier for import of some of our components. Any damage, defect or destruction caused to our products or components during the process of delivery could adversely affect our business, results of operations, financial condition and cash flows.***

Our business operations and arrangements with our Customers require us to provide the delivery of products and installation of solutions at their warehouses/ stores/ facilities. We engage third party logistics service providers for

delivery of our products to our Customers. Timely delivery of our products and our ability to provide an uninterrupted supply of our products is critical to our business and maintaining relationship with our Customers. In addition, certain of our customers may impose significant penalties on us caused either by delayed delivery of products or a defect in the products delivered. While there have been no instances of imposition of penalties by our Customers owing to delay in delivery schedules of our products, in the 6 months period ended September 30, 2022, 6 months ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 which had a material adverse impact on our business, and adversely affected our financial results, if our inventory of our products is not dispatched on time or if there is an unanticipated delay in the delivery of our products or if the products are not properly maintained or are damaged or destroyed, we could lose such inventory which could have an adverse impact on our production cycle, results of operation and financial condition.

Disruptions of transportation services owing to natural calamities or adverse weather conditions, strikes, lockouts, inadequacy of road infrastructure, or other events may affect our delivery schedules and impair our supply to our Customers. To the extent that our losses are not covered by insurance, this may have a material adverse effect on our business, results of operations, financial condition and cash flows.

Further, we rely extensively on international air cargo for import of our components including chassis, PCB, microprocessors and hard disk drives. Any unanticipated delay in the delivery of our components or damage to the component during transport could cause us to lose such inventory which could have an adverse impact on our production cycle, results of operation and financial condition.

19. ***Any failure on our part to effectively manage our inventory may result in an adverse effect on our business, revenue from manufacturing operations and financial condition.***

We are a manufacturing entity, and, at all points of time, a certain portion of our assets comprise inventory of components used in our manufacturing processes and finished products. Maintaining sufficient inventory of components is critical for our operations including as a buffer against any supply disruptions. We may not be able to anticipate our Customers' demand accurately.

Our inventory turnover ratio has declined significantly from Fiscal 2020 to 6 months period ended September 30, 2022. Our inventory turnover ratio i.e., revenue from operations divided by average inventories, as at September 30, 2022, September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was 2.73 times (not annualised), 4.14 times (not annualised), 7.32 times, 7.06 times and 14.59 times, respectively. Any failure on our part to effectively manage our inventory of components and finished products, including in response to changing market scenario may have an adverse effect on our financial condition and may even lead to loss of materials and increase the costs of our operations.

We maintain our re-ordering level protocol for critical products, manually. If we overestimate our requirements for components as compared to the demand for our products, it may lead to wastage and increase our operating costs and further restrict our ability to service our Customers in a timely and cost-efficient manner. Further, such erroneous overestimations may also increase costs of production affecting profitability. Equally, if we underestimate our requirements for components, it may adversely affect our ability to manufacture the required quantity of products for our Customers' requirements in a timely and cost-efficient manner which may lead to loss of business and, or, the opportunity to service our Customers which could adversely affect our business, results of operations and financial condition. Further, we may also lose opportunities to acquire components in a cost-effective manner, thereby increasing costs of operations and adversely affecting our working capital requirements.

20. ***Our future success will depend on our ability to effectively implement our business and growth strategies failing which our results of operations may be adversely affected.***

The diversification and expansion of our product and solutions portfolio is primarily driven by the needs of our Customers and technological advancements in our industry. Our success will depend, in large part, on our ability to effectively implement our business and growth strategies. We cannot assure you that we will be able to execute our strategies in a timely manner or within budget estimates or that we will meet the expectations of our clients and other stakeholders. We believe that our business and growth strategies will place significant demands on our senior management and other resources and will require us to develop and improve operational, financial and other internal controls. Further, our business and growth strategies may require us to incur further indebtedness. Any inability to manage our business and growth strategies could adversely affect our business, financial condition and results of operations. Therefore, our continued growth is intrinsically linked to our being able to maintain adequate

internal systems, processes and controls and our failure to maintain such systems could be an impediment to our growth.

Our future prospects will depend on our ability to grow our business and operations, which could be affected by many factors, including customer acceptance of our product and solutions offerings, development and innovation in our product and solutions offerings and maintaining the quality of our product and solutions offerings, general political and economic conditions in the geographies in which we operate, government policies or strategies in respect of specific Application Industries, prevailing interest rates, price of plant and machinery. From time to time, we may also be investing in newer technology and hardware which may have the effect of increasing our capital expenditure outflows during the relevant period.

In addition, we believe that our ability to implement our business and growth strategies will also depend on our ability to expand in global markets. Our inability to maintain our growth or failure to successfully implement our growth strategies within time and cost expectations could have an adverse impact on the results of our operations, our financial condition and our business prospects. Further, we cannot assure you that our future performance or growth strategy will be in line with our past performance or growth strategy.

21. ***We have had negative cash flows from operating activities in the past and it may occur in future too.***

Set out below are details of the net cash generated from our operating activities.

(in ₹ million)

Particular	**AS ON**				
	September 30, 2022	**September 30, 2021**	**March 31, 2022**	**March 31, 2021**	**March 31, 2020**
Net cash generated from operating activities	168.42	74.86	51.87	(98.67)	43.98

As noticed above, we had negative cash flows from operating activities of ₹ (98.67) million as on March 31, 2021 owing to the lower business operations due to the impact of COVID-19 pandemic. We cannot assure you that such instances will not occur in the future.

22. ***We operate in a competitive industry. Any inability to compete effectively may lead to a lower market share or reduced operating margins.***

We operate in a competitive industry with a number of other entities that offer competing products and solutions, both in India and internationally. For further details, see '*Our Business – Competition*' on page 244. Some of our competitors may have certain advantages, including greater financial, technical and, or, marketing resources, which could enhance their ability to finance acquisitions, fund international growth, respond more quickly to technological changes and, or, operate in more diversified geographies and product portfolios. As a result, to remain competitive in the market we must, in addition, continuing to meet exacting quality standards, continuously strive to reduce our production and distribution costs and improve our operating efficiencies, continue to provide technologically advanced services and innovate our product and solutions offering. If we fail to do so, it may have an adverse effect on our market share and results of operations. We cannot assure you that we can continue to effectively compete with such manufacturers in the future, and failure to compete effectively may have an adverse effect on our business, financial condition, and results of operations. Moreover, the competitive nature of the industry that we operate in may result in lower prices for our products and decreased profit margins, which may materially adversely affect our revenue and profitability.

23. ***We have a large work force and our employee benefits expense is one of the larger components of our fixed operating costs. An increase in employee benefits expense could reduce our profitability. Further, our operations could be adversely affected by work stoppages or increased wage demands by our employees or any other kind of disputes with our employees.***

As at February 28, 2023, we had 262 full time employees. Set out below are the details of our employee benefits expense during the 6 months period ended September 30, 2022, 6 months period ended September 30, 201, Fiscal 2022, Fiscal 2021 and Fiscal 2020:

Particular	6 months period ended September 30, 2022	6 months period ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
Employee benefits expense (in ₹ million)	104.67	69.62	152.05	127.42	107.83
Employee benefits expense (as a % of total expense)	8.47	7.84	6.98	9.57	7.10

Due to economic growth in the past and the increase in competition for skilled and semi-skilled employees in India, wages in India have, in recent years been increasing at a fast rate. We may need to increase our compensation levels to remain competitive in attracting and retaining the quality and number of skilled employees that our business requires. Further, a shortage in the skilled employee pool or general inflationary pressures will also increase our employee costs. A significant long-term increase in our employee benefits expense could reduce our profitability, which could, amongst others, impact our growth prospects.

Further, our business model is human resource intensive and as at February 28, 2023, our Company's work force comprised 262 full time employees including our senior management team. Our Company's average voluntary attrition rate of our employees in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was 12.93% and involuntary attrition rate of our employees in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was Nil. Set out below are the details of voluntary and involuntary attrition rate of our employees in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020:

Particulars	6 months period ended September 30, 2022	6 months period ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
Voluntary attrition of full time employees (in %)	9.35	10.93	17.92	11.30	15.17
Involuntary attrition of full time employees (in %)	Nil	Nil	Nil	Nil	Nil

While we consider our current employee relations to be good, and we have no trade unions in our Company, we cannot assure you that we will not experience disruptions in work due to disputes or other problems with our work force, which may adversely affect our ability to perform our obligations under our contractual arrangements. Any disputes may also result in disruptions in our operations, which may adversely affect our business and results of operation.

24. ***We are heavily reliant on our Promoters, Key Managerial Personnel, Senior Management and persons with technical expertise. Failure to retain or replace them will adversely affect our business.***

Our Promoters have been instrumental in the growth and development of our Company. We benefit from our Promoters' customer relationships, network, technical expertise and rely on our marketing team for obtaining and executing some of our contracts. Our success depends largely on the continued services of our Promoter, and Chairman and Managing Director, i.e., Sanjay Lodha's deep understanding of the industry and his direct involvement with key clients forms the bed-rock of our business relationships. Therefore, his continued involvement in the leadership position of our Company is critical to our success and his non-availability in a leadership role could have a deleterious impact on our business and financial conditions. In order to successfully manage and expand our business, we are also dependent on the services of Key Managerial Personnel and Senior Management, and their ability to attract, train, motivate and retain skilled employees and other professionals.

If one or more members of our key management team were unable or unwilling to continue in their present positions, we may face difficulty in replacing such personnel, and our business, results of operations, financial condition, cash flows and prospects could be adversely affected. Further, we have not faced any attrition of our Key Managerial Personnel and Senior Management in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020.

We are a technology driven company and our future success, amongst other factors, will depend on our ability to continue to attract and retain qualified personnel, particularly persons with technical expertise, know-how and skills that are capable of helping us in developing technologically advanced systems, product and solutions offering and support key Customers. Any inability to successfully manage our personnel needs could materially and adversely affect our business, results of operations, financial condition and cash flows.

25. ***We have, in the past, not been able to achieve our Corporate Social Responsibility (CSR) target. Any such failure to comply with the CSR requirements in the future may attract penalties under the Companies Act.***

We were required to spend ₹ 0.69 million in the Fiscal 2021 in accordance with the provisions of the Companies Act, and in terms of our CSR policy. However, we were unable to meet this target owing to the COVID-19 pandemic, and could only expend ₹ 0.2 million towards our CSR target. Accordingly, there was a shortfall of ₹ 0.49 million in our CSR expenditure in the Fiscal 2021. We had expended the said amount towards our CSR obligations in the Fiscal 2022 along with our CSR target for Fiscal 2021. While there have neither been any penalties levied, nor any actions have been initiated against our Company and, or its officers due to the non-compliance with Section 135 of the Companies Act in Fiscal 2021, we cannot assure you that we will be able to meet our CSR expenditure requirements in the future.

26. ***We do not have documentary evidence for the educational qualifications of 3 of our Promoters who are also the Directors of our Company, included in the 'Our Management' in this Draft Red Herring Prospectus.***

The degree certificates pertaining to the educational qualifications of our Promoters who are also the Directors of our Company, Navin Lodha (being the bachelors' degree in commerce from Shaheed Bhagat Singh College, University of Delhi), Vivek Lodha (being the bachelors' degree in commerce from Shaheed Bhagat Singh College, University of Delhi), and Niraj Lodha (Deshbandhu College (evening), University of Delhi (now Ramanujan College)) are not traceable. While our Promoters have taken the requisite steps to obtain the relevant supporting documentation, including by making a written application to the aforementioned universities/ college, they have not been able to procure the same. Accordingly, our Company has placed reliance on affidavits furnished by these Promoters to us and the Book Running Lead Managers, and copies of the correspondences with the relevant university, to disclose the details of their educational qualifications in this Draft Red Herring Prospectus.

27. ***We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements for civil construction of the building for the SMT line and interior development and purchase of equipment/machineries for our new SMT production line, if the costs of this construction and the risk of unanticipated delays in implementation and cost overruns related to the said upgradation are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects.***

We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements for setting up a manufacturing facility at Plot No. M-12, Pocket 14, Faridabad Industrial Town (FIT), Sector 57, Faridabad, Ballabgarh, Haryana -121004 towards setting up our new SMT Line. We have already acquired the land on which

the SMT facility will be constructed. We have estimated the total cost towards such capital expenditure to be ₹ 327.67 million. For further details of the proposed objects of the Offer, see '*Objects of the Offer*' on page 120. Further, we have not entered into any definitive agreements or placed purchase orders to utilise the Net Proceeds for this object of the Offer. We have relied on the quotations received from third parties for estimation of the costs for our capital expenditure requirements and these have not been independently appraised by any bank or financial institution. We cannot assure you that we will be able to place orders for equipment/ machinery for our new SMT Line, in a timely manner or at all. While we have obtained the quotations from various vendors in relation to our capital expenditure requirements, most of these quotations are valid for a certain period of time and may be subject to revisions, and other commercial and technical factors.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds towards our capital expenditure requirements are based on our management estimates, current and valid quotations from suppliers/vendors, and other commercial and technical factors. There could be delays in the said construction as a result of, among other things, requirement of obtaining approvals from statutory or regulatory authorities, contractors' or external agencies' failure to perform in a timely manner or at all, exchange rate fluctuations, unforeseen engineering problems, disputes with external agencies workers, increase in input costs of construction materials and labour costs, incremental preoperative expenses, taxes and duties, interest and finance charges, cost escalation and, or, force majeure events (including the continuing impact of the COVID-19 pandemic), any of which could give rise to cost overruns and delays in our implementation schedules. Further, if the costs in relation to the construction of our new SMT Line and the risks relating to unanticipated delays in implementation and cost overruns related to the said construction of our new SMT Line are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects.

Further, we may have to revise our business plan and, or, management estimates from time to time and consequently our funding requirements may also change. In case of increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be required to be met by any means available to us, including internal accruals, infusing additional equity and, or, debt arrangements, and may have an adverse impact on our business, results of operations, financial condition and cash flows.

We also cannot assure you that we will be able to complete the civil construction of the building for our new SMT Line and interior development and purchase of equipment/machinery for our new SMT Line in accordance with the proposed schedule of implementation and any delay could have an adverse impact on our growth prospects, cash flows and financial condition.

28. ***Our Company has in the past entered into related party transactions and may continue to do so in the future and we cannot assure you that we could not have achieved more favourable terms if such transactions had not been entered into with related parties and that such transactions will not have an adverse effect on our financial conditions and result of operations.***

Our Company has engaged in the past, and may engage in the future, in transactions with related parties, *inter alia*, including our Promoters, Key Managerial Personnel and their relatives on an arm's length basis. Such transactions include salary, loans etc.

In the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021, and Fiscal 2020, our Company had entered into related party transactions. For details of our related party transactions, see '*Restated Financial Statements*' at page 292. While our Company believes that all such transactions have been conducted on an arm's length basis and contain commercially reasonable terms, we cannot assure you that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. Such related party transactions may potentially involve conflicts of interest which may be detrimental to our Company and which our Company will endeavour to duly address as and when they may arise. We cannot assure you that such transaction, individually or in the aggregate, will always be in the best interests of our Company and, or, that it will not have an adverse effect on our business and results of operations.

29. ***Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses and approvals for our operations from time to time may adversely affect our business.***

In terms of applicable laws and the purchase orders of our Customers, we require various statutory and regulatory permits, licenses, registrations, certifications, consents and approvals to carry out our business and operations (cumulatively, the **Approvals**). A majority of these Approvals are granted for a limited duration and must be

periodically renewed. Further, we have not made the renewal application for one of the shops and establishment license in relation to our establishment at Gujarat required which has expired. For details, see '*Government Approvals – Approvals expired but not applied for renewals by our Company*' on page 438. Further, while we have applied for certain of the Approvals required for our operations, we cannot assure you that such Approvals will be issued or granted to us in a timely manner, or at all. If we do not receive these Approvals or if we are unable to renew the Approvals in a timely manner, or at all, then our business and operations may be adversely affected. For further details, see '*Government and Other Approvals*' at page 429.

Moreover, the Approvals are subject to numerous conditions, and we cannot assure you that these Approvals 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. Suspension or revocation of the Approvals by the relevant regulatory authority, either on account of non-compliance or otherwise, would impair our Company's operations and, consequently, have an adverse effect on our business, cash flows and financial condition. Our Company may also be liable to monetary penalties and concerned officers in default may be subject to imprisonment.

Further, our Company has failed to comply with various labour law legislations in the past, for instance, there have been (i) delay in filing of annual returns of compensation and non-compliance of the requirement of maintenance of registers, inspection books, accounts etc. under the Employee Compensation Act, 1923 (as amended) and rules thereunder, (ii) delay in filing of annual returns, and delay in filing of forms required to be filed, (a) stating details of payments made to women employees, (b) on dismissal of women employee; and (c) in respect of payment of bonus under the Maternity Benefit Act, 1961 (as amended), (iii) delay in filing of annual reports under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules thereunder, (iv) of the requirement of maintenance of registers of wages, overtime wages, muster rolls etc. and delay in filing of annual return under the Minimum Wages Act, 1948 (as amended) and rules thereunder, (v) delay in filing of annual returns setting out particulars of employees and payment of wages to such employees and non-compliance of maintenance of registers of deductions and realization made under the Payment of Wages Act, 1936 (as amended), (vi) non-compliance of maintenance of register of employees under the Employees' State Insurance Act, 1948 (as amended), etc. While no actions have been initiated against our Company in relation to the abovementioned non-compliances or delays, we cannot assure you that any regulatory or statutory actions will not be initiated against us in relation to the said non-compliance. Further, we cannot assure you that we will be able to adhere to all the necessary compliances under various labour law legislations in the future.

Additionally, uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. Further, if we are affected, directly or indirectly, by the application or interpretation of any provision of such laws and regulations or any related proceedings, or are required to bear any costs in order to comply with such provisions or to defend such proceedings, our business and financial performance may be adversely affected.

30. ***We have incurred indebtedness which exposes us to various risks which may have an adverse effect on our business, results of operations and financial conditions. Conditions and restrictions imposed on us by the agreements governing our indebtedness could adversely affect our ability to operate our business.***

As of February 28, 2023, our total sanctioned and outstanding indebtedness was ₹ 1,097.75 million and ₹ 585.01 million, respectively. The level of our indebtedness could have several important consequences, including but not limited to the following:

i. a significant portion of our cash flow may be used towards repayment of our existing debt, which will reduce the available cash flow to fund our capital expenditures and other general corporate requirements;

ii. defaults of payment and other obligations under our financing arrangements may result in an event of default, acceleration of our repayment obligations and enforcement of related security interests over our assets;

iii. a substantial portion of our long-term indebtedness is subject to floating rates of interest. Fluctuations in market interest rates may require us to pay higher rates of interest and will also affect the cost of our borrowings; and

iv. our ability to obtain additional financing in the future or renegotiate or refinance our existing indebtedness on terms favourable to us may be limited.

Additionally, our financing agreements contain certain conditions and restrictive covenants that require us to obtain consents from respective lenders prior to carrying out specified activities and entering into certain transactions. Our lenders require us to obtain their prior approval for certain actions, which, amongst other things, restrict our ability to undertake various actions including incur additional debt, declare dividends (except where the instalments of principal and interest payable to the bank are being paid regularly), alter our share capital, and implement new scheme of expansion/modernisation or take up an allied line of business manufacture. While our Company has received necessary approval from its lenders to undertake this Offer, we cannot assure you that we will be able to obtain approvals to undertake any other aforementioned activities as and when required or comply with such covenants or other covenants in the future. For further details regarding our indebtedness, see '*Restated Financial Statements*' and '*Financial Indebtedness*' on pages 292 and 368, respectively.

Any failure to observe the covenants under our financing agreements or obtain necessary waivers may lead to the termination of our credit facilities, acceleration of amounts due under such facilities, suspension of further access or withdrawals, either in whole or in part, for the use of the facility and, or, restructuring of our borrowings.

31. ***We may not be able to secure additional funding in the future. In the event our Company is unable to obtain sufficient funding, it may delay our growth plans and have a material adverse effect on our business, cash flows and financial condition.***

From time to time, our Company's plans may change due to changing circumstances, new business developments, new challenges or investment opportunities or unforeseen contingencies. If our plans change or if we are required to adapt to changing circumstances or business realities, our Company may need to obtain additional financing to meet *inter alia* capital expenditure. Such financing may be in the form of debt funding, which may be raised through borrowings from commercial banks, issue of debentures or other debt securities. If we raise funds in future by incurring additional debt, the interest and debt repayment obligations of our Company will increase, and we may be subject to supplementary or new covenants, which could limit our ability to access cash flow from operations and, or, other means of financing. Moreover, these additional funds could come at a higher cost which may impact our profitability. Further, we cannot assure you that we will be able to obtain adequate financing to fund future capital requirements on acceptable terms, in time.

32. ***A downgrade of our credit rating may affect the trading price of the Equity Shares.***

Our borrowing costs and our access to the debt capital depend significantly on our credit rating. As on February 22, 2023, our debt facilities availed from Indian Bank were rated by Crisil Rating's Limited as below:

Particulars	**Rating**
Long term	CRISIL A-/Stable
Short term	CRISIL A2+

According to the rating agency, 'A' indicates an adequate degree of safety regarding timely servicing of financial obligations. Further, the '+' sign, which, according to the rating agency, indicates that debt rating is likely to be upgraded, and the '-' or 'stable', indicates that debt rating is likely to be downgraded. Further, while we have applied for rating of our HDFC Bank debt facilities, we have not received the rating as on this date. Lower levels of credit rating, generally, result in a higher rate of interest and, consequently, greater cash outflows. Any downgrade of our credit rating by the debt rating agencies for the debt availed by our Company may adversely impact our Company's ability to obtain further financing and, or, increase the rate of interest at which we are able to avail such borrowing and such increased cost of borrowing will adversely impact our profitability. Further, any difficulty in obtaining, or failure to obtain, sufficient funding in a timely manner could result in the delay, or abandonment of our growth plans and have an adverse impact on our business, cash flows and financial conditions.

33. ***The average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders could be lower than the Offer Price.***

The average cost of acquisition of Equity Shares by our Promoters and the Selling Shareholders (**Average Cost of Acquisition**) is set out below.

Set out below is the average cost of acquisition of Equity Share by our Promoters and Selling Shareholders.

Name	Number of Equity Shares acquired	Average Cost of Acquisition per Equity Share (in ₹)*
Promoters		
Sanjay Lodha	19,715,072	0.43
Navin Lodha	9,857,086	0.11
Vivek Lodha	9,857,086	0.35
Niraj Lodha	9,857,086	0.84
Selling Shareholders		
Sanjay Lodha	19,715,072	0.43
Navin Lodha	9,857,086	0.11
Vivek Lodha	9,857,086	0.35
Niraj Lodha	9,857,086	0.84
Ashoka Bajaj Automobiles Private Limited	1,350,000	1.56

**As certified by M/s APT & Co LLP, the Independent Chartered Accountant, pursuant to a certificate dated March 27, 2023.*

The aforementioned average cost of acquisition of Equity Shares by our Promoters and Selling Shareholders may be lower than the Offer Price.

34. ***There are some factual inaccuracies in certain of our corporate records and corporate filings. Further, our Company has in the past, paid insufficient stamp duty on share certificates for allotment of Equity Shares. Our Company has also made delayed filings with the RoC and certain payments challans in relation to the corporate filings made by our Company are not traceable. Further, our Company has in the past delayed in the payment of certain statutory dues.***

In relation to the allotment of 1,998,000 Equity Shares pursuant to a rights issue dated October 17, 2018 in the ratio of 5 Equity Shares for 8 existing Equity Shares held, our Company had passed a board resolution dated September 24, 2018 approving the allotment of 2,287,646 Equity Shares, and had issued letters of offer dated September 25, 2018 to the then existing Shareholders of our Company. Out of the 2,287,646 Equity Shares offered in the said rights issue, 1,998,000 Equity Shares were allotted and the rights entitlement aggregating to 289,646 Equity Shares were extinguished as certain of the then exiting Shareholders did not exercise their rights entitlement within the time period for which the offer was open. Accordingly, our Company had disposed-of the said 289,646 Equity Shares in a manner that was not disadvantageous to the then Shareholders and our Company, and filed the Form PAS-3 dated October 17, 2018 for the allotment of 1,998,000 Equity Shares. However, the board resolution dated October 17, 2018 filed with the said Form PAS-3 erroneously mentioned the details pertaining to the offered shares and the disposed-of shares. The board resolution dated October 17, 2018 erroneously stated that the number of offered Equity Shares in the rights issue were 2,287,625 Equity Shares, and the number of offered shares that were disposed-of were 289,625 Equity Shares, whereas, the actual number of offered shares were 2,287,646 Equity Shares, and the actual number of disposed-of shares were 289,646 Equity Shares. Accordingly, there was an inadvertent factual inaccuracy in the minutes of the meeting dated October 17, 2018, which has subsequently rectified by our Board pursuant to a board resolution dated February 20, 2023. An independent practising Company Secretary, M/s Deepak Goel & Associates has conducted search of our corporate records and has issued a certificate dated March 18, 2023 confirming that the number of offered shares in relation to the said rights issue were 2,287,646 Equity Shares, and the actual number of disposed-of shares were 289,646 Equity Shares.

Further, our Company has in the past not paid the requisite stamp duty due to inadvertence on share certificates for allotment of 20, 10,000 and 50,000 Equity Shares dated September 22, 1999, November 30, 2002, and March 25, 2013, respectively. Our Company had filed an online application for payment of the stamp duty on India e-stamping system portal dated February 14, 2023 and an adjudication application before the Sub-Divisional Magistrate, New Delhi authority dated February 18, 2023 for the adjudication of the requisite stamp duty on the issuance of the aforementioned allotments, and has subsequently paid the requisite stamp duty in relation to the aforementioned allotments on March 21, 2023 on India e-stamping system portal, we cannot assure you that such inadvertent ignorance will not occur in the future. Further, a gift deed dated March 31, 2013 for transfer of 51,000 Equity Shares to our Promoter viz. Vivek Lodha is not stamped. Our Company has in the past inadvertently delayed in making the prescribed statutory filings under the Companies Act, 2013 for few corporate actions such as, delay in form filing in relation to the conversion of our Company from private to public company, and appointment of our Statutory Auditors. While we have paid the requisite fine / additional fees as prescribed under the Companies Act,

2013, at the time of the delayed filing, we cannot assure you that such delayed reporting will not occur in the future. Further, our Company had engaged an independent practicing Company Secretary, M/s Deepak Goel & Associates, to trace certain RoC forms and certain RoC payment challans in relation to certain of our corporate actions which were not traceable by our Company. While the independent practicing Company Secretary, was able to trace the RoC forms, as set out in its certificate dated March 18, 2023, certain RoC payment challans are not traceable by the independents practicing Company Secretary, such as change in registered office of our Company, allotment of Equity Shares, resignation of auditor, etc. We cannot assure you that we will be able to make timely filings of our corporate actions, and, or, maintain all records of corporate actions of our Company in the future.

Further, our Company has in the past delayed in payment of certain statutory dues, for instance, provident fund, employee state insurance, labour welfare fund, and tax deducted at source. While, our Company has paid the fines, interests, and, or additional amounts, as applicable on such delays, we cannot assure you there will be no delays in payment of statutory dues by our Company.

35. ***We have leased and, or availed on license, the use of certain properties from which we operate our business. We cannot assure you that the lease, and, or license agreements will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.***

We do not own the premises on which certain of our office premises are situated. For further details of our premises, see '*Our Business – Property*' on page 239.

We cannot assure you that we will own, or have the right to occupy, these premises in the future, or that we will be able to continue with the uninterrupted use of these premises, which may impair our operations and adversely affect our financial condition. We cannot assure you that we will be able to renew the lease / license / rent agreements with third parties in a timely manner or at all. Further, identification of a new location to house our operations and relocating our offices to the new premises may place significant demands on our senior management and other resources and also involve us incurring significant expenditure. Any inability on our part to timely identify a suitable location for a relocated office could have an adverse impact on our business.

Further, some of the rent / lease / license agreements in relation to our office premises such as our office premises at Dehradun, and Kolkata are not adequately stamped or registered with the registering authority of the appropriate jurisdiction. An instrument not duly stamped, or insufficiently stamped, shall not be admitted as evidence in any Indian court or may attract a penalty as prescribed under applicable law, which may have an adverse effect on the continuance of our operations and business.

In addition, any regulatory non-compliance by the lessor or us or adverse development relating to the lessors' title or ownership rights to such properties, may entail significant disruptions to our operations, especially if we are forced to vacate the leased spaces following such developments. If our sales do not increase in line with our rent and costs, including setup and interior design costs, our profitability, business, results of operations, financial condition and cash flows could be adversely affected.

36. ***We may be unable to enforce our rights under some of the agreements executed by us on account of insufficient stamping.***

Some of the agreements executed by us with our Customers, contract manufacturer, lease agreements and license agreements for the lease of our offices of our Company are not stamped or may be insufficiently stamped. Unstamped or inadequately stamped documents while not illegal cannot be enforced in a court of law until the applicable stamp duty, with penalty, has been paid and could impact our ability to timely enforce our rights under the agreements and may have a material adverse effect on the continuance of our operations and business. We cannot assure you that we will be able to enforce our rights under these arrangements.

37. ***Our Promoters will, even after the completion of the Offer, continue to be our largest Shareholders and can influence the outcome of resolutions, which may potentially involve conflict of interest with the other Shareholders.***

Currently, our Promoters hold 96.78% Equity Share capital of our Company and they will continue to hold majority of our Equity Share capital after the completion of this Offer. Accordingly, our Promoters will continue to exercise significant influence over our business and all matters requiring Shareholders' approval, including the composition of our Board, the adoption of amendments to our constitutional documents, the approval of mergers, strategic

acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. We cannot assure you that the interest of our Promoters in any such scenario will not conflict with the interest of other Shareholders or with our interests. Any such conflict may adversely affect our ability to execute our business strategy or to operate our business effectively or in the best interests of the other Shareholders of our Company.

38. ***Our Promoters and some of our Directors, Key Managerial Personnel and Senior Management may have interests in us other than reimbursement of expenses incurred and normal remuneration or benefits.***

Our Promoters, some of our Directors, Key Managerial Personnel and Senior Management may be regarded as having an interest in us other than reimbursement of expenses incurred and normal remuneration or benefits. Our Promoters and certain Directors may be deemed to be interested to the extent of Equity Shares held by them or their relatives (or Promoter Group) as well as to the extent of bonus on such Equity Shares. Further, our Key Managerial Personnel and our Senior Management may be deemed to be interested in our Company to the extent of Equity Shares that may be issued pursuant to the exercise of the employee stock options granted to our Key Managerial Personnel and our Senior Management under the ESOP Plan after completion of the vesting period. We cannot assure you that our Promoter, Directors, our Key Managerial Personnel and Senior Management will exercise their rights as Shareholders to the benefit and best interest of our Company. For further details, see '*Our Management' and 'Our Promoters and Promoter Group'* on pages 259 and 284, respectively.

39. ***There are certain outstanding legal proceedings involving our Company, Promoters, and Directors, which, if determined against us, could have a material adverse effect on our business, cash flows, financial condition and results of operations.***

Our Company, and one of our Promoters are currently involved in tax litigation pending at different levels of adjudication before various forum. A summary of outstanding litigation and the monetary amount involved in the cases we are currently involved in is mentioned in brief below:

Sr. No.	Name of Entity	Criminal Proceedings	Tax proceedings	Statutory/ Regulatory proceedings	Disciplinary actions by the SEBI or stock Exchanges against our Promoter in last 5 years	Material civil litigation	Aggregate amount involved (₹ in million)*
1.	**Company**						
	By our Company	Nil	Nil	-	-	Nil	Nil
	Against our Company	Nil	2	Nil	Nil	Nil	2.34
2.	**Promoters**						
	By our Promoter	Nil	Nil	-	-	Nil	Nil
	Against our Promoter	Nil	1	Nil	6	Nil	0.08
3.	**Directors (Other than Promoters)**						
	By our Directors	Nil	Nil	-	-	Nil	Nil
	Against our Directors	Nil	Nil	Nil	Nil	Nil	Nil
4.	**Subsidiary**						
	By our Subsidiary	Nil	Nil	-	-	Nil	Nil
	Against our Subsidiary	Nil	Nil	Nil	Nil	Nil	Nil

**To the extent quantifiable.*

For further details on the outstanding litigation matters involving our Company, our Promoters, our Directors (other than Promoters), our Subsidiary and Group Companies. see '*Outstanding Litigation and Other Material Developments*' on page 422.

We may be required to devote management and financial resources in the defence or prosecution of such legal proceedings. Should any new developments arise, including a change in Indian law or rulings against us by the appellate courts or tribunals, we may face losses and have to make further provisions in our financial statements, which could increase our expenses and our liabilities. We cannot assure you that the provisions we have made for litigation will be sufficient or that further litigation will not be brought against us in the future. Decisions in such proceedings adverse to our interests may have a material adverse effect on our business, cash flows, financial condition, and results of operations. Further, delay in settlement of statutory dues, vendor payments and employee settlement cases may also have an adverse impact on us.

In the event significant claims are determined against us and we are required to pay all or a portion of the disputed amounts, there could be a material adverse effect on our business and profitability. We cannot provide any assurance that these matters will be decided in our favour. Furthermore, we may not be able to quantify all the claims in which we are involved. Failure to successfully defend these or other claims or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subjected to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure that similar proceedings will not be initiated in the future. This could adversely affect our business, cash flows, financial condition, and results of operation.

40. ***Our contingent liabilities could materially and adversely affect our business, results of operations and financial condition.***

The table below sets forth the details of contingent liabilities as at September 30, 2022, as at September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020:

(in ₹ million)

Particulars	As at September 30, 2022	As at September 30, 2021	As at Fiscal 2022	As at Fiscal 2021	As at Fiscal 2020
Claims against our Company not acknowledged as debt					
Sales tax, value added tax, central sales tax and goods and services tax	0.52	0.52	1.08	0.52	0.52
Custom duty	1.32	1.32	1.32	1.32	Nil
Bank guarantees	233.99	270.90	309.72	252.31	200.04
Others	Nil	Nil	0.06	Nil	0.01
Total	**235.83**	**272.74**	**312.18**	**254.15**	**200.57**

While most of these contingent liabilities have been incurred in the normal course of business, if these were to fully materialize or materialize at a level higher than we expect, it may materially and adversely impact our business, results of operations and financial condition. For further details, see '*Restated Financial Statements – Note no. 42 (ii) - Contingent Liabilities*' on page 350. Further, we cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future.

41. ***There are common pursuits amongst our Company and one of our Group Companies.***

There are common pursuits amongst our Company and one of our Group Companies, Tyrone Systems Private Limited, which is engaged in the similar line of business as that of our Company. While, currently, there is no conflict between our Company and our Group Company, Tyrone Systems Private Limited, we cannot assure you that there will be no conflict of interest in allocating business opportunities between us and our Group Company going forward. We have not entered into any non-compete agreement with our Group Company, Tyrone Systems Private Limited, and we cannot assure you that our Group Company, Tyrone Systems Private Limited, will not compete with our existing business or that we will be able to suitably resolve any such conflict without an adverse effect on our business and financial performance.

42. ***Health, safety and environmental matters, including compliance with environmental laws and remediation of contamination, could result in substantially increased capital requirements and operating costs.***

Our Company's business and operations are subject to laws, regulations and contractual commitments relating to health, safety and the environment which include laws, regulations and contractual commitments towards e-waste or electrical waste management, solid and hazardous waste material handling and disposal, worker health and safety, and the investigation and remediation of contamination or other environmental restoration. The risks of substantial costs and liabilities related to these laws and regulations are an inherent part of our Company's business. Other developments in these laws and regulations, such as increased requirements of environmental, health and safety obligations, increased strict enforcement thereof by governmental authorities, and claims for damages to property or injury to persons resulting from the environmental, health or safety impacts our Company's operations or past contamination, could prevent or restrict some of our Company's operations, require the expenditure of significant funds to bring our Company into compliance, involve the imposition of clean up requirements and give rise to civil or criminal liability. Our Company is in the process of renewing necessary approvals under the applicable lawsto compliance with the Restriction on the use of Hazardous Substances (**RoHS**) directive. We cannot assure you that any legislation, regulation, enforcement or private claim will not be levied against our Company in the future which may have a material adverse effect on our Company's business, financial condition or results of operations. In the event that production at our Company's facility is partially or wholly prevented due to any adverse actions of any governmental or statutory authority, our Company's business could suffer significantly and its results of operations and financial condition could be materially and adversely affected. For details in relation to the applicable laws and material approvals taken by our Company in relation to its business, see '*Key Regulations and Policies*' and *'Government and Other Approvals*' on pages 245 and 429, respectively.

43. ***Any material deviation in the utilisation of Offer Proceeds shall be subject to applicable law.***

Our funding requirements and the deployment of the proceeds from this Offer are based on our current business plan and strategy. We may have to revise this from time to time as a result of variations including in the cost structure, changes in estimates and other external factors, which may not be within the control of our management. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the deployment for a particular purpose from its planned expenditure at the discretion of our Board, in compliance with applicable law. Accordingly, we may not be able to utilise the proceeds from this Offer in the manner set out in this Draft Red Herring Prospectus in a timely manner or at all. As a consequence of any increased expenditure, the actual deployment of funds may be higher than estimated.

In accordance with Sections 13(8) and 27 of the Companies Act, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the Shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the Shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations. Further, our Promoters would be required to provide an exit opportunity to those Shareholders who do not agree with our proposal to modify the objects of the Offer as prescribed in the SEBI ICDR Regulations.

44. ***We intend to utilise a portion of the Net Proceeds of the Offer towards the working capital requirements of our Company which are based on certain assumptions and estimates.***

The objects of the Offer include funding working capital requirements which are based on management estimates and certain assumptions in relation to *inter alia* sales of our products and solutions in the future, the cost and holding periods of inventories of components and finished goods as well as capacity utilisation. For details, see '*Objects of the Offer*' on page 120.

Our future working capital requirements and deployment of funds may be subject to change due to factors beyond our control including *force majeure* conditions, an increase in defaults by our Customers, unanticipated expenses, economic conditions, availability of funding from banks or financial institutions. Accordingly, such working capital requirements and deployment of proceeds may not be indicative of the actual requirements of our Company in the future and investors are advised to not place undue reliance on such estimates of future working capital requirements.

Our sources of additional financing, required to meet our working capital requirements may include availing debt or issue of further equity or debt securities or a combination of both. If we decide to raise additional funds by availing debt, our interest and debt repayment obligations will increase, and could have a significant effect on our profitability and cash flows. Further, we may be subject to additional covenants, which could limit our ability to

access cash flows from operations. Any issuance of further equity, on the other hand, could result in a dilution of your shareholding. Accordingly, continued increases in our working capital requirements may have an adverse effect on our business, results of operations, financial condition and cash flows.

45. ***The objects of the Offer for which funds are being raised have not been appraised by any bank or financial institution and are based on management estimates.***

Our funding requirements and proposed deployment of Net Proceeds as set out in the section '*Objects of the Offer'* at page 120 are based on management estimates and have not been appraised by any bank or financial institution. Our funding requirements are based on our current business plan and may vary based on various factors including macro-economic and other changes. In view of the dynamic nature of the industry in which we operate, we may have to revise our business plan from time to time and, consequently, the funding requirement and the utilization of proceeds from the Offer may also change. This may also include rescheduling the proposed utilization of the Offer Proceeds at the discretion of our management. We may make necessary changes to utilisation of the Offer Proceeds in compliance with the provisions of the Companies Act. In the event of any variation in actual utilization of the Offer Proceeds, any increased fund deployment for a particular activity may be met from funds earmarked from any other activity and, or, from our internal accruals. Further, any such revision in the estimates may require us to revise our projected expenditure which may have a bearing on our profitability.

46. ***Our Company has not paid dividends in the last 3 Fiscals and during the current Fiscal. We cannot assure you that our Company will be in a position to pay dividends in the future.***

Our Company has not paid dividends on Equity Shares for Fiscal 2022, Fiscal 2021, Fiscal 2020 and during the current Fiscal. In terms of our Dividend Policy, our Company will pay dividends in the future depending on a variety of factors, *inter alia*, including profitable growth of our Company and specifically, profits earned during the financial year as compared with the previous year and internal budgets, our Company's liquidity and cash flow position, capital expenditures, cost of external financing and overall financial position, applicable Indian legal restrictions, our Articles of Association, and other factors considered relevant by our Board. We may retain all 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. Further, our Promoters will continue to hold a significant portion of our post-Offer paid-up Equity Share capital and will have a significant ability to control the payment and, or, the rate of dividends. Therefore, we cannot assure you that our Company will be able to declare dividends, of any particular amount or with any frequency in the future. For further details, see '*Dividend Policy'* at page 291.

47. ***This Draft Red Herring Prospectus contains information from an industry report prepared by F&S which we have commissioned and paid for.***

This Draft Red Herring Prospectus includes industry related information that is derived from the F&S Report, prepared by Frost & Sullivan, a research house, pursuant to an engagement with our Company through an engagement letter dated December 8, 2022. F&S has advised that while it has taken due care and caution in preparing the commissioned report, which is based on information obtained from sources that it considers reliable (**Information**), it does not guarantee the accuracy, adequacy or completeness of the Information and disclaims responsibility for any errors or omissions in the Information or for the results obtained from the use of the Information. The F&S Report also highlights certain industry and market data, which may be subject to estimates and, or, assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions vary widely among different industry sources. Further, such estimates and, or, assumptions may change based on various factors. We cannot assure you that F&S's estimates and, or, assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Draft Red Herring Prospectus. Additionally, some of the data and information in the F&S Report are also based on discussions / conversations with industry sources. Industry sources and publications are also prepared based on information as of specific dates and may not be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Further, the F&S Report is not a recommendation to invest or disinvest in our Company. F&S has disclaimed all financial liability in case of any loss suffered on account of reliance on any information contained in the F&S Report.

48. ***We do not enter into hedging transactions in respect of our foreign currency exposure. Any losses, on account of foreign currency exchange rate fluctuations may adversely effect our business, results of operations and financial condition.***

We face foreign exchange rate risk to the extent that a part of our revenue, and expenses are denominated in a currency other than the Indian Rupee. We report our results of operations in Indian Rupees. Additionally, in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021 and in Fiscal 2022, Fiscal 2021 and Fiscal 2020, our Company had incurred expenses (excluding capital expenditure) aggregating ₹ 918.32 million, ₹ 383.78 million, ₹ 1,259.11 million, ₹ 906.16 million and ₹ 678.57 million, respectively, in foreign currency (primarily USD) constituting 64.21%, 38.54%, 50.97%, 63.46% and 43.50%, of our revenue from operations, whereas our revenues in foreign currency for the said periods were ₹ 1.65 million, ₹ 9.31 million, ₹ 28.05 million, Nil and Nil, respectively. Further, our capital expenditure in foreign currency during 6 months period ended September 30, 2022, 6 months period ended September 30, 2021 and in Fiscal 2022, Fiscal 2021 and Fiscal 2020 was Nil, ₹ 0.30 million, ₹ 31.35 million, Nil and Nil, respectively. Further, our unrealised foreign exchange gain / (loss) in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was ₹ 2.73 million, ₹ 0.86 million, ₹ 1,78 million, ₹ (4.04) million, and ₹ 5.46 million, respectively.

We do not enter into hedging transactions in respect of our foreign currency exposure. Set out below are the details of our unhedged foreign currency exposure:

(*All currency in millions*)

Particulars	**Currency**	**As at September 30, 2022**		**As at September 30, 2021**		**Fiscal 2022**		**Fiscal 2021**		**Fiscal 2020**	
		Foreign Currency	**In ₹**	**Foreign Currency**	**In ₹**	**Foreign Currency**	**In ₹**	**Foreign Currency**	**In ₹**	**Foreign Currency**	**In ₹**
Trade Payable	USD	1.33	108.37	1.43	105.78	2.49	189.23	3.33	243.86	0.88	66.68
Creditor for capital goods	USD	Nil	Nil	Nil	Nil	0.02	1.62	Nil	Nil	Nil	Nil
Creditor for capital goods	JPY	Nil	Nil	Nil	Nil	0.24	1.86	Nil	Nil	Nil	Nil

Further, the Indian Rupee has been steadily depreciating against the USD and has between April 3, 2020 and December 30, 2022, depreciated by over 9.18%, any adverse fluctuations of the Indian Rupee vis-à-vis foreign currency to which we have an exposure cannot be accurately predicted and our attempts to mitigate the adverse effects of exchange rate fluctuations may not be successful, which may adversely affect our business, results of operations and financial condition.

49. ***We have included certain non-GAAP financial and operational measures related to our operations and financial performance that may vary from any standard methodology that may be applicable across the industry in which we operate, and which may not be comparable with financial, operational or industry related statistical information of similar nomenclature computed and presented by similar companies.***

Certain non-GAAP financial measures and certain other statistical information relating to our operations and financial performance such as EBITDA, Net Debt – Equity ratio, and Net Debt - EBITDA ratio have been included in this Draft Red Herring Prospectus. These non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. These non-GAAP financial measures and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and statistical information of similar nomenclature that may be computed and presented by other companies and are not measures of operating performance or liquidity defined by Ind AS and may not be comparable to similarly titled measures presented by other companies.

50. ***We will not receive any proceeds from the Offer for Sale. The Selling Shareholders will receive the net proceeds from the Offer for Sale.***

The Offer consists of a Fresh Issue and an Offer for Sale. The Offer for Sale will comprise [●]% of the total Offer size. The Selling Shareholders will be entitled to the Net Proceeds from the Offer for Sale, which comprises proceeds from the Offer for Sale net of Offer Expenses shared by the Selling Shareholders, and we will not receive any proceeds from the Offer for Sale. Further, our Promoters are also the directors of Corporate Selling Shareholder, Ashoka Bajaj Automobiles Private Limited. Accordingly, to such extent, our Promoters may be interested in the Offer in connection with the Equity Shares offered by the Promoter Group Selling Shareholder in the Offer for Sale.

External Risk Factors

51. ***The Equity Shares have never been publicly traded and the Offer may not result in an active or liquid market for the Equity Shares. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Offer Price.***

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Indian Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, there will be liquidity of such market for the Equity Shares. The Offer Price of the Equity Shares may bear no relationship to the market price of the Equity Shares after the Offer.

The market price of the Equity Shares after the Offer can be volatile as a result of several factors beyond our control, including volatility in the Indian and global securities markets, our results of operations, the performance of our competitors, developments in the Indian and global machine tools industry, changing perceptions in the market about investments in this sector in India, investor perceptions of our future performance, adverse media reports about us or our sector, changes in the estimates of our performance or recommendations by financial analysts, significant developments in India's economic liberalisation and deregulation policies, and significant developments in India's fiscal regulations. In addition, the Stock Exchanges may experience significant price and volume fluctuations, which may have a material adverse effect on the market price of the Equity Shares.

General or industry specific market conditions or stock performance or domestic or international macroeconomic and geopolitical factors unrelated to our performance may also affect the price of the Equity Shares. In particular, the stock market as a whole in the past has experienced extreme price and volume fluctuations that have affected the market price of many companies in ways that may have been unrelated to the companies' operating performances. For these reasons, investors should not rely on recent trends to predict future share prices, results of operations or cash flow and financial condition.

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

We are not a publicly listed company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur significant legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the SEBI Listing Regulations, which will require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and, or, we may not be able to readily determine and accordingly report any changes in our results of operations as promptly as other listed companies. Further, as a publicly listed company, we will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, our management's attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition.

53. ***Any further issuance of Equity Shares, or convertible securities or other equity linked instruments by us may dilute your shareholding.***

We may be required to finance our growth through future equity offerings. Any future equity issuances by us,

including a primary offering of Equity Shares, convertible securities or securities linked to Equity Shares including through exercise of employee stock options, may lead to the dilution of investors' shareholdings in our Company. Any future equity issuances by us or sales of our Equity Shares by the Promoters may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of our Equity Shares or incurring additional debt. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of our Equity Shares. We cannot assure you that we will not issue Equity Shares, convertible securities or securities linked to Equity Shares or that our Shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

54. ***Sale of Equity Shares by our Promoters in future may adversely affect the market price of the Equity Shares.***

After the completion of the Offer, our Promoters will still own a significant percentage of our issued Equity Shares. Sale of a large number of the Equity Shares by our Promoters could adversely affect the market price of the Equity Shares. Similarly, the perception that any such primary or secondary sale may occur, could adversely affect the market price of the Equity Shares. No assurance may be given that our Promoters will not dispose of, pledge or encumber their Equity Shares in the future.

55. ***There are restrictions on daily movements in the trading price of the Equity Shares, which may adversely affect a shareholder's ability to sell Equity Shares or the price at which Equity Shares can be sold at a particular point in time.***

Following the Offer, our listed Equity Shares will be subject to a daily "circuit breaker" imposed on listed companies by the Stock Exchanges, which does not allow transactions beyond certain volatility in the trading price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian Stock Exchanges. The percentage limit on the Equity Shares' circuit breaker will be set by the Stock Exchanges based on historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges are not required to inform our Company of the percentage limit of the circuit breaker, and they may change the limit without our knowledge. This circuit breaker would effectively limit the upward and downward movements in the trading price of the Equity Shares beyond the circuit breaker limit set by the Stock Exchanges. As a result of this circuit breaker, we cannot give you any assurance regarding the ability of shareholders to sell Equity Shares or the price at which shareholders may be able to sell their Equity Shares.

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

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company and the Selling Shareholders, in consultation with the BRLMs. Furthermore, the Offer Price of the Equity Shares will be determined by our Company and the Selling Shareholders, in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under '*Basis for the Offer Price*' on page 139 and may not be indicative of the market price for the Equity Shares after the Offer. In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further details, see '*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*' on page 447. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, our financial performance and results post-listing, and other factors beyond our control. We cannot assure you that an active market will develop, or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

57. ***There is no guarantee that our Equity Shares will be listed on the BSE and the NSE in a timely manner or at all.***

There is no guarantee that our Equity Shares will be listed on the BSE and the NSE in a timely manner or at all. In accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. In accordance with current regulations and circulars issued by SEBI, our Equity Shares are required to be listed on the BSE and the NSE within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will

commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

58. ***You may not be able to immediately sell any of the Equity Shares you subscribe to in this Offer on an Indian Stock Exchange.***

The Equity Shares are proposed to be listed on the Stock Exchanges. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and commence trading, including the crediting of the investor's demat accounts within the timeline specified under applicable law. Further, in accordance with Indian law, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Offer and until Allotment of Equity Shares pursuant to this Offer. The Allotment of Equity Shares in the Offer and the credit of Equity Shares to the investor's demat account with the relevant depository participant and listing is expected to be completed within the period as may be prescribed under applicable law. Any failure or delay in obtaining the approvals or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. 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 prescribed time periods or at all which could restrict your ability to dispose of the Equity Shares.

59. ***A slowdown in economic growth in India could adversely affect our business.***

The structure of the Indian economy has undergone considerable changes in the last decade. These include increasing importance of external trade and of external capital flows. Any slowdown in the growth of the Indian economy or manufacturing sector or any future volatility in global process could adversely affect our business, financial condition and results of operations. India's economy could be adversely affected by a general rise in interest rates, fluctuations in currency exchange rates, adverse conditions affecting commodity and electricity prices or various other factors.

Further, conditions outside India, such as slowdowns in the economic growth of other countries, could have an impact on the growth of the Indian economy and government policy may change in response to such conditions. The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States, France, Europe or China or Asian emerging market countries, may have an impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss of investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets, and could have an adverse effect on our business, financial condition and results of operations and the price of the Equity Shares.

60. ***Increasing employee compensation in India may erode some of our competitive advantage and may reduce our profit margins, which may have a material adverse effect on our business, financial condition, cash flows and results of operations.***

Employee compensation in India has historically been significantly lower than employee compensation in the United States and Western Europe for comparably skilled professionals. However, compensation increases in India may erode some of this competitive advantage and may negatively affect our profit margins. Employee compensation in India is increasing at a faster rate than in the United States and Western Europe, which could result in increased costs relating to managers and other mid-level professionals. We may need to continue to increase the levels of our employee compensation to remain competitive and manage attrition. Compensation increases may have an adverse effect on our business, financial condition, cash flows and results of operations.

61. ***Adverse geopolitical conditions such as an increased tension between India and its neighbouring countries, Russia-Ukraine conflict, could adversely affect our business, results of operations and financial condition.***

Adverse geopolitical conditions such as increased tensions between India and its neighbouring countries, resulting in any military conflict in the region could adversely affect our business and operations. Such events may lead to countries including the Government of India imposing restrictions on the import or export of products or components, among others, and affect our ability to procure components required for our manufacturing operations. We could also be affected by the introduction of or increase in the levy of import tariffs in India, or in the countries to which we export our products, or changes in trade agreements between countries. For instance, the government of India has imposed additional tariffs in the nature of countervailing duty and anti-dumping duty on

a number of items imported from China. Any such measure which affects our supply of components or reciprocal duties imposed on Indian products by China or other countries may adversely affect our results of operations and financial condition. Further, prolonged Russia-Ukraine conflict that is currently impacting, inter alia, global trade, prices of oil and gas and could have an inflationary impact on the Indian economy.

62. ***Political, economic or other factors that are beyond our control may have an adverse effect on our business and results of operations.***

While we are incorporated in India, and our operations are based in India, we cater to a number of overseas customers, including Indian multinational companies that have operations overseas. As a result, we are highly dependent on prevailing economic conditions in India and other economies and our results of operations and cash flows are significantly affected by factors influencing the Indian and global economies.

Other factors that may adversely affect the economy, and hence our results of operations and cash flows, may include:

a. high rates of inflation in India and in countries where our customers are based could increase our costs without proportionately increasing our revenue, and as such decrease our operating margins;

b. any slowdown in economic growth or financial instability in India and in countries our customers are based;

c. any exchange rate fluctuations;

d. any scarcity of credit or other financing, resulting in an adverse impact on economic conditions and scarcity of financing for our expansions;

e. prevailing income conditions among customers and corporates;

f. volatility in, and actual or perceived trends in trading activity on, the relevant market's principal stock exchanges;

g. changes in existing laws and regulations in India and in countries where our customers are based;

h. political instability, terrorism or military conflict in the region or globally, including in various neighbouring countries;

i. occurrence of natural or man-made disasters;

j. any downgrading of debt rating of India by a domestic or international rating agency; and

k. instability in financial markets.

63. ***Governmental actions and changes in policy could adversely affect our business.***

The Government of India and the State Governments in India have broad powers to affect the Indian economy and our business in numerous ways. Additionally, we operate our business in several countries and any change in policies in such countries may affect our business. Any change in the existing policies of Government of India and, or, State Government, or foreign government policies, or new policies affecting the economy of India or any foreign country, where we operate our business, could adversely affect our business operations. Moreover, we also cannot assure you that the Central Government or State Governments in India, or foreign government in countries where we operate will not implement new regulations and policies which will require us to obtain additional approvals and licenses from the Government and other regulatory bodies or impose onerous requirements and conditions on our operations. We cannot predict the terms of any new policy, and we cannot assure you that such policy will not be onerous. Such new policy may also adversely affect our business, cash flows, financial condition and prospects.

64. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could adversely affect our business.***

The Competition Act, 2002, of India, as amended (**Competition Act**) regulates practices having an appreciable adverse effect on competition (**AAEC**) in the relevant market in India. Under the Competition Act, any formal or

informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and results in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, shares the market by way of geographical area or number of guests in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC in the relevant market in India and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise.

On March 4, 2011, the Government issued and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 1, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to and pre-approved by the Competition Commission of India (**CCI**). Additionally, on May 11, 2011, the CCI issued Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among others, prohibit all agreements and transactions which may have an AAEC in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We are currently not a party to an outstanding proceeding, nor have we received any notice in relation to non-compliance with the Competition Act and the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations and prospects.

65. ***A downgrade in ratings of India, may affect the trading price of the Equity Shares.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. India's sovereign rating is Baa3 with a 'negative' outlook (Moody's), BBB– with a 'stable' outlook (S&P) and BBB– with a 'negative' outlook (Fitch). Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such financing is available, including raising any overseas additional financing. A downgrading of India's credit ratings may occur, for example, upon a change of government tax or fiscal policy, which are outside our control. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

66. ***The occurrence of natural or man-made disasters could adversely affect our results of operations, cash flows and financial condition. Hostilities, terrorist attacks, civil unrest and other acts of violence could adversely affect the financial markets and our business.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tsunamis, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations, cash flows or financial condition. Terrorist attacks and other acts of violence or war may adversely affect the Indian securities markets. In addition, any deterioration in international relations, especially between India and its neighbouring countries, may result in investor concern regarding regional stability which could adversely affect the price of the Equity Shares. In addition, India has witnessed local civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic or political events in India could have an adverse effect on our business. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse effect on our business and the market price of the Equity Shares.

67. ***Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which may be material to the Restated Financial Statements prepared and presented in accordance with SEBI ICDR Regulations contained in this Draft Red Herring Prospectus***

We have not attempted to quantify the impact of U.S. GAAP or any other system of accounting principles on the financial data, prepared and presented in accordance with Ind AS for the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of U.S. GAAP or any other accounting principles. U.S. GAAP differs in significant respects from Ind AS. Accordingly, the degree to which the Restated Financial Statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS and SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Prospectus should accordingly be limited. Additionally, Ind AS differs in certain respects from IFRS and therefore financial statements prepared under Ind AS may be substantially different from financial statements prepared under IFRS.

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

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

69. ***Financial difficulty and other problems in certain financial institutions in India could have a material adverse effect on our business, results of operations, future cash flows and financial condition.***

Indian financial system may be affected by financial difficulties faced by all or some of the Indian financial institutions whose commercial soundness may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is sometimes referred to as 'systemic risk', may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges. Any such difficulties or instability of the Indian financial system in general could create an adverse market perception about Indian financial institutions and banks and adversely affect our business.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. The Income Tax Act levies taxes on such long-term capital gains exceeding ₹ 0.1 million arising from sale of equity shares on or after April 1, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such equity shares subject to specific conditions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of a securities transaction tax (**STT**), on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Any gain realized on the sale of Equity Shares held for more than 12 months, which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India.

Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India. Capital gains arising from the sale of the Equity Shares will be exempted from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

71. ***Investors may have difficulty enforcing foreign judgments against us or our management.***

We are incorporated under the laws of India and all our Directors and Key Managerial Personnel reside in India. A majority of our assets, and the assets of our Directors and officers, are also located in India. Where investors wish to enforce foreign judgments in India, they may face difficulties in enforcing such judgments. India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. India exercises reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions. In order to be enforceable, a judgment obtained in a jurisdiction which India recognises as a reciprocating territory must meet certain requirements of the Code of Civil Procedure, 1908, of India (**Civil Code**). Further, the Civil Code only permits enforcement of monetary decrees not being in the nature of any amounts

payable in respect of taxes or, other charges of a like nature or in respect of a fine or other penalty and does not provide for the enforcement of arbitration awards. Judgments or decrees from jurisdictions not recognised as a reciprocating territory by India cannot be enforced or executed in India. Even if a party were to obtain a judgment in such a jurisdiction, it would be required to institute a fresh suit upon the judgment and would not be able to enforce such judgment by proceedings in execution. Further, the party which has obtained such judgment must institute the new proceedings within three years of obtaining the judgement.

As a result, you may be unable to: (i) effect service of process outside of India upon us and such other persons or entities; or (ii) enforce in courts outside of India judgments obtained in such courts against us and such other persons or entities. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with Indian practice. A party seeking to enforce a foreign judgment in India is required to obtain prior approval from the RBI to repatriate any amount recovered pursuant to the execution of such foreign judgment, and any such amount may be subject to income tax in accordance with applicable laws.

72. ***Financial instability, economic developments and volatility in securities markets in other countries may also cause the price of the Equity Shares to decline.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. For instance, the economic downturn in the U.S. and several European countries during a part of Fiscals 2008 and 2009 adversely affected market prices in the global securities markets, including India. Following the United Kingdom's exit from the European Union (**Brexit**), there still remains significant uncertainty around the impact of Brexit on the general economic conditions in the United Kingdom and the European Union and any consequential impact on global financial markets. In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. Further, the recent collapse of the Silicon Valley Bank also caused economic downturn. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of the Equity Shares.

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

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the valuation and reporting requirements specified by the RBI. If a transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions specified by the RBI, then the RBI's prior approval is required. In addition, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all. For further details, see '*Restrictions on Foreign Ownership of Indian Securities*' on page 485.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT and the FEMA Rules, any investment, subscription, purchase or sale of equity instruments by entities, investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country will require prior approval of the Government of India. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of

the Government of India. We cannot assure you that any required approval from the RBI or any other governmental agency can be obtained on any particular terms, in a timely manner or at all.

74. ***Our ability to raise foreign capital may be constrained by Indian law.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

75. ***If security or industry analysts do not publish research, or publish unfavourable or inaccurate research about the business of our Company, the price and trading volume of the Equity Shares may decline.***

The trading market for the Equity Shares may depend, in part, on the research and reports that securities or industry analysts publish about us or our business. We may be unable to sustain coverage by established and, or, prominent securities and industry analysts. If either none or only a limited number of securities or industry analysts maintain coverage of our Company, or if these securities or industry analysts are not widely respected within the general investment community, the trading price for our Equity Shares would be negatively impacted. In the event we obtain securities or industry analyst coverage, if one or more of the analysts downgrade our Equity Shares or publish inaccurate or unfavourable research about our business, our Equity Shares price may decline. If one or more of these analysts cease coverage of our Company or fail to publish reports on us regularly, demand for our Equity Shares could decrease, which might cause the price and trading volume of our Equity Shares to decline.

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

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in our Company may be reduced.

77. ***QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While our Company is required to complete Allotment pursuant to the Offer within 6 Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

78. ***A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.***

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of

transactions involving actual or threatened change in control of our Company. Under the SEBI Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of investors/shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted.

SECTION III: INTRODUCTION

THE OFFER

The following table summarizes details of the Offer:

Offer of Equity Shares[(1)]	Up to [●] Equity Shares, aggregating up to ₹ [●] million
***of which*:**	
Fresh Issue[(1)]	Up to [●] Equity Shares, aggregating up to ₹ 2,570.00 million
Offer for Sale[(2)]	Up to 8,500,000 Equity Shares aggregating up to ₹ [●] million
The Offer comprises of:	
A) QIB Portion[(3)(4)]	Not more than [●] Equity Shares
***of which*:**	
(i) **Anchor Investor Portion[(3)]**	Up to [●] Equity Shares
(ii) **Net QIB Portion available for allocation to QIBs other than Anchor Investors (assuming Anchor Investor Portion is fully subscribed)**	[●] Equity Shares
of which:	
(a) **Available for allocation to Mutual Funds only (5% of the Net QIB Portion)**	[●] Equity Shares
(b) **Balance for all QIBs including Mutual Funds**	[●] Equity Shares
B) Non-Institutional Portion[(6)]	Not less than [●] Equity Shares
of which:	
(i) **One-third of the Non-Institutional Portion reserved for applicants with an application size of more than ₹0.20 million and up to ₹1.00 million**	[●] Equity Shares
(ii) **Two-third of the Non-Institutional Portion reserved for applicants with an application size of more than ₹1.00 million**	[●] Equity Shares
C) Retail Portion [(3)(4) (5)]	Not less than [●] Equity Shares
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to the Offer (as at the date of this Draft Red Herring Prospectus)	50,923,980 Equity Shares
Equity Shares outstanding after the Offer	[●] Equity Shares
Use of Net Proceeds	See '*Objects of the Offer*' on page 120 for information on the use of Net Proceeds arising from the Fresh Issue. Our Company will not receive any proceeds from the Offer for Sale.

(1) The Offer has been authorised by our Board pursuant to the resolution passed at its meeting dated March 14, 2023 and the Fresh Issue has been authorised by our Shareholders pursuant to a special resolution passed at their meeting dated March 16, 2023. Further, our Board has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to the resolution passed at its meeting dated March 24, 2023. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 510.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.

(2) Each Selling Shareholder severally and not jointly confirm that the Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale pursuant to the Offer in terms of Regulation 8 of the SEBI ICDR Regulations. Each of the Selling Shareholder has, severally and not jointly, consented for the sale of their respective portion of the Offered Shares in the Offer for Sale. For further details of the authorizations received for the Offer, see 'Other Regulatory and Statutory Disclosures' on page 440.

(3) *Our Company and the Selling Shareholders in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with SEBI ICDR Regulations. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. 1/3rd of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, see 'Offer Procedure' on page 465.*

(4) *Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category would be allowed to be met with spill- over from any other category or combination of categories, as applicable, at the discretion of our Company and the Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange, subject to applicable law. Undersubscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. In the event of under-subscription in the Offer, Allotment of valid Bids will be made in the first instance towards subscription of 90% of the Fresh Issue ('**Minimum Subscription'**), provided that post satisfaction of the Minimum Subscription, subject to receipt of any remaining valid Bids, Equity Shares will be Allotted (a) in priority towards the balance Fresh Issue; and (b)in respect of the Offered Shares pursuant to the Offer for Sale on a pro-rata basis in a manner proportionate to the respective portion of the Offered Shares of each Selling Shareholder. For further details, see 'Offer Procedure' on page 465.*

(5) *Allocation to Bidders in all categories, except in Anchor Investor Portion, Non-Institutional Portion and the Retail Individual Investor Portion, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. The allocation to each Non-Institutional Investor shall not be less than ₹0.2 million subject to the availability of Equity Shares in Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis in accordance with the SEBI ICDR Regulations. For further details, see 'Offer Procedure' on page 465. Our Company will not receive any proceeds from the Offer for Sale.*

(6) *Not less than 15% of the Offer shall be available for allocation to Non-Institutional Investors of which (i) 1/3rd of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 0.2 million and up to ₹ 1 million; and (ii) 2/3rd of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹ 1 million provided that under-subscription in either of these two sub-categories of Non-Institutional Category specified in (a) and (b), may be allocated to Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.*

For further details, including in relation to grounds for rejection of Bids, refer to '*Offer Structure*' and '*Offer Procedure*' on pages 461 and 465, respectively. For further details of the terms of the Offer, see '*Terms of the Offer*' on page 454.

SUMMARY OF FINANCIAL INFORMATION

RESTATED STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million, unless stated otherwise)

Particulars	As at September 30, 2022	As at September 30, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
ASSETS					
1. Non-current assets					
a) Property, plant and equipment	88.71	51.79	88.60	53.61	47.55
b) Capital work-in-progress	15.83	0.41	5.22	-	-
c) Right-of-use assets	31.18	9.76	7.74	12.25	14.63
d) Other intangible assets	10.96	-	7.30	-	-
e) Intangible Assets under development	-	4.20	-	-	-
f) Financial assets					
(i) Investments	-	-	-	-	-
(ii) Other financial assets	15.37	26.94	15.10	12.33	5.80
g) Deferred tax assets (net)	5.77	8.78	10.89	13.21	5.08
h) Other non-current assets	9.16	5.58	3.27	5.99	7.45
Total non-current assets (1)	176.98	107.46	138.12	97.39	80.51
2. Current assets					
a) Inventories	664.60	188.68	383.15	292.19	112.28
b) Financial assets					
(i) Trade receivables	722.93	497.53	778.05	557.48	176.23
(ii) Cash and cash equivalents	36.93	13.87	20.26	20.24	19.98
(iii) Bank balances other than cash and cash equivalents	57.77	37.91	55.17	51.32	46.21
(iv) Other financial assets	19.16	16.90	14.32	19.39	15.52
c) Other current assets	115.04	90.60	96.99	63.94	55.21
Total current assets (2)	**1,616.43**	**845.49**	**1,347.94**	**1,004.56**	**425.43**
Total assets (1+2)	**1,793.41**	**952.95**	**1,486.06**	**1,101.95**	**505.94**
EQUITY AND LIABILITIES					
1. Equity					
(i) Equity share capital	56.58	56.58	56.58	56.58	56.58
(ii) Other equity	535.16	244.10	387.12	161.59	79.92
Total equity (1)	**591.74**	**300.68**	**443.70**	**218.17**	**136.50**

Particulars	As at September 30, 2022	As at September 30, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Liabilities					
2. Non-current liabilities					
a) Financial liabilities					
(i) Borrowings	114.85	135.28	144.42	143.87	105.21
(ii) Lease liabilities	25.57	7.99	7.07	9.16	12.51
b) Other non current liabilities	4.10	11.35	1.23	2.43	2.80
c) Provisions	12.23	10.59	11.39	9.66	6.83
Total non-current liabilities (2)	**156.75**	**165.21**	**164.11**	**165.12**	**127.35**
3. Current liabilities					
a) Financial liabilities					
(i) Borrowings	127.95	85.16	191.26	147.12	30.92
(ii) Lease liabilities	7.52	3.82	2.09	5.23	3.62
(iii) Trade payables					
-Total outstanding dues of micro enterprises and small enterprises	0.53	0.49	1.60	0.78	1.12
-Total outstanding dues of creditors other than micro enterprises and small enterprises	643.75	307.29	531.28	425.11	158.76
(iv) Other financial liabilities	49.69	47.11	43.11	64.77	30.06
b) Other current liabilities	176.30	23.64	48.69	44.67	14.49
c) Provisions	1.57	1.21	1.43	1.11	0.01
d) Current Tax Liabilities (net)	37.61	18.34	58.79	29.87	3.11
Total current liabilities (3)	**1,044.92**	**487.06**	**878.25**	**718.66**	**242.09**
Total equity and liabilities (1+2+3)	**1,793.41**	**952.95**	**1,486.06**	**1,101.95**	**505.94**

The above Statement should be read with Annexure V- Significant accounting policies and explanatory notes to Restated Financial Statements and Annexure VI- Statement of Restatement Adjustment to audited financial statements.

RESTATED STATEMENT OF PROFIT AND LOSS

(in ₹ million, unless stated otherwise)

Particulars	For the 6 months period ended September 30, 2022	For the 6 months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
(I) Income					
Revenue from operations	1,430.19	995.88	2,470.33	1,427.87	1, 560.07
Other income	2.58	1.99	9.08	15.04	12.23
Total income (I)	**1,432.77**	**997.87**	**2,479.41**	**1,442.91**	**1,572.30**
(II) Expenses					
Cost of materials consumed	1,009.15	617.71	1,780.98	1,186.29	1,294.78
Change in inventories of finished goods and work-in-progress	(0.63)	137.18	83.60	(124.71)	(20.45)
Employee benefits expense	104.67	69.62	152.05	127.42	107.83
Finance costs	18.29	17.72	36.42	33.33	26.28
Depreciation and amortisation expenses	14.27	7.36	16.38	14.52	13.38
Other expenses	89.39	38.05	107.71	95.05	97.27
Total expenses (II)	**1,235.14**	**887.64**	**2,177.14**	**1,331.90**	**1,519.09**
(III) Profit before exceptional items and tax (I - II)	**197.63**	**110.23**	**302.27**	**111.01**	**53.21**
(IV) Exceptional items (net)					
(V) Profit before tax (III + IV)	197.63	110.23	302.27	111.01	53.21
(VI)Tax expense					
Current tax	45.43	24.04	75.76	36.63	14.10
Deferred tax	4.88	4.23	1.98	(7.92)	0.05
Total tax expense	**50.31**	**28.27**	**77.74**	**28.71**	**14.15**
(VII) Profit for the period / year (V - VI)	**147.32**	**81.96**	**224.53**	**82.30**	**39.06**
(VIII) Other comprehensive income					
Items that will not be reclassified to Profit or Loss:					
-Re-measurement gains / (losses) on defined benefit plans	0.96	0.74	1.33	(0.84)	0.01
-Income Tax relating to Items that will not be reclassified to Profit or Loss	(0.24)	(0.19)	(0.33)	0.21	-
Total other comprehensive income for the period / year (net of tax)	**0.72**	**0.55**	**1.00**	**(0.63)**	**0.01**

Particulars	For the 6 months period ended September 30, 2022	For the 6 months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
(IX) Total comprehensive income for the period / year (VII + VIII)	148.04	82.51	225.53	81.67	39.07
(X) Earnings per equity share (EPS)					
Basic (in Rs)*	2.89	1.61	4.41	1.62	0.77
Diluted (in Rs)*	2.89	1.61	4.41	1.62	0.77
Face value per share (in Rs)**	2.00	2.00	2.00	2.00	2.00

** Not annualised for September 30, 2022 & September 30, 2021*
***Face value reduced from Rs. 10 to Rs. 2 as a result of subsequent event of split.*

RESTATED STATEMENT OF CASH FLOW

(in ₹ million, unless stated otherwise)

Particulars	For the 6 months period ended September 30, 2022	For the 6 months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
A. CASH FLOW FROM OPERATING ACTIVITIES					
Net profit before tax	**197.63**	**110.23**	**302.27**	**111.01**	**53.21**
Adjustments for:					
Depreciation of Property, Plant and Equipment's and Intangible Assets	10.24	4.87	11.55	9.91	9.44
Depreciation of Right-of-use assets	4.03	2.49	4.83	4.61	3.94
Finance costs (other than Interest on lease liabilities)	16.90	17.13	35.36	31.92	24.70
Interest on lease liabilities	1.39	0.59	1.06	1.41	1.58
Interest Income	(2.24)	(1.74)	(3.67)	(2.95)	(3.03)
Unrealised foreign exchange	2.73	0.86	1.78	(4.04)	5.46
Liabilities Written Back	(0.34)	(0.24)	(3.43)	(5.16)	(9.18)
Provision for doubtful debts	0.28	0.25	0.27	0.15	0.10
Impairment in value of investments	0.10				
Bad Debts Written Off	0.54	-	-	-	-
Profit on Sale of property, plant and equipment	-	-	(0.04)	-	-
Operating profit before working capital changes	**231.26**	**134.44**	**349.98**	**146.86**	**86.22**
Adjustments for:					
(Increase)/Decrease in trade receivables	54.30	59.70	(220.84)	(381.40)	121.99
(Increase) / Decrease in Other financial assets	(3.45)	(10.38)	2.71	(9.63)	(6.31)
(Increase) / Decrease in Other assets	(17.60)	(26.03)	(30.57)	(7.54)	(41.19)
(Increase) / Decrease in Inventories	(281.45)	103.51	(90.96)	(179.91)	(10.67)
(Decrease)/increase in other liabilities	130.48	(12.11)	2.82	29.81	(5.00)

Particulars	For the 6 months period ended September 30, 2022	For the 6 months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
(Decrease)/Increase in trade payables	109.00	(118.71)	108.65	275.21	(86.22)
(Decrease)/Increase in Other financial liabilities	10.55	(21.76)	(26.46)	34.71	(0.96)
(Decrease)/increase in provisions	1.94	1.77	3.38	3.09	2.35
Cash generated from operating activities	**235.03**	**110.43**	**98.71**	**(88.80)**	**60.21**
Income Tax Paid	66.61	35.57	46.84	9.87	16.23
Net cash generated from operating activities	**168.42**	**74.86**	**51.87**	**(98.67)**	**43.98**
B. CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of property, plant and equipment, CWIP including intangible assets, capital advances and capital creditors	(34.65)	(3.51)	(53.84)	(15.70)	(16.06)
Investments in subsidiary companies	(0.10)	-	-	-	-
Proceeds from sale of property, plant and equipment	-	-	0.09	-	-
Interest Income	0.30	-	2.94	2.16	2.62
Investment in deposits (net) with banks	(2.60)	13.41	(3.85)	(5.11)	(15.91)
Net cash used in investing activities	**(37.05)**	**9.90**	**(54.66)**	**(18.65)**	**(29.35)**
C. CASH FLOW FROM FINANCING ACTIVITIES					
Interest paid (other than on lease liabilities)	(12.81)	(12.64)	(26.07)	(23.63)	(20.41)
Interest on lease liabilities	(1.39)	(0.59)	(1.06)	(1.41)	(1.58)
Proceeds from long term borrowings	11.76	30.90	72.10	70.88	102.43
Repayment of long term borrowings	(43.33)	(46.01)	(85.85)	(38.81)	(63.74)
Short term borrowings (net)	(65.68)	(60.20)	48.92	114.50	(19.10)
Principal payments against lease liabilities	(3.25)	(2.59)	(5.23)	(3.95)	(3.41)

Particulars	For the 6 months period ended September 30, 2022	For the 6 months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Net cash used in Financing Activities	**(114.70)**	**(91.13)**	**2.81**	**117.58**	**(5.81)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**16.67**	**(6.37)**	**0.02**	**0.26**	**8.82**
Cash and cash equivalents at the beginning of the period/ year	**20.26**	**20.24**	**20.24**	**19.98**	**11.16**
Cash and cash equivalents at the closing of the period/ year	**36.93**	**13.87**	**20.26**	**20.24**	**19.98**

a) Cash and Cash Equivalents included in Cash Flow Statement comprise of following:

Particulars	As at September 30, 2022	As at September 30, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Cash on Hand	2.54	1.57	2.78	1.51	1.95
Balance with bank					
In current accounts	34.39	12.30	17.48	18.73	18.03
Total	**36.93**	**13.87**	**20.26**	**20.24**	**19.98**

GENERAL INFORMATION

Our Company was originally incorporated as 'Netweb Technologies India Private Limited', at New Delhi as a private limited company under the Companies Act, 1956 and received a certificate of incorporation issued by the RoC, on September 22, 1999. Thereafter, our Company was converted into a public limited company, pursuant to a special resolution passed by the Shareholders of our Company passed at its meeting dated October 18, 2022 and the name of our Company was changed to its present name pursuant to a fresh certificate of incorporation issued by the RoC on November 18, 2022.

For further details in relation to changes in the Registered Office of our Company and details in relation to the acquisition of a business undertaking of our Promoter and Chairman and Managing Director, Sanjay Lodha by our Company, see '*History and Certain Corporate Matters*' on page 251.

Registered and Corporate Office of our Company

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

Netweb Technologies India Limited
Plot No H-1, Pocket 9,
Faridabad Industrial Town (FIT),
Sector-57, Ballabhgarh,
Faridabad, Haryana – 121004.
Telephone: +91-129-2310400
E-mail: info@netwebindia.com
Website: www.netwebindia.com

Company registration number and corporate identity number

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

Company Registration Number: 103911

Corporate Identity Number: U72100HR1999PLC103911

Registrar of Companies

Our Company is registered with the RoC, National Capital Territory of Delhi and Haryana at New Delhi, situated at the following address:

Address of the RoC

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

Board of Directors

Brief details of our Board of Directors as on the date of this Draft Red Herring Prospectus is set out below:

Name	Designation	DIN	Address
Sanjay Lodha	Chairman and Managing Director	00461913	13, Block-4, Eros Garden, Charmwood Village, Surajkund, Faridabad, Haryana-121009
Navin Lodha	Whole Time Director	00461924	Flat No. 1201, Iris Building, Nahar Amrit Shakti, Near Chandivali Studio Chandivali, Powai, Mumbai, Maharashtra – 400072.

Name	Designation	DIN	Address
Vivek Lodha	Whole Time Director	00461917	Villa 63, Nagondanahalli Colony Road, NVT Life Square, Bangalore North, Bengaluru, Karnataka – 560066
Niraj Lodha	Whole Time Director	00746701	Block – H, Flat No. 1603, Aparna Sarovar Grande, Nallagandla, Serilingampally, Mandal, Hyderabad, Lingampalli, K.V. Rangareddy, Telangana – 500019
Mrutyunjay Mahapatra	Independent Director	03168761	Flat No. 1501, Floor No. 15, Wing D, Plot No. 9 Sai Saakshaat – D, Sai Saakshaat CHSL, Next to Regency Garden, Sector – 6, Kharghar, Navi Mumbai – 410210
Jasjeet Singh Bagla	Independent Director	10043442	D-3, I..I.S.E.R, Sector 81, Manuali, SAS Nagar (Mohali), Rupnanagar, Punjab – 140306
Romi Jatta	Independent Director	10045383	Villa 240, Tatvam Villa, Sector 48, Sohna Road, VTC: South City – II, PO: Gurgaon South City Li, District: Gurgaon, State: Haryana- 122018.
Vikas Modi	Independent Director	10049413	697, Sector-14, Faridabad, Haryana - 121007

For brief profiles and further details of our Directors, see '*Our Management*' on page 259.

Company Secretary & Compliance Officer

Lohit Chhabra is the Company Secretary and Compliance Officer of our Company. His contact details are set forth below:

Plot No H-1, Pocket 9,
Faridabad Industrial Town (FIT),
Sector-57, Ballabhgarh,
Faridabad, Haryana – 121004
Telephone: +911292310416
E-mail: complianceofficer@netwebindia.com

Investor Grievances

Bidders may contact our Company Secretary and Compliance Officer, or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems, grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, investors may also write to the BRLMs. All Offer related grievances, other than by Anchor Investors, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, where the Bid cum Application Form was submitted, quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than UPI Bidders bidding through the UPI mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of UPI Bidders applying through the UPI mechanism in which the amount equivalent to the Bid Amount is blocked. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

In terms of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/22, dated February 15, 2018, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. In terms of the SEBI

circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SCSBs are required to compensate the investor immediately on the receipt of complaint. Further, the BRLMs are required to compensate the investor for delays in grievance redressal from the date on which the grievance was received until the actual date of unblock.

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

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

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

Book Running Lead Managers

Equirus Capital Private Limited
12th Floor, C Wing,
Marathon Futurex,
N M Joshi Marg, Lower Parel,
Mumbai – 400 013.
Maharashtra, India.
Tel: +91 22 4332 0736
E-mail: netweb.ipo@equirus.com
Investor grievance e-mail: investorsgrievance@equirus.com
Website: www.equirus.com
Contact Person: Malay Shah / Jenny Bagrecha
SEBI Registration No.: INM000011286

IIFL Securities Limited
10th Floor, IIFL Centre, Kamala City
Senapati Bapat Marg
Lower Parel (W) Mumbai – 400013, India
Tel: +91 22 4646 4728
E-mail: netweb.ipo@iiflcap.com
Investor grievance e-mail: ig.ib@iiflcap.com
Website: www.iiflcap.com
Contact Person: Pawan Jain / Devendra Maydeo
SEBI Registration No.: INM000010940

Statement of inter se allocation of responsibilities

The responsibilities of the BRLMs for various activities in the Offer are set out below:

S. No.	Activity	Responsibility	Coordinator
1.	Capital structuring with the relative components and formalities such as type of instruments, size of the Offer, allocation between primary and secondary, etc. and due diligence of our Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed	Equirus & IIFL	Equirus

S. No.	Activity	Responsibility	Coordinator
	formalities with the Stock Exchanges, the RoC and the SEBI including finalisation of Prospectus and RoC filing		
2.	Drafting and approval of statutory advertisements	Equirus & IIFL	Equirus
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report	Equirus & IIFL	IIFL
4.	Appointment of intermediaries - Registrar to the Offer, Printer and advertising agency (including coordination of all agreements)	Equirus & IIFL	Equirus
5.	Appointment of other intermediaries – Monitoring agency, Banker to the Offer, Share Escrow Agent, etc (including coordination of all agreements)	Equirus & IIFL	IIFL
6.	Preparation of road show presentation and frequently asked questions	Equirus & IIFL	IIFL
7.	International institutional marketing of the Offer, which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing international road shows and investor meeting schedule	Equirus & IIFL	IIFL
8.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Institutional Marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing road show and investor meeting schedule	Equirus & IIFL	Equirus
9.	Non-institutional and Retail marketing of the Offer, which will cover, *inter alia*: • Finalising media, marketing, public relations strategy and publicity budget, frequently asked questions at retail road shows • Finalising brokerage, collection centres • Finalising centres for holding conferences for brokers etc. • Follow-up on distribution of publicity and Offer material • including form, RHP/ Prospectus and deciding on the quantum of the Offer material	Equirus & IIFL	Equirus
10.	Coordination with Stock Exchanges for Anchor coordination, Anchor CAN and intimation of anchor allocation, book building software, bidding terminals and mock trading and deposit of 1% security deposit with the designated stock exchange	Equirus & IIFL	IIFL
11.	Managing the book and finalization of pricing in consultation with our Company and Selling Shareholders	Equirus & IIFL	Equirus
12.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar to the Offer, SCSBs, Banker(s) to the Offer, intimation of allocation and dispatch of refund to Bidders, etc.	Equirus & IIFL	IIFL

S. No.	Activity	Responsibility	Coordinator
	Post-Offer activities, which shall involve essential follow-up steps including allocation to Anchor Investors, follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising the issuer about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as registrar to the Offer, Bankers to the Offer, SCSBs including responsibility for underwriting arrangements, as applicable. Payment of the applicable securities transaction tax ("STT") on sale of unlisted equity shares by the Selling Shareholder under the Offer for Sale to the Government Co-ordination with SEBI and Stock Exchanges for Refund of 1% Security Deposit and Submission of all post Offer reports including the Initial and final Post Offer report to SEBI.		

Syndicate Members

[●]

Legal Counsel to the Offer

Bharucha & Partners
13th Floor, Free Press House,
Free Press Journal Marg, Nariman Point
Mumbai – 400 001,
Maharashtra, India.
Tel: +91 22 6132 3900

Statutory Auditors of our Company

S S Kothari Mehta & Company
Plot No. 68, Okhla Industrial Area,
Phase-III, New Delhi – 110020
Telephone: +9111-4670 8888
E-mail: delhi@sskmin.com
Firm Registration Number: 000756N
Peer Review Number: 014441

Changes in auditors

Except as disclosed below, there has been no change in the Statutory Auditors of our Company during the last 3 years preceding the date of this Draft Red Herring Prospectus:

Particulars	Date of change	Reasons for change
S S Kothari Mehta & Company Plot No. 68, Okhla Industrial Area, Phase III, New Delhi 110020, India. Telephone: +9111-4670 8888 E-mail: delhi@sskmin.com Firm Registration Number: 000756N Peer Review Number: 014441	September 20, 2022	Appointment as the Statutory Auditors of our Company for a period of 5 years

Particulars	Date of change	Reasons for change
Sanmarks & Associates, Chartered Accountant 2257, Sector-9, Faridabad, Faridabad, Haryana 121006, India Telephone: +91-9312268269 E-mail: mk.kedia@yahoo.co.in Firm Registration Number: 003343N Peer Review Number: 012249	September 20, 2022	Conclusion of the term of the auditor appointed due to casual vacancy
Sanmarks & Associates, Chartered Accountant 2257, Sector-9, Faridabad, Faridabad, Haryana 121006, India Telephone: +91-9312268269 E-mail: mk.kedia@yahoo.co.in Firm Registration Number: 003343N Peer Review Number: 012249	May 23,2022	Appointment in case of casual vacancy
MDT & Company 3F-09, Ozone Centre, Sector 12, Faridabad, 121007 India Telephone: +91-1294320428 E-mail: info@mdtandco.com Firm Registration Number: 026251N	April 20, 2022	Resignation due to pre-occupation with other assignments
MDT & Company 3F-09, Ozone Centre, Sector 12, Faridabad, 121007 India Telephone: +91-1294320428 E-mail: info@mdtandco.com Firm Registration Number: 026251N	December 15, 2020	Re-appointment through the annual general meeting of our Shareholders for a period of 5 years
MDT & Company 3F-09, Ozone Centre, Sector 12, Faridabad, 121007 India Telephone: +91-1294320428 E-mail: info@mdtandco.com Firm Registration Number: 026251N	December 15, 2020	Conclusion of the term of the auditor appointed due to casual vacancy.
MDT & Company 3F-09, Ozone Centre, Sector 12, Faridabad, 121007 India Telephone: +91-1294320428 E-mail: info@mdtandco.com Firm Registration Number: 026251N	May 18, 2020	Appointment in case of casual vacancy
SAKS & Company 102, Luxmi Bhawan, Mithu Road, Bank More, Dhanbad, Jharkhand, 826001 India Telephone: +91-326-2305604 E-mail: pasaridnb@gmail.com	April 23, 2020	Resignation due inability to continue as statutory auditors due to personal reasons

Particulars	Date of change	Reasons for change
Firm Registration Number: 321072E		

Registrar to the Offer

Link Intime India Private Limited
C 101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai 400 083
Tel: +91 22 4918 6200
E-mail: netwebtechnologies.ipo@linkintime.co.in
Website: www.linkintime.co.in
Investor grievance e-mail: netwebtechnologies.ipo@linkintime.co.in
Contact Person: Shanti Gopalkrishnan
SEBI Registration No.: INR000004058

Banker to the Offer

Escrow Collection Bank(s)

[●]

Refund Bank(s)

[●]

Public Offer Account Bank(s)

[●]

Sponsor Banks

[●]

Bankers to our Company

Indian Bank
Telephone: 011 41095663
Email: nehruplace.delhi@indianbank.co.in
Website: https//Indianbank.in
Contact Person: Branch Manager
Address: 18, Sant Nagar, East of Kailash, New Delhi

HDFC Bank
Telephone: +91 9810511380
Email: Dhruv.srivastava@hdfcbank.com
Website: www.hdfcbank
Contact Person: Dhruv Srivastava
Address: Vatika Atrium, Golf Course Road, Sector 53, Gurgaon

Designated Intermediaries

Self-Certified Syndicate Banks

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

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors and RIIs) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time or any such other website as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and is also available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stock broker network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA Forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms from Bidders at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, as updated from time to time.

Experts

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

Our Company has received written consent dated March 27, 2023 from our Statutory Auditors, S S Kothari Mehta & Company, holding a valid peer review certificate from the ICAI to include their name as an 'expert' under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditor, and in respect of their examination report, dated March 24, 2023 on our Restated Financial Statements, and the statement of special tax benefits dated March 27, 2023 included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

Our Company has received written consent dated March 27, 2023 from M/s APT & Co LLP, the Independent Chartered Accountant, to include their name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in their capacity as the Independent Chartered Accountant and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

Our Company has received written consent dated March 25, 2023 from Vinod Kumar Goel, the Independent Chartered Engineer to include their name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in their capacity as an Independent Chartered Engineer and in respect of the certificate dated March 25, 2023 issued by them in connection with, *inter alia*, production capacity, actual production, capacity utilisation, and certain information in relation

to the product and solutions offering of our Company and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

Our Company has received written consent dated March 18, 2023 from M/s Deepak Goel & Associates, practicing Company Secretary, to include its name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as practicing Company Secretary and in respect of the certificate dated March 18, 2023 issued by it in connection with, *inter alia*, certain of the corporate records of our Company, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

Monitoring Agency

Our Company shall in compliance with Regulation 41 of the SEBI ICDR Regulations, appoint a Monitoring Agency, prior to filing of the Red Herring Prospectus, for monitoring the utilization of the Net Proceeds. For further details in relation to the proposed utilisation of the Net Proceeds, see '*Objects of the Offer*' on page 120.

Appraising Entity

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

Grading of the Offer

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

Credit Rating

As this is an Offer consisting only of Equity Shares, there is no requirement to obtain credit rating for the Offer.

Debenture Trustees

As this is an Offer consisting only of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Filing

A copy of this Draft Red Herring Prospectus is being filed electronically through the SEBI intermediary portal at https://siportal.sebi.gov.in/intermediary/index.html in accordance with SEBI circular bearing reference SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018 and has been emailed to SEBI at cfddil@sebi.gov.in, in accordance with the instructions issued by the SEBI on March 27, 2020, in relation to 'Easing of Operational Procedure – Division of Issues and Listing – CFD'.

It will also be filed with the SEBI at the following address:

Securities and Exchange Board of India
SEBI Head Office
SEBI Bhavan Plot No. C4-A
"G" Block Bandra Kurla Complex
Bandra (East) Mumbai – 400 051
Maharashtra, India

A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act will be filed with the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act will be filed with the RoC.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band which will be decided by our Company and Selling Shareholders, in consultation with the BRLMs, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper) and all editions of [●] (a widely circulated Hindi

national daily newspaper, Hindi also being the regional language of Haryana, where our Registered Office is located), at least 2 Working Days prior to the Bid/Offer Opening Date and shall be made available to the Stock Exchanges for the purposes of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the Selling Shareholders and the BRLMs after the Bid/Offer Closing Date. For further details, see '*Offer Procedure*' on page 465.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs and Sponsor Bank, as the case may be. UPI Bidders may participate in the Offer through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In accordance with the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their 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/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bidding Date. Allocation to Bidders in all categories, except in Anchor Investor Portion, the Non-Institutional Portion and the Retail Individual Investor Portion shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price.

For further details on the method and procedure for Bidding and book building procedure, see '*Terms of the Offer*', '*Offer Structure*' and '*Offer Procedure*' on pages 454, 461 and 465, respectively.

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

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

Each Bidder, by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

Underwriting Agreement

After the determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholders will enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to certain conditions to closing, as specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be completed before filing the Prospectus with the RoC.).

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

The abovementioned underwriting commitment is indicative only and will be finalised after determination of Offer Price and finalisation of Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations made to our Company by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered as merchant bankers with SEBI or as stock brokers with Stock Exchange(s). Our Board, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment set forth in the table above. Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. The Underwriting Agreement has not been entered into as on the date of this Draft Red Herring Prospectus and

will be entered into on or after determination of the Offer Price and allocation of Equity Shares, but prior to the filing of the Prospectus with the RoC. The extent of underwriting obligations and the Bids to be underwritten in the Offer shall be as per the Underwriting Agreement.

CAPITAL STRUCTURE

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

(in ₹ million, except share data)

Sr. No.	Particulars	Aggregate nominal value	Aggregate value at Offer Price*
A	**AUTHORIZED SHARE CAPITAL^**		
	75,000,000 Equity Shares of face value of ₹ 2 each	150.00	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	50,923,980 Equity Shares of face value of ₹ 2 each	101.85	-
C	**PRESENT OFFER**		
	Offer of up to [●] Equity Shares of face value of ₹ 2 each aggregating up to ₹ [●] million[(1)(2)(3)]	[●]	[●]*
	Of which:		
	Fresh Issue of up to [●] Equity Shares of ₹ 2 each aggregating up to ₹ 2,570.00 million[(1) (3)]	[●]	[●]
	Offer for Sale of up to 8,500,000 Equity Shares of ₹ 2 each aggregating up to ₹ [●] million[(2)]	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER#**		
	[●] Equity Shares of face value ₹ 2 each*	[●]	-
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		Nil
	After the Offer*		[●]

^For further details of changes to our authorised share capital in the past 10 years, see 'History and Certain Corporate Matters' on page 251.

**To be included upon finalization of the Offer Price.*

#Assuming full subscription in the Offer.

(1) The Offer has been authorised by our Board pursuant to the resolution at its meeting held on March 14, 2023 and the Fresh Issue has been authorised by our Shareholders pursuant to the special resolution at their meeting held on March 16, 2023.

(2) Each Selling Shareholder severally and not jointly confirm that the Equity Shares being offered by the Selling Shareholders are eligible for being offered for sale pursuant to the Offer in terms of the SEBI ICDR Regulations. For further details of the authorizations received for the Offer, see 'Other Regulatory and Statutory Disclosures' on page 440. The Selling Shareholders have confirmed and consented to their participation in the Offer for Sale as set forth below:

Sr. No.	Name of the Selling Shareholder	Number of Offered Shares in the Offer for Sale	Date of the consent letter to participate in the Offer for Sale	Date of board resolution/ authorization to participate in the Offer for Sale
1.	Sanjay Lodha	Up to 2,860,000 Equity Shares	March 23, 2023	NA
2.	Navin Lodha	Up to 1,430,000 Equity Shares	March 23, 2023	N.A.
3.	Vivek Lodha	Up to 1,430,000 Equity Shares	March 23, 2023	N.A.
4.	Niraj Lodha	Up to 1,430,000 Equity Shares	March 23, 2023	N.A.
5.	Ashoka Bajaj Automobiles Private Limited	Up to 1,350,000 Equity Shares	March 23, 2023	March 18, 2023

(3) Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 510.00 million, prior to

filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.

(The remainder of this page has been intentionally left blank)

Notes to the Capital Structure

1. **Equity Share capital history of our Company**

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

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)
September 22, 1999	20	Subscription to the Memorandum of Association by allotment of 10 Equity Shares each to Sanjay Lodha and Navin Lodha.	10	10	Cash	Subscription to the Memorandum of Association	20	200
November 30, 2002	10,000	Allotment of 1,800 Equity Shares each to Sanjay Lodha, Navin Lodha, Vivek Lodha, Rudra Prasad Lodha and Niraj Lodha; and 1,000 Equity Shares to Sandeep Lodha.	10	10	Cash	Rights issue in the ratio of 500 Equity Shares on rights basis for each existing Equity Shares held[(1)]	10,020	100,200
March 25, 2013	50,000	Allotment of 50,000 Equity Shares to Sandeep Lodha	10	10	Cash	Rights issue in the ratio of 5* Equity Shares on rights basis for each existing Equity Shares held[(2)]	60,020	600,200
August 31, 2015	600,200	Allotment of (i) 118,100 Equity Shares each to Sanjay Lodha and Navin Lodha; and	10	10	Cash	Rights issue in the ratio of 10 Equity Shares for each existing Equity Share held[(3)]	660,220	6,602,200

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)
		(ii) 128,000 Equity Shares to Vivek Lodha and (iii) 118,000 Equity Shares each to Niraj Lodha and Rudra Prasad Lodha						
September 15, 2016	3,000,000	Allotment of 3,000,000 Equity Shares to Sanjay Lodha	10	10**	Other than Cash**	Preferential issue	3,660,220	36,602,200
October 17, 2018	1,998,000	Allotment of (i) 232,000 Equity Shares to A.K. Lodha & Sons (HUF); (ii) 159,000 Equity Shares to Anuja Lodha; (iii) 254,000 Equity Shares to Madhuri Lodha; (iv) 260,000 Equity Shares to Navin Lodha (HUF); (v) 85,000 Equity Shares to Niraj Lodha (HUF); (vi) 98,000 Equity Shares to Nisha Lodha; (vii) 133,000 Equity Shares to R.P.	10	14	Cash	Rights issue in the ratio of 5 Equity Shares for 8 existing Equity Shares held(4)	5,658,220	56,582,200

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)
		Lodha & Sons (HUF); (viii) 148,000 Equity Shares to Rudra Prasad Lodha; (ix) 146,000 Equity Shares to Sanjay Lodha (HUF); (x) 189,000 Equity Shares to Sweta Lodha; (xi) 144,000 Equity Shares to Vivek Lodha (HUF); and (xii) 150,000 Equity Shares to Ashoka Bajaj Automobiles Private Limited						
Equity Shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 2 each. Consequently, the issued, subscribed, and paid-up share capital of our Company comprising 5,658,220 Equity Shares of face value of ₹ 10 each was sub-divided into 28,291,100 Equity Shares of face value of ₹ 2 each authorised by our Board pursuant to the resolution at its meeting held on February 15, 2023 and Shareholders pursuant to the special resolution at their meeting held on February 16, 2023.							28,291,100	56,582,200
February 20, 2023	22,632,880	Allotment of (i) 8,812,752 Equity Shares to Sanjay Lodha; (ii) 4,406,176 Equity Shares each to Navin Lodha, Vivek Lodha, and Niraj Lodha (iii)	2	N.A.	N.A.	Bonus issue in the ratio of 4 Equity Shares for 5 existing Equity Shares held	50,923,980	101,847,960

Date of allotment	Number of Equity Shares allotted	Details of allottees	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Form of consideration	Reason / Nature of allotment	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (in ₹)
		600,000 Equity Shares to Ashoka Bajaj Automobiles Private Limited; and (iv) 400 Equity Shares each to Priti Lodha, Anuja Lodha, Sweta Lodha, and Nisha Lodha						

***** *Ratio of 1:4.99 rounded off to 1:5.*

*** Pursuant to the agreement for acquiring the business undertaking of the sole proprietorship of our Company dated August 16, 2016 executed by and between our Company and one of our Promoters, Sanjay Lodha, an amount of ₹ 30.09 million was payable to Sanjay Lodha, out of which ₹ 30.00 million was adjusted by way of issuance and allotment of 3,000,000 Equity Shares of ₹ 10 each to Sanjay Lodha for consideration other than cash, and the balance amount was treated as unsecured loan of Sanjay Lodha.*

We have been unable to trace the challans for some of the statutory forms filed with the RoC in relation to allotment of some of our Equity Shares. Our Company had engaged an independent practicing Company Secretary, M/s Deepak Goel & Associates, to trace certain RoC forms and certain RoC payment challans in relation to certain of our corporate actions which were not traceable by our Company. While the independent practicing Company Secretary, was able to trace the RoC forms, as set out in its certificate dated March 18, 2023, certain RoC payment challans are not traceable by the independents practicing Company Secretary, including those in relation to allotment of some of our Equity Shares. See 'Risk Factors - There are some factual inaccuracies in certain of our corporate records and corporate filings. Further, our Company has in the past, paid insufficient stamp duty on share certificates for allotment of Equity Shares. Our Company has also made delayed filings with the RoC and certain payments challans in relation to the corporate filings made by our Company are not traceable. Further, our Company has in the past delayed in the payment of certain statutory dues.' on page 55.

Details of allotment of Equity Shares offered by our Company on rights basis is set out below:

(1) Sanjay Lodha was offered 5,000 Equity Shares through a letter of offer dated October 10, 2002. He accepted 1,800 Equity Shares and renounced 3,200 Equity Shares as follows (i) 1,800 Equity Shares in favour of Vivek Lodha, and (ii) 1,400 Equity Shares in favour of Rudra Prasad Lodha through his letter of renunciation cum acceptance dated October 17, 2002. Navin Lodha was offered 5,000 Equity Shares through a letter of offer dated October 10, 2002. He accepted 1,800 Equity Shares and renounced 3,200 Equity Shares as follows (i) 1,800 Equity Shares in favour of Niraj Lodha, (ii) 400 Equity Shares in favour of Rudra Prasad Lodha, and (iii) 1,000 Equity Shares in favour of Sandeep Lodha through his letter of renunciation cum acceptance dated October 18, 2002. Niraj Lodha accepted 1,800 Equity Shares through his letter of acceptance dated October 21, 2002. Vivek Lodha accepted 1,800 Equity Shares through his letter of acceptance dated October 20, 2002. Sandeep Lodha accepted 1,000 Equity Shares through his letter of acceptance dated October 21, 2002. Rudra Prasad Lodha accepted 1,800 Equity Shares through his letter of acceptance dated October 20, 2002.

(2) Sanjay Lodha was offered 9,032 Equity Shares through a letter of offer dated February 10, 2013. He renounced 9,032 Equity Shares to Sandeep Lodha through his letter of renunciation dated February 18, 2013. Navin Lodha was offered 9,032 Equity Shares through a letter of offer dated February 10, 2013. He renounced

9,032 Equity Shares to Sandeep Lodha through his letter of renunciation dated February 18, 2013. Vivek Lodha was offered 8,982 Equity Shares through a letter of offer dated February 10, 2013. He renounced 8,982 Equity Shares to Sandeep Lodha through his letter of renunciation dated February 18, 2013. Niraj Lodha was offered 8,982 Equity Shares through a letter of offer dated February 10, 2013. He renounced 8,982 Equity Shares to Sandeep Lodha through his letter of renunciation dated February 18, 2013. Rudra Prasad Lodha was offered 8,982 Equity Shares through a letter of offer dated February 10, 2013. He renounced 8,982 Equity Shares to Sandeep Lodha through his letter of renunciation dated February 18, 2013. Sandeep Lodha was offered 4,990 Equity Shares through a letter of offer dated February 10, 2013. He accepted 4,990 Equity Shares offered to his through this letter of offer and accepted (i) 9,032 Equity Shares renounced by Sanjay Lodha, (ii) 9,032 Equity Shares renounced by Navin Lodha, (iii) 8,982 Equity Shares renounced by Vivek Lodha, (iv) 8,982 Equity Shares renounced by Niraj Lodha, and (v) 8,982 Equity Shares renounced by Rudra Prasad Lodha through his letter of acceptance dated February 18, 2013.

(3) Vivek Lodha was offered 528,000 Equity Shares pursuant to a letter of offer dated August 6, 2015. He accepted 128,000 Equity Shares and renounced 400,000 Equity Shares as follows (i) 100,000 Equity Shares in favour of Sanjay Lodha, (ii) 100,000 Equity Shares in favour of Rudra Prasad Lodha, (iii) 100,000 Equity Shares in favour of Navin Lodha, and (iv) 100,000 Equity Shares in favour of Niraj Lodha through his letter of renunciation cum acceptance dated August 27, 2015. Sanjay Lodha was offered 18,100 Equity Shares through a letter of offer dated August 6, 2015. He accepted 18,100 Equity Shares offered to him through this letter of offer and 100,000 Equity Shares renounced in his favour by Vivek Lodha through a letter of acceptance dated August 28, 2015. Navin Lodha was offered 18,100 Equity Shares through a letter of offer dated August 6, 2015. He accepted 18,100 Equity Shares offered to him through this letter of offer and 100,000 Equity Shares renounced in his favour by Vivek Lodha through a letter of acceptance dated August 28, 2015. Niraj Lodha was offered 18,000 Equity Shares through a letter of offer dated August 6, 2015. He accepted 18,000 Equity Shares offered to him through this letter of offer and 100,000 Equity Shares renounced in his favour by Vivek Lodha through a letter of acceptance dated August 27, 2015. Rudra Prasad Lodha was offered 18,000 Equity Shares through a letter of offer dated August 6, 2015. He accepted 18,000 Equity Shares offered to him through this letter of offer and 100,000 Equity Shares renounced in his favour by Vivek Lodha through a letter of acceptance dated August 28, 2015.

(4) Sanjay Lodha was offered 1,948,943 Equity Shares pursuant to a letter of offer dated September 25, 2018. He through his letter of renunciation dated October 1, 2018 renounced 73,125 Equity Shares in favour of Rudra Prasad Lodha, 253,938 Equity Shares in favour of Madhuri Lodha, 97,938 Equity Shares in favour of Nisha Lodha, 188,938 Equity Shares in favour of Sweta Lodha, 158,938 Equity Shares in favour of Anuja Lodha, 145,938 Equity Shares in favour of Sanjay Lodha (HUF), 259,938 Equity Shares in favour of Navin Lodha (HUF), 133,000 Equity Shares in favour of R.P. Lodha & Sons (HUF), 232,000 Equity Shares in favour of A.K. Lodha & Sons (HUF), 84,938 Equity Shares in favour of Niraj Lodha (HUF), 143,938 Equity Shares in favour of Vivek Lodha (HUF), 150,000 Equity Shares in favour of Ashoka Bajaj Automobiles Private Limited and declined the acceptance of remaining 26,314 Equity Shares..

Rudra Prasad Lodha was offered 74,875 Equity Shares pursuant to a letter of offer dated September 25, 2018. He accepted 74,875 Equity Shares offered to him through this letter of offer and accepted 73,125 Equity Shares renounced by Sanjay Lodha in his favour through his letter of acceptance dated October 1, 2018.

Madhuri Lodha was offered 62 Equity Shares pursuant to a letter of offer dated September 25, 2018. She accepted 62 Equity Shares offered to her through this letter of offer and accepted 253,938 Equity Shares renounced by Sanjay Lodha in her favour through her letter of acceptance dated October 1, 2018.

Nisha Lodha was offered 62 Equity Shares pursuant to a letter of offer dated September 25, 2018. She accepted 62 Equity Shares offered to her through this letter of offer and accepted 97,938 Equity Shares renounced by Sanjay Lodha in her favour through her letter of acceptance dated October 1, 2018.

Sweta Lodha was offered 62 Equity Shares pursuant to a letter of offer dated September 25, 2018. She accepted 62 Equity Shares offered through this letter of offer and accepted 188,938 Equity Shares renounced by Sanjay Lodha in her favour through her letter of acceptance dated October 1, 2018.

Anuja Lodha was offered 62 Equity Shares pursuant to a letter of offer dated September 25, 2018. She accepted 62 Equity Shares offered to her through this letter of offer and accepted 158,938 Equity Shares renounced by Sanjay Lodha in her favour through her letter of acceptance dated October 1, 2018.

Sanjay Lodha (HUF) was offered 62 Equity Shares pursuant to a letter of offer dated September 25, 2018. Sanjay Lodha (karta) on behalf of the Sanjay Lodha (HUF) accepted 62 Equity Shares offered through this letter of offer and accepted 145,938 Equity Shares renounced by Sanjay Lodha in its favour through its letter of acceptance dated October 1, 2018.

Navin Lodha (HUF) was offered 62 Equity Shares pursuant to a letter of offer dated September 25, 2018. Navin Lodha (karta) on behalf of the Navin Lodha (HUF) accepted 62 Equity Shares offered through this letter of offer and accepted 259,938 Equity Shares renounced by Sanjay Lodha in its favour through its letter of acceptance dated October 1, 2018.

R.P. Lodha & Sons (HUF) was offered 62 Equity Shares pursuant to a letter of offer dated September 25, 2018. Rudra Prasad Lodha (karta) on behalf of the R.P. Lodha & Sons (HUF) accepted 133,000 Equity Shares renounced by Sanjay Lodha in its favour through its letter of acceptance dated October 1, 2018 and did not accept 62 Equity Shares offered through the letter of offer. Consequently, the rights of 62 Equity Shares were extinguished.

A.K. Lodha & Sons (HUF) was offered 62 Equity Shares pursuant to a letter of offer dated September 25, 2018. Navin Lodha (karta) on behalf of the A.K. Lodha & Sons (HUF) accepted 232,000 Equity Shares renounced by Sanjay Lodha in its favour and did not accept 62 Equity Shares offered through the letter of offer. Consequently, the rights of 62 Equity Shares were extinguished.

Niraj Lodha (HUF) was offered 62 Equity Shares pursuant to a letter of offer dated September 25, 2018. Niraj Lodha (karta) on behalf of the Niraj Lodha (HUF) accepted 62 Equity Shares offered through this letter of offer and accepted 84,938 Equity Shares renounced by Sanjay Lodha in its favour through its letter of acceptance dated October 1, 2018.

Vivek Lodha (HUF) was offered 62 Equity Shares pursuant to a letter of offer dated September 25, 2018. Vivek Lodha (karta) on behalf of the Vivek Lodha (HUF) accepted 62 Equity Shares offered through this letter of offer and accepted 143,938 Equity Shares renounced by Sanjay Lodha in its favour through its letter of acceptance dated October 1, 2018. Ashoka Bajaj Automobiles Private Limited accepted 150,000 Equity Shares renounced by Sanjay Lodha in their favour through their letter of acceptance dated October 1, 2018.

Navin Lodha was offered 74,943 Equity Shares, Vivek Lodha was offered 113,000 Equity Shares, Niraj Lodha was offered 74,875 Equity Shares, Priti Lodha was offered 62 Equity Shares, Sangeeta Devi Agarwal was offered 31 Equity Shares. Mangal Shiv Textiles LLP was offered 62 Equity Shares, Pushpa Devi Agarwal was offered 31 Equity Shares, Pawan Kumar Agarwal was offered 31 Equity Shares, Sandeep Lodha (HUF) was offered 62 Equity, Shambhu Choudhary (HUF) was offered 31 Equity Shares, Shailee Lodha was offered 62 Equity Shares, and Suman Agarwal was offered 18 Equity Shares pursuant to letters of offer dated September 25, 2018, respectively. All of the above individuals, and, or entities did not accept the offered Equity Shares within the period for which the offer was open. Accordingly, the rights of 289,646 Equity Shares were extinguished, as certified by M/s Deepak Goel & Associates, practicing Company Secretary, through a certificate dated March 18, 2023.

2. **Details of shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves**

Except as set forth below, we have not issued any Equity Shares for consideration other than cash or by way of a bonus issue or out of revaluation reserves.

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Issue price per equity share (₹)	Form of consideration	Reasons for allotment	Benefits if any that have accrued to our Company
September 15, 2016	3,000,000	10	10*	Other than cash*	Preferential issue	Taken over the business of Sole Proprietorship
February 20, 2023	22,632,880	2	N.A.	N.A.	Bonus issue of 4 Equity Shares for existing 5 Equity Shares	N.A.

**Pursuant to the agreement for acquiring the business undertaking of the sole proprietorship of our Company dated August 16, 2016 executed by and between our Company and one of our Promoters, Sanjay Lodha, an amount of ₹ 30.09 million was payable to Sanjay Lodha, out of which ₹ 30.00 million was adjusted by way of issuance and allotment of 3,000,000 Equity Shares of ₹ 10 each to Sanjay Lodha for consideration other than cash, and the balance amount was treated as unsecured loan of Sanjay Lodha..*

3. Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 510.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.

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

5. Our Company has not revalued its assets since incorporation and has not issued any Equity Shares (including bonus shares) by capitalizing any revaluation reserves.

6. Our Company has not allotted any Equity Shares pursuant to any scheme of arrangement approved under Sections 391-394 of the Companies Act, 1956, or Sections 230-234 of the Companies Act.

7. Our Company has not issued any Equity Shares pursuant to an employee stock option scheme till the date of this Draft Red Herring Prospectus. For further details in relation to our employee stock option plan, see '*Capital Structure – Employee Stock Option Plan*' on page 116.

8. Except for the allotment of Equity Shares pursuant to a bonus issue as disclosed in '*Capital Structure-Details of shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves*' on page 99, our Company has not issued any Equity Shares at a price that may be lower than the Offer Price during a period of 1 year preceding the date of this Draft Red Herring Prospectus.

9. All transactions in Equity Shares by our Promoters and members of our Promoter Group between the date of filing of this Draft Red Herring Prospectus and the Bid/Offer Closing Date shall be reported to the Stock Exchanges within 24 hours of such transactions.

10. None of the Equity Shares held by our Shareholders are pledged or otherwise encumbered as on the date of this Draft Red Herring Prospectus.

11. Except for any employee stock options that may be granted pursuant to the ESOP Plan, there are no outstanding options or convertible securities, including any outstanding warrants or rights to convert debentures, loans or other instruments convertible into our Equity Shares as on the date of this Draft Red Herring Prospectus.

12. **Shareholding Pattern of our Company**

The table below sets out the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of Shareholder (II)	No. 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 No. of shares held (VII) = (IV)+(V)+ (VI)	Shareholding as a % of total no. of Equity Shares (calculate as per SCRR) (VIII) As a % of (A+B+C2)	No. of Voting Rights held in each class of securities (IX)				No. of Equity Shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	No. of locked-in Equity Shares (XII)		No. of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)
								No. of Voting Rights										
								Class (Equity Shares)	Class (others)	Total	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)	
(A)	Promoter and Promoter Group	13	50,799,005	0	0	50,799,005	99.75	50,799,005	0	50,799,005	99.75	0	0	0	0	0	0	50,799,005
(B)	Public	9	124,975	0	0	124,975	0.25	124,975	0	124,975	0.25	0	0	0	0	0	0	124,975
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares underlying depository receipts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by employee trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
Total (A+B+C)		**22**	**50,923,980**	**0**	**0**	**50,923,980**	**100.00**	**50,923,980**	**0**	**50,923,980**	**100.00**	**0**	**0**	**0**	**0**	**0**	**0**	**50,923,980**

13. **Other details of Shareholding of our Company**

a. As on the date of the filing of this Draft Red Herring Prospectus, our Company has 22 Shareholders.

b. Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as on the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)
1.	Sanjay Lodha	19,715,072	38.71
2.	Navin Lodha	9,857,086	19.36
3.	Vivek Lodha	9,857,086	19.36
4.	Niraj Lodha	9,857,086	19.36
5.	Ashoka Bajaj Automobiles Private Limited	1,350,000	2.65
Total		**50,636,330**	**99.44**

c. Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of 10 days prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)
1.	Sanjay Lodha	19,715,072	38.71
2.	Navin Lodha	9,857,086	19.36
3.	Vivek Lodha	9,857,086	19.36
4.	Niraj Lodha	9,857,086	19.36
5.	Ashoka Bajaj Automobiles Private Limited	1,350,000	2.65
Total		**50,636,330**	**99.44**

d. Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, as of the date 1 year prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)
1.	Sanjay Lodha	2,538,710	44.87
2.	Navin Lodha	660,110	11.67
3.	Vivek Lodha	498,900	8.82
4.	Niraj Lodha	458,900	8.11
5.	Sanjay Lodha (HUF)	346,100	6.12
6.	Navin Lodha (HUF)	260,100	4.60
7.	R.P. Lodha & Sons (HUF)	303,100	5.36
8.	Niraj Lodha (HUF)	145,100	2.56
9.	Vivek Lodha (HUF)	212,100	3.75
10.	Sandeep Lodha (HUF)	85,100	1.50
11.	Ashoka Bajaj Automobiles Private Limited	150,000	2.65
Total		**5,658,220**	**100.00***

**Rounded-off*

e. Set forth below is a list of shareholders holding 1% or more of the paid-up Equity Share capital of our Company, as of the date 2 years prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of the Shareholder	No. of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)
1.	Sanjay Lodha	2,538,710	44.87
2.	Navin Lodha	268,010	4.74
3.	Vivek Lodha	498,900	8.82
4.	Niraj Lodha	308,900	5.46
5.	Sanjay Lodh (HUF)	346,100	6.12
6.	Navin Lodha (HUF)	260,100	4.60
7.	R.P. Lodha & Sons (HUF)	303,100	5.36
8.	Niraj Lodha (HUF)	145,100	2.56
9.	Vivek Lodha (HUF)	212,100	3.75
10.	Sandeep Lodha (HUF)	85,100	1.50
11.	Ashoka Bajaj Automobiles Private Limited	150,000	2.65
12.	A.K. Lodha & Sons (HUF)	392,100	6.93
13.	T.P. Lodha & Sons (HUF)	150,000	2.65
Total		**5,658,220**	**100.00**

14. Except for issue of Equity Shares pursuant to any employee stock options under the ESOP Plan, our Company presently does not intend or propose to alter its capital structure for a period of 6 months from the Bid/Offer Opening Date, by way of sub-division or consolidation of the denomination of the Equity Shares, or by way of further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for the Equity Shares), whether on a preferential basis, or by way of issue of bonus Equity Shares, or on a rights basis, or by way of further public issue of Equity Shares, or otherwise.

15. **Details of Shareholding of our Promoters and the members of our Promoter Group in our Company.**

a. As on the date of this Draft Red Herring Prospectus, our Promoters hold 49,286,330 Equity Shares constituting 96.78% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth below:

Sr. No.	Name of the Promoter	Pre-Offer No. of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)	Post-Offer No. of Equity Shares	Percentage of the post-Offer Equity Share capital
1.	Sanjay Lodha	19,715,072	38.71	[●]	[●]
2.	Navin Lodha	9,857,086	19.36	[●]	[●]
3.	Vivek Lodha	9,857,086	19.36	[●]	[●]
4.	Niraj Lodha	9,857,086	19.36	[●]	[●]
Total		**49,286,330**	**96.78***	**[●]**	[●]

**Rounded-off*

Build-up of the Promoters' shareholding in our Company

The build-up of the equity shareholding of our Promoters since incorporation of our Company is set forth in the tables below:

(i) *Sanjay Lodha's shareholding*

Nature of transaction	Date of allotment / acquisition / transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition / transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Subscription to the Memorandum of Association	September 22, 1999	10	10	10	Cash	Negligible	[●]
Rights issue	November 30, 2002	1,800	10	10	Cash	0.02	[●]
Rights issue	August 31, 2015	118,100	10	10	Cash	1.16	[●]
Transfer of 100 Equity Shares each to (i) Madhuri Lodha; (ii) Priti Lodha; (iii) Nisha Lodha (iv) Sweta Lodha (v) Anuja Lodha (vi) Sanjay Lodha (HUF); (vii) Navin Lodha (HUF); (viii) R.P. Lodha & Sons (HUF); (ix) A.K. Lodha & Sons (HUF); (x) Sandeep Lodha (HUF) (xi) Niraj Lodha (HUF); (xii) Vivek Lodha (HUF); and (xiii) Shailee Lodha and transfer of 50 Equity Shares each to (i) Sangeeta Devi Agrawal;	August 8, 2016	(1,600)	10	10	Cash	(0.02)	[●]

Nature of transaction	Date of allotment / acquisition / transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition / transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
(ii) Mangal Shiv Textiles LLP; (iii) Pushpa Devi Agrawal; (iv) Niraj Lodha (HUF); (v) Vivek Lodha (HUF); (vi) Pawan Kumar Agrawal; (vii) Shambhoo Choudhary (HUF); and (viii) Kailash Chand Kedia.							
Preferential issue	September 15, 2016	3,000,000	10	10*	Other than Cash*	29.46	[●]
Transfer of (i) 145,000 Equity Shares to Shailee Lodha; (ii) 85,000 Equity Shares to Sandeep Lodha (HUF); (iii) 68,000 Equity Shares to Vivek Lodha (HUF); (iv) 200,000 Equity Shares to Sanjay Lodha (HUF); (v) 170,000 Equity Shares to R.P. Lodha & Sons (HUF); (vi) 218,000 Equity Shares to Vivek Lodha; and (vii) 100,000 Equity Shares to Priti Lodha.	December 31, 2018	(986,000)	10	10	Cash	(9.68)	[●]

Nature of transaction	Date of allotment / acquisition / transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition / transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Transfer of (i) 150,000 Equity Shares to T.P Lodha & Sons (HUF); (ii) 60,000 Equity Shares to Niraj Lodha (HUF), (iii) 160,000 Equity Shares to A.K. Lodha & Sons (HUF); and (iv) 50,000 Equity Shares to Nisha Lodha.	December 31, 2018	(420,000)	10	14	Cash	(4.12)	[●]
Transfer of (i) 50 Equity Shares each from Sangeeta Devi Agrawal, Pushpa devi Agrawal, and Pawan Kumar Agrawal; (ii) 100 Equity Shares from Mangal Shiv Textiles LLP; (iii) 10 Equity Shares each from Brijmohan Agrawal, and Omprakash Agarwal; and (iv) 30 Equity Shares from Suman Agarwal.	March 13, 2020	300	10	10	Cash	Negligible	[●]
Transfer by way of gift of (i) 159,100 Equity Shares from Anuja	March 13, 2020	826,100	10	Nil	N.A.	8.11	[●]

Nature of transaction	Date of allotment / acquisition / transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition / transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Lodha; (ii) 267,800 Equity Shares from Rudra Prasad Lodha; (iii) 254,100 Equity Shares from Madhuri Lodha; (iv) 145,100 Equity Shares from Shailee Lodha.							
Transfer of 346,000 Equity Shares from Sanjay Lodha (HUF) pursuant to dissolution of Sanjay Lodha (HUF).	February 8, 2023	346,000	10	Nil	N.A.	3.40	[●]
Transfer of 151,550 Equity Shares from R.P. Lodha & Sons (HUF) pursuant to dissolution of R.P. Lodha & Sons (HUF).	February 9, 2023	151,550	10	Nil	N.A.	1.49	[●]
Transfer by way of gift of (i) 181,434 Equity Shares to Navin Lodha; (ii) 239,094 Equity Shares to Vivek Lodha; and (iii) 412,544 Equity Shares to Niraj Lodha.	February 10, 2023	(833,072)	10	Nil	N.A.	(8.18)	[●]

Nature of transaction	Date of allotment / acquisition / transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition / transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Pursuant to a resolution passed by our Shareholders at their meeting held on February 16, 2023, the face value of the Equity Shares of our Company was sub-divided from ₹ 10 each to ₹ 2 each. Therefore, 2,203,188 Equity Shares held by Sanjay Lodha were sub-divided into, 11,015,940 Equity Shares.							
Bonus issue of 4 Equity Shares for existing 5 Equity Shares	February 20, 2023	8,812,752	2	Nil	N.A.	17.31	[●]
Transfer by way of gift of 22,725 Equity Shares to Manish Kedia	March 6, 2023	(22,725)	2	Nil	N.A.	(0.04)	[●]
Transfer by way of gift of 22,725 Equity Shares to Jyoti Prakash Gadia	March 8, 2023	(22,725)	2	Nil	N.A.	(0.04)	[●]
Transfer by way of gift of 45,450 Equity Shares to Shailesh Prithani	March 9, 2023	(45,450)	2	Nil	N.A.	(0.09)	[●]
Transfer by way of gift of 11,360 Equity Shares to Mukul Kedia	March 10, 2023	(11,360)	2	Nil	N.A.	(0.02)	[●]
Transfer by way of gift of 11,360 Equity Shares to Rana Sudarshan Biswas	March 13, 2023	(11,360)	2	Nil	N.A.	(0.02)	[●]
Total		**19,715,072**				**38.71**	**[●]**

**Pursuant to the agreement for acquiring the business undertaking of the sole proprietorship of our Company dated August 16, 2016 executed by and between our Company and one of our Promoters, Sanjay Lodha, an amount of ₹ 30.09 million was payable to Sanjay Lodha, out of which ₹ 30.00 million was adjusted by way of issuance and allotment of 3,000,000 Equity Shares of ₹ 10 each to Sanjay Lodha for consideration other than cash, and the balance amount was treated as unsecured loan of Sanjay Lodha.*

(ii) *Navin Lodha's shareholding*

Nature of transaction	Date of allotment / acquisition/ transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition/ transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Subscription to the Memorandum of Association	September 22, 1999	10	10	10	Cash	Negligible	[●]
Rights issue	November 30, 2002	1,800	10	10	Cash	0.02	[●]
Rights issue	August 31, 2015	118,100	10	10	Cash	1.16	[●]
Transfer by way of gift of 148,100 Equity Shares from Nisha Lodha.	March 13, 2020	148,100	10	Nil	N.A.	1.45	[●]
Transfer of 392,100 Equity shares from A.K. Lodha & Sons (HUF) pursuant to dissolution of A.K. Lodha & Sons (HUF).	January 7, 2022	392,100	10	Nil	N.A.	3.85	[●]
Transfer of 260,000 Equity Shares from Navin Lodha (HUF) pursuant to dissolution of Navin Lodha (HUF).	February 9, 2023	260,000	10	Nil	N.A.	2.55	[●]
Transfer by way of gift of 181,434 Equity Shares from Sanjay Lodha.	February 10, 2023	181,434	10	Nil	N.A.	1.78	[●]
Pursuant to a resolution passed by our Shareholders at their meeting held on February 16, 2023, the face value of the Equity Shares of our Company was sub-divided from ₹ 10 each to ₹ 2 each. Therefore, 1,101,544 Equity Shares held by Navin Lodha were sub-divided into 5,507,720 Equity Shares							
Bonus issue of 4 Equity Shares for existing 5 Equity Shares	February 20, 2023	4,406,176	2	Nil	N.A.	8.65	[●]
Transfer by way of gift of (i) 45,450 Equity Shares to Sajjan Kumar Khaitan;	March 10, 2023	(56,810)	2	Nil	N.A.	(0.11)	[●]

Nature of transaction	Date of allotment / acquisition/ transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition/ transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
(ii) 5,115 Equity Shares to Ankit Sancheti (iii) 5,115 Equity Shares to Udit Sancheti; (iv) 1,130 Equity Shares to Mudit Nahata							
Total		**9,857,086**				**19.36**	**[●]**

(iii) *Vivek Lodha's shareholding*

Nature of transaction	Date of allotment / acquisition/ transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition/ transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Rights issue	November 30, 2002	1,800	10	10	10	0.02	[●]
Transfer by way of gift of 51,000 Equity Shares from Sandeep Lodha	March 31, 2013	51,000	10	Nil	N.A.	0.50	[●]
Rights issue	August 31, 2015	128,000	10	10	Cash	1.26	[●]
Transfer of 218,000 Equity Shares from Sanjay Lodha	December 31, 2018	218,000	10	10	Cash	2.14	[●]
Transfer by way of gift of 100,100 Equity Shares from Priti Lodha	March 13, 2020	100,100	10	Nil	N.A.	0.98	[●]
Transfer of (i) 212,000 Equity Shares from	February 9, 2023	363,550	10	Nil	N.A.	3.57	[●]

Nature of transaction	Date of allotment / acquisition/ transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition/ transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Vivek Lodha (HUF) pursuant to dissolution of Vivek Lodha (HUF); and (ii) 151,550 Equity Shares from R.P. Lodha & Sons (HUF) pursuant to dissolution of R.P. Lodha & Sons (HUF)							
Transfer by way of gift of 239,094 Equity Shares from Sanjay Lodha	February 10, 2023	239,094	10	Nil	N.A.	2.35	[●]
Pursuant to a resolution passed by our Shareholders at their meeting held on February 16, 2023, the face value of the Equity Shares of our Company was sub-divided from ₹ 10 each to ₹ 2 each. Therefore, 1,101,544 Equity Shares held by Vivek Lodha were sub-divided into 5,507,720 Equity Shares							
Bonus issue of 4 Equity Shares for existing 5 Equity Shares	February 20, 2023	4,406,176	2	Nil	N.A.	8.65	[●]
Transfer by way of gift of (i) 11,360 Equity Shares to Sudhakar Yashwant Tilve; (ii) 45,450 Equity Shares to Nand Kishore Bajoria	March 13, 2023	(56,810)	2	Nil	N.A.	(0.11)	[●]
Total		**9,857,086**				**19.36**	**[●]**

(iv) *Niraj Lodha's shareholding*

Nature of transaction	Date of allotment / acquisition/ transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition/ transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Rights issue	November 30, 2002	1,800	10	10	Cash	0.02	[●]
Rights issue	August 31, 2015	118,000	10	10	Cash	1.16	[●]
Transfer by way of gift of 189,100 Equity Shares from Sweta Lodha.	March 13, 2020	189,100	10	Nil	N.A.	1.86	[●]
Transfer of 150,000 Equity Shares from T.P. Lodha & Sons (HUF) pursuant to dissolution of T.P. Lodha & Sons (HUF).	January 7, 2022	150,000	10	Nil	N.A.	1.47	[●]
Transfer of 85,100 Equity Shares from Sandeep Lodha (HUF).	November 5, 2022	85,100	10	84.61	Cash	0.84	[●]
Transfer of 145,000 Equity Shares from Niraj Lodha (HUF) pursuant to dissolution of Niraj Lodha (HUF).	February 9, 2023	145,000	10	Nil	N.A.	1.42	[●]
Transfer by way of gift of 412,544 Equity Shares from Sanjay Lodha.	February 10, 2023	412,544	10	Nil	N.A.	4.05	[●]
Pursuant to a resolution passed by our Shareholders at their meeting held on February 16, 2023, the face value of the Equity Shares of our Company was sub-divided from ₹ 10 each to ₹ 2 each. Therefore, 1,101,544 Equity Shares held by Niraj Lodha of face value of ₹ 10 each were sub-divided into 5,507,720 Equity Shares of face value of ₹ 2 each.							
Bonus issue of 4 Equity Shares for existing 5 Equity Shares	February 20, 2023	4,406,176	2	Nil	N.A.	8.65	[●]

Nature of transaction	Date of allotment / acquisition/ transfer and made fully paid up	No. of Equity Shares	Face value per Equity Share (₹)	Issue / acquisition/ transfer price per Equity Share (₹)	Form of consideration	Percentage of the pre-Offer capital (%)	Percentage of the post-Offer capital (%)
Transfer by way of gift of 45,450 Equity Shares to Pramod Sikaria	March 13, 2023	(45,450)	2	Nil	N.A.	(0.09)	[●]
Transfer by way of gift of 11,360 Equity Shares to Latesh Kumar Garg	March 14, 2023	(11,360)	2	Nil	N.A.	(0.02)	[●]
Total		**9,857,086**				**19.36**	

b. All the Equity Shares held by our Promoters were fully paid-up on the respective dates of acquisition of such Equity Shares.

c. All Equity Shares held by our Promoters are in dematerialized form as on the date of this Draft Red Herring Prospectus.

d. None of the Equity Shares held by our Promoters are pledged or otherwise encumbered as on the date of this Draft Red Herring Prospectus. Further, none of the Equity Shares being offered for sale through Offer for Sale are pledged or otherwise encumbered as on the date of this Draft Red Herring Prospectus.

e. Except as set forth below, no member of the Promoter Group holds Equity Shares in our Company:

Sr. No.	Name of the member of the Promoter Group	No. of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)
1.	Ashoka Bajaj Automobiles Private Limited	1,350,000	2.65
2.	Priti Lodha	900	Negligible
3.	Anuja Lodha	900	Negligible
4.	Sweta Lodha	900	Negligible
5.	Nisha Lodha	900	Negligible
6.	Jyoti Prakash Gadia	22,725	0.04
7.	Sajjan Kumar Khaitan	45,450	0.09
8.	Nand Kishore Bajoria	45,450	0.09
9.	Pramod Sikaria	45,450	0.09
Total		**1,512,675**	**2.97***

**Rounded-off*

f. Except as disclosed above in the '*Capital Structure – Details of Shareholding of our Promoters and the members of our Promoter Group in our Company*' on page 102, and (i) transfer of 100 Equity Shares to Priti Lodha on February 8, 2023 pursuant to the dissolution of Sanjay Lodha HUF; (ii) transfer of 100 Equity Shares to Sweta Lodha on February 9, 2023 pursuant to the dissolution of Navin Lodha HUF, (iii) transfer of 100 Equity Shares to Anuja Lodha on February 10, 2023 pursuant to the dissolution of Vivek Lodha HUF, and (iv) transfer of 100 Equity Shares to Nisha Lodha on February 10, 2023 pursuant to the dissolution of Niraj Lodha HUF, none of our Promoters, who are also our Directors or the members of our Promoter Group

have purchased or sold any securities of our Company during the period of 6 months immediately preceding the date of this Draft Red Herring Prospectus. Further, none of our Directors other than our Promoters or their relatives have purchased or sold any specified securities of our Company during the period of 6 months immediately preceding the date of this Draft Red Herring Prospectus.

g. There have been no financing arrangements whereby our Promoters, the members of our Promoter Group, our Directors and their relatives have financed the purchase, by any other person of securities, of our Company during the period of 6 months immediately preceding the date of this Draft Red Herring Prospectus.

16. **Details of shareholding of the Selling Shareholders**

The shareholding of the Selling Shareholders and the number of Offered Shares being offered in the Offer for Sale by each of the Selling Shareholder is set out below:

Sr. No.	Name of the Selling Shareholder	No. of Equity Shares (A)	Percentage of the pre-Offer Equity Share capital	Maximum number of Offered Shares (B)	Residual number of Equity Shares (A-B)	Percentage of the post-Offer Equity Share capital
1.	Sanjay Lodha	19,715,072	38.71	2,860,000	16,855,072	[●]
2.	Navin Lodha	9,857,086	19.36	1,430,000	8,427,086	[●]
3.	Vivek Lodha	9,857,086	19.36	1,430,000	8,427,086	[●]
4.	Niraj Lodha	9,857,086	19.36	1,430,000	8,427,086	[●]
5.	Ashoka Bajaj Automobiles Private Limited	1,350,000	2.65	1,350,000	Nil	[●]
Total		**50,636,330**	**99.44**	**8,500,000**	**42,136,330**	**[●]**

17. **Details of shareholding of our Directors, Key Managerial Personnel and Senior Management**

Other than as disclosed under '*Our Management - Shareholding of Directors in our Company*', '*Our Management - Shareholding of Key Managerial Personnel and Senior Managerial Personnel in our Company*' on pages, 266 and 282 respectively, none of our Directors, Key Managerial Personnel and Senior Management hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

18. **Details of acquisition of specified securities in the preceding 3 years**

Save and except for below, our Promoters, the members of our Promoter Group, and the Selling Shareholders have not acquired any specified securities in the last 3 years preceding the date of this Draft Red Herring Prospectus:

Name	Date of Acquisition	Number of Equity Shares Acquired	Face Value (in ₹)	Acquisition price per Equity Share*
Promoters				
Sanjay Lodha	February 8, 2023	346,000	10	Nil
	February 9, 2023	151,550	10	Nil
	February 20, 2023[@]	8,812,752	2	N.A.
Navin Lodha	January 7, 2022	392,100	10	Nil
	February 9, 2023	260,000	10	Nil
	February 10, 2023	181,434	10	Nil
	February 20, 2023[@]	4,406,176	2	N.A.
Vivek Lodha	February 9, 2023	212,000	10	Nil
	February 9, 2023	151,550	10	Nil
	February 10, 2023	239,094	10	Nil

Name	Date of Acquisition	Number of Equity Shares Acquired	Face Value (in ₹)	Acquisition price per Equity Share*
	February 20, 2023[@]	4,406,176	2	N.A.
Niraj Lodha	January 7, 2022	150,000	10	Nil
	November 5, 2022	85,100	10	84.61
	February 9, 2023	145,000	10	Nil
	February 10, 2023	412,544	10	Nil
	February 20, 2023[@]	4,406,176	2	N.A.
Selling Shareholders				
Sanjay Lodha	February 8, 2023	346,000	10	Nil
	February 9, 2023	151,550	10	Nil
	February 20, 2023[@]	8,812,752	2	N.A.
Navin Lodha	January 7, 2022	392,100	10	Nil
	February 9, 2023	260,000	10	Nil
	February 10, 2023	181,434	10	Nil
	February 20, 2023[@]	4,406,176	2	N.A.
Vivek Lodha	February 9, 2023	212,000	10	Nil
	February 9, 2023	151,550	10	Nil
	February 10, 2023	239,094	10	Nil
	February 20, 2023[@]	4,406,176	2	N.A.
Niraj Lodha	January 7, 2022	150,000	10	Nil
	November 5, 2022	85,100	10	84.61
	February 9, 2023	145,000	10	Nil
	February 10, 2023	412,544	10	Nil
	February 20, 2023[@]	4,406,176	2	N.A.
Ashoka Bajaj Automobiles Private Limited	February 20, 2023[@]	600,000	2	N.A.
Promoter Group				
Priti Lodha	February 8, 2023	100	10	Nil
	February 20, 2023[@]	400	2	N.A.
Sweta Lodha	February 9, 2023	100	10	Nil
	February 20, 2023[@]	400	2	N.A.
Anuja Lodha	February 10, 2023	100	10	Nil
	February 20, 2023[@]	400	2	N.A.
Nisha Lodha	February 10, 2023	100	10	Nil
	February 20, 2023[@]	400	2	N.A.
Jyoti Prakash Gadia	March 08, 2023	22,725	2	Nil
Sajjan Kumar Khaitan	March 10, 2023	45,450	2	Nil
Nand Kishore Bajoria	March 13, 2023	45,450	2	Nil
Pramod Sikaria	March 13, 2023	45,450	2	Nil
Ashoka Bajaj Automobiles Private Limited	February 20, 2023[@]	600,000	2	N.A.
Other Shareholders with special rights – NIL				

**As certified by M/s APT & Co LLP, the Independent Chartered Accountant, pursuant to a certificate dated March 27, 2023.*
[@]Pursusant to a bonus issue in the ratio of 4 Equity Shares for 5 existing Equity Shares held.

19. **Details of Promoters' contribution and lock-in**

a. Pursuant to Regulation 14 and Regulation 16 of SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by the Promoters shall be locked-in for a period of 18 months as minimum promoter's contribution from the date of Allotment (**Minimum Promoters'**

Contribution) in the Offer and our Promoters' shareholding in excess of 20% shall be locked-in for a period of 6 months from the date of Allotment.

b. The details of the Equity Shares held by our Promoters, which shall be locked-in for a period of 18 months from the date of Allotment is set out in the following table:

Name of Promoter	No. of Equity Shares locked-in	Date of allotment / acquisition and when made fully paid up	Nature of transaction	Face value (₹)	Issue / acquisition price per Equity Share (₹)	Percentage of pre-Offer paid-up capital (%)	Percentage of post-Offer paid-up capital (%)
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

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

d. The Equity Shares that are being locked-in are not, and will not be, ineligible for computation of Minimum Promoters' Contribution under Regulation 15 of the SEBI ICDR Regulations. In this regard, we confirm that:

i. the Equity Shares offered as part of the Minimum Promoters' Contribution do not comprise Equity Shares acquired during the immediately 3 preceding years:

- for consideration other than cash involving revaluation of assets or capitalisation of intangible assets; or
- resulting from a bonus issue out of revaluation reserves or unrealised profits, or against Equity Shares that are otherwise ineligible for computation of Minimum Promoters' Contribution;

ii. The Minimum Promoters' Contribution does not include Equity Shares acquired during the immediately preceding 1 year at a price lower than the price at which the Equity Shares are being offered to the public in the Offer;

iii. Our Company has not been formed by the conversion of one or more partnership firms or a limited liability partnership firm, and, consequently, the Minimum Promoters' Contribution does not include Equity Shares issued pursuant to conversion of partnership firm or a limited liability partnership firm; and

iv. The Equity Shares held by our Promoters and offered as part of the Minimum Promoters' Contribution are not subject to any pledge or any other encumbrance.

20. ***Details of Equity Shares held by other Shareholders which will be locked-in for 6 months***

In terms of Regulation 17 of the SEBI ICDR Regulations, the entire pre-Offer Equity Share capital held by persons other than our Promoters will be locked-in for a period of 6 months from the date of Allotment in the Offer, except for Offered Shares, and Equity Shares held by any other category of shareholders which are exempted under Regulation 17 of the SEBI ICDR Regulations.

Any unsubscribed portion of the Offer for Sale will also be subject to the lock-in of 6 months from the date of Allotment.

21. **Lock-in Requirements**

Pursuant to the SEBI ICDR Regulations, the entire pre-Offer capital of our Company shall be locked-in for a period of 6 months from the date of Allotment, except for (i) the Equity Shares Allotted pursuant to the Offer for Sale; (ii) any Equity Shares held by a VCF or Category I AIF or Category II AIF or FVCI, as applicable, provided that such Equity Shares shall be locked in for a period of at least 6 months from the date of purchase by such shareholders; and (iii) as otherwise permitted under the SEBI ICDR Regulations. Further, any unsubscribed portion of the Offered Shares will also be locked in, as required under the SEBI ICDR Regulations.

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

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

23. **Recording on non-transferability of Equity Shares locked-in**

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

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

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

a. With respect to the Equity Shares locked-in for 6 months from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

b. With respect to the Equity Shares locked-in as Minimum Promoters' Contribution for 18 months from the date of Allotment, the loan must have been granted to our Company for the purpose of financing one or more of the objects of the Offer, which is not applicable in the context of this Offer.

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

In accordance with Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by our Promoter and locked-in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the SEBI Takeover Regulations.

Further, in terms of Regulation 22 of the SEBI ICDR Regulations, Equity Shares held by persons other than our Promoters prior to the Offer and locked-in for a period of 6 months, may be transferred to any other person holding Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to the continuation of the lock-in with the transferee and compliance with the provisions of the SEBI Takeover Regulations.

25. **Employee Stock Option Plan**

Our Company has formulated an employee stock option plan namely Netweb - Employee Stock Option Plan 2023 (**ESOP Plan**) pursuant to a resolution passed by our Shareholders on January 9, 2023, which has been amended pursuant to a resolution passed by our Shareholders on February 23, 2023 with a maximum pool of 2,546,199 options.

The maximum number of Equity Shares that may be issued pursuant to the exercise of options granted to participants under the ESOP Plan shall not exceed 5% of the share capital of our Company (subject to adjustments for corporate actions such as subdivision of Equity Shares or consolidation of Equity Shares). The ESOP Plan has been framed in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (**ESOP Regulations**).

The details of the ESOP Plan, as certified by our Statutory Auditors, S S Kothari Mehta & Company, through a certificate dated March 27, 2023, are as follows:

Particulars	**Details**		
Options granted*	905,472		
Options vested (including exercised)	Nil		
Options exercised	Nil		
Exercise price of options (in ₹)	2		
Options vested and not exercised	Nil		
The total number of Equity Shares arising as a result of exercise of options*	905,472		
Options forfeited or lapsed	Nil		
Vesting period (from the date of grant)	1-3 years (3 years from date of grant (February 1, 2023) in three equal instalments starting from (February 1, 2024).		
Variation of terms of options	Nil		
Total money realized by exercise of options	Nil		
Total number of options in force*	9,05,472		
Employee-wise detail of options granted to:*			
a) Key Managerial Personnel	Prawal Jain – 27,000 Lohit Chhabra – 3,672		
b) Any other employee who received a grant in any 1 year of options amounting to 5% or more of the options granted during the year	Hirdey Vikram – 267,975 Hemant Agrawal – 107,271 Mukesh Golla – 107,271		
c) Identified employees who were granted options during any 1 year equal to/exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	Nil		
Diluted EPS pursuant to issue of Equity Shares on exercise of options in accordance with IND AS 33 'Earnings Per Share'	N.A. as options have not been exercised.		
Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been finalized if our Company had used fair value of options and impact of this difference on profits and EPS of our Company for the last 3 Fiscals	Not applicable as there were no options outstanding in last 3 Fiscals		
Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted average information, namely, risk free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option*	The fair value of the employee stock options have been derived using the Black-Scholes Option Pricing model. ** Significant assumptions are listed below:		
Particulars	***Time period of option vesting from the grant date***		
	1 Year	***2 Year***	***3 Year***

Particulars	Details		
*Fair value of the underlying Equity Share at the time of grant of option (₹)**	*255.83*	*255.83*	*255.83*
*Exercise Price per Equity Share (₹)**	*2*	*2*	*2*
Life of the options granted (vesting and exercise period (in years).	*1*	*2*	*3*
Expected Volatility (%)	*42.6*	*46.2*	*53.1*
Dividend yield (%)	*NIL*	*NIL*	*NIL*
Risk free rate (%)	*7*	*7.2*	*7.2*
Impact on profits and EPS of the last 3 years if our Company had followed the accounting policies specified in Regulation 15 of the ESOP Regulation in respect of options granted in the last 3 years	Not applicable as there were no options outstanding in last 3 Fiscals		
Intention of key managerial personnel and whole-time directors who are holders of Equity Shares allotted on exercise of options to sell their shares within 3 months after the listing of Equity Shares pursuant to the Offer	Based on the representations from key managerial personnel and whole-time directors, they do not intend to sell their shares (if any allotted on exercise of options) within three months after the listing of Equity Shares pursuant to the Offer.		
Intention to sell Equity Shares arising out of the ESOP Plan or allotted under the ESOP Plan within 3 months after the listing of Equity Shares by directors, senior managerial personnel and employees having Equity Shares arising out of the ESOP Plan, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	Based on the representations from directors, senior managerial personnel and employees who could potentially have (as no options have been vested and exercised as yet) Equity Shares arising out of the ESOP scheme, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions), they do not intend to sell their shares (if any allotted on exercise of options) within three months after the listing of Equity Shares pursuant to the Offer.		

**After considering the impact of (i) sub-division of Equity Shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 2 each which was approved by our Board pursuant to the resolution at its meeting held on February 15, 2023 and by our Shareholders pursuant to the special resolution at their meeting held on February 16, 2023; and (ii) bonus issue of Equity Shares in the ratio of 4 Equity Shares for 5 existing Equity Shares held, approved by our Board pursuant to the resolution at its meeting held on dated February 20, 2023.*

*** Based on valuation from an independent valuer, Valuation Square LLP Dated February 3, 2023*.

26. Our Company, our Directors and the BRLMs have no existing buyback arrangements and or any other similar arrangements for the purchase of Equity Shares being offered through the Offer.

27. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus. All Equity Shares transferred pursuant to the Offer shall be fully paid-up at the time of Allotment, failing which no Allotment shall be made.

28. As on the date of this Draft Red Herring Prospectus, the BRLMs and its associates (as defined in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992) do not hold any Equity Shares of our Company. The BRLMs and its affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or our Subsidiary, for which they may in the future receive customary compensation.

29. None of our Promoters or the members of our Promoter Group will participate in the Offer except to the extent of their participation in the Offer for Sale.

30. Neither the (i) BRLMs or any associate of the BRLMs (other than mutual funds sponsored entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs or AIFs sponsored by the entities which are associates of the BRLMs or FPIs other than individuals, corporate bodies and family offices sponsored by the entities which are associates of the BRLMs); nor (ii) any person related to the Promoter or Promoter Group can apply under the Anchor Investor Portion.

31. Except for (i) issuance of Equity Shares pursuant to exercise of employee stock options pursuant to the ESOP Plan; and (ii) the Pre-IPO Placement which our Company may undertake in consultation with the BRLMs, there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded on account of non-listing, under-subscription etc, as the case may be.

32. Our Company will ensure that there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

33. No person connected with the Offer shall offer any incentive, whether direct or indirect, in any manner whatsoever, whether in cash or kind or service or otherwise, to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Offer.

SECTION IV: PARTICULARS OF THE OFFER

OBJECTS OF THE OFFER

The Offer comprises an Offer for Sale by the Selling Shareholders and the Fresh Issue.

Offer for Sale

The Offer for Sale comprises up to 8,500,000 Equity Shares aggregating up to ₹ [●] million.

Our Company will not receive any proceeds from the Offer for Sale and the proceeds received from the Offer for Sale will not form part of the Net Proceeds. Each Selling Shareholder will be entitled to proceeds from the Offer for Sale to the extent of their respective portion of the Offered Shares, after deducting their respective proportion of Offer related expenses and relevant taxes thereon, in accordance with the Offer Agreement.

Fresh Issue

The Fresh Issue comprises an offer of up to [●] Equity Shares aggregating up to ₹ 2,570.00 million. The proceeds of the Fresh Issue, after deducting Offer related expenses, are estimated to be ₹ [●] million (**Net Proceeds**).

Requirement of Funds

Our Company proposes to utilise the Net Proceeds towards the following objects:

1. Funding capital expenditure requirements for:
    i. Civil construction of the building for the surface mount technology (**SMT**) line and interior development; and
    ii. Purchase of equipment/machineries for our new SMT production line (**SMT Line**);
    (collectively, **Capital Expenditure**).
2. Funding our long term working capital requirement;
3. Repayment or pre-payment, in full or in part, of certain of our outstanding borrowings; and
4. General corporate purposes.

(collectively, the **Objects**).

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

The main objects clause and objects incidental and ancillary to the main objects as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities proposed to be funded from the Net Proceeds.

Net Proceeds

The details of the proceeds of the Fresh Issue are set out in the table below.

(in ₹ million)

Particulars	Amount*)*
Gross Proceeds from the Fresh Issue[(1)]	2,570.00
(Less) Fresh Issue related expenses[(2)(3)]	[●]
Net Proceeds[(2)]	**[●]**

[(1)] *Includes the proceeds, if any, received pursuant to the Pre-IPO Placement which may be undertaken at the discretion of our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer prior to completion of the Offer. If the Pre-IPO Placement is undertaken, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with minimum*

issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.

(2) To be finalised upon determination of the Offer Price and updated in the Prospectus at the time of filing with the RoC.

(3) For details with respect to sharing of fees and expenses amongst our Company and the Selling Shareholders, see 'Objects of the Offer - Offer related expenses' on page 134.

Utilization of Net Proceeds

(in ₹ million)

Particulars	Total Estimated Cost
Funding our Capital Expenditure requirements	327.67
Funding our long term working capital requirements	1,280.22
Repayment or pre-payment, in full or in part, of certain of our outstanding borrowings	225.00
General corporate purposes (1)	[●]
Total(1) (2)	[●]

(1) To be finalised upon determination of Offer Price and updated in the Prospectus. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds from the Fresh Issue.

(2) Includes the proceeds, if any, received pursuant to the Pre-IPO Placement which may be undertaken at the discretion of our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer prior to completion of the Offer. If the Pre-IPO Placement is undertaken, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.

Schedule of implementation and deployment of Net Proceeds

Our Company proposes to deploy the Net Proceeds for the Objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below.

(in ₹ million)

Particulars		Amount proposed to be funded from Net Proceeds	Schedule of Implementation	
			Fiscal 2024	Fiscal 2025
Funding our Capital Expenditure requirements	Civil construction of the building for the SMT line and interior development	89.35	89.35	Nil
	Purchase of equipment/machineries for our new SMT production line	238.32	238.32	Nil
	Sub-total	**327.67**	**327.67**	**Nil**
Funding our long term working capital requirements		1,280.22	634.50	645.72
Repayment or pre-payment, in full or in part, of certain of our outstanding borrowings		225.00	225.00	Nil
General corporate purposes (1)		[●]	[●]	[●]

Particulars	Amount proposed to be funded from Net Proceeds	Schedule of Implementation	
		Fiscal 2024	Fiscal 2025
Total[(1) (2)]	[●]	[●]	[●]

[(1)] To be finalised upon determination of Offer Price and updated in the Prospectus. The amount utilised for general corporate purposes shall not exceed 25% of the Gross Proceeds from the Fresh Issue.

[(2)] Includes the proceeds, if any, received pursuant to the Pre-IPO Placement which may be undertaken at the discretion of our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, we may utilise the proceeds from such Pre-IPO Placement towards the Objects of the Offer prior to completion of the Offer. If the Pre-IPO Placement is undertaken, the size of the Fresh Issue will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue. Details of the Pre-IPO Placement, if undertaken, shall be included in the Red Herring Prospectus.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates, current and valid quotations from vendors, prevailing market conditions and other commercial and technical factors. However, such fund requirements and deployment of funds have not been appraised by any bank, or financial institution. See '*Risk Factor - The objects of the Offer for which funds are being raised have not been appraised by any bank or financial institution and are based on management estimates*' on page 60. We may have to revise our funding requirements and deployment on account of a variety of factors such as financial and market conditions, macro-economic factors, change in government policy, changes in business and strategy, competition, negotiation with vendors, variation in cost estimates including due to passage of time, incremental pre-operative expenses and other external factors such as changes in the business environment and interest or exchange rate fluctuations, 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 our management, subject to compliance with applicable laws. Our historical capital expenditure may not be reflective of our future capital expenditure plans. See '*Risk Factor - We intend to utilise a portion of the Net Proceeds for funding our capital expenditure requirements for civil construction of the building for the SMT line and interior development and purchase of equipment/machineries for our new SMT production line, if the costs of this construction and the risk of unanticipated delays in implementation and cost overruns related to the said upgradation are higher than expected, it could have a material adverse effect on our financial condition, results of operations and growth prospects*' on page 51.

In the event that the estimated utilisation of the Net Proceeds in a scheduled fiscal year is not completely met, such unutilised amounts shall be utilised (in part or full) in the next fiscal year, as may be determined by our Company, in accordance with applicable laws. We may, however, utilize the proceeds prior to the specific periods mentioned in the schedule of deployment, in accordance with the requirements of our Company. Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of funding means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, if the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used towards general corporate purposes, provided that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 7(2) of the SEBI ICDR Regulations.

Means of finance

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

Details of the Objects of the Fresh Issue

1. *Funding our Capital Expenditure requirements*

Currently, we have a manufacturing agreement with a third-party entity pursuant to which such entity has been appointed as a contract manufacturer for the purpose of manufacturing server motherboards and related printed circuit board (**PCB**) assemblies using surface mount technology (**SMT**), for our products. In order to manufacture our products, without any reliance on any third-party entity, we propose to set up a manufacturing facility at Plot No. M-12, Pocket 14, Faridabad Industrial Town (FIT), Sector 57, Faridabad, Ballabgarh, Haryana -121004 towards setting up our new SMT Line. This will enable us to also meet one of our strategies towards expansion and augmentation of our product portfolio. For further details in relation to our strategies, see '*Our Business – Strategies – Expanding and augmenting our product portfolio*' on page 224. We have already acquired the land on which the SMT facility will be constructed. Once the SMT facility is set up, we will also purchase the equipment /machinery for our new SMT Line.

Estimated Cost

The total estimated cost towards our Capital Expenditure is ₹ 327.67 million.

Accordingly, based on our current estimates, we propose to utilize an aggregate ₹ 327.67 million towards of (i) civil construction of the building for the SMT Line and interior development, and (ii) equipping our new SMT Line facility by purchasing equipment/machinery for deployment. We will not purchase any second-hand/pre-used equipment/machinery for our new SMT Line.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds towards our Capital Expenditure requirements are based on our management estimates, current and valid quotations from suppliers/vendors, and other commercial and technical factors. However, such total estimated cost and related fund requirements have not been appraised by any bank or financial institution.

Set out below is a break-up of the estimated cost.

(in ₹ million)

Capital Expenditure	**Amount proposed to be funded from Net Proceeds**	**Schedule of Implementation**
		Fiscal 2024
Civil construction of the building for the SMT line and interior development	89.35	89.35
Purchase of equipment/machinery for our new SMT Line	238.32	238.32
Total	**327.67**	**327.67**

Break-up of estimated cost

Set out below is a detailed break up of each element of Capital Expenditure.

i. Civil construction of the building for the SMT Line and interior development

The estimated expenditure towards civil construction and interior development towards which we propose to deploy the Net Proceeds is ₹ 89.35 million. Set out in the table below is a break-up of the estimated cost across various aspects of the civil construction and interior development to be carried out at Plot No. M-12, Pocket 14, Faridabad Industrial Town (FIT), Sector 57, Faridabad, Ballabgarh, Haryana -121004.

(in ₹ million)

Sr. No.	Particulars	Estimated cost (in ₹ million) ^	Vendor^^	Date of Quotation	Validity
1.	***Civil work***		Asiatic Buildwell Private Limited	January 19, 2023	6 months
	Excavation and earthworks	0.61*			
	Concreter	11.10*			
	Steel reinforcement	10.74*			
	Brick work	2.46*			
	Waterproofing	1.94*			
	Finishes	2.21*			
	Miscellaneous	0.42*			
	Glazing	2.47*			
2.	***Interior works***		Asiatic Buildwell Private Limited	January 19, 2023	6 months
	Flooring and cladding	1.93*			
	POP/ false ceiling /painting works	3.10*			
	Metal works	0.30*			
	Mill work	3.41*			
	Loose furniture	1.04*			
3.	***External development work***	1.15*	Asiatic Buildwell Private Limited	January 19, 2023	6 months
	Civil work, finishing works and metal works				
4.	***Façade work***		Asiatic Buildwell Private Limited	January 19, 2023	6 months
	Metal works	3.03*			
	Paint works	0.60*			
5.	***Plumbing & fire fighting***	1.54*	Asiatic Buildwell Private Limited	January 19, 2023	6 months
6.	***Architect fee***				
	Architecture	1.42*	r+d studio	January 23, 2023	6 months
	Structure	0.47*			
	Plumbing and fire fighting	0.24*			
	HVAC	0.47*			
	Interior	0.94*			
	Electrical	0.18*	Param Consulting Engineers Private Limited	January 21, 2023	6 months
7.	***UPS***	2.87*	Eaton Power Quality Private Limited	January 18, 2023	Up to July 2023
8.	***Lifts***	5.61*	KONE Elevators India Private Limited	January 17, 2023	6 months
9.	***Electrical works***		L S Power Control Private Limited	February 21, 2023	6 months
	Internal electrical & LV wiring & conduiting	2.63*			

Sr. No.	Particulars	Estimated cost (in ₹ million) ^	Vendor^^	Date of Quotation	Validity
	MCB & MB distribution boards & HVAC starter panel	0.30*			
	Internal lighting fixtures & fans	0.06*			
	11 KV HT system	2.71*			
	Installation of LT panels	2.93*			
	Earthing system	0.92*			
	Cable & cable tray	2.55*			
	IP CCTV system	0.08*			
	Installation of DG sets	0.08*			
	Fire detection system (addressable) & PA system	1.92*			
10.	***DG set***		Sudhir Power Limited	February 22, 2023	6 months
	500 KVA silent DG set	3.50*			
	AMF Panel	0.65*			
11.	***HVAC***		JeevanJee Plaza	January 20, 2023	6 months
	Variable refrigerant flow system	6.38*			
	Air distribution system	2.83*			
	Piping	0.05*			
	Insulation and acoustic	1.19*			
	Ventilation system	0.29*			
	Grand total	**89.35***			

^ *Inclusive of GST & Cess where input credit is not available, wherever applicable.*

^^*Our Company has obtained quotes from multiple vendors for each of the particulars set out above. Further, the competitive quotes from each of the vendors are disclosed above.*

** The amount included in the quotation may be subject to price revisions, basis, inter alia, prevailing market conditions, price of raw materials, increase in taxes/duties levied by governmental authorities. In case of an increase in quoted amount due to a price revision, our Company will bear the difference out of internal accrual.*

Additionally, there may be revision in the final amounts payable towards these quotations pursuant to any taxes or levies payable on such item.

ii. Purchase of equipment /machinery for our new SMT Line

Our Company has identified equipment/ machinery to be purchased and obtained quotations from respective vendors. The estimated expenditure towards purchase of equipment /machinery for our new SMT Line towards which we propose to deploy the Net Proceeds is ₹ 238.32 million. Set out in the table below are the details of the equipment/machinery we intend to purchase from the Net Proceeds.

(in ₹ million)

Sr. No.	Equipment / Machinery	Quantity (in number)	Cost per unit ^	Estimated aggregate cost ^@	Currency	Amount (in ₹ millions) ^#@	Vendor	Date of Quotation	Validity	Purpose
1.	***SMT line equipment***						NMTronics (India) Private Limited	January 18, 2023	6 months	PCB assemblies setup
	Magazine loader	1	650,000	2,790,000	in ₹	2.79 $				
	Reject conveyor	2	350,000		in ₹					
	Inspection conveyor	1	250,000		in ₹					
	Cooling conveyor	1	300,000		in ₹					
	Magazine unloader		750,000		in ₹					
	Magazine racks	10	12,000		in ₹					
	Cleaning machine	1	18,000	21,000	US$	1.72 $				
	Solder paste Printer	1	52,000	55,000	US$	4.51 $				
	3D SPI	1	85,000	196,660	US$	16.13 $				
	3D AOI	1	100,000							
	KSMART server	1	4,660							
	Pick and place machine	1 set	98,700,000	99,700,000	JPY ¥	62.33 $				
	Reflow oven	1 set	89,400	96,400	US$	7.90 $				
2.	***Offline equipment***						NMTronics (India) Private Limited	January 18, 2023	6 months	PCB assemblies setup
	Stencil cleaner	1	16,000	19,000	US$	1.56 $				
	Solder paste mixer	1	5,000	23,733	US$	1.95 $				
	Thermal profiler	1	8,000							

Sr. No.	Equipment / Machinery	Quantity (in number)	Cost per unit ^	Estimated aggregate cost ^@	Currency	Amount (in ₹ millions) ^#@	Vendor	Date of Quotation	Validity	Purpose
	Microscope	1	8,000							
	Dry cabinet	1	7,000	10,078	US$	0.83 $				
	Baking oven	1	6,000	8,995	US$	0.74 $				
	Component counter	1	3,200	4,464	US$	0.37 $				
	Vacuum sealing	1	10,000	12,000	US$	0.98 $				
	PCB router	1	90,000	94,000	US$	7.71 $				
	BGA rework station	1 set	60,000	65,000	Euro	5.79 $				
	X-ray machine with micro 3D splice	1 set	250,500	260,500	US$	21.36 $	iNETest Technologies India Private Limited	January 16, 2023	6 months	PCB assemblies setup
3.	***Manual insertion setup for THT***						NMTronics (India) Private Limited	January 18, 2023	6 months	PCB assemblies setup
	Manual insertion conveyor	1	15,000	76,000	US$	6.23 $				
	Infeed conveyor	1	1,500							
	Wave soldering machine / selective soldering	1	48,000							
	OutFeed conveyor	1	1,500							
	Touch up conveyor	1	5,000							
4.	***Other equipment***						iNETest Technologies India	January 16, 2023	6 months	PCB assemblies setup
	PCBA cleaning machine	1 set	76,000	81,000	Euro	7.22 $				

Sr. No.	Equipment / Machinery	Quantity (in number)	Cost per unit ^	Estimated aggregate cost ^@	Currency	Amount (in ₹ millions) ^#@	Vendor	Date of Quotation	Validity	Purpose
	Flying probe tsester	1 set	364,586	3,79,086	Euro	33.79$	Private Limited			
5.	***Component storage***						NMTronics (India) Private Limited	January 18, 2023	6 months	PCB assemblies setup
	Semi automatic storage	1 set	158,700	1,71,200	Euro	15.26$				
6.	***Quality check***						iNETest Technologies India Private Limited		6 months	PCB assemblies setup
	Temperature humidity chamber	1 chamber	140,000	145,000	US$	11.89$		February 8, 2023		
	Hipot Tester	1 no's	3,890	4,090	US$	0.34$		January 17, 2023		
7.	***Clean rooms***						NMTronics (India) Private Limited		6 months	PCB assemblies setup
	Facility for SMT floor including installation	1 room	14,547,334	14,547,334	in ₹	14.55$		January 17, 2023		
	Facility for SMT floor including installation	1 room	12,365,234	12,365,234	in ₹	12.37$		February 6, 2023		
			Grand Total	**238.32**						

^ Inclusive of GST & Cess where input credit is not available, wherever applicable.

 # Conversion rate per foreign currency

(i) Exchange rate 1 USD = ₹ 82 taken for conversion in ₹

(ii) Exchange rate 1 JPY = ₹ 0.6251 taken for conversion in ₹

(iii) Exchange rate 1 Euro = ₹ 89.1304 taken for conversion in ₹

***@** Inclusive of Freight & BCD wherever applicable*

$ The amount included in the quotation may be subject to price revisions, basis, inter alia, prevailing market conditions, price of raw materials, increase in taxes/duties levied by governmental authorities. In case of an increase in quoted amount due to a price revision, our Company will bear the difference out of internal accruals.

All quotations received from the vendors mentioned above are valid as on the date of this Draft Red Herring Prospectus. We have not entered into any definitive agreements, or placed purchase orders, with any of these vendors and we cannot assure you that the same vendors would be engaged to eventually supply the equipment or at the same costs. Further, the purchase of equipment/machinery and the proposed deployment is subject to final terms and conditions agreed with the supplier including the finalization of price, payment/credit terms, delivery schedule, technology advancement and other market factors prevailing at that time. The quantity of equipment to be purchased is based on the current management estimates. Any increase in costs in excess of the estimated cost shall be funded from the general corporate purpose, debt arrangements or through internal accruals.

Our Promoters, the members of our Promoter Group, Directors, Key Managerial Personnel and the Group Companies do not have any interest in the proposed acquisition of the equipment/machinery or in the entity from whom we have obtained quotations for such proposed acquisition of the equipment/machinery and our Company has confirmed that such entities do not form part of the members of our Promoter Group or Group Companies.

Government approvals

As on the date of this Draft Red Herring Prospectus, our Company has not commenced the civil and construction work in relation to our aforementioned Capital Expenditure. We will apply for all such necessary approvals that we may require at the relevant stages. Set out below are the details of the requisite approvals and the stages at which the approvals will be required by our Company in relation to the construction at the Plot No. M-12, Pocket 14, Faridabad Industrial Town (FIT), Sector 57, Faridabad, Ballabgarh, Haryana -121004 with plot dimensions as follows:

i. Length of the plot – 33.84 meter.
ii. Breadth of plot – 16.67 meter
iii. Area of plot – 567.33 Sq. Meter (678.53 Sq. Yards)

Sr. No.	Name of Approval	Name of Authority	Stage at which approval is required
1.	Building plan approval	Director General Town & Country Planning Department, Haryana	Before construction
2.	Dam-proof course certificate	District Town Planner Office, Faridabad	After dam-proof course is laid
3.	Fire scheme approval	Fire Office, Faridabad	Within 90 days of drawings approval
4.	Fire no objection certificate	Fire Office, Faridabad	Before Occupancy Certificate
5.	Completion certificate	District Town Planner, Senior District Town Planner Office	After work completion

2. Funding our long term working capital requirements

Our business is working capital intensive and we fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, equity and financing from banks by way of working capital facilities. We require working capital for our operations. Accordingly, we propose to utilise a sum of ₹ 1,280.22 million from the Net Proceeds in order to fund our long term working capital requirements. The deployment of Net Proceeds shall be on a need basis over the course of Fiscal 2024, and Fiscal 2025. As on February 28, 2023, we had sanctioned working capital facilities aggregating ₹ 950.00 million aggregating ₹ 500.00 million of cash credit limit and ₹ 450.00 million of bank guarantee, of which we had outstanding amount of ₹ 210.11 million and ₹ 260.90 million, respectively.

The details of our working capital requirement on a standalone basis as at September 30, 2022, September 30, 2021, March 31, 2022, March 31, 2021 and March 31, 2020, and the source of funding, on the basis of Restated Financial Statements as certified by M/s APT & Co LLP, the Independent Chartered Accountant, through their certificate dated March 27, 2023, are set out in the table below:

(in ₹ million)

Particulars	As at September 30, 2022	As at September 30, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Inventories	664.60	188.68	383.15	292.19	112.28
Trade receivables	722.93	497.53	778.05	557.48	176.23
Bank balances other than cash and cash equivalents (deposits in lien against bank guarantees issued by banks on behalf of our Company)	57.77	37.91	55.17	51.32	46.21

Particulars	As at September 30, 2022	As at September 30, 2021	As at March 31, 2022	As at March 31, 2021	As at March 31, 2020
Other financial assets and other current assets	134.20	107.50	111.31	83.33	70.73
Total Current Assets (A)	**1,579.50**	**831.62**	**1,327.68**	**984.32**	**405.45**
Trade payables	644.28	307.78	532.88	425.89	159.88
Other financial liabilities, provisions, other current liabilities and current tax liabilities (net)	265.17	90.30	152.02	140.42	47.67
Total Current Liabilities (B)	**909.45**	**398.08**	**684.90**	**566.31**	**207.55**
Net working capital requirements (C) = (A-B)	**670.05**	**433.54**	**642.78**	**418.01**	**197.90**
Means of Finance					
Borrowings (short term borrowings and lease liabilities) and internal accruals or equity	670.05	433.54	642.78	418.01	197.90

Note: Cash and Cash Equivalents, borrowings and lease liabilities have not been included while calculating net working capital requirements.
Trade payables includes total outstanding dues of creditors including micro enterprises and small enterprises.

Estimated working capital requirements

Our Company proposes to utilise ₹ 634.50 million, and ₹ 645.72 million of the Net Proceeds in Fiscal 2024, and Fiscal 2025, respectively, towards its working capital requirements. The balance portion of working capital requirement of our Company shall be met through internal accruals and equity.

On the basis of our Company's existing working capital requirements and the estimated working capital requirements, our Board, pursuant to a resolution at its meeting dated March 24, 2023, has approved the projected working capital requirements for Fiscals 2024, and 2025. The estimated funding of such working capital requirements of our Company are set out below:

(in ₹ million)

Particulars	Fiscal 2023 (Estimated)	Fiscal 2024 (Estimated)	Fiscal 2025 (Estimated)
Inventories	630.61	888.81	1,268.13
Trade Receivables	1,146.55	1,623.80	2,333.36
Bank balances other than cash and cash equivalents (Deposits in Lien against Bank Guarantees issued by Banks on behalf of the Company)	68.79	102.56	152.18
Other financial assets and other current assets	183.45	273.48	405.80
Total Current Assets (A)	**2,029.40**	**2,888.65**	**4,159.47**
Trade payables	802.59	1,128.11	1,597.00
Other financial liabilities, provisions, other current liabilities and current tax liabilities (net)	275.17	376.04	507.25

Particulars	Fiscal 2023 (Estimated)	Fiscal 2024 (Estimated)	Fiscal 2025 (Estimated)
Total Current Liabilities (B)	**1,077.76**	**1,504.15**	**2,104.25**
Net working capital requirements (C) = (A-B)	**951.64**	**1,384.50**	**2,055.22**
Means of Finance			
Borrowings (Short term borrowings and lease liabilities) and Internal Accruals or Equity	951.64	750.00	775.00
IPO Proceeds	0.00	634.50	1,280.22*

**Cumulative amount for Fiscals 2024 and 2025.*

Note: Cash and Cash Equivalents, borrowings and lease liabilities have not been included while calculating net working capital requirements.

Trade payables includes total outstanding dues of creditors including micro enterprises and small enterprises.

Holding levels

The following table sets forth the details of the holding period considered for six months period ended September 30, 2022, and September 30, 2021, and Fiscal 2022, Fiscal 2021, Fiscal 2020 on the basis of the Restated Financial Statements of our Company, and the projected holding period for Fiscal 2023, Fiscal 2024 and Fiscal 2025:

Particulars	Number of days for							
	Fiscal 2020	Fiscal 2021	Fiscal 2022	6 months period ended September 30, 2021	6 months period ended September 30, 2022	Fiscal 2023 (Estimated)	Fiscal 2024 (Estimated)	Fiscal 2025 (Estimated)
Inventories	25	52	50	44	67	55	52	50
Trade receivables	56	94	99	97	96	100	95	92
Bank balances other than cash and cash equivalent (Deposits in lien against bank guarantees issued by banks on behalf of our Company)	9	12	8	8	7	6	6	6
Other financial and other current assets	12	20	14	18	16	16	16	16
Trade payables	48	75	71	67	75	70	66	63

Particulars	Number of days for							
	Fiscal 2020	Fiscal 2021	Fiscal 2022	6 months period ended September 30, 2021	6 months period ended September 30, 2022	Fiscal 2023 (Estimated)	Fiscal 2024 (Estimated)	Fiscal 2025 (Estimated)
Other financial liabilities, provisions, other current liabilities and current tax liabilities (net)	12	24	22	21	27	24	22	20

Trade payables includes total outstanding dues of creditors including micro enterprises and small enterprises.

Key justifications / assumptions for holding levels:

Particulars	Assumptions and Justifications
Inventories	Our Company has maintained inventory holding period of 25 days for Fiscal 2020, 52 days for Fiscal 2021, 50 days for Fiscal 2022. The holding days for Fiscal 2020 reduced due to global supply chain disruptions owing to Covid-19. The holding levels for Fiscal 2021, for Fiscal 2022, for the 6 months period ended September 30, 2021, were 52 days, 50 days, and 44 days respectively due to supplies returning to normalcy. In the 6 months period ended September 30, 2022, increased business activity resulted in higher inventory levels, which is expected to be in line by the Fiscal year end. Our Company considers the holding levels to be 55 days, 52 days and 50 days for Fiscal 2023, for Fiscal 2024 and for Fiscal 2025 respectively which, is in line with the inventory holding levels for Fiscal 2022 and for Fiscal 2021.
Trade receivables	The holding levels of trade receivables were 56 days for Fiscal 2020, 94 days for Fiscal 2021, 99 days for Fiscal 2022. Last quarter sales in Fiscal 2020 was impacted due to Covid-19, resulting in lower than normal receivables. The holding levels of trade receivables for Fiscal 2021, for Fiscal 2022, for the 6 months period ended September 30, 2021 and for the 6 months period ended September 30, 2022 were 94 days, 99 days, 97 days and 96 days respectively due to the business returning to normalcy. Our Company considers the holding levels to be 100 days, 95 days and 92 days for Fiscal 2023, for Fiscal 2024 and for Fiscal 2025 respectively in line with Fiscal 2022.
Bank balances other than cash and cash equivalents (deposits in lien against bank guarantees issued by banks on behalf of our Company)	Bank balances other than cash and cash equivalents comprises of margin money in form of bank deposits on lien to banks for issuing bank guarantees to customers on behalf of our Company. During the period between Fiscal year ended March 31, 2020, and for the 6 months period ended September 31, 2022, the holding levels have been range bound between 12 days to 7 days. However, going forward the holding levels are expected to reduce to 6 days for Fiscals 2023, 2024 and 2025 due to the reduction of margin money requirement by the banks.
Other financial assets and other current assets	Our Company's other financial assets and other currents assets include balance with statutory authorities, prepaid expenses, staff advances. Our Company has maintained holding level of other financial assets and other current assets at 12 days for Fiscal 2020, 20 days for Fiscal 2021, 14 days for Fiscal 2022, 18 days for the 6 months period ended September 30, 2021, and 16 days for the 6 months period ended September 30, 2022. Our Company expects the holding levels in Fiscals 2023, 2024 and 2025 to be in line with that for the 6 months period ended September 30, 2022.
Trade payables	Our Company has maintained holding level of trade payable at 48 days for Fiscal 2020, 75 days for Fiscal 2021, 71 days for Fiscal 2022, 67 days for the 6 months

Particulars	Assumptions and Justifications
	period ended September 30, 2021, and 75 days for the 6 months period ended September 30, 2022. The payables days for Fiscal 2020 were at lower levels due to global supply chain disruptions owing to Covid-19. Our Company plans to streamline its payable processes to its vendors enabling it to negotiate for better rates and thereby the holding levels are expected to reduce to 70 days, 66 days and 63 days for Fiscals 2023, 2024 and 2025 respectively.
Other financial liabilities, provisions, other current liabilities and current tax liabilities (net)	It includes payable to employees, statutory liabilities, advance revenue, advance from customers, accrued salaries and benefits, provision for gratuity and current tax liabilities (net). The Company has maintained the holding levels at 12 days for Fiscal 2020, 24 days for Fiscal 2021, 22 days for Fiscal 2022, 21 days for the 6 months period ended September 30, 2021, and 27 days for the 6 months period ended September 30, 2022. Our Company's holding days increased to 27 days for the 6 months period ended September 30, 2022, due to higher advances from customers. Our Company expects the holding levels in Fiscals 2023, 2024 and 2025 to be in line with that for Fiscal 2021 and Fiscal 2022 levels.

3. Repayment or prepayment, in full or in part, of certain of our outstanding borrowings

Our Company has entered into various borrowing arrangements with banks and financial institutions including borrowings in the form of working capital facilities, term loans and cash credit facilities. For details of our outstanding financial indebtedness, see '*Financial Indebtedness*' on page 368.

As at February 28, 2023, we had sanctioned facilities aggregating ₹ 1,097.75 million of which ₹ 585.01 million was outstanding. We propose to utilise an estimated amount of ₹ 225.00 million from the Net Proceeds to repay/pre-pay, in part or full, certain of our borrowings. Given the nature of these borrowings and the terms of repayment or pre-payment, the aggregate outstanding amounts under these borrowings may vary from time to time and our Company may, in accordance with the relevant repayment schedule, repay or refinance some of their existing borrowings or avail of additional credit facilities. If at the time of Red Herring Prospectus, any of the below-mentioned loans are repaid in part or full or refinanced or if any additional credit facilities are availed or drawn down or if the limits under the working capital borrowings are increased, then our Company may utilise the Net Proceeds for part or full pre-payment / repayment of any such refinanced facilities or repayment of any additional facilities obtained by our Company and details of such borrowings will be included in the Red Herring Prospectus. However, the aggregate amount to be utilised from the Net Proceeds towards repayment or pre-payment of certain of our borrowings (including refinanced or additional facilities availed, if any), in part or full, would not exceed ₹ 225.00 million.

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

The selection of borrowings proposed to be repaid/ prepaid out of the borrowings provided below, shall be based on various factors including (i) cost of the borrowings to our Company, including applicable interest rates, (ii) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements, (ii) receipt of consents for prepayment or waiver from any conditions attached to such prepayment from our respective lenders, prior to completion of the Offer (iii) terms and conditions of such consents and waivers, (iv) levy of any prepayment penalties and the quantum thereof, (v) provisions of any law, rules, regulations governing such borrowings, and (vi) other commercial considerations including, among others, the amount of the loan outstanding and the remaining tenor of the loan. Payment of interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the Net Proceeds of the Offer.

Our Company proposes to utilise an estimated amount of ₹ 225.00 million from the Net Proceeds to repay/pre-pay, in part or full the borrowings availed by our Company which are set out below. For details of our total outstanding borrowings as at February 28, 2023, see '*Financial Indebtedness*' on page 368.

Sr. No.	Name of the lender	Nature of loan	Purpose*	As at February 28, 2023 *(in ₹ million)*		Rate of Interest/ Commission	Tenor and repayment schedule	Prepayment terms / penalty
				Amount Sanctioned	Amount outstanding			
1.	Indian Bank	Covid GECLS	Working Capital (Covid loan)	22.20	22.36*	Repo rate + 3.5%	Repayable in 36 equal instalments from 25th month from date of disbursement i.e. March 3, 2022	No prepayment penalty
2.	Indian Bank	Cash Credit	Working Capital	300.00	157.94	Repo rate + 2%	12 months tenor & repayment on demand	No prepayment penalty
3.	HDFC Bank	Cash Credit	Working Capital	200.00	52.17	3M T. Bill +1.86%	12 months tenor & valid upto November 15, 2023	No prepayment penalty
	Total				**232.47**			

**Includes interest credited to loan account of ₹ 0.16 million.*
Our Statutory Auditors, S S Kothari Mehta & Company have certified pursuant to a certificate dated March 27, 2023 that our Company has utilised the loans for the purposes for which they were availed.

4. General corporate purposes

The Net Proceeds will first be utilized for the Objects as set out above. Subject to this, our Company intends to deploy any balance of the Net Proceeds, aggregating ₹ [●] million, towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds from the Fresh Issue. Such general corporate purposes may include, but are not restricted to, (i) strategic initiatives; (ii) funding growth opportunities; (iii) strengthening marketing capabilities and brand building exercises; (iv) meeting ongoing general corporate contingencies; (v) further capital expenditure; and (vi) any other purpose, as may be approved by our Board or a duly constituted committee thereof, subject to compliance with applicable law, including provisions of the Companies Act.

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

Offer related expenses

Except for (i) listing fees and stamp duty payable on issue of Equity Shares pursuant to Fresh Issue, which shall be solely borne by our Company, and (ii) the stamp duty payable on transfer of Offered Shares which shall be borne solely by the respective Selling Shareholder, our Company and the Selling Shareholders will share the costs and expenses (including all applicable taxes) directly attributable to the Offer, (including fees and expenses of the Lead

Managers, legal counsel and other intermediaries, advertising and marketing expenses, printing, underwriting commission, procurement commission (if any), brokerage and selling commission and payment of fees and charges to various regulators in relation to the Offer) in proportion to the number of Equity Shares issued and Allotted by the Company through the Fresh Issue and sold by each of the Selling Shareholders through the Offer for Sale. The Company agrees to advance the cost and expenses of the Offer and the Company will be reimbursed by each of the Selling Shareholders for their respective proportion of such costs and expenses. The Selling Shareholders agree that such payments, expenses and taxes, will be deducted from the proceeds from the sale of Offered Shares, in accordance with Applicable Law and as disclosed in the Offer Documents, in proportion to its respective Offered Shares. In the event of withdrawal of the Offer or the Offer is not successful or consummated, all costs and expenses with respect to the Offer shall be borne by our Company and the Selling Shareholders on a *pro rata* basis to the Equity Shares offered by the Company in the Fresh Issue and Equity Shares offered by each of the Selling Shareholders in the Offer for Sale, respectively and in accordance with Applicable Law.

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The expenses of this Offer include, among others, listing fees, underwriting fees, selling commission, fees payable to the Book Running Lead Managers, fees payable to legal counsels, fees payable to the Registrar to the Offer and Sponsor Bank(s), Escrow Collection Bank to the Offer, processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to the Registered Brokers, Collecting RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses, fees paid to SEBI, Stock Exchanges, Depositories and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

The break-up for the estimated Offer expenses is as follows:

Sr. No.	Activity	Estimated amount[(1)] (in ₹ million)	As a % of total estimated offer Expenses[(1)]	As a % of Offer Size[(1)]
1.	BRLM's fees and commissions (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
2.	Brokerage, selling commission, bidding charges, processing fees for the Members of the Syndicate, Registered Brokers, SCSBs, RTAs and CDPs[(2)(3)(4)(5)(6)]	[●]	[●]	[●]
3.	Fees payable to the Registrar to the Offer	[●]	[●]	[●]
4.	Other expenses:			
	(i) Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
	(ii) Printing and stationery	[●]	[●]	[●]
	(iii) Advertising and marketing expenses	[●]	[●]	[●]
	(iv) Fee payable to legal counsels, independent chartered accounts, independent chartered engineers	[●]	[●]	[●]
	(v) Miscellaneous	[●]	[●]	[●]
Total estimated Offer Expenses		[●]	[●]	[●]

(1) Amounts will be finalised and incorporated in the Prospectus on determination of Offer Price include applicable taxes, where applicable

(2) Selling commission payable to the SCSBs on the portion for Retail Individual Bidders and Non-Institutional Bidders, which are directly procured and uploaded by them would be as follows:

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

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

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

No processing/uploading charges shall be payable by our Company and the Selling Shareholders to the SCSBs on the applications directly procured by them.

The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

SCSBs will be entitled to a processing fee for processing the ASBA Form procured by the members of the Syndicate (including their sub-Syndicate members), CRTAs or CDPs from Retail Individual Bidders and Non-Institutional Bidders (excluding UPI Bids) and submitted to the SCSBs for blocking as follows:

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

**Based on valid ASBA Forms*

Processing fees payable to the SCSBs for capturing Syndicate Member/Sub-syndicate (Broker)/Sub-broker code on the ASBA Form for Non- Institutional Bidders with bids above ₹500,000 would be ₹[●] plus applicable taxes, per valid application.

(3) Brokerage, selling commission and processing/ uploading charges on the portion for Retail Individual Bidders (using the UPI Mechanism), and Non-Institutional Bidders which are procured by the members of the Syndicate (including their sub-Syndicate members), CRTAs, CDPs or for using 3 in 1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate members) would be as follows:

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

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

(4) The selling commission payable to the Syndicate / sub-Syndicate members will be determined:

i. For Retail Individual Bidders and Non-Institutional Bidders (up to ₹ 0.5 million) on the basis of the application form number / series, provided that the application is also bid by the respective Syndicate / sub-Syndicate members. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / sub-Syndicate member.

ii. For Non-Institutional Bidders (Bids above ₹ 0.5 million) on the basis of the Syndicate ASBA Form bearing SM Code & Sub-Syndicate Code of the application form submitted to SCSBs for Blocking of the Fund and uploading on the Exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate member, is bid by an SCSB, the selling commission will be payable to the Syndicate / sub-Syndicate members and not the SCSB.

The payment of selling commission payable to the sub-brokers / agents of sub-syndicate members are to be handled directly by the respective sub-Syndicate member.

The selling commission payable to the CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

(5) Uploading charges:

i. Payable to members of the Syndicate (including their sub-Syndicate members), on the applications made using 3 in 1 accounts, would be ₹[●] plus applicable taxes, per valid application bid by the Syndicate member (including their sub-Syndicate members),

ii. Bid uploading charges payable to the SCSBs on the portion of QIB and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/CRTAs/ CDPs and submitted to SCSB for blocking and uploading would be ₹[●] per valid application (plus applicable taxes)

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

The Bidding/uploading charges payable to the Syndicate/sub-Syndicate members, CRTAs and CDPs will be determined on the basis of the bidding terminal id as captured in the bid book of BSE or NSE.

Selling commission payable to the registered brokers, CRTAs and CDPs on the portion for Retail Individual Bidders and Non-Institutional Bidders which are directly procured by the Registered Brokers and submitted to SCSB for processing would be as follows: Portion for Retail Individual Bidders and Non-Institutional Bidders : ₹[●] per valid ASBA Form (plus applicable taxes).

(6) Uploading charges/ Processing fees for applications made by UPI Bidders using the UPI Mechanism would be as under:

Members of the Syndicate / RTAs / CDPs (uploading charges)	*₹[●] per valid application (plus applicable taxes)*
Sponsor Bank (Processing fee) – [●]	*₹[●] per valid application (plus applicable taxes)* *The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other applicable laws*
Sponsor Bank (Processing fee) – [●]	*₹[●] per valid application (plus applicable taxes). [●] will also be entitled to a one time escrow management fee of ₹ [●] (plus applicable taxes)* *The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other applicable laws*

The processing fees for applications made by UPI Bidders using the UPI Mechanism shall be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, read with the circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 issued by the SEBI.

Interim use of Net Proceeds

Our Company, in accordance with the policies established by our Board from time to time, will have the flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company will temporarily invest the Net Proceeds in deposits in one or more scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, for the necessary duration, as may be approved by our Board. Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Loan

As on the date of this Draft Red Herring Prospectus, Our Company has not raised any bridge loans. However, prior to filing of the Red Herring Prospectus with the RoC, subject to market conditions and commercial considerations, if any such borrowings are availed, our Company would repay or prepay, as may be applicable, the principal outstanding amount from the Net Proceeds. Further, any interest payments, overheads or ancillary payments to be made shall be funded out of the internal accruals of our Company.

Monitoring of Utilization of Funds

Since the Fresh Issue size is in excess of ₹ 1,000 million, our Company will appoint a credit rating agency registered with SEBI for monitoring the utilisation of the Net Proceeds, in terms of Regulation 41 of the SEBI ICDR Regulations. The monitoring agency will not monitor the utilisation of the proceeds of the Pre-IPO Placement, if any, undertaken

by our Company. Our Audit Committee and the monitoring agency will monitor the utilisation of the Net Proceeds and submit the report required under Regulation 41(2) of the SEBI ICDR Regulations, on a quarterly basis, until such time as the Net Proceeds have been utilised in full.

Our Company will disclose the utilisation of the Net Proceeds, including interim, use under a separate head in our balance sheet for such Fiscals as required under applicable law, specifying the purposes for which the Net Proceeds have been utilised. Our Company will also, in its balance sheet for the applicable fiscals, provide details, if any, in relation to all such Net Proceeds that have not been utilised.

Pursuant to the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. The Audit Committee will make recommendations to our Board for further action, if appropriate. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in this Draft Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Further, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Fresh Issue from the Objects of the Fresh Issue as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Fresh Issue from the Objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Variation in Objects of the Offer

In accordance with Sections 13(8) and 27 of the Companies Act, and Regulation 59 and Schedule XX of the SEBI ICDR Regulations, any material deviation in the Objects of the Offer will require our Company to obtain the approval of the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (**Postal Ballot Notice**) shall specify the prescribed details and be published in accordance with the Companies Act. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, one in Hindi, (Hindi also being the regional language of the jurisdiction where our Registered Office is situated). Pursuant to the Companies Act, our Promoters will be required to provide an exit opportunity to the Shareholders who do not agree to such material deviation of the Objects, subject to the provisions of the Companies Act and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act and provisions of Schedule XX of the SEBI ICDR Regulations.

Appraising Agency

None of the Objects of the Offer for which the Net Proceeds will be utilized have been appraised by any agency.

Other Confirmations

No part of the Net Proceeds will be utilized by our Company as consideration to our Promoters, members of our Promoter Group, our Directors, our Group Companies or Key Managerial Personnel. Our Company has not entered into or is not planning to enter into any arrangement/ agreements with our Directors, our Promoters, the members of our Promoter Group, the Key Managerial Personnel or our Group Companies in relation to the utilization of the Net Proceeds of the Offer. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects of the Fresh Issue as set out above.

BASIS FOR THE OFFER PRICE

The Price Band and the Offer Price will be determined by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered in the Offer through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹ 2 each and the Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Cap Price shall be minimum 105% of the Floor Price and shall not exceed 120% of the Floor Price.

Investors should also see '*Risk Factors', 'Our Business', 'Management's Discussion and Analysis of Financial Condition and Results of Operations',* '*Restated Financial Statements'* and '*Summary of Financial Information*' on pages 36, 211, 378, 292 and 73, respectively to have an informed view before making an investment decision.

Qualitative Factors

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

- One of India's leading Indian origin owned and controlled OEM for HCS with integrated design and manufacturing capabilities;
- Long standing relationship with a marquee and diverse customer base;
- Significant product development and innovation through R&D;
- We are one of India's leading HCS provider and we operate in a rapidly evolving and technologically advanced industry with high entry barriers;
- Experienced Board and Senior Management; and
- Track record of financial performance and consistent growth.

For further details, see '*Our Business –Strengths'* on page 219.

Quantitative Factors

Some of the information presented below relating to our Company is based on the Restated Financial Statements prepared in accordance with the SEBI ICDR Regulations. For further details, see *'Restated Financial Statements'* on page 292.

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

1. Basic and Diluted Earnings Per Equity Share (EPS), as adjusted for change in capital:

Period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
Financial year ended March 31, 2022	4.41	4.41	3
Financial year ended March 31, 2021	1.62	1.62	2
Financial year ended March 31, 2020	0.77	0.77	1
Weighted Average*	2.87	2.87	Nil
6 months period ended September 30, 2022**	2.89	2.89	Nil
6 months period ended September 30, 2021**	1.61	1.61	Nil

Note:

EPS has been calculated in accordance with the Indian Accounting Standard 33 – 'Earning per share' notified under the Companies (Indian Accounting Standards) Rules, 2015. The above statement should be read with significant accounting policies and notes on Restated Financial Statements.

**Weighted Average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights*

***Not annualized*

The face value of Equity Shares of our Company is ₹ 2.

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity shareholders of our Company by the weighted average number of equity shares outstanding during the year (as adjusted for sub-division of face value from ₹ 10 to ₹ 2 as approved by our Shareholders on February 16, 2023 and change in capital due to issue of bonus shares made by our Company on February 20, 2023.)

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares (as adjusted for sub-division of face value from ₹ 10 to ₹ 2 as approved by our Shareholders on February 16, 2023 and change in capital due to issue of bonus shares made by our Company on February 20, 2023).

2. Price Earning Ratio (P/E) in relation to Offer Price of ₹ [●] per Equity Share:

Particulars	P/E at lower end of the Price Band	P/E at higher end of the Price Band	P/E at Offer Price (no. of times)
Basic EPS as per the Restated Financial Statements for the year ended March 31, 2022	[●]	[●]	[●]
Diluted EPS as per the Restated Financial Statements for the year ended March 31, 2022	[●]	[●]	[●]

3. Industry P/E ratio*

Particulars	P/E Ratio
Highest	105.48
Lowest	50.44
Average	82.31

**Peer Group includes Syrma SGS Technology Limited, Kaynes Technology India Limited and Dixon Technologies (India) Limited which have been identified by our Company.*

P/E Ratio has been computed based on the closing market price of the equity shares of the peer group identified above, as on March 20, 2023, on www.nseindia.com, divided by the Diluted EPS as on March 31, 2022.

For Syrma SGS Technology Limited and Kaynes Technology India Limited, Diluted EPS is taken from proforma condensed combined statement of P&L on page 476 of prospectus dated August 19, 2022 and from restated consolidated statement of P&L on page 289 of prospectus dated November 16, 2022 respectively, as available on the website of SEBI. For Dixon Technologies, Diluted EPS is taken from consolidated statement of profit and loss on page 189 of the Annual Report for Fiscal 2022.

4. Average Return on Net Worth (RoNW):

As per Restated Financial Statements of our Company:

Period	RoNW* (%)	Weight
Financial year ended March 31, 2022	67.85	3
Financial year ended March 31, 2021	46.41	2
Financial year ended March 31, 2020	33.39	1

Period	RoNW* (%)	Weight
Weighted Average**	54.96	Nil
6 months period ended September 30, 2022***	28.46	Nil
6 months period ended September 30, 2021***	31.59	Nil

** RoNW is calculated as Profit for the year/period, as restated divided by restated net worth calculated on average of opening and closing Net worth of the year / period. 'Net Worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
***The weighted average is a product of RoNW and respective assigned weight dividing the resultant by total aggregate weight.*
****Not annualized*

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

a. As on September 30, 2022 as per the Restated Financial Statements: ₹ 11.62 per Equity Share

b. As on September 30, 2021 as per the Restated Financial Statements: ₹ 5.90 per Equity Share

c. As on March 31, 2022 as per the Restated Financial Statements: ₹ 8.71 per Equity Share

d. After the Offer as per Restated Financial Statements:

i. At the Floor Price: ₹ [●]
ii. At the Cap Price: ₹ [●]
iii. At the Offer Price: ₹ [●]

**As adjusted for sub-division of Equity Shares and bonus issuance of the Equity Shares of our Company.*

6. Comparison of accounting ratios with Listed Industry Peers

There are currently no Indian listed companies which provide HCS offerings. While the end use of the offerings of our Company is not similar to the products of the companies set out in the table below, a proxy set of listed peers i.e., Syrma SGS Technology Limited, Kaynes Technology India Limited and Dixon Technologies (India) Limited, which are technology and design focused companies engaged in electronic manufacturing services have been identified by our Company.

Name of the Company	Face Value (₹ per share)	Closing price on March 20, 2023 (₹ per share)	Total Income, for Fiscal 2022 (in ₹ million)	Basic EPS	Diluted EPS	EV/EBITDA	P/E	NAV (₹ per share)	RONW (%)
Netweb Technologies India Limited	2	N/A	2,479.41	4.41	4.41	N/A	N/A	8.71	67.85
Peer Group	**Face Value (₹ per share)**	**Closing price on March 20, 2023 (₹**	**Total Income, for Fiscal 2022 (in ₹ million)**	**Basic EPS**	**Diluted EPS**	**EV/EBITDA**	**P/E**	**NAV (₹ per share)**	**RONW (%)**

		per share)							
Syrma SGS Technology Limited	10	260.75	12,843.68	5.25	5.17	26.35	50.44	41.74	13.58
Kaynes Technology India Limited	10	941.90	7,103.54	9.70	8.93	46.44	105.48	43.88	24.28
Dixon Technologies (India) Limited	2	2912.75	1,07,008.90	32.31	32.00	46.48	91.02	166.46	21.94

Source:

1. *All the financial information for our Company is based on the Restated Financial Statements for the year ended March 31, 2022.*
2. *For Syrma SGS Technology Limited and Kaynes Technology India Limited, financial information is taken from proforma financial information on page 462 of prospectus dated August 19, 2022 and from restated financial information on page 280 of prospectus dated November 16, 2022 respectively, as available on the website of SEBI. For Dixon Technologies, financial information is taken from consolidated financial statements on page 181 of the Annual Report for Fiscal 2022.*

Notes:

1. *NAV is computed as the closing net worth (sum of equity share capital, other equity and non-controlling interest) divided by the closing outstanding number of equity shares & impact of potential shares as on March 31, 2022.*
2. *P/E Ratio has been computed based on the closing market price of the equity shares of the peer group identified above, as on March 20, 2023, on www.nseindia.com, divided by the Diluted EPS as on March 31, 2022.*
3. *RoNW is calculated as Profit for the year/period, as restated divided by restated net worth calculated on average of opening and closing Net worth of the year / period. 'Net Worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
4. *EV/EBITDA Ratio has been computed as Enterprise Value = (Closing market price of equity shares on NSE multiplied with number of outstanding shares & potential shares) plus total borrowings less cash and cash equivalents/other bank balances less investments in marketable securities (eg: liquid/money market mutual funds) less investments in associate companies/joint ventures; and divided by EBITDA.*

7. Key Performance Indicators

The table below sets forth the details of our Key Performance Indicators that our Company considers have a bearing for arriving at the basis for Offer Price. The Key Performance Indicators set forth below have been approved by our Audit Committee pursuant to the resolution at its meeting dated March 24, 2023. Further, our Audit Committee has on March 24, 2023 taken on record that other than the Key Performance Indicators set out below, our Company has not disclosed any other Key Performance Indicators during the 3 years preceding the date of this Draft Red Herring Prospectus to its investors.

Additionally, the Key Performance Indicators have been certified by the Statutory Auditors of our Company, S S Kothari Mehta & Company, pursuant to a certificate dated March 27, 2023, who hold a valid certificate issued by the Peer Review Board of the ICAI. The Statutory Auditors certificate dated March 27, 2023 has been included in the section '*Material Contracts and Documents for Inspection*' of this Draft Red Herring Prospectus.

The KPIs disclosed below have been used historically by our Company to understand and analyze the operational and the financial performance, which in result, helps it in analyzing the growth of various verticals in comparison to its listed peers, and other relevant and material KPIs of the business of our Company that have a bearing on arriving at the Basis for Offer Price have been disclosed below.

The Bidders can refer to the below-mentioned Key Performance Indicators, being a combination of financial and operational Key Performance Indicators, to make an assessment of our Company's performances and make an informed decision.

A list of our Key Performance Indicators for the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 is set out below:

Particulars	**6 months period ended**		**Fiscal**		
	September 30, 2022	**September 30, 2021**	**2022**	**2021**	**2020**
Sale of products (in ₹ million)	1,400.78	967.68	2,401.78	1,402.90	1,531.97
Sale of services (in ₹ million)	29.41	28.20	68.55	24.97	28.10
Revenue from operations (in ₹ million)	1,430.19	995.88	2,470.33	1,427.87	1,560.07
Cost of goods sold (**COGS**) (in ₹ million)	1,008.52	754.89	1,864.58	1,061.58	1,274.33
Gross margin (in %)	29.48	24.20	24.52	25.65	18.32
EBITDA (in ₹ million)	230.19	135.31	355.07	158.86	92.87
EBITDA margin (in %)	16.10	13.59	14.37	11.13	5.95
Profit for the period / year (in ₹ million)	147.32	81.96	224.53	82.30	39.06
Profit margin (in %)	10.30	8.23	9.09	5.76	2.50
Return on equity (**ROE**)* (in %)	28.46	31.59	67.85	46.41	33.39
Return on capital employed (**ROCE**)* (in %)	26.07	24.22	51.63	35.54	30.73
Total borrowings (in ₹ million)	275.89	232.25	344.84	305.38	152.26
Net debt (in ₹ million)	238.96	218.38	324.58	285.14	132.28

Particulars	6 months period ended		Fiscal		
	September 30, 2022	September 30, 2021	2022	2021	2020
Net debt - equity ratio* (in times)	0.40	0.73	0.73	1.31	0.97
Net debt – EBITDA* (in times)	1.04	1.61	0.91	1.79	1.42
Asset turnover ratio* (in times)	9.75	15.05	22.69	21.68	25.09

** Not annualized for the 6 months period ended September 30, 2022 and September 30, 2021.*

Notes:

1. *Gross Margin: Percentage of total revenue from operations for the period/year less cost of goods sold for the period/year divided by total revenue from operations for the period/year. Cost of goods sold is taken as a sum of cost of material consumed and change in inventories of finished goods and work in progress.*
2. *EBITDA is calculated as profit for the period/year plus tax expense, depreciation and amortisation and finance cost for the period/year, while EBITDA margin is the percentage of EBITDA divided by total revenue from operations for the period/year.*
3. *Profit margin is a percentage of Profit for the period/year divided by total revenue from operations for the period/year.*
4. *Return on Equity is calculated as Profit for the period/year divided by average Equity.*
5. *Return on Capital Employed is calculated as earnings before interest and taxes expenses (EBIT) for the period/year divided by average capital employed. EBIT is calculated as EBITDA for the period/year less depreciation for the period/year and capital employed is sum of equity, total borrowings and deferred tax liabilities.*
6. *Total borrowings are current and non-current borrowings plus current and non-current lease liabilities.*
7. *Net Debt is total borrowings reduced by Cash & Cash equivalents.*
8. *Net Debt to equity is calculated as Net Debt divided by equity.*
9. *Net Debt to EBITDA is calculated as Net Debt divided by EBITDA for the period/year.*
10. *Asset Turnover Ratio: Total revenue from operations for the period/year divided by Total Assets, where Total Assets is sum of Property, Plant and Equipment (Net Block), Capital Work in Progress, Right of Use assets, Intangible assets (Net Block) and Intangible Assets under development.*

Explanation for the Key Performance Indicators metrics

The list of our Key Performance Indicators along with brief explanation of the relevance of the Key Performance Indicators for the business operations of our Company is set out below:

Sr. No.	KPI	Explanation
1	Revenue from operations	Revenue from operations is used by the management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of the business.
2	Gross margin	Gross margin is an indicator of the profitability on sale of products manufactured and services sold by our Company.
3	EBITDA (₹ million)	EBITDA provides information regarding the operational profitability of the business.
4	EBITDA margin (%)	EBITDA margin is an indicator of the operational efficiency before the depreciation and amortization expenses
5	Profit for the period/year (₹ million)	Profit for the period/year provides information regarding the overall profitability of the business after all the non-tax expenses and tax expenses.

Sr. No.	KPI	Explanation
6	Profit margin (%)	Profit margin is an indicator of the overall profitability and financial performance of the business.
7	Return on Equity ("**RoE**") (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
8	Return on Capital Employed ("**RoCE**") (%)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
9	Sale of products (₹ million)	Sale from products is critical since it demonstrates our scale of operations , capability to serve customers and successful track record of acquiring and scaling of business operations
10	Sale of services (₹ million)	Sale of services is important to measure the scale at which revenue from services is increasing and successful track record of acquiring and scaling of service operations
11	Cost of Goods Sold (COGS) (₹ million)	COGS directly impacts a company's profitability and is the direct cost associated with producing or acquiring the goods by our Company
12	Total Borrowings (₹ million)	Total borrowings provides an insight to the management of the quantum of outside fund that has been utilized in the business operations.
13	Net Debt (₹ million)	This metric enables our Company to track the net amount of funds taken by and utilized in the business operations
14	Net Debt - Equity Ratio	Our Management track the net outside debt vis-à-vis equity employed by them in the business to access the amount of leverage and financial stability
15	Net Debt - EBITDA	This indicator provides our Company with a measurement of the number years it will take for our Company to pay back it debt if net debt and EBITDA are held constants
16	Asset Turnover Ratio	The Asset Turnover Ratio provides how efficiently our Company generates revenue from its assets

Our Company shall continue to disclose the Key Performance Indicators disclosed above, on a periodic basis, at least once in a year (or for any lesser period as determined by our Company), for a duration that is at least the later of (i) one year after the listing date or period specified by SEBI; or (ii) till the utilization of the Net Proceeds. Any change in these Key Performance Indicators, during the aforementioned period, will be explained by our Company. The ongoing Key Performance Indicators will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

For further information in relation to the historical use of such Key Performance Indicators of our Company to monitor the operational and, or financial performance of our Company, see '*Our Business – Key Performance Indicators*' and '*Management's Discussion and Analysis of Financial Condition and Results of Operations — Key Performance Indicators*' on pages 217 and 385, respectively.

8. Comparison of the Key Performance Indicators with Listed Industry Peers

(in ₹ million, other than the percentage and the ratios mentioned below)

Particulars	Netweb Technologies India Limited	Syrma SGS Technology Limited	Kaynes Technology India Limited	Dixon Technologies (India) Limited
	Financial Year ended March 31, 2022			
Revenue from operations	2,470.33	12,666.48	7,062.49	106,970.80
Cost of Goods Sold (COGS)	1,864.58	8,920.96	4,894.30	97,792.40
Gross Margin (in %)	24.52	29.57	30.70	8.58

Particulars	Netweb Technologies India Limited	Syrma SGS Technology Limited	Kaynes Technology India Limited	Dixon Technologies (India) Limited
	Financial Year ended March 31, 2022			
EBITDA	355.07	1,437.16	977.76	3,828.60
EBITDA Margin (in %)	14.37	11.35	13.84	3.58
Profit for the year	224.53	764.61	416.75	1,903.30
Profit Margin (in %)	9.09	6.04	5.90	1.78
Return on equity (ROE) (in %)	67.85	13.58	24.28	21.94
Return on capital employed (ROCE) (in %)	51.63	16.17	24.43	21.86
Total borrowings	344.84	2182.91	1,890.77	6,669.00
Net debt	324.58	1,848.8	1,822.03	4,904.40
Net debt - Equity Ratio (in times)	0.73	0.32	0.89	0.49
Net debt – EBITDA Ratio (in times)	0.91	1.29	1.86	1.28
Asset Turnover Ratio (in times)	22.69	4.21	5.92	10.75

Notes:

1. *Gross Margin: Percentage of total revenue from operations for the year less cost of goods sold for the year divided by total revenue from operations for the year. Cost of goods sold is taken as a sum of cost of material consumed and change in inventories of finished goods and work in progress.*
2. *EBITDA is calculated as profit for the year plus tax expense, depreciation and amortisation and finance cost for the year, while EBITDA margin is the percentage of EBITDA divided by total revenue from operations for the year.*
3. *Profit Margin is a percentage of Profit for the year divided by total revenue from operations for the year.*
4. *Return on Equity is calculated as Profit for the year divided by average Equity.*
5. *Return on Capital employed is calculated as earnings before interest and taxes expenses (EBIT) for the year divided by average capital employed. EBIT is calculated as EBITDA for the year less depreciation and amortisation for the year and capital employed is sum of equity, total borrowings and deferred tax liabilities.*
6. *Total Borrowings is Current and Non-Current borrowings plus current and non-current lease liabilities.*
7. *Net Debt is Total Borrowings reduced by Cash & Cash Equivalents.*
8. *Net Debt to Equity is calculated as Net Debt divided by equity.*
9. *Net Debt to EBITDA is calculated as Net Debt divided by EBITDA for the year.*
10. *Asset Turnover Ratio: Total revenue from operations for the year divided by Total Assets, where Total assets is sum of Property, Plant and Equipment (Net Block), Capital Work in Progress, Right of Use assets, Intangible assets (Net Block) and Intangible Assets under development.*

9. Weighted average cost of acquisition (WACA), Floor Price and Cap Price

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

Our Company has not issued any Equity Shares (excluding Equity Shares issued pursuant to a bonus issue undertaken on February 20, 2023) or convertible securities or employee stock options (excluding employee stock options granted under the ESOP Plan but not vested) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted under the ESOP Plan but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

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

There have been no secondary sale/ acquisitions of Equity Shares or any convertible securities, where the Promoter, the members of our Promoter Group or the Selling Shareholders are a party to the transaction (excluding gifts)*, during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding employee stock options granted under the ESOP Plan but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

**There were transfer of Equity Shares pursuant to dissolution of HUFs which have not been considered as these transfers were for no consideration.*

Since there are no such transaction to report to under (a) and (b), the following are the details based on the last 5 primary or secondary transactions (secondary transactions where Promoter or the members of our Promoter Group or Selling Shareholders are a party to the transaction), not older than 3 years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions:

Last 5 Primary issuances / secondary transactions:

Date of transaction	Number of Equity Shares allotted	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Nature of transaction	Nature of consideration	Total consideration
March 14, 2023	11,360[(1)]	2	Nil	Transfer by way of gift	N.A.	Nil
March 13, 2023	45,450[(2)]	2	Nil	Transfer by way of gift	N.A.	Nil
March 13, 2023	11,360[(3)]	2	Nil	Transfer by way of gift	N.A.	Nil
March 13, 2023	56,810[(4)]	2	Nil	Transfer by way of gift	N.A.	Nil
March 10, 2023	56,810[(5)]	2	Nil	Transfer by way of gift	N.A.	Nil
Total						Nil
Weighted average cost of acquisition						Nil

(1) *Secondary transaction on March 14, 2023 comprises transfer from Niraj Lodha of 11,360 Equity Shares to Latesh Kumar Garg.*

(2) *Secondary transaction on March 13, 2023 comprises transfer from Niraj Lodha of 45,450 Equity Shares to Pramod Sikaria.*

(3) *Secondary transaction on March 13, 2023 comprises transfer from Sanjay Lodha of 11,360 Equity Shares to Rana Sudarshan Biswas.*

(4) *Secondary transactions on March 13, 2023 comprises transfers from Vivek Lodha of (i) 11,360 Equity Shares to Sudharkar Yashwant Tilve, and (ii) 45,450 Equity Shares to Nand Kishore Bajoria.*

(5) *Secondary transactions on March 10, 2023 comprises transfer from Navin Lodha of (i) 45,450 Equity Shares to Sajjan Kumar Khaitan, (ii) 5,115 Equity Shares to Ankit Sancheti, (iii) 5,115 Equity Shares to Udit Sancheti, and (iv) 1,130 Equity Shares to Mudit Nahata.*

For further details in relation to the share capital history of our Company, see '*Capital Structure*' on page 91.

Based on the above transactions, below are the details of the weighted average cost of acquisition, as compared to the Floor Price and the Cap Price:

Past Transactions	Weighted average cost of acquisition (in ₹)	Floor Price (in ₹)*	Cap Price (in ₹)*
Past 5 primary issuances /secondary transactions, as disclosed above	Nil	[●]	[●]

**To be updated at Prospectus stage.*

10. Justification for Basis for the Offer Price

Detailed explanation for Offer Price/Cap Price being [●] times of WACA of past 5 primary issuances /secondary transactions of Equity Shares (as disclosed above) along with our Company's Key Performance Indicators and financial ratios for the Fiscals 2022, 2021 and 2020 and for the 6 months period ended September 30, 2021 and for the 6 months period ended September 30, 2022 and in view of the external factors which may have influenced the pricing of the issue, if any.

[●]*

**To be included upon finalisation of Price Band*

11. The Offer Price will be [●] times of the face value of the Equity Shares

The Offer Price of ₹ [●] has been determined by our Company and the Selling Shareholders, in consultation with the BRLMs, on the basis of assessment of market demand from investors for Equity Shares through the Book Building Process and is justified in view of the above qualitative and quantitative parameters. Investors should read the above information along with '*Risk Factors*', '*Our Business*', '*Restated Financial Statements*' and '*Management's Discussion and Analysis of Financial Conditions and Results of Operations*' on pages 36, 211, 292 and 378. The trading price of the Equity Shares could decline due to the factors mentioned in '*Risk Factors*' or any other factors that may arise in the future and you may lose all or part of your investments.

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS

To,

The Board of Directors,
Netweb Technologies India Limited
(Formerly known as Netweb Technologies India Private Limited)
Plot No H-1, Pocket 9,
Faridabad Industrial Town (FIT),
Sector-57, Ballabhgarh,
Faridabad, Haryana – 121004.

Equirus Capital Private Limited
12th Floor, C Wing
Marathon Futurex,
N. M. Joshi Marg, Lower Parel,
Mumbai – 400 013.
Maharashtra, India.

IIFL Securities Limited
10th Floor, IIFL Centre, Kamala City
Senapati Bapat Marg
Lower Parel (W)
Mumbai – 400013, India
(Equirus Capital Private Limited and IIFL Securities Limited are hereinafter individually referred to as the **Book Running Lead Manager** and collectively as the **Book Running Lead Managers**.)

Sub: Proposed initial public offering of equity shares (Equity Shares) of Netweb Technologies India Limited (Company) (formerly known as Netweb Technologies India Private Limited) comprising a fresh issue of Equity Shares and an offer for sale of Equity Shares by Selling Shareholders (Offer)

Dear Sirs,

We, M/s S S Kothari Mehta & Company, the statutory auditor of the Company, hereby confirm that the enclosed statement in the Annexure prepared by the Company and initialled by us and the Company for identification purpose (**Statement**) is true and fair and sets out the possible special tax benefits available to the Company and its Shareholders, under direct tax and indirect tax laws presently in force in India, including the Income-tax Act, 1961, as amended by the Finance Act, 2022, read with rules, circular and notification issued thereunder (**Act**) i.e. applicable for the Financial Year 2022-23 relevant to the assessment year 2023-24, 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, (**GST Act**) read with Rules, Circulars, and Notifications, Customs Act, 1962 and the Customs Tariff Act, 1975 and Foreign Trade Policy 2015-2020 (**FTP**) as amended by the Finance Act, 2022, i.e., applicable for the Financial Year 2022-23 relevant to the Assessment Year 2023-24, presently in force in India (collectively the **Taxation Laws**) read with the rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2023-24 relevant to the financial year 2022-23.

Several of these benefits are dependent on the Company and, or, its Shareholders, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company and its Shareholders to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company and its Shareholders face in the future, the Company and, or, its Shareholders may or may not choose to fulfil.

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 and its Shareholders the same would include those benefits as enumerated in the statement. 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.

Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

The benefits discussed in the enclosed statement cover the possible special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits available to them. 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.

The benefits stated in **Annexure A** of this certificate, for possible special tax benefits available to the Company and its Shareholders are not exhaustive and the preparation of the contents stated is the responsibility of the Company. We are informed that this statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the distinct nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue and we shall in no way be liable or responsible to any shareholder or subscriber for placing reliance upon the contents of this statement. Also, any tax information included in this written communication was not intended or written to be used, and it cannot be used by the Company or the investor, for the purpose of avoiding any penalties that may be imposed by any regulatory, governmental taxing authority or agency. We are neither suggesting nor advising the investor to invest in the Offer based on this Statement of Special Tax Benefits.

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

a. The Company and its Shareholders will continue to obtain these benefits in the future;

b. The conditions prescribed for availing of the benefits have been/would be met with.

c. The revenue authorities/courts will concur with the views expressed herein.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company being true, correct and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law.

No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise within or outside India arising from the supply of incorrect or incomplete information of the Company.

We hereby consent to the extracts of this certificate being used in the draft red herring prospectus to be filed with the Securities and Exchange Board of India (**SEBI**), the BSE Limited (**BSE**) and the National Stock Exchange of India Limited (**NSE** and together with the BSE, the **Stock Exchanges**), and the red herring prospectus and the prospectus to be filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (**RoC**) and submitted to the SEBI and the Stock Exchanges in connection with the Offer, and submission of this certificate as may be necessary, to any regulatory authority statutory, judicial or governmental authorities, and in any other material

used in connection with the Offer and/or for the records to be maintained by the Book Running Lead Managers in connection with the Offer and in accordance with applicable law.

We confirm that the information in this certificate is true and fair. We hereby consent to the submission and disclosure of this certificate as may be necessary to the SEBI, the ROC, the Stock Exchanges and any other regulatory or judicial authorities and, or, for any other litigation purposes and, or, for the records to be maintained by the Book Running Lead Managers, in accordance with applicable law.

We undertake to update you, in writing, of any change in the above-mentioned disclosures which we are aware of until the Equity Shares allotted, pursuant to the Offer, are listed and commence trading on the Stock Exchanges. In the absence of any such communication from us, the above information should be considered as updated information until the Equity Shares commence trading on the Stock Exchanges, pursuant to the Offer.

This certificate is for information and inclusion (in part or full) in the Offer Documents to be filed in relation to the Offer or any other Offer related material, and may be relied on by the Company, the Book Running Lead Managers, their affiliates and the legal counsel in relation to the Offer and to assist the Book Running Lead Managers in the context of due diligence procedures that the Book Running Lead Managers has to conduct and the documents in relation of their investigation of the affairs of the Company in connection with the Offer.

All capitalized terms not defined herein bear the meaning ascribed to them in the Offer Documents.

Yours sincerely,

For M/s S S Kothari Mehta & Company

Chartered Accountants

Firm Registration No: 000756N

Vijay Kumar

Partner

Membership No.: 092671

Date: March 27, 2023

Place: New Delhi

UDIN: 23092671BGSHZH2241

Cc:

Legal Counsel to the Offer

Bharucha & Partners
13th Floor, Free Press House,
Free Press Journal Marg,
Nariman Point
Mumbai, Maharashtra 400021

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

Annexure A

Direct Taxation

I. Special tax benefits available to the Company

1. Lower corporate tax rate under section 115BAA of the Act:

As per section 115BAA of the Act, the Company has an option to pay income tax in respect of its total income at a concessional tax rate of 25.168% (including applicable surcharge and cess) subject to satisfaction of certain conditions with effect from Financial Year 2019-20 (i.e. Assessment Year 2020-21).

The Company has adopted the said tax rate with effect from Financial Year 2019-20 (i.e. Assessment Year 2020-21). Such option once exercised shall apply to subsequent assessment years. In such a case, the Company may not be allowed to claim any of the following deductions/exemptions:

i. Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone
ii. Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation)
iii. Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund)
iv. Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research)
v. Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project)
vi. Deduction under section 35CCD (Expenditure on skill development)
vii. Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or Section 80M
viii. No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above.
ix. No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A, if such loss or depreciation is attributable to any of the deductions referred from clause i) to vii) above Further, it was clarified by CBDT vide Circular No. 29/ 2019 dated 2 October 2019 that if the Company opts for concessional income tax rate under section 115BAA, the provisions of section 115JB regarding Minimum Alternate Tax (MAT) are not applicable. Further, such Company will not be entitled to claim tax credit relating to MAT.

However, once opted for reduced rate of taxation under the said section, it cannot be subsequently withdrawn.

II. Special tax benefits available to the Shareholders of the Company

1. Dividend taxation:

With respect to a resident corporate shareholder, deduction under section 80M of the Act is available to the extent of dividend received or distributed by the shareholder, whichever is lower from the shareholder's gross total income computed in accordance with the provisions of the Act.

With respect to non-resident shareholder, the provision of the Agreement for Avoidance of Double Taxation (tax

treaty) entered by the Government of India with the country of residence of the non-resident shareholder will be applicable to the extent more beneficial to the non-resident. Accordingly, non-resident shareholder may, subject to conditions, be subject to tax at a concessional rate for divided income, if any, provided under the relevant tax treaty.

2. Shareholders may be subject to India taxes on the capital gains arising out of the sale of Right Shares and Right Entitlements ('REs')

As per section 112A of the Act, long-term capital gains (exceeding Rs. 1 lakhs) from sale of equity shares of a company listed on a recognized stock exchange is taxable at the rate of 10% (plus surcharge and cess) provided securities transaction tax ('STT') is paid on acquisition as well as transfer, while continuing to exempt the unrealized capital gains earned upto 31 January 2018. Long term capital gains to be taxed at aforesaid 10% without indexation benefit and without foreign currency fluctuation benefit. Further, as per section 111A of the Act, short-term capital gain (i.e. where the period of holding of shares is 12 months or less) on sale of aforesaid shares is taxable at the rate of 15%. STT will be levied on and collected by a recognized stock exchange on which such equity shares are transacted.

In case of transfer of shares where capital gains are not covered under section 112A and 111A above, long term capital gain is taxable at the rate of 20% with indexation (inflation adjustment) or 10% without indexation whichever is more beneficial. The aforesaid exemption of INR 1 lakhs shall not be available in such case. Short term capital gain arising in case of transfer of shares which are not chargeable to STT is taxable at applicable slab rates to individuals and in case of corporate shareholder at the applicable corporate tax rate.

In respect of REs, it is possible for the shareholders to either sell such REs, exercise REs or let the REs relapse. Therefore, REs being a separate 'security' traded on a stock exchange may be subject to short term capital gains on transfer.

Annexure B

Indirect Taxation

I. Special tax benefits available to the Company

Solely in relation to the issue, there are no special indirect tax benefits available to the Company.

II. Special tax benefits available to the Shareholders of the Company

Solely in relation to the issue, there are no special indirect tax benefits available to the shareholders of the Company.

Notes:

1. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
2. This Annexure covers only certain relevant direct tax and indirect tax law benefits and does not cover benefits under any other law.
3. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the Offer.
4. In respect of non-residents, the tax rates and consequent taxation will be further subject to any benefits available under the relevant Double Tax Avoidance Agreement(s), if any, between India and the country in which the non-resident has fiscal domicile.
5. Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our

views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

6. For the purpose of reporting here, we have not considered the general tax benefits available to the Company or shareholders under the GST and neither any special tax benefits available to the Company or shareholders under the GST Act other than for the Issue.

This statement has been prepared solely in connection with the IPO under the Regulations as amended.

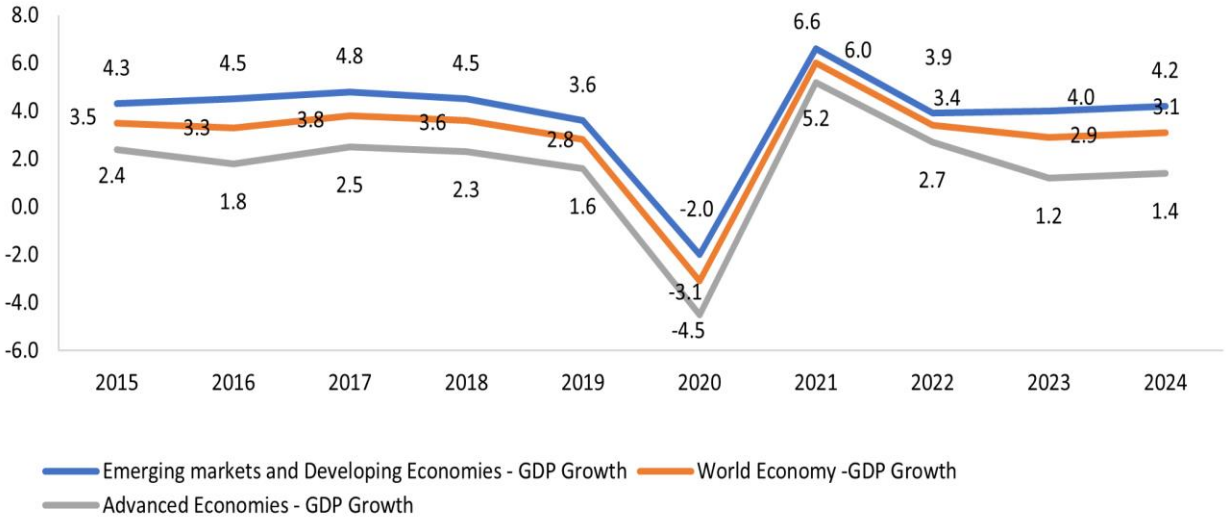
INDUSTRY OVERVIEW

Unless otherwise indicated, the industry and market data used in this section has been obtained or extracted from the report titled 'Global Market Opportunity for High-end Computing Solutions (HCS) & Related Segments' dated March 25, 2023 prepared and issued by F&S, appointed by us pursuant to engagement letter dated December 8, 2022, and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. F&S was appointed by our Company and is not connected to our Company, our Directors, our Promoters and our Key Managerial Personnel. A copy of the F&S Report is available on the website of our Company at www.netwebindia.com/investors. The data used in industry sources and publications may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. The data used in the industry sources and publication involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the 'Risk Factors' on page 36. Accordingly, investors should not place undue reliance on, or base their investment decision on this information. Industry sources and publications may also base their information on estimates, projections, forecasts, and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The investors should not construe any of the contents set out in this section as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

Global Macroeconomic Variables

Global GDP growth is projected to fall from an estimated 3.4 percent in 2022 to 2.9 percent in 2023, then rise to 3.1 percent in 2024. The rise in central bank rates to fight inflation and Russia's war in Ukraine continue to weigh on economic activity. The rapid spread of COVID-19 in China dampened growth in 2022, but the recent reopening has paved the way for a faster-than-expected recovery. An already fragile global economy has been hit by several shocks, including higher-than-expected global inflation, particularly in the United States and major European economies, tighter financial conditions, a worse-than-expected slowdown in China due to COVID-19 outbreaks and subsequent lockdowns, and more detrimental effects from the conflict in Ukraine. However, it is anticipated that these sporadic shocks will be resolved in the short- to medium-term, and that, with proper fiscal stimulus and inflation control, the world GDP will eventually improve.

Global GDP Growth (CY2015-2024)



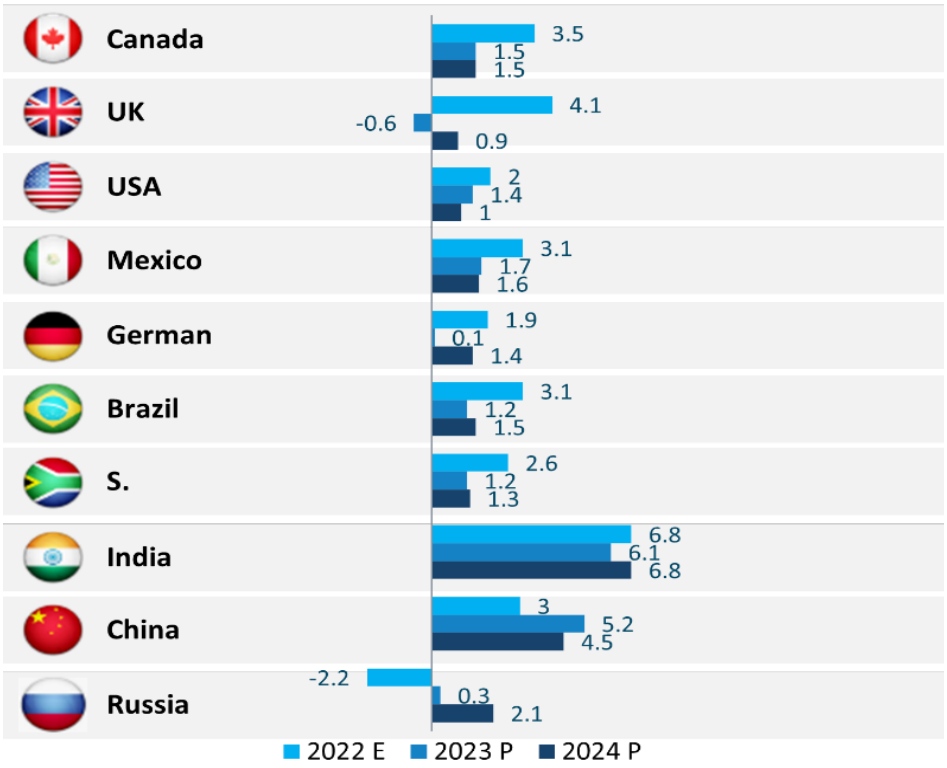
Note: Advanced economies include regions such as United States, Germany, France, Italy, Spain, Japan, United Kingdom Emerging economies include regions such as China, India, ASEAN-5, Russia, Brazil, Mexico, Saudi Arabia, Nigeria, South Africa

Source: IMF, World Economic Outlook (WEO), Frost & Sullivan Analysis, January 2023

GDP growth rate of Key Select Economies, Global, 2022-2024

The COVID-19 pandemic is expected to impact all the regions globally and consequentially the GDP growth within these regions as well. Barring a few emerging markets such as India and China, most of the other regions are expected to witness a significant impact on their GDP that could turn negative.

GDP Growth, Key Countries, Global (CY 2022 (E), CY 2023 (P), CY 2024 (P))



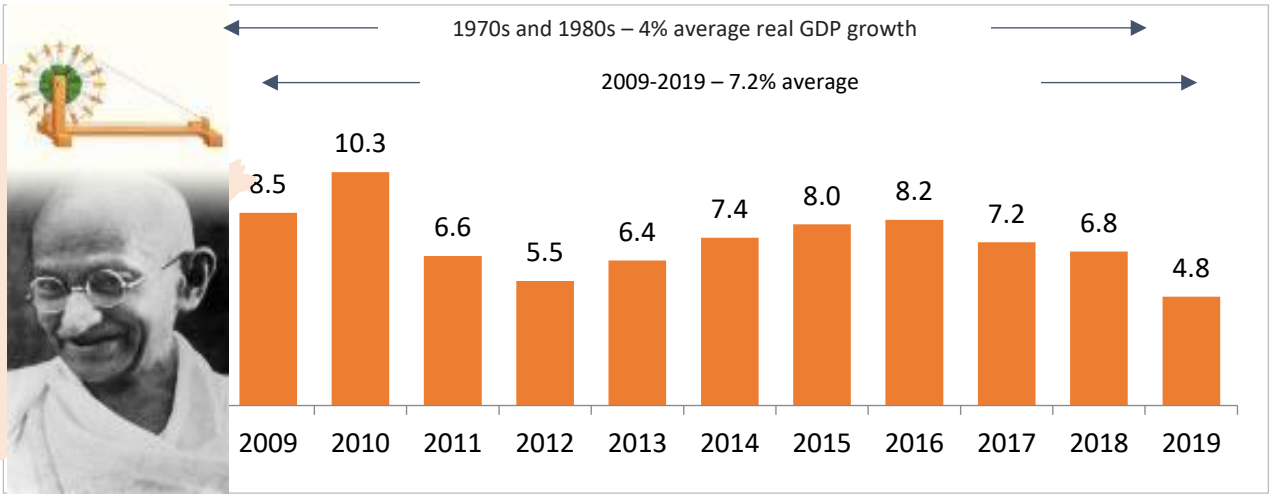
Note: GDP Growth rates are expressed in percentage; P – Projections

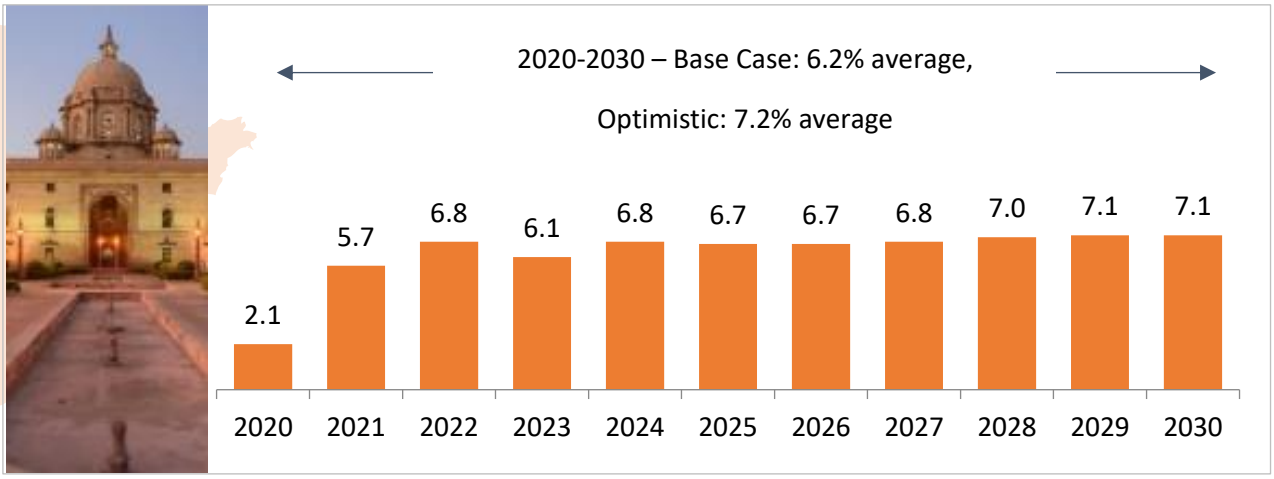
Source: IMF, January, 2023 World Economic Report, Frost & Sullivan Analysis

India: World's Fastest Growing Economy

Indian Economy - **From a Crisis in 1991 to the World's Fastest Growing Major Economy:** India's successful economic transformation story is evident from its emergence from the 1991 crisis to its present-day position as a global emerging market heavyweight.

Real GDP Growth (%)





Source: World Economic Forum; The World Bank; International Monetary Fund; International Labour Organization;
World Trade Organization; Ministry of Finance; Frost & Sullivan Analysis

India to Become the 4th Largest Economy by 2030 (Baseline scenario): India is expected to move from being the 7th largest economy in 2018 to the 3rd (optimistic scenario) or 4th (baseline scenario) largest by 2030, depending on scenario conditions, driven by factors such as strong consumer demand and structural reforms.

Impact of COVID-19 on the IT sector / spend:

The Covid-19 pandemic served as evidence that investing in technology has a significant positive impact on business resilience and risk management. The advantages of "as a service" model are well-established, and the economic benefits of cloud are accelerating the adoption of a wide range of solutions, including managed cloud and private cloud deployments. Going forward, tech spending is expected to be a top priority for company investment, and rising cloud adoption is providing stability in some regions.

Global Technology Market Outlook

Two years ago, when the pandemic first began, industry executives were compelled to reconsider where and how digital expenditures needed to be made and to concentrate on enhancing transparency, flexibility, and robustness as 2021 got underway. To fully utilise emerging technologies like AI and ML and enhance remote work capabilities, organisations also had to reorient and reskill their workforces. The pandemic's effects on workforce challenges and shifting IT requirements are hastening the shift to services.

Software-as-a-service(S-a-a-S), infrastructure-as-a-service(I-a-a-S), and platform-as-a-service(P-a-a-S) will all continue to grow in popularity, and hardware-as-a-service will gain ground as a means for companies to offer integrated services to their hybrid workforces. Additionally, Everything-as-a-service (X-a-a-S) is expected to become essential to digital transformation and developing novel solutions and business models that will succeed in the new normal.

Global IT Industry

Overview

The global IT Industry was estimated to USD 4,817 Bn in FY 2022. The market is forecasted to be USD 5,156 Bn in FY 2023 and is forecasted to reach USD 7,846 Bn by FY 2029 with a CAGR of 7.2% over the forecast period (FY2023-2029). Two years ago, when the COVID-19 epidemic first emerged, it propelled some enterprises into the future and sharply accelerated their efforts at digital transformation. As remote work became more prevalent and market demands altered, workplace environments quickly transformed. The following subjects will be fundamental in 2022 and subsequent years.

1. Cloud and Everything-as-a-Service will reach to the Next Level - When it comes to allowing everything-as-a-service (XaaS) and fostering innovation, the cloud is quickly replacing traditional infrastructure. It powers

improved wireless connections, intelligent edge services, and AI capabilities. To expand access to best-in-class technology, reduce vendor lock-in, optimise costs, and improve resilience and reliability, many enterprises are using a hybrid, multicloud strategy. The market for private cloud server solutions is anticipated to rise as a result of rising worries about data security and disaster recovery, as well as the continuous adoption of the bring your own device (BYOD) trend and the use of a mobile workforce.

2. Building of the Next Iteration of the Hybrid Workforce - Tech businesses will probably adapt their cultures and speed up experimenting with collaborative solutions as they get more collective experience with mixed workforces. Technology organisations are attempting to combine the best aspects of both working from home and working in an office to attract and keep talent by striking a balance between the flexibility that individuals want and the organisational needs.

Global IT Industry Market by Segment

Global IT market by computation type is segmented into HPC Systems, Workstations, other devices infrastructure, software, IT business services, Emerging tech and telecom services. IT Business services had the second largest share in FY 2022 and is expected to reach USD 2,353.7 Bn by FY 2029 at a CAGR of 7.9%.

HPC Systems – High-Performance Computing (HPC) systems outperform commodity desktop, laptop, and server computers with speeds more than a million times faster. The Industrial Internet of Things (IIoT), artificial intelligence (AI), and engineering, which require electronic design automation (EDA), as well as rising usage of HPC products and services in drug discovery and healthcare, are all anticipated to drive investments in the global HPC market over the course of the forecast period. During the predicted period (FY2023-2029), it is anticipated that HPC Systems would grow significantly, which will help the IT Industry grow. Significant new discoveries that increase human understanding and huge competitive advantages are produced by HPC workloads. For instance, artificial intelligence (AI) simulations and algorithms that analyse terabytes of data pouring from IoT sensors, radar, and GPS systems in real time and make split-second choices are executed on HPC. Additionally, HPC is used to sequence DNA, automate stock trading, and execute human genome simulations. These algorithms and simulations make it possible to create self-driving cars. For instance, compared to the initial attempt, which took 13 years, modern HPC systems can sequence a human genome in less than a day. Rapid cancer diagnosis, molecular modelling, and drug discovery and design are other HPC applications in healthcare and life sciences.

Workstations segments include the AI & Enterprise Workstations, which are projected to aid in the rise of the IT industry during the projection period (FY2023-2029). AI workstations are utilised to tackle a variety of innovative investigations in a methodical, targeted manner. Focused AI enables flexibility in AI design, training, processes, and operations by including both local parallel processing capabilities and the same in clouds and data centres. When cost is not an issue, highly scalable servers and cloud platforms may be necessary to execute AI applications at their quickest rates. On the other hand, workstations can be beneficial in circumstances where data security is essential but where time restrictions are less strict and prices are not a big factor. Thus, the increased demand for AI workstations will fuel the expansion of the IT industry.

In recent years, software solutions have become increasingly prevalent due to the growth of e-commerce, important technological advancements like artificial intelligence and the Internet of Things, and an increase in the number of linked devices. There is an increasing need for sophisticated cybersecurity software that provides cutting-edge and diverse cybersecurity tools and solutions since malware and attack techniques are becoming more complex and accessible. As a result, it is projected that rising software solution acceptability would aid in the expansion of the IT sector over the course of the projection period.

Other devices infrastructure - It is expected to be majorly driven by growth in the cloud infrastructure market. The factors driving the growth of the cloud infrastructure market are the rising demand for cloud services globally and the rise in cloud service providers, the quick rise in cloud computing demand, the rising demand for hybrid cloud platforms and AI cloud, and the quick adoption of AI to solve business problems.

Global IT Industry Market by Geography/Region

Global IT Industry market by geography is segmented into North America, Europe, Asia Pacific (APAC), South America, and Middle East and Africa (MEA). North America region held the largest share (39%) in FY 2022 with a market size of USD 1,855 Bn and is expected to reach USD 2,824.5 Bn by FY 2029 at a CAGR of 6.1%, followed by APAC with a share of 27% in FY 2022 and a market size of USD 1,298 Bn in FY 2022. APAC is

forecasted to be USD 1,395 in FY 2023 and is expected to reach USD 2,275.3 Bn by FY 2029 with a CAGR of 8.5% over the forecast period (FY2023-2029)

The legal & advisory, and accounting service industries in APAC region are likely to have exponential development in demand for knowledge-based services, which will spur expansion over the anticipated period (FY 2023 – 2029), making it one of the fastest-developing regional markets. Additionally, developing economies like China and India are concentrating on IT development, creating a plethora of prospects for IT professional services throughout APAC.

Asia being aformidable technological force, has contributed to 52% of the growth in global IT firm revenues over the past ten years, 43% of startup funding, 51% of spending on research and development, and 87% of patent filings (MGI) Four of the top ten technological businesses in the world according to market capitalization are led Indians. . As of August 29, 2022, there were approximately 77,000 DPIIT-recognized startups in 656 districts around India, making it the third-largest startup ecosystem in the world. Among middle-income economies, India comes in second for innovation quality and first for the calibre of its universities and scientific publications. India's innovation is not restricted to a few industries. In today's fast-paced and dynamic market, Indian unicorns are thriving. In addition to creating cutting-edge products and technologies, these businesses also create a significant number of jobs. Up until the fiscal year 2016–17, about one unicorn was added yearly. This number has been rising rapidly for the past four years (from FY 2017–18), with an astounding 66% Year-on-Year growth in the number of new unicorns introduced each year. India is home to 107 unicorns as of September 7, 2022, with a total worth of $ 340.79 billion. Out of the total, 44 unicorns worth a combined $93.00 billion were born in 2021, while 21 unicorns worth a combined $26.99 billion were created in 2022.

India IT Industry

Overview

The India IT Industry market was USD 201,000 Mn in FY 2022. The market is forecasted to be USD 225,000 Mn in FY 2023 and is forecasted to reach USD 372,706 Mn by FY 2029 with a CAGR of 8.8% over the forecast period (FY2023-2029).

A stable economy, the expansion of e-commerce, the upgrade of mobile networks to 4G and 5G, and the implementation of "Make in India" and PLI Schemes are some of the elements that will contribute to the expansion of the IT industry in India.

Government of India is expected to make strategic technological investments in the below mentioned sectors, which is expected to drive the India IT industry.

- The Indian Oil & Gas industry is expected to grow with a CAGR of over 3% by FY 2027, as the Government of India plans to invest INR 7.5 trillion (US$ 102.49 billion) on oil and gas infrastructure as announced by Prime Minister Mr. Narendra Modi in February 2021. Further, In September 2021, the Indian government approved oil and gas projects worth Rs. 1 lakh crore (US$ 13.46 billion) in Northeast India. These projects are expected to be completed by 2025.India could also likely witness an investment of USD 58 billion in finding and producing oil and gas resources in 2023, as per Indian Oil Minister Hardeep Singh Puri. The minister added that global energy majors like Chevron Corporation, Exxon Mobil and Total Energies are keen to invest in the Indian O&G industry. The major regions contributing to the growth are Telangana, Andhra Pradesh, Uttar Pradesh and Gujarat and the Union Territory of Jammu & Kashmir, where governments are proposing to / expected to make larger strategic investments in technology. Growth in the Oil & Gas industry in India is expected to drive the use of high-performance computing solutions, such as supercomputers and AI. Oil & Gas companies are increasingly relying on powerful computers/supercomputers to process complex data faster and that enables these companies to cut costs while boosting productivity and success rates of projects. Supercomputers also help these companies develop advance imaging algorithms that help fetch better images of the sub-surface where oil could be found. Below are some of the areas where technology is being utilized or expected to be used in the oil & gas industry in India – 1. Seismic data analysis - Data Processing and Storage: When a well is drilled it is not just a hole in the ground. There are thousands of equipment like cranes, pipes, trucks, drill pipes, tanks etc. All this equipment needs to be logged and maintained and even if 1 goes missing it is a huge loss. A supercomputer has programs for continuous reminders ensuring maintainable tests and measures are taken; 2. Simulation - Simulations are required to monitor what is happening for e.g., 15000 feet below the ground. 3. Safety

- The Indian automobile industry is expected to grow at approximately at 8-10% till 2027. As the automobile industry is crucial to both macroeconomic expansion and technological advancement. Currently, the automobile industry contributes 7.1% of India's GDP and 49% of its manufacturing GDP. *(Source: Invest India)*. Growth in the automobile industry in India is expected to get driven by the use of high-performance computing solutions such as supercomputers and AI. Car manufacturers use artificial intelligence in just about every facet of the car-making process. AI is being effectively implemented in the automotive value chain, including manufacturing, design, supply chain, production, post-production, 'driver assistance' and 'driver risk assessment' systems. On top of that, AI has been proactively transforming aftermarket services like predictive maintenance and insurance.

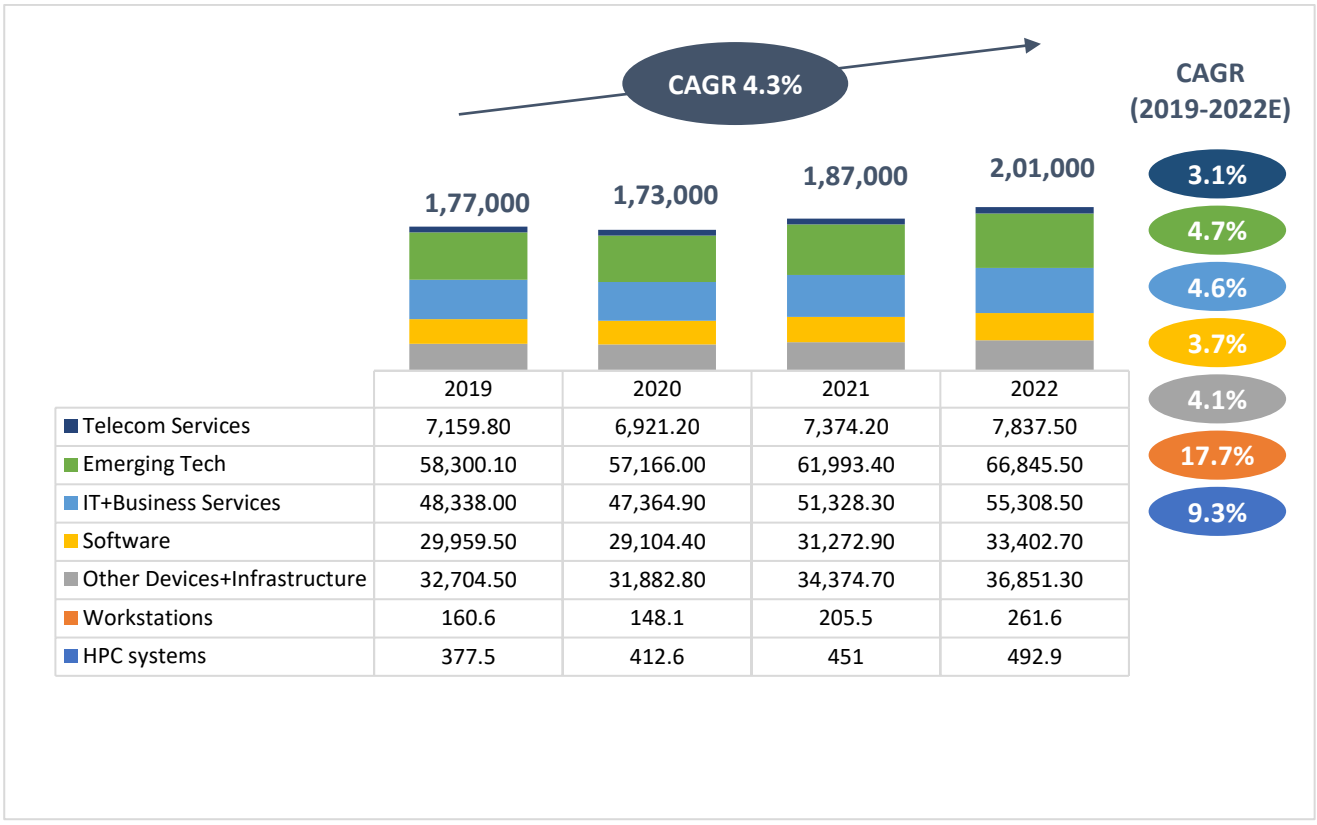
- The Indian BFSI sector is expected to grow at a CAGR of 27-30% till 2025. The rate of global adoption of fintech is highest in India. The market for Indian fintech is expected to be worth $50 billion in 2021 and $150 billion by 2025. India has 23 fintech startups that, as of July 2022, have achieved "Unicorn Status" with a valuation of over $1 Bn. Growth in the BFSI industry in India is expected to get driven by the use of high-performance computing solutions, such as supercomputers and AI.

  Algorithmic trading is expected to revolutionize stock market trading in India. Artificial intelligence in financial services helps banks to process large volumes of data and predict the latest market trends, currencies, and stocks. Advanced machine learning techniques help evaluate market sentiments and suggest investment options. The uses of AI in banking industry are incredible. banks are investing heavily in AI and predictive analytics to make better decisions and provide customised services. The banks are implementing AI for detecting frauds, enhancing customer experience, tracking customer behavior for recommending more personalized services, analysing customer credit histories to predict risks associated with allotting loans, and many more.

India IT Market by Segment

India IT market by computation type is segmented into HPC Systems, Workstations, other devices infrastructure, software, IT business services, Emerging tech and telecom services.

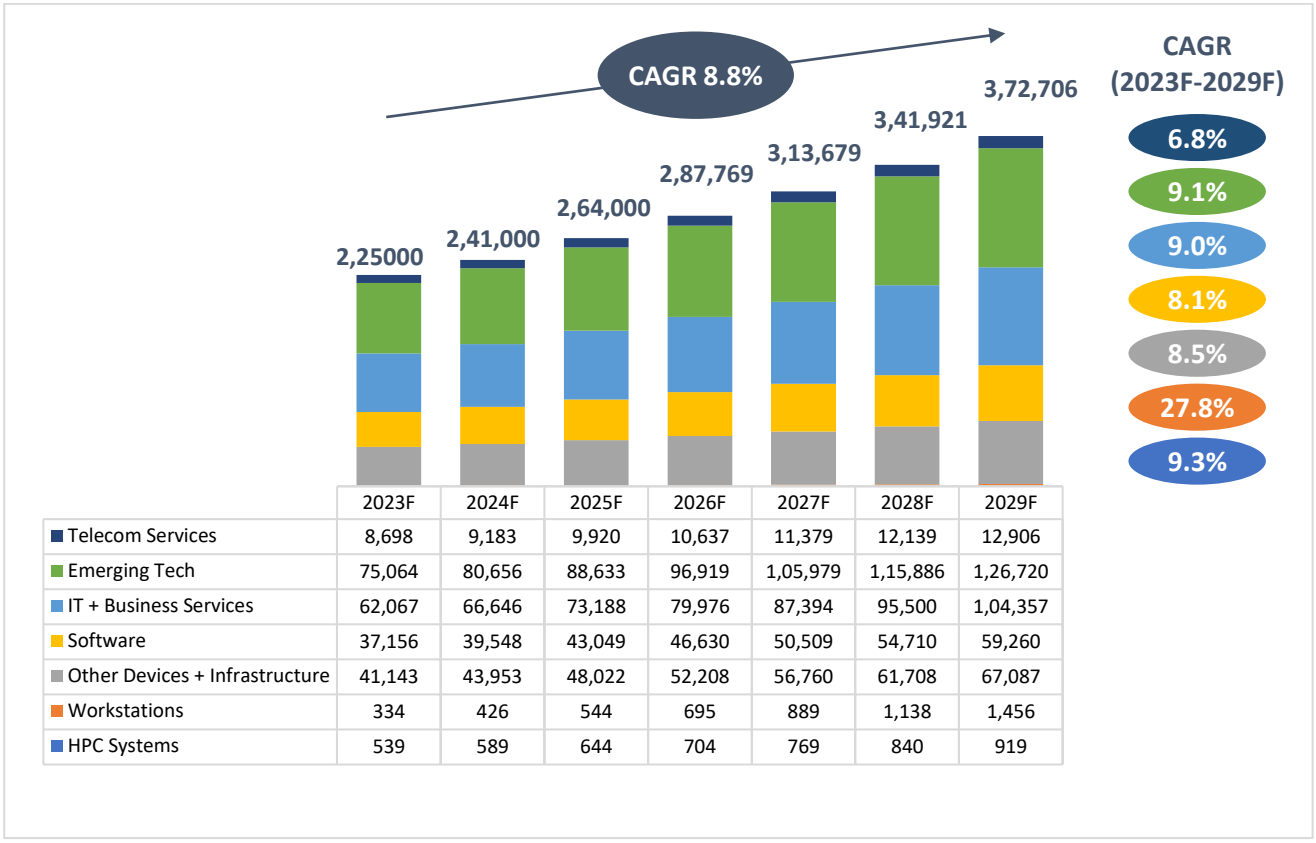
India IT Industry Market by Segment (USD Mn) - FY 2019-2022E (Historical and Estimated years)



	2019	2020	2021	2022
Telecom Services	7,159.80	6,921.20	7,374.20	7,837.50
Emerging Tech	58,300.10	57,166.00	61,993.40	66,845.50
IT+Business Services	48,338.00	47,364.90	51,328.30	55,308.50
Software	29,959.50	29,104.40	31,272.90	33,402.70
Other Devices+Infrastructure	32,704.50	31,882.80	34,374.70	36,851.30
Workstations	160.6	148.1	205.5	261.6
HPC systems	377.5	412.6	451	492.9

Source: Frost & Sullivan Analysis

India IT Industry Market by Application (USD Mn) - FY 2023F-2029F (Forecasted years)



	2023F	2024F	2025F	2026F	2027F	2028F	2029F
Telecom Services	8,698	9,183	9,920	10,637	11,379	12,139	12,906
Emerging Tech	75,064	80,656	88,633	96,919	1,05,979	1,15,886	1,26,720
IT + Business Services	62,067	66,646	73,188	79,976	87,394	95,500	1,04,357
Software	37,156	39,548	43,049	46,630	50,509	54,710	59,260
Other Devices + Infrastructure	41,143	43,953	48,022	52,208	56,760	61,708	67,087
Workstations	334	426	544	695	889	1,138	1,456
HPC Systems	539	589	644	704	769	840	919

Source: Frost & Sullivan Analysis

- Software – The rise of the software market is being driven by security software. These programmes' main goals are to secure and safeguard individual computers, information systems, online conversations, transactions, and networks. Security software is responsible for managing access, safeguarding data and networks, and defending against viruses, intrusions, and other system-level security issues. The demands of remote working have raised spending on cybersecurity software. With extremely sophisticated plans and methods of attack, software developers are retaliating. Software exports by the IT firms affiliated with STPI (Software Technology Park of India) were Rs. 1.20 lakh crore (US$ 16.29 billion) in the first quarter of FY22.

- HPC Systems – HPC systems have gained popularity over time due to their ability to handle large multidimensional datasets (big data) and solve complex problems at breakneck speeds by utilising clusters of powerful processors. Generally speaking, HPC systems outperform commodity desktop, laptop, and server computers with speeds more than a million times faster. The Industrial Internet of Things (IIoT), artificial intelligence (AI), and engineering, which require electronic design automation (EDA), as well as rising usage of HPC products and services in drug discovery and healthcare, are all anticipated to drive investments in the global HPC market over the course of the forecast period.

- Workstations: Workstations comprises of artificial Intelligence and enterprise workstations. They are expected to witness high growth in India because of the following reasons: (a) Defense and government activities are supported by AI & EW systems for enhanced decision-making and productive work performance in India. (b) The BFSI industry's usage of AI & EW for analytics and machine learning on massive, streaming datasets aids in the financial sector's ability to make more effective judgements. (c) India is also experiencing growth in the market due to major manufacturers' investments and product launches as per “Make AI in India” and “Make AI work for India”, government initiatives.

- Telecom Services - 5G services would be further driving the telecom services. The 5G technology's faster data rates and extremely low latency will improve the user experience while using 5G services for a variety of use cases, including VR and AR gaming, seamless video calling, and Ultra-high Definition (UHD) films.

The adoption of 5G services is anticipated to increase over the projected period due to rising need for high-speed data connectivity for unified Internet of things (IoT) applications.

- Hardware: The Government of India attaches high priority to electronics hardware manufacturing, and it is one of the important pillars of both 'Make in India' and 'Digital India' programmes of Government of India. Besides the economic imperative, focus on electronics hardware manufacturing up to the integrated circuit or chip level is required due to the growing security concerns. The Electronics System Design and Manufacturing (ESDM) industry is of strategic importance as well. (Source: National Policy on Electronics 2019) The Government of India has also in CY 2021 announced the IT Hardware PLI Scheme and Telecom and Networking PLI Scheme, respectively.

Production Linked Incentive (PLI) Scheme (Policy initiatives driving Domestic Production in India):

The Production Linked Incentive Scheme for IT Hardware proposes a financial incentive to boost domestic manufacturing and attract large investments in the value chain. The scheme seeks to incentivise companies to utilise the existing installed capacity to fulfil the increasing domestic demand. Production Linked Incentives of upto ₹73 Billion will be awarded over a period of 4 years.

With the objective to boost domestic manufacturing, investments and export in the telecom and networking products, Department of Telecommunications (DoT) notified the "Production Linked Incentive (PLI) Scheme" on 24th February 2021.The PLI Scheme will be implemented within the overall financial limits of ₹ 12,195 Crores only (Rupees Twelve Thousand One Hundred and Ninety-Five Crore only) for implementation of the Scheme over a period of 5 years FY 2021-22 to FY 2025-26). For MSME category, financial allocation will be ₹1000 Crores. Small Industries Development Bank of India (SIDBI) has been appointed as the Project Management Agency (PMA) for the PLI scheme. The scheme will be effective from 1st April 2021. Support under the Scheme will be provided to companies who will manufacture specified telecom and networking products - Enterprise Equipment: Switch and Router; Core transmission Equipment; 4G/5G, Next Generation RAN & Wireless Equipment; and Access & CPE, IoT Access Devices and Other Wireless Equipment.

Government of India's 'Make in India' initiative to boost local manufacturing and also contribute to the growth of IT industry in the country

In 2014, the government of India announced the initiative to make India a global manufacturing hub, by facilitating both domestic as well as international companies to set up manufacturing bases in India. As per the scheme, the government released special funds to boost local manufacturing of mobile phones and electronic components. It has also introduced multiple new initiatives, including promoting foreign direct investment, implementing intellectual property rights, and developing the manufacturing sector. The Make in India initiative, a part of the 'Atmanirbhar Bharat Abhiyan' (Self-reliant India), would provide an additional boost to the country's business operations by encouraging the substitution of imports of low-technology products from other countries and generating demand for local manufacturing.

The China Plus One Plan is expected to benefit the Indian IT sector in the future

Tech companies are slowly shifting production away from China - The shift is in response to growing concerns about the geopolitical tensions and pandemic-induced supply chain disruptions in the last few years.

For example, Apple has started manufacturing its latest iPhone 14 in India. Apple has been ramping up production of iPhones in India as it looks to widen its manufacturing capabilities and reduce dependence on China. Three Apple contract manufacturers – Foxconn, Wistron and Pegatron – are making iPhones in India. Another example is of Foxconn, which is one of Apples' largest supplier and a major manufacturer of iPhone components. Foxconn will build a new 300-acre facility in Bengaluru, India, as part of an ongoing effort to pivot away from China. It is expected to invest about $700 million for the same.

High-end Computing Solutions (HCS) and Related Segments Market Overview

High-end computing solutions make it possible for organizations to create more efficient operations, reduce downtime and improve worker productivity. For example, high performance computing (HPC) is a high-end computing solution that provides faster AI model iterations, flexible deployment, and open innovation among other benefits over the traditional solutions.

High-end computing solutions, such as HPC, HCI, AI&EW, Data Center Servers etc., are expected to witness growth during the forecast period leading to increased adoption of technology in various end use industries plus increased investment by public and private players in these solutions. Government of India under the Union Budget Speech 2023-24 announced that a National Data Governance Policy will be brought out, which will unleash innovation and research by start-ups and academia – further helping the growth of the high-end computing solutions market in India.

High-end computing solutions industry is a rapidly evolving and technologically advanced industry that requires the vendors to stay abreast of the developments and improve & customise their designs, and hardware and software offerings. The nature of the industry and the rapidity of technological advancement necessitates continual innovation, improvement, and customisation of their solutions. Modification of designs and changes in implementation of the offerings requires technical skill set and expertise which is a significant entry barrier in the industry for new entrants. The industry is R&D intensive and relies significantly on technically qualified resources.

(A) High-Performance Computing (HPC) Market

Scope & Definition

High Performance Computing (HPC) technology uses clusters of powerful processors, working in parallel, to process massive multi-dimensional datasets (big data) and solve complex problems at extremely high speeds. There are three different types of high-performance computation - parallel computing, distributed computing and exascale computing.

The following are some of the industries using HPC and the types of workloads being performed:

Aerospace: Creating complex simulations, such as airflow over the wings of planes

Manufacturing: Executing simulations, such as those for autonomous driving, to support the design, manufacture, and testing of new products, resulting in safer cars, lighter parts, more-efficient processes, and innovations

Financial technology (fintech): Performing complex risk analysis, high-frequency trading, financial modelling, and fraud detection.

Genomics: Sequencing DNA, analysing drug interactions, and running protein analyses to support ancestry studies

Healthcare: Researching drugs, creating vaccines, and developing innovative treatments for rare and common diseases

Media and entertainment: Creating animations, rendering special effects for movies, transcoding huge media files, and creating immersive entertainment.

Oil and gas: Performing spatial analyses and testing reservoir models to predict where oil and gas resources are located, and conducting simulations such as fluid flow and seismic processing.

Retail: Analysing massive amounts of customer data to provide more-targeted product recommendations and better customer service

Global High-Performance Computing Market

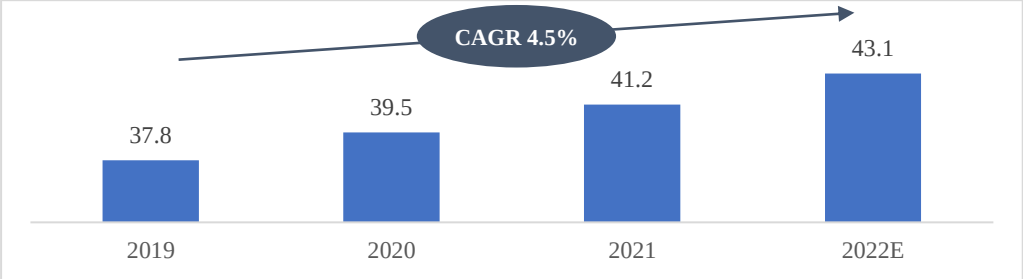
Overview

The global high-performance computing (HPC) market was USD 43.1 Bn in FY2022. The market is forecasted to be USD 45.0 Bn in FY2023 and is expected to reach USD 58.2 Bn by FY2029 with a CAGR of 4.4% over the forecast period (FY2023-2029).

Adoption of HPC in the automobile sector; Increased usage of HPC products and services to drug discovery and healthcare; and Increasing investments in the Industrial Internet of Things (IIoT), artificial intelligence (AI), and engineering, which demand electronic design automation (EDA), are likely to drive the global HPC market over the forecast period (FY 2023-2029).

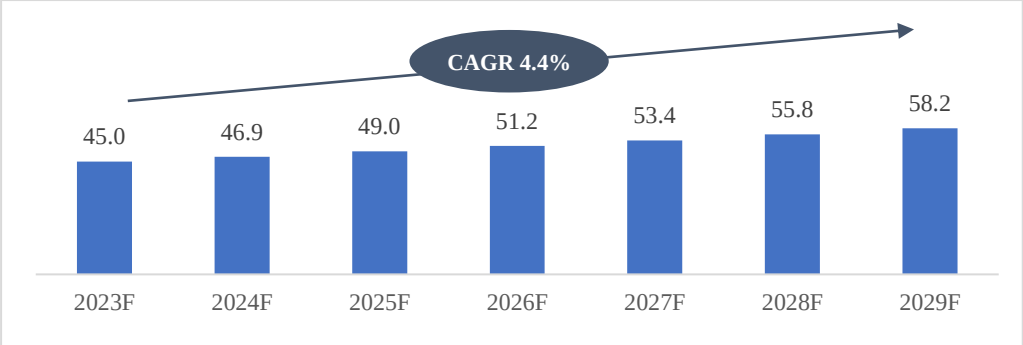
Major players in the global HPC market are HPE, IBM, DELL Technologies, and Lenovo.

Global High-Performance Computing Market (USD Bn) – FY 2019-2022E (Historical and Estimated years)



Source: Frost & Sullivan Analysis

Global High-Performance Computing Market (USD Bn) – FY 2023F-2029F (Forecasted years)



Source: Frost & Sullivan Analysis

By Computation Type

Global HPC market by computation type is segmented into parallel computing, distributed computing, and exascale computing. Parallel computing had the largest share in FY2022 and is forecasted to reach USD 34.4 Bn by FY2029 with a CAGR of 4.1% over the forecast period (FY 2023-FY 2029)

Parallel computing is preferred over distributed computing globally because parallel computing conducts numerous processes on multiple computer servers or processors at the same time. Distributed computing on the other hand, uses multiple computers primarily to improve functionality, capability, or robustness. But has two major challenges because of which it is less preferred – 1. Cluster management; 2. Difficulty in usage. Exascale computing is also witnessing faster adoption as it helps in enabling greater scientific applications and prediction accuracy in areas such as weather forecasting, climate modelling, and personalised medicine. Frontier, the world's first public exascale computer, was announced in 2022. It is the world's fastest supercomputer as of June 2022.

By Application

Global HPC market by application is segmented into Government & Defence, BFSI, IT & ITES, Telecommunications, Media, Oil & Gas, and Others. HPCs application in the government and defense sector held the largest share (39%) in FY2022 and is expected to reach a value of USD 22.1 Bn by FY2029. Adoption of HPC in the BFSI sector is expected to grow with the highest CAGR of 5.2% during the forecast period (FY2023- 2029).

- BFSI – More industries, especially the BFSI, are switching to high performance computing because of growing data needs in these sectors. The banking sector is expected to greatly benefit from the integration of AI with an HPC infrastructure in the coming years.
- Telecommunications, Media - Rising HPC workloads and the efficiently accelerated infrastructure, businesses and telecom firms may completely own their data. It is intended to aid in the development of the following generations of these multifunctional supercomputing systems.

- Oil & Gas –Supercomputers are essential to the oil and gas industry because they can choose the optimal place for a well to be dug, resulting in a higher return with less expense. Employment of precise, clever, sequential, and extremely quick instruments are required to increased operational flexibility and efficiency.

- Automobile - Using totally interoperable and automotive-grade systems, high performance computing is expediting the development of autonomous vehicles in order to maximise safety.

By Geography/Region

Global HPC market by geography is segmented into North America, Europe, Asia Pacific (APAC), South America, and Middle East and Africa (MEA). North America held the largest share (48.5%) in FY 2022 with a market size of USD 20.9 Bn and is expected to reach USD 26.2 Bn by FY 2029 at a CAGR of 3.3%. APAC emerged as the third largest region behind North America and Europe with a share of 16.5% in FY 2022 and a market size of USD 7.1 Bn in FY 2022. APAC is expected to reach USD 11.6 Bn by FY2029 at a highest CAGR of 7.3%.(FY 2023-2029).

The industry in Asia Pacific (APAC) is developing and is the fastest-growing region for the global HPC market. APAC is predicted to grow the most and capture the most market share in the next years. Over the projection period, the expansion of HPC market in APAC will be facilitated by an increase in the number of data centres in the region and improved infrastructure.

Some of the Market Drivers, Restraints, Opportunities & Challenges

Market Drivers	**Market Opportunities**
• Adoption of HPC in the automobile sector • Increased usage of HPC products and services to drug discovery and healthcare • Increasing investments in the Industrial Internet of Things (IIoT) • AI augmented HPC expected to drive HPC adoption	• FinTech • Healthcare • Detecting anomalous weather trends and making storm predictions
Market Restraints	**Market Challenges**
• Cost and Cost Management: For many organizations, the cost of running HPC is a major concern which is one of the reasons for its hesitant adoption. The cost of buying HPC equipment is around 1/3 of the true cost of owning an HPC.	• Cyber security concerns: With the current trend of HPC workloads and infrastructure increasingly becoming cloud-like (e.g., resource pooling, rapid elasticity, on-demand self-service), or interacting with the cloud (e.g., bursting), security has become a great concern at an accelerating rate.

Note: For more details, please refer to "Section 3.5" of the Industry Report

Some of the Listing of top supercomputers globally

I. **Frontier** - HPE Cray EX235a, AMD Optimized 3rd Generation EPYC 64C 2GHz, AMD Instinct MI250X, Slingshot-11, HPE
II. **Supercomputer Fugaku** - Supercomputer Fugaku, A64FX 48C 2.2GHz, Tofu interconnect D, Fujitsu
III. **LUMI** - HPE Cray EX235a, AMD Optimized 3rd Generation EPYC 64C 2GHz, AMD Instinct MI250X, Slingshot-11, HPE
IV. **Leonardo** – Bull Sequana XH2000, Xeon Platinum 8358 32C 2.6GHz, NVIDIA A100 SXM4 64 GB, Quad-rail NVIDIA HDR100 InfiniBand, Atos
V. **Summit** - IBM Power System AC922, IBM POWER9 22C 3.07GHz, NVIDIA Volta GV100, Dual-rail Mellanox EDR InfiniBand, IBM

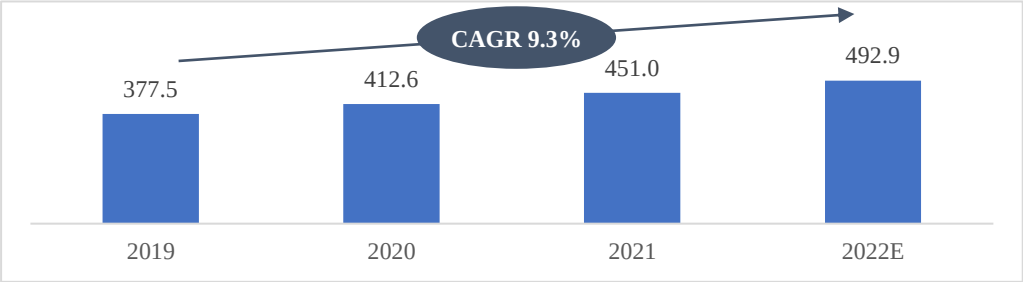
Source: World Economic Forum Article; Note: For more details, please refer to "Section 3" of the Industry Report

India High-Performance Computing Market

Overview

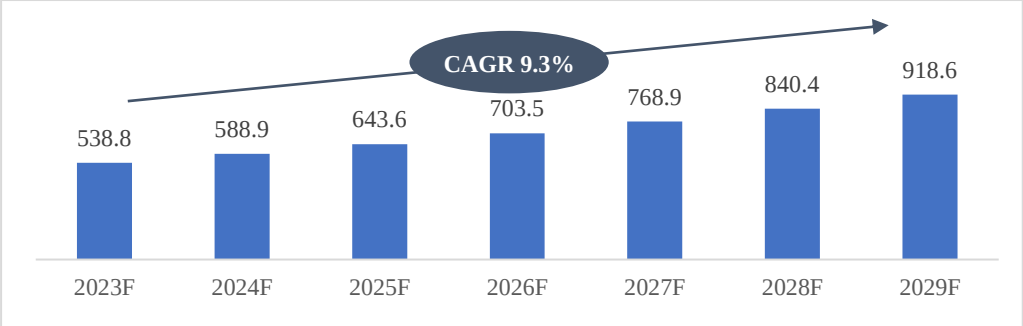
The India high-performance computing (HPC) market was USD 492.9 Mn in FY 2022. The market is forecasted to be USD 538.8 Mn in FY 2023 and is expected to reach USD 918.6 Mn by FY 2029 with a CAGR of 9.3% over the forecast period (FY 2023-2029).

India High-Performance Computing Market (USD Mn) – FY 2019-2022E (Historical and Estimated years)



Source: Frost & Sullivan Analysis

India High-Performance Computing Market (USD Mn) – FY 2023F-2029F (Forecasted years)



Source: Frost & Sullivan Analysis

Indian HPC Market Outlook focused on national supercomputing mission

The National Supercomputing Mission was announced in 2015, with an aim to connect national academic and R&D institutions with a grid of more than 70 high-performance computing facilities at an estimated cost of ₹4,500 crores over the period of seven years. Only 16.67% of the total budget of ₹4,500 crore, was utilised during the first four-and-a-half years for execution of the mission. The remaining allocation would be used in next few years.

The National Supercomputing Mission is setting up a grid of supercomputing facilities in academic and research institutions across the country, with National Knowledge Network (NKN) as the backbone. The Mission is being jointly steered by the Department of Science and Technology (DST) and the Ministry of Electronics and Information Technology (MeitY) and implemented by the Centre for Development of Advanced Computing (C-DAC), Pune, and the Indian Institute of Science (IISc), Bengaluru.

PARAM Shivay, the first supercomputer assembled indigenously, was installed in IIT (BHU), followed by PARAM Shakti, PARAM Brahma, PARAM Yukti, PARAM Sanganak at IIT-Kharagpur IISER, Pune, JNCASR, Bengaluru and IIT Kanpur, IIT Hyderabad, NABI Mohali, CDAC Bengaluru respectively.

India's march towards leadership position in supercomputing found a fresh dimension with the convergence of HPC and Artificial Intelligence (AI). A 200 AI PF Artificial Intelligence supercomputing system created and installed in C-DAC can handle incredibly large-scale AI workloads, increasing the speed of computing-related to AI several times. PARAM Siddhi - AI, the high-performance computing-artificial intelligence (HPC-AI) supercomputer, has achieved global ranking of 63 in the TOP 500 most powerful supercomputer systems in the world.

The mission has also created the next generation of supercomputer experts by training more than 11,000 HPC aware manpower and faculties. To expand the activities of the HPC training, four National Supercomputing Mission Nodal Centres for training in HPC and AI have been established at IIT Kharagpur, IIT Madras, IIT Goa, and IIT Palakkad. These centres have also conducted online training programs in HPC, AI, and other areas.

Powered by the National Supercomputing Mission, India's network of research institutions, in collaboration with the industry, is scaling up the technology and manufacturing capability to make more and more parts in India, taking indigenous manufacturing to 85%.

This mission will provide access to High-Performance Computing (HPC) Facilities to 100 several institutions and more than thousands of active researchers, academicians working through Nation Knowledge Network (NKN) - the backbone for supercomputing systems.

Some of the large-scale applications which are being developed under National Supercomputing Mission include the following.

I. National Supercomputing Mission Platform for Genomics and Drug Discovery.
II. Urban Modelling: Science Based Decision Support Framework to Address Urban Environment Issues (Meteorology, Hydrology, Air Quality).
III. Flood Early Warning and Prediction System for River Basins of India.
IV. HPC Software Suite for Seismic Imaging to aid Oil and Gas Exploration.
V. MPPLAB: Telecom Network Optimization.

As part of its tireless journey of success, National Supercomputing Mission has now deployed "PARAM Ganga", a supercomputer at IIT Roorkee, with a supercomputing capacity of 1.66 Petaflops. The system is designed and commissioned by C-DAC under Phase 2 of the build approach of the National Supercomputing Mission. Substantial components utilized to build this system are manufactured and assembled within India along with an indigenous software stack developed by C-DAC, which is a step towards the Make in India initiative of the Government.

How has Indian HPC Market Transformed Over the Years

I. In 1986, National Aeronautical Limited (NAL) developed the "Flosolver Mk1" for the solution of computational fluid dynamics and aerodynamic problems.
II. In 1991, the Centre for Development of Advanced Computing (C-DAC) created its first supercomputer, "PARAM 8000," for use in long-range weather forecasting, remote sensing, drug creation, and molecular modelling.
III. In 1991, the Bhabha Atomic Research Centre (BARC) created the "ANUPAM" supercomputer, which is used for Molecular Dynamics Simulation, Crystal Structure Analysis, Neutron Transport Calculations, Gamma Ray Simulation, and Finite Element Analysis, among other things.
IV. In 1995, the Defense Research and Development Organization (DRDO) unveiled the "Processor for Aerodynamic Computations and Evaluation (PACE)" supercomputer developed by Advanced Numerical Research and Analysis Group (ANURAG). It was used for Computational Fluid Dynamics in aircraft design, weather forecasting, automobile and civil engineering design, and molecular Biology.
V. India is presently one of the countries driving the growth of Asian high-performance computing sector. IMSC Kabru was installed in 2004. Kabru is a supercomputer that has a 2.4 GHz Pentium Xeon Cluster and Linux with Rpeak of 1,382.4 GFlop/s and Rmax of 1,002 GFlop/s. It was manufactured by Netweb and deployed at the Institute of Mathematical Sciences (IMSc) in Chennai, India.

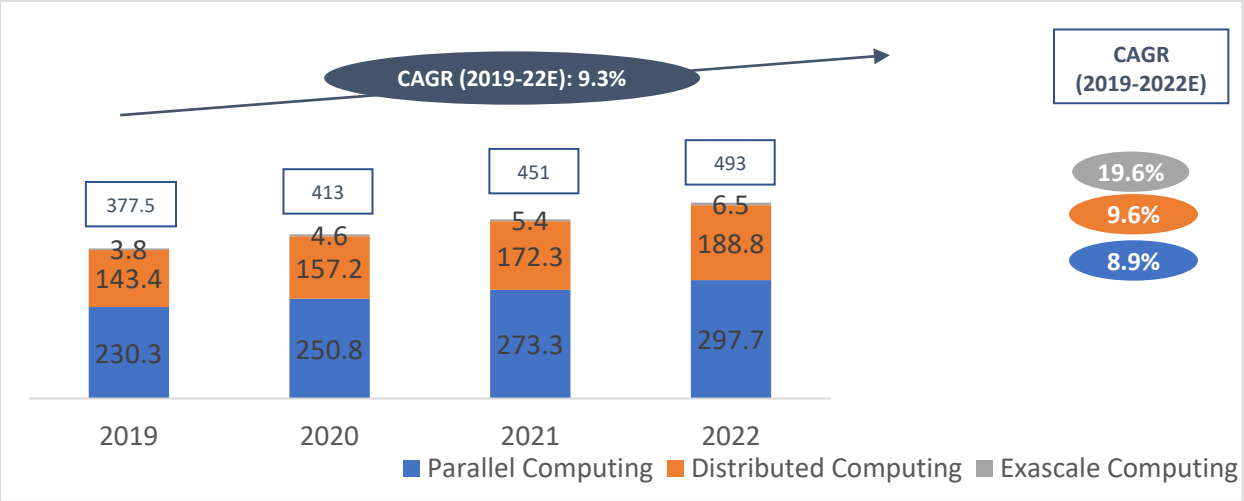
Some of the real-time applications of HPC in India are in:

- Real time weather systems (RTWS) - "Anuman" comprises daily operational weather products in real time.
- Seasonal Monsoon Forecast and Near time urban flood forecasting - Extended Range Monsoon Prediction Program, Regional weather model along with hydrology modeling system, sensitivity analysis of WRF-UCM model was setup on PARAM Yuva-II and simulation of heavy rainfall cases were carried out.
- RNAseq analysis of breast cancer data
- OpenFOAM is an open-source general purpose software suite for Computational Fluid Dynamics (CFD) computation and is fully parallelized using MPI. It is widely used in academia, R&D institutes and industries.

By Computation Type

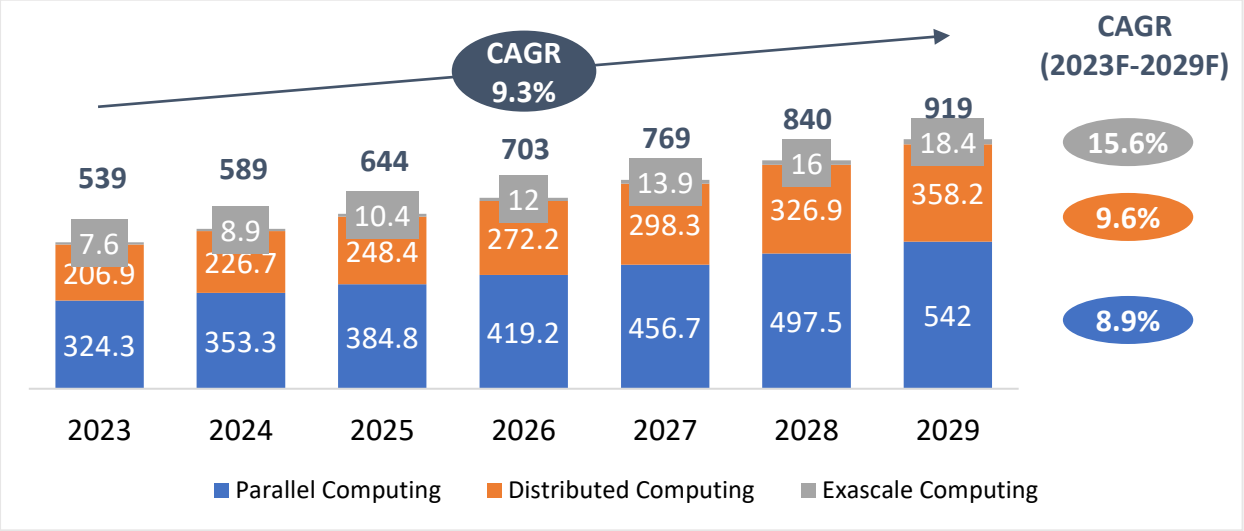
India HPC market by computation type is segmented into parallel computing, distributed computing, and exascale computing. Parallel computing had the largest share in FY 2022 and is expected to reach USD 542 Mn by FY 2029 with a CAGR of 8.9% over the forecast period (FY 2023-2029).

India HPC Market by Computation Type (USD Mn) - FY 2019-2022E (Historical and Estimated years)



Source: Frost & Sullivan Analysis

India HPC Market by Computation Type (USD Mn) - FY 2023F-2029F (Forecasted years)



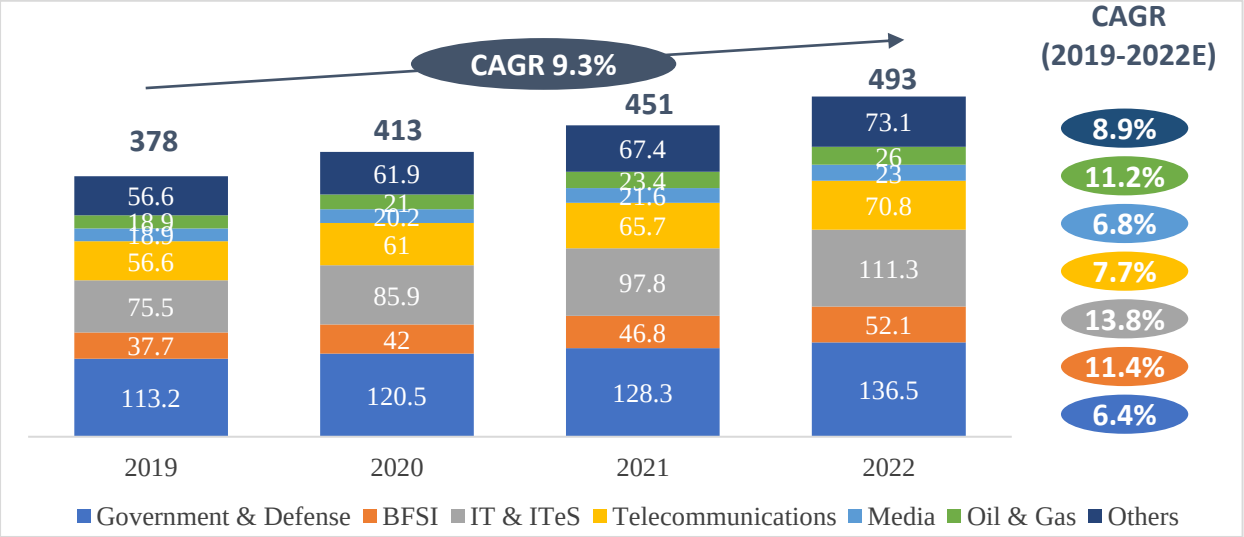
Source: Frost & Sullivan Analysis

By Application

HPC power is leveraged by both public and private sectors in India. Presently, some of the key sectors like Education, Agriculture, Energy and Power, Drug Design are adopting HPC for their growth while many Automobile Industries, Construction Industries, Atmospheric Sciences, Bioinformatics, and Computational Fluid Dynamics domains etc., are making continuous progress by utilizing HPC.

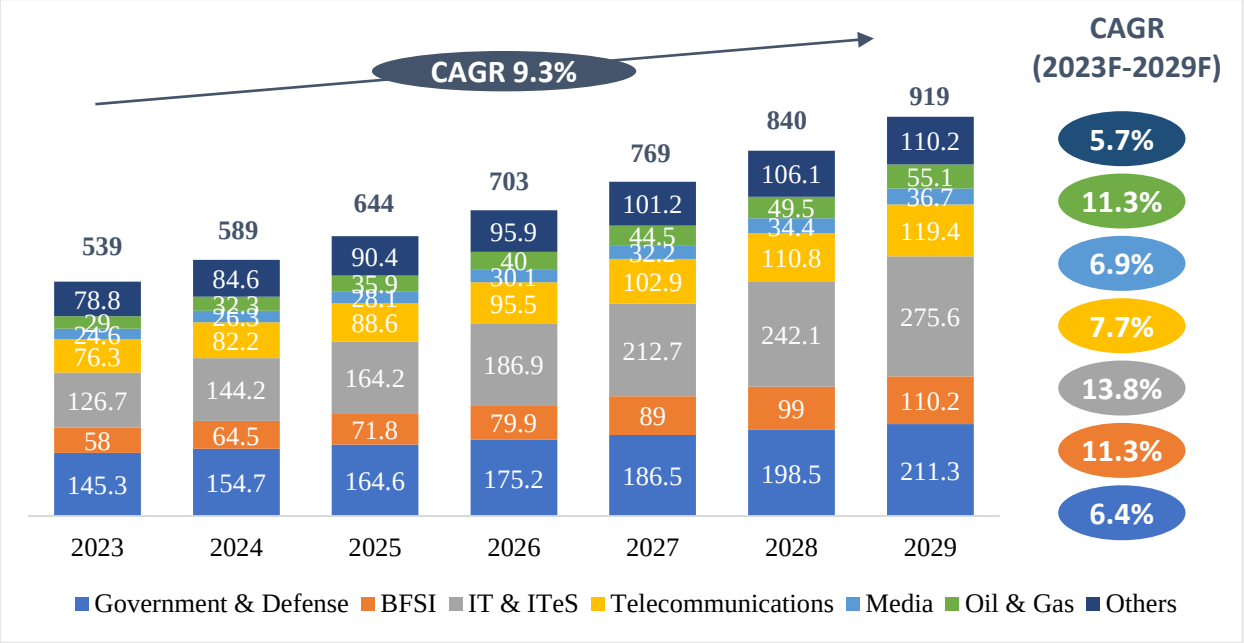
India HPC market by application is segmented into Government & Defence, BFSI, IT & ITES, Telecommunications, Media, Oil & Gas, and Others. Adoption of HPC in the Government and IT & ITES sectors held the largest share in FY2022.

India HPC Market by Application (USD Mn) - FY 2019-2022E (Historical and Estimated years)



Source: Frost & Sullivan Analysis

India HPC Market by Application (USD Mn) - FY 2023F-2029F (Forecasted years)



Source: Frost & Sullivan Analysis

Following factors across industry will lead to higher adoption and growth of HPC in India:

- Government & Defense - Nov 2022, EU and India signed an "Intent of cooperation on High Performance computing and Quantum Technologies". The intent of cooperation is aimed at establishing collaboration using HPC application using Indian European supercomputers in the areas of Biomolecular medicines, COVID Therapeutics, mitigating climate change, predicting natural disasters and quantum computing.
- India dominates the Fintech market in terms of technological innovation and acceptance, with a high adoption rate of 87% (India Fintech report by E&Y). Beyond temporary solutions to ensure business continuity, artificial intelligence, and high-performance computing (HPC) enable financial institutions to further streamline and automate processes, improve data management and utilisation, and ultimately enjoy efficiencies and build resilience to weather future storms.
- Telecommunications - Given the prospects provided by machine and deep learning, businesses and telecom firms are now having difficulty managing the enormous and complicated data sets as well as the specific number of simultaneous activities. Thanks to the rising HPC workloads and the efficiently accelerated infrastructure, businesses may completely own their data. It is intended to aid in the development of the

following generations of these multifunctional supercomputing systems. Ceremorphic has created a novel architecture that can support next-generation applications such as AI model training, HPC, drug discovery, and metaverse processing.

List of some of the top supercomputers deployed in India so far

Sr No	Name of the supercomputer	Deployed at	Built in	Rank (when commissioned)	Designed / Commissioned by	Speed
1	PARAM Siddhi-AI	CDAC	2015	Rank 63 (Global, Nov-2022)	C-DAC	4.6 PF (Rmax) / 5.26 PF (Rpeak)
2	Pratyush	IITM, Pune	2018	78 (Global)	NA	6.8 PF (Rpeak)
3	Mihir	NCMRWF	2018	120 (Global)	NA	2.5 PF (Rpeak)
4	SAHASRAT	IISc, Bengaluru	2015	NA	Cray Inc.	901.54 TF (Rpeak)
5	AADITYA	IITM, Pune	NA	116 (Global)	IBM	719.2 TF (Rpeak)
6	Color Blossom	TIFR, Hyderabad	NA	145 (Global)	Cray Inc.	558.7 Tf (Rpeak)
7	PARAM YUVA-II	CDAC	2013	69 (Global, June-2013)	Netweb	529.38 TF (Rpeak) / 386.71 (Rmax)
8	PADUM	IIT, Delhi	NA	166 (Global)	NVIDIA+IIT Delhi	NA
9	VIRGO	IIT Madras	2015	NA	IBM	97 Tf (Rpeak)
10	PARAM Shivay	IIT BHU	2015	NA	CDAC	0.43 (Rmax) / 0.84 (Rpeak)
11	Agastya	IIT Jammu	2020	27th fastest supercomputer in India	Netweb	161 TF (Rmax) / 256 TF (Rpeak)
12	PARAM Ambar	ISRO	2019	4th fastest supercomputer in India	Netweb	919.6 TF (Rmax) / 1384.85 TF (Rpeak)
13	PARAM Shakti	IIT-Kharagpur	2022	NA	C-DAC	1.66 PF (Rmax)
14	PARAM Brahma	IISER, Pune	2019	NA	C-DAC	.85 (Rmax) / 1.7 (Rpeak)
15	PARAM Yukti	JNCASR, Bengaluru	NA	NA	C-DAC	833 TF
16	PARAM Sanganak	IIT Kanpur	2020	NA	C-DAC	1.67 PF (Rmax)

Sr No	Name of the supercomputer	Deployed at	Built in	Rank (when commissioned)	Designed / Commissioned by	Speed
17	PARAM Pravega	IISC	2022	NA	C-DAC	3.3 PF (Rmax)
18	Kohinoor 3	TIFR – TCIS, Hyderabad	2016	20th fastest supercomputer in India	Netweb	43.59 TF (Rmax) / 70.85 TF (Rpeak)
19	Kalinga, Upgrade	NISER, Bhubaneshwar	2016, 2020	26th fastest supercomputer in India	Netweb	161.42 TF (Rmax) / 249.37 TF (Rpeak)
20	Hartree	NISER, Bhubaneshwar	2018	29th fastest supercomputer in India	Netweb	38.87 TF (Rmax) / 51.9 TF (Rpeak)

Source: Secondary sources, Analytics Drift, 2021 and Secondary sources.
Note: The list is complete but not exhaustive. The list covers some of the top as well as fastest supercomputers of India.

Some of the Market Drivers, Restraints, Opportunities & Challenges

Drivers • Increasing cloud-based monitoring will drive adoption of HPC in India	**Opportunities** • Urban Modelling, Flood forecasting, Seismic imaging, Genomics & Drug discovery, and Material Science
Restraints • High CAPEX and OPEX	**Challenges** • Require Specific Skills: Very specific and highly technical skills are required to deploy and manage HPC systems.

Note: For more details, please refer to "Section 4.4" of the Industry Report

Key Players in the India HPC Market

Company Name	Revenue India and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
IBM (Public)	• USD 3,221.3 Million (FY21) • ~140,000 Employees	IBM HPC solutions offer industry-leading innovation within and across the system stack. From servers, accelerators, network fabric and storage, to compilers and development tools, cluster management software and cloud integration points, solution components are designed for superior integration and total workflow performance optimization. IBM's HPC solution can help with – 1) faster insights; 2) cost savings; 3) security and reliability Key Products/Services - IBM Power9, Storage servers for HPC workloads, IBM Spectrum Conductor, IBM Spectrum Symphony, IBM Spectrum LSF Key Partnerships/Mergers/Acquisitions - Partnership with Airtel. The partnership will leverage 5G technology and enhance the business value delivered by edge computing (2022) Expanded relationships with partners like Infosys, Tech Mahindra, Wipro, TCS, HCL, Persistent Systems and LTI to strengthen secure Hybrid Cloud ecosystem.
ATOS (Public)	• Not listed in India • ~10,000 Employees	ATOS HPC solution accelerates customer's HPC workload innovation and production through Atos cloud and on-premises HPC software and hardware solutions

Company Name	Revenue India and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
		Key Products/Services - BullSequana X Series, Nimbix Supercomputing Suite, ThinkAI, Center of Excellence in advanced computing, Mobull Key Partnerships/Mergers/Acquisitions - Atos signed a cooperation agreement with C-DAC (Centre for Development of Advanced Computing) for technology advancement in quantum computing, artificial intelligence and exascale computing.
Lenovo (Public)	• Not listed in India • ~1,000-5,000 Employees	Lenovo HPC solutions are based primarily on 2 key benefits – customer centric approach (Instead of a one-size-fits-all approach, our HPC solutions are tailored to your specific workload, workflow, and community) and from exascale to everyscale. Key Products/Services - Lenovo Neptune, Rear Door Heat Exchanger (RDHX), Thermal Transfer Module (TTM), Energy Aware Runtime Software (EAR), ThinkSystem SR675 V3 Rack Server, ThinkSystem SD665 V3 High-Density Server, ThinkSystem SD665-N V3 High-Density Server, ThinkSystem SD650 V2 High-Density Server Key Partnerships/Mergers/Acquisitions - In November 2022, Lenovo partner with Rashi Peripherals to enhance their Infrastructure Solutions Group (ISG), a server and storage division of Lenovo to offer data center solutions to enterprise customers.
HPE (Public)	• USD 445.5 Mn (ROC filing) (2020) • ~30,000 Employees	Hewlett Packard Enterprise (HPE) is a leading technology company that offers a range of solutions for high-performance computing (HPC). Over the years, HPE has developed several innovative technologies and solutions such as HPE Apollo systems that are purpose-built for HPC workloads and are designed to deliver extreme performance, scalability, and efficiency. These systems feature latest technologies such as high-speed interconnects, powerful processors, and advanced cooling solutions. Further HPE offers software-defined infrastructure solutions that enable organizations to automate and optimize their HPC environment. Key Products/Services - HPE Cray EX2500, HPE Cray XD2000 Key Partnerships/Mergers/Acquisitions - Sify Technologies partners with Hewlett Packard Enterprise to strengthen cloud computing services in India (2022); Public sector entities like the Steel Authority of India Ltd (SAIL), SAIL Bokaro and Oil and Natural Gas Corporation (ONGC) have recently signed partnership with HPE and deployed the HPE GreenLake edge-to-cloud platform to accelerate their digital transformation efforts, respectively (2022);
Netweb Technologies (Private)	• USD 30.3 Mn (2021-2022) • ~250 Employees	Netweb is one of India's leading Indian origin owned and controlled OEM in the space of High-end computing solutions (HCS) providing – Supercomputing systems, private cloud and HCI, data centre servers, AI systems and enterprise workstations and High - Performance Storage solutions – with fully integrated design and manufacturing capabilities under the 'Make in India' initiative of the Government of India. Netweb is one of the few players in India who can offer a full stack of product and solution suite with comprehensive capabilities in designing, developing, implementing and integrating high performance computing solutions. Netweb is one of India's largest manufacturers of Supercomputing systems. In terms of number of HPC systems installations, Netweb is one of the most significant OEMs in India amongst others. Their HPC offerings include HPC clusters, supercomputers with GPU optimization, HPC

Company Name	Revenue India and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
		on-cloud, SMP solutions, and other management tools. India's indigenous HPC solutions provider Netweb, widely known for its implementation of the PARAM Yuva II, one of India's fastest and largest Hybrid supercomputer till date. Two of Netweb's supercomputer have been listed 10 times in the world's top 500 supercomputer. Key Products/Services - Tyrone Camarero DIT400 Series, SDI100 series Key Partnerships/Mergers/Acquisitions - Netweb collaborates with technology providers such as Intel, AMD, Samsung, Segate, etc to design and develop products based on latest technology

Source: Annual Reports, ROC, Secondary Sources, Frost & Sullivan Analysis
Note: Revenues are consolidated ones at company level, 1INR= 0.0127USD (average exchange 2022); For more details, please refer to "Table 13" of the Industry Report
Financial Calendar: IBM: January – December; ATOS SE: January – December; Lenovo: April – March; HPE: November – October; Netweb: April - March

(B) Private Cloud and Hyperconverged infrastructure (HCI) Market

Scope & Definition

Hyperconverged infrastructure (HCI) is a combination of servers and storage into a distributed infrastructure platform with intelligent software to create flexible building blocks that replace legacy infrastructure consisting of separate servers, storage networks, and storage arrays. More specifically, it combines commodity datacenter server hardware with locally attached storage devices (spinning disk or flash) and is powered by a distributed software layer to eliminate common pain points associated with legacy infrastructure.

Private cloud is the public cloud experience like flexibility, consumption model, scalability, usability in a private data centre. A private cloud is a cloud computing infrastructure that is exclusively used by one client (sometimes referred to as an internal cloud or corporate cloud). Private clouds combine the access control, security, and resource customisation of on-premises infrastructure with many of the advantages of cloud computing, such as elasticity, scalability, and ease of service delivery. According to the Nutanix Enterprise Cloud Index report, enterprise workloads quickly move off traditional data centre infrastructure, dropping from 41% to 18% in two years as cloud usage accelerates. The retail industry has the second largest penetration of hybrid cloud deployments at 21%, with 93% identifying hybrid cloud as the ideal model, outpacing the global average for other industries.

Benefits of Private Cloud

- Full control over hardware and software choices
- Freedom to customize hardware and software in anyway
- Greater visibility into security and access control because all workloads run behind the customers' own firewall.
- Fully enforced compliance with regulatory standards

Global Private Cloud and Hyperconverged Infrastructure (HCI) Market

Overview

The global private cloud & Hyperconverged infrastructure (HCI) market was USD 194.7 Bn in FY 2022. The market is forecasted to be USD 228 Bn in FY 2023 and is expected to reach USD 592.6 Bn by FY 2029 with a CAGR of 17.3% over the forecast period (FY 2023-2029).

Private cloud & Hyperconverged infrastructure is expected to witness wider adoption in the forecast period as it provides solutions to some of the issues businesses run into when implementing technology in tiny offices, branch offices, or distant sites. It is expected that in coming years and with wider adoption of Private Cloud and HCI, companies may reduce operating and capital costs, boost business and information technology (IT) agility, and enhance application performance.

Since, Private Cloud and HCI is a software-defined, unified system that incorporates all the components of a typical data centre: storage, computation, networking, and administration; it is expected to efficiently compute, store, and manage data with its adoption.

Major players operating in the global private cloud & Hyperconverged infrastructure market are HPE, Dell, Nutanix, and others.

By Application

Global Private Cloud and HCI market by application is segmented into Government & Defence, BFSI, IT & ITES, Telecommunications, Media, Oil & Gas, and Others. HCI application in the BFSI held the largest share (24%) in FY 2022 and is forecasted to be USD 55 Bn in FY 2023. The said application in the BFSI segment is expected to reach USD 137 Bn by FY 2029 with a CAGR of 16.4% over the forecast period (FY2023-FY2029).

- Government & Defence – Higher adoption of HCI in Defence is expected in the coming years as it provides much needed agility and speed to military. The key challenge that military faces today is SWAP - Size, Weight and Power. Military expects small deployable communications systems that allows them to take their applications and data into the war field so that they can access them locally. Product like Dtech from VMWare providing solution to this problem, that is small, lightweight and uses hyperconverged infrastructure and that enables several small components to replace traditional rackmount, 19 inch, very large servers; and that can be deployed anywhere. HCI gives military the ability to add components on the fly to meet the changing requirements.
- BFSI - HCI has seen huge growth in interest across the financial services sector over the years and the trend is expected to continue over the forecast period as it can enable the seamless connection of systems, bulletproof the protection of data, and significantly increase agility, as well as reduce associated costs overall.
- IT & ITES - HCI transforms traditional IT operational models with simple, unified resource management, delivering three key benefits: Increased IT efficiency, better storage at lower cost, and Greater ability to scale.
- Telecommunications – Telcos are expected in the forecast period to better adopt hyperconverged technology to deliver demanding new services, as HCI provides a combination of software-defined infrastructure on the same white-box host.

By Geography/Region

Global HCI market by geography is segmented into North America, Europe, Asia Pacific (APAC), South America, and Middle East and Africa (MEA). The APAC and the European markets are expected to almost triple over the forecast period (FY2023-2029) and reach USD 102.3 Bn and 111 Bn respectively growing at a CAGR of 19.6% and 16.9%.

Some of the Market Drivers, Restraints, Opportunities & Challenges

Drivers • Ease of Deployment • Flexibility: HCI is flexible, both in how it's deployed and how it is purchased.	**Opportunities** • Oil & Gas Industry
Restraints • Supplier lock-in	**Challenges** • Requirement of more than one type of HCI

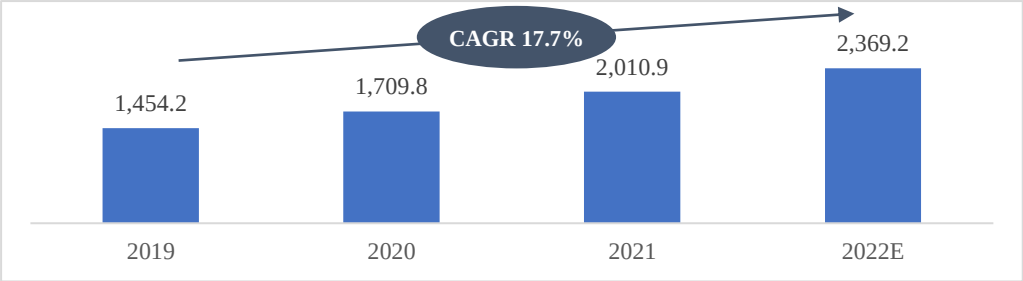
Note: For more details, please refer to "Section 5.4" of the Industry Report

India Private Cloud and Hyperconverged Infrastructure (HCI) Market

Overview

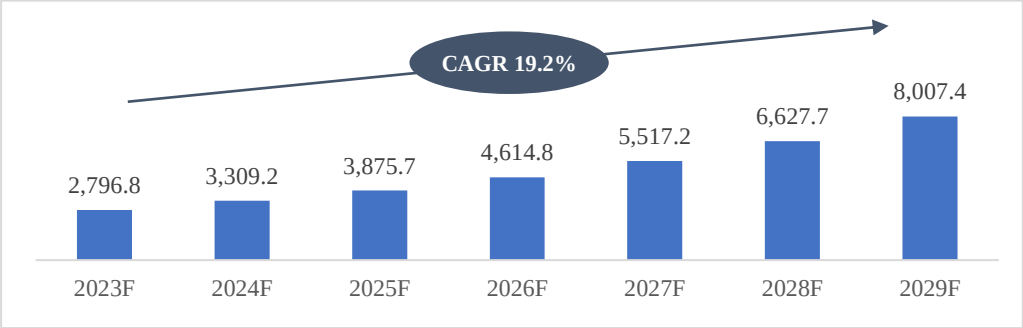
The India private cloud & Hyperconverged infrastructure (HCI) market was USD 2,369.2 Mn in FY 2022. The market is forecasted to be USD 2,796.8 Mn in FY 2023 and is expected to reach USD 8,007.4 Mn by FY 2029 with a CAGR of 19.2% over the forecast period (FY2023-2029).

India Private Cloud & Hyperconverged Infrastructure (HCI) (USD Mn) - FY 2019-2022E (Historical and Estimated years)



Source: Frost & Sullivan Analysis

India Private Cloud & Hyperconverged Infrastructure (HCI) (USD Mn) - FY 2023F-2029F (Forecasted years)



Source: Frost & Sullivan Analysis

Indian Private Cloud & Hyperconverged Infrastructure (HCI) Market Outlook

HCI in India is expected to witness wider adoption in the forecast period. Its major application is expected in streamlining IT architecture in the country. Reduced management complexity is easily one of the most essential aspects. IT teams may use hyper-convergence to shift away from managing scattered, outdated systems and toward more strategic efforts. Major cities such as Mumbai, Bangalore, and Hyderabad are seeing significant HCI investments from both domestic and foreign players in the Indian industry. However, new technology can be costly, out of reach for governments with limited finances. Traditional, hardware-centric infrastructure, on the other hand, comes at a high cost, necessitating time-consuming administration and jeopardising performance. Modernizing next-generation applications will be paved with the help of hyper-converged infrastructure.

For mission-critical systems, private cloud solutions combine the economic feasibility of the public cloud with the predictability of the private cloud, as well as strong security, control, and great performance. Many companies in India offer a straightforward and scalable environment with as-you-use billing, whether hosted on-premises or in one of the international data centres. They provide complete control over security, compliance, and performance so that systems are always available.

Why adoption of private cloud has been increasing in India:

1. Private Clouds offer the same control and security as traditional on-premises infrastructure. Here are some reasons why organizations opt for private cloud computing:
2. Security: Traffic to a private cloud is often restricted to the organization's own transactions, which enhances private cloud security. The company has superior control over the server, network, and application security because private clouds are made up of specialised physical infrastructure.
3. Predictable performance: Workload performance is predictable and unaffected by other businesses sharing infrastructure or bandwidth because the hardware is dedicated rather than multi-tenant.

4. Long-term savings: The infrastructure needed to host a private cloud can be costly to set up, but it may be worthwhile in the long run.
5. Predictable costs: Based on consumption, storage fees, and data egress fees, public cloud expenses might vary greatly. Regardless of the workloads a business is running or how much data is transported, private cloud prices are the same every month.
6. Government initiatives are also expected to drive the adoption of HCI in India. For example, in collaboration with Nuntanix, a virtual roundtable on "Building a Digital India through Hyperconvergence (HCI) and Multi-Cloud" was organized, which focused on the evolution of digital transformation through data centers, modernization of the role of hyperconvergence in PSU environments, and how to simplify and unify PSU cloud management strategy.

How Indian Private Cloud & Hyperconverged Infrastructure (HCI) Market has transformed over the years?

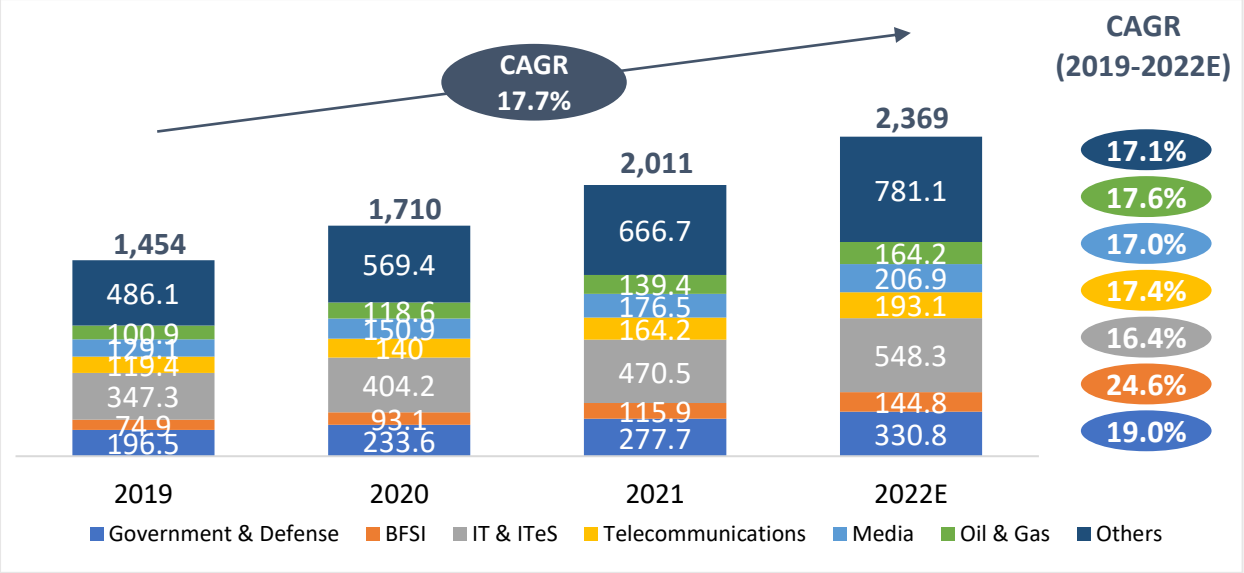
Adoption of HCI in IT industry - Most forward-thinking companies in India are striving to create a hybrid cloud IT environment for their operations, which is one of the most challenging jobs owing to the problems in managing the numerous products and components. HCI enables a one-stop shop for business application deployment and flexible resource deployment in any location when natively coupled with larger virtualization, container, and cloud platforms.

Adoption of HCI in BFSI sector – Banks, such as RBL have recently adopted HCI for smooth banking operations.

By Application

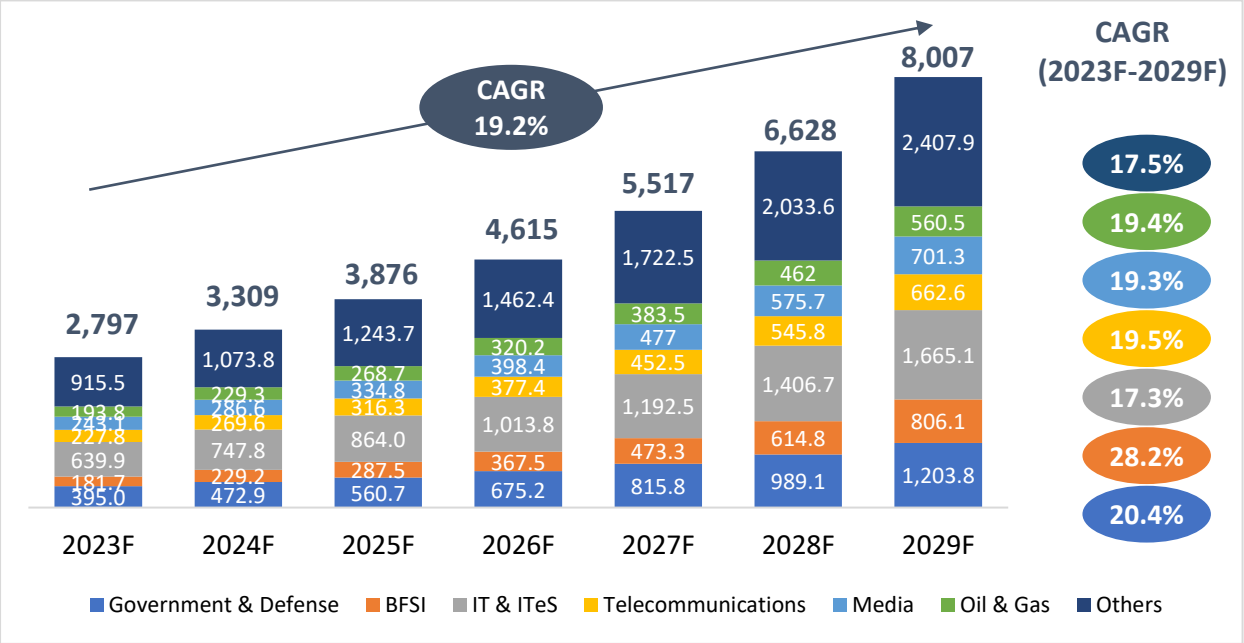
India private cloud and HCI market by application is segmented into Government & Defence, BFSI, IT & ITES, Telecommunications, Media, Oil & Gas, and Others. Adoption of HCI in the Government and Defense sector witnessed maximum growth in FY 2022 and is expected to reach USD 1,203.8 Mn by FY 2029 with a CAGR of 20.4% over the forecast period (FY2023-2029)

India Private Cloud & Hyperconverged Infrastructure (HCI) Market by Application (USD Mn) - FY 2019-2022E (Historical and Estimated years)



Source: Frost & Sullivan Analysis

India Private Cloud & Hyperconverged Infrastructure (HCI) Market by Application (USD Mn) - FY 2023F-2029F (Forecasted years)



Source: Frost & Sullivan Analysis

- Government & Defense - Increased internet usage, smart device adoption, and social media development have encouraged both the federal and state governments in India to shift from traditional service offerings to digital platforms. The federal government has underlined the need of growing cloud and data centre investment in the Indian market in its budget. Further, The ET Aerospace and Defence (A&D) Summit 2022 addressed development potential and the role of technology in assisting India's A&D sector to reach a projected growth of $70 billion by 2030. The iDEX programme of the government promotes innovation and research in the defence sector. If implemented properly, the Make in India initiative has the potential to transform India into a global manufacturing powerhouse. By emphasizing India's appropriate demographics and skills that can assist the country in achieving a digital future in addition to the $5 trillion aim.

- Telecom - HCI and private cloud will witness greater adoption in the India Telecom sector with increasing investment in 5G. Indian telecom ARPU is on an accelerated path, with 3X growth expected between 2018-2025. India expected to have 500 Mn+ 5G users by 2027. 5G can contribute up-to 2% of India's GDP by 2030, a~$180 bn impact 5G opportunity is expected to be spread across consumers and enterprises in different verticals, involving both public and private 5G networks.

  In 2018, Uttarakhand Chief Minister inaugurated the country's first Hyper Converged Infrastructure State Data Centre in Dehradun. It is a 3-tier State Data Centre, developed by the Information Technology Development Agency (ITDA) of the Uttarakhand government. It is the first data centre in the country with cent percent software-based Hyper Converged Infrastructure (HCI) technology. It has 105-terabyte form, which can be expanded up to 12 petabyte.

Some of the Market Drivers, Restraints, Opportunities & Challenges

Drivers	**Opportunities**
• Reliability: In-house developed HCI might not hit the same reliability, as systems will not be pre-tested. But, because hyper-converged is based around nodes and clusters, IT teams can design inherently more resilient systems, however they source their hardware. • Unified management, and Automation Unified management promises to reduce the number of	• BFSI: Financial institutions are focusing on rapidly modernizing and scaling up infrastructure to address rising demand, as part of their key strategy to drive operational efficiency and customer engagement. These institutions are leveraging advanced IT solutions

tools needed to run IT infrastructure, and cuts training requirements. Automation, along with unified management, makes HCI easier to scale.	to modernize and scale up their IT infrastructure to meet the rising demand.
Restraints • Greater power requirement: HCI architectures include a lot of workloads in a limited space, which can often mean they draw more power than data centres have been designed for.	**Challenges** • Compatibility issues • Hardware interconnectivity: Many HCI services are built around the idea that everything comes as a package from the same manufacturer, and if one is not careful, this can lead to issues such as vendor lock-in to guarantee performance.

Note: For more details, please refer to "Section 6.3" of the Industry Report

Key Players in the India Private Cloud and HCI Market

Company Name	Revenue and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
VMware (Public)	• USD 67.0 Million (2021-22) • ~5,001 to 10,000 Employees	VMWare's hyperconverged infrastructure stack is completely extensible to public cloud, for a true hybrid cloud implementation that supports customers modern application needs. Key Products/Services - VMWare HCI Key Partnerships/ Mergers/ Acquisitions - Acquisitions such as Carbon Black and Pivotal Software (2020) to strengthen HCI portfolio; Vmware is expected to carry out many M&A activies to support its multi-cloud portfolio (2022 onwards)
Nutanix (Public)	• USD 15.1 Million (2021-22) • ~1000 Employees	Nutanix Hyperconverged Infrastructure (HCI) provides the benefits of a cloud model but within the user's own data centre or computer room. Key benefits of Nutanix HCI are turnkey infrastructure, powerful platform, fast deployment, superior performance and resilience, software driven, and flexibility. Key Products/Services – Nutanix Cloud Infrastructure (NCI), Hybrid Multicloud Infrastructure Key Partnerships/ Mergers/ Acquisitions - In February 2022, the company has built an enterprise-ready, unified cloud platform with its market leading HCI (hyperconverged infrastructure) solution as the foundation.
RedHat (Acquired by IBM) (Private)	• USD 63.5 Million (2021) • ~19,000 Employees	Red Hat is one of many vendors that offers hyper-converged infrastructure, but the company takes a slightly different approach than most. It is based on leading open-source technologies such as Linux, OpenStack and Ansible. In addition, RHHI is a software-only product, not a fully equipped appliance. Red Hat offers two distinct HCI products: Red Hat Hyperconverged Infrastructure for Virtualization and Red Hat Hyperconverged Infrastructure for Cloud. Key Products/Services – Redhat Virtualization, Red Hat Gloster Storage, Redhat Ansible Key Partnerships/ Mergers/ Acquisitions - IBM and Bharti Airtel, communications solutions provider in India with more than 358 million subscribers, announced their intent to work together to deploy Airtel's edge computing platform in India
Suse (Private)	• USD 1.5 Mn (2021-22)	Key Products/Services – Cloud-Native Hyperconverged Infrastructure, Harvester Key Partnerships/ Mergers/ Acquisitions - SUSE partnered with Infosys that will help businesses accelerate their digital transformation journey.

Company Name	Revenue and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
	• ~10-15 Employees	
Netweb Technologies (Private)	• USD 30.3 Mn (2021-2022) • ~250 Employees	Netweb's HCI cloud offering gives its clients the quickest route to a private or hybrid cloud (For this offering, the company is also focusing on the core cloud and edge cloud.) This help customers scale the cloud easily and have the flexibility to add compute-only GPU nodes dynamically. HCI Cloud provided by Netweb is very simple to manage in contrast to a more complicated, conventional installation. With Netweb's HCI solution - The complexity of maintaining, administering, and moving complicated workloads onto the cloud can be reduced. Key Products/Services – HCI cloud (Skylus), KUBYTS Platform, Skylus Cloud for HCI Key Partnerships/ Mergers/ Acquisitions - Netweb's Tyrone provides High Performance Servers, File Servers, Clusters, Network Attached Storage Servers (NAS), HPC's & Firewall.

Source: Annual Reports, ROC, Secondary Sources, Frost & Sullivan Analysis;
Note: Revenues are consolidated ones at company level; USD = 78.74 INR (average exchange rate for Year 2022);
For more details, please refer to "Table 16" of the Industry Report
Financial Calendar: Vmware: February – January; Nutanix: August - July; Redhat: January – December; Suse: April – March; Netweb: April – March

(C) AI Systems and Enterprise Workstations (AI &EW) Market

Scope & Definition

An artificial intelligence (AI) workstation is a computer system that is specifically designed for AI-related tasks, such as machine learning, deep learning, natural language processing, and computer vision. AI workstations typically feature powerful processors, large amounts of memory, and high-performance graphics processing units (GPUs) to enable faster and more accurate training of machine learning models. They also often have specialized hardware such as Tensor Processing Units (TPUs) or Field-Programmable Gate Arrays (FPGAs) that can accelerate specific AI workloads. In addition to hardware, AI workstations may also come with pre-installed software, libraries, and frameworks optimized for AI development. NVIDIA DGX Station is an example of AI workstation. Overall, an AI workstation provides a powerful and dedicated platform for data scientists, researchers, and developers to design, test, and deploy advanced AI applications.

Global AI Systems & Enterprise Workstations (AI & EW) Market

Overview
The global AI Systems & Enterprise Workstations (AI & EW) market was estimated to be USD 6.0 Bn in FY 2022. The market is forecasted to reach USD 6.3 Bn in FY 2023 and is expected to reach USD 8.2 Bn by FY 2029 with a CAGR of 4.5% over the forecast period (FY 2023-2029).

GPU demand is driven by a range of reasons, including an increase in gaming demand and the cryptocurrency mining market. Despites the issues in the cryptocurrency mining market, GPU demand remains strong. According to analysts, growth in the GPU market can increase anywhere from 25%-35% over the next 5–6-year period. Therefore, the growing demand of GPUs in high-end gaming consoles and personal computers is expected to drive the AI systems and enterprise workstation market.

Other key drivers of the AI systems and enterprise workstation market are rising investments in the video game industry, the development of technologies like AI, the move toward actual analysis, and the increased need for high-end graphics and computing applications. Due to the sharp increase in 3D animation, networking and graphics, and digital content creation; the global market for AI workstations is expanding at a very rapid rate.

Blockchain and artificial intelligence is transforming industries across globe. Blockchain is a solution to provide insights into AI's framework and model to meet the challenge of transparency and data integrity may be through the immutable digital records. By storing and disseminating AI with an integrated audit trail, blockchain

technology can improve data security and integrity. The Global Blockchain market is estimated to be USD ~11 Bn in 2022. The market is forecasted to reach USD ~71 Bn by 2025 at a CAGR of ~86%.

Major players operating in the global AI & EW infrastructure market are NVDIA, AMD, HPE, Dell, and Lenovo.

By Application

Over the years, AI Systems & Enterprise Workstations have witnessed adoption in the Defense & Intelligence, Media & entertainment, and IT & telecommunications sectors as these sectors deals with a huge amount of data. The market for AI Systems & Enterprise Workstations in the telecommunication sector was USD 3.7 Bn in FY 2022 and is expected to reach USD 4.9 Bn by FY 2029 at a CAGR of 3.9% over the forecast period (FY2023-29).

- IT & Telecommunications –. The telecommunication industry is now a center of technological advancements. It has been a decade now since AI has taken over telco, successfully replacing the traditional and complicated ways with new algorithms. As a result, the development of analysing and processing colossal amounts of data collected from multiple consumer bases through computer vision techniques is much faster and more efficient. For all the right reasons, AI is becoming integral to the future digital marketplace. The impact of AI on the telecom industry enabled enterprises to deliver enhanced customer experience and boost business value. The increasing usage of AI in the telecommunication industry is expected to drive the requirement for AI based workstations.

- Others - Media & entertainment as well as tourism & leisure are included in the others sector. The increased use of electronic devices by consumers has led to new demands for customer service and communication platforms. The advent of cloud-based voice, messaging, video, speech analytics with AI, and Chatbot/Voice Bot solutions in the tourism and hospitality sectors gives an intelligent way for customers to communicate across various channels, which contributes to growing customer base. These factors will help drive AI & EW market during the forecast period (FY2023-2029).

By Geography/Region

Global AI Systems & Enterprise Workstations (AI & EW) market by geography is segmented into North America, Europe, Asia Pacific (APAC), South America, and Middle East and Africa (MEA). North America region held the largest share in FY 2022, followed by APAC, and is expected to reach USD 2.9 Bn by FY 2029 with a CAGR of 3.9% over the forecast period (FY2023-2029).

Due to significant investments in gaming, data centres, cloud computing, autonomous vehicles, and AI and VR technologies, Europe is one of the market's fastest expanding regions. The region is growing as a prominent investor in the AI & EW market due to strong demand in digital content creation workstation, economic/finance workstation, engineering workstation, scientific workstation, software engineering AI workstation and various another commercial purposes. Expansion in these segments will directly influence the global market for AI & EW market over the forthcoming years.

Some of the Market Drivers, Restraints, Opportunities & Challenges

Drivers • Increasing usage of AI workstations by Data scientists, Mobile data scientist, and AI developers	**Opportunities** • Growing applications of AR, VR, Blockchain and AI
Restraints • Limited capabilities of available AI & EW to perform crucial operations	**Challenges** • High initial investments

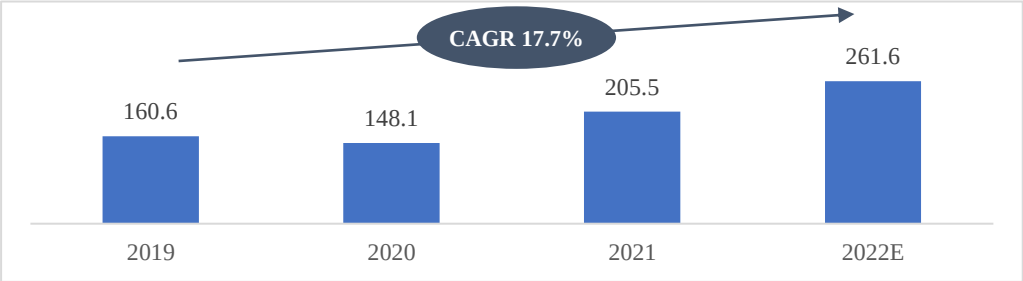
Note: For more details, please refer to "Section 7.4" of the Industry Report

India AI Systems & Enterprise Workstations (AI & EW) Market

Overview

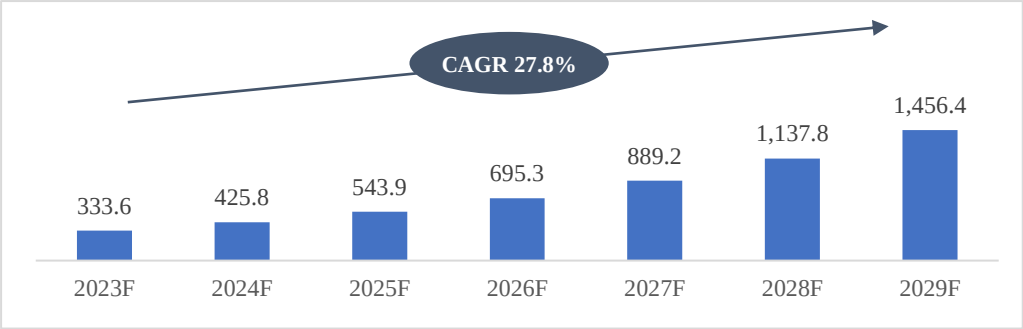
The India AI Systems & Enterprise Workstations (AI & EW) market was USD 261.6 Mn in FY 2022. The market is forecasted to reach USD 333.6 Mn in FY 2023 and is expected to reach USD 1,456.4 Mn by FY 2029 with a CAGR of 27.8% over the forecast period (FY 2023-2029).

India AI Systems & Enterprise Workstations (AI & EW) Market (USD Mn) - FY 2019-2022E (Historical and Estimated years)



Source: Frost & Sullivan Analysis

India AI Systems & Enterprise Workstations (AI & EW) Market (USD Mn) - FY 2023F-2029F (Forecasted years)



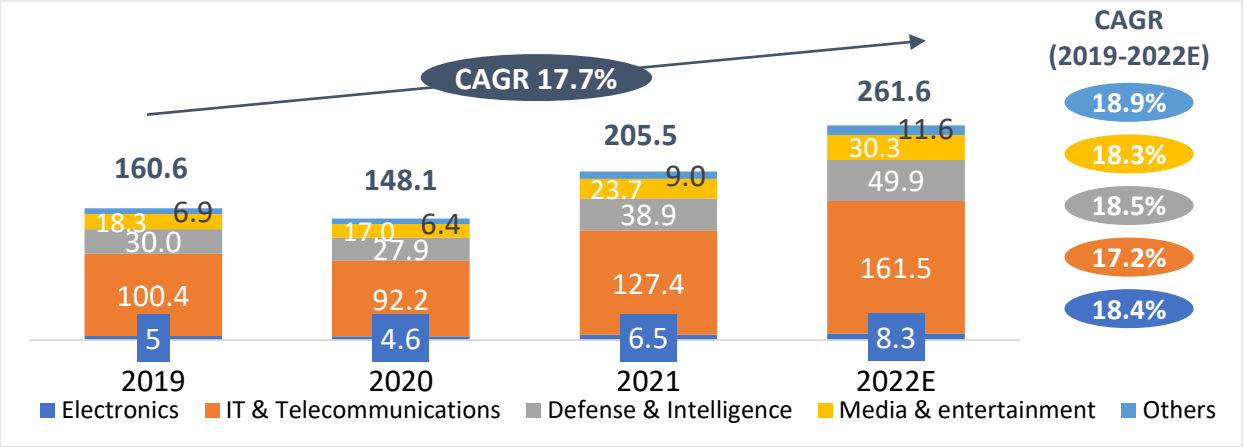
Source: Frost & Sullivan Analysis

India's AI and EW industry is expanding because of increased demand from a variety of end users. India is also experiencing growth in the said market due to major manufacturers' investments and product launches in India. Government of India in the budget for Fiscal 2024 has announced that "for realizing the vision of "Make AI in India and Make AI work for India", three centres of excellence for Artificial Intelligence will be set-up in top educational institutions. Leading industry players will partner in conducting interdisciplinary research, develop cutting-edge applications and scalable problem solutions in the areas of agriculture, health, and sustainable cities. This will galvanize an effective AI ecosystem and nurture quality human resources in the field." (Budget Speech, Minister of Finance, February 1, 2023.)

By Application

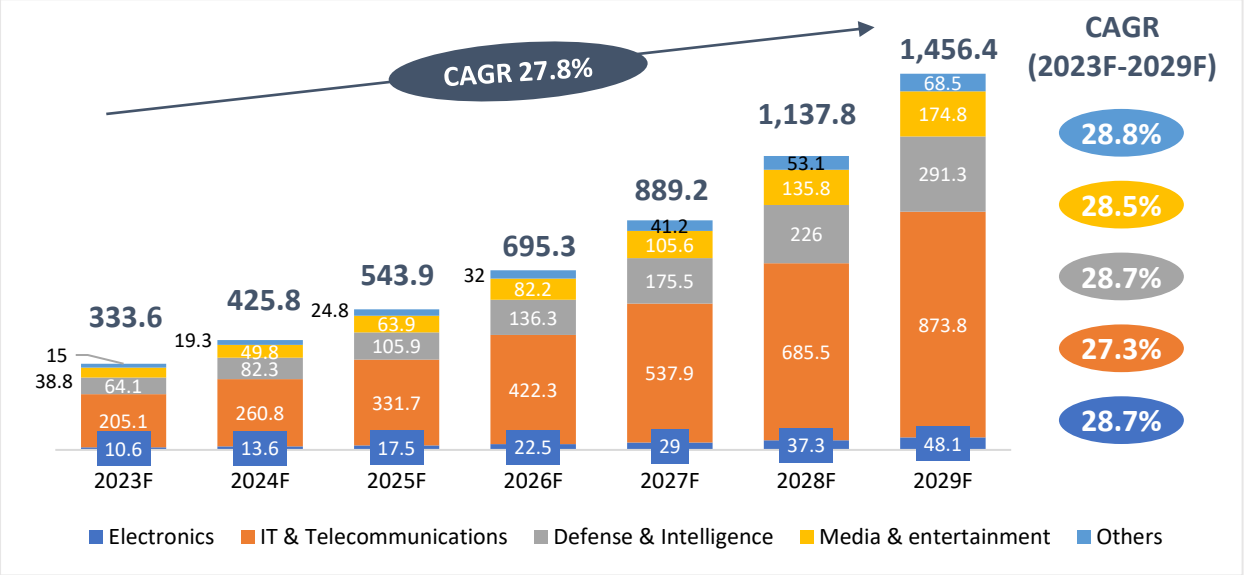
India AI Systems & Enterprise Workstations (AI & EW) market by application is segmented into electronics, IT & Telecommunications, Defense & Intelligence, Media & Entertainment and Others. Adoption of AI Systems & Enterprise Workstations (AI & EW) in the Defense & Intelligence sector is expected to grow with the CAGR of 28.7% during the forecast period (FY 2023 –2029).

India AI Systems & Enterprise Workstations (AI & EW) Market by Application (USD Mn) - FY 2019-2022E (Historical and Estimated years)



Source: Frost & Sullivan Analysis

India AI Systems & Enterprise Workstations (AI & EW) Market by Application (USD Mn) - FY 2023F-2029F (Forecasted years)



Source: Frost & Sullivan Analysis

- Defense & Intelligence- Defense and government activities are supported by AI & EW systems for enhanced decision-making and productive work performance in India. Additionally, it aids in enhancing government payment schemes that make precise, practical, and safe payments for child support, pensions, and unemployment insurance. The GPU that is an integral part of the AI & EW is utilised in government supercomputers and hyper converged infrastructure applications to boost mobility, increase security, and cut maintenance costs. Additionally, it fortifies the Cybersecurity position against an increasing number of online attacks. In the government IT sector, AI & EW solutions are utilised to provide seamless, secure, and dependable services, reduce costs, and boost operational effectiveness. The GPU-intensive AI is expected to be a key component of numerous military deployments. Typically, geospatial visualisation, video filters, and Geo-fuses FMV analytics with intelligence data, real-time full motion video, and WAMI augmentation and analytics, require the usage of defence and intelligence software. As a result, the segment's rise, which in turn propels the growth of the AI & EW market in the years to come, is being fuelled by the widespread deployment of AI & EW in government organisations.

- Others – The Indian BFSI sector is dominating the global market in terms of technology adoption. In the financial services sector, next-generation GPU computing is creating new possibilities for intelligent, real-time analytics. The BFSI industry's usage of AI & EW for analytics and machine learning on massive,

streaming datasets aids in the financial sector's ability to make more effective judgements. A growing number of applications in the banking and financial sector use AI and ML to improve client experience, portfolio management, risk management, automation, and process efficiency. As a result, it generates a lot of data that needs to be processed and examined with the use of AI & EW. Thus, growth prospects in the Indian BFSI industry are anticipated to drive the demand for AI & EW over the coming years.

Some of the Market Drivers, Opportunities & Challenges

Drivers	
• AI driven workstations conveniently available as fully integrated AI hardware and software solution	
Opportunities	**Challenges**
• Availability of Open-Source Solutions and Growing Applications Areas	• Inability of integrated GPU to facilitate intensive graphic designing software

Note: For more details, please refer to "Section 8.3" of the Industry Report

Key Players in the India AI Systems and Enterprise Workstations (AI &EW) Market

Company Name	Revenue and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
NVIDIA (Public)	• USD 38.8 Million • ~1000 Employees	NVIDIA manufacturers primarily 2 types of workstations – desktop workstation and virtual workstation. NVIDIA desktop workstations provide unparalleled desktop experience with the world's most powerful GPUs for visualization, featuring large memory, advanced enterprise features, optimized drivers, and certification for over 100 professional applications. NVIDIA virtual workstations supports NVIDIA RTX technology, bringing advanced features like ray tracing, AI-denoising, and Deep Learning Super Sampling (DLSS) to a virtual environment. Key Products/Services – NVIDIA RTX Desktop Workstations, NVIDIA RTX in Professional Laptops, DGX Station, NVIDIA RTX Data Science Workstation Key Partnerships/ Mergers/ Acquisitions - IITH collaborated with Nvidia to kickstart AI tech center (2020), Expanded relationships with partners like Infosys, Tech Mahindra, Wipro, TCS, HCL, Persistent Systems and LTI to strengthen secure Hybrid Cloud ecosystem (2021), Nvidia partners with Deutsche Bank to encourage AI scope in Finance (2022)
Netweb Technologies (Private)	• USD 30.3 Mn (2021-2022) • ~250 Employees	Netweb is one of the first India OEMs to enter workstations market in India. Netweb provides new generation workstations that are optimized for applications requiring powerful graphics capabilities including rendering image processing, scientific and engineering tasks. Supporting scalable processors and multiple GPUs, these workstations provide high performance and response while its memory modules expand the memory footprint per processor, boosting productivity for users across industries such as manufacturing, media and entertainment, and energy. Netweb's workstations have efficient and rugged designs with a wide range of more than 50 models and wide application support across AI, CFD, MD, CAD/CAM along-with unique containerized application repository. Powered with rich multimedia features, these systems extend the use case to digital entertainment. Key Products/Services – Tyrone Janus workstation Solutions Key Partnerships/ Mergers/ Acquisitions - NetWeb Technologies has partnered with NVIDIA for AI & enterprise workstations

Source: Annual Reports, ROC, Secondary Sources, Frost & Sullivan Analysis;
Note: Revenues are consolidated ones at company level; USD = 78.74 INR (average exchange rate for Year 2022);
For more details, please refer to "Table 18" of the Industry Report

Financial Calendar: Nvidia: February - January; Netweb: April - March

(D) Data Centre Server Market

Scope & Definition

Data centers usually store, process, and manage data. They're more cost-effective than deploying and maintaining application software on individual client systems. Data centre servers are solutions that are designed to reduce the complexity of managing critical and heavy workloads. These servers can deploy & integrate different cloud services.

These servers are advanced Al powered that allow intelligent and efficient data processing and storage. They are most critical systems as they are essential for the continuity of daily tasks such as storage, continuity and processing.

Businesses either operate on their own servers or rent them out from data centers, enabling them to store online files -- like those that make up a website -- and make them globally accessible. On the lower end, a small, in-house data center could have somewhere near 1000 servers. Most data centers are quite large, however, and a more typical number is close to 100,000 servers.

Global Data Centre Server Market

Overview

The global data centre server market was USD 103.5 Bn in FY 2022. The market is forecasted to be USD 113.6 Bn in FY 2023 and is expected to reach USD 198.3 Bn by FY 2029 with a CAGR of 9.7% over the forecast period (FY 2023-2029).

A server in a data center is essentially one of its most important components, as it is a specialized computer that handles computational workloads for the data center as one unit of many. Not only this, but the servers also communicate together to handle the demands of applications and storage via high-speed networking connections. These are two of the most important reasons why the adoption of data centre servers has grown over the years.

Major players operating in the global data centre server market are HPE, Dell Inc., Lenovo, IBM, Cisco, Inspur, Huawei Technologies.

By Application

Over the years, data centre servers have witnessed adoption in the Government & Defence, BFSI, IT & ITES, Telecommunications, Media, and Oil & Gas sectors as these sectors deals with a huge amount of data. Usage of data centre servers for various transactions in the Government and Defense sector has only increased over the years and it has had the largest share in FY 2022, by application, and is expected to reach USD 55.5 Bn by FY 2029 with a CAGR of 9.0% over the forecast period (FY2023-2029).

- Government & Defence – IoT and 5G-based initiatives are being supported by governments all over the world, which will accelerate the use of advanced IT infrastructures. Advanced servers will be crucial for the adoption of compute-intensive technologies like IoT, 5G, and deep learning. The development of powerful servers that can handle massive amounts of data is anticipated to be given top priority by data centre operators, which will increase the demand for data centre servers over the forecast period (FY2023-2029).
- BFSI - In the financial sector, data centres ensure that businesses have the control to meet all market and regulatory requirements necessary for the firm to operate efficiently. The ability for users to access, distribute, and analyse their data more rapidly and effectively is increased by deploying to these high-performance IT environments.
- IT & ITES – IoT and 5G technologies, which will enhance the demand for data centre servers throughout the projected period. Through 2024, businesses from all industry sectors expect to invest an average of US$2 million in IoT (as per research conducted by Inmarsat, global mobile satellite communications provider). IoT has the potential to generate $19 trillion in global economic value by 2024, according to estimates from Cisco Consulting Services. This value could be generated through new innovations, revenue streams, improved customer experiences, better asset utilisation, increased employee productivity, and effective supply chain and logistics operations. As a result, the market for data centre servers is anticipated to be driven by investments in IoT.

- Telecommunications – The market size for data centre servers in the IT & Telecom sector is expected to reach USD 29 billion by 2029, driven by the increasing global adoption of the internet and smartphones. The increased use of social media platforms and optimized video content is growing data traffic, prompting businesses to incorporate committed and dependable data centre technologies to prevent data loss and maintain business continuity.

By Geography/Region

Global data centre server market by geography is segmented into North America, Europe, Asia Pacific (APAC), South America, and Middle East and Africa (MEA). North America region held the largest share in FY 2022, followed by APAC, and is expected to reach USD 73.4 Bn by FY 2029 with a CAGR of 9.2% over the forecast period (FY 2023-2029). APAC emerged as the second largest region with a share of 37% in FY 2022 and a market size of USD 38.5 Bn in FY 2022. APAC region is expected to reach USD 79.4 Bn by FY 2029 with a highest CAGR of 10.9% over the forecast period (FY 2023-2029).

The demand for robust data security and storage systems is expected to drive significant growth in the North American data centre server market through 2029. Utilizing cutting-edge technologies like IoT and AI, large-scale enterprises generate a lot of data flow across many networks. By 2023, there will be approximately 5 billion networked devices and connections in North America, up from the 3 billion connections made in 2018, according to the Cisco Annual Internet Report.

Large-scale businesses are developing cutting-edge technologies for data centre servers to transform them into intelligent machines, including Cisco Systems Inc., Dell Technologies Inc., IBM Corp., ATOS SE, and NEC Corp. To construct data centre infrastructure that is effective, reliable, and high-performing when it comes to handling enormous amounts of data, they are working with other businesses to obtain their know-how.

Some of the Market Drivers, Restraints, Opportunities & Challenges

Drivers • Increased installation of hyperscale data centers • Large-scale commercialization of 5G networks	**Opportunities** • OTT services fuel the demand for micro data center servers • Demand of data centre servers in the BFSI sector
Restraints • Cybersecurity threats	**Challenges** • Power outages, natural element interference, outdated firmware, configuration settings, etc

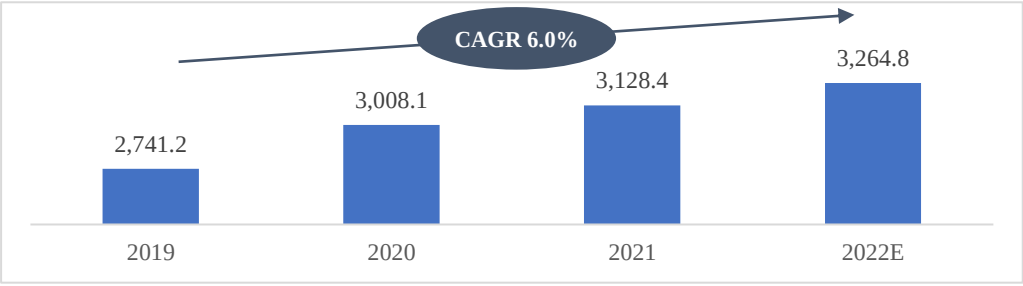
Note: For more details, please refer to "Section 9.4" of the Industry Report

India Data Centre Server Market

Overview

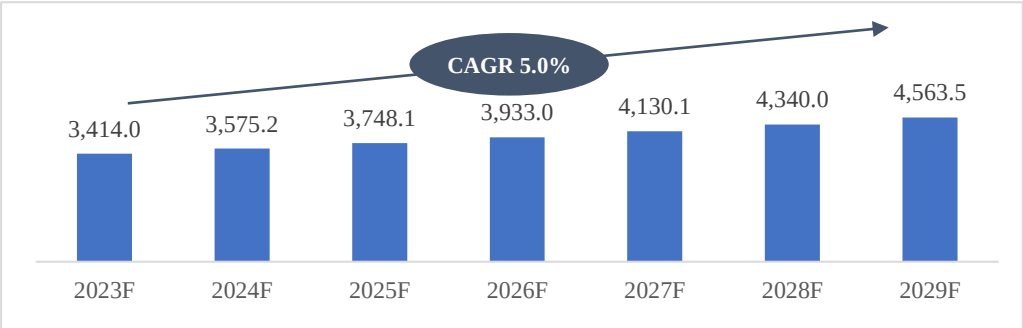
The India data centre servers' market was USD 3,264.8 Mn in FY 2022. The market is forecasted to be USD 3,414.0 Mn in FY 2023 and is expected to reach USD 4,563.5 Mn by FY 2029 with a CAGR of 5.0% over the forecast period (FY 2023-2029).

India Data Centre Server Market (USD Mn) - FY 2019-2022E (Historical and Estimated years)



Source: Frost & Sullivan Analysis

India Data Centre Server Market (USD Mn) - FY 2023F-2029F (Forecasted years)



Source: Frost & Sullivan Analysis

India is reaching a turning point in its transition to a fully digital economy. Indian data centres would experience an increase in capacity with investments of up to Rs 1.20 lakh crore, according to an article from the Economic Times 2022 and a whitepaper from ICRA. The capacity of the Indian data centre industry is anticipated to grow by a factor of five as 3,900–4,100 MW of capacity are added overall. Large hyper-scalers like Amazon Web Services, Google, Microsoft, Facebook, IBM, Uber, and Dropbox are leading the growth of the Indian data centres (DC) market by outsourcing their storage requirements to independent DC providers.

Since the epidemic, India has seen a significant increase in the use of smart gadgets, IoT, and digital commerce. Because the country's youth are tech aware, it is projected that their use of digital devices will increase, producing a vast volume of data that would eventually necessitate the use of data centres and data centre servers. To secure the data of its customers, the Indian government has also suggested classifying the sector of data centres with key infrastructure, such as highways, trains, and power. Additionally, it is offering incentives for the construction of data centres, which is luring other enterprises to take advantage.

How Indian Data Centre Server Market has transformed over the years?

From being behind in the race for digital adoption, India currently has 161 data centres spread across 26 locations (as per datacentermap.com).

Strong data centres are required as India's digital population increases. India is dedicated to becoming a hub for global data centres and a digital economy. It is advancing technologically, and in recent years, a significant movement from traditional forms to the digital platform has taken place. The transition is seen in everything from e-payment to digital universities, from roadways to Krishi platforms. In addition, the government is concentrating on developing a digital talent ecosystem in accordance with market demands.

Considering the areas of development addressed in the budget of 2022 , the Ministry of Electronics and Information Technology put forth a draft data centre policy in 2020 with the goal of making India a global hub for data centres, encouraging investment in the field, fostering the expansion of the digital economy, enabling the provision of reliable hosting infrastructure, and facilitating the provision of cutting-edge services to the public.

Driven by several factors, including the data explosion brought on by the massive digitisation efforts spearheaded by the pandemic, internet penetration to the last mile, cloud adoption, the transformation of business processes using emerging technologies, such as AI/ML, IoT, Big Data and Analytics, 5G, etc., and evolving digital customer engagements, among others. The Data Protection Bill, which may soon become law, may lead to a significant onshoring of Indian citizen's data from offshore data centres to Indian data centres (as stored on the servers of social media platforms, gaming platforms, etc., where Indian users make up a significant percentage of users). This presents a significant opportunity for the Indian data centre industry and will ultimately drive India data centre server market during the forecast period (FY2023-2029).

Tier 2 and Tier 3 cities, for instance, are virtually untapped in terms of data centre investments in India, according to a whitepaper from Yotta Data Services Pvt. Ltd. However, they are now being recognised as important places for setting up Edge Data Center networks and Disaster Recovery sites. For instance, Yotta Infrastructure intends to spend Rs. 900 crores over the course of three to four years to build 100 Edge data centres throughout the nation. Tier 2 and Tier 3 cities, including Nagpur, Coimbatore, Ranchi, and Jaipur, are the focus of the first phase.

A. Investments:

A JLL study found that to achieve the six million square feet of development, the Indian data centre industry will need to invest USD 3.7 billion in total over the next three years. Indian firms are optimistic about data centres despite the significant capital required. The Adani group pledged INR 8,000 crore in April 2022 to the construction of a cutting-edge data centre at Rajarhat in West Bengal. The complex will be erected on a 51.8-acre plot of land over the course of three years. The plot's size is more than the data centre being built by Reliance as part of the Bengal Silicon Valley project.

With data centres slated for Chennai, Mumbai, Noida, Vizag, and Hyderabad, the Gautam Adani-led business has established a 50-50 joint venture with US-based EdgeConneX. The group has received approval for its 409-acre project close to Vizag. The corporation declared last November that it will invest USD 70 billion in renewable energy by 2030 and that it would use green energy to run its data centres. According to reports, renewable energy would also be used to power the Rajarhat complex.

B. Government support:

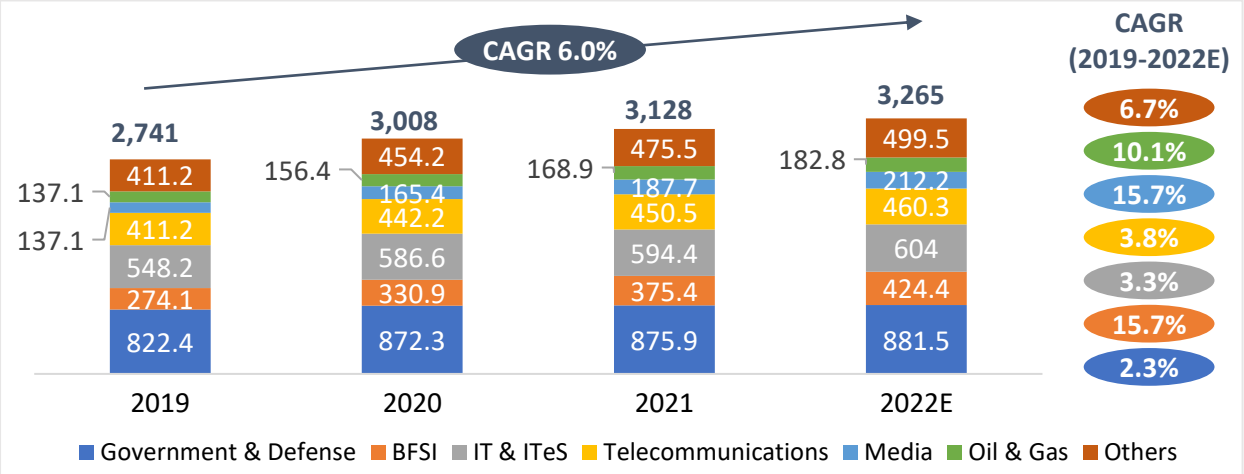
The Indian government is doubling down on digital initiatives to create conducive conditions for data centres. The big push towards data localisation would ensure 75% of the data remains within the country.

Sensing the prospects in the industry, the Ministry of Electronics and Information Technology, or MEITY, created a data centre policy in 2020 that accords data centres an equivalent level of "infrastructure status" to that of highways, railroads, and power. The new policy intends to streamline the data centre clearance procedure. Right now, opening a data centre in the nation requires up to 40 clearances. Cloud data centres would be designated as special economic zones, or SEZs, according to MEITY. Land, water, and power would be provided by the government to make doing business easier. States like Maharashtra, Telangana, Karnataka, and Uttar Pradesh also provide concessions on land costs for data centres, as well as exemptions from stamp and electricity duty.

By Application

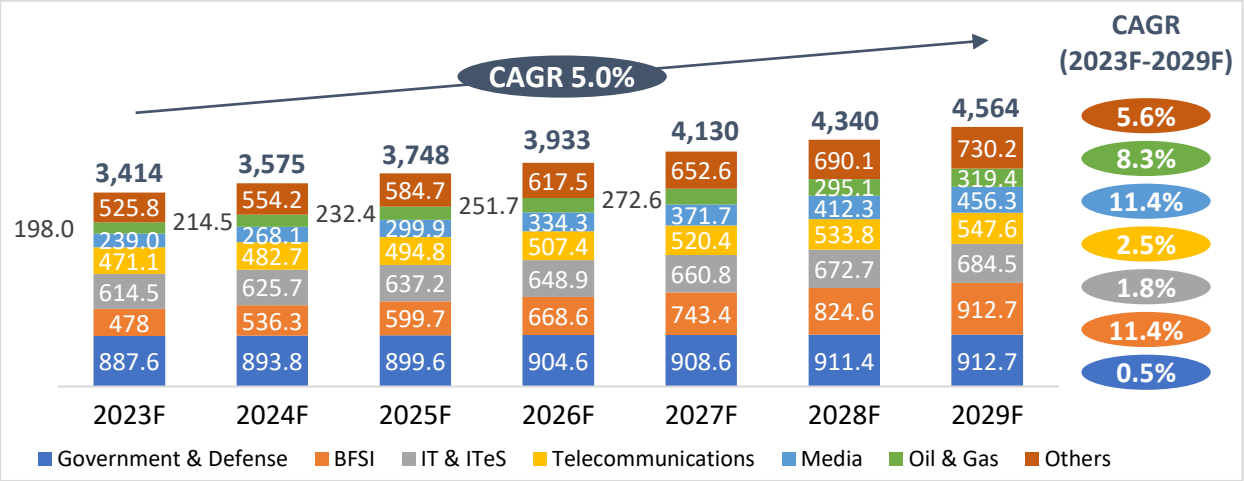
India Data Centre Server market by application is segmented into Government & Defence, BFSI, IT & ITES, Telecommunications, Media, Oil & Gas, and Others. Government and Defense application held the largest share in FY 2022 and is expected to reach USD 912.7 Mn by FY 2029. Maximum adoption of data center server will happen in the BFSI sector with a highest CAGR of 11.4% during the forecast period (FY 2023-2029).

India Data Centre Server Market by Application (USD Mn) - FY 2019-2022E (Historical and Estimated years)



Source: Frost & Sullivan Analysis

India Data Centre Server Market by Application (USD Mn) - FY 2023F-2029F (Forecasted years)



Source: Frost & Sullivan Analysis

- Government - The number of e-Governance Projects being launched by the Government has increased over the years, leading to the growth of data centres and servers in the country. Examples of e-governance projects include Digital India initiative, Aadhaar, filing and payment of taxes online, digital land management systems, Common Entrance Test etc. Some of the recent Government initiatives to promote e-Governance in India are - MyGov Initiative, National Scholarships Portal (NSP), Darpan Portal, DigiLocker, National Center of Geo-informatics, National e-Governance Plan.

  Data Centers are the backbone of a digital revolution. The Government of India's proposed Draft Data Center Policy aims to make India a 'Global Data Center Hub'. This will provide long-term funds for investments in the sector. State Governments have also been providing incentives to industry players for setting up data center parks. The synergy of technology, legislation, demand, and investments is expected to usher in an era of high growth for India's DC industry in coming years and government is going to play a vital role in this.

- BFSI - Indian BFSI institutions are enhancing their competitiveness by utilising the cloud. As an illustration, many financial institutions currently use cloud-based AI-based algorithms to better detect fraud and handle complex consumer enquiries. Large businesses, like banks, are increasingly utilising the services of cloud-based data centres. Banking institutions are also using the cloud for improving their infrastructure-related security (cloud-based firewalls, IPS systems, backup systems in the cloud etc.) and application security (cloud-based penetration testing, vulnerability scanning etc). Banks can choose from four alternative cloud adoption models, each with a different level of security risk: private cloud, community cloud, public cloud, or hybrid cloud. Indian institutions are currently experimenting with private clouds, prioritising security over cost and scalability. To retain sensitive data inside bank firewalls and to comply with laws, some major banks have already migrated their core services to the cloud and employed private or hybrid cloud models with leading providers like Amazon and Microsoft.

Some of the Market Drivers, Restraints, Opportunities & Challenges

Drivers • China plus one Strategy and Make in India Initiatives of GOI promoting growth • Government measures aimed at driving digital infrastructure growth (Classification of data centers as infrastructure assets)	**Opportunities** • Data Centres for Banks and Financial Institutions
Restraints • Power usage rules	**Challenges** • Lack of clarity around building codes

Note: For more details, please refer to "Section 10.3" of the Industry Report

Key Players in the India Data Centre Server Market

Company Name	Revenue and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
HPE (Public)	• USD 445.5 Million (ROC filing) (2020) • ~30,000 Employees	HPE provides a complete data centre infrastructure operative task across IT and facilities. They provide insights for servers, where admin can deploy hotfixes on ProLiant Gen 10 servers or later without manually downloading SPP or hotfix components. Further, they have improved their login experience over the years. Key Products/Services – HPE ProLiant servers, HPE Alletra 4000 servers, HPE Apollo 4000 servers Key Partnerships/Mergers/ Acquisitions - Sify Technologies partners with HPE to strengthen cloud computing services in India (2022)
IBM (Public)	• USD 287.46 Million (2021-22) • ~1,40,000 Employees	IBM provides IBM Cloud for data centre servers, that allow data centres in different regions to deploy their resources. Key Products/Services – Modular Data Center Micro 8-Series, DSS 8440 Machine Learning Server, DSS 7000 Storage Server Key Partnerships/Mergers/ Acquisitions – In April 2020, the company partnered with Tamil Nadu Newsprint and Paper Limited to upgrade its data centre with IBM POWER9 series of servers
Dell (Public)	• NA • ~25,000 Employees	Dell provides agile and efficient data centre server solutions. For instance, Twelfth-generation Dell PowerEdge servers are designed to optimize energy efficiency, streamline management, and enhance compute power for heightened application performance, with abundant memory capacity to support virtualization and increasingly complex workloads. Key Products/Services – Rack, tower, modular, rugged servers Key Partnerships/Mergers/ Acquisitions – In October 2022, Dell collaborated with PhonePay to launch green data centre in India
Lenovo (Public)	• USD 1,839.4 Million • ~1,001 to 5,000 Employees	Lenovo has one manufacturing center and head office located in Bangalore, India. Key Products/Services – IdeaCentre AIO 5i (Intel), IdeaCentre 3i Gen 7 (Intel), IdeaCentre AIO 3i (24, Intel), ThinkCentre Neo 50s (Intel) SFF, ThinkCentre M75t Gen 2, ThinkCentre Neo 50t Tower (Intel) Key Partnerships/Mergers/ Acquisitions – In 2018, company decided to invest in R&D on artificial intelligence to expand data centre business in India
Netweb Technologies (Private)	• USD 30.3 Mn (2021-2022) • ~250 Employees	Netweb has come up with path-breaking innovations in their data center server capabilities. The company is capable of manufacturing servers suitable for building private cloud solutions, High-Performance Computing Clusters, and modern data centres. Netweb has consistently focused on developing products that start with made-in-India servers. As a result of this, the company also bagged an award from the Ministry of Electronics & IT (MeitY) in contribution to the manufacturing of servers in India. Netweb delivered a state-of-the-art supercomputing facility at IIT Jammu which is a unique high-performance blend of HPC, Big Data, AI, and Cloud Infrastructure. Netweb is one of the few OEMs in India eligible to seek production linked incentives in terms of the Government of India's IT Hardware and Networking and Telecom PLI Schemes for the manufacture of servers. Key Products/Services – Data Center Server – Camarero series

Company Name	Revenue and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
		Key Partnerships/Mergers/ Acquisitions – Netweb's Partnership with technology providers like Intel, AMD, & Nvidia

Source: Annual Reports, ROC, Secondary Sources, Frost & Sullivan Analysis;
Note: Revenues are consolidated ones at company level; USD = 78.74 INR (average exchange rate for Year 2022);
For more details, please refer to "Table 20" of the Industry Report
Financial Calendar: HPE: November - October; Dell: February - January; IBM: January – December; Lenovo: April – March; Netweb: April - March

(E) Enterprise Storage Systems Market

Scope & Definition

The most popular and widely used technique of storing digital data is enterprise storage. It serves as a central store for corporate data and offers connectivity to other computer systems as a shared resource for data sharing, management, and security. It is intended to process significant workloads of important business data.

Enterprise storage is a centralized repository for business-critical information that provides data sharing, data management and data protection across multiple (and often dissimilar) computer systems.

Enterprise storage comprises of High-performance storages such as cloud storage & high-performance storage area network (SAN). They are a storage management system designed for moving large files and large amounts of data around a network. High performance storage is especially valuable for moving around large amounts of complex data or unstructured data like large video files across the network. Used with both direct-connected and network-attached storage, high performance storage supports data transfer rates greater than one gigabyte per second and is designed for enterprises handling large quantities of data - in the petabyte range.

Global Enterprise Storage System Market

Overview

The global Enterprise Storage Systems market was USD 63.0 Bn in FY 2022. The market is forecasted to be USD 65.0 Bn in FY 2023 and is expected to reach USD 78.8 Bn by FY 2029 with a CAGR of 3.3% over the forecast period (FY 2023-2029).

Instead of using a distributed enterprise storage system, enterprise storage systems use storage area networks (SANs), which offer multiple advantages. Storage area networks (SANs) have been increasingly popular in enterprise data centres in recent years and are demonstrating their efficiency in serving a variety of applications across a wide range of sectors. Performance, dependability, and versatility of SAN storage are highly praised. The majority of large businesses consider SAN to be a crucial asset since it offers improved performance and greater capacity due to quicker networks, more potent processors, and solid-state storage. Simplifying Storage Migration is one of the most notable advantages of SAN storage solutions.

Applications that require high performance and are business-critical typically use storage area networks, such as Oracle databases, Microsoft SQL Server databases, Large virtualization deployments using VMware, KVM, or Microsoft Hyper-V, Large virtual desktop infrastructures (VDIs), SAP or other large ERP or CRM environments, etc.

Major players in this space are Dell Technologies, HPE Incorporated, NetApp, Lenovo, Hitachi Data Systems Corporation.

By Application

Global Enterprise Storage Systems market by application is segmented into Government & Defence, BFSI, IT & ITES, Telecommunications, Media, Oil & Gas, and Others. Telecommunications application in the enterprise storage systems had the largest share in FY 2022, is forecasted to be USD 20.3 Bn in FY 2023 and is expected to reach USD 23.6 Bn by FY 2029 with a CAGR of 2.5% over the forecast period (FY 2023-2029)

- Telecommunication – Massive improvements to wireless and wired connectivity across mobile networking, Wi-Fi, and broadband are causing the global telecommunications industry to experience a time of fast transition. For telecommunications organisations, the advantages of digital transformation include better

customer experiences, data-driven insights, agile networks, and automation. The telecoms industry is changing because of digital technologies like conversational AI platforms and artificial intelligence. Network-attached storage (NAS) systems for data mobility, storage virtualization, backup, and recovery across the industry is the segment's growth driver. Digital media material, which includes user-generated audio files, photos, documents, videos, and other digital content, is expanding quickly in this sector. Since the data is significant to both the supplier and the customer, telecom firms have an increased need for dependable and secure data storage solutions.

By Geography/Region

Global Enterprise Storage Systems market by geography is segmented into North America, Europe, Asia Pacific (APAC), South America, and Middle East and Africa (MEA).

North America region holds the largest share in 2022 and is expected to reach USD 35.5 Bn by FY 2029 at a CAGR of 2.6%. The North America enterprise storage systems market, specifically NAS market presents significant opportunities due to rising number of colocation data centers in the region. The growth of the NAS market in the region is also attributed to the increasing unstructured data generated from mobile computing devices such as smartphones, PC's, and laptops.

APAC is expected to witness a growth CAGR of 4.7% during the forecast period (FY2023-2029). The expansion of micro, small, and medium-sized enterprises (MSME's) across the APAC area is what is fuelling its growth. Small and medium-sized enterprises (SME) made up 99.6% of all businesses in Asia in 2021, according to the Asian Development Bank (ADB) report, Asia Small and Medium Sized Enterprise Monitor 2021. The region's high concentration of MSMEs has increased the production of unstructured data volumes, necessitating the use of contemporary data storage solutions to keep secure backups across IT infrastructures. The usage of NAS enterprise storage systems/solutions in MSME's throughout APAC is anticipated to increase as a result in the upcoming years.

Some of the Market Drivers, Restraints, Opportunities & Challenges

Market Drivers • Increased Adoption of Enterprise Cloud Storage	**Opportunities** • Increasing Adoption of Disaggregated and Composable Storage
Restraints • Performance related issues associated with enterprise storage systems	**Challenges** • Lack of proper infrastructure to secure data

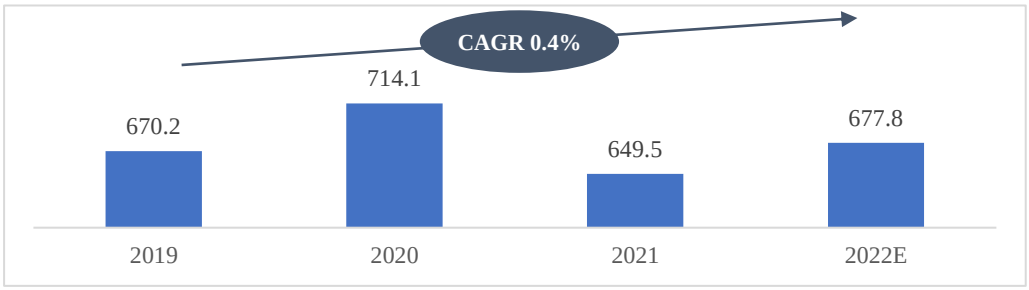
Note: For more details, please refer to "Section 11.4" of the Industry Report

India Enterprise Storage System Market

Overview

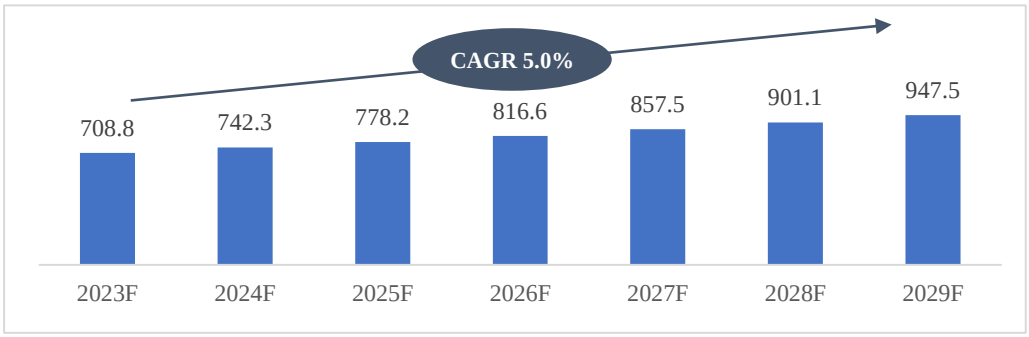
The India Enterprise Storage Systems market was valued at USD 677.8 Mn in FY 2022. The market is forecasted to be USD 708.8 Mn in FY 2023 and is expected to reach USD 947.5 Mn by FY 2029 with a CAGR of 5.0% over the forecast period (FY 2023-2029). The market witnessed a muted growth between FY 2019-22 due to the pandemic, but going forward it is expected to witness a CAGR of 5% over the forecast period owing to increased investment in the Indian data center market.

India Enterprise Storage Systems market (USD Mn) - FY 2019-2022E (Historical and Estimated years)



Source: Frost & Sullivan Analysis

India Enterprise Storage Systems market (USD Mn) - FY 2023F-2029F (Forecasted years)



Source: Frost & Sullivan Analysis

The market for corporate storage systems in India has grown as a result of investments in emerging technologies, modernization programmes, and capacity expansion of existing technologies. The government, professional services, and BSFI were the key verticals that fueled demand for storage goods and services.

How has India Enterprise Storage Systems market transformed over the years?

The way Indians produce and consume data has undergone tectonic changes recently. The stakes have greatly increased for the organisations that rely on IT infrastructure and ecosystem, whether it be because of the widely adopted Digital India project, the trend toward cashless payments, or the innovations being offered by the developing entrepreneurial ecosystem.

The demand to reimagine enterprise data centres and storage systems is also being fueled by several cutting-edge technologies of the present. The development of cloud technology has shown a potent method for producing, storing, and consuming data. Enterprise data centres and technologies have evolved dramatically over the past ten years as a result of these problems. Organizations have discovered creative strategies to transform in order to optimise costs and lessen the growing pains of this transition. Many businesses are increasingly utilising the public cloud and creating hybrid IT architectures. A increasing option for businesses who want to save capital expenses is to lease space in co-location facilities.

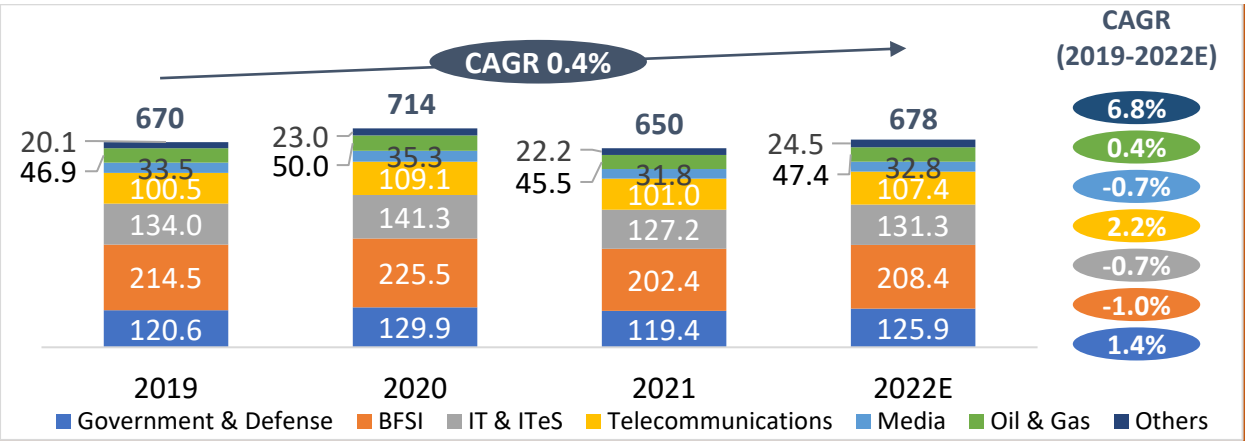
Furthermore, when it comes to redefining the enterprise data centre and systems, a CIO is presented with several alternatives. Data centres initially were developed to serve as hosts for IT infrastructure for online firms as e-commerce industry was growing. Data centres and storage systems are increasingly moving toward hyperscale, nevertheless, to accommodate a larger increase. By enabling an economy of scale and supplying capacity that is scalable, efficient, and resilient, this also enables them to offer a seamless service. Therefore, by moving their current infrastructure to the cloud, businesses can avoid network bandwidth and capacity constraints and subsequently provide a better experience to their consumers.

Over time, the nation's use of All-Flash Arrays (AFA) has increased. In order to manage all of their main workloads, Indian banking firms have experienced an increased acceptance of AFA. In 2021, rising investments from the banking, governmental, and manufacturing sectors led to an increase in entry-level storage systems; this trend is anticipated to continue for the course of the forecast period.

By Application

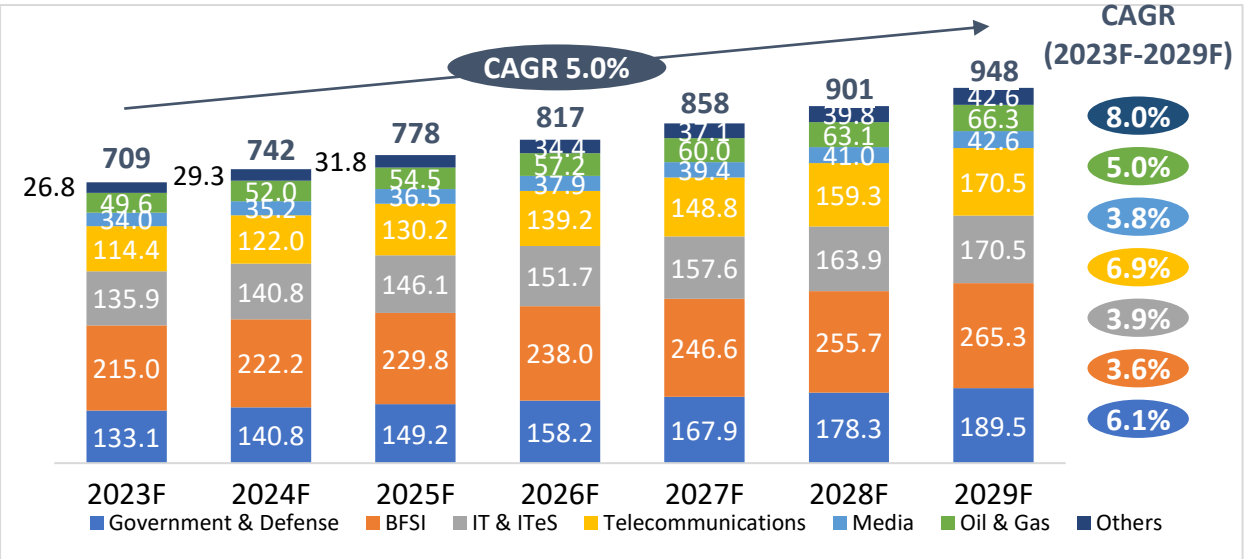
India Enterprise Storage Systems market by application is segmented into Government & Defence, BFSI, IT & ITES, Telecommunications, Media, Oil & Gas, and Others. BFSI application had the largest share in FY 2022 and is expected to reach USD 265.3 Mn by FY 2029 with a CAGR of 3.6% over the forecast period (FY 2023-2029).

India Enterprise Storage Systems market by Application (USD Mn) - FY 2019-2022E (Estimated and Historical years)



Source: Frost & Sullivan Analysis

India Enterprise Storage Systems market by Application (USD Mn) - FY 2023F-2029F (Forecasted years)



Source: Frost & Sullivan Analysis

Storage levels in 2022 were driven by significant expenditures made in the telecom sector, which was supported by banking, IT/ITeS, manufacturing, and government. The primary workloads/use cases for storage deployments in India that drove the market growth included technology upgrades, ERP upgrades, surveillance, digital transformation, and 5G rollouts.

The use of SSDs (Solid State Drives) over HDDs (Hard Disk Drives) has grown in popularity across industries due primarily to their superior performance, increased durability, and cost-effective power efficiency. Additionally, to support both capacity and performance in a single array, Hybrid Flash Arrays (HFA) are continuously increasing the ratio of SDD to HDD. For their performance-critical applications, the Telecom, Banking, and IT/ITeS industries all saw a considerable growth in the adoption of All Flash arrays.

Enterprise storage has emerged as the most popular and effective way to store digital data, particularly for small and medium-sized businesses. It uses industry-standard security techniques to secure data, making it safer than local storage. Additionally, it saves money and space, is available everywhere, enables speedy file sync and

sharing, and guards against data loss. Smaller companies that want on-site backups should choose Network-attached storage (NAS) (a form of corporate storage solution). Users of NAS devices can also implement access controls to manage employee file access, which is a crucial function for business security.

Some of the Market Drivers, Opportunities & Challenges

Drivers	
• Increasing investment in data centers mostly driven by businesses for construction of their own data centers	
Opportunities	**Challenges**
• Growth of Hyper converged infrastructure in India: Expansion of HCI will stimulate the market for business storage solutions in India. Enterprises no longer need to rely on various storage, compute, and networking systems, thanks to HCI, which enables all three to operate in a virtualized environment to maximise resource usage and decreased complexity of Data center management.	• Increasing data center consolidation activity

Note: For more details, please refer to "Section 12.3" of the Industry Report

Key Players in the India Enterprise Storage System Market

Company Name	Revenue and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
HPE (Public)	• USD 445.5 Million (ROC filing) (2020) • ~30,000 Employees	HPE is one of the top vendors in enterprise storage systems. They provide hybrid storage solutions such as HPE Alletra 5000. Additionally, they offer hybrid cloud data protection, edge-to-cloud disaster recovery, and optimized storage systems for customized needs. Key Products/Services – All-Flash and Hybrid Storage, Data Storage Servers, Storage Networking Key Partnerships/Mergers/ Acquisitions – In July 2019, HPE India claimed that they will spend $500m in India over the next five years to expand its operations in the country. This would further enhance their portfolio.
NetApp (Private)	• NA • ~1000-5000 Employees	NetApp is one of the market leaders offering NAS, SAN, and object environments to arrays built for dedicated, high-bandwidth applications like data analytics and disk-based backup solutions. They offer solutions in All-flash category that includes NetApp AFF A series, NetApp AFF-C Series, NetApp EF-Series, NetApp AFF All SAN Arrays series. They also offer hybrid flash that include NetApp FAS Series and NetApp E-Series. Key Products/Services – lNetApp AFF A-Series, NetApp EF-Series, NetApp AFF C190, NetApp AFF, All SAN Arrays Key Partnerships/Mergers/ Acquisitions – In December 2021, NetApp claimed that they would be furthering its focus on India by enabling its Indian entity to conduct business locally and directly with its vibrant customer base in India via its strong partner network. This would further strengthen their enterprise storage portfolio in India.
Dell (Public)	• NA • ~25,000 Employees	Dell caters its clients via primary storage, unstructured data storage and software-driven storage. Primary storage offer integration from edge to cloud while decreasing application outages and reducing storage requirements with advanced deduplication. While, unstructured data storage efficiently consolidates a wide range of file and object storage

Company Name	Revenue and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
		workloads at any scale while enhancing the performance of the most demanding workloads. Key Products/Services – HCI appliance combines all data center components—storage, compute, networking and management—within a single, pre-configured hardware box Key Partnerships/Mergers/ Acquisitions – In August 2022, Dell launched AppSync v4.5 software for Copy Data Management (CDM) that allows multiple copies of data to be issued to users and when it's needed without impacting business operations.
HITACHI Data Systems corporation (Private)	• NA • ~1,001-5,000 Employees	Hitachi Data Systems Corporation has its offices in New Delhi and Delhi NCR, India. Key Products/Services – Cloud Storage for Applications, Hybrid Cloud Infrastructure, Hybrid Cloud with VMware, Infrastructure as a Service Key Partnerships/Mergers/ Acquisitions – In August 2022, the company claimed that they were looking at acquisitions and partnerships in India to foray into newer areas such as technologies for battery storage and other emerging areas in the energy space.
Netweb Technologies (Private)	• USD 30.3 Mn (2021-2022) • ~250 Employees	Netweb provides next generation high performance enterprise storage solutions along-with flexible scalability, data protection and redundancy with great ease of integration and management. Netweb provides storage solutions that supports high performance computing, provides multiple configurations, and delivers best results (10 million IOPs, 450 GBps) that are cost effective. By unifying network-attached storage (NAS) and storage area network (SAN) into a single box, it provides the flexibility to use it as a NAS, SAN, or both thus ensuring best performance-per-dollar and per-square-feet while lowering the total cost of ownership and energy consumptions. These solutions also consolidate all storage requirements in a single all-in-one storage solution and bundle enterprise class features such as extremely high scalability and redundancy along with a very high performance. Key Products/Services – FS2, Verta, Storage Array, Collectivo, Parallel Stor Key Partnerships/Mergers/ Acquisitions – NA

Source: Annual Reports, ROC, Secondary Sources, Frost & Sullivan Analysis;
Note: Revenues are consolidated ones at company level; USD = 78.74 INR (average exchange rate for Year 2022; For more details, please refer to "Table 23" of the Industry Report)
Financial Calendar: HPE: November - October; Dell: February - January; Hitachi: April – March; Netweb: April - March

(F) Cloud Managed Services Market

Scope & Definition

Cloud Managed Services are the partial or complete management and control of a client's cloud platform, including migration, maintenance, and optimization. Cloud deployment includes deploying an application through one or more hosting models.

Software as a service (SaaS), platform as a service (PaaS) and/or infrastructure as a service (laaS) leverage the cloud. Cloud migration is a process of moving a company's digital assets, services, databases, IT resources, and applications either partially, or wholly, into the cloud. Cloud migration is also about moving from one cloud to another. The optimization of cloud includes correctly selecting and assigning resources to a workload or application. By using a managed cloud service provider, a business can ensure its cloud resources run efficiently. Outsourcing cloud management also allows businesses to avoid new hiring and training costs. Managed cloud

services can provide private, public and hybrid cloud environments. Working with a managed cloud services provider is a collaborative process.

Global Cloud Managed Services Market

Overview

The global Cloud Managed Services market was USD 79.7 Bn in FY 2022. The market is forecasted to be USD 90.0 Bn in FY 2023 and is expected to reach USD 189.5 Bn by FY 2029. The market is expected to grow at a CAGR of 13.2% over the period (FY 2023-2029).

The global market for cloud-managed services is expanding due to the increase in demand for cloud applications. The market for cloud managed services is also anticipated to develop as a result of decreasing cloud service costs and hyper-scaling capabilities. However, worries over data security and privacy could impede business expansion. On the other hand, throughout the projected period, the rising demand for cloud computing and cloud services in SMEs is anticipated to present lucrative prospects for the growth of the cloud managed services market.

Rise in demand for cloud managed in business continuity; Increase in need for business agility and automation; and Faster and easier deployment of applications with pay-as-you-go model are likely to drive the global Cloud Managed Services market over the forecast period.

Major players in the global cloud managed services market are Google LLC, Amazon Web Services, Microsoft Corporation, NTT Data Corporation, IBM, VMware, and CISCO Systems.

By Application

Global Cloud Managed Services market by application is segmented into Government & Defence, BFSI, IT & ITES, Telecommunications, Media, Oil & Gas, and Others. Cloud Managed Services application in the BFSI sector held one of the largest share in FY 2022 and is expected to reach a value of USD 43.6 Bn by FY 2029. Adoption of cloud services in the IT & ITeS sector is expected to grow with the CAGR of 14.1% during the forecast period (FY2023-2029)

- BFSI - The BFSI sector's adoption of cloud managed is being driven by a rise in the demand for security and risk management. Data storage architecture also needs security against attacks from hackers and cybercriminals. By using cloud services with security and risk management tools, banks and other financial organisations can avoid cyberattacks and be protected from online risks. As per estimates, the worldwide spending on cloud services will increase to around ~30 billion by 2024.
- IT & ITeS- To administer and provide services, the IT sector primarily relies on a sizable computing infrastructure running a variety of applications. To lessen their reliance on internal computing resources, IT & ITeS service providers are moving to the cloud. By lowering internal costs, revenue streams can be expanded. Moreover, the cloud is offering communication services in the form of cloud-based applications that let users set up conference calls, enable video conferencing, and more. Examples of these products are Microsoft Teams and Zoom.
- Telecommunications - To lessen their reliance on internal computing resources, IT and telecom service providers are moving to the cloud. 5G is the major driver of the cloud managed services market around the world. According to Verizon, it is expected that the worldwide capital spending on 5G services will amount to US$ 10 Bn by 2025.
- Media –The customer demand in in the digitally oriented media and entertainment sector is erratic, with peaks and valleys in viewership that must be handled immediately. The media and entertainment industry needs the level of flexibility and scalability that cloud computing's on-demand features provide to efficiently meet this erratic viewership demand. For instance, Disney+ using technology to offer bundled packs with ESPN (in the US) to consumers. It had 44.9 million subscribers in 2020 and it had increased to 54.9 million subscribers in 2021.

By Geography/Region

Global Cloud Managed market by geography is segmented into North America, Europe, Asia Pacific (APAC), South America, and Middle East and Africa (MEA). North America region held the largest share in FY 2022 and is expected to reach USD 109.9 Bn by FY 2029 with a CAGR of 13.0% over the forecast period (FY 2023-2029). APAC is expected to witness highest CAGR of 14.7% during the period (FY 2023-29).

- Cloud services have evolved because of digital transformation in North America, forcing businesses to concentrate on cloud managed services. Companies in North America are actively transferring their business activities to the cloud and employing a variety of digital strategies as part of this transition, with cloud managed services serving as the primary enabler.
- Asia-Pacific is seeing an increase in demand for public cloud application services as businesses look to enhance their digital transformation. Businesses are also utilising cloud services for business applications including corporate asset management, compliance & risk management, big data analytics, and business intelligence.
- With the use of artificial intelligence (AI), the Internet of Things (IoT), and big data, cloud managed services are growing throughout Latin America. Governments in the gulf region are sponsoring public cloud efforts to enhance cloud service accessibility and Middle Eastern SMEs' adoption of cutting-edge technologies.

Some of the Market Drivers, Restraints, Opportunities & Challenges

Market Drivers • Rising demand for cloud managed services for business continuity • Increase in need for business agility and automation • Faster and easier deployment of applications with pay-as-you-go model	**Market Opportunities** • Healthcare: Increasing adoption of automated machine systems for e-prescriptions and telemedicine. • Life Sciences: Biotech & pharmaceutical companies are adopting digital solutions to optimize their drug development process • Manufacturing Industry: Cloud Managed deliver manufacturing execution systems (MES), enterprise resource planning (ERP), and analytics services to this industry
Market Restraints • Enterprise application's cloud compatibility and interoperability issues	**Market Challenges** • Cyber security concerns: With the current trend of Cloud Managed Services workloads and infrastructure increasingly becoming cloud-like (e.g., resource pooling, rapid elasticity, on-demand self-service), or interacting with the cloud (e.g., bursting), security has become a great concern at an accelerating rate.

Note: For more details, please refer to "Section 13.4" of the Industry Report

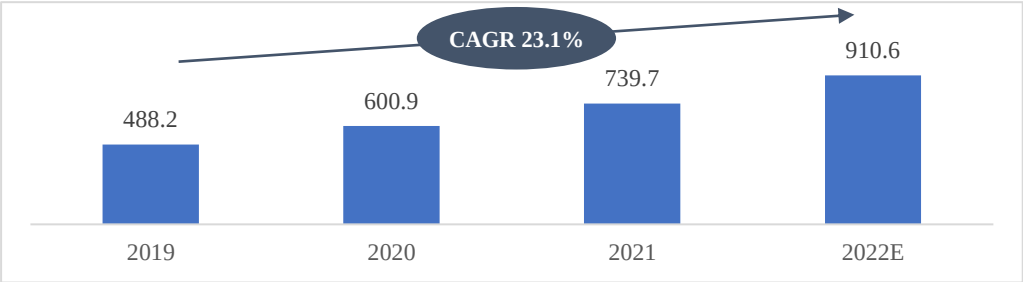
India Cloud Managed Services Market

Overview

The India Cloud Managed Services market was USD 910.6 Mn in FY 2022. The market is forecasted to be USD 1,121 Mn in FY 2023 and is expected to reach USD 3,900.7 Mn by FY 2029 with a CAGR of 23.1% over the forecast period (FY 2023-2029).

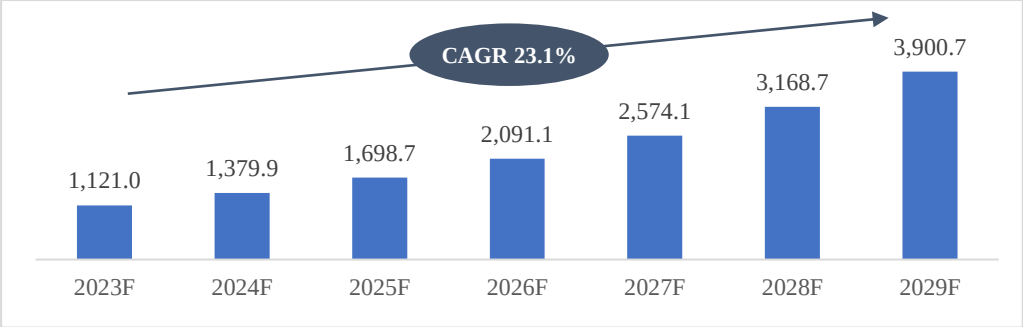
The Indian market for cloud migration services has grown significantly in recent years and now represents a sizable portion of the worldwide cloud computing market. Organizations in India are increasingly in need of cloud migration services due to the desire to save costs, boost scalability, and improve agility.

India Cloud Managed Services Market (USD Mn) - FY 2019-2022E
(Historical and Estimated years)



Source: Frost & Sullivan Analysis

India Cloud Managed Services Market (USD Mn) - FY 2023F-2029F (Forecasted years)



Source: Frost & Sullivan Analysis

How Indian Cloud Managed Services Market Has Evolved Over the Years

To improve their capacity for service delivery, cloud service providers continued to establish a stronger presence in India by announcing new data centres and cloud regions. Service providers noticed a surge in demand from other sectors, including as the public sector, media, and gaming, as well, with industries like BFSI and manufacturing driving the public cloud adoption.

BFSI sector- According to Nutanix, Cloud migration services in BFSI sector are expected to grow around 39% in the forecast period. In addition, around 43% of financial services companies are planning to increase their investment in cloud migration services.

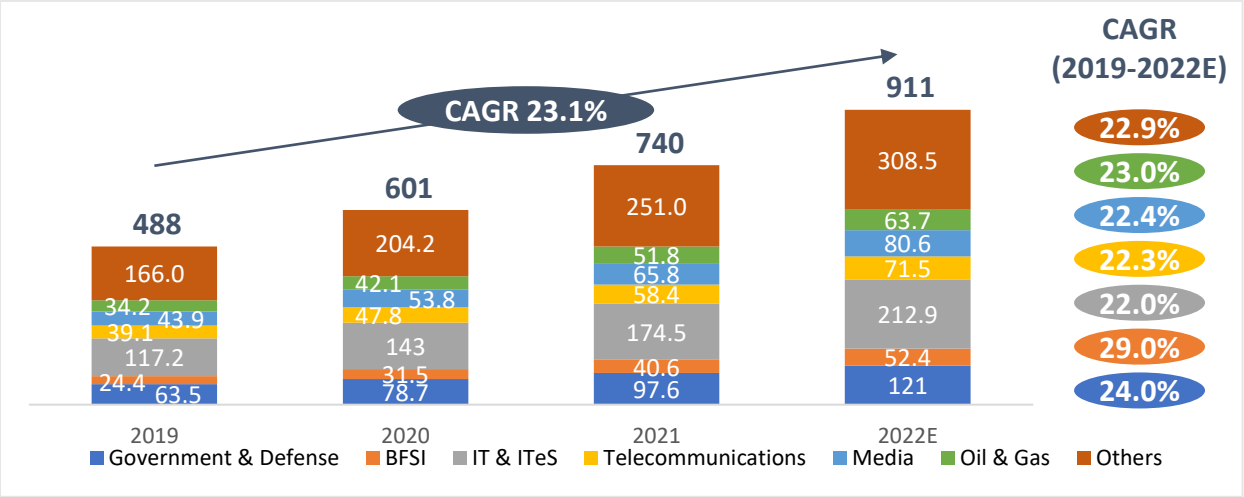
Telecommunications: The accelerated digital transformation due to 5G is revolutionizing cloud migration services in telecommunications sector. By 2025, 95% of data workloads-up from 30% in 2021-will be migrated on the cloud, according to Gartner research. By 2025, they estimate that more than 95% of enterprises will be utilising cloud migration services.

Applications for collaboration, computing, storage, customer relationship management, enterprise resource management, and security are some of the most in-demand public cloud service categories. Additionally, the use of cloud-based AI platforms and the creation of cloud-native applications increased.

By Application

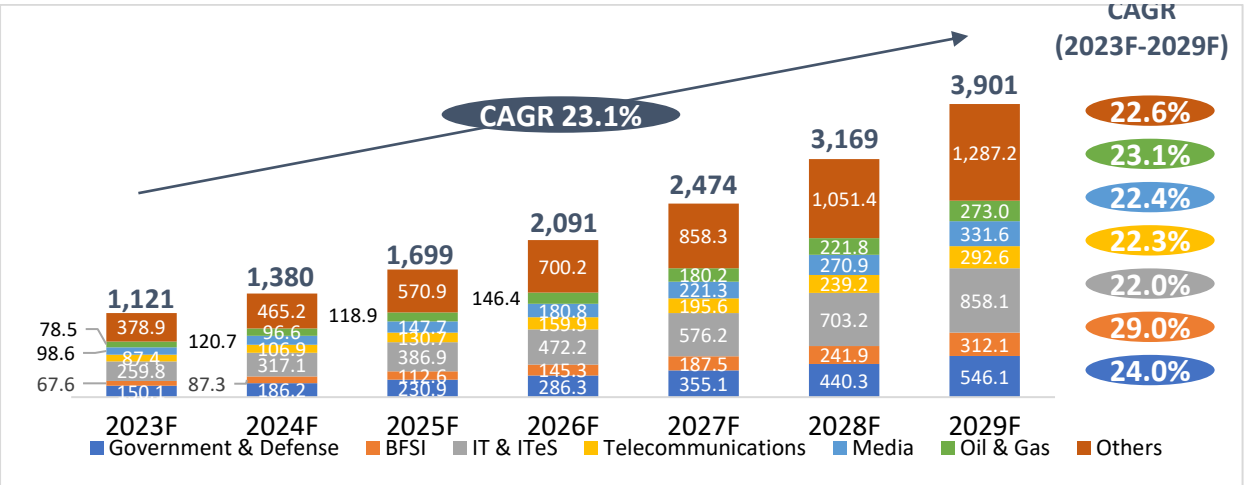
India Cloud Managed Services market by application is segmented into Government & Defence, BFSI, IT & ITES, Telecommunications, Media, Oil & Gas, and Others. Adoption of Cloud Managed Services in the IT & ITES and Government sectors held the largest share in 2021.

India Cloud Managed Services Market by Application (USD Mn) - FY 2019-2022E (Estimated and Historical years)



Source: Frost & Sullivan Analysis

India Cloud Managed Services Market by Application (USD Mn) - FY 2023F-2029F (Forecasted years)



Source: Frost & Sullivan Analysis

Following are the factors leading to higher adoption and growth of cloud managed services in India.

- Government & Défense - A national government cloud programme known as "MeghRaj" was unveiled by the Ministry of Electronics and Information Technology in 2020. MeghRaj was created with the intention of utilising and harnessing the advantages of cloud computing and ensuring the spread of cloud services among public sector organisations and government agencies in a way that improved their e-governance frameworks. MeitY introduced a series of guidelines (the "MeitY Guidelines") to highlight key considerations - particularly, data protection and security compliance requirements - for public procurement of cloud services as part of this initiative and specifically to facilitate government procurement and adoption of cloud computing services.
- BFSI - Modern banking began in India in the 18th century in an uncontrolled setting and has progressed significantly since. India is experiencing a banking transformation and is ideally positioned to become a worldwide leader in Fintech. India dominates the Fintech market in terms of technological innovation and acceptance, with a high adoption rate of 87% (India Fintech report by E&Y). Beyond temporary solutions to ensure business continuity, artificial intelligence, and cloud migration services enable financial institutions

to further streamline and automate processes, improve data management and utilisation, and ultimately enjoy efficiencies and build resilience to weather future storms.

Some of the Market Drivers, Restraints, Opportunities & Challenges

Market Drivers • Need for lower CapEx and OpEx	**Opportunities** • Shift from data centre outsourcing is an opportunity for the cloud managed services (CMS) market – Rise in demand for CMS due to the increased scalability, flexibility, remote collaboration, work automation, improved mobility, and reliable data protection
Restraints • High risk of vendor lock in	**Challenges** • Lack of data security • Various regulations

Note: For more details, please refer to "Section 14.3" of the Industry Report

Key Players in the India Cloud Managed Services Market

India's IT industry is expanding at a fast rate, indicating a promising future for cloud administration. There are millions of Small and Medium-Sized Businesses (SMBs) in India that require a robust application to help them establish and expand their businesses. The leading IT companies in India, TCS, Infosys, Tech Mahindra, and Wipro, have cloud ventures to their names. Frequently, Indian businesses encounter concerns with cloud managed services, including vendor lock-in, security worries, storage location, deployment expertise, integration challenges, and pricing, to name a few.

Netweb has positioned itself as a unique provider of cloud managed services in this regard, acknowledging that a one-size-fits-all strategy does not provide client satisfaction. Whether businesses are migrating their existing application to the cloud or building a cloud-native platform, Netweb is well-equipped to migrate and manage business-critical workloads on multi-cloud computing platforms, assisting them in each phase of the cloud development life cycle, such as assessing the infrastructure, designing a cloud data migration roadmap, and ensuring its maintenance.

Company Name	Revenue India and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
HCL Tech (Private)	• USD 516.1 Million (2021-22) • ~18,000 Employees	HCL Technologies multi-cloud management platform provides unified visibility and control over cloud resources. HCLTech has added public cloud solutions to its current portfolio of cloud services including MCOD-AWS, SAPoD, MyCloud™, DryICE™, MyXalytics™, Cloud Inception, SDI Innovation Garage, RecoverNXT, BackupNxt, ElasticOps etc. These solutions will allow development of new workloads besides migrating existing ones with management of cloud environments. Key Products/Services – Managed Cloud Services, Application Modernization, Connected Cloud, Cloud Migration Services Key Partnerships/Mergers/ Acquisitions – In October 2022, HCL Tech collaborated with Google Cloud to expedite enterprise migration to Google Cloud.
Accenture (Private)	• USD 604.3 Million (2021-22) • ~250,000 Employees	Accenture offers cloud migration framework that brings industrialized capabilities for industry-specific tools, methods, and automation across all cloud models and multiple delivery methods (IaaS, PaaS, and SaaS). The company scans and access infrastructure, application & data to determine services based on strategic business needs. Key Products/Services – Accenture Cloud First, Migration to AWS, Google and Microsoft Azure

Company Name	Revenue India and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
		Key Partnerships/Mergers/ Acquisitions – In December 2022, Accenture collaborated with AWS to launch Velocity – a platform to Help Clients Drive up to 50% faster business transformation by removing the complexity of building and operating enterprise-scale applications and estates in the cloud.
Cognizant (Private)	• NA • ~200,000 Employees	Key Products/Services – Core Infrastructure Management, Cloud Infrastructure Modernization and Management, Digital Workplay Services Key Partnerships/Mergers/ Acquisitions – In June 2021, Cognizant announced the creation of a new, dedicated Google Business Group (GBG) to help accelerate shared customers' cloud modernization journeys.
Tech Mahindra (Private)	• USD 441.1 Million (2021) • ~50,001 - 1,00,000 Employees	Tech Mahindra has been actively developing cloud managed services in India. In 2020, Tech Mahindra announced a strategic partnership with AWS to develop cloud-based solutions for businesses. The partnership aims to help customers migrate to the cloud, optimize their workloads, and accelerate innovation. The company's cloud migration framework includes assessment, planning, and execution phases to ensure a smooth transition. Implementing DataOps as a part of data modernization process; rationalization of data and its pipelines before migration to cloud; & automation of data and data pipeline migrations and minimization of business disruption with failover plans are some of the best offerings by Tech Mahindra. Key Products/Services – Data Cloud Migration Key Partnerships/Mergers/ Acquisitions – In December 2022, Tech Mahindra launched Cloud blazeTech, sector agnostic platform in India.

Source: Annual Reports, Secondary Sources, Frost & Sullivan Analysis;
Note: Revenues are consolidated ones at company level; USD = 78.74 INR (average exchange rate for Year 2022; For more details, please refer to "Table 25" of the Industry Report)
Financial Calendar: HCL: April – March; Accenture: September - August; Cognizant: January – December; Tech Mahindra: April - March

(G) Enterprise Networking Market

Scope & Definition

Enterprise Network is made up of routers, switches, and wireless access points and works by mediating data transfers between desktop, servers, and other devices. It is the backbone for any organization's communication channels and helps in connecting devices within departments. They are usually configured to facilitate access to data and gain insights, which help employees in finding solutions in analytics.

A network switch is a networking tool used to link several computer network devices together. It forwards data between devices, unlike routers, which forward data between networks. It connects users, applications, and equipment across a network so that they can communicate with one another and share resources. The simplest network switches offer connectivity exclusively to devices on a single local-area network (LAN). Some of the different types of network switches include managed, modular, unmanaged, and stackable.

Global Enterprise Networking Market

Overview
The global enterprise networking market was USD 67.3 Bn in FY 2022. The market is forecasted to be USD 70.8 Bn in FY 2023 and is expected to reach USD 96.7 Bn by FY 2029 with a CAGR of 5.3% over the forecast period (FY 2023-2029).

Global Network Switches Market
One of the markets expected to grow under enterprise network is the enterprise network switches market.

The global network switches market is expected to be USD ~8.3 Bn as of FY 2023. The market is expected to grow with a CAGR of 6.5% between FY 2023 and FY 2029.

The market for network switches is anticipated to grow because of the increased need for data centres worldwide, the need for simpler networking communication management & automation, and rising investment in digital platforms. Also, the necessity for effective administration of telecom services has grown as a result of the fierce rivalry among telecom service providers worldwide. The need for network switches is anticipated to rise as the number of data centres run by telecommunications service providers, cloud-based solution providers, and government organisations increases.

Additionally, it is predicted that the market will rise during the forecast period (FY 2023-2029) due to rising internet penetration. However, it is projected that concerns with device compatibility and bandwidth fluctuation will impede the growth of the global market for network switches. Unfortunately, the market for network switches is also being constrained by their high operational costs.

Key players in the global network switches market are Cisco, Arista and Juniper.

Some of the Market Drivers & Challenges

Market Drivers	Market Challenges
• Enterprise network switches deliver performance, automation, and built-in analytics to support current and future business needs.	• They are more expensive than network bridges. • Network connectivity issues on network switches are difficult to trace. • Cyber attackers can capture IP addresses or spoof Ethernet frames when the switch is in promiscuous mode.

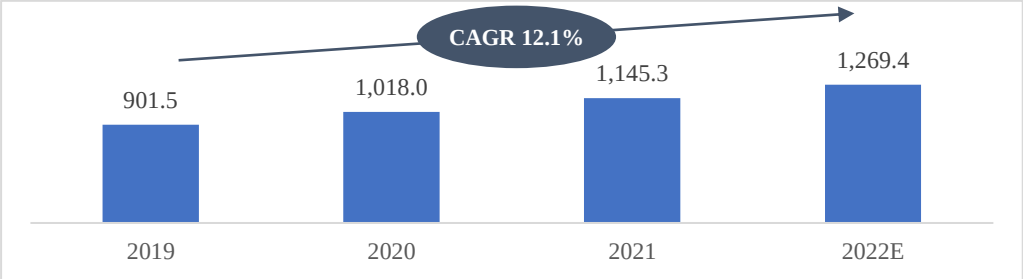
Note: For more details, please refer to "Section 15.2" of the Industry Report

India Enterprise Networking market

Overview

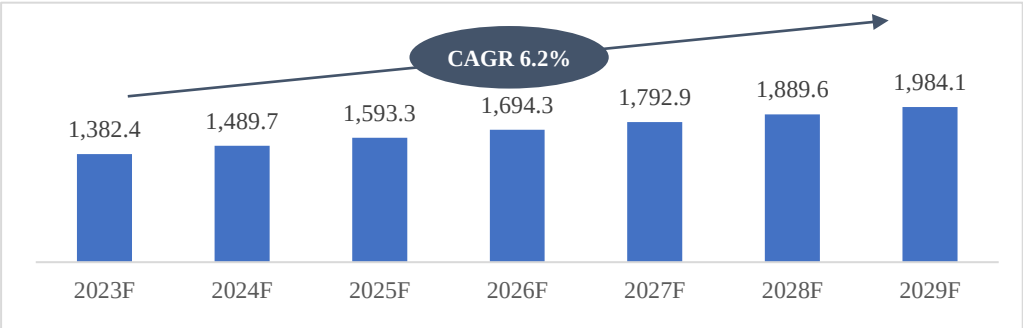
The India Enterprise Networking market was USD 1,269.4 Mn in FY 2022. The market is forecasted to be USD 1,382.4 Mn in FY 2023 and is expected to reach USD 1,984.1 Mn by FY 2029 with a CAGR of 6.2% over the forecast period (FY 2023-2029).

India Enterprise Networking Market (USD Mn) - FY 2019-2022E (Historical and Estimated years)



Source: Frost & Sullivan Analysis

India Enterprise Networking Market (USD Mn) - FY 2023F-2029F (Forecasted years)



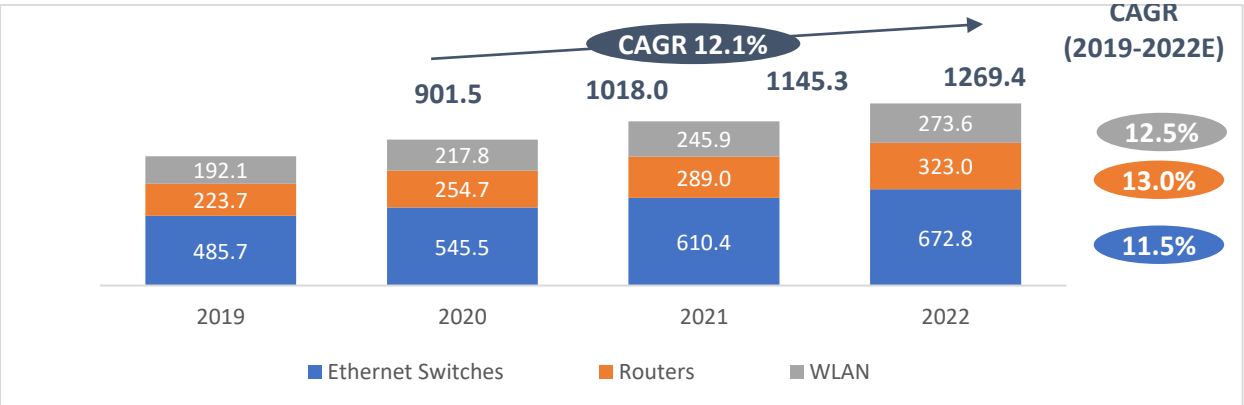
Source: Frost & Sullivan Analysis

Companies, such as CISCO Systems is witnessing greater adoption as an enterprise networking service provider in India in areas, such as defence, weather and climate prediction, academic research, semiconductor industry, automotive industry, and oil & gas sectors.

By Product Type

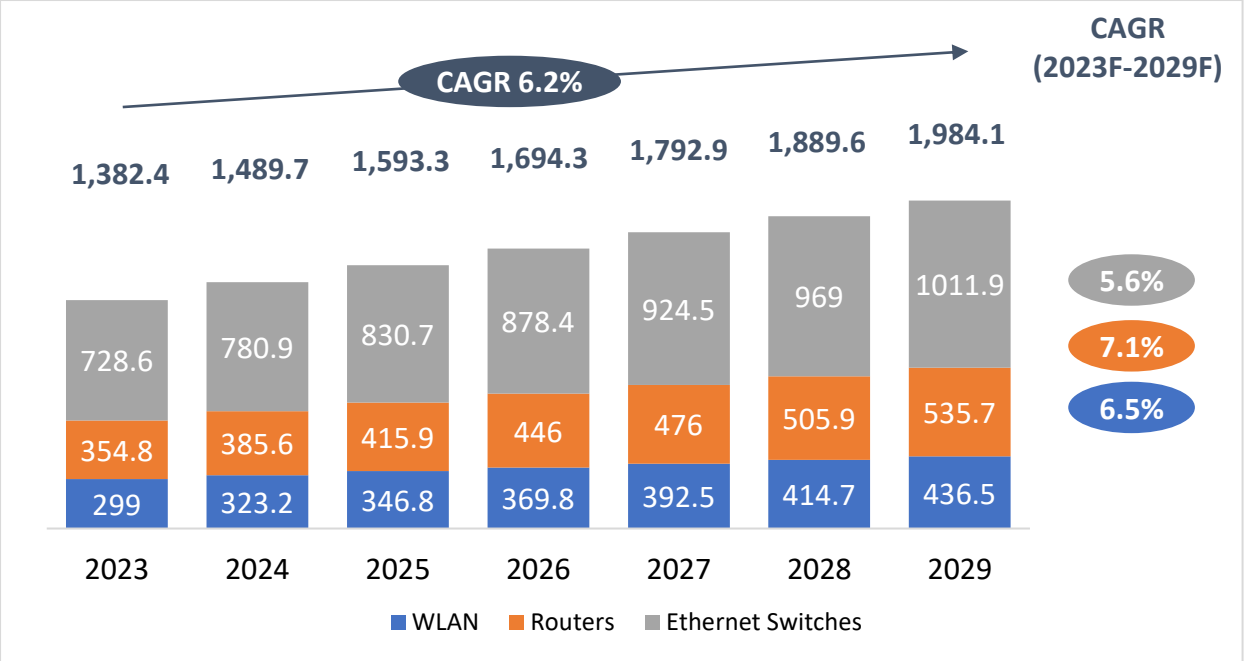
India Enterprise Networking market by product is segmented into Ethernet Switches, Routers and WLAN. Ethernet Switches held the largest share in FY 2022 and is expected to reach a value of USD 1011.9 Mn by FY 2029 at a CAGR of 5.6% over the forecasted period (FY 2023 - FY2029).

India Enterprise Networking Market (USD Mn), by Product type - FY 2019-2022E (Historical and Estimated years)



Source: Frost & Sullivan Analysis

India Enterprise Networking Market (USD Mn), by Product type - FY 2023F-2029F (Forecasted years)



Source: Frost & Sullivan Analysis

One of the key drivers for growth of indigenous OEMs is government initiative of Make in India which is aimed at stimulating the local economy and bringing Indian made products and services to the global market-place.

The growth in the ethernet switches market and networking market as a whole is also expected to happen as a result of supplier displacement which will lead to higher than industry growth rate for Indian manufacturers of network switches.

India Network Switches market

Overview

The India network switches market is expected to be USD ~146 Mn as of 2023. Market growth in India can be attributed to increasing government initiatives, rising number of colocation data centers, and growing adoption of digital technologies.

The growth of network switches in India is driven by several factors, including the increasing adoption of digital technologies, the growing demand for cloud-based services, and the rise of the Internet of Things (IoT) and edge computing. Indian organizations across industry verticals are increasingly embracing digital transformation. This is driving the adoption of cloud-based services, which in turn is driving the need for high-speed and reliable network infrastructure. Network switches are a critical component of this infrastructure, and the demand for them is expected to grow in line with the growth of cloud-based services. The adoption of IoT and edge computing is on the rise in India, driven by the need for real-time data analytics and decision-making. These technologies require a high-speed and low-latency network infrastructure, which again drives the demand for network switches.

Key players in the India network switches market are Arista, Cisco Systems, Nvidia, Juniper and Tejas.

Make in India initiative to drive network switches market in India

India imports a significant portion of its network switches, which leads to high import costs. By promoting local manufacturing, "Make in India" initiative can reduce these costs and make network switches more affordable for Indian consumers. The initiative will help develop local expertise in the manufacturing of network switches and lead to development of local supply chains, research and development facilities, and a pool of skilled workers. Overall, "Make in India" initiative has the potential to create a positive impact on the manufacturing of network switches in India by promoting local manufacturing, reducing import costs, boosting the economy, and developing local expertise.

Supplier displacement to benefit indigenous manufacturers

The growth in the network switches market for Indian manufacturers is also expected to be driven by supplier displacement as more and more switches get sourced locally from indigenous manufacturers. This will also result in higher than industry growth rate for Indian manufacturers of network switches. Supplier displacement can occur for reasons such as change in demand pattern, new technology adoption, and the need to improve supply chain efficiency. But one of the main drivers for supplier displacement in India is concerns around security. This bodes well for indigenous companies manufacturing network switches in the country. Further, initiatives such as 'Make in India' will promote domestic manufacturing and encourage companies to source components locally. The initiative will will lead to the emergence of new suppliers of network switches in India, and also help reduce costs and improve supply chain efficiency.

Some of the Market Drivers & Opportunities

Drivers	Opportunities
• Augmented demand for data centers in India • Introduction of 5G in India • Lack of data security	• PLI Scheme supporting Make in India Switches • Push for Make in India Switches

Note: For more details, please refer to "Section 16.3" of the Industry Report

Key Players in the India Enterprise Network Switches Market

Company Name	Revenue India and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
Arista (Private)	• USD 3221.3 Million (2021-22) • ~1,000 Employees	Arista offers modular spine switches with programmable support for over 2.5 million routes, unprecedented 400/100G and 25G density and flexible table sizes with a proven cloud-grade architecture. CISCO on the other hand offers Firewall 3100 Series, secureX and UCS X-Series. These are designed to support hybrid workers and make your Zero Trust more workable.

Company Name	Revenue India and Employee Size	Company Overview, its Key Product/Services, and its Key Partnerships/Mergers/Acquisitions
		Key Products/Services – Managed software-defined WAN (SD-WAN) and network access including wireless to security, unified communications services, and more—either in a public cloud or on virtualized customer premise equipment (vCPE) Key Partnerships/Mergers/ Acquisitions – In February 2020, the company acquired Big Switch Networks to strengthen the company's enterprise networking
NVIDIA (Private)	• USD 38.8 Million (2021-22) • ~1000-5000 Employees	NVIDIA offers switches, based on industry-leading application-specific integrated circuit (ASIC) technology, with a wide variety of modern network operating system choices, including NVIDIA Cumulus Linux, SONiC, and Linux Switch. Key Products/Services – Entire Network Security and Visibility, Full Solutions Stack Provider, Offload + Performance for Server and Storage Key Partnerships/Mergers/ Acquisitions – In July 2022, Siemens and NVIDIA expanded their partnership to enable increased use of network technology
Juniper (Private)	• USD 26.2 Million (2021-22) • ~1000-5000 Employees	Juniper offers optimized user and application experiences while improving networking economics with cloud-grade, high-density Ethernet switching across your data center, campus, and branch locations. These switches deliver agile, reliable, and scalable networks with AI-powered automation and insights. Key Products/Services – Enterprise WAN, SD-WAN, Wireless Access, Wired Access Key Partnerships/Mergers/ Acquisitions – In August 2020, Juniper Netwosrks expanded its network products lineup with launch of 802.11 ax wireless access points- AP63, AP33, AP32 and AP 12.
Cisco Systems (Private)	• USD 104.9 Million (2021-22) • ~1000 Employees	Key Products/Services – Managed software-defined WAN (SD-WAN) and network access including wireless to security, unified communications services, and more—either in a public cloud or on virtualized customer premise equipment (vCPE) Key Partnerships/Mergers/ Acquisitions – In June 2021, CISCO invested to USD 3.5 million in Indian enterprise NaaS start-ups for a minority stake. The company has a portfolio of about 10 start-ups that it has already invested in directly or through investment partnerships with VC funds.
Tejas (Private)	• NA • ~900 Employees	Key Products/Services – Broadband access networks, premium enterprise connectivity Key Partnerships/Mergers/ Acquisitions – In November 2022, to invest Rs 750 Cr under design-led scheme for network enterprise industry

Source: Annual Reports, Secondary Sources, Frost & Sullivan Analysis;
Note: Revenues are consolidated ones at company level; USD = 78.74 INR (average exchange rate for Year 2022);
For more details, please refer to "Table 27" of the Industry Report)

Financial Calendar: Arista: January - December; Juniper: January – December; Nvidia: February – January; Cisco: August – July

(H) 5G and 5G ORAN Market

Overview of ORAN and 5G ORAN

O-RAN, or Open Radio Access Networks, is revolutionising the telecom sector. It replaces the conventional appliance-based RAN deployment with one that is more open, interoperable, standard-based, and virtualized. By removing vendor lock-in, O-RAN deployments lets the telecom service providers save money, benefit from virtualization, and use telecom edge for cutting-edge apps and services. The O-RAN alliance, a global collaboration of mobile network operators, manufacturers, research teams, and academic institutions active in the Radio Access Network (RAN) business, developed the O-RAN architecture.

O-RAN has numerous benefits. A larger ecosystem results from an open environment, with more vendors contributing the constituent parts. More innovation and options for the operators are there in O-RAN. New services may also be added. The O-RAN specification complements 3GPP, ONAP and ETSI specifications. Open RAN aims to create easier interoperability on existing 3GPP RAN interfaces. In addition, the O-RAN Alliance is defining new interfaces not currently being specified by 3GPP. The O-RAN Alliance started in June 2018 and has rapidly gained momentum. The alliance inherited the activities of the previous xRAN and C-RAN forums. Nokia has contributed to both xRAN and C-RAN and was the first leading RAN vendor to join the O-RAN Alliance. Nokia is widely represented in all O-RAN working groups and co-chairs groups that are defining the O-RAN Fronthaul Interface and the O-RAN near-real-time RAN Intelligent Controller (RIC).

Additional advantages include increased customer choice and market competition, decreased equipment costs, and enhanced network performance. To leverage these benefits several MNCs are collaborating to provide seamless 5G services across the globe. For instance, In October 2022, Qualcomm collaborated with Vodafone to develop and test Next-Generation 5G Open RAN Infrastructure in Europe.

In fact, ORAN opens up new possibilities for radio access network technologies. Operators must take network security into account before using ORAN technology, though. A secure microservices-based architecture is required for a contemporary, cloud-native version of ORAN. Functional conformity to component requirements is offered by the O RAN Alliance. However, stakeholders need testing, verification, integration, and interoperability of the commoditized 5G RAN components for implementation. In order to support a plug-and-play paradigm, they are required. Therefore, in addition to the commoditization of services, effective orchestration of the many ORAN 5G components is also required. You can only ensure steady networks after that. The use of ORAN technology might make security issues worse. First, because an Open Radio Access Network may have several vendor apps, the API exposure grows. And each app will make its APIs available. The network will also be heterogeneous since different network types will host different apps. Therefore, when implementing, we cannot consider any network to be secure.

Services Segment

5G Cloud related services for EDGE

5G and edge computing are introducing a world of new revenue opportunities across manufacturing, transport, gaming and more. In the telecom industry, edge computing, also known as Mobile Edge Computing (MEC), or Multi-Access Edge Computing, offers execution resources (compute and storage) for applications with networking close to the end users, often within or at the boundary of operator networks.

Edge computing can also be installed in houses, vehicles, including trains, planes, and private cars, as well as at business locations, such as within factory facilities. Communication service providers or other sorts of service providers may oversee or host the edge infrastructure. Several use cases call for the deployment of separate apps at diverse locations. A distributed cloud, which can be thought of as an execution environment for applications across numerous sites with connection controlled as one solution, is helpful in such situations. Recently, Qualcomm has begun sampling the Qualcomm X100 5G RAN Accelerator Card and Qualcomm QRU100 5G RAN Platform to global customers and partners for integration and verification of next generation 5G mobile infrastructure solutions.

The enterprise opportunity should be viewed in its entirety to fully appreciate the edge computing opportunity. For example, edge computing will enable much more expansive use cases inside the Internet of Things (IoT) and may even be combined with other enterprise products like 5G private networks. Edge computing's fragmented and rapidly changing ecosystem. Interfaces, standards, and business models for technical solutions are not yet

established. To establish end-to-end solutions, several parties must work together, and CSPs must carefully assess which sectors they can expand their offerings into beyond connection.

AI and ML workload related services

Incorporating ML and AI into 5G networks can improve automation and adaptability, facilitating effective orchestration and dynamic network slice provisioning. In order to build smarter wireless networks, ML and AI are being applied to wireless technology, which is still in its infancy. The architecture, design, and propagation models of the 5G network will be complicated, as will the user's mobility and usage habits. With the expansion of IoT devices, ML and AI will be crucial in helping wireless operators develop, run, and manage 5G networks. In 5G systems, ML and AI will provide more intelligence and enable a transition from controlling networks to managing services. Wireless operators can shift from a human management model to self-driven automatic management by using ML and AI to meet a variety of use cases, which will alter network operations and maintenance procedures.

High levels of overlap exist between ML, AI, and 5G. They all deal with low latency use cases where data sensing and processing must be done quickly. These use cases include remote healthcare, time-sensitive industry automation, and self-driving autonomous cars. In comparison to 4G, 5G offers ultra-reliable low latency that is 10 times faster. However, a paradigm shift is required from the current centralised and virtualized cloud-based AI towards a distributed AI architecture where the decision-making intelligence is closer to the edge of 5G networks in order to achieve even lower latencies, to enable event-driven analysis, real-time processing, and decision making.

Global 5G ORAN Market

The global 5G ORAN market is estimated to be USD 0.8 Bn in FY 2022 and is expected to reach USD 14.5 Bn by FY 2029 at a CAGR of 51.5% between FY 2023 and FY 2029.

What Is the Difference Between Enterprise 5G and 5G?

A corporate 5G model gives the business complete network control. The enterprise is the owner of the infrastructure, radio equipment, mobile core, and management software. In stark contrast to this are managed service providers and commercial 5G carrier services. Prior to this, only commercial carriers like AT&T or Verizon could be partnered with by enterprises to create private mobile networks. Businesses had little control over use prices, network accessibility, and data security under this paradigm. Due to complexity and spectrum licencing constraints, private organisations were unable to build their own 4G and 5G networks. Like how they own and manage Wi-Fi networks, businesses may now create their own private 5G networks.

A specialised wireless LAN solution called enterprise 5G was created to meet a company's needs. This makes it possible for a business to benefit from 5G in the following ways: speed up the transmission (up to 10 times 4G) Boost network capacity (Up to 10 times more capacity than 4G). With its support for current technologies and ability to enable rapid and adaptable design, enterprise 5G is swiftly emerging as a crucial part of modern enterprise infrastructure. Enterprise 5G may be fully integrated into existing enterprise networks to help boost individual productivity, increase organisational competitiveness, and speed up workflows. Beyond the limitations of the modern workplace, 5G offers prospects for innovation that open new avenues for working, thinking, and resolving problems in the corporate world.

Adoption of 5G globally

The fifth-generation mobile network, or 5G, is a brand-new wireless technology intended to deliver dependable, high-capacity connections with low latency. The global rollout of 5G networks has been significantly delayed. Mobile service providers from over 125 countries have already made investments in 5G technology. In addition, as of May 2020, 42 countries had launched 5G services. More than 2.6 billion 5G connections will exist globally by 2025, with North America, Northeast Asia, and Western Europe setting the pace for adoption. Further, the 5G market in European and Africa countries is expected to grow at a CAGR of 45.7% between FY 2023 and FY 2029. 5G is expected to drive growth in businesses globally.

Mobile service providers in the Asia Pacific region intend to invest USD 227 billion on 5G deployments between 2022 and 2025. That is a large chunk of cash, and it will have a sizable impact. These new networks are aiding in

the transformation of business and manufacturing in addition to enabling cutting-edge new consumer services and fostering economic growth.

Global 5G market by major end use industries

Applications ranging from straightforward ones like Virtual Reality (VR) and Augmented Reality (AR) gaming and Ultra-High Definition (UHD) video streaming to more sophisticated ones like robotic procedures, autonomous vehicles, and autonomous defence equipment are anticipated to be created because of the commercialization of 5G-enabled services. High-speed, low-latency data connection is projected to see a rise in demand because of next-generation technology. These factors are expected to increase demand for 5G services. The transformation to automated corporate operations is costing a lot of money in the manufacturing, healthcare, transportation, and logistics sectors.

India 5G Market

5G ORAN Services in India

In preparation for upgrading their networks to 5G technology, Indian telecoms are looking at Open RAN as a potential way to reduce network-related expenses and customise. Indian software developers, equipment manufacturers, and system integrators now have more options to gain market share in the expanding global 5G market thanks to the open RAN architecture. Telecom players can now choose to use products from other manufacturers due to Open RAN. In order to innovate with Open RAN and reduce reliance on existing providers, they are going beyond established vendors.

In order to innovate with Open RAN and reduce reliance on existing providers, they are going beyond established vendors. Companies would likely have to deal with a large number of base stations in order to have extensive coverage with the introduction of 5G, leaving little room for them to save money in that area. By supplying verified stack templates, virtualized, open networks will then make automation simpler. These will be automated to be safe, dependable, and maintained, making Open RAN deployment and upkeep of parallel wireless networks simpler and more affordable. For instance, in August 2022, Bharti Airtel announced its collaboration with Intel to accelerate 5G network rollout. They plan to leverage vRAN (virtualized Radio Access Network) and O-RAN to transform Airtel’s network and provide their customers with next generation technology.

As of August 2022, India's telecom sector had 1.17 billion users (wireless Plus wireline subscribers), making it the second largest in the world. India has an overall tele-density of 85.15%, of which the rural market, which is mostly untapped, has a tele-density of 58.44%, and the urban market has a tele-density of 134.71%. Affordable prices, increased accessibility, the introduction of Mobile Number Portability (MNP), changing subscriber consumption patterns, government initiatives to increase India's domestic telecom manufacturing capacity, and a supportive regulatory environment have all contributed to the industry's exponential growth over the past few years. Network Switches and 5G ORAN Appliances are critical to the data center industry for enterprise IT, and the telecommunication industry for enabling 5G services, and are expected to (i) address the dearth in Indian network switch market which is devoid of an Indian network switch OEM; and (ii) reduce India’s dependency on foreign OEMs. Adoption of high throughput – low latency network switches in data centres and 5G networks has been proliferating at a very high pace which further necessitates higher security, reliability, and greater operational efficiencies with lower latencies. India 5G market is about to witness a high growth rate and the number of connections is expected to increase from 2Mn connection to 197Mn between 2021-2025 with a CAGR of 213%.

How is India perceiving 5G as a service?

Reduced latency and greater bandwidth are two benefits of 5G. Numerous applications require a large bandwidth and low latency. Application examples include telemedicine, remote surgery in healthcare, driverless vehicles, video streaming, the broader entertainment business, and sophisticated gaming, to name a few. Additionally, as the main focus of 5G is improved connectivity, it is anticipated that the deployment of enterprise private 5G networks will quicken during the next several years. A company is likely to have two options for forming business relationships. It can choose to connect to either a public or a private 5G network. In the second scenario, it can either build and maintain its own infrastructure or purchase its own infrastructure and hire a mobile operator to provide operational support.

Indian IT corporations will set up private 5G test beds on many campuses throughout the country. According to reports, private 5G networks would be implemented by Tech Mahindra, L&T Technology Services, and Tata Consultancy Services. A private 5G network gives businesses the ability to allocate bandwidth for extremely dependable, low-latency use cases like robotics and industrial IoT since it gives them control over data, security, and networks.

The majority of Indian businesses believe that 5G will be a key enabler of their digital transformation, hastening the process and significantly affecting their goals and business operations. The most important digital technology in the eyes of Indian enterprises is 5G, according to Ericsson India, even though commercial 5G services won't be accessible all throughout India for several more months. 32% of responding organisations viewed 5G as the most important technology for the following two years, according to the Omdia poll results. They ranked 5G higher than cloud services, robotic process automation, artificial intelligence, and machine learning, among other technologies. According to the report, 53% of CEOs favour 5G for outdoor use cases. The survey estimates that 39% of Indian businesses will spend between $10 million and $50 million to improve their wireless technology infrastructure.

India 5G market by application

- Government & Defense - The Indian armed forces would gain a lot from 5G during the coming ten years. It is widely acknowledged as state-of-the-art technology that will affect military operations. The Government of India (GoI) has not yet made a final choice over where to get 5G, though, however, made it clear in its most recent statement that it will not accept 5G equipment from "untrusted" sources, implying that Huawei and another Chinese company, ZTE, will not pass muster.
- BFSI - Companies in India including Netweb are expanding the range of their product offerings in the 5G space and, in particular, to focus on the BFSI segment, which is expected to emerge as the largest industry vertical for enterprise networking in India by 2027. New Digital Era in Banking and Finance to Begin with 5G - A single tap on a smartphone screen is all that is necessary to make a transaction, pay a bill, or check the most recent bank statement. Banking and financial services are expected to change as a result of the adoption of cloud computing as the new norm, as well as the growing use of AI/ML, Edge Computing, Virtual Reality (VR), Augmented Reality (AR), and other upcoming technologies, along with 5G.
- IT & ITeS - The advent of 5G ushers in a new era of connectivity, allowing business to take advantage of its potential to digitally transform every facet of corporate operations. Edge computing, private networks, and other technologies, including 5G, would encourage organisations who don't often invest heavily in building digital capabilities to do so. The Indian industry has already embraced digitization, which could open the door for upcoming 5G business applications.
- Telecommunications - In order to expand their networks, telecom service providers have invested billions of rupees and will continue to do so. 30–40% of industry revenue comes from enterprise services. The Indian telecommunications market has grown exponentially and is expected to grow at a CAGR of 9.4% from 2020 to 2025. Fiscal 2023 witnessed the introduction of 5G network in the Indian market and the 5G market in India is expected to witness a high growth rate in the years to come and is projected to grow at a CAGR of over 90% from Fiscal 2024 to Fiscal 2028. The projected growth in the 5G market in India is also expected to result in an increased demand for servers and private cloud infrastructure in India.
- Media & Entertainment - Since the number of people watching digital media has surpassed that of traditional television programmes, media and entertainment companies are investing more money in digital platforms

Some of the Market Drivers & Opportunities

Drivers	**Opportunities**
• Performance: In terms of speed, dependability, and capacity, 5G wireless networks perform better than their 4G predecessors. • Flexibility: Businesses can create their own private 5G network, making it possible for Wi-Fi and business 5G to coexist • Security: Business 5G is a better secure option by default and a less desirable target for bad actors	• New Business Opportunities in Cloud Computing

• Cost - 5G chipsets are slightly more expensive than Wi-Fi cards, but they require less infrastructure to cover the same amount of ground	
Restraints • High spectrum costs	**Challenges** • Technology Challenges for 5G

Note: For more details, please refer to "Section 17.6" of the Industry Report

Growth in the servers and private cloud infra globally and in India due to 5G Market

What is the significance of 5G?

The advent of 5G has the potential to transform a variety of industries in today's hyperconnected society. Numerous connectable devices enable high data throughput, low latency, and high reliability characteristics. They also provide analytics and real-time control. In reality, the majority of industries are considering 5G and how technology might improve their processes. With cloud-based network administration, private 5G solutions streamline business processes, keep sensitive data on-premises, have updates with no downtime, and offer service-level agreements to guarantee excellent performance (SLAs).

As an illustration, the Private Cellular Network from L&T Smart World is built on 4G/5G radio and dual mode core technology, allowing a variety of use cases for both indoor and outdoor environments and seamlessly integrating with business procedures, tools, and apps. They offer unrivalled business agility, allowing any corporation to adjust to changing market trends. Using the inborn adaptability and built-in learning of the Private 5G network, one may immediately increase their business, technology, and capacity. Zero downtime, cloud-based network administration that accelerates business operations, and on-premises data preservation are all features of these private 5G solutions.

Major market players have made a number of advancements in response to the influence of 5G on cloud and data centres, which is further projected to increase demand for these services in the future. For example -

Based on a memorandum of understanding reached in November 2019, TIM and Google announced new collaboration covering cloud and edge computing services at the beginning of March 2020. At the time, TIM declared its intention to make €1 billion from cloud services by 2024, keeping up with the rapidly expanding cloud sector.

A managed service named AWS Private 5G was introduced by Amazon Web Services (AWS), Amazon's cloud computing platform, in December 2021. AWS will supply small cell radios, servers, 5G core and RAN software, SIM cards, and other components necessary to set up a private 5G network and link devices. The setup process is automated by the service, enabling the support of more devices.

In October 2021, Etisalat and Microsoft joined together as part of their strategic partnership to leverage Azure Multi-access Edge Compute to unleash new 5G scenarios. Through the agreement, enterprises will be able to deploy industry solutions on 5G edge compute plug-and-play infrastructsures that take advantage of Etisalat Core Orchestration and Azure ARM capabilities.

Using IBM intelligent automation technologies and services, Telefónica and IBM established a multi-year strategic agreement in September 2021 to implement UNICA. The first cloud-native 5G core network platform from Telefónica will follow.

Some of the key players in Global and India 5G market are Samsung, Intel, Nokia, Huawei, Ericsson and ZTE. (*Note: For more details, please refer to "Table 28" of the Industry Report)*

Note: Market estimates in the report follows the financial year (FY) which runs from 1 April to 31 March the following year. For example, the financial year from 1 April 2020 to 31 March 2021 has been abbreviated as FY 2020-21.

OUR BUSINESS

Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read 'Forward-Looking Statements' on page 24 for a discussion of the risks and uncertainties related to those statements. You should also read 'Risk Factors', 'Restated Financial Statements' and 'Management's Discussion and Analysis of Financial Condition and Results of Operations' on pages 36, 292 and 378, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our fiscal year ends on March 31 of each year, and references to a particular fiscal are to the twelve months ended March 31 of that year. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements included in this Draft Red Herring Prospectus. For further information, see 'Restated Financial Statements' on page 292. We have, in this Draft Red Herring Prospectus, included various operational and financial performance indicators and certain non-GAAP measures, some of which may not be derived from our Restated Financial Statements and may not have been subjected to an audit or review by our Statutory Auditor. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates underlying, and, used in such calculation, may vary from that used by other similarly placed companies in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and are cautioned that they should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this Draft Red Herring Prospectus.

Unless otherwise indicated, industry and market data used in this section has been derived from the report titled 'Global Market Opportunity for High-end Computing Solutions (HCS) & Related Segments' dated March 25 ,2023, prepared and issued by F&S, appointed by us pursuant to an engagement letter dated December 8, 2022, and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all financial, operational, industry and other related information derived from the F&S Report and included herein with respect to any particular year, refers to such information for the relevant calendar year. F&S was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the F&S Report is available on the website of our Company at www.netwebindia.com/investors.

In this chapter all reference to our Company and, or, its operations prior to August 16, 2016 are to the business as it was operated through the proprietorship viz., M/s Netweb Technologies.

OVERVIEW

We are one of India's leading high-end computing solutions (**HCS**) provider, with fully integrated design and manufacturing capabilities. *(Source: F&S Report)*. Our HCS offerings comprises (i) high performance computing (**Supercomputing / HPC**) systems; (ii) private cloud and hyperconverged infrastructure (**HCI**); (iii) AI systems and enterprise workstations; (iv) high performance storage (**HPS / Enterprise Storage System**) solutions; (v) data centre servers; and (vi) software and services for our HCS offerings. We are one of India's leading Indian origin, owned and controlled OEM in the space of HCS providing Supercomputing systems, private cloud and HCI, data centre servers, AI systems and enterprise workstations, and HPS solutions. *(Source: F&S Report)* In terms of number of HPC installations, we are one of the most significant OEMs in India amongst others. *(Source: F&S Report)*. Since the inception of the erstwhile sole proprietorship, one of our Promoters, Sanjay Lodha, M/s Netweb Technologies, which our Company had acquired in August, 2016, until February 28, 2023, we have undertaken installations of (i) over 300 Supercomputing systems, (ii) over 50 private cloud and HCI installations; (iii) over 4,000 accelerator / GPU based AI systems and enterprise workstations; and (iv) HPS solutions with throughput storage of up to 450 GB/ sec. For further details of the acquisition of the sole proprietorship, see '*History and Certain Other Corporate Matters'* on page 251.

We cater to marquee Customers across various end-user industries such as information technology, information technology enabled services, entertainment and media, banking, financial services and insurance (**BFSI**), national data centres and government entities including in the defence sector, education and research development institutions (**Application Industries**) such as Indian Institute of Technology (**IIT**) Jammu, IIT Kanpur, NMDC Data Centre Private Limited (**NMDC Data Centre**), Airamatrix Private Limited (**Airamatrix**), Graviton Research Capital LLP (**Graviton**), Institute of Nano Science and Technology (**INST**), HL Mando Softtech India Private Limited (**HL Mando**), Dr. Shyam Prasad Mukherjee International Institute of Information Technology, Naya Raipur (**IIIT Naya Raipur**), Jawaharlal Nehru University (**JNU**), Hemvati Nandan Bahuguna Garhwal University (**Hemvati University**), Akamai India Networks Private Limited (**Akamai**), A.P.T. Portfolio Private Limited (**A.P.T.**), and Yotta Data Services Private Limited (**Yotta**). We also cater to an Indian Government space research organisation and an R&D organisation of the Ministry of Electronics and Information Technology, Government of India which is involved in carrying out R&D in information technology and electronics and associated areas including Supercomputing.

We design, manufacture and deploy our HCS comprising proprietary middleware solutions, end user utilities and pre-compiled application stack. We develop homegrown compute and storage technologies, deploy supercomputing infrastructure to meet the rising computational demands of businesses, academia, and research organisations, particularly, under India's National Supercomputing Mission. Further, thus far, 2 of our supercomputers have been listed 10 times in the world's top 500 supercomputers. (*Source: F&S*)

Over the years we have designed, developed and deployed some of India's most powerful Supercomputing systems as set out below:

Supercomputer	Year of Deployment	User	Speed in teraflops (Rpeak)	Speed in teraflops (Rmax)	Particulars
AIRAWAT[#]	2022[#]	An R&D organisation of the Ministry of Electronics and Information Technology, Government of India which is involved in carrying out R&D in information technology and electronics and associated areas including Supercomputing[#]	6,080.00[#]	4,256.00[#]	Expected to be India's largest and fastest AI Supercomputing system[#]
Agastya	2020	IIT Jammu	256.00	161.00	At the time of commissioning it was India's 27th fastest supercomputer
PARAM Ambar	2019	Indian Space Research Organisation (**ISRO**), Government of India	1,384.85	919.61	At the time of commissioning it was India's 4th fastest supercomputer

Supercomputer	Year of Deployment	User	Speed in teraflops (Rpeak)	Speed in teraflops (Rmax)	Particulars
Hartree	2018	National Institute of Science Education and Research (**NISER**), Bhubaneshwar	51.90	38.87	At the time of commissioning it was India's 29th fastest supercomputer
Kalinga upgrade	2016 and 2020	NISER, Bhubaneshwar	249.37	161.42	At the time of commissioning it was India's 26th fastest supercomputer
Kohinoor 3	2016	TIFR-TCIS Hyderabad	70.85	43.59	At the time of commissioning it was India's 20th fastest supercomputer
PARAM YUVA-II	2013	Centre for Development of Advanced Computing, India (**CDAC**)	529.38	386.71	At the time of its commissioning it was the 69th most powerful supercomputer in the world
Kabru	2004	The Institute of Mathematical Sciences, Chennai	1,382.40	1,002.00	Our first supercomputing system which was, then, one of the top 500 most powerful supercomputing systems in the world

Rpeak – maximum theoretical performance
Rmax – maximum performance achieved
1 teraflop = one trillion (10^{12}) floating-point operations per second
Other than #, the content of the above table is sourced from F&S Report

We have recently, in Fiscal 2023, forayed into developing new product lines, *viz.*, Network Switches and 5G ORAN Appliances.

Network Switches and 5G ORAN Appliances are critical to the data center industry for enterprise IT, and the telecommunication industry for enabling 5G services, and are expected to (i) address the dearth in Indian network switch market which has significantly fewer Indian network switch OEM; and (ii) reduce India's dependency on foreign OEMs. Adoption of high throughput – low latency network switches in data centres and 5G networks has been proliferating at a very high pace which further necessitates higher security, reliability, and greater operational efficiencies with lower latencies. (*Source: F&S Report*) We have recently introduced 5G cloud on core and edge for an international telecommunication service provider.

We operate out of our manufacturing facility located in Faridabad, Haryana (**Manufacturing Facility**) which is equipped with capabilities to (i) design, develop, manufacture and test our products, and (ii) cater to our software and service portfolio. In addition to our registered office in Faridabad, we have 15 offices across India. Our Manufacturing Facility has received ISO 9001:2015 (Quality Management System), ISO 14001:2015 (Environmental Management

System) and ISO/IEC 27001:2013 (Information Security Management System) certificates from International Benchmarking & Certifications.

Our ability to offer a wide array of products and solutions offerings is enabled and supported by our dedicated R&D team at our R&D facilities located in Faridabad and Gurgaon, Haryana, and Hyderabad, Telangana (**R&D Facilities**). As at February 28, 2023, our R&D team comprised 35 members.

We are compliant with the 'Make in India' policy of the Government of India and are also one of the few OEMs in India eligible to seek production linked incentives in terms of the Government of India's Production Linked Incentive Scheme for IT Hardware (**IT Hardware PLI Scheme**) and the Production Linked Incentive Scheme for Promoting Telecom and Networking Products Manufacturing in India (**Telecom and Networking PLI Scheme**) for the manufacture of servers. *(Source: F&S Report)*

We collaborate with various technology partners, such as Intel Americas, Inc. (**Intel**), Advanced Micro Devices, Inc. (**AMD**), Samsung India Electronics Private Limited, Nvidia Corporation (**Nvidia**), and Seagate India Private Limited to design and innovate products and provide services tailored to specific customer requirements. We also independently design and innovate our products and solutions offerings and provide services tailored to specific customer requirements.

Our Order Book value as at March 31, 2022, September 30, 2022 and February 28, 2023 was ₹ 485.61 million, ₹ 1,279.94 million, and ₹ 981.24 million, respectively.

Our HCS Offerings

Our products and solutions offerings are sold under Tyrone™ brand.

Our bouquet of HCS offerings under the 'Tyrone' brand is wide-ranging and has expanded over the years and, at present, our solutions portfolio comprises:

- *Supercomputing system*: Our Supercomputing systems are bespoke, and tailored with specialised hardware designs and architecture and cater to varied customer specifications. Our Supercomputing systems use our 'Tyrone' cluster management suite which is an integrated set of software components that can be deployed in a variety of configurations. We have deployed diverse Supercomputing systems ranging from 10 nodes to 400 nodes, catering to different requirements of our Customers, and our Supercomputing systems are scalable up to 1,000 nodes. We have established a Supercomputing testing facility where we test parallel computing codes to *inter alia* check the integrity of the system. Further, the Indian Supercomputing systems market size in Fiscal 2022 (E) was USD 493 million. (*Source: F&S Report*)

- *Private cloud and HCI*: Our private cloud and HCI offering, which is built and sold under our Tyrone Skylus brand, offers hyper-converged capabilities i.e., combining compute, storage, and network, thereby enabling us to provide a bespoke hardware and curated software stack. Our private cloud and HCI offerings comprise (i) private cloud; (ii) hybrid cloud; (iii) cloud tools; (iv) HCI; and (v) cloud native storage. Tyrone Skylus based private cloud and HCI offerings are efficacious product offerings which in a short time frame has enabled us to compete with foreign HCI OEMs, virtualization Independent Software Vendors (**ISVs**), private cloud platforms and general computing rigs. Further, the Indian private cloud and HCI market size in Fiscal 2022 (E) was USD 2,369.20 million. (*Source: F&S Report*)

- *AI systems and enterprise workstations*: Our AI systems and enterprise workstations address requirements of Supercomputing, machine learning and deep learning, and are equipped with our proprietary containerised application solution (viz., Tyrone KUBYTS®) to address standalone parallel compute intensive applications. Our AI systems and workstations are designed to support a wide range of applications such as computational fluid dynamics (**CFD**), computer aided design (**CAD**) and computer aided manufacturing

(**CAM**). We have recently deployed our first blockchain based AI systems based facility. Further, the Indian AI systems and enterprise workstations market size in Fiscal 2022 (E) was USD 261.60 million. (*Source: F&S Report*)

- *HPS solutions*: We provide high throughput and high IOPs storage for enterprise computation users. Our HPS solutions comprise unified storage solution (viz., Tyrone VERTA an upgraded version of Opslag FS2), cloud native storage (viz., Tyrone COLLECTIVO™), parallel file system storage (viz., Tyrone ParallelStor) surveillance, archival and object storage (viz., Tyrone COLLECTIVO™ with Fluid Input Output). Other salient features of our HPS solutions include *'no single point of failure'* (*i.e., a system will not fail if an individual part or component fails*), scalability up to Exabytes (1 exabyte = 1 trillion megabytes), and high availability. Our HPS solutions are capable of being integrated into private and public cloud environment. Further, the Indian HPS solutions market size in Fiscal 2022 (E) was USD 678 million. (*Source: F&S Report*)

- *Data centre servers*: We have designed and built an extensive range of over 200 dual processor server models under our brand 'Tyrone Camarero', catering to disparate customer needs from entry level servers to high-end 'mission-critical' servers. Our ability to design the systems platform enables us to constantly improve and customise our offerings to address specific requirements such as low rack space consumption, high energy efficiency, wide accelerator/GPU support, high in-built storage capability (up to 1 petabyte, i.e. 1 million gigabytes (10^{15})) and 'all flash storage servers' (*i.e., a storage infrastructure containing only flash memory drives instead of spinning-disk drives).* Further, the Indian data centre servers market size in Fiscal 2022 (E) was USD 3,265 million. (*Source: F&S Report*)

- *Software and services for HCS offerings*: We provide private (on-premises and off-premises) cloud software stack designed for managed Kubernetes, open stack services, AI-machine learning and deep learning as a service, containers as a service, and handle complex workloads (including 5G enterprise cloud, 5G edge compute, private 5G and enterprise IT).

  Our 'Big Data' centric solutions use Tyrone Camarero dense systems, Tyrone Cluster Management Suite and Tyrone Collectivo range of specialized storage systems. Our 'Big Data' centric solutions are designed to cater to data intensive distributed applications under a single umbrella.

Our products and solutions offerings sold under 'Tyrone' brand Tyrone™ are supported by our engineered solutions:

Sr. No.	Product name	Description	Engineered Solutions Bundled with
1.	Tyrone Cluster Manager TCM™	Simplified Cluster Deployment and Unified Management	HPC, Data Centre servers
2.	KUBYTS KUBYTS®	Container Optimized Utility for AI (Machine learning and Deep learning) Workloads.	HPC, AI systems and Enterprise workstations
3.	VERTA Tyrone VERTA	Unified, Flexible, High-Performing Storage Solution (an upgraded version of Tyrone Opslag FS2)	HPS solutions
4.	ParallelStor ParallelStor™	High-Performance Storage Solution for HPC, AI and Container workloads	HPC, AI systems, Enterprise workstation and HPS solutions.

Sr. No.	Product name	Description	Engineered Solutions Bundled with
5.	Collectivo	Highly Efficient Storage Solution for Archival and Surveillance	HPS solutions
6.	SKYLUS	Private Cloud Solution, HCI Appliance and Private Cloud utility.	Private cloud solutions, HCI, and data centre servers.
7.	Tyrone Camarero	Dual/ Multi processor server, AI Systems and Enterprise Workstation models	Tyrone Camarero range of Data centre servers, Enterprise workstations and AI Systems are supplied with multiple engineered solutions.

Revenue from Operations

Set out below are certain details of our revenue from operations bifurcated into Application Industries and our business verticals:

Application Industries	Revenue from operations (in ₹ million)				
	6 month period ended		Fiscal		
	September 30, 2022	September 30, 2021	2022	2021	2020
Higher education and Research	685.51	606.41	1,409.48	597.62	648.86
Space and Defence	76.40	128.77	262.90	128.63	369.01
IT & ITES	423.39	146.40	526.24	426.60	305.47
Others	244.89	114.30	271.71	275.02	236.73
Total	**1,430.19**	**995.88**	**2,470.33**	**1,427.87**	**1,560.07**

Note: As certified by our Statutory Auditors, S S Kothari & Company, pursuant to a certificate dated March 27, 2023.

Business vertical	Revenue from operations (in ₹ million)				
	6 months period ended		Fiscal		
	September 30, 2022	September 30, 2021	2022	2021	2020
Supercomputing system	413.69	491.30	1,030.02	138.75	633.10
Private cloud and HCI	459.01	98.91	478.82	405.41	345.48
AI systems and enterprise workstations	160.69	95.64	243.12	145.65	168.34
HPS solutions	119.11	79.26	216.79	336.16	53.54
Data centre server	110.83	103.20	241.19	168.24	194.68

Business vertical	Revenue from operations (in ₹ million)				
	6 months period ended		Fiscal		
	September 30, 2022	September 30, 2021	2022	2021	2020
Software and service for our HCS offerings	29.41	28.20	68.55	24.97	28.10
Spare and others	137.45	99.37	191.84	208.69	136.83
Total	**1,430.19**	**995.88**	**2,470.33**	**1,427.87**	**1,560.07**

Note: As certified by our Statutory Auditors, S S Kothari & Company, pursuant to a certificate dated March 27, 2023.

Key Performance Indicators

Set out below are certain Key Performance Indicators of our Company:

Particulars	6 months period ended		Fiscal		
	September 30, 2022	September 30, 2021	2022	2021	2020
Sale of products (in ₹ million)	1,400.78	967.68	2,401.78	1,402.90	1,531.97
Sale of services (in ₹ million)	29.41	28.20	68.55	24.97	28.10
Revenue from operations (in ₹ million)	1,430.19	995.88	2,470.33	1,427.87	1,560.07
Cost of goods sold (**COGS**) (in ₹ million)	1,008.52	754.89	1,864.58	1,061.58	1,274.33
Gross margin (in %)	29.48	24.20	24.52	25.65	18.32
EBITDA (in ₹ million)	230.19	135.31	355.07	158.86	92.87
EBITDA margin (in %)	16.10	13.59	14.37	11.13	5.95
Profit for the period / year (in ₹ million)	147.32	81.96	224.53	82.30	39.06
Profit margin (in %)	10.30	8.23	9.09	5.76	2.50
Return on equity (**ROE**)* (in %)	28.46	31.59	67.85	46.41	33.39
Return on capital employed (**ROCE**)* (in %)	26.07	24.22	51.63	35.54	30.73

Particulars	6 months period ended		Fiscal		
	September 30, 2022	September 30, 2021	2022	2021	2020
Total borrowings (in ₹ million)	275.89	232.25	344.84	305.38	152.26
Net debt (in ₹ million)	238.96	218.38	324.58	285.14	132.28
Net debt - equity ratio* (in times)	0.40	0.73	0.73	1.31	0.97
Net debt – EBITDA* (in times)	1.04	1.61	0.91	1.79	1.42
Asset turnover ratio* (in times)	9.75	15.05	22.69	21.68	25.09

** Not annualized for the 6 months period ended September 30, 2022 and September 30, 2021.*

Notes:

1. *Gross Margin: Percentage of total revenue from operations for the period/year less cost of goods sold for the period/year divided by total revenue from operations for the period/year. Cost of goods sold is taken as a sum of cost of material consumed and change in inventories of finished goods and work in progress.*
2. *EBITDA is calculated as profit for the period/year plus tax expense, depreciation and amortisation and finance cost for the period/year, while EBITDA margin is the percentage of EBITDA divided by total revenue from operations for the period/year.*
3. *Profit margin is a percentage of Profit for the period/year divided by total revenue from operations for the period/year.*
4. *Return on Equity is calculated as Profit for the period/year divided by average Equity.*
5. *Return on Capital Employed is calculated as earnings before interest and taxes expenses (EBIT) for the period/year divided by average capital employed. EBIT is calculated as EBITDA for the period/year less depreciation for the period/year and capital employed is sum of equity, total borrowings and deferred tax liabilities.*
6. *Total borrowings are current and non-current borrowings plus current and non-current lease liabilities.*
7. *Net Debt is total borrowings reduced by Cash & Cash equivalents.*
8. *Net Debt to equity is calculated as Net Debt divided by equity.*
9. *Net Debt to EBITDA is calculated as Net Debt divided by EBITDA for the period/year.*
10. *Asset Turnover Ratio: Total revenue from operations for the period/year divided by Total Assets, where Total Assets is sum of Property, Plant and Equipment (Net Block), Capital Work in Progress, Right of Use assets, Intangible assets (Net Block) and Intangible Assets under development.*

Further, set out below are the details of certain operational metrics of our Company:

Particulars	As on and for the 6 month period ended September 30, 2022	As on and for the 6 month period ended September 30, 2021	As on and for the Fiscal ended March 31, 2022	As on and for the Fiscal ended March 31, 2021	As on and for the Fiscal ended March 31, 2020
Total Customers serviced (in number)	1,901	1,726	1,819	1,645	1,460
Total Customers who contributed to	326	286	474	458	532

Particulars	As on and for the 6 month period ended September 30, 2022	As on and for the 6 month period ended September 30, 2021	As on and for the Fiscal ended March 31, 2022	As on and for the Fiscal ended March 31, 2021	As on and for the Fiscal ended March 31, 2020
our revenue from operations (in number)					
New Customers acquired (in number)*	82	81	174	185	236
Inventory outstanding (in days)	67	44	50	52	25
Sales outstanding (in days)	96	97	99	94	56
Payables outstanding (in days)	83	103	89	86	58
Customer advance days	12	4	4	4	2

Note: As certified by our Statutory Auditors, S S Kothari & Company, pursuant to a certificate dated March 27, 2023.
** New Customers have been calculated for the 6 months periods ended September 30 and Fiscals ended March 31.*
Notes:

1. *Total Customers are sum of all Customers including repeat Customers with whom our Company has transactions from Fiscal 2016.*
2. *Inventory outstanding (in days) is calculated by average inventories multiplied with 183/365 days divided by Revenue for operation for the period/year. Average inventories are computed by taking average of opening and closing inventory.*
3. *Sales outstanding (in days) is calculated by average trade receivables multiplied with 183/365 days divided by Revenue for operation for the period/year. Average trade receivables are computed by taking average of opening and closing trade receivables.*
4. *Payables outstanding (in days) is calculated by average trade payables multiplied with 183/365 days divided by Purchases of goods and services for the period/year. Average payables are computed by taking average of opening and closing payables.*
5. *Customer advance days (in days) is calculated by average customer advance multiplied with 183/365 days divided the result by Revenue for operation for the period/year. Average customer advance is computed by taking average of opening and closing customer advance.*

For further details in relation to our key Performance Indicators, see '*Management's Discussion and Analysis of Financial Conditions and Results of Operation – Key Performance Indicators'* on page 385.

STRENGTHS

One of India's leading Indian origin owned and controlled OEM for HCS with integrated design and manufacturing capabilities

We are one of India's leading Indian origin owned and controlled OEM for HCS with integrated design and manufacturing capabilities. (*Source*: *F&S Report*) We design, manufacture and deploy our HCS comprising proprietary middleware solutions, end user utilities and pre-compiled application stack. Our deep expertise in system design and architecture, has helped us innovate and build bespoke solutions. Further, our proprietary designs are cloud native which, in addition to technological benefits, are capable of catering to the evolving needs of Customers.

We are one of the few players in India who can offer a full stack of product and solution suite with comprehensive capabilities in designing, developing, implementing and integrating high performance computing solutions. We are

also an Indian origin OEM to build Supercomputing systems, private cloud and HCI, data centre servers, AI systems and enterprise workstations, and HPS solutions under the 'Make in India' initiative of the Government of India. *(Source: F&S Report)*

The Indian Supercomputing systems market has grown consistently from USD 378 million in Fiscal 2019 to USD 493 million in Fiscal 2022 (E) at a CAGR of 9.3%. Further, the Indian Supercomputing systems market is expected to grow from USD 539 million in Fiscal 2023 (F) to USD 919 million in Fiscal 2029 (F) at a CAGR of 9.3%. Further, Government measures aimed at driving digital infrastructure growth include the Digital India initiative. Some of the Digital India initiative programmes are DigiLocker, E-hospitals, E-Pathshala, Bharat Interface for Money (**BHIM**) etc. Further, defence and government activities are supported by AI & EW systems for enhanced decision-making and productive work performance in India. Additionally, it aids in enhancing government payment schemes that make precise, practical, and safe payments for child support, pensions, and unemployment insurance. The GPU that is an integral part of the AI & EW is utilised in government supercomputers and hyper converged infrastructure applications to boost mobility, increase security, and cut maintenance costs. Additionally, it fortifies the cybersecurity position against an increasing number of online attacks. *(Source: F&S Report)*

We have consistently focused on developing products that start with made-in-India servers. (*Source: F&S Report*) As a result of this, we have also received an award from the Ministry of Electronics and Information Technology, Government of India for contribution towards manufacturing of servers in India.

We are also one of the few OEMs in India eligible to seek production linked incentives in terms of the Government of India's IT Hardware PLI Scheme and Telecom and Networking PLI Scheme for manufacture of servers. (*Source: F&S Report*)

Long standing relationship with a marquee and diverse customer base

We design, develop, and implement our entire solutions package which helps us engage with our Customers in a more holistic manner. This enables us to embed ourselves within the institutional framework of our Customers and helps in customer retention and repeat business. Our diverse customer base spread across different Application Industries demonstrates the suitability of our systems, design and architecture across disparate applications. Further, we also provide comprehensive implementation and service support which ensures that we cater to end-to-end needs of our Customers, which we consider to be one of the factors that enables us to attract new Customers.

Our marquee Customers include IIT Jammu, IIT Kanpur, Airamatrix, NMDC Data Centre, Graviton, INST, HL Mando, IIIT Naya Raipur, JNU, Hemvati University, Akamai, A.P.T. Portfolio, Yotta Data, an Indian Government space research organisation, and an R&D organisation of the Ministry of Electronics and Information Technology, Government of India which is involved in carrying out R&D in information technology and electronics and associated areas including Supercomputing. Our customer accretion between April 1, 2020 and March 31, 2022, had grown at a CAGR of 11.62%.

Our revenue from operation from our top 10 Customers and top 5 Customers as a percentage of our revenue from operations during the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 is set our below:

Particulars		Top 10 Customers	Top 5 Customers
For the 6 months September 30, 2022	***Revenue (in ₹ million)***	689.71	475.08
	As a % of revenue from operations	48.23	33.21
For the 6 months September 30, 2021	***Revenue (in ₹ million)***	586.60	484.01
	As a % of revenue from operations	58.90	48.61
Fiscal 2022	***Revenue (in ₹ million)***	1,222.02	949.22
	As a % of revenue from operations	49.47	38.42
Fiscal 2021	***Revenue (in ₹ million)***	746.27	581.53

Particulars		Top 10 Customers	Top 5 Customers
	As a % of revenue from operations	52.26	40.73
Fiscal 2020	***Revenue (in ₹ million)***	873.70	744.37
	As a % of revenue from operations	56.00	47.71

Further, during Fiscal 2022, we catered to 1,819 Customers of which 300 repeat Customers have been associated with us for over a period of 4.63 years, using Fiscal 2016 as the base year. Repeat Customers contributed ₹ 1,202.60 million, ₹ 903.71 million, ₹ 1,920.22 million, ₹ 1,255.04 million and ₹ 1,216.40 million amounting to 84.09%, 90.74%, 77.73%, 87.90% and 77.97% of our revenue from operations for 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, respectively. Using Fiscal 2016 as the base year, the average relationship of our top 10 Customers by revenue from operations for the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021 and Fiscal 2022, Fiscal 2021 and Fiscal 2020 was 4.17 years, 3.88 years, 4.08 years, 4.33 years and 2.80 years, respectively.

We have through our business operations established long-term relationships with marquee Customers across disparate industries that we cater to. The table below sets out the number of Customers who contributed to our revenue from operations across different Application Industries:

Application Industries	6 month period ended		Fiscal		
	September 30, 2022	September 30, 2021	2022	2021	2020
Higher education and Research	152	120	188	174	184
Space and Defence	25	15	31	21	39
Information Technology and Information Technology Enabled Services	71	60	93	101	138
Others	78	91	162	162	171
Total	**326**	**286**	**474**	**458**	**532**

Note: As certified by our Statutory Auditors, S S Kothari Mehta & Company, pursuant to a certificate dated March 27, 2023.

Significant product development and innovation through R&D

The industry in which we operate is R&D intensive and relies significantly on technically qualified resources. (*Source: F&S Report*) We have endeavored to inculcate a culture of innovation in our Company and instill a firm belief that R&D is a key element of our growth and will continue to remain so. We have continued to strive towards innovation in our product range and have continued to build our R&D capabilities by continuously developing our R&D team to improve our systems design and architecture and to expand our products and solutions suite.

We have dedicated R&D Facilities which, as at February 28, 2023, comprised a 35 member technically skilled R&D team all of whom are professionally qualified. Our R&D team is led by Mukesh Golla, Chief Research & Development Officer, who holds a bachelor's degree in technology (computer science and engineering) from the Jawaharlal Nehru Technological University, Hyderabad and has been associated with our HCS since 2004. Our dedicated R&D teams are based in Faridabad, Hyderabad and Gurgaon, comprising 31, 1 and 3 members, respectively. Our R&D team which has 21 engineers, 6 master's in computer applications, 1 bachelor's in computer application, 2 science graduates, 4 graduates in commerce/arts and 1 MBA constitutes 13.36% of our total workforce. Since April 1, 2019, our R&D team strength has grown from 12 to 35, as at February 28, 2023.

Our R&D team's in-depth understanding of high-end computing solutions, their ability to meet the advanced technological challenges and their constant efforts at innovation, coupled with experience in working on innovative products in India, enable us to stay at the forefront of technological evolution and anticipate and envision the future needs of our Customers and the market.

Our dedicated R&D Facilities have enabled us to increase our product lines to 8 viz., Tyrone Cluster Manager, KUBYTS, VERTA, ParallelStor, Collectivo, SKYLUS and Tyrone Camarero AI Systems and GPU System. We collaborate with various technology partners, such as Intel Americas, Inc. (**Intel**), Advanced Micro Devices, Inc. (**AMD**), Samsung India Electronics Private Limited, Nvidia Corporation (**Nvidia**), and Seagate India Private Limited to design and innovate products and provide services tailored to specific customer requirements. We also independently design and innovate our products and solutions offerings and provide services tailored to specific customer requirements.

Our product innovation through our dedicated R&D Facilities has helped us thrive in the current markets and compete with the ever evolving technology. We consider our product and process innovations as key factors going forward and our continued investment in R&D is essential to our better utilizing any future opportunities. Our R&D strength is demonstrated further by one of our technology partners recognizing our '*exceptional knowledge and skills*', *'valuable expertise and accomplishments'* and awarding us with '*HPC Data Center Specialist' in the year 2018, 'Outstanding Leadership in Vertical Design Win' and 'First APAC Big Data Design Win'* in the year 2021, 'Best Software Tools Bundled with IA' partner for the year 2022. We have also been recognized as a 'preferred partner' and 'partner of the year' in the past by different technology partners.

We are one of India's leading HCS provider and we operate in a rapidly evolving and technologically advanced industry with high entry barriers

We operate in a rapidly evolving and technologically advanced industry which requires us to stay abreast of the developments and improve and customise our designs, and hardware and software offerings. The nature of the industry and the rapidity of technological advancement necessitates continual innovation, improvement, and customisation of our solutions. Modification of designs and changes in implementation of the offerings requires technical skill set and expertise which is a significant entry barrier in the industry for new entrants. (*Source: F&S Report*).

We are one of India's leading HCS provider, with fully integrated design and manufacturing capabilities (*Source: F&S Report*) enabled by our blend of proprietary hardware designs, middleware stack and software solutions. As a result of our continuous R&D in data centre server development, we have the capabilities of manufacturing servers that are suitable for building private cloud solutions, Supercomputing systems clusters, and modern data centres. Our association with companies operating in different Application Industries and catering to their specific needs has honed our technical expertise and we have devoted time, energy and resources, to constantly innovating and developing our skill-sets which today comprises kernel level design (*i.e, establishes complete and unrestricted access between software and the underlying hardware*) and development capabilities, hardware product designs, fine-tuned printed circuit board layouts, optimized operating systems, dense architectures, mix workload capabilities and a repository of HPC-AI codes.

Moreover, the experience gained from working on evolving projects in India (i) on enterprise workstations segment such as setting up AI and deep learning labs at a government institute and at an intergovernmental organisation, forensic workstation at a Government of India department, and Big Data computing lab at a government institute; (ii) deploying servers as part of surveillance project at 204 railway stations for a public sector undertaking; and (iii) on the HPC segment developing and building Supercomputing systems such as AIRAWAT, Agastya, PARAM Ambar, PARAM YUVA-II and Kabru, further enhances our expertise and stands us in good stead in our future projects. The nature of the industry and the rapidity of technological advancement necessitates continual innovation, improvement, and customisation of solutions. The modification of designs and changes in implementation of the offerings require technical skill set and expertise which is a significant entry barrier in the industry (*Source: F&S Report*). We have through the technical and technological expertise that we have built over time, the experience gained from executing various projects across sectors, large collection of problem sets, wide range of problem-solving solutions, surmounted these entry barriers.

Experienced Board and Senior Management

Our Promoters have led from the front in establishing and growing our business and operations capabilities. We have an experienced board and strong management team led by persons with significant experience in the information technology industry. Our Senior Management group comprises Prawal Jain , Chief Financial Officer and Chief Human Resource Officer, Hemant Agarwal, Chief Operating Officer, Hirdey Vikram, Chief Marketing Officer, Mukesh Golla, Chief Research & Development Officer, and Lohit Chhabra Company Secretary and Compliance Officer, have an average tenure of over 9 years with our Company.

Our Chairman and Managing Director, Sanjay Lodha has been a member of the Governing Council of Manufacturers Association of Information Technology since the year 2016 to 2022 and currently serves as a Vice President with effect from June 30, 2022. He has also served on the Board of Advisors for Intel for the years 2020 and 2022.

Considering developing our product and solutions offering requires technical skill set and experience, we have a workforce of 43 number of technical staff as on February 28, 2023 who hold qualifications such as MSc, BSc, Bachelor and Masters in Computer Application and 82 number of engineers who hold qualifications such as B. Tech, M. Tech and Masters in Engineering. Our workforce or trained and skilled engineers facilitate us in meeting the constantly evolving demands of the industry. Our Company's average voluntary attrition rate of our employees in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was 12.93%, and involuntary attrition rate of our employees in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was Nil. Set out below are the details of voluntary and involuntary attrition of our employees in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020:

Particulars	6 months period ended September 30, 2022		6 months period ended September 30, 2021		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	In number	In %	In number	In %	In number	In %	In number	In %	In number	In %
Voluntary employee attrition	23	9.35	20	10.93	38	17.92	20	11.30	27	15.17
Involuntary employee attrition	Nil	0	Nil	0	Nil	0	Nil	0	Nil	0

Note: Employee Attrition ratio = Number of employees that voluntarily left or were let go during the year / period
(Number of employees at the beginning of the year / period + Number of employees joined during the year / period)

For further details on our senior management group, see '*Our Management*' on page 259

Track record of financial performance and consistent growth

We have a track record of financial performance and consistent growth. Our revenue from operations have increased from ₹ 1,560.07 million in Fiscal 2020 to ₹ 2,470.33 million in Fiscal 2022, at a CAGR of 25.84 %. Also, during the same period our profit before tax has increased from ₹ 53.21 million in Fiscal 2020 to ₹ 302.27 million in Fiscal 2022 at a CAGR of 138.34%. Our EBITDA, increased from ₹ 92.87 million in Fiscal 2020 to ₹ 355.07 million in Fiscal 2022 at a CAGR of 95.53%. Our return on capital employed was 30.73%, 35.54% and 51.63% in Fiscal 2020, Fiscal 2021 and Fiscal 2022, respectively.

Our revenue from operations have also increased from ₹ 995.88 million during the 6 months period ended September 30, 2021 to ₹ 1,430.19 million during the 6 months period ended September 30, 2022 at a growth rate of 43.61% Also, during the same period our profit before tax has increased from ₹ 110.23 million in the 6 months period ended September 30, 2021 to ₹ 197.63 million in the 6 months period ended September 30, 2022 at a growth rate of 79.29%. Our EBITDA, increased from ₹ 135.31 million during the 6 months period ended September 30, 2021 to ₹ 230.19 million during the 6 months period ended September 30, 2022 at a growth rate of 70.12%. Our return on capital employed was 24.22%, and 26.07% during the 6 months period ended September 30, 2021 and during the 6 months period ended September 30, 2022, respectively (*not annualised*). Our return on equity was 31.59% and 28.46% during the 6 months period ended September 30, 2021 and during the 6 months period ended September 30, 2022, respectively (*not annualised*). Our Order Book value as at March 31, 2022, September 30, 2022 and February 28, 2023 was ₹ 485.61 million, ₹ 1,279.94 million, and ₹ 981.24 million, respectively.

We have been able to grow both our revenue and our profit, without any external equity funding from strategic investors or private equity funds and without high leverage from lenders. Our Net Debt - Equity ratio was 0.40 times, 0.73 times, 0.73 times, 1.31 times, and 0.97 times during the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, respectively. Our ability to fund our capital expenditure from our internal accruals and our efficient working capital management are testament to our efficient and prudent financial management.

STRATEGIES

We will continue to seek opportunities to realize sustainable growth of our business. To achieve this, we plan to focus on the following strategies:

Expanding and augmenting our product portfolio

We have over the years honed our technical capabilities to create a wide-ranging product portfolio comprising *inter alia* Supercomputing solutions, private cloud and HCI, and enterprise storage solutions. We have developed our cloud suite in-house based on our brand 'Tyrone Skylus' which insulates us from third party reliance.

Currently, we have a manufacturing agreement with a third-party entity pursuant to which such entity has been appointed as a contract manufacturer for the purpose of manufacturing server motherboards and related printed circuit board (**PCB**) assemblies using surface mount technology (**SMT**), for our products. In order to manufacture our products, without any reliance on any third-party entity, we propose to set up a manufacturing facility at Plot No. M-12, Pocket 14, Faridabad Industrial Town (FIT), Sector 57, Faridabad, Ballabgarh, Haryana -121004 towards setting up our new SMT line which is one of the Objects of the Offer. For further details, see '*Objects of the Offer*' on page 120.

We also propose to continue to expand our product portfolio including by offering 5G and private 5G solutions and Network Switches. The Indian telecommunications market has grown exponentially and is expected to grow at a CAGR of 9.4% between 2020 to 2025. Fiscal 2023 witnessed the introduction of 5G network in the Indian market and the 5G market in India is expected to witness a high growth rate in the years to come and is projected to grow at a CAGR of over 90% from Fiscal 2024 to Fiscal 2028. The projected growth in the 5G market in India is also expected to result in an increased demand for HCI and private cloud infrastructure in India. *(Source: F&S Report)* We have already forayed into this market, and have, on October 31, 2022, received approval to participate in, and seek production linked incentives under, the Telecom and Networking PLI Scheme under the category of manufacturing of switches, 5G edge and enterprise equipment, and 5G RAN equipment. The said PLI Scheme was introduced to *inter alia* boost domestic manufacturing of telecom and networking infrastructure. We have already demonstrated our expertise in deploying 5G cloud solutions for an international telecommunication service provider. We propose to now expand the range of our product offerings in the 5G space and, in particular, to focus on the BFSI segment which is expected to emerge as the largest industry vertical for enterprise networking in India by 2027. *(Source: F&S Report)*

Blockchain and artificial intelligence is transforming industries across globe. Blockchain is a solution to provide insights into AI's framework and model to meet the challenge of transparency and data integrity may be through the immutable digital records. By storing and disseminating AI with an integrated audit trail, blockchain technology can improve data security and integrity. (*Source: F&S Report*) We have been consistently augmenting our product portfolio by venturing into blockchain based AI systems. We have in Fiscal 2023 deployed our first order by establishing a centre of excellence wherein we *inter alia* supplied, installed and configured the required hardware and software for blockchain based AI systems.

Currently, we are working primarily with Intel, Nvidia and AMD. While we will continue to work with Intel and AMD to augment our product portfolio, we propose to also expand our portfolio to include reduced instruction set computer architecture based HCS systems.

Expanding geographic footprints in EMEA (i.e., Europe, Middle East and Africa)

We are HCS provider based in India catering to many Indian and multinational Customers based in India. Our focus over the years has been to build our technological, and our design and development, capabilities and our customer base demonstrates our ability to compete successfully in a highly competitive market like India. We, now, propose to expand and grow our geographical footprint in EMEA by offering the following HCS, (i) private cloud and HCI, (ii) HPC solutions, (iii) AI systems and enterprise workstations, and (iv) 5G products and solutions, where our Company has already established its footprints. Further, the 5G market in European and Africa countries is expected to grow at a CAGR of 45.7% between Fiscal 2023 and Fiscal 2029. (*Source: F&S Report*) and we propose to focus on 5G IT infrastructure roll-outs that require our specialised solutions and leverage our existing strengths. We already cater to a number of Indian multinational companies that have operations overseas and we propose to start by leveraging our existing relationship to expand our business and cater to the international operations of such companies. 5G is expected to drive growth in businesses globally. The 5G market in European and Africa countries is expected to grow at a CAGR of 45.7% between 2023 and 2029. Mobile service providers in the Asia Pacific region intend to invest USD 227 billion on 5G deployments between 2022 and 2025. 5G networks, cloud services, edge computing, artificial intelligence (AI), big data, and the Internet of Things will all be key to fully achieving the promise of a post-pandemic digital economy. These new networks are aiding in the transformation of business and manufacturing in addition to enabling cutting-edge new consumer services and fostering economic growth. *(Source: F&S Report)* While, thus far, our growth has been organic and through developing our product and service portfolio, we may also, in future, consider and evaluate inorganic growth opportunities, in India or overseas, if and when, commercially viable opportunities arise.

Additionally, in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021 and in Fiscal 2022, Fiscal 2021 and Fiscal 2020, our Company had incurred expenses (excluding capital expenditure) aggregating ₹ 918.32 million, ₹ 383.78 million, ₹ 1,259.11 million, ₹ 906.16 million and ₹ 678.57 million, respectively, in foreign currency (primarily USD) constituting 64.21%, 38.54%, 50.97%, 63.46% and 43.50%, of our revenue from operations, whereas our revenues in foreign currency for the said periods were ₹ 1.65 million, ₹ 9.31 million, ₹ 28.05 million, Nil and Nil, respectively. Further, our capital expenditure in foreign currency during 6 months period ended September 30, 2022, 6 months period ended September 30, 2021 and in Fiscal 2022, Fiscal 2021 and Fiscal 2020 was Nil, ₹ 0.30 million, ₹ 31.35 million, Nil and Nil, respectively. The Indian Rupee has been steadily depreciating against the USD and has between April 3, 2020 and December 30, 2022, depreciated by over 9.18%, and executing projects in overseas markets will also result in increased foreign exchange revenue which will be a natural hedge against our foreign currency expenses.

Deepen our penetration across verticals

Currently, our HCS offerings cater to various Application Industries such as information technology, information technology enabled services, entertainment and media, BFSI, and government entities including the defence, education and research development institutions, national data centres such as NMDC Data Centre. We strive to expand verticals namely oil and gas in India, and deepen our penetration across sectors such as the automobile sector

particularly in western and southern region of India, BFSI clusters in the western region of India, and multi-sector corporates in order to expand our customer base.

The Indian oil and gas industry has witnessed a growth rate of over 5% between Fiscal 2020 and Fiscal 2021 and is expected to grow at a CAGR of over 3% by Fiscal 2027. The Indian oil and gas industry is on a rapid expansion spree as the Government of India plans to invest ₹ 7.5 trillion (US$ 102.49 billion) on oil and gas infrastructure. Further, in September 2021, the Government of India approved oil and gas projects worth ₹ 1 lakh crore (US$ 13.46 billion) in Northeast India. These projects are expected to be completed by 2025. (*Source: F&S Report*) India could also likely witness an investment of USD 58 billion in finding and producing oil and gas resources in 2023. (*Source: F&S Report*)

Growth in the oil and gas industry in India is expected to get driven by the use of high-end computing solutions, such as supercomputers and AI. Oil and gas companies are increasingly relying on powerful computers / supercomputers to process complex data faster and that enables these companies to cut costs while boosting productivity and success rates of projects. Supercomputers also help these companies develop advance imaging algorithms that help fetch better images of the sub-surface where oil could be found. The major regions contributing to the growth are Telangana, Andhra Pradesh, Uttar Pradesh and Gujarat and the Union Territory of Jammu & Kashmir, where governments are proposing to / expected to make large strategic investments in technology. (*Source: F&S Report*). Accordingly, we propose to focus on these Indian states and are in the process of aligning our HPC solutions to cater to the Indian oil and gas sector to facilitate it with the reservoir simulation and seismic data processing workloads, using our mix workload architecture and utilities.

Our Tyrone ParallelStor and Dense Camarero systems with integrated private cloud plug-ins already to cater to the BFSI sector. India is experiencing a banking transformation and is ideally positioned to become a worldwide leader in Fintech. India dominates the fintech market in terms of technological innovation and acceptance, with a high adoption rate of 87%. (*Source: F&S Report*) To cater to the increasing infrastructure-related security needs of the BFSI sector (*Source: F&S Report*), we propose to leverage our existing expertise with parallel file system (**PFS**) solutions and cloud native designs and design additional products in line with the evolving needs of the BFSI sector.

Currently, the automobile industry contributes 7.1% of India's GDP and 49% of its manufacturing GDP. The Indian automobile industry is expected to grow at approximately at 8-10% till 2027. Growth in the automobile industry in India is expected to get driven by the use of high-end computing solutions, such as supercomputers and AI (*Source: F&S Report*) and we propose to leverage our range of products and solutions offering to cater to the automobile industry.

BUSINESS OPERATIONS

Our technical capabilities are reflected in our bouquet of HCS offerings. We are focussed on developing refined, customised computing systems to address the high-end computational requirements of our Customers. Through our technical innovation and design capabilities we offer a full stack of product and solution suite from design and assembly of printed circuit boards to manufacture of complete electronic systems. While we typically integrate our proprietary software into the product and solution suite that we offer, our operational framework is flexible enough to also integrate third party software into our solutions, in accordance with the customer's needs and requirement. This enables us to embed ourselves within the institutional framework of our Customers and helps in customer retention and repeat business. We also provide our Customers installation and integration services and operation support for the products and solutions that we offer.

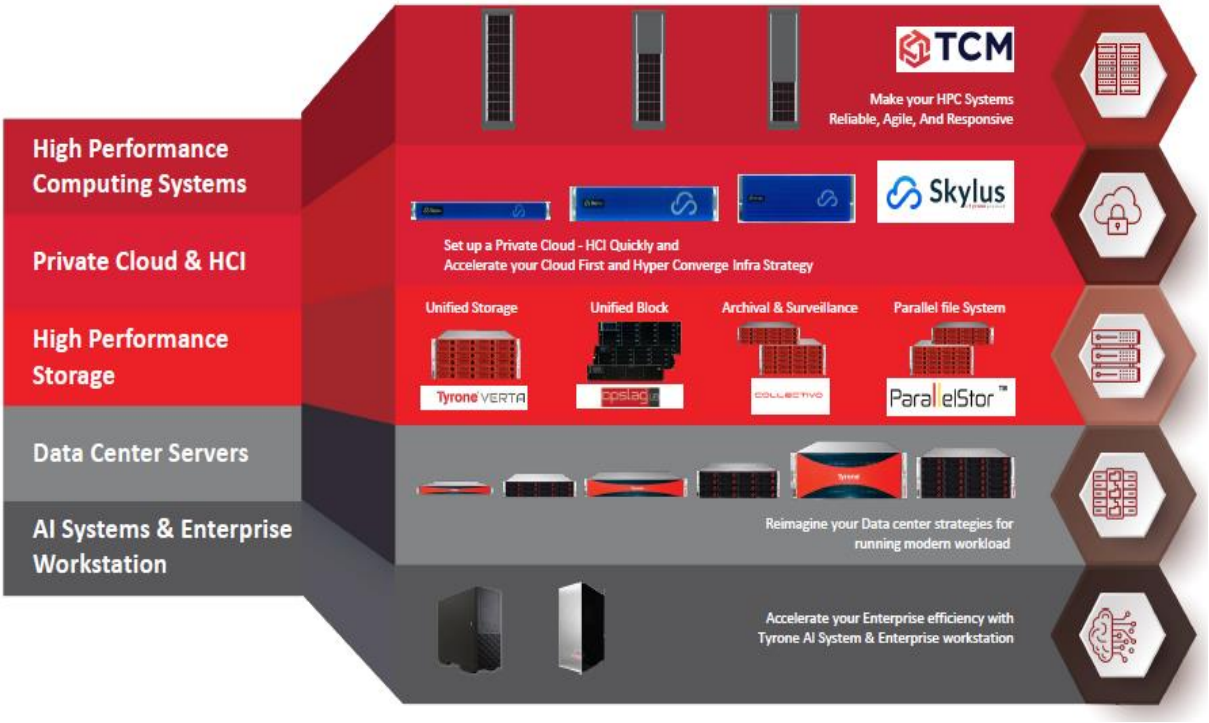
PRODUCTS AND SOLUTIONS PORTFOLIO

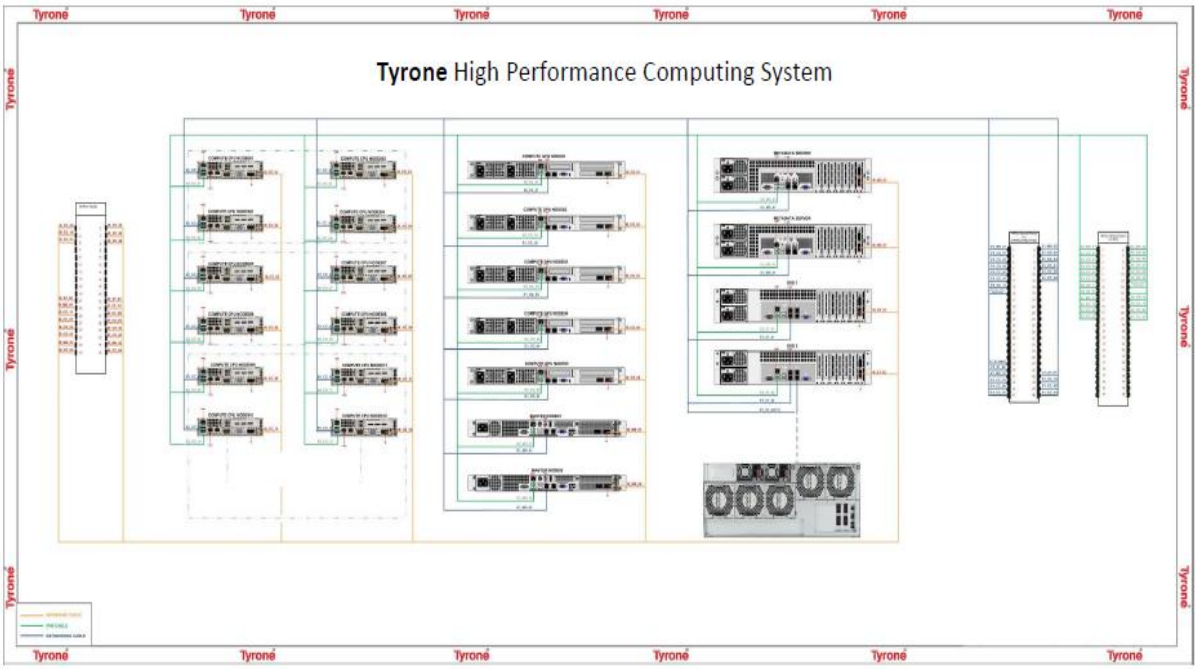
Our products and solutions portfolio find applications across diverse Application Industries such as information technology, information technology enabled services, entertainment and media, banking and financial services and insurance, national data centres and defence systems amongst our Customers. In addition, we provide HCS to various leading institutions of higher education and leading scientific and research development institutions of the Government

of India and private Customers such as IIT Jammu, IIT Kanpur, NMDC Data Centre, Airamatrix, Graviton, INST, HL Mando, IIIT Naya Raipur, JNU, Hemvati University, Akamai, A.P.T. Portfolio, and Yotta Data. Our HCS offerings also cater to various arms of the Indian defence establishment. Our bouquet of HCS is wide-ranging and has expanded over the years.

Set out below is the pictorial representation of our HCS and Tyrone high performance computing system:

Our HCS





Currently, our solutions portfolio comprises:

Supercomputing system

We are one of India's largest manufacturer of Supercomputing systems. (*Source: F&S Report*) We have a specialised Supercomputing testing facility through which we test parallel codes for quality assurance of our Supercomputing systems. Over the years, we have designed, developed and deployed some of India's most powerful Supercomputing systems including AIRAWAT, and PARAM Ambar. Further, one of our Supercomputing systems, PARAM YUVA-II is one of the India's fastest and largest hybrid supercomputer as on date. (*Source: F&S Report*)

Our Supercomputing systems are bespoke and tailored with specialised hardware designs and architecture and cater to varied customer specifications. Our Supercomputing systems use our 'Tyrone' cluster management suite which is an integrated set of software components that can be deployed in a variety of configurations. We have deployed diverse Supercomputing systems ranging from 10 nodes to 400 nodes, to cater to different requirements of our Customers and our Supercomputing systems are scalable up to 1,000 nodes. We have established a Supercomputing testing facility where we test parallel computing codes. Since inception until February 28, 2023, we have undertaken installations of over 300 Supercomputing systems to various government institutions including various IITs such as IIT Jammu, IIT Kanpur, INST, IIIT Naya Raipur, Hemvati University and JNU, and leading scientific and research development institutions of the government of India such as the NMDC Data Centre.

Further, the global Supercomputing systems market is expected to grow from USD 45 billion in Fiscal 2023 (F) to USD 58 billion in Fiscal 2029 (F) at a CAGR of 4.4% and the Indian Supercomputing systems market is expected to grow from USD 539 million in Fiscal 2023 (F) to USD 919 million in Fiscal 2029 (F) at a CAGR of 9.3%. (*Source: F&S Report*)

Private cloud and HCI

Our private cloud and HCI offering, which is built and sold under our Tyrone Skylus brand, offers hyper-converged capabilities i.e., combining compute, storage, and network, thereby enabling us to provide a bespoke hardware and curated software stack. Our private cloud and HCI offerings comprise (i) private cloud; (ii) hybrid cloud; (iii) cloud tools; (iv) HCI; and (v) cloud native storage. Tyrone Skylus based private cloud and HCI offerings have emerged as an efficacious product offering in a short time frame and has enabled us to compete with foreign HCI OEMs, virtualization ISVs, private cloud platforms and general computing rigs. Since inception until February 28, 2023, we have undertaken installations of over 50 private cloud and HCI to marquee Customers such as Graviton, Akamai A.P.T. Portfolio, and Yotta Data.

Further, the global private cloud and HCI market is expected to grow from USD 228 billion in Fiscal 2023 (F) to USD 593 billion in Fiscal 2029 (F) at a CAGR of 17.3% and the Indian private cloud and HCI market is expected to grow from USD 2,797 million in Fiscal 2023 (F) to USD 8,007 million in Fiscal 2029 (F) at a CAGR of 19.2%. (*Source: F&S Report*)

AI systems and enterprise workstations

Our AI systems and enterprise workstations address requirements of Supercomputing systems, machine learning and deep learning, and are equipped with our proprietary containerised application solution (viz., Tyrone Kubyts) to standalone parallel compute intensive applications. Our AI systems and workstations are designed to support wide range of applications such as CFD, CAD and CMD. Since inception until February 28, 2023, we have undertaken installations of over 4,000 accelerator / GPU based AI systems and enterprise workstations for marquee Customers such as IIT Jammu, IIT Kanpur, IIIT Naya Raipur, JNU, HL Mando, Hemvati University, and Airamatrix.

Our enterprise workstations which contain in-built liquid cooling facilitate a quieter work environment with low level acoustics and are designed to work across different use cases including high performance graphics, 3D designs and animation, and a multitude of scientific activities such as engineering design and data science. We have designed and

developed a wide range of over 50 workstation models and deployed these to Customers such as Airamatrix and HL Mando.

Further, the global AI systems and enterprise workstations market is expected to grow from USD 6.30 billion in Fiscal 2023 (F) to USD 8.20 billion in Fiscal 2029 (F) at a CAGR of 4.5% and the Indian AI systems and enterprise workstations market is expected to grow from USD 333.6 million in Fiscal 2023 (F) to USD 1,456.40 million in Fiscal 2029 (F) at a CAGR of 27.8%. (*Source: F&S Report*)

HPS solutions

We provide high throughput and high IOPs storage for enterprise computation users. Our HPS solutions comprise unified storage solution (viz., Tyrone Verta (an upgraded version of Opslag FS2), cloud native storage (viz., Tyrone Collectivo), parallel file system storage (viz., Tyrone ParallelStor) and surveillance and object storage (viz. Tyrone Collectivo with Fluid Input Output). Other salient features of our HPS solutions include 'no single point of failure' (i*.e., a system will not fail if an individual part or component fails)*, scalable up to Exabytes (i.e., 1 exabyte equals 1 trillion megabytes), and built in high availability. Our HPS solutions are capable of being integrated into private and public cloud environment. Our HPS solutions are used across various industries such as media and entertainment, information technology and information technology enabled services, academia, banking, financial services and insurance, e-commerce, defence and media streaming. Our hardware, software have been developed in-house and are compliant with the 'Make in India' initiative and comprises a management suite and hardware controller units with input-output benchmarking and application scaling capabilities and we have proprietary middleware.

Our HPS solutions facilitate 10 million IOPS (input/output operations per second) and 100 GBps (scalable upto 450GBps) throughput and designs that can be extended up to 1,000 petabytes. Our scalable design can be extended up to exabyte i.e., 1,000 petabytes. We provide HPS solutions to marquee Customers including Graviton, A.P.T. Portfolio and INST.

Further, the global HPS solutions market is expected to grow from USD 65 billion in Fiscal 2023 (F) to USD 78.80 billion in Fiscal 2029 (F) at a CAGR of 3.3% and the Indian HPS solutions market is expected to grow from USD 709 million in Fiscal 2023 (F) to USD 948 million in Fiscal 2029 (F) at a CAGR of 5%. (*Source: F&S Report*)

Data centre server

We have designed and built an extensive range of over 200 dual processor server models under our brand 'Tyrone Camarero'. Our servers are designed and built with the intent of providing operational flexibility, and we have built servers to cater to disparate customer needs from entry level servers to high-end 'mission-critical' servers. The motherboard in our dual processor servers comprise 2 CPU sockets instead of 1 and we consider our systems design and architecture to be one of the key distinguishing features of our servers. Processors with 2 CPU sockets can cater to 'mission-critical' server requirements due to *inter alia* 2 CPUs with 2 separate sets of cache memory and 2 sets of RAM providing high computing power. Our ability to design the systems platform enables us to constantly improve and customise our offerings to address specific requirements such as low rack space consumption, high energy efficiency, wide accelerator/GPU support, high in-built storage capability (up to 1petabyte, i.e. one million gigabytes (10^{15})) and 'all flash storage servers'. Our current server models are typically designed and built with the dual processor configuration. Dual processors enable multiple operations simultaneously, leading to low latency and also enable better physical space utilisation. A reflection of the high quality of our servers is evidenced by the certificate of appreciation awarded to us by the Ministry of Electronics and Information Technology, Government of India, for '*Outstanding Contribution in Promotion of Electronics – Manufacturing of Servers'* in December 2021.

Further, the global data centre servers market is expected to grow from USD 113.60 billion in Fiscal 2023 (F) to USD 198.30 billion in Fiscal 2029 (F) at a CAGR of 9.7% and the Indian data centre servers market is expected to grow from USD 3,414 million in Fiscal 2023 (F) to USD 4,564 million in Fiscal 2029 (F) at a CAGR of 5%. (*Source: F&S Report*)

Software and services for HCS

We provide private (on-premises and off-premises) cloud software stack designed for managed Kubernetes, open stack services, AI-machine learning and deep learning as a service, containers as a service, and handle complex workloads (including 5G enterprise cloud, 5G edge compute, private 5G and enterprise IT). Our cloud solutions comprise deployment services which includes designing, application migration, virtual machine migration, to application porting services.

Our 'Big Data' centric solutions use Tyrone Camarero dense systems, Tyrone Cluster Management Suite and Tyrone Collectivo range of specialized storage systems and are designed to cater to data intensive distributed applications under a single umbrella. Our 'Big Data' centric solutions comprise, *inter alia*, various algorithms, APIs including Java APIs, file systems such as MapReduce, Hadoop distributed file systems. These aspects combined with our in-house hardware architecture are aimed at making our 'Big Data'/Hadoop based solutions comprehensive. Further, our machine learning solutions extensively use our 'Big Data' systems. We provide software and services for HCS to marquee Customers including NMDC Data Centre and Graviton.

OUR BRANDS

Our products and solutions offerings sold under 'Tyrone' brand Tyrone™ are supported by our engineered solutions:

TCM™

Tyrone Cluster Manager is a suite which assists in simplified cluster deployment and cluster management at HPC data centers. The cluster deployment capabilities include building and monitoring the clusters as a single entity and provisioning the hardware and operating system from a unified interface. The cluster management capabilities include cluster provisioning, monitoring all nodes of the clusters, reporting and management to make the clusters agile, speedy and reliable to deliver high throughputs.

TCM seeks to minimize the complexity of cluster deployment and management on bare metal as well as the private cloud and is designed to enable *inter alia* quick setup, provisioning/reprovisioning of clusters, GUI web-based interface, customized node scaling with distributed architecture etc.

KUBYTS®

Kubyts is a curated catalogue of GPUs and CPUs accelerated container applications and images for deep learning software, HPC applications and HPC visualization tools. Containers are a way to package applications, libraries, and configurations and run them as a self-contained and isolated environment agnostic of the software installed on the host system (**Containers**). Kubyts, through the use of Containers, assists applications involved in machine learning and deep learning and can run multiple applications simultaneously. Kubyts can run on a system as well on a private or a public cloud.

The salient features of Kubyts include speed, portability, bare metal performance, the capability to run multiple applications simultaneously, a container-optimized cloud, simple deployment, and the availability of Tyrone AI experts.

Tyrone VERTA

Verta (an upgraded version of Opslag FS2) has been designed to modern enterprise storage requirements. Verta is a unified storage solution which assists in agility and flexible scaling, and high performance. Verta comprises 3 aspects viz. storage area network, network attached storage and virtual tape library, and offers fault-tolerant architecture, remote replication, data deduplication, adaptive read ahead, solid-state drive cache and silent data corruption

protection. Verta's end use industry includes data rich enterprises and industries involved in video surveillance and media.

ParallelStor is a range of storage system which provides high throughput storage for high end and enterprise computation users. ParallelStor comprises a pair of metadata servers, a metadata target, a pair of storage servers and related storage arrays. The pair of metadata servers are connected to the metadata target by high performance links and the pair of storage servers host the storage target for the parallel file system. ParallelStor assists in providing high throughput, high IOPS (input/output operations per second), high bandwidth and high density. ParallelStor offers *inter alia* true parallel access, scalability, fault-tolerant architecture, simple deployment, easy management, and minimum metadata access latency.

Collectivo is a parallel file system which assists in meeting archival and storage requirements and is designed with the intent of meeting the requirement of true enterprise-grade storage. Collectivo offers storage space of up to Exabytes (i.e., 1 exabyte equals 1 trillion megabytes) and assists in providing scalability, protection of data, easy accessibility of data, simplified management of data and high-density storage in multiple drives.

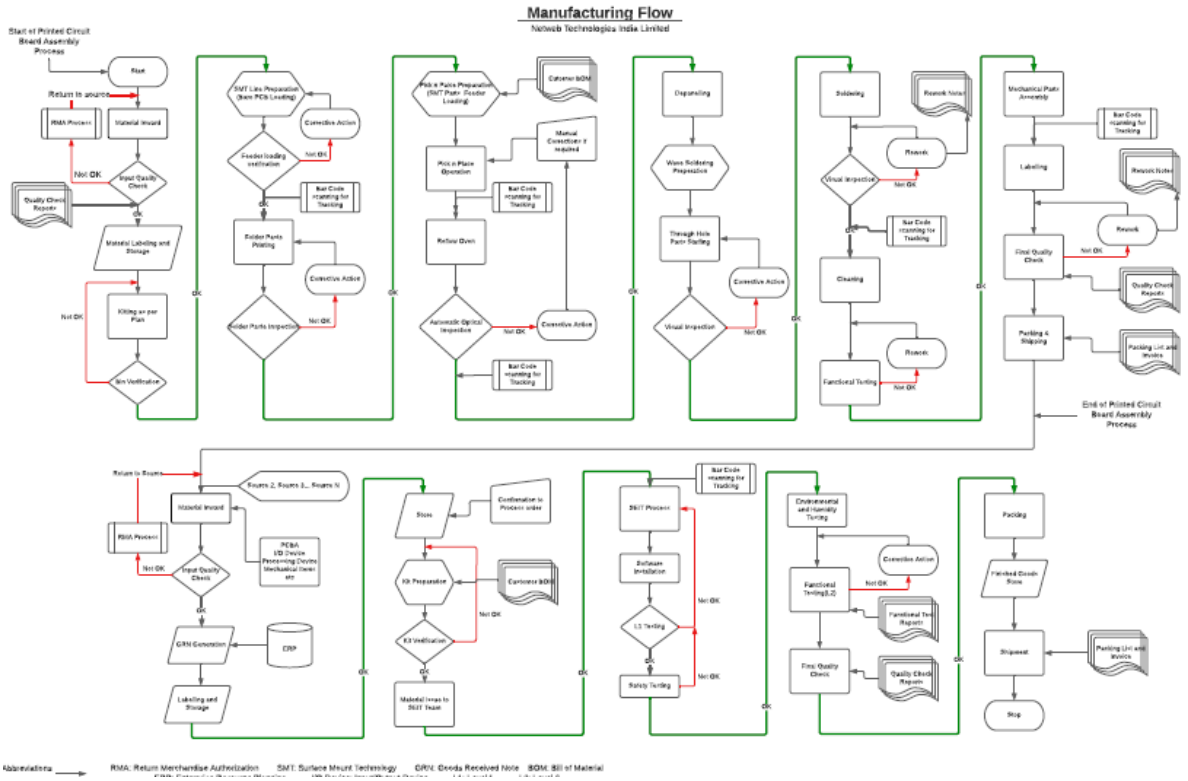
Skylus is a private cloud solution with hyper-converged capabilities i.e., combining compute, storage, and network i.e. *'HCI Cloud in box'*. Skylus is an integrated hardware and software solution. Skylus is designed for quick deployment and assists in providing scalability, multitenancy, migration between nodes and a single management dashboard.

Manufacturing Facility

We operate out of our Manufacturing Facility located in Faridabad, Haryana which is equipped with capabilities to design, develop and manufacture our product, and cater to our service, portfolio. In addition to our registered office in Faridabad, we have 15 offices across India. Our Manufacturing Facility has received ISO 9001:2015 (Quality Management System), ISO 14001:2015 (Environmental Management System) and ISO/IEC 27001:2013 (Information Security Management System) certificates from International Benchmarking & Certifications. Our Manufacturing Facility has also received a 'ZED Bronze' certification from the Ministry of Micro, Small and Medium Enterprises, Government of India under the MSME Sustainable (ZED) Certification Scheme.

Our production capacity (in terms of number of server nodes) for the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was 3,750, 3,750, 7,500, 7,500, and 7,500, respectively. Our actual production of the number of server nodes for the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was 2,475, 1,574, 3,983, 3,901, and 4,688, respectively. Our capacity utilisation, which has been derived based on actual number of server nodes produced during the period / year over the maximum number of server nodes that can be produced during the period / year, on a single shift basis, for the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was 66.00%, 41.97%, 53.11%, 52.01%, and 62.51%, respectively, as certified by Vinod Kumar Goel, the Independent Chartered Engineer through a certificate dated March 25, 2023.

Set out below is a flow chart outlining the manufacturing process and the system engineering process.



We have also entered into a manufacturing agreement with a third party entity pursuant to which such entity has been appointed as a contract manufacturer for the purpose of manufacturing server motherboards and related PCB assemblies using SMT, for our products. The said contract manufacturing entity manufactures the products in accordance with the design and technical specifications that we provide.

Components

The key components used in our operations comprise PCB and PCB assemblies using surface mount technology, chassis, microprocessors, hard disk drives, dynamic RAM and solid state drives. We have a robust supplier network which includes vendors, in India and overseas. We also rely on imports of certain components such as chassis, PCB, microprocessors and hard disk drives from overseas vendors. We have comprehensive documented procedures for vendor selection and certification. We also conduct periodic audits to ensure compliance with our quality standards and specifications.

Set out in the table below is a break-up of our cost of materials consumed which is our components cost in relation to our revenue from operations.

(*in ₹ million*)

Particulars	For the 6 months period ended September 30, 2022	As a % of revenue from operations	For the 6 months period ended September 30, 2021	As a % of revenue from operations	Fiscal 2022	As a % of revenue from operations	Fiscal 2021	As a % of revenue from operations	Fiscal 2020	As a % of revenue from operations
Cost of materials consumed	1,009.15	70.56	617.71	62.03	1,780.98	72.09	1,186.29	83.08	1,294.78	82.99

Customers

We count marquee private sector entities in India and overseas across diverse Application Industries such as information technology, information technology enabled services, entertainment and media, banking and financial services and insurance, national data centres, and defence systems amongst our Customers. In addition, we provide HCS to various Government Customers, including *inter alia*, IIT Jammu, IIT Kanpur, NMDC Data Centre, Hemvati University, INST, IIIT Naya Raipur, and JNU, and other Customers such as Airamatrix, Graviton, HL Mando, Akamai, A.P.T. Portfolio, and Yotta Data. We also cater to an R&D organisation of the Ministry of Electronics and Information Technology, Government of India which is involved in carrying out R&D in information technology and electronics and associated areas including Supercomputing.

Application Industries	Customers
Higher education and Research	IIT Jammu, IIT Kanpur, INST, IIIT Naya Raipur, JNU, Hemvati University and an R&D organisation of the Ministry of Electronics and Information Technology, Government of India
Space and Defence	An Indian Government space research organisation
IT & ITES	Airamatrix, MDC Data Centre, HL Mando, Akamai and Yotta Data
Other enterprises	Graviton and A.P.T. Portfolio

Set out in the table below are details of our revenues from operations from our Government Customers and non-government Customers.

Particulars	6 months period ended September 30, 2022		6 months period ended September 30, 2021		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	In ₹ million	As a % of revenue from operations	In ₹ million	Ass a % of revenue from operations	In ₹ million	As a % of revenue from operations	In ₹ million	As a % of revenue from operations	In ₹ million	As a % of revenue from operations
Government Customers	730.74	51.09	279.08	28.02	1527.56	61.84	664.89	46.57	969.18	62.12
Non-Government Customers	699.45	48.91	716.80	71.98	942.77	38.16	762.98	53.43	590.89	37.88
Total	**1,430.19**	**100.00**	**995.88**	**100.00**	**2,470.33**	**100.00**	**1,427.87**	**100.00**	**1,560.07**	**100.00**

Research and Development

Our R&D team's in-depth understanding of high-end computing solutions, their ability to meet the advanced technological challenges and their constant efforts at innovation, coupled with experience in working on innovative products in India, enable us to stay at the forefront of technological evolution and anticipate and envision the future needs of our Customers and the market. Our dedicated R&D Facilities have enabled us to increase our product lines to 8 viz., Tyrone Cluster Manager, KUBYTS, VERTA, ParallelStor, Collectivo, SKYLUS and Tyrone Camarero AI Systems and GPU System. Our R&D capabilities have helped us design and build an extensive range of over 200 server models and a wide range of over 30 AI systems and workstation models and over 15 storage systems which makes us a self-reliant and a proven OEM. During the 6 months period ended September 30, 2022 and the Fiscal 2022, Fiscal 2021 and Fiscal 2020, we have developed over 50 server models, over 20 AI workstation models and over 5 HPS products.

Sales and Marketing Network

Our sales strategy is structured around a customer centric approach. The generation of customer lead is done through a mix of end user reach out programme, participation in product education symposiums, exhibitions, and conferences, by organising workshops and events and tracking tenders on the government web portals. In addition, we also engage in in-person interaction with the private sector clients to gather their specific product and solutions requirements.

Our sales and marketing strategy is primarily focused on client engagement for long-term relationships along with seeking to establish new relationships with Customers. This is taken care of by our sales and marketing teams, spread across various zones in India, that are tasked with business development and client relationship management. Each zone is headed by a whole-time director and comprises qualified professionals with technical background and experience in sales.

While we innovate, to design and develop new products and solutions offerings, independently as well as in conjunction with our technology partners, we also track developments in the markets in relation to our products and solutions offerings to ensure that we are able to anticipate emerging needs. This enables us to better tailor our products to the needs of our Customers. Understanding the needs of our Customers also help us deepen our existing relationships and forge long-term and more successful relationships. This approach is also followed while seeking to establish new relationships. Consistent interaction with our Customers to understand their needs helps us in retaining our connect with them and collaborating in developing new products in conjunction with the Customers.

Quality Control, Assurance and Monitoring

We believe that maintaining a high standard of quality in our product and process quality is critical to our growth and success. We have implemented quality systems across our Manufacturing Facility which is designed to ensure quality of our products and solutions offerings. In particular, we have implemented strict checks as part of our supplier selection process to ensure that all components purchased by us are in compliance with the Restriction on the use of Hazardous Substances (**RoHS**) directive.

We have also obtained BIS certification IS 13252(Part 1):2010/ IEC 60950-1: 2005 for our servers, work stations and storage solutions. Our Manufacturing Facility has received, ISO 14001:2015, (Environment Management System), ISO 9001:2015 (Quality Management System) and ISO/IEC 27001:2013 (Information Security Management System) certificates. Our products and solutions offerings are also certified including by various leading OS players. The performance of our Camarero product offerings are benchmarked and certified by Standard Performance Evaluation Corporation (**SPEC**) and our results are published publicly on www.spec.org.

Our products are subjected to various tests including the HIPOT test, (dielectric, i.e. insulation barrier between hazardous and non-hazardous part, strength testing) insulation resistance test, burn-in test (where products are run for an extended length of time in order to identify any potential problems) and the test for electrostatic discharge. Further, our Manufacturing Facility also has a dedicated performance analyzer to run 'Linpack' tests before the final product and solutions offerings are dispatched to our Customers.

Human Resources

As at February 28, 2023, we had 262 full time employees. The department wise break-up of such personnel are as follows:

Department	Number of Employees
Information technology	64
Operations	10
Management	5

Department	Number of Employees
R&D	35
Finance and legal	16
Sales and marketing	76
Human resources and administration	16
Others	40
Total	**262**

In addition, as at February 28, 2023, we had engaged 5 workers on contract.

Intellectual Property

In addition to our proprietary solutions and software, our intellectual property comprises trademarks, designs and patents which are associated with our business.

Details of the trademarks registered, and, or applied for, by our Company are as set out below:

Sr. No.	Application Number	Trademark	Class	Date of registration / application / renewal application	Status	Validity
1.	1430161	OPSLAG	9	Date of renewal: March 2, 2016 with effect from March 9, 2016.	Registered*	March 09, 2026
2.	4900720	SKYLUS	9	Date of registration: August 17, 2021	Registered	March 11, 2031
3.	4900719	KUBYTS	9 and 42	Date of registration: August 7, 2021	Registered	March 11, 2031
4.	4900722	KUBYTS	9 and 42	Date of registration: October 8, 2021	Registered	March 11, 2031
5.	4023975	Netweb TECHNOLOGIES	9	Date of registration: February 19, 2022	Registered	December 12, 2028

Sr. No.	Application Number	Trademark	Class	Date of registration / application / renewal application	Status	Validity
6.	1371440	Tyrone	9	Date of renewal: March 2, 2016 with effect from July 15, 2015.	Registered**	July 15, 2025
7.	1371441	Tyrone	16	Date of renewal: March 2, 2016 with effect from July 15, 2015	Registered*	July 15, 2025
8.	5700822	**TYRONE**	9 and 42	Date of application: November 28, 2022	Marked for exam	-
9.	5700823	Tyrone	9, 16 and 42	Date of application: November 28, 2022	Send To Vienna Codification	-
10.	5778229	ParallelStor	9 and 42	Date of application: 24 January 2023	Send To Vienna Codification	-
11.	5778230	COLLECTIVO	9 and 42	Date of application: 24 January 2023	Send To Vienna Codification	-
12.	5850741	CAMARERO	9	Date of application: 16 March 2023	Send To Vienna Codification	-
13.	5850738	EDRA	9 and 42	Date of application: 16 March 2023	Send To Vienna Codification	-
14.	5850739	JANUS	9 and 42	Date of application: 16 March 2023	Send To Vienna Codification	-

Sr. No.	Application Number	Trademark	Class	Date of registration / application / renewal application	Status	Validity
15.	5850740	VERTA	9	Date of application: 16 March 2023	Send To Vienna Codification	-
16.	5662915	TCM A Tyrone Product	9 and 42	Date of application: October 28, 2022	Marked for exam	-
17.	4900721	Skylus	9	Date of application: March 11, 2021	Objected and ready for show cause hearing	-
18.	5216899	Netweb TECHNOLOGIES	42	Date of application: November 20, 2021	Objected and ready for show cause hearing	-

**Pursuant to the deed of assignment dated November 22, 2022 executed between our Promoter, Sanjay Lodha and our Company, Sanjay Lodha has, inter alia, assigned, sold and transferred, the trademark bearing application numbers 1430161 and 1371441 to our Company, for a consideration amount of ₹ 1,000 only.*

***Pursuant to the deed of assignment dated May 23, 2022 executed between our Promoter, Sanjay Lodha and our Company, Sanjay Lodha has, inter alia, assigned, sold and transferred, the trademark bearing application number 1371440 to our Company, for a consideration amount of ₹ 100 only.*

Our Company has entered into an intellectual property agreement dated March 20, 2023 with one of the members of our Promoter Group, Netweb Pte. which delineates the geographical territories for the use of the identical intellectual property rights owned, registered, or applied for, by our Company and Netweb Pte. For further details, see '*History and Certain Other Corporate Matters – Material Agreements*' on page 256.

Details of the designs applied for, by our Company are as set out below:

Sr. No.	Application Number	Design	Class	Date of registration / application / renewal application	Status
1.	.370720-001	TYRONE SKYLUS 4U FRONT BAZEL	14-00-Recording, telecommunication or data processing equipment	Date of application: September 12, 2022	Under the process of registration

Sr. No.	Application Number	Design	Class	Date of registration / application / renewal application	Status
2.	370718-001	TYRON SKYLUS 1U FRONT BAZEL	14-00-Recording, telecommunication or data processing equipment	Date of application: September 12, 2022	Under the process of registration
3.	370719-001	TYRON SKYLUS 2U FRONT BAZEL	14-00-Recording, telecommunication or data processing equipment	Date of application: September 12, 2022	Under the process of registration

Details of the patents applied for/registered in our Company's name are as set out below:

Sr. No.	Application Number	Patent	Date of registration / application / renewal application	Status
1.	201821003915	Emergency Determination System and Method Utilizing Artificial Intelligence and Blockchain Technology	Date of grant: February 28, 2023	The patent has been granted to our Company for a term of 20 years from February 1, 2018 in accordance with the provisions of the Patents Act, 1970.
2.	202311008741	NETWORK STORAGE SYSTEM AND METHOD FOR SALVAGING DIGITAL RESOURCES	Date of application: February 10, 2023	Patent published and awaiting request for examination.

Property

The details of the property from which we operate are as follows:

Sr. No.	Location	Address	Owned/ Leased	Name of the Lessor	Validity Period
1.	Faridabad, Haryana (Registered Office and manufacturing unit)	Plot No. H1, F.I.T (Faridabad Industrial Town) Sector -57, Ballabgarh, Faridabad, Haryana – 121004	Owned	N.A.	N.A.
2.	Faridabad, Haryana (Manufacturing unit partially under construction)	Plot No. H2, F.I.T (Faridabad Industrial Town) Sector -57, Ballabgarh, Faridabad, Haryana – 121004	Owned	N.A.	N.A.
3.	Faridabad, Haryana (Land)	Plot No. M-12, Pocket 14, Faridabad Industrial Town (FIT), Sector 57, Faridabad, Ballabgarh, Haryana -121004	Owned	N.A.	N.A.
Office Premises					
4.	Ahmedabad, Gujarat	B, 4th Floor – 409, Ratnakar – 9, Opp. Keshavbaug, Mansi Circle Road, Vastrapur -380015, Gujarat	Leased	Vaishali Shah	1 year commencing from August 15, 2022.
5.	Bengaluru, Karnataka	No. 36/3, (3rd Floor), Neela Nivas, Bowring Hospital Road, Plain Street, Off Infantry Road, Shivaji Nagar, Bangalore-560001	Leased	Pavan Mohan	6 years, commencing from October 1, 2022.
6.	Bengaluru, Karnataka	Neela Nivas, No. 36, First Floor (1st Floor), Bowring Hospital Road, Off Infantry Road, Plain Street, Shivaji Nagar, Bangalore-560001	Leased	Chandan Mohan	9 years commencing from July 5, 2018.
7.	Bhopal, Madhya Pradesh	201, Sharma Tower, 45 Rachna Nagar Bhopal-462023	Leased	Surendra Kumar Sharma	11 months commencing from January 1, 2023.
8.	Bhubaneshwar, Odisha	Unit No. 312, 3" floor, Esplanade One, single seater space, Mouza-	Leased	Exospace LLP	24 months commencing

Sr. No.	Location	Address	Owned/ Leased	Name of the Lessor	Validity Period
		Govinda Prasad, P.S-Mancheswar, Tahasil-Bhubaneswar, Dist. Khurda. Odisha- 751010			from September 10, 2022.
9.	Chennai, Tamil Nadu	Sharmi Devi Plaza No.7, 2nd Floor Sardar Patel Road, Guindy Chennai 600 032	Leased	Kota Veeraswamiah Chambers	11 months commencing from January 1, 2023.
10.	Dehradun, Uttrakhand	Jumpstart Tower, 1st & 2nd Floor, Haridwar Bypass Road, Opp. Nilaya Hills, Dehradun-248001	Leased	Onway Technology LLP	6 months commencing from December 1, 2022.
11.	Gurgaon, Haryana	3rd Floor, Tower C, Unit No. 301, Unitech Business Zone, Sector 50, Golf Course Extension Road, Gurugram, Haryana-122018	Leased	Anita Aggarwal, Mayur Aggawal, and M.K. Aggarwal	36 months commencing from October 1, 2022.
12.	Hyderabad, Telangana	Block C, RMZ Futura, Plot No 14 and 15, Phase 2, HITEC City, Hyderabad – 500081.	Leased	Skootr Global Private Limited	36 months from April 1, 2022
13.	Kolkata, West Bengal	F-01, 1st floor, CFB building, Paridhan (Garment Park), 19 Canal South Road, Beliaghata, Kolkata - 700 105	Leased	Shanker Traders & Distributors Private Limited	11 months commencing from March 7, 2023
14.	Mumbai, Maharashtra	1604-1610, Sixteenth floor, Wing A, (Wing H of Bldg. No. 2), Kailas Business Park, Village Ghatkopar, Taluka Kurla, Veer Savarkar Marg, Park Site, Vikhroli (West), Mumbai – 400079	Leased	DKP Engineers and Construction Private Limited	60 months commencing from May 10, 2022.
15.	New Delhi, Delhi NCR	Unit No. 710, 711, 712, Tower B, DLF Towers, Jasola, New Delhi	Leased	M/s Kiar Village Tourism Private Limited	5 years commencing from October 13, 2022.
16.	New Delhi, Delhi NCR	B1/A25, 2nd Floor, Mohan Co-Op. Indl. Estate, Mathura Road, New Delhi-110044	Leased	Kirit Singh	18 months commencing from January 21, 2022.
17.	Pune, Maharashtra	Office No.2, RB Business Centre, Survey No. 187, Plot Number 2, Sanghvi	Leased	Ramesh Bhabutmal Sanghavi (HUF) through its Karta and	60 months commencing

Sr. No.	Location	Address	Owned/ Leased	Name of the Lessor	Validity Period
		Nagar, Aundh, Pune, Maharashtra – 411007		Manager, Ramesh Bhabutmal Sanghavi	from January 19, 2022.
18.	Roorkee, Uttarakhand	Shop No. 21, CT Private Complex Prem Mandir Road, Roorkee, Uttarakhand	Leased	Renu Jain	11 months commencing from September 1, 2022.
Guest House					
19.	Faridabad, Haryana	Village-Pali, Near Omyog Ashram, Pli to Nek Pur Road, Faridabad, Haryana	Leased	Ajay Singh	36 months, commencing from October 15, 2020.

Machinery and equipment

Our Manufacturing Facility is equipped with various machinery and quality testing equipment. Set out below is a list of the primary machinery and equipment used at our Manufacturing Facility.

Sr. No.	Machinery	Capacity	Quantity
1.	SMT pick and place machine	High speed pick and place machine with capacity of 37500 CPH	1
2.	Inline reflow oven	SMT reflow oven with belt speeds up to 1.4 m/min to accommodate the fastest pick and place systems	1
3.	3d inline automatic optical inspection machine	8 MPixel camera / 15µm resolution 3D inspection speed: 27.14cm²/sec	1
4.	Inline solder paste printer	Printing Speed: 1 - 200 mm / second Capable to accommodate Big Size PCBs upto 610 x 610 mm	1
5.	ESD protected dust free state of art production line with automated conveyer belt with torque-controlled tools	20* MR (manufacturing release) station equipped with touch panels and surveillance cameras	1 set
6.	Test lab facility with integrated racks, power, cooling & interconnect for stress and burn-in test for 100+ nodes, for application and product testing	10 racks each with 11KW IT load capacity	1 set
7.	Safety testing setup as per IS13252 (di-electric strength tester, insulation resistance tester, ground continuity tester, leakage current tester)	-	1
8.	Climatic chamber with data logger (for dry heat test, dry cold test, damp heat cyclic test of product)	0°C-55°C, 15%-95%	1
9.	Energy efficiency test setup (with monitoring station, power meter and software for maximum power consumption and energy efficiency of product)	-	1

Sr. No.	Machinery	Capacity	Quantity
10.	Data centre with integrated racks with power supply	5 racks each with 11KW IT load capacity	1 set
11.	Supercomputing system for product development	500+ Compute Cores	1
12.	Data center grade precision air conditioning system	27KVA in redundant mode	2
13.	Diesel generator set	320KVA	1
14.	Diesel generator set	250KVA	1
15.	Diesel generator set	62.50 KVA	1
16.	Uninterruptible power supply	200KVA (40KVA x 5)	1 set
17.	Air conditioners - ductable	8.5TR	3
18.	Air conditioners - ductable	5.5TR	4
19.	Air conditioners - vrv	20HP	4
20.	Fire alarm system	-	1
21.	Facility surveillance system	-	1
22.	Hydraulic lift	1000KG	1
23.	Goods lift	680KG	1
24.	Passenger lift	680KG	2
25.	Air shower	-	1 set
26.	Weighing machine	300KG	1
27.	Printers & MFD	-	5
28.	20w industrial grade laser machine	-	1
29.	Tampoprint 130 hydraulic impression machine	-	1
30.	Bar code scanner	-	10

Set out below is a list of the primary quality control equipment used at our Manufacturing Facility.

Sr. No.	Details of test equipment	Purpose	Range
1.	Clamp meter	For testing of wires, power cords for reliability and safety testing	0V-1000V AC/DC
2.	Digital multimeter	For testing of motherboards during incoming quality check	0 - 600V, 0 - 10A, 0 - 2MΩ
3.	ESD generator	For testing machine for ESD susceptibility	0 - 8KV, 0 - 16A
4.	Sound level meter	For acoustic testing of machine during product designing and development	30 dB - 130 dB

Sr. No.	Details of test equipment	Purpose	Range
5.	Insulation resistance tester	For insulation resistance test as per IS 13252, IEC-60950-1: 2005, CE compliance	0V - 100V, to 40GΩ
6.	Temperature gun	For GPU server airflow and thermal validation during product designing and development	0 - 400 oC
7.	High voltage tester	For HIPOT / di-electric strength test as per IS13252, IEC-60950-1: 2005, CE compliance	0 - 5KV
8.	Milli ampere meter	For leakage current test as per IS13252, IEC-60950-1: 2005, CE compliance	0-200mA
9.	Wattmeter	For maximum power consumption measurement of machine	0 - 500W
10.	Voltmeter	For voltage variation as per IS13252, IEC-60950-1: 2005, CE compliance	0 - 500V(AC)
11.	Climatic chamber	For quality assurance testing	0oC-55oC, 15% - 95% RH
12.	Weighing balance	For weighing material during receipt and shipment	0 - 300KG

Insurance

Our Company maintains insurance policies which are renewable every year. Our Company generally maintains insurance cover commensurate with its business requirements. We maintain directors' and officers' insurance, professional indemnity (technology) insurance, marine cargo insurance, standard fire and special perils policy, and comprehensive general liability and cyber liability insurance. We also have a group personal accident insurance policy and medical insurance policy for our employees. Our insurance policies are subject to customary exclusions and deductibles. For further details, see '*Risk Factors*' on page 36.

Environmental, Health and Safety

Our Company remains focused on environmental sustainability and stewardship of our products and solutions offerings. We regularly review the environmental impact of our products and manufacturing processes and evaluate the renewability and sustainability of our resources. This is an effort to protect or improve the environment while providing environmentally affordable solutions. Our Manufacturing Facility is certified with ISO 14001:2015 (Environmental Management System) certificate from International Benchmarking & Certifications. We are also one of the few manufacturers of computer, electronic and optical products (medium size) in India to have received a 'ZED Bronze' certification from the Ministry of Micro, Small and Medium Enterprises, Government of India under the MSME Sustainable (ZED) Certification Scheme. We have made a renewal application in relation to the extended producer responsibility (**EPR**) authorisation for centralised data processing: minicomputers under the E-Waste Management Rules, 2016 dated February 20, 2023 . We are also subject to RoHS testing by the Central Pollution Control Board. Further, we have also made an application for EPR for plastic packaging.

We have a dedicated department which ensures that the policy and measures instituted by our Company are implemented and duly followed to ensure compliance with the various health and safety measures of our Company, in particular, at our Manufacturing Facility.

Competition

We face competition from various competitors across our business verticals. Set out below are the details of our competitors in each of the business vertical:

Sr. No.	Particulars	Our Key Competitors*
1.	HPC	Hewlett Packard Enterprise, International Business Machines Corporation, Atos SE, and Lenovo Group Limited.
2.	Private cloud and HCI	VMware, Inc., Nutanix Inc., Suse SA, and RedHat Inc.
3.	AI systems and enterprise workstations	Nvidia.
4.	Enterprise storage systems	Hewlett Packard Enterprise, NetApp Inc., HITACHI Data Systems Corporation, and Dell Technologies Inc.
5.	Data centre server	Hewlett Packard Enterprise, Lenovo Group Limited, International Business Machines Corporation, and Dell Technologies Inc.
6.	Cloud managed services	HCL Technologies Limited, Accenture Plc, Cognizant Technology Solutions Corp, and Tech Mahindra Limited

** Source: F&S Report*

Corporate Social Responsibility

Our Company and its employees are conscious of their role in society and are keen to participate in social welfare measures. Over the years, our Company has made contributions towards various health and social welfare causes. Our Company has constituted a Corporate Social Responsibility (**CSR**) Committee and also formulated a CSR policy to govern such initiatives. For further details, see '*Our Management*' on page 259. During the 6 months period ended September 30, 2022 and September 30, 2021, and during Fiscal 2022, Fiscal 2021 and Fiscal 2020, our Company spent ₹ 0.02 million, ₹ 0.90 million, ₹ 2.00 million, ₹ 0.20 million and ₹ Nil, respectively, towards CSR activities in compliance with applicable law. While our Company has been generally expending the amounts towards CSR, however, due to the impact of COVID-19 pandemic in the last quarter of Fiscal 2021, an amount of ₹ 0.49 million could not be expensed. We had expended the said amount towards our CSR obligations in the Fiscal 2022 along with our CSR target for Fiscal 2021. In terms of our CSR Policy, our Company's CSR activities are focused on the following areas namely, health care and education.

Our Subsidiary, Netweb Foundation, is also engaged in the upliftment of the socially backward and other economically weaker section, by establishing, maintaining, and operating welfare centres, offering healthcare and educational assistance/support.

KEY REGULATIONS AND POLICIES

The following is an overview of certain sector-specific relevant laws and regulations which are applicable to the business and operations of our Company. The information detailed in this section has been obtained from publications available in the public domain. The description of laws and regulations set out below is not exhaustive but is indicative and is only intended to provide general information to investors and is neither designed nor intended to be a substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For further details of government approvals obtained by our Company, see 'Government and Other Approvals' on page 429.

Business Related Laws

Factories Act, 1948

The Factories Act, 1948 (**Factories Act**) defines a 'factory' to cover any premises which employs 10 or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least 20 workers, even while there may not be an electrically aided manufacturing process being carried on. State Governments have the authority to formulate rules in respect of matters such as prior submission of plans and their approval for the establishment of factories and registration and licensing of factories. The Factories Act provides that the person who has ultimate control over the affairs of the factory and in the case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. It provides such safeguards of workers in the factories as well as offers protection to the exploited workers and improve their working conditions. The penalties for contravention of the Factories Act include fine and imprisonment for the 'occupier' or 'manager' as defined under the Factories Act, and enhanced penalties for repeat offences and contravention of certain provisions relating to use of the hazardous materials.

Bureau of Indian Standards Act, 2016

The Bureau of Indian Standards Act, 2016 (**BIS Act**) and the rules framed thereunder establishes the Bureau of Indian Standards (**BIS**) to develop, *inter alia*, the standardization, marking and quality certification of goods. The primary functions of the BIS include, (a) recognizing as a nationals standard, any such standard established for any article or process by other credible institutions in India or elsewhere; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

The Information Technology Act, 2000

The Information Technology Act (**Information Technology Act**) creates liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing, or handling any sensitive personal data or information in a computer resource which is owned, controlled, or operated by it, but affords protection to intermediaries with respect to third party information liability. The Information Technology Act also provides for civil and criminal liability including compensation, fines, and imprisonment for various offences. These include offences relating to unauthorized access to computer systems, damaging such systems or modifying their contents without authorization, unauthorized disclosure of confidential information and commission of fraudulent acts through computers. In April 2011, the Ministry of Electronics and Information Technology, Government of India notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (IT Personal Data Protection Rules) under Section 43A of the Information Technology Act and again in February 2021 notified the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021 (Intermediary Guidelines) under Section 87 of the Information Technology Act. The IT Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer, and protection of sensitive personal data. The Intermediary Guidelines provide for a thorough due diligence to be done by the intermediaries and provide a grievance redressal mechanism for resolving complaints from users.

National Policy on Electronics, 2019

The National Policy on Electronics, 2019 (**NPE 2019**) notified on February 25, 2019 envisions positioning India as a global hub for electronics system design and manufacturing by encouraging and driving capabilities in the country for developing core components, including chipsets, and creating an enabling environment for the industry to compete globally. The NPE 2019 replaces the National Policy of Electronics 2012. The NPE 2019 enables flow of investment and technology, leading to higher value addition in the domestically manufactured electronic products, increased electronics hardware manufacturing in the country and their export, while generating substantial employment opportunities.

Legal Metrology Act, 2009

The Legal Metrology Act, 2009 (**Metrology Act**) aims to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. Any transaction/contract relating to goods/class of goods or undertakings shall be as per the weight/measurement/numbers prescribed by the Metrology Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in rules by each state.

Consumer Protection Act, 2019

The Consumer Protection Act (**CPA**) provides for a three-tier consumer grievance redressal mechanism at the national, state and district levels. Non-compliance of the orders of the redressal commissions attracts criminal penalties. The CPA introduced a Central Consumer Protection Council to promote, protect and enforce the rights of consumers executive agency to provide relief to a class of consumers. The CPA brought e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online marketplace or online auction sites. The COPRA also provides for mediation cells for early settlement of the disputes between the parties.

Micro, Small and Medium Enterprise Development Act, 2006

The Micro, Small and Medium Enterprise Development Act, 2006 (**MSMED Act**) provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The Central Government is empowered to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as a: (i) micro enterprise, (ii) small enterprise, or (iii) medium enterprise, based on their investment in plant and machinery as per last the audited financials of the entity. The MSMED Act, inter-alia, stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a micro, small or medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

Shops and Establishment Legislations

Under the provisions of local Shops and Establishments laws applicable in various states, 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. Our offices are required to be registered under the shops and establishments legislations of the states where they are located.

Production Linked Incentive Scheme (PLI) for Promoting Telecom and Networking Products Manufacturing in India

Production Linked Incentive Scheme for Promoting Telecom and Networking Products Manufacturing in India was notified on June 3, 2021. Under this scheme, an incentive of 4% to 7% on incremental sales (over the base year) of goods manufactured in India and covered under target segments shall be extended to eligible companies, for a period

of 5 years subsequent to a base year. Fiscal 2020 shall be treated as the base year for computation of incremental investment and incremental sales of manufactured goods. This scheme shall only be applicable for target segments namely core transmission equipment, 4G/5G, next generation radio access network and wireless equipment, access and customer premises equipment, internet of things access devices and other wireless equipment, enterprise equipment such as switches and routers and any other products determined by the Empowered Group of Secretaries, GoI.

Production Linked Incentive Schemes for IT Hardware

The Production Linked Incentive Scheme for IT Hardware was notified on March 3, 2021. Under this scheme, an incentive of 4% to 2%/1% on net incremental sales (over the base year) of goods manufactured in India and covered under target segments shall be extended to eligible companies, for a period of 4 years subsequent to a base year. Fiscal 2020 shall be treated as the base year for computation of net incremental sales of manufactured goods. This scheme shall only be applicable for target segments which shall include (i) laptops (ii) tablets (iii) all-in one personal computers and (iv) servers.

Environmental Legislations

The Environment (Protection) Act, 1986

The Environment (Protection) Act, 1986 (**EPA**) is an umbrella legislation designed to provide a framework for the government to coordinate the activities of various central and state authorities established under various laws, such as the Water (Prevention and Control of Pollution) Act, 1974, the Air (Prevention and Control of Pollution) Act, 1981, etc. The EPA vests with the Government the power to take any measure it deems necessary or expedient for protecting and improving the quality of the environment and preventing and controlling environmental pollution. This includes rules for laying down the quality of environment, standards for emission of discharge of environment pollutants from various sources as given under the Environment (Protection) Rules, 1986, inspection of any premises, plant, equipment, machinery, and examination of manufacturing processes and materials likely to cause pollution.

The Water (Prevention and Control of Pollution) Act, 1974

The Water (Prevention and Control of Pollution) Act, 1974 **(Water Act)** aims to prevent and control water pollution by factories and manufacturing units and to maintain and restore the quality and wholesomeness of water. Under the Water Act, any person establishing any industry, operation or process, any treatment or disposal system, using of any new or altered outlet for the discharge of sewage or causing new discharge of sewage, must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with.

The Water (Prevention and Control of Pollution) Cess Act, 1977

The Water (Prevention and Control of Pollution) Cess Act, 1977 (**Water Cess Act**) provides for the levy and collection of a cess on water consumed by persons carrying on certain industries and by local authorities. Every person carrying on certain industries and local authorities is required to pay a cess calculated on the basis of the amount of water consumed for any of the purposes specified under the Water Cess Act, at such rate not exceeding the rate specified under the Water Cess Act. A rebate of up to 25% on the cess payable is available to persons who install any plant for the treatment of sewage or trade effluent, provided that they consume water within the quantity prescribed for that category of industries and also comply with the provision relating to restrictions on new outlets and discharges under the Water (Prevention and Control of Pollution) Act, 1974 or any standards laid down under the Environment (Protection) Act, 1986.

The Air (Prevention and Control of Pollution) Act, 1981

The Air (Prevention and Control of Pollution) Act, 1981 **(Air Act)** provides for the prevention, control and abatement of air pollution. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. The state pollution control board must decide on the application within

a period of 4 months of receipt of such application. The consent may contain certain conditions relating to specifications of pollution control equipment to be installed at the facilities. No person operating any industrial plant in any air pollution control area is permitted to discharge the emission of any air pollutant in excess of the standards laid down by the state pollution control board.

Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016

The Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2016 **(Hazardous Waste Rules)** define the term 'hazardous waste' and any person who has control over the affairs of a factory or premises or any person in possession of the hazardous waste is classified as an 'occupier'. In terms of the Hazardous Waste Rules, occupiers have been, inter alia, made responsible for safe and environmentally sound handling of hazardous wastes generated in their establishments and are required to obtain license / authorization from the respective state pollution control board for generation, processing, treatment, package, storage, transportation, use, collection, destruction, conversion, offering for sale, transfer or the like of the hazardous waste.

E-Waste (Management) Rules, 2016

The E-Waste (Management) Rules, 2016 (**E-Waste Rules**) apply to every manufacturer, producer, consumer, bulk consumer, collection centres, dealers, e-retailer, refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment as classified under the E-Waste Rules, including their components, consumables, parts and spares which make the product operations. The E-Waste Rules mandate that a manufacturer must obtain an authorisation from the state pollution control board and also submit annual returns to the same Authority. Producers of such e-waste also have extensive responsibilities and obligations and may come under the scrutiny of either the central pollution control board or the state pollution control board. The manufacturer, producer, importer, transporter, refurbisher, dismantler and recycler shall be liable for all damages caused to the environment or a third party due to improper handling and management of the e-waste and are liable to pay financial penalties as levied for any violation of the provisions under the E-Waste Rules by the state pollution control board with the prior approval of the central pollution control board.

Plastic Waste Management Rules, 2016 (as amended)

In terms of the Plastic Waste Management Rules, 2016 (as amended), all institutional generators of plastic waste, are required to, *inter alia*, segregate and store the waste generated by them in accordance with the Solid Waste Management Rules, 2016, and handover segregated wastes to authorized waste processing or disposal facilities or deposition centers, either on its own or through the authorized waste collection agency. The waste generator shall also take steps to minimize generation of plastic waste. These rules also require the producers, importers and brand owners to collect back the plastic waste generated due to their products.

Labour Law Legislations

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws, including the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Employee's State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Gratuity Act, 1972, the Payment of Bonus Act, 1965, Contract Labour (Regulation and Abolition) Act, 1970, the Maternity Benefit Act, 1961, the Employee's Compensation Act, 1923, the Trade Unions Act, 1926, Equal Remuneration Act, 1976, the Industrial Dispute Act, 1947, Apprentices Act, 1961, Industrial Employment (Standing Orders) Act, 1946, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979, the Equal Remuneration Act, 1976, the Child Labour (Prohibition and Regulation) Act, 1986, and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government has enacted the following codes:

(a) Code on Wages, 2019, which regulates and amalgamates wage and bonus payments and subsumes 4 existing laws namely – the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. It regulates, inter alia, the minimum wages payable to employees, the manner of payment and calculation of wages and the payment of bonus to employees.

(b) Industrial Relations Code, 2020, which consolidates and amends laws relating to trade unions, the conditions of employment in industrial establishments and undertakings, and the investigation and settlement of industrial disputes. It subsumes the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947.

(c) Code on Social Security, 2020, which amends and consolidates laws relating to social security, and subsumes various social security related legislations, inter alia including the Employee's 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. It governs the constitution and functioning of social security organisations such as the Employee's Provident Fund and the Employee's State Insurance Corporation, regulates the payment of gratuity, the provision of maternity benefits and compensation in the event of accidents that employees may suffer, among others.

(d) The Occupational Safety, Health and Working Conditions Code, 2020, consolidates and amends the laws regulating the occupational safety and health and working conditions of the persons employed in an establishment. It replaces 13 old central labour laws including the Contract Labour (Regulation and Abolition) Act, 1970 and received the presidential assent on September 28, 2020.

The provisions of these codes shall become effective on the day that the Government shall notify for this purpose.

Laws relating to Taxation

The Goods and Services Tax (**GST**) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (**CGST**), relevant state's Goods and Services Act, 2017 (**SGST**), Union Territory Goods and Services Act, 2017 (**UTGST**), Integrated Goods and Services Act, 2017 (**IGST**), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (**Income Tax Act**) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or rules made there under depending upon its 'Residential Status' and 'Type of Income' involved. The Income Tax 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 assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

The Customs Act, 1962 as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any Company importing or exporting goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under FTDR. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance, Government of India.

Intellectual Property Laws

Intellectual property rights refer to the general term for intangible, intellectual, industrial property rights through patents, copyrights and trademarks and includes geographical indications, trade secrets, and confidential information. In India, patents, trademarks and copyrights enjoy protection under both statutory and common law. The key legislations governing intellectual property in India and which are applicable to our Company are the Patents Act, 1970, Copyright Act, 1957, the Designs Act, 2000 and the Trade Marks Act, 1999.

Other Applicable Laws

In addition to the above, our Company is also required to comply with the provisions of the Companies Act and rules framed thereunder, foreign exchange laws, FDI Policy, contract laws, customs act, anti-trust laws and other applicable statutes enacted by the Centre or relevant State Governments and authorities for our day-to-day business and operations.

HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was originally incorporated as 'Netweb Technologies India Private Limited', at New Delhi as a private limited company under the Companies Act, 1956 and received a certificate of incorporation issued by the RoC, on September 22, 1999. Thereafter, our Company was converted into a public limited company, pursuant to a special resolution passed by the Shareholders of our Company on October 18, 2022, and the name of our Company was changed to its present name pursuant to a fresh certificate of incorporation issued by the RoC on November 18, 2022. Further, our Company acquired the business undertaking of the sole proprietorship of our Promoter and Chairman and Managing Director, Sanjay Lodha, i.e., M/s Netweb Technologies on August 16, 2016.

Changes in the Registered Office: Except as disclosed below, there has been no change in the registered office of our Company since its incorporation.

Date of change	Details of the address of Registered office	Reason for change
March 31, 2006	The Registered Office of our Company was shifted from E-396, 1st Floor, Greater Kailash 1, New Delhi, Delhi, India – 110048 to B-/A-25, IInd Floor, Mohan Co-operative Ind Estate, Mathura Road, New Delhi, Delhi, India - 110044	In the ordinary course of business for the convenience of the stakeholders.
April 16, 2013*	The Registered Office of our Company was shifted from B-/A-25, IInd Floor, Mohan Co-operative Ind Estate, Mathura Road, New Delhi, Delhi, India - 110044 to Garments Park (Paridhan), Module no. F-4,1st Floor, CF Building, Block-A, 19, Canal South Road, Kolkata, West Bengal – 700015	For operational convenience.
April 12, 2022**	The Registered Office of our Company was shifted from Garments Park (Paridhan), Module no. F-4, 1st Floor, CF Building, Block-A, 19, Canal South Road, Kolkata, West Bengal - 700015 to Plot No H-1, Pocket 9, Faridabad Industrial Town (FIT), Sector-57, Ballabhgarh, Faridabad, Haryana, India – 121004	For operational convenience.

** A fresh certificate of incorporation dated July 9, 2013 was issued by the Registrar of Companies, West Bengal at Kolkata to our Company with respect to the change in our Registered Office.*

*** A fresh certificate of incorporation dated May 25, 2022 was issued by the RoC to our Company with respect to the change in our Registered Office.*

Main Objects of our Company: The main objects contained in the Memorandum of Association are as follows:

1. *To acquire and takeover a Going Concern under the name and style of M/s Netweb Technologies and proprietorship concern situated at E-396 Greater Kailash-1 New Delhi with all its assets and liabilities, trade rights on such terms and conditions as may be mutually agreed upon. The said concern shall cease to exist after such take over.*

2. *To carry on the business of importing, exporting, manufacturing, trading, manufacturing, distributing, working, buying, selling & otherwise dealing in all kinds of computers computer equipments and their peripherals.*

3. *To carry on the business of manufacturing ,designing, developing, installing, dealing, buying, selling, importing, exporting, repairing, and maintenance of high performance computing solutions, artificial intelligence Systems and Solutions, machine learning Systems and Solutions, deep learning Systems and Solutions, cloud computing and virtualization Systems and Solutions, enterprise IT (servers, workstations, storage) products and Solutions, Big Data Analytics Systems and Solutions, all type of computer/ telecommunications networking items, and their components, spare parts, equipments and devices.*

4. *To carry on the business of software designing, development, customization, implementation, maintenance, testing and benchmarking and dealing in computer software and solutions, to provide engineering design, technical support and consultancy services and to import, export, sale, purchase, distribute computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information Technology related assignments on sub-contracting basis, offering services on- site / offsite using owned hired or third party infrastructure and equipment.*

5. *To carry on business of providing information technology enabled services in all its fields and genre including but not limited to supercomputing- on- demand service, Data Centre services, cloud services etc.*

Amendments to our Memorandum of Association: Set out below are the amendments to our Memorandum of Association during the last 10 years.

Sr. No.	Date of Shareholders Resolution	Particulars
1.	August 6, 2015	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹ 1 million divided into 100,000 Equity Shares of face value of ₹ 10 each to ₹ 30 million divided into 3,000,000 Equity Shares of face value ₹ 10 each.
2.	August 6, 2016	Clause V of the Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹ 30 million divided into 3,000,000 Equity Shares of face value of ₹ 10 each to ₹ 60 million divided into 6,000,000 Equity Shares of face value ₹ 10 each.
3.	January 8, 2021	The object clause of our Memorandum of Association was altered to include the following objects: "*…3. To carry on the business of manufacturing, designing and developing, installing,* dealing, *buying, selling, importing, exporting, repairing and maintenance of High Performance Computing Solutions, Artificial Intelligence Systems and Solutions, Machine Learning System and Solutions, Deep Learning Systems and Solutions, Cloud Computing and Virtualization Systems and Solutions, Enterprise IT (Servers, Workstations, Storage) Products and Solutions, Big Data Analytics Systems and Solutions, all type of computer / telecommunications networking items, and their components, spare parts, equipments and devices.* *4. To carry on the business of software designing, development, customization, implementation, maintenance, testing and benchmarking and dealing in computer software and solutions, to provide engineering designing, technical support and consultancy services and to import, export, sell, purchase, distribute computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information Technology related assignments on sub-contracting basis, offering services on-site / offsite using owned hired or third party infrastructure and equipment.* *5. To carry on businesses of providing Information Technology Enabled Services in all its fields and genre including but not limited to* Supercomputing-*on-Demand service, Data Centre services, Cloud Services etc…*"
4.	February 3, 2022	Clause II of our Memorandum of Association was changed from 'The Registered Office of our Company will be situated in the State of West Bengal, India' to 'The Registered Office of our Company will be situated in the National Capital Territory of Delhi (NCT)'

Sr. No.	Date of Shareholders Resolution	Particulars
5.	October 18, 2022	Clause I of our Memorandum of Association was amended to reflect the change in the name of our Company from 'Netweb Technologies India Private Limited' to 'Netweb Technologies India Limited'
6.	January 9, 2023	Clause V of our Memorandum of Association was amended to reflect the increase in the authorised share capital of our Company from ₹ 60 million divided into 6,000,000 Equity Shares of face value ₹ 10 each to ₹ 150 million divided into 150,00,000 Equity Shares of the face value ₹ 10 each.
7.	January 9, 2023	In accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of our Company was renamed as 'Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A)'
8.	February 16, 2023	Clause V of our Memorandum of Association was altered pursuant to restatement of our authorized share capital and the Equity Shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 2 each. The authorised share capital of our Company was restated from ₹ 150 million divided into 15,000,000 of face value of ₹ 10 each to ₹ 150 million divided into 75,000,000 of face value of ₹ 2 each.

Major events and milestones of our Company:

The table below sets forth the key events in the history of our Company:

Fiscal	Particulars
2017	Deployment servers as part of surveillance project at 204 locations across 23 states for a public sector undertaking.
2019	Deployed 'PARAM Ambar', at Indian Space Research Organisation, Government of India, which was India's 4th fastest supercomputer at the time of commissioning, (*Source: F&S Report*)
2020	Received orders for Tyrone HPC Storage, Capacity 10500 Terabyte from an R&D organisation of the Ministry of Electronics and Information Technology, Government of India which is involved in carrying out R&D in information technology and electronics and associated areas including Supercomputing
2021	Qualified for 'Production Linked Incentive' scheme of the Government of India for IT Hardware
2022	Deployed 5G cloud for an international telecommunications service provider.
2022	Launched Container Platform enabling rapid deployment of AI & HPC called Kubyts.
2022	Qualified for 'Production Linked Incentive' scheme of the Government of India to promoter Telecom and Networking Products Manufacturing in India.
2022	Deployed Tyrone 2 X Intel DDR4 SDRAM at a Government of India agency.
2022	Deployed AIRAWAT which is expected to be the India's largest and fastest AI Supercomputing systems

Awards and Accreditations

Fiscal	Particulars
2017	Partner Performance Award - Data Center Group at the Intel Solutions Summit 2017 MACAU
2017	Intel Technology Provider Platinum 2017 Retailer Specialist
2018	Intel Technology Provider Platinum 2018 Best HPC Data Center Specialist
2020	Seagate Certificate for Appreciation - In Recognition for a record of outstanding Accomplishments
2019	Partner of the Year- Data Center Group at the Intel Partner Connect Asia 2019
2020	In recognition of outstanding contribution towards growing AMD EPYC Business H1 for FY20.
2021	Top Software Tools Bundled with IA Partner of the Year 2021 at the Intel Software India Partner Summit, 2021
2021	Partner of the Year 2021, System Integrator by Seagate

Fiscal	Particulars
2021	Outstanding Contribution in Promotion of electronics and manufacturing of servers - Ministry of Electronics and Information Technology, Government of India, Celebration of Azadi ka Amrit Mahotsav
2022	MAIT – India's Apex Industry body empowering IT, Telecom and Electronics and Hardware for outstanding leadership and guidance to the Electronics Industry of India
2022	The best 'Software Tools Bundled with IA' Partner for 2022 by Intel Developer Tools Submit 2022

In addition to the above mentioned awards and accreditations, our Company has been awarded with the following: recognition for our Company's longstanding partnership with Intel; Recognition of Outstanding Revenue Contributor for Server - South Asia by Intel; Certificate of Appreciation awarded by the Institute of Mathematical Sciences, Chennai in relation to building of the teraflop supercomputer 'Kabru' at the Institute of Mathematical Sciences, Chennai which has made it twice to the top 500 list of supercomputers internationally; the First APAC Big Data Design Win - The Intel Elite Awards Our Partners, Our Champions Asia Pacific by Intel; and Intel Outstanding Leadership in Vertical Design Win - Asia Pacific.

1. **Other details regarding our Company**

   For details regarding the description of our activities, products, market of each segment, the growth of our Company, technology, management, major suppliers and customers, exports, location, environmental issues, market, marketing and competition, see '*Our Business', 'Our Management'* and *'Industry Overview*' on pages 211, 259 and 155 respectively.

2. **Defaults or rescheduling/restructuring of borrowings with financial institutions/banks**

   There have been no defaults or rescheduling/restructuring of our outstanding borrowings availed by our Company from financial institutions or banks.

3. **Time/cost overrun in setting up projects**

   There have been no time/cost overruns pertaining to setting up of projects by our Company as on the date of this Draft Red Herring Prospectus.

4. **Launch of key products or services, capacity/facility creation, location of plants, entry into new geographies or exit from existing markets**

   For details regarding launch of key products/ services, entry into new geographies or exit from existing markets, see '*Our Business'* and *'History and Certain Other Corporate Matters - Major events and milestones of our Company'* on pages 211 and 253 respectively.

5. **Capacity / facility creation, location of plants**

   For details regarding capacity/ facility creation, location of plants, see '*Our Business'* on page 211.

6. **Details regarding material acquisition of business/undertakings, mergers, amalgamations and revaluation of assets in the last 10 years**

   Our Company has not acquired any business or undertaking in the last 10 years, except for the acquisition of the business undertaking of the sole proprietorship i.e., M/s Netweb Technologies from our Promoter, Chairman and Managing Director, Sanjay Lodha dated August 16, 2016.

   Further, our Company has not undertaken any merger, amalgamation or revaluation of assets in the last 10 years.

7. **Our Holding Company**

   As on the date of this Draft Red Herring Prospectus, our Company has no holding company.

8. **Our Subsidiary**

For details with respect to our Subsidiary, Netweb Foundation, see '*Our Subsidiary*' on page 258.

9. **Details of our Joint Ventures and Associate Companies**

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures or associate companies.

10. **Guarantees given by the Promoter participating in the Offer for Sale**

Our Promoters, Sanjay Lodha, Navin Lodha, Vivek Lodha and Niraj Lodha who are also the Selling Shareholders have issued personal guarantees in relation to loans availed by our Company. Set out below are the details of the said personal guarantees:

Name of the Promoter	Name of the Lender*	Type of Facility	Sanctioned Amount (*in ₹ million*)	Purpose of Facility
Sanjay Lodha, Navin Lodha, Vivek Lodha, and Niraj Lodha	Indian Bank	Term loan	35.00	For construction of a new building at project cost of ₹ 56.60 million
		Term Loan-GECLS-Covid -19	5.90	To meet the working capital requirements
		Working Capital Term Loan under GELC 1.0 (Extension)	22.20	To meet the working capital requirements
		Working capital cash credit limit	300.00	To meet working capital requirements
		Bank Guarantee	450.00	In lieu of earnest money deposit for bidding for procurement of orders from Government institutions and for retention money for such orders.

**Our Company has also availed a working capital cash credit facility from HDFC Bank of ₹200 million. While this facility will also be secured by the personal guarantees of our Promoters, our Company has availed deferment on execution of the deed of personal guarantees from HDFC Bank.*

The aforementioned guarantees shall continue and remain in force until the underlying facilities are repaid by our Company. In the event of any default by our Company towards payment of the outstanding amount under the aforementioned facilities, our Promoter of our Company, shall be liable for the payment of the outstanding amount, including the other expenses, costs etc. incurred by the lender and any loss suffered by reason of such default.

11. **Agreements with Key Managerial Personnel, Senior Management, Directors or Promoter or any other employee**

There are no agreements entered into by our Key Managerial Personnel, Senior Management, Promoters, Directors or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

12. **Summary of key agreements with strategic partners, joint venture partners and / or financial partners**

As on the date of this Draft Red Herring Prospectus, our Company does not have any strategic partners, joint venture partners and / or financial partners.

13. **Details of subsisting shareholders' agreement**

As on the date of this Draft Red Herring Prospectus, there are no subsisting shareholders' agreement among our shareholders *vis-à-vis* our Company.

14. **Material Agreements**

Except as disclosed below, no other material agreements (except agreements entered in the ordinary course of business) have been entered into by our Company as on the date of this Draft Red Herring Prospectus:

i. Our Company, and our Promoters have entered into a non-compete agreement with Netweb Pte., and Sandeep Lodha, a member of our Promoter Group (who has a controlling interest in Netweb Pte.), which delineates the geographical territories in which our Company, our Promoters, Netweb Pte, and Sandeep Lodha can operate. Consequently, our Company and our Promoters will not be able to sell its products and solutions and conduct its business operations in certain jurisdictions *viz*. Indonesia, Vietnam, Malaysia, Thailand, Singapore and United States of America (**USA**). The non-compete obligation on our Company and our Promoters in the USA is only to the extent of providing infrastructure technology solutions to oil and gas industries in the USA. Netweb Pte, and Sandeep Lodha and the entities controlled by them, cannot operate in any territory other than our Company's restricted territories mentioned above. Further, the non-compete obligations under the non-compete agreement is for a period of 5 years from March 20, 2023, and may be further extended.

ii. One of the members of our Promoter Group, Netweb Pte. has registered certain trade marks in the jurisdiction where it operates its business. Our Company has also registered certain identical marks in India, and has made applications for registration for other identical trade marks before the Indian Trade Mark Registry. Our Company has entered into an intellectual property rights agreement dated March 20, 2023 with Netweb Pte., which delineates the geographical territories in which our Company and Netweb Pte. can use the identical marks. Consequently, our Company will not be able to market its products and solutions offerings using the identical marks in the following jurisdictions: Indonesia, Vietnam, Malaysia, Thailand, and Singapore and in USA. The restriction on usage of trade mark on our Company in USA is only to the extent of providing infrastructure technology solutions to oil and gas industries in the USA. Further, Netweb Pte. cannot market its products and solutions offerings using the identical marks in any territories other than our Company's restricted territories. Further, the intellectual property rights agreement is for a period of 5 years from March 20, 2023, and may be further extended.

iii. Pursuant to the deed of assignment dated May 23, 2022 executed between our Promoter, Sanjay Lodha and our Company, Sanjay Lodha has, *inter alia*, assigned, sold and transferred, the trademark Tyrone Redefining Paradigm® bearing application number 1371440 to our Company for a consideration amount of ₹ 100 only.

iv. Pursuant to the deed of assignment dated November 22, 2022 executed between our Promoter, Sanjay Lodha and our Company, Sanjay Lodha has, *inter alia*, assigned, sold and transferred, the trademark 'OPSLAG' bearing application number 1430161 and Tyrone Redefining Paradigm® bearing application number 1371441 to our Company for a consideration amount of ₹ 1,000 only.

v. Pursuant to an equipment agreement between our Company and a third party entity dated March 16, 2022, our Company has provided and funded certain surface mount technology line (**Equipment**) to such third party entity, pursuant to which it is availing certain manufacturing services in relation to printed circuit

board assembly of its products at such third party entity's facility. Further, with effect from April 1, 2025 (or earlier with the written consent of our Company), the Equipment will be transferred and sold to this third party entity at a consideration of ₹ 25 million. Further, pursuant to a manufacturing and supply agreement between this third party entity and our Company dated April 28, 2022, our Company has agreed to avail services of such third party entity as its contract manufacturer for manufacturing server motherboards (including surface mount technology, testing and allied processes) in accordance with the design and technical specifications provided by our Company. Under the terms of this agreement, the third party entity shall manufacture products on exclusive basis for a period of 2 years and thereafter not manufacture and/or offer for sale, directly or indirectly server motherboards bearing design and technical specifications same as that of our Company, for any other third party. During the tenure and for the purpose of this agreement, our Company has granted a non-exclusive, royalty free, non-perpetual and non-transferable license to use the intellectual property rights comprised in the design and technical specifications or any material shared by our Company with the third party entity.

OUR SUBSIDIARY

As on the date of this Draft Red Herring Prospectus, our Company has 1 subsidiary whose details are set out below:

Netweb Foundation

Corporate Information

Netweb Foundation is a company limited by shares incorporated under Section 8 of the Companies Act and received its certificate of incorporation from the RoC on May 25, 2022. Its company registration number is 103903 and its corporate identity number is U80902HR2022NPL103903. Its registered office is situated at Plot No. H-1, Pocket-9, Sector-57 Ballabhgarh Faridabad, Faridabad Haryana – 121004 India.

Nature of Business

Netweb Foundation is engaged in the upliftment of the socially backward and other economically weaker section, by establishing, maintaining and operating welfare centres, offering healthcare and educational assistance/support.

Capital Structure

The authorised share capital of Netweb Foundation is ₹ 100,000 divided into 10,000 equity shares of face value of ₹ 10 each. The paid-up share capital of Netweb Foundation is ₹ 100,000 divided into 10,000 equity shares of face value of ₹10 each.

Shareholding Pattern

The shareholding pattern of Netweb Foundation is set out below:

Sr. No.	Name of Shareholders	No. of Equity Shares	Percentage shareholding (%)
1.	Netweb Technologies India Limited	9,900	99%
2.	Navin Lodha	100	1%
Total		**10,000**	**100.00**

Interest of our Company

Our Company holds 99 % shareholding of Netweb Foundation.

Accumulated profits or losses

Considering that our Subsidiary is a company incorporated under Section 8 of the Companies Act, the financial statements of our Subsidiary are not consolidated into the financial statements of our Company. Accordingly, the profits or losses of our Subsidiary, if any, are not accumulated in the Restated Financial Statements.

Interest in our Company

Our Subsidiary does not have any business interest in our Company.

Common pursuits

There are no common pursuits between our Subsidiary and our Company.

OUR MANAGEMENT

In accordance with the Companies Act and our Articles of Association, our Company must have not less than 3 and not more than 15 Directors. As on the date of this Draft Red Herring Prospectus, our Board comprises 8 Directors (including 1 women director), of whom 4 are Executive Directors, 4 are Independent Directors.

The following table sets forth details regarding our Board as on the date of filing of this Draft Red Herring Prospectus.

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth and DIN	Age	Other Directorship
1.	**Sanjay Lodha** **Designation**: Chairman and Managing Director **Current Term**: August 15, 2021 for the period of 5 years **Period of Directorship**: Director since September 22, 1999 **Address**: 13, Block-4, Eros Garden, Charmwood Village, Surajkund, Faridabad, Haryana-121009 **Occupation**: Business **Date of Birth**: December 30, 1971 **DIN**: **00461913**	51	*Indian Companies* 1. Netweb Foundation 2. Tyrone Systems Private Limited *Foreign Companies* Nil
2.	**Navin Lodha** **Designation**: Whole Time Director **Current Term**: August 15, 2021 for the period of 5 years **Period of Directorship**: Director since September 22, 1999 **Address**: Flat No. 1201, Iris Building, Nahar Amrit Shakti, Near Chandivali Studio Chandivali, Powai, Mumbai, Maharashtra – 400072. **Occupation**: Business **Date of Birth**: September 13, 1973 **DIN**: 00461924	49	*Indian Companies* 1. Netweb Foundation 2. Ashoka Bajaj Automobiles Private Limited *Foreign Companies* Nil
3.	**Vivek Lodha** **Designation**: Whole Time Director **Current Term**: August 15, 2021 for the period of 5 years **Period of Directorship**: Director since, April 13, 2015 **Address**: Villa 63, Nagondanahalli Colony Road, NVT Life Square, Bangalore North, Bengaluru, Karnataka - 560066 **Occupation**: Business	46	*Indian Companies* 1. Ashoka Bajaj Automobiles Private Limited 2. Supermicro Computers (India) Private Limited *Foreign Companies* Nil

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth and DIN	Age	Other Directorship
	Date of Birth: May 21, 1976 **DIN**: **00461917**		
4.	**Niraj Lodha** **Designation**: Whole Time Director **Current Term**: August 15, 2021 for the period of 5 years **Period of Directorship**: Director since April 13, 2015 **Address**: Block – H, Flat No. 1603, Aparna Sarovar Grande, Nallagandla, Serilingampally, Mandal, Hyderabad, Lingampalli, K.V. Rangareddy, Telangana – 500019. **Occupation**: Business **Date of Birth**: February 14, 1977 **DIN**: **00746701**	46	*Indian Companies* 1. Tyrone Systems Private Limited 2. Supermicro Computers (India) Private Limited *Foreign Companies* Nil
5.	**Mrutyunjay Mahapatra** **Designation**: Independent Director **Current Term**: February 23, 2023 for the period of 5 years **Period of Directorship**: Director since February 23, 2023 **Address**: Flat No. 1501, Floor No. 15, Wing D, Plot No. 9 Sai Saakshaat – D, Sai Saakshaat CHSL, Next to Regency Garden, Sector – 6, Kharghar, Navi Mumbai – 410210. **Occupation**: Professional **Date of Birth**: May 3, 1960 **DIN**: **03168761**	62	*Indian Companies* 1. Digispice Technologies Limited 2. Mayfair Hotels & Resorts Limited 3. Quantum Asset Management Company Private Limited 4. Reliance Nippon Life Insurance Company Limited 5. Nseit Limited 6. Transaction Analysts (India) Private Limited 7. Spice Money Limited 8. Reserve Bank Innovation Hub 9. Scoreme Solutions Private Limited 10. Prodevans Technologies Private Limited 11. Suraj Estate Developers Limited

Sr. No.	Name, designation, term, period of directorship, address, occupation, date of birth and DIN	Age	Other Directorship
			Foreign Companies Nil
6.	**Jasjeet Singh Bagla** **Designation**: Independent Director **Current Term**: February 23, 2023 for the period of 5 years **Period of Directorship**: Director since February 23, 2023 **Address**: D-3, I..I.S.E.R, Sector 81, Manuali, SAS Nagar (Mohali), Rupnanagar, Punjab – 140306 **Occupation**: Professional **Date of Birth**: July 9, 1969 **DIN**:**10043442**	53	*Indian Companies* Nil *Foreign Companies* Nil
7.	**Romi Jatta** **Designation**: Independent Director **Current Term**: February 23, 2023 for the period of 5 years **Period of Directorship**: Director since February 23, 2023 **Address**: Villa 240, Tatvam Villa, Sector 48, Sohna Road, VTC: South City – II, PO: Gurgaon South City Li, District: Gurgaon, State: Haryana- 122018. **Occupation**: Professional **Date of Birth**: July 25, 1975 **DIN**: **10045383**	47	*Indian Companies* Nil *Foreign Companies* Nil
8.	**Vikas Modi** **Designation**: Independent Director **Current Term**: February 23, 2023 for the period of 5 years **Period of Directorship**: Director since February 23, 2023 **Address**: 697, Sector-14, Faridabad, Haryana - 121007 **Occupation**: Professional **Date of Birth**: October 30, 1979 **DIN**: **10049413**	43	*Indian Companies* Nil *Foreign Companies* Nil

Brief Profile of our Directors

Sanjay Lodha is the Promoter and the Chairman and Managing Director of our Company. He has been associated with our Company as a director since September 22, 1999. He holds a bachelors' of arts (honours degree) in economics from the University of Delhi and a post-graduate diploma in business management from Apeejay School of Marketing, New Delhi. He has been leading the Strategy and Business Development department of our Company from the year 2016. He was the sole proprietor of the proprietorship, M/s Netweb Technologies since 1996 which was acquired by our Company in August 2016. He has been a part of the Governing Council of Manufacturers Association of Information Technology from 2016 to 2022 and currently serves as a Vice President with effect from June 30, 2022. He has also served on the Board of Advisors for Intel for the year 2020 and 2022.

Navin Lodha is the Promoter and the Whole Time Director of our Company. He has been associated with our Company as a director since September 22, 1999. He holds a bachelors' degree in commerce from Shaheed Bhagat Singh College, University of Delhi. He leads the west zone of our Company's sales and marketing department and has over 15 years of experience in sales and marketing. Prior to joining our Company, he was associated with the erstwhile proprietorship of our Chairman and Managing Director, M/s Netweb Technologies since 2008 until its acquisition by our Company in August 2016.

Vivek Lodha is the Promoter and the Whole Time Director of our Company. He has been associated with our Company as a director since April 13, 2015. He holds a bachelors' degree in commerce from Shaheed Bhagat Singh College, University of Delhi. He leads the east zone of our Company's sales and marketing department and has over 15 years of experience in sales and marketing. Prior to joining our Company, he was associated with the erstwhile proprietorship of our Chairman and Managing Director, M/s Netweb Technologies since 2008 until its acquisition by our Company in August 2016.

Niraj Lodha is the Promoter and the Whole Time Director of our Company. He has been associated with our Company as a director since April 13, 2015. He holds a bachelors' degree in commerce from Deshbandhu College (evening), University of Delhi (now Ramanujan College). He leads the south zone of our Company's sales and marketing department and has over 15 years of experience in sales and marketing. Prior to joining our Company, he was associated with the erstwhile proprietorship of our Chairman and Managing Director, M/s Netweb Technologies since 2008 until its acquisition by our Company in August 2016.

Mrutyunjay Mahapatra is the Independent Director of our Company since February 23, 2023. He holds a bachelors' degree in science in physics from Berhampur University and a masters' degree in science (physics) from Berhampur University. He has over 40 years of experience in banking and finance sector. He was also conferred an honorary fellowship by the Governing Council of Indian Institute of Banking & Finance in recognition of his invaluable contribution in the field of banking and finance He has served as a deputy managing director of the State Bank of India and the managing director and chief executive officer of Syndicate Bank. He is presently associated with T A Pai Management Institute as a professor of the practice of banking.

Jasjeet Singh Bagla is the Independent Director of our Company since February 23, 2023. He holds a degree of bachelors' of science from University of Delhi and masters of science from University of Delhi. He has over 23 years of experience in research and academia. He was conferred with the degree of doctor of philosophy in physics from the University of Pune. He was associated with Mehta Research Institute of Mathematics and Mathematical Physics as a fellow in physics, Harish Chandra Research Institute, Department of Atomic Energy, Government of India, and presently he is associated with Indian Institute of Science Education and Research Mohali (established by Ministry of Human Resource Development, Government of India).

Romi Jatta is the Independent Director of our Company since February 23, 2023. She holds a bachelors' degree in engineering in electronics from the University of Pune. She has over 20 years of experience. She was associated with Whirlpool of India Private Limited from the year 2003 to 2020 where at the time of leaving, she was the global commodity director. She was also associated with Philips India Limited as procurement engineering business partner from the year 2020 to 2022 and presently, she is the group chief procurement officer at Minda Corporation Limited.

Vikas Modi is the Independent Director of our Company since February 23, 2023. He holds a bachelors' degree in commerce from the University of Rajasthan. He is a chartered accountant and holds a certificate of membership from the ICAI. He is partner in Doogar and Associates, a Chartered Accountant firm since 2006.

Confirmations

None of our Directors were or are directors of listed companies during the preceding 5 years of this Draft Red Herring Prospectus whose shares have been / were suspended from being traded on any stock exchange during his / her tenure as a director of such listed company.

None of our Directors were or are directors in listed companies which were delisted from the stock exchanges during his / her tenure as a director of such listed company.

Except as stated below, none of our Directors are related to each other:

1. Sanjay Lodha is the brother of Vivek Lodha.

2. Navin Lodha is the brother of Niraj Lodha.

Further, our Directors are not related to any of the Key Managerial Personnel and Senior Management of our Company.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company. Further:

1. None of our Directors have been identified as a Wilful Defaulter or Fraudulent Borrower as defined under the SEBI ICDR Regulations; and

2. None of our Directors has been declared a fugitive economic offender in accordance with the Fugitive Economic Offenders Act, 2018.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Directors were selected / appointed as Directors of our Company pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Service contracts with Directors

None of our Directors have entered into service contracts with our Company which provide benefits upon termination of employment.

Borrowing Powers of our Board

In accordance with the Articles of Association of our Company, and Section 180(1)(c) of the Companies Act, our Shareholders have pursuant to a special resolution passed at their meeting dated January 9, 2023, authorised our Board with the borrowing power, to borrow any sum or sums of money not exceeding ₹ 2,000 million (including the money already borrowed by our Company) on such terms and conditions as it may deem fit, whether secured or unsecured and if secured whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of our Company's assets and effects or properties whether moveable or immovable, including stock-in trade, notwithstanding that the money to be borrowed together with the money already borrowed by our Company (apart from the temporary loans obtained from our Company's bankers in the ordinary course of

business) and remaining undischarged at any given time, exceed the aggregate, for the time being, of the paid-up capital of our Company and its free reserves.

Terms of Appointment of the Executive Directors of our Company

Chairman and Managing Director

Sanjay Lodha was appointed as the Chairman and Managing Director of our Company with effect from August 15, 2021 for a period of 5 years pursuant to the resolution passed by our Board at its meeting dated August 5, 2021. Further, pursuant to the resolution passed by our Board at its meeting dated December 24, 2022 and by our Shareholders pursuant to their meeting dated January 9, 2023, he is entitled to the following remuneration and perquisites with effect from October 1, 2022:

Date of appointment	August 15, 2021
Term of appointment	5 years
Remuneration	₹ 1.2 million per month
Other Terms and Conditions / Perquisites and allowances of expenses	**Commission:** Up to 0.60% of the net profits of our Company for a Fiscal, with effect from the Fiscal 2023.

Whole Time Directors

Navin Lodha was appointed as the Whole Time Director of our Company with effect from August 15, 2021 for a period of 5 years pursuant to the resolution passed by our Board at its meeting dated August 5, 2021. Further, pursuant to the resolution passed by our Board at its meeting dated December 24, 2022 and by our Shareholders pursuant to their meeting dated January 9, 2023, he is entitled to the following remuneration and perquisites with effect from October 1, 2022:

Date of appointment	August 15, 2021
Term of appointment	5 years
Remuneration	₹ 1 million per month.
Other Terms and Conditions / Perquisites and allowances of expenses	**Commission:** 0.35% of the net profits of our Company for a Fiscal, with effect from the Fiscal 2023

Vivek Lodha was appointed as the Whole Time Director of our Company with effect from August 15, 2021 for a period of 5 years pursuant to the resolution passed by our Board at its meeting dated August 5, 2021. Further, pursuant to the resolution passed by our Board at its meeting dated December 24, 2022 and by our Shareholders pursuant to their meeting dated January 9, 2023, he is entitled to the following remuneration and perquisites with effect from October 1, 2022:

Date of appointment	August 15, 2021
Term of appointment	5 years
Remuneration	₹ 1 million per month.
Other Terms and Conditions / Perquisites and allowances of expenses	**Commission:** 0.35% of the net profits of our Company for a Fiscal, with effect from the Fiscal 2023

Niraj Lodha was appointed as the Whole Time Director of our Company with effect from August 15, 2021 for a period of 5 years pursuant to the resolution passed by our Board at its meeting dated August 5, 2021. Further, pursuant to the resolution passed by our Board at its meeting dated December 24, 2022 and by our Shareholders pursuant to their meeting dated January 9, 2023, he is entitled to the following remuneration and perquisites with effect from October 1, 2022:

Date of appointment	August 15, 2021
Term of appointment	5 years
Remuneration	₹ 1 million per month.
Other Terms and Conditions / Perquisites and allowances of expenses	**Commission:** 0.35% of the net profits of our Company for a Fiscal, with effect from the Fiscal 2023

Terms of appointment of our Independent and Non-Executive Directors

The sitting fees to be paid to our Independent Directors has been approved by our Shareholders' in an extra-ordinary general meeting dated February 23, 2023, and are entitled to receive ₹ 0.1 million for attending meetings of our Board and ₹ 0.08 million for attending meeting of the Committees of our Board as a member of such committees, along with travelling and accommodation expenses, based on actuals.

Neither our Company nor our Subsidiary has paid any compensation or granted any benefit on an individual basis to any of our Directors (including contingent or deferred compensation) other than the remuneration paid to them for Fiscal 2022.

Payment or benefits to Directors

The details of payments and benefits made to our Directors by our Company, in Fiscal 2022 are as follows:

Executive Directors

(*in ₹ million*)

Sr. No.	Name of the Executive Director	Amount
1.	Sanjay Lodha	9.60
2.	Navin Lodha	7.50
3.	Vivek Lodha	7.80
4.	Niraj Lodha	7.50
Total		**32.4**

Non-Executive Directors and Independent Directors

(*in ₹ million*)

Sr. No.	Name of Non-Executive and Independent Director	Designation	Amount*
1.	Mrutyunjay Mahapatra	Independent Director	N.A.
2.	Jasjeet Singh Bagla	Independent Director	N.A.
3.	Romi Jatta	Independent Director	N.A.
4.	Vikas Modi	Independent Director	N.A.
Total			**N.A.**

**All the Non-Executive Directors and Independent Directors were appointed in Fiscal 2023*

Remuneration paid by our Subsidiary

As on date of this Draft Red Herring Prospectus, none of our Directors have received any remuneration from the Subsidiary of our Company.

Bonus or Profit-Sharing Plans

None of our Directors are party to any bonus or profit-sharing plan of our Company.

Contingent or Deferred Compensation to our Directors

There is no contingent or deferred compensation payable to our Directors which does not form part of their remuneration.

Shareholding of Directors in our Company

The Articles of Association of our Company do not require our Directors to hold any qualification shares.

The shareholding of our Directors in our Company as of the date of this Draft Red Herring Prospectus is set forth below:

Sr. No.	Name of Director	Number of Equity Shares	Percentage shareholding (%)
1.	Sanjay Lodha	19,715,072	38.71
2.	Navin Lodha	9,857,086	19.36
3.	Vivek Lodha	9,857,086	19.36
4.	Niraj Lodha	9,857,086	19.36
Total		**49,286,330**	**96.78***

**Rounded-off*

Interest of our Directors

All our Executive Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to each of them, by our Company. Our Independent Directors may be deemed to be interested to the extent the sitting fees and commission, if any, payable to them for attending meetings of our Board and / or committees thereof as approved by our Board and, or, Shareholders, and the reimbursement of expenses payable to them, as approved by our Board. Further, our Directors may be deemed to be interested to the extent of the repayment of loans and interest payable on loans to them by our Company, as disclosed in '*Restated Financial Statements - Note no. 38 – Related Party Transactions*' on page 346.

Except as disclosed under *'Shareholding of Directors in our Company'* above, none of our Directors hold any Equity Shares or any other form of securities in our Company. Further, our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the Equity Shares held by them in our Company.

Our Directors may be deemed to be interested to the extent of certain related party transactions that were undertaken with them by our Company. Our Directors may also be deemed to be interested in the contract agreement agreements/arrangements entered into or to be entered into by our Company in the normal course of business with any company in which they hold directorships or any partnership firm in which they are partners. For further details, see '*Restated Financial Statements*' on page 292.

Interest in the promotion/formation of our Company

Except for our Chairman and Managing Director, Sanjay Lodha and the Whole Time Director, Navin Lodha none of our Directors were involved in the promotion or formation of our Company.

Interest as to property

None of our Directors are interested in any property acquired or proposed to be acquired of our Company.

Further, Our Chairman and Managing Director, Sanjay Lodha may be deemed to be interested in certain intellectual property which have been assigned in the name of our Company. For further details, see '*History and Certain Corporate Matters – Material Agreements*' on page 256.

Loans to Directors

Our Directors have not availed any loans from our Company.

Other interest

No sum has been paid or agreed to be paid to our Directors or to any firms or companies in which they may be partners or members respectively, in cash or shares or otherwise by any person either to induce him / her to become, or to qualify him/ her as, a Director, or otherwise for services rendered by him/ her or by such firm or company, in connection with the promotion or formation of our Company.

Changes in our Board in the last 3 years

Except for the following, there has been no change in our Board, in the last 3 years.

Sr. No.	Name	Date of Appointment	Reasons
1.	Mrutyunjay Mahapatra	February 23, 2023	Appointed as the Independent Director
2.	Jasjeet Singh Bagla	February 23, 2023	Appointed as the Independent Director
3.	Romi Jatta	February 23, 2023	Appointed as the Independent Director
4.	Vikas Modi	February 23, 2023	Appointed as the Independent Director

Corporate Governance

The corporate governance provisions of the SEBI Listing Regulations will be applicable to us immediately upon the listing of the Equity Shares on the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations and the Companies Act in respect of corporate governance pertaining to the constitution of our Board and committees thereof and formulation of policies.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. Our Board functions either as a full board or through various committees constituted to oversee specific operational areas.

As on the date of this Draft Red Herring Prospectus, our Board comprises 8 Directors (including 1 women director), of whom 4 are Executive Directors, 4 are Independent Directors.

Committees of our Board

Our Board has constituted the following committees of the Board in terms of the SEBI Listing Regulations and the Companies Act:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee;
4. Corporate Social Responsibility Committee;
5. Risk Management Committee;
6. IPO Committee; and
7. Management Committee.

Audit Committee

The Audit Committee of our Board was constituted by a resolution of our Board at their meeting held on March 14, 2023. The constitution of the Audit Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Vikas Modi	Independent Director	Chairperson
2.	Mrutyunjay Mahapatra	Independent Director	Member
3.	Sanjay Lodha	Chairman and Managing Director	Member

The Company Secretary and Compliance Officer, Lohit Chhabra will act as the Secretary of the Committee.

The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act and Regulation 18 of the SEBI Listing Regulations and its terms of reference are as follows:

Terms of Reference for the Audit Committee:

The Audit Committee shall be responsible for, among other things, from time to time, the following:

Powers of Audit Committee

The Audit Committee shall have powers, including the following:

1. to investigate any activity within its terms of reference;
2. to seek information from any employee;
3. to obtain outside legal or other professional advice;
4. management discussion and analysis of financial condition and results of operations;
5. to secure attendance of outsiders with relevant expertise, if it considers necessary; and
6. such other powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

Role of Audit Committee

The role of the Audit Committee shall include the following:

1. oversight of financial reporting process and the disclosure of financial information relating to our Company to ensure that the financial statements are correct, sufficient and credible;
2. recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of our Company and the fixation of the audit fee;
3. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. formulation of a policy on related party transactions, which shall include materiality of related party transactions;
5. reviewing, at least on a quarterly basis, the details of related party transactions entered into by our Company pursuant to each of the omnibus approvals given;
6. examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    a. Matters required to be included in the director's responsibility statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act;
    b. Changes, if any, in accounting policies and practices and reasons for the same;
    c. Major accounting entries involving estimates based on the exercise of judgment by management;

d. Significant adjustments made in the financial statements arising out of audit findings;

e. Compliance with listing and other legal requirements relating to financial statements;

f. Disclosure of any related party transactions; and

g. Modified opinion(s) in the draft audit report;

7. reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

8. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

9. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

10. approval or any subsequent modification of transactions of our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our Company, subject to the conditions as may be prescribed;

Explanation: The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the *SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013.*

11. laying down the criteria for granting omnibus approval in line with our Company's policy on related party transactions and such approval shall be applicable in respect of transactions which are repetitive in nature;

12. scrutiny of inter-corporate loans and investments;

13. valuation of undertakings or assets of our Company, wherever it is necessary;

14. evaluation of internal financial controls and risk management systems;

15. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

16. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

17. discussion with internal auditors of any significant findings and follow up there on;

18. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

19. discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

20. recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

21. looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

22. reviewing the functioning of the whistle blower mechanism;

23. monitoring the end use of funds raised through public offers and related matters;

24. overseeing the vigil mechanism established by our Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

25. approval of appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;

26. reviewing the utilization of loans and/or advances from / investment by the holding company in the subsidiary, exceeding ₹ 1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing;

27. to consider and comment on the rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc. of the Company and provide comments to our Company's shareholders;

28. to review compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, at least once in a financial year and shall verify that the systems for internal control under the said regulations are adequate and are operating effectively; and

29. carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;

2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

3. Management letters / letters of internal control weaknesses issued by the statutory auditors;

4. Internal audit reports relating to internal control weaknesses;

5. The appointment, removal and terms of remuneration of the chief internal auditor;

6. Statement of deviations in terms of the SEBI Listing Regulations:

    a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) where the equity shares of our Company are proposed to be listed pursuant to the proposed IPO in terms of the SEBI Listing Regulations; and

    b. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of the SEBI Listing Regulations.

7. review the financial statements, in particular, the investments made by any unlisted subsidiary, if applicable.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee of our Board was constituted by a resolution of our Board at their meeting held on March 14, 2023 . The constitution of the Nomination and Remuneration Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Jasjeet Singh Bagla	Independent Director	Chairperson

Sr. No.	Name of the Director	Designation	Position in the Committee
2.	Romi Jatta	Independent Director	Member
3.	Vikas Modi	Independent Director	Member
4.	Sanjay Lodha	Chairman and Managing Director	Member

The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act and Regulation 19 of the SEBI Listing Regulations and its terms of reference are as follows:

Terms of Reference for the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee shall be responsible for, among other things, the following:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of our Company (Board or Board of Directors) a policy relating to the remuneration of the directors, key managerial personnel and other employees (Remuneration Policy);

2. The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that:

    a. the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

    b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

    c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of our Company and its goals.

3. formulation of criteria for evaluation of performance of independent directors and the Board;

4. devising a policy on Board diversity;

5. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal and shall specify the manner for effective evaluation of performance of the Board, its committees, and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance. Our Company shall disclose the Remuneration Policy and the evaluation criteria in its annual report;

6. reviewing and recommending to the Board, manpower plan/ budget and sanction of new senior management positions from time to time in the future;

7. 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 Nomination and Remuneration 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.

8. extending or continuing the term of appointment of the independent director, on the basis of the report of

performance evaluation of independent directors;

9. evaluation and recommendation of termination of appointment of directors in accordance with the Board's governance principles for cause or for other appropriate reasons;

10. making recommendations to the Board in relation to the appointment, promotion and removal of the senior management personnel;

11. recommending to the Board, all remuneration, in whatever form, payable to senior management, including revisions thereto;

12. administering, monitoring and formulating detailed terms and conditions of the Employees Stock Option Scheme of our Company;

13. framing suitable policies and systems to ensure that there is no violation, as amended from time to time, of any securities laws or any other applicable laws in India or overseas, including:

    a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and

    b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.

14. carrying out any other function as is mandated by the Board from time to time and / or enforced/mandated by any statutory notification, amendment or modification, as may be applicable;

15. performing such other functions as may be necessary or appropriate for the performance of its duties;

16. periodically reviewing and re-examining the terms of reference and making recommendations to our Board for any proposed changes;

17. authorization to obtain advice, reports or opinions from internal or external counsel and expert advisors;

18. ensuring proper induction program for new directors, key managerial personnel and senior management and reviewing its effectiveness along-with ensuring that on appointment, they receive a formal letter of appointment in accordance with guidelines provided under the Companies Act;

19. developing a succession plan for our Board and senior management and regularly reviewing the plan;

20. ensuring that it proactively maintains a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of our Company;

21. consideration and determination of the Remuneration Policy based on performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Nomination and Remuneration Committee shall deem appropriate; and

22. perform such other activities as may be delegated by the Board or specified/ provided under the Companies Act to the extent notified and effective, as amended or by the SEBI Listing Regulations or by any other applicable law or regulatory authority.

Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee of our Board was constituted by a resolution of our Board at their meeting held on March 14, 2023. The constitution of the Stakeholders' Relationship Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Romi Jatta	Independent Director	Chairperson

Sr. No.	Name of the Director	Designation	Position in the Committee
2.	Sanjay Lodha	Chairman and Managing Director	Member
3.	Navin Lodha	Whole-time director	Member

The scope and functions of the Stakeholders' Relationship Committee are in accordance with Section 178 of the Companies Act and Regulation 20 of the SEBI Listing Regulations and its terms of reference are as follows:

Terms of Reference for the Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee shall be responsible for, among other things, as may be required by the under applicable law, the following:

1. considering and specifically looking into various aspects of interests of shareholders, debenture holders and other security holders;

2. resolving the grievances of the security holders of the listed entity including complaints related to allotment of shares, transfer of shares or debentures, including non-receipt of share or debenture certificates and review of cases for refusal of transfer / transmission of shares and debentures, depository receipt, non-receipt of annual report, balance sheet or profit and loss account, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc., and assisting with quarterly reporting of such complaints;

3. review of measures taken for effective exercise of voting rights by shareholders;

4. investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

5. giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures, and other securities from time to time;

6. review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the registrar and share transfer agent of our Company and to recommend measures for overall improvement in the quality of investor services;

7. review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of our Company; and

8. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee of our Board was constituted by a resolution of our Board at their meeting held on March 14, 2023 . The constitution of the Corporate Social Responsibility Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Sanjay Lodha	Chairman and Managing Director	Chairman
2.	Navin Lodha	Whole Time Director	Member
3.	Jasjeet Singh Bagla	Independent Director	Member

The scope and functions of the Corporate Social Responsibility Committee are in accordance with Section 135 of the Companies Act.

Terms of Reference for the Corporate Social Responsibility Committee

1. formulate and recommend to the Board, a "Corporate Social Responsibility Policy" which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act, 2013 and the rules made thereunder, as amended (Companies Act), monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

2. identify corporate social responsibility policy partners and corporate social responsibility policy programes;

3. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same to various corporate social responsibility programs undertaken by our Company;

4. delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

5. review and monitor the implementation of corporate social responsibility programes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programes;

6. assistance to the Board to ensure that our Company spends towards the corporate social responsibility activities in every Fiscal, such percentage of average net profit/ amount as may be prescribed in the Companies Act;

7. providing explanation to the Board if our Company fails to spend the prescribed amount within the financial year;

8. providing updates to our Board at regular intervals of six months on the corporate social responsibility activities;

9. any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time; and

10. exercise such other powers as may be conferred upon the Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act.

Risk Management Committee

The Risk Management Committee was constituted by a resolution of our Board at their meeting held on March 14, 2023. The members of the Risk Management Committee are:

Sr. No.	Name of the Director	Director	Position in the Committee
1.	Mrutyunjay Mahapatra	Independent Director	Chairman
2.	Sanjay Lodha	Chairman and Managing Director	Member
3.	Navin Lodha	Whole Time Director	Member

The scope and functions of the Risk Management Committee are in accordance with Section 178 of the Companies Act and the Regulation 21 of the SEBI Listing Regulations.

Terms of Reference for the Risk Management Committee

1. To review and assess the risk management system and policy of our Company from time to time and recommend for amendment or modification thereof. The risk management policy shall include the following:

    a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related

risks), information, cyber security risks or any other risk as may be determined by the Risk Management Committee;

b. Measures for risk mitigation including systems and processes for internal control of identified risks; and

c. Business continuity plan.

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of our Company;

3. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

4. To keep the Board informed about the nature and content of its discussions, recommendations and actions to be taken;

5. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

6. To implement and monitor policies and/or processes for ensuring cyber security;

7. To frame, devise and monitor risk management plan and policy of our Company, including evaluating the adequacy of risk management systems;

8. To review and recommend potential risk involved in any new business plans and processes;

9. To review our Company's risk-reward performance to align with our Company's overall policy objectives;

10. Monitor and review regular updates on business continuity;

11. Advise the Board with regard to risk management decisions in relation to strategic and operational matters such as corporate strategy; and

12. Performing such other activities as may be delegated by the Board or specified/ provided under the Companies Act, 2013, as amended, or by the SEBI Listing Regulations or statutorily prescribed under any other law or by any other regulatory authority

IPO Committee

The IPO Committee of our Board was constituted by a resolution of our Board at their meeting held on March 14, 2023. The constitution of the IPO Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Vikas Modi	Independent Director	Chairperson
2.	Romi Jatta	Independent Director	Member
3.	Sanjay Lodha	Chairman and Managing Director	Member
4.	Navin Lodha	Whole-time director	Member

Terms of Reference for the IPO Committee:

1. to decide, negotiate and finalise the pricing, the terms of the issue of the Equity Shares and all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with the investors, in consultation with the book running lead manager(s) appointed in relation to the Offer (**BRLMs**);

2. to decide in consultation with the BRLMs the actual size of the Offer and taking on record the number of Equity Shares, and/or reservation on a competitive basis, and/or any rounding off in the event of any

oversubscription and/or any discount to be offered to retail individual bidders or eligible employees participating in the Offer and all the terms and conditions of the Offer, including without limitation timing, opening and closing dates of the Offer, price band, allocation/allotment to eligible persons pursuant to the Offer, including any anchor investors, and to accept any amendments, modifications, variations or alterations thereto;

3. to appoint, instruct and enter into agreements with the BRLMs, and in consultation with BRLMs appoint and enter into agreements with intermediaries, co-managers, underwriters, syndicate members, brokers, sponsor banks, escrow collection bankers, auditors, independent chartered accountants, public account bankers, refund bankers, registrar, grading agency, monitoring agency, industry expert, legal counsels, depositories, custodians, credit rating agencies, printers, advertising agency(ies), and any other agencies or persons (including any successors or replacements thereof) whose appointment is required in relation to the Offer and to negotiate and finalize the terms of their appointment, including but not limited to execution of the mandate letters and offer agreement with the BRLMs, and the underwriting agreement with the underwriters, and to terminate agreements or arrangements with such intermediaries;

4. to make any alteration, addition or variation in relation to the Offer, in consultation with the BRLMs or the Securities and Exchange Board of India (**SEBI**) or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Offer structure and the exact component of issue of Equity Shares;

5. to finalise, settle, approve, adopt and arrange for submission of the draft red herring prospectus (**DRHP**), the red herring prospectus (**RHP**), the prospectus, the preliminary and final international wrap and any amendments, supplements, notices, clarifications, reply to observations, addenda or corrigenda thereto, to appropriate government and regulatory authorities, respective stock exchanges where the Equity Shares are proposed to be listed (**Stock Exchanges**), the Registrar of Companies National Capital Territory of Delhi and Haryana at Delhi (**RoC**), institutions or bodies and take all such actions in consultation with the book running lead managers (the **BRLMs**) as may be necessary for the submission and filing of the documents mentioned above, including incorporating such alterations/corrections/modifications as may be required by the SEBI, the RoC or any other relevant governmental and statutory authorities or otherwise under applicable laws;

6. to invite the existing shareholders of our Company to participate in the Offer by offering for sale the Equity Shares held by them at the same price as in the Offer;

7. to take all actions as may be necessary and authorised in connection with the Offer for Sale and to approve and take on record the approval of the Selling Shareholder(s) for offering their Equity Shares in the Offer for Sale and the transfer of Equity Shares in the Offer for Sale;

8. to issue advertisements in such newspapers and other media as it may deem fit and proper, in consultation with the relevant intermediaries appointed for the Offer in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**SEBI ICDR Regulations**), Companies Act, 2013, as amended and other applicable laws;

9. to decide the total number of Equity Shares to be reserved for allocation to eligible categories of investors, if any, and on permitting existing shareholders to sell any Equity Shares held by them;

10. to open separate escrow accounts as the escrow account to receive application monies from anchor investors/underwriters in respect of the bid amounts and a bank account as the refund account for handling refunds in relation to the Offer and in respect of which a refund, if any will be made;

11. to open account with the bankers to the Offer to receive application monies in relation to the Offer in terms of Section 40(3) of the Companies Act, 2013, as amended;

12. to do all such deeds and acts as may be required to dematerialise the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the Central Depository Services (India) Limited and the National Securities Depository Limited, registrar and transfer agents and such other agencies, as may be required in this connection, with power to authorise one or more officers of our Company to execute all or any such documents;

13. to take all actions as may be necessary or authorized, in connection with the Offer for Sale, including taking on record the approval of the Selling Shareholder(s) for offering their Equity Shares including the quantum in terms of number of Equity Shares/amount offered by the Selling Shareholder(s) in the Offer for Sale, allow revision of the Offer for Sale portion in case any Selling Shareholder(s) decides to revise it, in accordance with the Applicable Laws;

14. to negotiate, finalise, sign, execute and deliver or arrange the delivery of the offer agreement, syndicate agreement, cash escrow and sponsor bank agreement, share escrow agreement, underwriting agreement, agreements with the registrar to the Offer, monitoring agency, advertising agency(ies), credit rating agency and all other agreements, documents, deeds, memorandum of understanding and other instruments whatsoever with the registrar to the Offer, monitoring agency, legal counsel, auditors, Stock Exchanges, BRLMs and other agencies/ intermediaries in connection with Offer with the power to authorize one or more officers of our Company to execute all or any of the aforesaid documents;

15. to make any applications, seek clarifications, obtain approvals and seek exemptions, if necessary, from the Stock Exchange, SEBI, the Reserve Bank of India (RBI), RoC and such other statutory and governmental authorities in connection with the Offer, as required by applicable law, and to accept, on behalf of the Board, such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, exemptions, permissions and sanctions as may be required, and wherever necessary, incorporate such modifications / amendments as may be required in the DRHP, RHP and the prospectus;

16. to make in-principle and final applications for listing and trading of the Equity Shares on one or more Stock Exchanges, to execute and to deliver or arrange the delivery of the equity listing agreement(s) or equivalent documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;

17. to determine and finalize, in consultation with the BRLMs, the price band for the Offer and minimum bid lot for the purpose of bidding, any revision to the price band and the final Offer price after bid closure, and to finalize the basis of allocation and to allot the Equity Shares to the successful allottees and credit Equity Shares to the demat accounts of the successful allottees in accordance with applicable laws and undertake other matters in connection with or incidental to the Offer, including determining the anchor investor portion, in accordance with the SEBI ICDR Regulations;

18. to issue receipts/allotment advice/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of our Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one or more stock exchange(s), with power to authorize one or more officers of our Company to sign all or any of the aforementioned documents;

19. to approve the code of conduct, suitable insider trading policy, whistle blower/vigil mechanism policy, risk management policy and other corporate governance requirements considered necessary by the Board or the IPO Committee or as required under applicable law or the uniform listing agreement to be entered into by our Company with the relevant stock exchanges;

20. to seek, if required, the consent and waivers of the parties with whom our Company has entered into various commercial and other agreements such as Company's lenders, joint venture partners, all concerned governmental and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Offer in accordance with the applicable laws;

21. to negotiate, finalise, sign, execute, deliver and complete any and all notices, offer documents (including DRHP, RHP and prospectus) agreements, letters, applications, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto) on behalf of the Selling Shareholder(s) (as maybe applicable), as the case may be, in relation to the Offer;

22. to determine the price at which the Equity Shares are offered, issued, allocated, transferred and/or allotted to investors in the Offer in accordance with applicable regulations in consultation with the BRLM(s) and/or any other advisors, and determine the discount, if any, proposed to be offered to eligible categories of investors;

23. to settle all questions, difficulties or doubts that may arise in relation to the Offer, as it may in its absolute

discretion deem fit;

24. to do all acts and deeds, and execute all documents, agreements, forms, certificates, undertakings, letters and instruments as may be necessary for the purpose of or in connection with the Offer;

25. to authorize and approve the incurring of expenditure and payment of fees, commissions, brokerage, and remuneration in connection with the Offer;

26. to withdraw the DRHP or RHP or to decide not to proceed with the Offer at any stage, in consultation with the BRLM(s) and in accordance with the SEBI ICDR Regulations and applicable laws;

27. to determine the utilization of proceeds of the Fresh Issue, if applicable and accept and appropriate proceeds of such Fresh Issue in accordance with the applicable laws;

28. to authorize any concerned person on behalf of our Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer or provide clarifications to the SEBI, RoC and the Stock Exchange(s) where the Equity Shares are to be listed;

29. all actions as may be necessary in connection with the Offer, including extending the bid/Offer period, revision of the price band, allow revision of the Offer for Sale portion in case any Selling Shareholder decides to revise it in accordance with the applicable laws;

30. to authorize the affixation of the common seal of our Company on such documents in this connection as may be required in accordance with the provisions of the Articles of Association of our Company and applicable laws; and

31. to authorize and empower officers of our Company (each, an Authorized Officer(s)), for and on behalf of our Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer(s) consider necessary, appropriate or advisable, in connection with the Offer, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreement(s) with the Stock Exchanges, the registrar's agreement and memorandum of understanding, the depositories' agreements, the offer agreement with the BRLM(s) (and other entities as appropriate), the underwriting agreement, the syndicate agreement with the BRLM(s) and syndicate members, the cash escrow and sponsor bank agreement, confirmation of allocation notes, allotment advice, placement agents, registrar to the Offer, bankers to our Company, managers, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, advertising agency(ies), syndicate members, brokers, escrow collection bankers, auditors, credit rating agency, monitoring agency and with all such persons or agencies as may be involved in or concerned with the Offer, if any, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Offer by the BRLM(s) and to do or cause to be done any and all such acts or things that the Authorized Officer(s) may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Offer; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer(s) shall be conclusive evidence of the authority of the Authorized Officer and our Company in so doing.

Management Committee

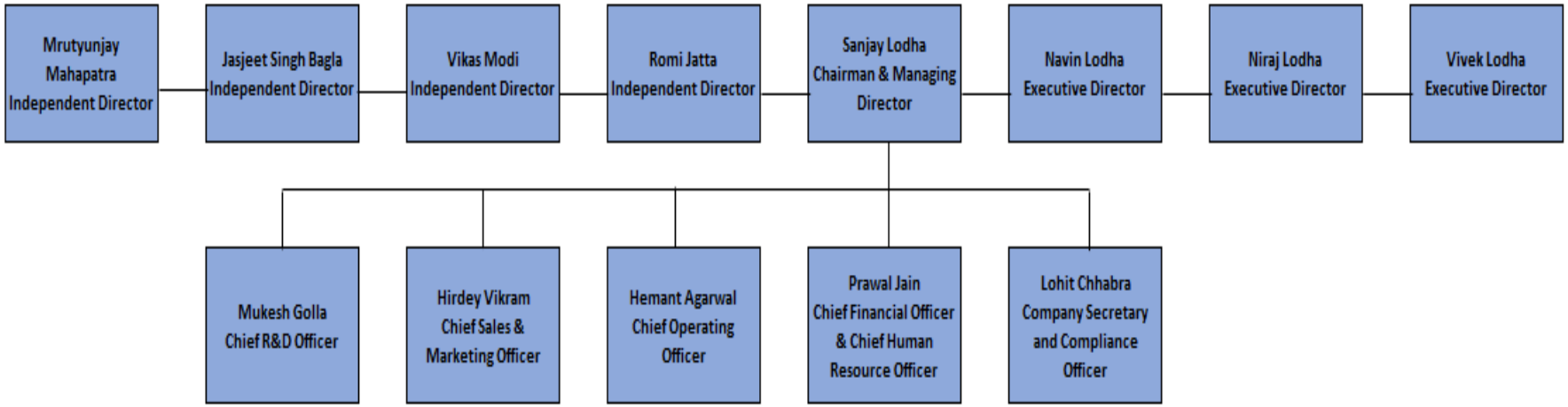
The Management Committee of our Board was constituted by a resolution of our Board at their meeting held on March 14, 2023. The constitution of our Management Committee is as follows:

Sr. No.	Name of the Director	Designation	Position in the Committee
1.	Sanjay Lodha	Chairman and Managing Director	Chairperson
2.	Navin Lodha	Whole Time Director.	Member

Terms of Reference for the Management Committee:

1. To borrow money for our Company;
2. To avail banking facilities and to authorize to operate the banking facilities;
3. To invest the funds of our Company;
4. To grant loan or guarantee or provide security in respect of loans;
5. To authorize officials of our Company for filing application before any government authorities in connection with license and approval and to file reply of any notice and other related matter; and
6. To authorize officials to appear before any government authorities and before any court in India.

Management Organisation Structure



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Sanjay Lodha, our Chairman and Managing Director, and Navin Lodha, Vivek Lodha and Niraj Lodha, our Whole-Time Directors, whose details have been provided under the paragraph '*Brief profile of our Directors*' on page 262, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are as follows:

1. Prawal Jain, Chief Financial Officer and Chief Human Resource Officer; and

2. Lohit Chhabra, Company Secretary and Compliance Officer.

Brief Profiles of the KMPs of our Company

Prawal Jain is the Chief Financial Officer and the Chief Human Resource Officer of our Company. He has been associated with our Company since January, 13, 2023. He is responsible for managing the finance and accounts and the human resources department of our Company. He holds a bachelors' degree in commerce from Hemwati Nandan Bahuguna Garhwal University, Srinagar (Garhwal) and an experience of over 24 years in accountants and finance. He is a chartered accountant and holds a certificate of membership from the ICAI and the Institute of Cost and Works Accountants of India. Prior to his association with our Company, he was associated with LML Limited as a senior accountant from the year 1996 to 2000, Flex Foods Limited as the head of finance and accounts from the year 2000 to 2006, with Bharti Airtel Limited as a manager in finance from the year 2006 to 2007, with AmSure Insurance Agency Limited from the year 2010 to 2011 and, Cryoviva Biotech Private Limited from the year 2011 to 2021, where he has served as the vice president and chief financial officer from 2017 to 2021. Thereafter, he was associated with Moeving Urban Technologies Private Limited till January 2023 as a chief finance officer. His past associations also include Claas India Limited where he served as the head of finance and accounts. Since he has joined our Company in the current Fiscal, no gross remuneration paid to him during Fiscal 2022. Further, pursuant to our Company's ESOP Plan, he has been granted 27,000 employee stock option.

Lohit Chhabra is the Company Secretary and Compliance Officer of our Company. He has been associated with our Company since January 10, 2023. He is responsible for managing the secretarial department of our Company. He holds a bachelors' degree in commerce from the University of Delhi.He also holds a certificate of membership from the Institute of Company Secretaries of India. He has over 8 years of experience in secretarial compliance. Prior to his association with our Company, he was associated with CMR Green Technologies Limited from the year 2014 till 2023. Since he has joined our Company in the current Fiscal, no gross remuneration paid to him during Fiscal 2022. Further, pursuant to our Company's ESOP Plan, he has been granted 3,672 employee stock option.

Senior Management

The details of our Senior Management as on the date of this Draft Red Herring Prospectus, are as follows:

1. Hemant Agarwal – Chief Operating Officer;

2. Hirdey Vikram – Chief Sales and Marketing Officer; and

3. Mukesh Golla – Chief Research & Development Officer.

Brief Profiles of our Senior Management

Hemant Agarwal is the Chief Operating Officer of our Company. He has been associated with our Company for over 20 years since the year 2003. He holds a bachelors' degree in commerce from the University of Calcutta. The gross remuneration paid to him during Fiscal 2022 was ₹ 3.17 million. Further, pursuant to our Company's ESOP Plan, he has been granted 107,271 employee stock option.

Hirdey Vikram is the Chief Sales and Marketing Officer of our Company. He has been associated with our Company since 2013. He holds a bachelors' degree of technology (information technology) from the Punjab Technical University, Jalandhar. He has over 11 years of work experience. Prior to his association with our Company, he was associated with HCL Infosystems Limited. The gross remuneration paid to him during Fiscal

2022 was ₹ 8.99 million. Further, pursuant to our Company's ESOP Plan, he has been granted 267,975 employee stock option.

Mukesh Golla is the Chief Research & Development Officer of our Company. He has been associated with our Company since 2004. He holds a bachelor's degree in technology (computer science and engineering) from the Jawaharlal Nehru Technological University, Hyderabad. He is responsible for managing the product engineering and research and development department of our Company. He has over 19 years of experience. The gross remuneration paid to him during Fiscal 2022 was ₹ 4.88 million. Further, pursuant to our Company's ESOP Plan, he has been granted 107,271 employee stock option.

Relationship amongst our Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are related to each other.

Arrangements and understanding with major shareholders, customers, suppliers or others

None of our Key Managerial Personnel and Senior Management have been selected pursuant to any arrangement or understanding with any Shareholders, customers or suppliers or others.

Retirement and termination benefit

Except for applicable statutory benefits, none of our Key Managerial Personnel and Senior Management would receive any benefits on their retirement or on termination of their employment with our Company.

Service Contracts with Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management have entered into any service contract with our Company.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management

There is no contingent or deferred compensation payable to our Key Managerial Personnel and Senior Management which does not form part of their remuneration.

Status of Key Managerial Personnel and Senior Management

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

Shareholding of Key Managerial Personnel and Senior Management

Except for Equity Shares held by our Chairman and Managing Director and Whole Time Directors as mentioned at '*Shareholding of Directors in our Company*' above, none of our Key Managerial Personnel and Senior Management hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Bonus or Profit-Sharing Plan of Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management are party to any bonus or profit-sharing plan of our Company other than performance based discretionary incentives given to the Key Managerial Personnel and Senior Management.

Changes in the Key Managerial Personnel and Senior Management

The changes in our Key Managerial Personnel and our Senior Management during the 3 years immediately preceding the date of this Draft Red Herring Prospectus, are set forth below:

Sr. No.	Name of the Key Managerial Personnel	Date of Appointment / Change / Cessation	Reasons
1.	Prawal Jain	February 15, 2023	Redesignated as the Chief Financial Officer and Chief Human Resource Officer

Sr. No.	Name of the Key Managerial Personnel	Date of Appointment / Change / Cessation	Reasons
2.	Prawal Jain	January 13, 2023	Appointed as the Chief Financial Officer
3.	Lohit Chhabra	January 10, 2023	Appointed as the Company Secretary
4.	Hirdey Vikram	October 20, 2022	Redesignation as the Chief Sales and Marketing Officer
5.	Hemant Agarwal	May 25, 2022	Redesignation as the Chief Operating Officer
6.	Mukesh Golla	May 25, 2022	Redesignation as the Chief Research & Development Officer

Interest of Key Managerial Personnel and Senior Management

Except as disclosed under '*Our Management - Interest of Directors*', and '*Restated Financial Statements – Note no. 38 – Related Party Transactions'* on pages 266 and 346, our Directors, and Key Managerial Personnel do not have any interest in our Company. Further, our Key Managerial Personnel, and Senior Management may be interested to the extent of employee stock options that may be granted to them from time to time under the ESOP Plan and other employee stock option schemes that may be formulated by our Company from time to time.

Attrition of Key Managerial Personnel and Senior Management vis-à-vis industry

The rate of attrition of our Key Managerial Personnel and Senior Management is not high in comparison to the industry in which we operate.

Payment or benefits to Directors or Key Managerial Personnel and Senior Management (non-salary related)

Except as disclosed above under '*Interest of our Directors*' on page 266, '*Interest of Key Managerial Personnel and Senior Management*' on page 283 and as stated in see '*Restated Financial Statements – Note no. 38 – Related Party Transactions*' on page 346, no amount or benefit has been paid or given within the 2 years preceding the date of filing of this Draft Red Herring Prospectus or intended to be paid or given to any officer of our Company, including our Directors, Key Management Personnel and Senior Management.

Employee Stock Option Plan

Our Company has formulated an ESOP Plan. For further details of the ESOP Plan of our Company and employee stock options granted under ESOP Plan, see '*Capital Structure –Employee Stock Option Plan*' on page 116.

OUR PROMOTERS AND PROMOTER GROUP

The Promoters of our Company are:

1. Sanjay Lodha;
2. Navin Lodha;
3. Vivek Lodha; and
4. Niraj Lodha.

As on date of this Draft Red Herring Prospectus, our Promoters hold 49,286,330 Equity Shares constituting 96.78% of the issued, subscribed and paid-up Equity Share capital of our Company, as set forth below:

Sr. No.	Name of the Promoter	Pre-Offer No. of Equity Shares	Percentage of the pre-Offer Equity Share capital (%)
1.	Sanjay Lodha	19,715,072	38.71
2.	Navin Lodha	9,857,086	19.36
3.	Vivek Lodha	9,857,086	19.36
4.	Niraj Lodha	9,857,086	19.36
Total		**49,570,380**	**96.78***

**Rounded-off*

Brief Profiles of our Promoters

Sanjay Lodha

Date of Birth: December 30, 1971

PAN: AAZPL3559L

Sanjay Lodha, aged 51 years, is the Promoter and the Chairman and Managing Director of our Company. Other than the entities forming part of the Promoter Group, he is not involved in any other venture.

For a complete profile of Sanjay Lodha, including his educational qualifications, residential address, professional experience, other directorships etc., see *'Our Management*' on page 259.

Navin Lodha

Date of Birth: September 13, 1973

PAN: AAZPL3550D

Navin Lodha, aged 49 years, is the Promoter and the Whole-Time Director of our Company. Other than the entities forming part of the Promoter Group, he is not involved in any other venture.

For a complete profile of Navin Lodha, including his educational qualifications, residential address, professional experience, other directorships etc., see *'Our Management*' on page 259.

	Vivek Lodha **Date of Birth:** May 21, 1976 **PAN:** AAZPL3549C Vivek Lodha, aged 46 years is the Promoter and the Whole-Time Director of our Company. Other than the entities forming part of the Promoter Group, he is not involved in any other venture. For a complete profile of Vivek Lodha, including his educational qualifications, residential address, professional experience, other directorships etc., see *'Our Management*' on page 259.
	Niraj Lodha **Date of Birth:** February 14, 1977 **PAN:** AAZPL3551C Niraj Lodha, aged 46 years, is the Promoter and the Whole-Time Director of our Company. Other than the entities forming part of the Promoter Group, he is not involved in any other venture. For a complete profile of Niraj Lodha, including his educational qualifications, residential address, professional experience, other directorships etc., see *'Our Management*' on page 259.

Our Company confirms that the PAN, bank account number, passport number, aadhar card number and driving license number of our Promoters will be submitted to the Stock Exchanges at the time of filing of this Draft Red Herring Prospectus.

Interests of our Promoters

Our Promoters are interested in our Company to the extent: (a) that they have promoted our Company; and (b) of their respective shareholding in our Company, the shareholding of their relatives and entities in which the Promoters are interested and which hold the Equity Shares, and the dividends payable upon such shareholding, if any; (c) any other distributions in respect of the Equity Shares held by them, their relatives or such entities, if any; (d) of being the Directors and Key Managerial Personnel of our Company and the sitting fees/remuneration, benefits and reimbursement of expenses, payable to them as per the terms of their employment by our Company; and (e) that our Company has undertaken transactions with them, or their relatives or entities in which our Promoters hold shares or have an interest, if applicable. For further details of our Promoters, see '*Offer Document Summary – Summary of Related Party Transactions*', '*Capital Structure*' and '*Our Management*' on pages 30, 91 and 259, respectively.

None of our Promoters are interested as a member of a firm or company and no sum has been paid or agreed to be paid to any of our Promoters or to any such firm or company in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a director, or otherwise, for services rendered by such Promoter(s) or by such firm or company in connection with the promotion or formation of our Company.

None of our Promoters have an interest in any property acquired by or leased to our Company during the 3 years immediately preceding the date of this Draft Red Herring Prospectus or proposed to be acquired or leased to our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

Payment or benefits to our Promoters or to the members of our Promoter Group

Except as stated in '*Our Management*' and '*Restated Financial Statements – Note, no, 38 – Related party Transactions'* on pages 259 and 346, there has been no direct or indirect contracts, agreements or any other arrangements pursuant which any amount, payment or benefit paid or given, respectively, to our Promoters or Promoter Group during 2 years prior to the date of this Draft Red Herring Prospectus and no amount, payment or

benefit is intended to be paid or given to any of our Promoters or the members of our Promoter Group.

Material guarantees

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantees to any third party with respect to the Equity Shares.

For further details with respect to personal guarantees given by our Promoters to any third party see '*History and Certain Corporate Matters*' on page 251.

Change in the control of our Company

There has been no change in control of our Company in the last 5 years immediately preceding the date of this Draft Red Herring Prospectus.

Companies with which our Promoters have disassociated in the last 3 years

Our Promoters have not disassociated themselves from any company in the last 3 years preceding the date of filing of this Draft Red Herring Prospectus.

Our Promoters are not and have never been a promoter, director or person in control of any other company which is prohibited from accessing or operating in capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoters have not been declared as Wilful Defaulters or Fraudulent Borrowers, as defined in the SEBI ICDR Regulations.

Except as disclosed in the *'Outstanding Litigation and Other Material Developments'* on page 422, there is no litigation or legal or disciplinary action pending or taken by any ministry, department of the Government or statutory authority during the last 5 years preceding the date of this Draft Red Herring Prospectus against our Promoters.

Our Promoters are not interested in any entity which holds any intellectual property rights that are used by our Company. However, our Promoter, Sanjay Lodha has assigned certain trademarks to our Company details of which is set out below:

i. Pursuant to the deed of assignment dated May 23, 2022 executed between Our Promoter, Sanjay Lodha and our Company, Sanjay Lodha has, *inter alia*, assigned, sold and transferred, the trademark Tyrone Redefining Paradigm ® bearing application number 1371440 to our Company for a consideration amount of ₹ 100 only.

ii. Pursuant to the deed of assignment dated November 22, 2022 executed between Our Promoter, Sanjay Lodha and our Company, Sanjay Lodha has, *inter alia*, assigned, sold and transferred, the trademark 'OPSLAG' bearing application number 1430161 and Tyrone Redefining Paradigm ® bearing application number 1371441 to our Company for a consideration amount of ₹ 1,000 only.

Our Promoter Group

In addition to our Promoters, the following persons and entities form part of our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations.

Natural persons who are part of the Promoter Group

Name of Promoter	Relationship	Name of the Relative
Sanjay Lodha	Spouse	Priti Lodha

Name of Promoter	Relationship	Name of the Relative
	Mother	Madhuri Lodha
	Brother	Sandeep Lodha
	Brother	Vivek Lodha
	Son	Raghav Lodha
	Spouse's Father	Ram Kishore Gadia
	Spouse's Mother	Pushpa Devi Gadia
	Spouse's Brother	Jyoti Prakash Gadia
Navin Lodha	Spouse	Sweta Lodha
	Brother	Niraj Lodha
	Son	Nikunj Lodha
	Son	Keshav Lodha
	Spouse's Father	Sajjan Kumar Khaitan
	Spouse's Mother	Puspa Devi Khaitan
	Spouse's Brother	Rahul Khaitan
Vivek Lodha	Spouse	Anuja Lodha
	Mother	Madhuri Lodha
	Brother	Sanjay Lodha
	Brother	Sandeep Lodha
	Son	Mukund Lodha
	Daughter	Vedika Lodha
	Spouse's Father	Nand Kishore Bajoria
	Spouse's Mother	Parmeshwari Bajoria
	Spouse's Brother	Vikash Kumar Bajoria
	Spouse's Brother	Bipin Kumar Bajoria
Niraj Lodha	Spouse	Nisha Lodha
	Brother	Navin Lodha
	Son	Nandan Lodha
	Spouse's Father	Pramod Kumar Sikaria
	Spouse's Brother	Mahesh Kumar Sikaria
	Spouse's Sister	Priya Agrawal

Entities forming part of the Promoter Group of our Promoters

Sr. No.	Name
1.	Ashoka Bajaj Automobiles Private Limited
2.	Association of Financial Advisors of India
3.	Kkrishna Vaahan Private Limited
4.	Krishnaa Car World Private Limited
5.	Navdurga Wheels Private Limited
6.	Netweb Global Solutions Inc
7.	Netweb Pte. Limited
8.	Om Navdurga Motors Private Limited
9.	Paraass Centre Auto Private Limited
10.	PT Netweb Teknologi Indonesia
11.	Resurgent India Limited
12.	Resurgent Property Ventures Private Limited
13.	Sandeep Lodha (HUF)
14.	Scoreme Account Aggregation Solutions Private Limited

Sr. No.	Name
15.	Skandh Consultancy Private Limited
16.	Supermicro Computers (India) Private Limited
17.	Tyrone Systems Private Limited

OUR GROUP COMPANIES

Under the SEBI ICDR Regulations, the definition of 'group companies' includes (a) such companies (other than the promoters and subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under applicable accounting standards, and (b) such other companies as are considered material by our Board. Pursuant to the resolution passed by our Board at its meeting dated March 14, 2023, our Board formulated a policy with respect to companies which it considers material to be identified as group companies.

Accordingly, for (a) above, all such companies (other than our Subsidiary) with which our Company had related party transactions during the period covered in the Restated Financial Statements, as covered under the applicable accounting standards, are considered as Group Companies in terms of the SEBI ICDR Regulations. For (b) above, our Board does not consider any company as Group Company.

Set forth below, based on the aforementioned criteria, are the details of our Group Companies as on the date of this Draft Red Herring Prospectus.

1. **Ashoka Bajaj Automobiles Private Limited**

Corporate Information

The registered office of Ashoka Bajaj Automobiles Private Limited is situated at Shree Niketan, B.M. Agarwalla Colony, P.O. Dhansar Dhanbad, Jharkhand – 828106, India. Its company identification number is U50402JH2003PTC010332. Ashoka Bajaj Automobiles Private Limited is in the process of conversion from a private company to a limited liability partnership and has made the corporate filings in this regard before the Registrar of Companies, Jharkhand on March 2, 2023. Accordingly, on receipt of the certificate of incorporation from the Registrar of Companies, Jharkhand pursuant to its conversion from a private company to a limited liability partnership, Ashoka Bajaj Automobiles Private Limited will be converted into a limited liability partnership.

Financial Performance

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements available of Ashoka Bajaj Automobiles Private Limited, for the Fiscals 2022, 2021 and 2020 are available at our Company's website, i.e., https://www.netwebindia.com/investors/Group%20Company%20Certificate-Ashoka%20Bajaj.pdf.

2. **Tyrone Systems Private Limited**

Corporate Information

The registered office of Tyrone Systems Private Limited is situated at Garments Park (Paridhan) CF Building, Block-A, 19, Canal South Road Kolkata, West Bengal – 700015, India. Its company identification number is U72300WB2007PTC194484.

Financial Performance

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, diluted earnings per share and net asset value, derived from the latest audited financial statements available of Tyrone Systems Private Limited for the Fiscals 2022, 2021 and 2020 are available at our Company's website, i.e., https://www.netwebindia.com/investors/Group%20Company%20Certificate-Tyrone%20Systems.pdf.

Nature and extent of interests of our Group Companies

In the promotion of our Company

Our Group Companies do not have any interest in the promotion or formation of our Company.
In the properties acquired by our Company

Our Group Companies do not have any interest in any property acquired by our Company in the 3 years preceding the date of filing this Draft Red Herring Prospectus or proposed to be acquired by it as on date of this Draft Red Herring Prospectus.

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

Our Group Companies do not have an interest in any transaction by our Company pertaining to acquisition of land, construction of building and supply of machinery.

Business interests in our Company

Except in the ordinary course of business and as disclosed under '*Restated Financial Statements – Note no. 38 – Related Party Transactions'* on page 346, our Group Companies do not have any business interest in our Company.

Related Business Transactions within our Group Companies and significance on the financial performance of our Company

Except as disclosed under '*Restated Financial Statements – Note no. 38 – Related Party Transactions'* on page 346, there are no related business transactions with our Group Companies.

Common pursuits of our Group Companies

One of our Group Companies, Tyrone Systems Private Limited, is engaged in the similar line of business as that of our Company, thereby resulting in certain common pursuits amongst Tyrone Systems Private Limited and our Company. However, we shall adopt necessary procedures and practices as permitted by law and regulatory guidelines to address any instances of conflict of interest, if and when they may arise.

Litigation

As on date of this Draft Red Herring Prospectus, our Group Companies are not parties to any pending litigation which will have a material impact on our Company.

Utilisation of Offer Proceeds

There are no material existing or anticipated transactions with our Group Companies in relation to utilisation of the Offer Proceeds.

DIVIDEND POLICY

The declaration and payment of dividends, if any will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable law, including the Companies Act. The dividend policy of our Company was adopted and approved by our Board in their meeting held on March 14, 2023 (**Dividend Policy**).

In terms of our Dividend Policy, our Board shall consider, *inter alia*, following financial/internal and external parameters while declaring or recommending dividends to our Shareholders: (i) distributable surplus available as per the Companies Act and the SEBI Listing Regulations; (ii) profitable growth of our Company and specifically, profits earned during the financial year as compared with the previous year and internal budgets; (iii) our Company's liquidity and cash flow position; (iv) capital expenditures; (v) cost of external financing; (vi) inflation rate; (vii) changes in government policies, industry specific rulings and regulatory provisions, and any other factors that our Board may deem fit.

In addition, our ability to pay dividends may be impacted by a number of other factors, including any uncertainties in the business operations or restrictive covenants under the loan or financing document, our Company is currently a party to, or may enter into from time to time.

Our Company has not declared any dividends during the 6 months period ended September 30, 2022, during the 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021, Fiscal 2020 and from October 1, 2022 till the date of this Draft Red Herring Prospectus.

Our Company may pay dividend by cheque or electronic clearance service as will be approved by our Board in the future. Our Company may also, from time to time, pay interim dividends.

Our past practices in relation to declaration of dividend and, or, the amount of dividend paid is not necessarily indicative of our future dividend declaration. There is no guarantee that any dividends will be declared or paid of any amount, or with any frequency in the future. For further details in relation to the risk involved, see '*Risk Factors - Our Company has not paid dividends in the last 3 Fiscals and during the current Fiscal. We cannot assure you that our Company will be in a position to pay dividends in the future.*' on page 60.

SECTION VI: FINANCIAL INFORMATION

RESTATED FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED FINANCIAL STATEMENTS

To,
The Board of Directors
Netweb Technologies India Limited
(Formerly known as Netweb Technologies India Private Limited)
Plot No H-1, Pocket 9,
Faridabad Industrial Town (FIT),
Sector-57, Ballabhgarh,
Faridabad, Haryana – 121004.

Dear Sirs/Madams,

1. We, S S Kothari Mehta & Company, Chartered Accountants, have examined, the Restated Financial Statements of Netweb Technologies India Limited (the **"Company"** or the **"Issuer"**), comprising the Restated Statement of Assets and Liabilities as at 30 September 2022, 30 September 2021, 31 March 2022, 31 March 2021 and 31 March 2020, the Restated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Statement of Changes in Equity, the Restated Statement of Cash Flows for the years ended 31 March 2022, 31 March 2021 and 31 March 2020, for the period beginning 1 April 2022 to 30 September 2022 and for the period beginning from 1 April 2021 to 30 September 2021 and the summary statement of significant accounting policies, and other explanatory information (collectively, the "**Restated Financial Statements**"), as approved by the Board of Directors of the Company at their meeting held on March 24, 2023 for the purpose of inclusion in the Draft Red Herring Prospectus ("DRHP"), prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("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 ("SEBI ICDR Regulations"); and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statements for the purpose of inclusion in the DRHP to be filed with Securities and Exchange Board of India ("SEBI") and the stock exchanges where the equity shares of the Company are proposed to be listed ("Stock Exchanges"), in connection with the proposed IPO. The Restated Financial Statements have been prepared by the management of the Company in accordance with the basis of preparation stated in Note 2.01 of Annexure V to the Restated Financial Statements.

   The Board of Directors of the company is responsible for designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The Board of Directors of the company is also responsible for identifying and ensuring that the company complies with the Act, the ICDR Regulations and the Guidance Note.

3. We have examined such Restated Financial Statements taking into consideration:

a) The terms of reference and our engagement agreed upon with you in accordance with our engagement letter dated February 20, 2023 in connection with the proposed IPO of equity shares of the Company;

b) The Guidance Note - The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements; and

d) The requirements of Section 26 of the Act and the ICDR Regulations.

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

4. These Restated Financial Statements have been compiled by the management from:

i. Audited Special Purpose Interim Ind AS Financial Statements of the Company as at and for the six month period ended 30 September 2022 and 30 September 2021 prepared in accordance with Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting", as prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India which have been approved by the Board of Directors at their meeting held on March 24, 2023; and

ii. Audited Special Purpose Ind AS Financial Statements of the Company as at and for the year ended 31 March 2022, 31 March 2021 and 31 March 2020 prepared in accordance with Indian Accounting Standard (Ind AS) as prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India which has been approved by the Board of Directors at their meeting held on March 24, 2023; and

iii. The financial statements as at and for the six months period ended September 30, 2022, were the first financials, prepared in accordance with Ind-AS. Upto the Financial year ended March 31, 2022, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP" or "Previous GAAP") due to which the Special purpose Ind AS financial statements were prepared for the purpose of IPO.

The Special purpose Ind AS financial statements as at and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 01, 2021) and as per the

presentation, accounting policies and grouping/classifications including revised Schedule III disclosures followed as at and for the six months period ended September 30,2022.

The financial information for the year ended 31 March, 2022, 31 March, 2021 and 31 March, 2020 included in this special purpose Ind AS financial statements as mentioned above, are based on the previously issued statutory financial statements prepared for the year ended 31 March, 2022 audited and reported by erstwhile statutory auditor Sanmarks & Associates, Chartered Accountants, having firm registration number 003343N who have issued an unmodified audit opinion vide audit report dated August 31, 2022 and for the year ended 31 March 2021 and 31 March 2020 by erstwhile statutory MDT & Company, Chartered Accountants, having firm registration number 026251N who have issued an unmodified audit opinion vide audit report dated August 5, 2021 and July 22, 2020 respectively .

5. For the purpose of our examination, we have relied on:

a) Auditors' reports issued by us dated March 24, 2023 on the Special Purpose Interim Ind AS financial statements of the Company as at and for the six months ended 30 September 2022 and 30 September 2021, respectively as referred in Paragraph 4 (i) above.

b) Auditors' report issued by us dated March 24, 2023 on the Special Purpose Ind AS financial statements of the Company as at and for the year ended 31 March 2022, 31 March 2021 and 31 March 2020, as referred in Paragraph 4 (ii) above.

c) As informed to us by the management, M/s Sanmarks & Associates , Chartered Accountants ("Previous Auditor") for the years ended 31 March 2022 and M/s MDT & Company, Chartered Accountants ("Previous Auditor") for the years ended 31 March 2021 and 31 March 2020 do not hold a valid peer review certificate as issued by the 'Peer Review Board' of the Institute of Chartered Accountants of India and have therefore, expressed their inability to perform any work on the Restated financial Statements of the respective years . Accordingly, in accordance with SEBI ICDR Regulations and the Guidance Note, we have audited the special purpose Ind AS financial statements of the company for the years ended 31 March 2022, 31 March 2021 and 31 March 2020, as referred in Para 4(ii) and 4(iii) above and issued our special purpose audit reports thereon, as referred in Paragraph 4 (iii) above.

6. Based on above and according to the information and explanations given to us, we report that:

i. the Restated Financial Statements have been prepared after incorporating adjustments for the changes in accounting policies, any material errors and regrouping / reclassifications retrospectively in the financial years as at and for the year ended 31 March 2022, 31 March 2021 and 31 March 2020 and in the six months ended 30 September 2021, to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six months ended 30 September 2022, as more fully described in note no. 54 of the Annexure VI to the Restated Financial Statements.

ii. there are no qualifications in the auditor's reports on the special purpose Interim Ind AS Financial Statement for the six months as at and for the six months ended 30 September 2022 and 30 September 2021 and on the special purpose Ind AS Financial Statement for the years ended 31

March 2022, 31 March 2021 and 31 March 2020, as referred in Para 4 above which requires any adjustments in the Restated financial Statements.

iii. The Restated financial Statements has been prepared in accordance with the Act, the SEBI ICDR Regulations and the Guidance Note.

7. The Restated Financial Statements does not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Special Purpose Interim Ind AS Financial Statements and audited financial statements mentioned in paragraph 4 above.

8. 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.

9. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10. Our report is intended solely for use of the Board of Directors for inclusion in the DRHP to be filed with SEBI and the Stock exchanges as applicable in connection with the proposed IPO. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **S S Kothari Mehta & Company**
Chartered Accountants
ICAI Firm's Registration No:

Vijay Kumar
Partner
Membership No.: 092671
UDIN: 23092671BGSHZB9521

Place: Faridabad
Date: March 24, 2023

Netweb Technologies India Limited
(formerly known as Netweb Technologies (India) Private Limited)
Corporate Identity Number (CIN):U72100HR1999PLC103911
Annexure I-Restated Statement of Assets and Liabilities
(All amounts in Indian Rupees in millions, unless otherwise stated)

Particulars	Notes	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
ASSETS						
1 **Non-current assets**						
(a) Property, plant and equipment	**3 (a)**	88.71	51.79	88.60	53.61	47.55
(b) Capital work-in-progress	**3 (b)**	15.83	0.41	5.22	-	-
(c) Right-of-use assets	**4 (a)**	31.18	9.76	7.74	12.25	14.63
(d) Other intangible assets	**4 (b)**	10.96	-	7.30	-	-
(e) Intangible Assets under development	**4 (c)**	-	4.20	-	-	-
(f) Financial assets						
(i) Investments	**5**	-	-	-	-	-
(ii) Other financial assets	**6**	15.37	26.94	15.10	12.33	5.80
(g) Deferred tax assets (net)	**7**	5.77	8.78	10.89	13.21	5.08
(h) Other non-current assets	**8**	9.16	5.58	3.27	5.99	7.45
Total non-current assets (1)		**176.98**	**107.46**	**138.12**	**97.39**	**80.51**
2 **Current assets**						
(a) Inventories	**9**	664.60	188.68	383.15	292.19	112.28
(b) Financial assets						
(i) Trade receivables	**10**	722.93	497.53	778.05	557.48	176.23
(ii) Cash and cash equivalents	**11 (a)**	36.93	13.87	20.26	20.24	19.98
(iii) Bank balances other than cash and cash equivalents	**11 (b)**	57.77	37.91	55.17	51.32	46.21
(iv)Other financial assets	**12**	19.16	16.90	14.32	19.39	15.52
(c) Other current assets	**13**	115.04	90.60	96.99	63.94	55.21
Total current assets (2)		**1,616.43**	**845.49**	**1,347.94**	**1,004.56**	**425.43**
Total assets (1+2)		**1,793.41**	**952.95**	**1,486.06**	**1,101.95**	**505.94**
EQUITY AND LIABILITIES						
1 **Equity**						
(i) Equity share capital	**14**	56.58	56.58	56.58	56.58	56.58
(ii) Other equity	**15**	535.16	244.10	387.12	161.59	79.92
Total equity (1)		**591.74**	**300.68**	**443.70**	**218.17**	**136.50**
Liabilities						
2 **Non-current liabilities**						
(a) Financial liabilities						
(i) Borrowings	**16**	114.85	135.28	144.42	143.87	105.21
(ii) Lease liabilities	**17**	25.57	7.99	7.07	9.16	12.51
(b) Other non current liabilities	**18**	4.10	11.35	1.23	2.43	2.80
(c) Provisions	**19**	12.23	10.59	11.39	9.66	6.83
Total non-current liabilities (2)		**156.75**	**165.21**	**164.11**	**165.12**	**127.35**
3 **Current liabilities**						
(a) Financial liabilities						
(i) Borrowings	**20**	127.95	85.16	191.26	147.12	30.92
(ii) Lease liabilities	**21**	7.52	3.82	2.09	5.23	3.62
(iii) Trade payables	**22**					
-Total outstanding dues of micro enterprises and small enterprises		0.53	0.49	1.60	0.78	1.12
-Total outstanding dues of creditors other than micro enterprises and small enterprises		643.75	307.29	531.28	425.11	158.76
(iv) Other financial liabilities	**23**	49.69	47.11	43.11	64.77	30.06
(b) Other current liabilities	**24**	176.30	23.64	48.69	44.67	14.49
(c) Provisions	**25**	1.57	1.21	1.43	1.11	0.01
(d) Current Tax Liabilities (net)	**26**	37.61	18.34	58.79	29.87	3.11
Total current liabilities (3)		**1,044.92**	**487.06**	**878.25**	**718.66**	**242.09**
Total equity and liabilities (1+2+3)		**1,793.41**	**952.95**	**1,486.06**	**1,101.95**	**505.94**

The above Statement should be read with Annexure V- Significant accounting policies and explanatory notes to Restated financial statements and Annexure VI- Statement of Restatement Adjustment to Audited financial statements.

As per our report of even date attached

For S S Kothari Mehta & Company
Chartered Accountants
Firm's registration number : 000756N

Vijay Kumar
Partner
Membership No. 092671

Place : Faridabad
Date : March 24, 2023

For and on behalf of the Board of Directors of
Netweb Technologies India Limited
(formerly known as Netweb Technologies (India) Private Limited)

Sanjay Lodha
Director
DIN: 00461913
Place : Faridabad
Date : March 24, 2023

Navin Lodha
Director
DIN: 00461924
Place : Faridabad
Date : March 24, 2023

Prawal Jain
CFO
Place : Faridabad
Date : March 24, 2023

Lohit Chhabra
Company Secretary
Place : Faridabad
Date : March 24, 2023

Netweb Technologies India Limited
(formerly known as Netweb Technologies (India) Private Limited)
Corporate Identity Number (CIN):U72100HR1999PLC103911
Annexure II-Restated Statement of Profit and Loss
(All amounts in Indian Rupees in millions, unless otherwise stated)

	Particulars	Notes	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
I	**Income**						
	Revenue from operations	**27**	1,430.19	995.88	2,470.33	1,427.87	1,560.07
	Other income	**28**	2.58	1.99	9.08	15.04	12.23
	Total income (I)		**1,432.77**	**997.87**	**2,479.41**	**1,442.91**	**1,572.30**
II	**Expenses**						
	Cost of materials consumed	**29**	1,009.15	617.71	1,780.98	1,186.29	1,294.78
	Change in inventories of finished goods and work-in-progress	**30**	(0.63)	137.18	83.60	(124.71)	(20.45)
	Employee benefits expense	**31**	104.67	69.62	152.05	127.42	107.83
	Finance costs	**32**	18.29	17.72	36.42	33.33	26.28
	Depreciation and amortisation expenses	**33**	14.27	7.36	16.38	14.52	13.38
	Other expenses	**34**	89.39	38.05	107.71	95.05	97.27
	Total expenses (II)		**1,235.14**	**887.64**	**2,177.14**	**1,331.90**	**1,519.09**
III	**Profit before exceptional items and tax (I - II)**		**197.63**	**110.23**	**302.27**	**111.01**	**53.21**
IV	Exceptional items (net)						
V	**Profit before tax (III + IV)**		**197.63**	**110.23**	**302.27**	**111.01**	**53.21**
VI	**Tax expense**						
	(a) Current tax	**36**	45.43	24.04	75.76	36.63	14.10
	(b) Deferred tax		4.88	4.23	1.98	(7.92)	0.05
	Total tax expense		**50.31**	**28.27**	**77.74**	**28.71**	**14.15**
VII	**Profit for the period / year (V - VI)**		**147.32**	**81.96**	**224.53**	**82.30**	**39.06**
VIII	**Other comprehensive income**						
	Items that will not be reclassified to Profit or Loss :						
	-Re-measurement gains / (losses) on defined benefit plans		0.96	0.74	1.33	(0.84)	0.01
	-Income Tax relating to Items that will not be reclassified to Profit or Loss		(0.24)	(0.19)	(0.33)	0.21	-
	Total other comprehensive income for the period / year (net of tax)		**0.72**	**0.55**	**1.00**	(0.63)	**0.01**
IX	**Total comprehensive income for the period / year (VII + VIII)**		**148.04**	**82.51**	**225.53**	**81.67**	**39.07**
X	**Earnings per equity share (EPS)**	**37**					
	Basic (in Rs)*		2.89	1.61	4.41	1.62	0.77
	Diluted (in Rs)*		2.89	1.61	4.41	1.62	0.77
	Face value per share (in Rs)**		2.00	2.00	2.00	2.00	2.00

** Not annualised for September 30, 2022 & September 30, 2021*

***Face value reduced from Rs. 10 to Rs. 2 as a result of subsequent event of split. Refer Note 51-Subsequent event.*

The above Statement should be read with Annexure V- Significant accounting policies and explanatory notes to Restated financial statements and Annexure VI- Statement of Restatement Adjustment to Audited financial statements.

As per our report of even date attached
For S S Kothari Mehta & Company
Chartered Accountants
Firm's registration number : 000756N

Vijay Kumar
Partner
Membership No. 092671

Place : Faridabad
Date : March 24, 2023

For and on behalf of the Board of Directors of
Netweb Technologies India Limited
(formerly known as Netweb Technologies (India) Private Limited)

Sanjay Lodha
Director
DIN: 00461913
Place : Faridabad
Date : March 24, 2023

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Prawal Jain
CFO
Place : Faridabad
Date : March 24, 2023

Lohit Chhabra
Company Secretary
Place : Faridabad
Date : March 24, 2023

Netweb Technologies India Limited
(formerly known as Netweb Technologies (India) Private Limited)
Corporate Identity Number (CIN):U72100HR1999PLC103911
Annexure III-Restated Statement of Cash Flows
(All amounts in Indian Rupees in millions, unless otherwise stated)

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
A. CASH FLOW FROM OPERATING ACTIVITIES					
Net profit before tax	**197.63**	**110.23**	**302.27**	**111.01**	**53.21**
Adjustments for :					
Depreciation of Property, Plant and Equipment's and Intangible Assets	10.24	4.87	11.55	9.91	9.44
Depreciation of Right-of-use assets	4.03	2.49	4.83	4.61	3.94
Finance costs (other than Interest on lease liabilities)	16.90	17.13	35.36	31.92	24.70
Interest on lease liabilities	1.39	0.59	1.06	1.41	1.58
Interest Income	(2.24)	(1.74)	(3.67)	(2.95)	(3.03)
Unrealised foreign exchange	2.73	0.86	1.78	(4.04)	5.46
Liabilities Written Back	(0.34)	(0.24)	(3.43)	(5.16)	(9.18)
Provision for doubtful debts	0.28	0.25	0.27	0.15	0.10
Impairment in value of investments	0.10				
Bad Debts Written Off	0.54	-	-	-	-
Profit on Sale of property, plant and equipment	-	-	(0.04)	-	-
Operating profit before working capital changes	**231.26**	**134.44**	**349.98**	**146.86**	**86.22**
Adjustments for :					
(Increase)/Decrease in trade receivables	54.30	59.70	(220.84)	(381.40)	121.99
(Increase)/Decrease in Other financial assets	(3.45)	(10.38)	2.71	(9.63)	(6.31)
(Increase) / Decrease in Other assets	(17.60)	(26.03)	(30.57)	(7.54)	(41.19)
(Increase) / Decrease in Inventories	(281.45)	103.51	(90.96)	(179.91)	(10.67)
(Decrease)/increase in other liabilities	130.48	(12.11)	2.82	29.81	(5.00)
(Decrease)/Increase in trade payables	109.00	(118.71)	108.65	275.21	(86.22)
(Decrease)/Increase in Other financial liabilities	10.55	(21.76)	(26.46)	34.71	(0.96)
(Decrease)/increase in provisions	1.94	1.77	3.38	3.09	2.35
Cash generated from operating activities	**235.03**	**110.43**	**98.71**	**(88.80)**	**60.21**
Income Tax Paid	66.61	35.57	46.84	9.87	16.23
Net cash generated from operating activities	**168.42**	**74.86**	**51.87**	**(98.67)**	**43.98**
B. CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of property, plant and equipment, CWIP including intangible assets, capital advances and capital creditors	(34.65)	(3.51)	(53.84)	(15.70)	(16.06)
Investments in subsidiary companies	(0.10)	-	-	-	-
Proceeds from sale of property, plant and equipment	-	-	0.09	-	-
Interest Income	0.30	-	2.94	2.16	2.62
Investment in deposits (net) with banks	(2.60)	13.41	(3.85)	(5.11)	(15.91)
Net cash used in investing activities	**(37.05)**	**9.90**	**(54.66)**	**(18.65)**	**(29.35)**
C. CASH FLOW FROM FINANCING ACTIVITIES					
Interest paid (other than on lease liabilities)	(12.81)	(12.64)	(26.07)	(23.63)	(20.41)
Interest on lease liabilities	(1.39)	(0.59)	(1.06)	(1.41)	(1.58)
Proceeds from long term borrowings	11.76	30.90	72.10	70.88	102.43
Repayment of long term borrowings	(43.33)	(46.01)	(85.85)	(38.81)	(63.74)
Short term borrowings (net)	(65.68)	(60.20)	48.92	114.50	(19.10)
Principal payments against lease liabilities	(3.25)	(2.59)	(5.23)	(3.95)	(3.41)
Net cash used in Financing Activities	**(114.70)**	**(91.13)**	**2.81**	**117.58**	**(5.81)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**16.67**	**(6.37)**	**0.02**	**0.26**	**8.82**
Cash and cash equivalents at the beginning of the period/ year	**20.26**	**20.24**	**20.24**	**19.98**	**11.16**
Cash and cash equivalents at the closing of the period/ year	**36.93**	**13.87**	**20.26**	**20.24**	**19.98**

a) Cash and Cash Equivalents included in Cash Flow Statement comprise of following (Refer Note 11(a)):

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Cash on Hand	2.54	1.57	2.78	1.51	1.95
Balance with bank					
In current accounts	34.39	12.30	17.48	18.73	18.03
Total	**36.93**	**13.87**	**20.26**	**20.24**	**19.98**

b) Reconciliation of changes in liabilities arising from financing activities:

Particulars	As at 1-April-2019	Cashflows	Non Cash Change	As at 31-March-2020
Non Current Borrowings	78.33	38.69	4.11	121.13
Current Borrowings	34.10	(19.10)	-	15.00
Interest Accrued (including Interest on lease liabilities)	0.37	(21.99)	22.17	0.55
Lease Liabilities	18.66	(4.99)	2.46	16.13
Total	**131.46**	**(7.39)**	**28.74**	**152.81**

Netweb Technologies India Limited
(formerly known as Netweb Technologies (India) Private Limited)
Corporate Identity Number (CIN):U72100HR1999PLC103911
Annexure III-Restated Statement of Cash Flows
(All amounts in Indian Rupees in millions, unless otherwise stated)

Particulars	As at 31-March-2020	Cashflows	Non Cash Change	As at 31-March-2021
Non Current Borrowings	121.13	32.07	8.29	161.49
Current Borrowings	15.00	114.50	-	129.50
Interest Accrued (including Interest on lease liabilities)	0.55	(25.04)	25.04	0.55
Lease Liabilities	16.13	(5.36)	3.62	14.39
Total	**152.81**	**116.17**	**36.95**	**305.93**

Particulars	As at 31-March-2021	Cashflows	Non Cash Change	As at 31-March-2022
Non Current Borrowings	161.49	(13.75)	9.52	157.26
Current Borrowings	129.50	48.92	-	178.42
Interest Accrued (including Interest on lease liabilities)	0.55	(27.13)	26.90	0.32
Lease Liabilities	14.39	(6.29)	1.06	9.16
Total	**305.93**	**1.75**	**37.48**	**345.16**

Particulars	As at 31-March-2021	Cashflows	Non Cash Change	As at 30-September-2021
Non Current Borrowings	161.49	(15.11)	4.76	151.14
Current Borrowings	129.50	(60.20)	-	69.30
Interest Accrued (including Interest on lease liabilities)	0.55	(13.23)	12.96	0.28
Lease Liabilities	14.39	(3.18)	0.60	11.81
Total	**305.93**	**(91.72)**	**18.32**	**232.53**

Particulars	As at 31-March-2022	Cashflows	Non Cash Change	As at 30-September-2022
Non Current Borrowings	157.26	(31.57)	4.37	130.06
Current Borrowings	178.42	(65.68)	-	112.74
Interest Accrued (including Interest on lease liabilities)	0.32	(14.20)	14.23	0.35
Lease Liabilities	9.16	(4.64)	28.57	33.09
Total	**345.16**	**(116.09)**	**47.17**	**276.24**

The above Statement should be read with Annexure V- Significant accounting policies and explanatory notes to Restated financial statements and Annexure VI- Statement of Restatement Adjustment to Audited financial statements.

As per our report of even date attached

For S S Kothari Mehta & Company
Chartered Accountants
Firm's registration number : 000756N

Vijay Kumar
Partner
Membership No. 092671

Place : Faridabad
Date : March 24, 2023

For and on behalf of the Board of Directors of
Netweb Technologies India Limited
(formerly known as Netweb Technologies (India) Private Limited)

Sanjay Lodha
Director
DIN: 00461913
Place : Faridabad
Date : March 24, 2023

Navin Lodha
Director
DIN: 00461924
Place : Faridabad
Date : March 24, 2023

Prawal Jain
CFO
Place : Faridabad
Date : March 24, 2023

Lohit Chhabra
Company Secretary
Place : Faridabad
Date : March 24, 2023

Netweb Technologies India Limited
(formerly known as Netweb Technologies (India) Private Limited)
Annexure IV-Restated Statement of changes in equity
(All amounts in Indian Rupees in millions, unless otherwise stated)

(a) Equity share capital*

At March 31, 2020

Balance as at April 1, 2019	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2019	Changes in equity share capital during the year	Balance as at March 31, 2020
56.58	-	56.58	-	56.58

At March 31, 2021

Balance as at April 1, 2020	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2020	Changes in equity share capital during the year	Balance as at March 31, 2021
56.58	-	56.58	-	56.58

At March 31, 2022

Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2021	Changes in equity share capital during the year	Balance as at March 31, 2022
56.58	-	56.58	-	56.58

At September 30, 2021

Balance as at April 1, 2021	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2021	Changes in equity share capital during the period	Balance as at September 30, 2021
56.58	-	56.58	-	56.58

At September 30, 2022

Balance as at April 1, 2022	Changes in Equity Share Capital due to prior period errors	Restated balance as at April 1, 2022	Changes in equity share capital during the period	Balance as at September 30, 2022
56.58	-	56.58	-	56.58

**Impact of subsequent event of split and bonus not considered. . Refer Note 51*

(b) Other equity

Particulars	Attributable to equity shareholders		Total
	Reserves and surplus		
	Securities premium	Retained earnings	
As at April 01, 2019	**7.99**	**32.86**	**40.85**
Profit for the year		39.06	39.06
Other comprehensive income, net of income tax		0.01	0.01
As at March 31, 2020	**7.99**	**71.93**	**79.92**
Profit for the year		82.30	**82.30**
Other comprehensive income, net of income tax		(0.63)	**-0.63**
As at March 31, 2021	**7.99**	**153.60**	**161.59**
Profit for the year		224.53	**224.53**
Other comprehensive income, net of income tax		1.00	**1.00**
As at March 31, 2022	**7.99**	**379.13**	**387.12**
As at April 01, 2021	**7.99**	**153.60**	**161.59**
Profit for the period		81.96	**81.96**
Other comprehensive income, net of income tax		0.55	**0.55**
As at September 30, 2021	**7.99**	**236.11**	**244.10**
As at April 01, 2022	**7.99**	**379.13**	**387.12**
Profit for the period		147.32	**147.32**
Other comprehensive income, net of income tax		0.72	**0.72**
As at September 30, 2022	**7.99**	**527.17**	**535.16**

Nature and purpose of reserves

Securities Premium :

Securities premium is used to record the premium received on issue of shares and is utilised in accordance with the provisions of Companies Act, 2013.

Retained Earnings:-

Retained earnings represents undistributed profits of the Company which can be distributed to its equity shareholders in accordance with the provisions of the Companies Act, 2013.

The above Statement should be read with Annexure V- Significant accounting policies and explanatory notes to Restated financial statements and Annexure VI- Statement of Restatement Adjustment to Audited financial statements.

As per our report of even date attached

For S S Kothari Mehta & Company
Chartered Accountants
Firm's registration number : 000756N

Vijay Kumar
Partner
Membership No. 092671

Place : Faridabad
Date : March 24, 2023

For and on behalf of the Board of Directors of
Netweb Technologies India Limited
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Sanjay Lodha
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Prawal Jain
CFO
Place : Faridabad
Date : March 24, 2023

Lohit Chhabra
Company Secretary
Place : Faridabad
Date : March 24, 2023

1 CORPORATE INFORMATION

Netweb Technologies India Limited (formerly known as Netweb Technologies (India) Private Limited) ('the Company' ') is a limited company domiciled in India and incorporated on September 22, 1999 under the provisions of the Companies Act, 1956 having its registered office at Plot No H-1, Pocket 9, Faridabad Industrial Town (FIT), Sector-57, Ballabhgarh, Faridabad, Haryana, 121004, India. The Company is in the business of "Computer Server" which includes transforming storage and computing with innovative Servers, Workstations, Storage, Cloud, HPC, AI and Big Data solutions. This class includes consultancy on type and configuration of hardware with or without associated software application.

Pursuant to a special resolution passed in the extraordinary general meeting of the shareholders of the Company held on October 18, 2022, the Company has converted from a Private Limited Company to a Public Limited Company and consequently, name of the Company has changed to Netweb Technologies India Limited pursuant to fresh certificate of incorporation issued by ROC on November, 18, 2022.

The Company's Restated Financial Statements for the six months ended 30 September 2022 and 30 September 2021 and for the years ended 31 March 2022, 31 March 2021, and 31 March 2020 were approved for issue by the Board of Directors, in accordance with resolution passed on March 24, 2023.

2 SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these Financial Statements. These policies have been consistently applied to all the years/ six months presented, unless otherwise stated.

2.01 Basis of preparation and presentation of restated financial statement

i) Compliance with IndAS

The Restated Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013.

These Statements have been prepared by the Management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, issued by the Securities and Exchange Board of India ('SEBI') on 11 September 2018, in pursuance of the Securities and Exchange Board of India Act, 1992 ("ICDR Regulations") for the purpose of inclusion in the Draft Red Herring Prospectus ('DRHP') in

connection with its proposed initial public offering of equity shares of face value of Rs. 2 each of the Company comprising a fresh issue of equity shares and an offer for sale of equity shares held by the selling shareholders (the "Offer"), prepared by the Company 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 from time to time; and

(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

ii) The Restated Financial Statements of the Company comprise of the Restated Statement of Assets and Liabilities as at 30 September 2022, 30 September 2021, 31 March 2022 and 31 March 2021 and 31 March 2020, Restated Statement of Profit and Loss (including Other Comprehensive Income), Restated Statement of Cash Flow and Restated Statement of Changes in Equity for the six months ended 30 September 2022, 30 September 2021 along with year ended 31 March 2022 and 31 March 2021 and 31 March 2020, the Summary statement of Significant Accounting Policies and Notes to Restated Financial Information (collectively, the ' Restated Financial Statements' or 'Statements').

iii) The Restated Financial Statements have been compiled from:

(a) Audited Special Purpose Interim Financial Statements of the company as at and for the six months period ended 30 September 2022 and 30 September 2021 prepared in accordance with the Indian Accounting Standard 34 "Interim Financial Reporting" (referred to as 'Ind AS') as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other recognized accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on March 24, 2023.

(b) Audited Special Purpose Financial Statements of the Company as at and for the year ended 31 March 2022, 31 March 2021 and 31 March 2020 prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013 which have been approved by the Board of Directors at their meeting held on March 24, 2023.

The financial statement for the period ended 30 September 2022 is the first set of Financial Statements prepared in accordance with the requirements of IND AS 101 - First time adoption of Indian Accounting Standards. Accordingly, the transition date to IND AS is 01 April 2021. Upto the Financial year ended March 31, 2022, the Company prepared its financial statements in accordance with accounting standards notified under the Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP" or "Previous GAAP") due

to which the Special purpose Ind AS financial statements were prepared for the purpose of Initial Public Offer (IPO).

The Special purpose Ind AS Financial Statements as at and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 01, 2021) and as per the presentation, accounting policies and grouping/classifications including revised Schedule III disclosures followed as at and for the six months period ended September 30, 2022.

iv) In pursuance to ICDR Regulations, the Company is required to provide Financial Statements (FS) prepared in accordance with Indian Accounting Standard (Ind AS) for all the three years and the stub period (if applicable) audited and certified by the statutory auditor(s) who holds a valid certificate by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI). To comply with such requirements, the company has prepared special purpose Ind AS financial statements for the financial years ending March 31, 2022, March 31, 2021 and March 31, 2020. The special purpose Ind AS financial statements with required restatement have been included in the restated financial statements prepared for the purpose of filing the DRHP.

v) The Restated Financial Statements have been prepared to contain information/disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:-

(i) Adjustments to the profits or losses of the earlier periods for the changes in accounting policies if any to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods and of material errors, if any;

(ii) Adjustments for reclassification/regroupings of the corresponding items of income, expenses, assets and liabilities retrospectively in the years ended March 31, 2022, March 31, 2021 and March 31, 2020 & for the period ended September 30 2021, in order to bring them in line with the groupings as per the Restated Financial Information of the Company for the period ended September 30 2022 and the requirements of the SEBI Regulations, if any; and

(iii) The resultant impact of tax due to the aforesaid adjustments, if any.

vi) Historical cost convention

The Restated Financial Statements have been prepared on a historical cost basis, except for the following assets and liabilities:

(i) Certain financial assets and liabilities that are measured at fair value

(ii) Defined benefit plans-plan assets measured at fair value

vii) The Restated Financial Statements are presented in Indian Rupees ('INR') and all values are rounded to nearest millions (INR '000,000) upto two decimal places, except when otherwise indicated.

2.02 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non- current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non current.

Deferred tax assets and deferred tax liabilities are classified as non- current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.03 Property, plant and equipment

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of input tax credit availed wherever applicable. Subsequent costs are included in asset's carrying amount or

recognised as separate assets, as appropriate, only when it is probable that future economic benefit associated with the item will flow to the Company and the cost of item can be measured reliably. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment is provided on prorata basis on written-down value method using the useful lives of the assets estimated by management and in the manner prescribed in Schedule II of the Companies Act 2013 along with residual value 5 % . The useful life is as follows:

Assets	**Useful life (in years) As per schedule II.**	**Estimated useful life by co. (in years)***
Building	30-60	60
Plant and machinery	15	5-15
Furniture and fixtures	10	3-10
Vehicles	8-10	8-10
Office equipment	5	3-5
Computers and servers	3-6	3-6
Electrical Installations	10	10

*Based on Internal assessment the management believes that the useful life given above best represent the period over which management expects to use these assets

Land is carried at historical cost and is not depreciated.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all the items of property, plant and equipment recognized as at 1 April 2019, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

2.04 Intangible assets

Separately acquired intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over their useful economic lives 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 is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from disposal of the intangible assets 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 and loss when the assets are disposed off.

Intangible assets with finite useful life are amortized on a written down value basis over the estimated useful economic life of 6 years, which represents the period over which the Company expects to derive

economic benefits from the use of the assets.

Intangible Assets under development includes cost of intangible assets under development as at the balance sheet date.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all the items of intangible assets recognized as at 1 April 2019, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

2.05 Impairment of non- financial Assets

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for the which there are separately identifiable cash inflows which largely independent of the cash inflows from other assets or group of assets (cash generating units). Non - financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

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2.06 Compound financial instruments

Compound financial instruments are separated into liability and equity components based on the terms of the contract. On issuance of compound financial instruments, the fair value of the liability component is determined using a market rate for an equivalent instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction cost) until it is extinguished on redemption/ conversion.

2.07 Investment in Subsidiaries

The Company’s investments in its subsidiaries are carried at cost less impairment, if any.

2.08 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss)
- Those measured at amortized cost

The classification depends on entity's business model for managing the financial assets and the contractual terms of the cash flow.

Initial recognition and measurement

All financial assets (not recorded at fair value through profit or loss) are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Transaction cost of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- Debt instruments at fair value through profit and loss (FVTPL)
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments at amortized cost
- Equity instruments

Where assets are measured at fair value, gains and losses are either recognized entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognized in other comprehensive income (i.e. fair value through other comprehensive income). For investment in debt instruments, this will depend on the business model in which the investment is held. For investment in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for equity instruments at FVTOCI.

Debt instruments at amortized cost

A Debt instrument is measured at amortized cost if both the following conditions are met:

a) Business Model Test: The objective is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

b) Cash flow characteristics test: The contractual terms of the Debt instrument give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

This category is most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. The EIR amortization is included in other income in profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instruments at fair value through OCI

A Debt instrument is measured at fair value through other comprehensive income if following criteria are met:

a) Business Model Test : The objective of financial instrument is achieved by both collecting contractual cash flows and for selling financial assets.

b) Cash flow characteristics test: The contractual terms of the Debt instrument give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

Debt instrument included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI), except for the recognition of interest income, impairment gains or losses and foreign exchange gains or losses which are recognized in statement of profit and loss. On derecognition of asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit & loss. Interest earned whilst holding FVTOCI financial asset is reported as interest income using the EIR method.

Debt instruments at FVTPL

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL.A gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

Equity investments of other entities

All equity investments in scope of IND AS 109 are measured at fair value. For all other equity

instruments, the Company may make an irrevocable election to present in other comprehensive income all subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;
    (a) the Company has transferred the rights to receive cash flows from the financial assets or
    (b) the Company has retained the contractual right to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk

exposure

- Financial assets measured at amortized cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

The Company follows "simplified approach" for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables;

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12- months ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

(a) All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

(b) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head ‘other expenses’ in the statement of profit and loss.

The balance sheet presentation for various financial instruments is described below:-

(a) **Financial assets measured as at amortized cost**: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

(b) **Debt instruments measured at FVTOCI:** For debt instruments measured at FVTOCI, the expected credit losses do not reduce the carrying amount in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the asset was measured at amortised cost is recognised in other comprehensive income as the "accumulated impairment amount".

(ii) Financial liabilities:

Initial recognition and measurement

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. the Company financial liabilities include loans and borrowings including bank overdraft, trade payables, trade deposits, retention money, liabilities towards services and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in a hedge relationship as defined by Ind AS 109. The separated embedded derivate are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not

designated any financial liability as at fair value through profit and loss.

Trade Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at fair value and subsequently measured at amortized cost using Effective interest rate method.

Loans and borrowings

Borrowings are initially recognized at fair value, net of transaction cost incurred. After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the Effective interest rate method. Gains and losses are recognized in profit or loss when the liabilities are derecognised as well as through the Effective interest rate amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the Effective interest rate. The Effective interest rate amortization is included as finance costs in the statement of profit and loss.

Borrowing are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or medication is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments:

Financials assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Reclassification of financial assets/ financial liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

2.09 Inventories

(a) Basis of Valuation:

Inventories are valued at lower of cost and net realizable value after providing cost of obsolescence, if any. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.

(b) Method of Valuation:

(i) **Cost of raw materials and components** has been determined by using FIFO method and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

(ii) **Cost of finished goods and work-in-progress** includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs.

(iii) **Net realizable value** is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.10 Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or

liability during the year. Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity, respectively.

Current tax:

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.
The Company's management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax:

Deferred income tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements.

Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

2.11 i) Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company collects Goods and Service Tax on behalf of government, and therefore, these are not consideration to which the Company is entitled, hence, these are excluded from revenue. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

a) Revenue from sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the assets is transferred to the customer, generally on delivery of the goods.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

b) Revenue from sale of services

Revenue from sale of services is recognised over a period of time because the customer simultaneously receives and consumes the benefits provided by the Company and accounted revenue as and when services are rendered and there are no unfulfilled obligation.

c) Consideration of significant financing component in a contract

The Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

d) Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as non-current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

e) Contract Assets

A contract asset is the entity's right to consideration in exchange for goods or services that the entity has transferred to the customer. A contract asset becomes a receivable when the entity's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented and disclosed on the same basis as trade receivables.

f) Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

g) Impairment

An impairment is recognised to the extent that the carrying amount of receivable or asset relating to contracts with customers (a) the remaining amount of consideration that the Company expects to receive in exchange for the goods or services to which such asset relates; less (b) the costs that relate directly to providing those goods or services and that have not been recognised as expenses.

ii) Other Income

Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis by reference to the principal outstanding and effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

2.12 Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. Corresponding liabilities are presented as current employee benefit obligations in the balance sheet.

Accumulated leaves, which are expected to be utilised within the next twelve months, is treated as short-term employee benefits. The company measured the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The company recognises the expected cost of short-term employee benefit as an expense, when an employee renders the related services.

The Company presents the leave encashment as a current liability in the balance sheet to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(ii) Defined Contribution Plan

The Company makes defined contribution to Employees Provident Fund Organization (EPFO), Pension Fund and Employees State Insurance (ESI), which are accounted on accrual basis as expenses in the statement of Profit and Loss in the period during which the related services are rendered by employees.
Prepaid contribution are recognised as an assets to the extent that a cash refund or reduction in future payments is available.

(iii) Defined Benefit Plan

Retirement benefit in the form of Gratuity is considered as defined benefit plan. The liability recognised in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit obligation is determined by actuarial valuation as on the balance sheet date, using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

(i) The date of the plan amendment or curtailment, and
(ii) The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability.

The Company recognises the following changes in the net defined benefit obligation as an expense

in the statement of profit and loss:

(i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and nonroutine settlements; and
(ii) Net interest expense or income

2.13 Leases- Company as a lessee

Leases are accounted for using the principles of recognition, measurement, presentation and disclosures as set out in Ind AS 116 Leases.

On inception of a contract, the Company assesses whether it contains a lease. A contract contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The right to use the asset and the obligation under the lease to make payments are recognised in the Company's financial statements as a right-of-use asset and a lease liability.

Lease contracts may contain both lease and non-lease components. The Company allocates payments in the contract to the lease and non-lease components based on their relative stand-alone prices and applies the lease accounting model only to lease components.

The right-of-use asset recognised at lease commencement includes the amount of lease liabilities on initial measurement, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated to a residual value over the rights-of-use assets estimated useful life or the lease term, whichever is lower. Right-of-use assets are also adjusted for any re-measurement of lease liabilities and are subject to impairment testing. Residual value is reassessed at each reporting date.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including 'in-substance fixed' payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable. 'In-substance fixed' payments are payments that may, in form, contain variability but that, in substance, are unavoidable. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Company is reasonably certain to exercise and excludes the effect of early termination options where the Company is not reasonably certain that it will exercise the option. Minimum lease payments include the cost of a purchase option if the Company is reasonably certain it will purchase the underlying asset after the lease term.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest on lease liability and reduced for lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification e.g. a change in the lease term, a change in the 'in-substance fixed' lease payments or as a result of a rent review or change in the relevant index or rate.

Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period over which the event or condition that triggers the payment occurs. In respect of variable leases which guarantee a minimum amount of rent over the lease term, the guaranteed amount is considered to be an 'in-substance fixed' lease payment and included in the initial calculation of the lease liability. Payments which are 'in-substance fixed' are charged against the lease liability.

The Company has opted not to apply the lease accounting model to intangible assets, leases of low-value assets or leases which have a term of less than 12 months. Costs associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Lease payments are presented as follows in the Company's statement of cash flows:

i. short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;

ii. payments for the interest element of recognised lease liabilities are presented within cash flows from financing activities; and

iii. payments for the principal element of recognised lease liabilities are presented within cash flows from financing activities.

2.14 Earnings per share

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

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive equity shares.

2.15 Borrowing Costs

Borrowing cost includes interest and other costs incurred in connection with the borrowing of funds and charged to Statement of Profit & Loss on the basis of effective interest rate (EIR) method. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. Capitalization of Borrowing Cost is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying asset is interrupted. All other borrowing costs are recognized as expense in the period in which they occur.

2.16 Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institutions, other short - term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

2.17 Foreign currencies

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company's financial statements are presented in Indian rupee (INR) which is also the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transaction and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are generally recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair

value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

2.18 Provisions and Contingent Liabilities Provisions

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

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 arises 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 unless the probability of outflow of resources is remote.

Contingent assets

Contingent assets are not recognised in the financial statements. Contingent assets are disclosed in the financial statements to the extent it is probable that economic benefits will flow to the Company from such assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

2.19 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non- financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1- Quoted(unadjusted) market prices in active markets for identical assets or liabilities

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.20 Exceptional items

Items which are material by virtue of their size and nature are disclosed separately as exceptional items to ensure that financial statements allows an understanding of the underlying performance of the business in the year and to facilitate comparison with prior year.

2.21 Segment Reporting

Operating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief operating decision maker (CODM) in deciding allocation of resources and in assessing performance. The Company's CODM reviews financial information for the purposes of making operating decisions, allocating resources and evaluating financial performance.

2.22 Statement of cash flows

Statements of cash flows is made using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferral accruals of past or future cash receipts or payments and item of income or expense associated with investing or financing of cash flows. The cash flows from operating, financing and investing activities of the Company are segregated.

2.23 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the Financial Statements.

a) Recognition of deferred taxes

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

b) Impairment of Financial assets

The impairment provisions of financial assets are based on assumptions about the risk of default and expected loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

c) Recognition of revenue

The price charged from the customer is treated as standalone selling price of the goods transferred to the customer. At each balance sheet date, basis the past trends and management judgment, the Company assesses the requirement of recognising provision against the sales returns for its products and in case, such provision is considered necessary, the management make adjustment in the revenue. However, the actual future outcome may be different from this judgement.

d) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an asset's CGU'S fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

e) Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and there by assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease etc. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

2.24 Company Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the

reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority

b) Gratuity benefit

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long-term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics (i.e. IALM 2012-14 Ultimate). These assumptions translate into an average life expectancy in years at retirement age. Future salary increases and pension increases are based on expected future inflation rates. Further details about the assumptions used, including a sensitivity analysis, are given in Note 39.

c) Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

d) Property, plant and equipment and intangible assets

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. For managements estimates on useful life of assets refer note 2.03 and note 2.04

2.25 Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 01,2022, as below:

Ind AS 103 "Business Combination"

The amendments specify that to quality for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. These amendments had no impact on the financial statements of the Company.

Ind AS 16 - Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. These amendments had no impact on the restated financial statements of the Company.

Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets"

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification, and these amendments had no impact on the financial statements of the Company.

Ind AS 109 "Financial Instruments"

The amendment clarifies which fees an entity includes when it applies to the 10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. These amendments had no impact on the financial statements of the Company.

Netweb Technologies India Limited
(formerly known as Netweb Technologies (India) Private Limited)
Corporate Identity Number (CIN):U72100HR1999PLC103911
Annexure V- Notes to Restated financial statements
(All amounts in Indian Rupees in millions, unless otherwise stated)

3(a). Property, plant and equipment

Particulars	Land*	Buildings*	Furniture and fixtures	Plant and equipment	Office equipments	Vehicles	Electrical fittings	Computer	Total
Gross Carrying Amount									
As at 1 April 2019 (Deemed Cost)	6.71	12.88	5.91	4.81	0.41	3.53	2.73	4.46	41.44
Additions	-	0.60	0.96	0.78	0.27	11.65	0.03	1.26	15.55
Disposals	-	-	-	-	-	-	-	-	-
As at 31 March 2020	**6.71**	**13.48**	**6.87**	**5.59**	**0.68**	**15.18**	**2.76**	**5.72**	**56.99**
Additions	7.56	1.20	0.39	0.05	0.75	4.47	0.03	1.52	15.97
Disposals	-	-	-	-	-	-	-	-	-
As at 31 March 2021	**14.27**	**14.68**	**7.26**	**5.64**	**1.43**	**19.65**	**2.79**	**7.24**	**72.96**
Additions	-	0.36	0.80	35.48	1.16	4.56	-	3.13	45.49
Disposals	-	-	-	-	0.04	0.08	-	-	0.12
As at 31 March 2022	**14.27**	**15.04**	**8.06**	**41.12**	**2.55**	**24.13**	**2.79**	**10.37**	**118.33**
As at 1 April 2021	**14.27**	**14.68**	**7.26**	**5.64**	**1.43**	**19.65**	**2.79**	**7.24**	**72.96**
Additions	-	-	-	1.23	0.21	0.10	-	1.51	3.05
Disposals	-	-	-	-	-	-	-	-	-
As at 30 September 2021	**14.27**	**14.68**	**7.26**	**6.87**	**1.64**	**19.75**	**2.79**	**8.75**	**76.01**
As at 1 April 2022	**14.27**	**15.04**	**8.06**	**41.12**	**2.55**	**24.13**	**2.79**	**10.37**	**118.33**
Additions	-	0.09	1.94	1.00	1.75	0.58	-	3.34	8.70
Disposals	-	-	-	-	-	-	-	-	-
As at 30 September 2022	**14.27**	**15.13**	**10.00**	**42.12**	**4.30**	**24.71**	**2.79**	**13.71**	**127.03**
Accumulated depreciation									
As at 1 April 2019 (Deemed Cost)	-	-	-	-	-	-	-	-	-
Additions	-	0.64	1.66	1.58	0.24	2.07	0.71	2.54	9.44
Disposals	-	-	-	-	-	-	-	-	-
As at 31 March 2020	**-**	**0.64**	**1.66**	**1.58**	**0.24**	**2.07**	**0.71**	**2.54**	**9.44**
Charge for the year	-	0.63	1.41	1.16	0.34	4.12	0.53	1.72	9.91
Disposals	-	-	-	-	-	-	-	-	-
As at 31 March 2021	**-**	**1.27**	**3.07**	**2.74**	**0.58**	**6.19**	**1.24**	**4.26**	**19.35**
Charge for the year	-	0.66	1.13	1.12	0.49	4.39	0.40	2.26	10.45
Disposals	-	-	-	-	0.02	0.05	-	-	0.07
As at 31 March 2022	**-**	**1.93**	**4.20**	**3.86**	**1.05**	**10.53**	**1.64**	**6.52**	**29.73**
As at 1 April 2021	**-**	**1.27**	**3.07**	**2.74**	**0.58**	**6.19**	**1.24**	**4.26**	**19.35**
Charge for the period	-	0.33	0.54	0.43	0.20	2.09	0.20	1.08	4.87
Disposals	-	-	-	-	-	-	-	-	-
As at 30 September 2021	**-**	**1.60**	**3.61**	**3.17**	**0.78**	**8.28**	**1.44**	**5.34**	**24.22**
As at 1 April 2022	**-**	**1.93**	**4.20**	**3.86**	**1.05**	**10.53**	**1.64**	**6.52**	**29.73**
Charge for the period	-	0.32	0.60	3.55	0.50	2.15	0.15	1.32	8.59
Disposals	-	-	-	-	-	-	-	-	-
As at 30 September 2022	**-**	**2.25**	**4.80**	**7.41**	**1.55**	**12.68**	**1.79**	**7.84**	**38.32**
Net Carrying Amount									
As at 1 April 2019	**6.71**	**12.88**	**5.91**	**4.81**	**0.41**	**3.53**	**2.73**	**4.46**	**41.44**
As at 31 March 2020	**6.71**	**12.84**	**5.21**	**4.01**	**0.44**	**13.11**	**2.05**	**3.18**	**47.55**
As at 31 March 2021	**14.27**	**13.41**	**4.19**	**2.90**	**0.85**	**13.46**	**1.55**	**2.98**	**53.61**
As at 31 March 2022	**14.27**	**13.11**	**3.86**	**37.26**	**1.50**	**13.60**	**1.15**	**3.85**	**88.60**
As at 30 September 2021	**14.27**	**13.08**	**3.65**	**3.70**	**0.86**	**11.47**	**1.35**	**3.41**	**51.79**
As at 30 September 2022	**14.27**	**12.88**	**5.20**	**34.71**	**2.75**	**12.03**	**1.00**	**5.87**	**88.71**

* Title deeds of immovable properties are held in the name of the Company.

3(a)(i). There are no adjustments to Property, Plant and Equipment on account of borrowing costs and exchange differences.
3(a)(ii) There is no revaluation of Property, Plant and Equipment during the year/period.

3(a)(iii) As at April 1, 2019 the Company has elected to measure its property, plant and equipment at their carrying value as per previous GAAP. Accordingly, the Gross Block is carried at Rs.72.84 millions and Accumulated Depreciation is at Rs. 31.40 millions.

Description	Gross Carrying Value as at 1st April 2019	Accumulated Depreciation upto 1st April 2019	Net Carrying Value as at 1st April 2019
Land	6.71	-	6.71
Buildings	14.60	1.72	12.88
Furniture and fixtures	11.65	5.74	5.91
Plant and equipment	11.55	6.74	4.81
Office equipments	1.51	1.10	0.41
Vehicles	10.41	6.88	3.53
Electrical fittings	5.93	3.20	2.73
Computer	10.48	6.02	4.46
Total	**72.84**	**31.40**	**41.44**

3(b) Capital work-in-progress

Particulars	**Amount**
As at 1 April 2019	**-**
Additions	-
Capitalised during the year	-
As at 31 March 2020	-
Additions	-
Capitalised during the year	-
As at 31 March 2021	-
Additions	**5.22**
Capitalised during the year	-
As at 31 March 2022	**5.22**
As at 1 April 2021	**-**
Additions	**0.41**
Capitalised during the period	-
As at 30 September 2021	**0.41**
As at 1 April 2022	**5.22**
Additions*	**10.61**
Capitalised during the period	-
As at 30 September 2022	**15.83**

* Addition to capital work in progress includes Rs 0.31 millions on account of interest on loan.

Capital work-in-progress ageing schedule

As at 30 September 2022	**Amount in Capital work-in-progress for a period of**				**Total**
	Less than 1 year	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	
Projects in progress	15.42	0.41	-	-	**15.83**
Projects temporarily suspended	-	-	-	-	-
Total	**15.42**	**0.41**	-	-	**15.83**

As at 30 September 2021	**Amount in Capital work-in-progress for a period of**				**Total**
	Less than 1 year	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	
Projects in progress	0.41	-	-	-	**0.41**
Projects temporarily suspended	-	-	-	-	-
Total	**0.41**	-	-	-	**0.41**

As at March 31, 2022	**Amount in Capital work-in-progress for a period of**				**Total**
	Less than 1 year	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	
Projects in progress	5.22	-	-	-	**5.22**
Projects temporarily suspended	-	-	-	-	-
Total	**5.22**	-	-	-	**5.22**

4 (a) Right of Use Assets

Particulars	Building	Total
Gross carrying value		
As at 1 April 2019 (deemed cost)	17.67	17.67
Additions	0.90	0.90
Deductions	-	-
As at 31 March 2020	**18.57**	**18.57**
Additions	2.23	2.23
Deductions	-	-
As at 31 March 2021	**20.80**	**20.80**
Additions	0.32	0.32
Deductions	(0.90)	(0.90)
As at 31 March 2022	**20.22**	**20.22**
As at 1 April 2021	**20.80**	**20.80**
Additions	-	-
Deductions	-	-
As at 30 September 2021	**20.80**	**20.80**
As at 1 April 2022	**20.22**	**20.22**
Additions	27.47	27.47
Deductions	(8.09)	(8.09)
As at 30 September 2022	**39.60**	**39.60**
Accumulated Depreciation		
As at 1 April 2019 (deemed cost)	-	-
Charge for the year	3.94	3.94
Deductions	-	-
As at 31 March 2020	**3.94**	**3.94**
Charge for the year	4.61	4.61
Deductions	-	-
As at 31 March 2021	**8.55**	**8.55**
Charge for the year	4.83	4.83
Deductions	(0.90)	(0.90)
As at 31 March 2022	**12.48**	**12.48**
As at 1 April 2021	**8.55**	**8.55**
Charge for the period	2.49	2.49
Deductions	-	-
As at 30 September 2021	**11.04**	**11.04**
As at 1 April 2022	**12.48**	**12.48**
Charge for the period	4.03	4.03
Deductions	(8.09)	(8.09)
As at 30 September 2022	**8.42**	**8.42**
Net carrying value		
As at 1 April 2019	**17.67**	**17.67**
As at 31 March 2020	**14.63**	**14.63**
As at 31 March 2021	**12.25**	**12.25**
As at 31 March 2022	**7.74**	**7.74**
As at 30 September 2021	**9.76**	**9.76**
As at 30 September 2022	**31.18**	**31.18**

4 (b) Other intangible assets

Particulars	Software	Total
Gross carrying value		
As at 1 April 2019	-	-
Additions	-	-
Disposals		-
As at 31 March 2020	**-**	**-**
Additions	-	-
Disposals	-	-
As at 31 March 2021	**-**	**-**
Additions	8.40	8.40
Disposals	-	-
As at 31 March 2022	**8.40**	**8.40**
As at 1 April 2021	**-**	**-**
Additions		-
Disposals	-	-
As at 30 September 2021	**-**	**-**
As at 1 April 2022	**8.40**	**8.40**
Additions	5.31	5.31
Disposals	-	-
As at 30 September 2022	**13.71**	**13.71**
Amortisation		
As at 1 April 2019	-	-
Charge for the year	-	-
Disposals		-
As at 31 March 2020	**-**	**-**
Charge for the year	-	-
Disposals	-	-
As at 31 March 2021	**-**	**-**
Charge for the year	1.10	1.10
Disposals	-	-
As at 31 March 2022	**1.10**	**1.10**
As at 1 April 2021	**-**	**-**
Charge for the period	-	-
Disposals	-	-
As at 30 September 2021	**-**	**-**
As at 1 April 2022	**1.10**	**1.10**
Charge for the period	1.65	1.65
Disposals	**-**	**-**
As at 30 September 2022	**2.75**	**2.75**
Net carrying value		
As at 1 April 2019	**-**	**-**
As at 31 March 2020	**-**	**-**
As at 31 March 2021	**-**	**-**
As at 31 March 2022	**7.30**	**7.30**
As at 30 September 2021	**-**	**-**
As at 30 September 2022	**10.96**	**10.96**

Netweb Technologies India Limited
(formerly known as Netweb Technologies (India) Private Limited)
Corporate Identity Number (CIN):U72100HR1999PLC103911
Annexure V- Notes to Restated financial statements
(All amounts in Indian Rupees in millions, unless otherwise stated)

4 (c) Intangible Assets under development

	Amount
As at 1 April 2019	**-**
Additions	-
Capitalised during the year	-
As at 31 March 2020	-
Additions	-
Capitalised during the year	-
As at 31 March 2021	-
Additions	8.40
Capitalised during the year	(8.40)
As at 31 March 2022	**-**

As at 1 April 2021	
Additions	4.20
Capitalised during the period	**-**
As at 30 September 2021	**4.20**

As at 1 April 2022	**-**
Additions	-
Capitalised during the period	**-**
As at 30 September 2022	**-**

Intangible Assets under development ageing schedule

As at 30 September 2021	**Amount of Intangible Assets under development for a period of**				**Total**
	Less than 1 year	**1 - 2 years**	**2 - 3 years**	**More than 3 years**	
Projects in progress	4.20	-	-	-	**4.20**
Projects temporarily suspended	-	-	-	-	-
Total	**4.20**	**-**	**-**	**-**	**4.20**

5 Investments

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Non Current					
Investment in Equity Instruments					
Equity Instruments-Unquoted (At cost-impairment)					
i. Subsidiary					
- Netweb Foundation	-	-	-	-	-
9,900 equity shares of face value Rs 10/-					
Total Investments	-	-	-	-	-
(a) Aggregate amount of quoted investments and market value thereof	-	-	-	-	-
(b) Aggregate amount of unquoted investments	-	-	-	-	-
(c) Aggregate amount of impairment in value of investments	0.10	-	-	-	-

During the period , the Company has subscribed 9,900 equity shares of Rs.10/- each of Netweb Foundation (a Section 8 - Company as per Companies Act 2013)}. Netweb Foundation became a subsidiary of the Company w.e.f. May 25,2022 by virtue of holding 9,900 equity shares equivalent to 99% share capital in Netweb Foundation .Netweb Foundation is prohibited to distribute any dividend / economic benefits to its members, hence the Company is unable to earn any variable return/ economic benefits from the voting rights through its holding in equity shares of Netweb Foundation. Accordingly, the above investment does not meet the definition of control under Ind AS 110 -'Consolidated Financial Statements' and the aforesaid investment value of Rs. 0.10 millions has been charged off to the Restated statement of profit and loss during the six months period ended September 30, 2022.

6 Other financial assets

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Non Current					
Unsecured, considered good unless otherwise stated					
Carried at amortised cost					
Security deposits	3.17	1.02	2.21	1.67	1.58
Retention Money	4.00	5.51	4.39	5.16	4.22
Bank Deposits (Refer Note 11 (b) (i))	8.20	20.41	8.50	5.50	-
Total other financial assets	**15.37**	**26.94**	**15.10**	**12.33**	**5.80**

7 Deferred tax assets (net)

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Deferred tax assets					
Temporary difference in carrying values of property, plant & equipment & intangible assets between books of accounts and for tax purposes	1.59	2.16	1.49	2.05	1.87
Liabilities and provisions tax deductible only upon payment/actual	-	-	-	-	-
Post retirement benefits	3.47	2.97	3.23	2.71	1.72
Impact on account of Leases	0.48	0.51	0.36	0.54	0.38
Expected Credit Losses	0.24	0.16	0.16	0.10	0.06
Other temporary difference	0.54	3.43	6.04	8.30	1.46
(A)	**6.32**	**9.23**	**11.28**	**13.70**	**5.49**
Deferred tax liability					
Other temporary difference	0.55	0.45	0.39	0.49	0.41
(B)	**0.55**	**0.45**	**0.39**	**0.49**	**0.41**
Net deferred tax assets/(liabilities) (A+B)	**5.77**	**8.78**	**10.89**	**13.21**	**5.08**

8 Other non-current assets

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Capital advances	6.34	0.46	-	0.24	0.51
Prepaid expenses	2.82	5.12	3.27	5.75	6.94
Total other non-current assets	**9.16**	**5.58**	**3.27**	**5.99**	**7.45**

9 Inventories

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
(The Inventory is valued at lower of cost and net realizable value)					
Raw materials (including goods in transit)*	593.04	171.33	312.22	137.66	82.46
Work in progress	14.39	-	7.20	-	-
Finished goods (including goods in transit)**	57.17	17.35	63.73	154.53	29.82
Total Inventories	**664.60**	**188.68**	**383.15**	**292.19**	**112.28**
* Includes raw material in transit	227.31	8.14	101.17	17.94	5.86
** Includes finished goods in transit	17.75	2.82	49.95	131.50	8.77

10 Trade receivables

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Trade receivables: (Carried at Amortised Cost)					
Trade Receivables - Considered Good Unsecured	722.93	497.53	778.05	557.48	176.23
Trade Receivables which have significant increase in credit risk	-	-	-	-	-
Trade Receivables - credit impaired	0.93	0.63	0.65	0.38	0.23
Total trade receivables	**723.86**	**498.16**	**778.70**	**557.86**	**176.46**
Less: Allowance for credit losses	0.93	0.63	0.65	0.38	0.23
Total trade receivables (net)	**722.93**	**497.53**	**778.05**	**557.48**	**176.23**

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables ageing schedule

As at September 30, 2022	Outstanding for following periods from date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables - considered good	540.95	131.60	38.49	6.55	5.34	**722.93**
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	0.34	0.59	**0.93**
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Total	**540.95**	**131.60**	**38.49**	**6.89**	**5.93**	**723.86**
Less: Allowance for credit losses	-	-	-	0.34	0.59	**0.93**
Net Trade receivables	**540.95**	**131.60**	**38.49**	**6.55**	**5.34**	**722.93**

As at September 30, 2021	Outstanding for following periods from date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables - considered good	403.16	74.36	12.31	3.68	4.02	**497.53**
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	0.19	0.44	**0.63**
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Total	**403.16**	**74.36**	**12.31**	**3.87**	**4.46**	**498.16**
Less: Allowance for credit losses	-	-	-	0.19	0.44	**0.63**
Net Trade receivables	**403.16**	**74.36**	**12.31**	**3.68**	**4.02**	**497.53**

As at March 31, 2022	Outstanding for following periods from date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables - considered good	715.54	43.47	10.64	4.73	3.67	**778.05**
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	0.25	0.40	**0.65**
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Total	**715.54**	**43.47**	**10.64**	**4.98**	**4.07**	**778.70**
Less: Allowance for credit losses	-	-	-	0.25	0.40	**0.65**
Net Trade receivables	**715.54**	**43.47**	**10.64**	**4.73**	**3.67**	**778.05**

As at March 31, 2021	Outstanding for following periods from date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables - considered good	518.68	21.06	11.74	4.77	1.23	**557.48**
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	0.25	0.13	**0.38**
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Total	**518.68**	**21.06**	**11.74**	**5.02**	**1.36**	**557.86**
Less: Allowance for credit losses	-	-	-	0.25	0.13	**0.38**
Net Trade receivables	**518.68**	**21.06**	**11.74**	**4.77**	**1.23**	**557.48**

As at March 31, 2020	Outstanding for following periods from date of transaction					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables - considered good	144.63	20.58	7.54	1.73	1.75	**176.23**
Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Undisputed Trade receivables - credit impaired	-	-	-	0.08	0.15	**0.23**
Disputed Trade receivables - considered good	-	-	-	-	-	-
Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
Disputed Trade receivables - credit impaired	-	-	-	-	-	-
Total	**144.63**	**20.58**	**7.54**	**1.81**	**1.90**	**176.46**
Less: Allowance for credit losses	-	-	-	0.08	0.15	**0.23**
Net Trade receivables	**144.63**	**20.58**	**7.54**	**1.73**	**1.75**	**176.23**

	Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
11 (a)	**Cash and cash equivalents**					
	Balances with banks:					
	- On current accounts	34.39	12.30	17.48	18.73	18.03
	Cash on hand	2.54	1.57	2.78	1.51	1.95
	Total cash and cash equivalents	**36.93**	**13.87**	**20.26**	**20.24**	**19.98**
11 (b)	**Bank balances other than cash and cash equivalents**					
	Bank Deposits (Refer Note 11(b)(i))	57.77	37.91	55.17	51.32	46.21
	Total bank balances other than cash and cash equivalents	**57.77**	**37.91**	**55.17**	**51.32**	**46.21**

11 (b)(i) A charge has been created over the deposits towards various guaranties in favour of customer and statutory authorities.

12 Other financial assets

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Current					
Unsecured, considered good unless otherwise stated					
Carried at amortised cost					
Earnest Money Deposit	9.76	7.94	6.19	8.01	11.08
Retention Money	7.02	5.76	6.64	10.48	3.73
Security deposits	0.81	1.82	1.49	0.90	0.71
Interest Accrued on Fixed deposit	1.57	1.38	-	-	-
Total Other financial assets	**19.16**	**16.90**	**14.32**	**19.39**	**15.52**

13 Other current assets

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Unsecured considered good					
Prepaid expenses	3.11	2.24	4.18	3.74	2.77
Staff advances	2.71	3.37	4.57	3.18	1.90
Balance with statutory / government authorities	103.50	75.52	74.46	55.36	48.67
Advance to suppliers and other advances	2.42	9.31	12.32	1.53	1.68
Other receivables	3.30	0.16	1.46	0.13	0.19
Total Other current assets	**115.04**	**90.60**	**96.99**	**63.94**	**55.21**

14 Equity share capital

(a) Authorised equity share capital:

Equity shares of Rs 10* each	Number of shares*	Amount
At April 01, 2019	**60,00,000**	**60.00**
Changes during the year	-	-
At March 31, 2020	**60,00,000**	**60.00**
Changes during the year	-	-
At March 31, 2021	**60,00,000**	**60.00**
Changes during the year	-	-
At March 31, 2022	**60,00,000**	**60.00**
At April 1, 2021	**60,00,000**	**60.00**
Changes during the period	-	-
At September 30, 2021	**60,00,000**	**60.00**
At April 1, 2022	**60,00,000**	**60.00**
Changes during the period	-	-
At September 30, 2022	**60,00,000**	**60.00**

(b) Issued equity share capital:

Equity shares of Rs 10* each issued, subscribed and fully paid	Number of shares*	Amount
At April 01, 2019	56,58,220	56.58
Changes during the year	-	-
At March 31, 2020	**56,58,220**	**56.58**
Changes during the year	-	-
At March 31, 2021	**56,58,220**	**56.58**
Changes during the year	-	-
At March 31, 2022	**56,58,220**	**56.58**
At April 1, 2021	**56,58,220**	**56.58**
Changes during the period	-	-
At September 30, 2021	**56,58,220**	**56.58**
At April 1, 2022	**56,58,220**	**56.58**
Changes during the period	-	-
At September 30, 2022	**56,58,220**	**56.58**

(c) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Rs 10* per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend, if any in Indian rupees. The dividend proposed,if any by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting

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 equity shareholders

(d) Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	As at 30-September-22		As at 30-September-21		As at 31-March-22		As at 31-March-21		As at 31-March-20	
	Number of shares*	% holding in class	Number of shares*	% holding in class	Number of shares*	% holding in class	Number of shares*	% holding in class	Number of shares*	% holding in class
Equity shares of Rs 10 each fully paid										
Sanjay Lodha	25,38,710	44.87%	25,38,710	44.87%	25,38,710	44.87%	25,38,710	44.87%	25,38,710	44.87%
Sanjay Lodha (HUF)	3,46,100	6.12%	3,46,100	6.12%	3,46,100	6.12%	3,46,100	6.12%	3,46,100	6.12%
Vivek Lodha	4,98,900	8.82%	4,98,900	8.82%	4,98,900	8.82%	4,98,900	8.82%	4,98,900	8.82%
R P Lodha & Sons (HUF)	3,03,100	5.36%	3,03,100	5.36%	3,03,100	5.36%	3,03,100	5.36%	3,03,100	5.36%
Niraj Lodha	4,58,900	8.11%	3,08,900	5.46%	4,58,900	8.11%	3,08,900	5.46%	3,08,900	5.46%
A K Lodha & Sons (HUF)	-	-	3,92,100	6.93%	-	-	3,92,100	6.93%	3,92,100	6.93%
Navin Lodha	6,60,110	11.67%	-	-	6,60,110	11.67%	-	-	-	-
Total	**48,05,820**		**43,87,810**		**48,05,820**		**43,87,810**		**43,87,810**	

(e) Details of shareholding of Promoters

Name of Shareholder	As at 30-September-22			As at 30-September-21			As at 31-March-22		
	Number of shares*	% of total shares	% change during the period	Number of shares*	% of total shares	% change during the period	Number of shares*	% of total shares	% change during the year
Equity shares of Rs 10 each fully paid									
Sanjay Lodha	25,38,710	44.87%	-	25,38,710	44.87%	-	25,38,710	44.87%	-
Vivek Lodha	4,98,900	8.82%	-	4,98,900	8.82%	-	4,98,900	8.82%	-
Niraj Lodha	4,58,900	8.11%	-	3,08,900	5.46%	-	4,58,900	8.11%	2.65%
Navin Lodha	6,60,110	11.67%	-	2,68,010	4.74%	-	6,60,110	11.67%	6.93%
Total	**41,56,620**			**36,14,520**		**-**	**41,56,620**		

(e) Details of shareholding of Promoters

Name of Shareholder	As at 31-March-21			As at 31-March-20		
	Number of shares*	% of total shares	% change during the year	Number of shares*	% of total shares	% change during the year
Equity shares of Rs 10 each fully paid						
Sanjay Lodha	25,38,710	44.87%	-	25,38,710	44.87%	14.61%
Vivek Lodha	4,98,900	8.82%	-	4,98,900	8.82%	1.77%
Niraj Lodha	3,08,900	5.46%	-	3,08,900	5.46%	3.34%
Navin Lodha	2,68,010	4.74%	-	2,68,010	4.74%	2.62%
Total	**36,14,520**			**36,14,520**		

**Impact of subsequent event of split and bonus not considered.Refer Note 51-Subsequent event.*

15 Other equity

Securities premium	**(A)**	**Amount**
Balance as at April 01, 2019		7.99
Additions		-
Balance as at March 31, 2020		**7.99**
Additions		-
Balance as at March 31, 2021		**7.99**
Additions		-
Balance as at March 31, 2022		**7.99**
Balance as at April 01, 2021		**7.99**
Additions		-
Balance as at September 30, 2021		**7.99**
Balance as at April 01, 2022		**7.99**
Additions		-
Balance as at September 30, 2022		**7.99**

Retained earnings	**(B)**	**Amount**
Balance as at April 01, 2019		32.86
Profit for the year		39.06
Add: Other comprehensive income, net of income tax		0.01
Balance as at March 31, 2020		**71.93**
Profit for the year		82.30
Add: Other comprehensive income, net of income tax		(0.63)
Balance as at March 31, 2021		**153.60**
Profit for the year		224.53
Add: Other comprehensive income, net of income tax		1.00
Balance as at March 31, 2022		**379.13**
Balance as at April 01, 2021		**153.60**
Profit for the period		81.96
Add: Other comprehensive income, net of income tax		0.55
Balance as at September 30, 2021		**236.11**
Balance as at April 01, 2022		**379.13**
Profit for the period		147.32
Add: Other comprehensive income, net of income tax		0.72
Balance as at September 30, 2022		**527.17**

Total other equity	**(A+B)**	**Amount**
Balance as at April 1, 2019		**40.85**
Balance as at March 31, 2020		**79.92**
Balance as at March 31, 2021		**161.59**
Balance as at March 31, 2022		**387.12**
Balance as at September 30, 2021		**244.10**
Balance as at September 30, 2022		**535.16**

16 Borrowings

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Non Current					
Secured					
Term loans					
-From Banks	43.75	15.38	34.48	19.11	11.58
-From Other Parties	3.88	4.54	4.21	4.85	5.43
Unsecured					
Term loans					
-From Banks	1.66	10.08	6.04	13.80	20.38
-From Other Parties	55.04	82.22	83.92	82.72	55.85
Unsecured					
Loan from related parties	25.73	38.92	28.61	41.01	27.89
Total Borrowings	**130.06**	**151.14**	**157.26**	**161.49**	**121.13**
Less: Current maturities of loans- Secured (refer note no 20)	13.03	5.21	5.30	6.45	1.51
Less: Current maturities of loans- Unsecured (refer note no 20)	2.18	10.65	7.54	11.17	14.41
Total non-current borrowings	**114.85**	**135.28**	**144.42**	**143.87**	**105.21**

Nature of security and terms of repayment for borrowings:

(A) Secured Term loans

(1) Term Loans from Banks

(a) Security Terms

(i) Term Loan from Indian Bank amounting to Nil (March 31, 2022: Nil; September 30, 2021: Nil; March 31, 2021: Rs. 2.36 millions; March 31, 2020: Rs. 8.76 millions;) carrying interest rate of repo rate + 6.50% per annum and is repayable in monthly equal installments. The loan is secured by the exclusive charge over EM of industrial unit (land & proposed building) at Plot H-1, Sector - 57, Faridabad Industrial Town (FIT), Faridabad, Haryana, in the name of the company, measuring 540.31 Sq yards, along with the hypothecation of Fixed Assets of the company and Personal Guarantee provided by Mr. Sanjay Lodha (Director of Company), Mr. Vivek Lodha (Director of Company), Mr. Navin Lodha (Director of Company), Mr. Niraj Lodha (Director of Company), Ms. Madhuri Lodha (Mortgagor Guarantor) (Relative of Director), Ms. Priti Lodha (W/o Mr.Sanjay Lodha) and Ms.Sweta Lodha (W/o Mr. Navin Lodha).

(ii) Indian Bank Covid Emergency Credit line amounting to Nil (March 31, 2022: Nil; September 30, 2021: 4.58 millions; March 31, 2021: Rs. 5.00 millions; March 31, 2020: Nil) carrying interest rate of 8.75% (fixed) per annum and is repayable in monthly equal installments. The loan is secured by exclusive charge over the assets to be created out of the loan proceeds, exclusive charge over EM of industrial unit (land & proposed building) at Plot H-1, Sector - 57, Faridabad Industrial Town (FIT), Faridabad, Haryana, in the name of the company, measuring 540.31 Sq yards , Pledge of FDR (excluding BG margin) of the Company and Personal Guarantee provided by Mr. Sanjay Lodha (Director of Company), Mr. Vivek Lodha (Director of Company), Mr. Navin Lodha (Director of Company), Mr. Niraj Lodha (Director of Company), Ms. Madhuri Lodha (Mortgagor Guarantor) (Relative of Director), Ms. Priti Lodha (W/o Mr.Sanjay Lodha) and Ms.Sweta Lodha (W/o Mr. Navin Lodha).

(iii) Indian Bank GECLS-Covid-19 Loan amounting to Rs. 3.91 millions (March 31, 2022: Rs. 4.84 millions; September 30, 2021: 5.75 millions; March 31, 2021: Rs.5.86 millions; March 31, 2020: Rs. Nil) carrying interest rate of Repo Rate + Spread 3.50% per annum and is repayable in monthly equal installments. The loan is secured by exclusive charge over the assets to be created out of the loan proceeds, exclusive charge over EM of industrial unit (land & proposed building) at Plot H-1, Sector - 57, Faridabad Industrial Town (FIT), Faridabad, Haryana, in the name of the company, measuring 540.31 Sq yards , Pledge of FDR (excluding BG margin) of the Company and Personal Guarantee provided by Mr. Sanjay Lodha (Director of Company), Mr. Vivek Lodha (Director of Company), Mr. Navin Lodha (Director of Company), Mr. Niraj Lodha (Director of Company), Ms. Madhuri Lodha (Mortgagor Guarantor) (Relative of Director), Ms. Priti Lodha (W/o Mr.Sanjay Lodha) and Ms.Sweta Lodha (W/o Mr. Navin Lodha).

(iv) Term loan from Indian Bank for the construction of building amounting to Rs. 11.65 millions (March 31, 2022: Nil; September 30, 2021: Nil; March 31, 2021: Nil; March 31, 2020: Nil) is secured by exclusive charge over EM of industrial unit (land & proposed building) at Plot H-2, Sector - 57, Faridabad Industrial Town (FIT), Faridabad, Haryana, in the name of the company, measuring 540.31 Sq yards, along with the hypothecation of Fixed Assets of the company and Personal Guarantee provided by Mr. Sanjay Lodha (Director of Company), Mr. Vivek Lodha (Director of Company), Mr. Navin Lodha (Director of Company), Mr. Niraj Lodha (Director of Company), Ms. Madhuri Lodha (Mortgagor Guarantor) (Relative of Director), Ms. Priti Lodha (W/o Mr.Sanjay Lodha) and Ms.Sweta Lodha (W/o Mr. Navin Lodha).

(v) Working Capital Term Loan under GECLS 1.0 (extension) from Indian Bank amounting to Rs. 22.20 millions (March 31, 2022: Rs. 22.20 millions; September 30, 2021: Nil; March 31, 2021: Nil; March 31, 2020: Nil) carrying interest rate of Repo Rate + Spread 3.50% per annum and is repayable in monthly equal installments. The loan is secured by exclusive charge over the assets to be created out of the loan proceeds, exclusive charge over EM of industrial unit (land & proposed building) at Plot H-1, Sector - 57, Faridabad Industrial Town (FIT), Faridabad, Haryana, in the name of the company, measuring 540.31 Sq yards , Pledge of FDR (excluding BG margin) of the Company and 100% guarntee cover of National Credit Guarantee Trustee Company Limited (NCGTC).

(b) Loans outstanding as on 30th September 2022:-

Facility	Gross Amount	Installments Outstanding	Frequency
Term Loans from Indian Bank: -			
- Indian Bank GECLS-Covid-19 Loan	3.91	23	Monthly Equal installments
- Term Loan	11.65	48	Monthly Equal installments
- Working Capital Term Loan Under GECLS 1.0 (extension)	22.20	36	Monthly Equal installments

(c) Loans -guaranteed by directors or others, the amount of such loans outstanding are as under-:

Particular	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Term Loan from Indian Bank	37.76	10.33	27.04	13.22	8.76
(2) Vehicle loans from Banks and others amounting to	9.87	9.59	11.65	10.74	8.25
Interest Rate	7.10% to 9.00%	7.35% to 9.00%	7.10% to 9.00%	7.35% to 9.00%	8.52% to 9.50%
Secured against the hypothecation of respective vehicles and repayable in equal monthly installments					

(B) Unsecured Term loans

(1) Term loan from Banks and Other Parties(Financial Institutions / NBFC & Inter corporate loans) amounting to	56.70	92.30	89.96	96.52	76.23
(a) Interest on Term Loans (Banks & Financial Institutions / NE	16.50%	16.50%	16.50%	16.50%	16.50% to 18.00%

(b) Repayment Term (Banks & Financial Institutions / NBFC) :-

Facility	Repayment Terms
Aditya Birla Finance Limited	Repayable in 24 monthly equal installments commencing from 05th December, 2018 and ended on 05th November, 2020
Bajaj Finance Limited	Repayable in 24 monthly equal installments commencing from 02nd November, 2018 and ending on 02nd October, 2020
Capital First Limited	Repayable in 36 monthly equal installments commencing from 02nd December, 2018 and ending on 05nd November, 2021
Fullerton India Credit Co. Ltd	Repayable in 37 monthly equal installments commencing from 04th December, 2019 and ending on 04th December, 2022
HDFC Bank Limited	Repayable in 36 monthly equal installments commencing from 06th January, 2020 and ending on 06th December, 2022
ICICI Bank Limited	Repayable in 36 monthly equal installments commencing from 05th December, 2019 and ending on 05th November, 2022
IDFC First Bank Limited	Repayable in 36 monthly equal installments commencing from 02nd December, 2019 and ending on 02nd November, 2022
Ratnakar Bank Limited	Repayable in 36 monthly equal installments commencing from 05th December, 2019 and ending on 05th November, 2022
Tata Capital Finance Limited	Repayable in 24 monthly equal installments commencing from 05th November, 2018 and ending on 05th October, 2020
YES Bank Limited	Repayable in 36 monthly equal installments commencing from 04th December, 2019 and ending on 04th November, 2022

(c) Interest on Term Loans & Repayment Term (Inter corporate loans):-

Inter corporate loans are repayable in five (5) years from the date of agreement & shall be renewed for consecutive periods of 5 (five) years. Interest is payable @ 9%-15% p.a.

(d) Loans guaranteed by directors or others, the amount of such loans outstanding are as

Particular	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Unsecured-Term Loan from Banks and From Other Parties	**1.83**	**10.23**	**6.21**	**13.94**	**20.49**
-HDFC Bank Limited	0.52	2.38	1.49	3.21	4.67
-Fullerton India Credit Co. Ltd	0.52	2.40	1.50	3.23	4.67
-ICICI Bank Limited	0.24	1.57	0.93	2.15	3.19
-IDFC First Bank Limited	0.26	1.69	1.01	2.32	3.44
-YES Bank Limited	0.29	2.19	1.28	3.03	4.52

(i) In Case of HDFC Bank Limited, Personal Guarantee provided by Navin Lodha (Director of Company) and Vivek Lodha (Director of Company).

(ii) In Case of Fullerton India Credit Co. Ltd, Personal Guarantee provided by Navin Lodha (Co-borrower) (Director of Company).

(iii) In Case of ICICI Bank Limited, Personal Guarantee provided by Sanjay Lodha (co-applicant) (Director of Company), Navin Lodha (co-applicant)(Director of Company), Niraj Lodha (Co-Applicant/ Guarantor) (Director of Company), Vivek Lodha (Co-Applicant/ Guarantor) (Director of Company), Sweta Lodha (Co-appliant) (Relative of Director of Company) and Madhuri Lodha (Co-appliant) (Relative of Director of Company).

(iv) In Case of IDFC First Bank Limited, Personal Guarantee provided by Madhuri Lodha (Co-Applicant) (Relative of Director of Company), Navin Lodha (Co-Applicant) (Director of Company), Niraj Lodha (Co-Applicant) (Director of Company), Sanjay Lodha (Co-Applicant) (Director of Company) and Sweta Lodha (Co-Applicant) (Relative of Director of Company).

(v) In Case of YES Bank Limited, Personal Guarantee provided by Sanjay Lodha (Co-Borrower) (Director of Company), Navin Lodha (Co-Borrower) (Director of Company), Vivek Lodha (Co-Borrower) (Director of Company), Niraj Lodha (Co-Borrower) (Director of Company), Madhuri Lodha(Co-Borrower) (Relative of Director of Company) and Sweta Lodha (Co-Borrower) (Relative of Director of Company).

(2) Unsecured Loan from related parties amounting to

Particular	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Unsecured Loan from related parties amounting to	25.73	38.92	28.61	41.01	27.89

Loans from Related Parties are repayable in five (5) years from the date of agreement & shall be renewed for consecutive periods of 5 (five) years. Interest is payable at the rate of upto 12% p.a.

(C) As on balance sheet date there is no default in repayment of loans and interest.

(D) The Company has utilised the borrowings received from banks and financial institutions for the purpose for which it was taken during the year/period.

17 Lease liabilities

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Non Current					
Lease liabilities	25.57	7.99	7.07	9.16	12.51
Total Non Current Lease liabilities	**25.57**	**7.99**	**7.07**	**9.16**	**12.51**

(Refer note no. 41 for further details)

18 Other non current liabilities

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Revenue received in advance	4.10	11.35	1.23	2.43	2.80
Total Other non current liabilities	**4.10**	**11.35**	**1.23**	**2.43**	**2.80**

19 Provisions

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Non Current					
Provision for employee benefits					
Provision for gratuity (refer note 39)	12.23	10.59	11.39	9.66	6.83
Total Non Current Provisions	**12.23**	**10.59**	**11.39**	**9.66**	**6.83**

20 Borrowings

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Current					
Secured					
Loans repayable on demand					
-Cash credits from banks	112.74	69.30	178.42	129.50	15.00
Current maturities of long term borrowings (refer note no 16)	13.03	5.21	5.30	6.45	1.51
Unsecured	-	-	-	-	-
Current maturities of long term borrowings (refer note no 16)	2.18	10.65	7.54	11.17	14.41
Total current borrowings	**127.95**	**85.16**	**191.26**	**147.12**	**30.92**

Note:

1 Cash Credit (CC) limit is secured against hypothecation of stock, Book debts and other current assets of the Company, both present and future as primary security.
Further CC Limit are secured against (i) Properties of directors of the Company (ii) Pledge of FDR (excluding BG margin) of the Company (iii) Exclusive charge over EM of industrial unit (land & building) at Plot H-1, Sector - 57, Faridabad Industrial Town (FIT), Faridabad, Haryana, in the name of the company, measuring 540.31 Sq yards, along with the hypothecation of Fixed Assets of the company as a collateral Security (iv) Exclusive charge over EM of industrial unit (land & Proposed building) at Plot H-2, Sector - 57, Faridabad Industrial Town (FIT), Faridabad, Haryana, in the name of the company, measuring 540.31 Sq yards, along with the hypothecation of Fixed Assets of the company (After liquidation of Term Loan , the property will be held as collateral for working capital facility) as a collateral Security (v) Personal Guarantee provided by Mr. Sanjay Lodha (Director of Company), Mr. Vivek Lodha (Director of Company), Mr. Navin Lodha (Director of Company), Mr. Niraj Lodha (Director of Company), Ms. Madhuri Lodha (Mortgagor Guarantor) (Relative of Director), Ms. Priti Lodha (W/o Mr.Sanjay Lodha) and Ms.Sweta Lodha (W/o Mr. Navin Lodha).
Interest rate on the above loans outstanding as at the period ended September 30,2022 is Repo Rate +4%.

2 Loans guaranteed by directors and others, the amount of such loans outstanding are as under-:

Particular	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Cash Credit (CC) from Bank-Secured	112.74	69.30	178.42	129.50	15.00

3 There have been variations in the quarterly returns and statement of current assets filed by the Company with bankers with regards to working capital limit, however the Company has furnished revised statement of current assets with the bank subsequent to the Balance sheet date.

21 Lease liabilities

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Current					
Lease liability	7.52	3.82	2.09	5.23	3.62
Total Lease liabilities	**7.52**	**3.82**	**2.09**	**5.23**	**3.62**

22 Trade payables

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Carried at amortised cost					
Total outstanding dues of micro enterprises and small enterprises	0.53	0.49	1.60	0.78	1.12
Total outstanding dues of creditors other than micro enterprises and small enterprises	643.75	307.29	531.28	425.11	158.76
Total Trade payables	**644.28**	**307.78**	**532.88**	**425.89**	**159.88**

Notes

a Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) for the year/ period ended is given below. This information has been determined to the extent such parties have been identified on the basis of information available with the Company.

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
-Principal amount remaining unpaid to any supplier as at the end of the accounting year.	0.53	0.49	1.60	0.78	1.12
-Interest due thereon remaining unpaid to any supplier as at the end of the accounting year	-	-	-	-	-
-The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-	-	-	-
-The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day	-	-	-	-	-
-The amount of interest accrued and remaining unpaid at the end of the accounting year.	-	-	-	-	-
-The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-	-	-	-

22.1 Trade payable ageing schedule

As at September 30, 2022	Unbilled dues	Outstanding for following periods from date of transactions				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	0.53	-	-	-	0.53
Others	-	643.75	-	-	-	643.75
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total	**-**	**644.28**	**-**	**-**	**-**	**644.28**

As at September 30, 2021	Unbilled dues	Outstanding for following periods from date of transactions				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	0.49	-	-	-	0.49
Others	-	303.96	-	3.33	-	307.29
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total	**-**	**304.45**	**-**	**3.33**	**-**	**307.78**

As at March 31, 2022	Unbilled dues	Outstanding for following periods from date of transactions				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	1.60	-	-	-	1.60
Others	-	527.95	-	-	3.33	531.28
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total	**-**	**529.55**	**-**	**-**	**3.33**	**532.88**

As at March 31, 2021	Unbilled dues	Outstanding for following periods from date of transactions				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	0.78	-	-	-	0.78
Others	-	421.78	-	3.33	-	425.11
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total	**-**	**422.56**	**-**	**3.33**	**-**	**425.89**

As at March 31, 2020	Unbilled dues	Outstanding for following periods from date of transactions				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	1.12	-	-	-	1.12
Others	-	151.30	5.94	-	1.52	158.76
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
Total	**-**	**152.42**	**5.94**	**-**	**1.52**	**159.88**

23 Other financial liabilities

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Current					
Interest Accrued	0.35	0.28	0.32	0.55	0.55
Accrued salaries and benefits	34.75	37.06	21.91	23.93	14.52
Capital Creditors	1.03	4.37	5.03	-	-
Security deposits	-	-	-	-	0.16
Other expense payable	13.56	5.40	15.85	40.29	14.83
Total Other financial liabilities	**49.69**	**47.11**	**43.11**	**64.77**	**30.06**

24 Other current liabilities

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Statutory dues payable	2.65	0.96	13.91	11.43	4.14
Revenue received in advance	10.54	4.24	7.88	6.29	2.36
Advance from customers	163.11	18.44	26.90	26.95	7.99
Total Other current liabilities	**176.30**	**23.64**	**48.69**	**44.67**	**14.49**

25 Provisions

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Current					
Provision for employee benefits					
Provision for gratuity (refer note 39)	1.57	1.21	1.43	1.11	0.01
Total Provisions	**1.57**	**1.21**	**1.43**	**1.11**	**0.01**

26 Current tax liabilities (net)

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Provision for taxation, net of advance tax and TDS receivable	37.61	18.34	58.79	29.87	3.11
Total Current tax liabilities (net)	**37.61**	**18.34**	**58.79**	**29.87**	**3.11**

27 Revenue from operations

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Sale of products	1,400.78	967.68	2,401.78	1,402.90	1,531.97
Sale of services	29.41	28.20	68.55	24.97	28.10
Total Revenue from operations	**1,430.19**	**995.88**	**2,470.33**	**1,427.87**	**1,560.07**

Notes to revenue from contracts with customers:

a) Timing of rendering of services - September 30, 2022

Particulars	Performance obligation satisfied at point in time	Performance obligation satisfied over time	Total
Sale of products	1,400.78	-	1,400.78
Sale of services	-	29.41	29.41
Total	**1,400.78**	**29.41**	**1,430.19**

Timing of rendering of services - September 30, 2021

Particulars	Performance obligation satisfied at point in time	Performance obligation satisfied over time	Total
Sale of products	967.68	-	967.68
Sale of services	-	28.20	28.20
Total	**967.68**	**28.20**	**995.88**

Timing of rendering of services - March 31, 2022

Particulars	Performance obligation satisfied at point in time	Performance obligation satisfied over time	Total
Sale of products	2,401.78	-	2,401.78
Sale of services	-	68.55	68.55
Total	**2,401.78**	**68.55**	**2,470.33**

Timing of rendering of services - March 31, 2021

Particulars	Performance obligation satisfied at point in time	Performance obligation satisfied over time	Total
Sale of products	1,402.90	-	1,402.90
Sale of services	-	24.97	24.97
Total	**1,402.90**	**24.97**	**1,427.87**

Timing of rendering of services - March 31, 2020

Particulars	Performance obligation satisfied at point in time	Performance obligation satisfied over time	Total
Sale of products	1,531.97	-	1,531.97
Sale of services	-	28.10	28.10
Total	**1,531.97**	**28.10**	**1,560.07**

b) Revenue by location of customers

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
India	1,428.54	986.57	2,442.28	1,427.87	1,560.07
Outside India	1.65	9.31	28.05	-	-
Total revenue from contract with customers	**1,430.19**	**995.88**	**2,470.33**	**1,427.87**	**1,560.07**

c) Reconciliation of revenue recognised in statement of profit and loss with contracted price

Revenue as per contracted price	1,430.19	995.88	2,470.33	1,427.87	1,560.07
Less: adjustment on account of price variation	-	-	-	-	-
Less: Turnover discount	-	-	-	-	-
Total	**1,430.19**	**995.88**	**2,470.33**	**1,427.87**	**1,560.07**

d) Contract Balances:

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Contract Assets					
Trade Receivables	722.93	497.53	778.05	557.48	176.23
Retention Money	11.02	11.27	11.03	15.64	7.95
Contract Liabilities					
Advance received from customers	163.11	18.44	26.90	26.95	7.99
Revenue received in advance	14.64	15.59	9.11	8.72	5.16

A contract liabilities is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

e) Revenue recognised in relation to Contract Liabilities

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Arising out of contract liabilities as at the beginning of the year/period	32.42	29.23	30.83	9.41	13.43

f) Unsatisfied performance obligation

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Total value of performance obligation of the Company remaining unsatisfied at the end of year/period with timelines within which it is expected to recognise revenue :					
Within one year	173.65	22.68	34.78	33.24	10.35
More than one year	4.10	11.35	1.23	2.43	2.80
Total	**177.75**	**34.03**	**36.01**	**35.67**	**13.15**

28 Other income

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Other non-operating income					
Exchange difference fluctuation	-	-	1.92	6.92	-
Liabilities Written Back	0.34	0.24	3.43	5.16	9.18
Interest income on bank deposits	1.87	1.38	2.94	2.16	2.62
Interest income - others	0.37	0.36	0.73	0.79	0.41
Others	-	0.01	0.06	0.01	0.02
Total Other income	**2.58**	**1.99**	**9.08**	**15.04**	**12.23**

Interest income- others represents interest on unwinding of security deposits given and retention money withheld by customers.

29 Cost of materials consumed

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Inventory at the beginning of the year	312.22	137.66	137.66	82.46	92.24
Add: Purchases	1,289.97	651.38	1,955.54	1,241.49	1,285.00
	1,602.19	**789.04**	**2,093.20**	**1,323.95**	**1,377.24**
Less: Inventory at the end of the year	593.04	171.33	312.22	137.66	82.46
Cost of materials consumed	**1,009.15**	**617.71**	**1,780.98**	**1,186.29**	**1,294.78**

Note: Purchases includes all the direct cost incurred on raw material

30 Change in inventories of finished goods and work-in-progress

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Opening inventories					
- Finished goods	63.73	154.53	154.53	29.82	9.37
- Work in progress	7.20	-	-	-	-
Sub total	**70.93**	**154.53**	**154.53**	**29.82**	**9.37**
Closing inventories					
- Finished goods	57.17	17.35	63.73	154.53	29.82
- Work in progress	14.39	-	7.20	-	-
Sub total	**71.56**	**17.35**	**70.93**	**154.53**	**29.82**
Change in inventories of finished goods and work-in-progress	**(0.63)**	**137.18**	**83.60**	**(124.71)**	**(20.45)**

31 Employee benefits expense

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Salaries and wages	102.34	68.65	149.06	124.93	105.01
Contribution to provident and other funds	0.19	0.16	0.33	0.39	0.44
Staff welfare expenses	2.14	0.81	2.66	2.10	2.38
Total Employee benefits expense	**104.67**	**69.62**	**152.05**	**127.42**	**107.83**

32 Finance costs

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Interest on borrowings	11.83	12.04	22.76	20.49	15.34
Interest on lease liabilities	1.39	0.59	1.06	1.41	1.58
Interest on others	3.06	1.67	4.70	1.78	0.65
Other Borrowing Costs					
-Loan and guarantee charges	2.01	3.42	7.90	9.65	8.71
Total Finance costs	**18.29**	**17.72**	**36.42**	**33.33**	**26.28**

33 Depreciation and amortisation expenses

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation of tangible assets (refer note 3)	8.59	4.87	10.45	9.91	9.44
Amortisation of intangible assets (refer note 4 b)	1.65	-	1.10	-	-
Depreciation of Right-of-use assets (refer note 4a)	4.03	2.49	4.83	4.61	3.94
Total Depreciation and amortisation expenses	**14.27**	**7.36**	**16.38**	**14.52**	**13.38**

34 Other expenses

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Rent Expenses	1.08	1.20	2.96	2.43	2.79
Rates & Taxes	0.29	0.11	0.38	0.29	0.27
Travelling and Conveyance expenses	13.74	7.26	17.19	13.34	21.65
Postage & Courier expenses	8.11	4.77	13.11	7.80	8.00
Packing & Forwarding Expenses	0.76	0.85	1.76	1.74	4.79
Utility Expenses	3.64	2.83	6.42	6.44	6.35
Office expenses	2.84	2.36	8.97	5.53	7.08
Legal and professional expenses	12.52	1.10	11.03	22.93	10.72
Commission expenses	7.18	2.45	11.37	15.67	7.28
Payment to auditor (refer note no 35)	-	-	0.20	0.27	0.51
Charity & Donation	-	-	0.13	-	0.39
Repair & Maintenance Expenses					
- Building	0.04	0.02	0.09	0.06	0.11
- Plant and machinery	0.17	0.36	0.47	0.23	0.50
- others	5.64	3.00	6.23	4.45	6.46
Business promotion expenses	10.16	4.44	13.08	5.08	8.44
Insurance Charges	1.09	1.13	1.47	2.05	1.53
Corporate Social Responsibility Expenditure (refer note no 47	0.02	0.41	1.58	0.69	-
Customer Support Expenses	6.20	2.80	7.56	4.46	5.72
Bad debt Written off	0.54	-	-	-	-
Impairment on Investment	0.10	-	-	-	-
Provision for doubtful debts	0.28	0.25	0.27	0.15	0.10
Exchange difference fluctuation	10.50	0.05	-	-	2.64
Miscellaneous Expense	4.49	2.66	3.44	1.44	1.94
Total Other expenses	**89.39**	**38.05**	**107.71**	**95.05**	**97.27**

35 Payment to auditor (exclusive of taxes)*

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
As auditor:					
Audit fee	-	-	0.16	0.11	0.11
Tax Audit fee	-	-	0.04	0.04	0.04
In other capacity					
Professional/certification services	-	-	-	0.12	0.36
Total	**-**	**-**	**0.20**	**0.27**	**0.51**

*Any expenses relating to DRHP filing including Audit Fee not provided for in six months period ended September 30, 2022

36 Income tax

The Company is subject to income tax in India on the basis of financial statements. Business loss can be carried forward for a maximum period of eight assessment years immediately succeeding the assessment year to which the loss pertains. Unabsorbed depreciation can be carried forward for an indefinite period

Pursuant to the Taxation Law (Amendment) Ordinance, 2019 ('Ordinance') issued by Ministry of Law and Justice (Legislative Department) on September 20, 2019 which is effective from April 1, 2019, domestic companies have the option to pay income tax at 22% plus applicable surcharge and cess ('new tax regime') subject to certain conditions. The Company based on the current projections has chosen to adopt the reduced rates of tax as per the Income Tax Act, 1961 from the financial year 2019-20 and accordingly the Company has accounted deferred tax based on the reduced applicable tax rates.

Tax expenses

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Income tax recognized in Profit & Loss Account					
Current tax	45.43	24.04	75.76	36.63	14.10
Deferred tax expense / (credit)	4.88	4.23	1.98	(7.92)	0.05
Income tax recognized in other comprehensive income					
Deferred tax expense/(credit) on items of OCI	0.24	0.19	0.33	(0.21)	-
Total taxes	**50.55**	**28.46**	**78.07**	**28.50**	**14.15**

Reconciliation of taxes to the amount computed by applying the statutory income tax rate to the income before taxes is summarised below:

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Profit before taxes	197.63	110.23	302.27	111.01	53.21
Applicable tax rates in India	25.17%	25.17%	25.17%	25.17%	25.17%
Computed tax charge	49.74	27.74	76.08	27.94	13.39
Non-deductible expense	5.35	4.42	6.71	2.71	2.49
Allowable Expenses	(9.66)	(1.11)	(3.47)	(2.31)	(2.03)
Deferred tax expense / (credit)	5.12	4.42	2.31	(8.13)	0.05
Other Adjustments	-	(7.01)	(3.56)	8.29	0.25
Total Tax expenses	50.55	28.46	78.07	28.50	14.15
Total income tax expense recognized in Profit and Loss	**50.55**	**28.46**	**78.07**	**28.50**	**14.15**

37 Earnings per share ('EPS')

Basic EPS amounts are calculated by dividing the profit / loss for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Face value of equity shares (Rs per share)	2.00	2.00	2.00	2.00	2.00
Profit attributable to equity shareholders **(A)**	147.32	81.96	224.53	82.30	39.06
Weighted Average number of Equity Shares original	56,58,220	56,58,220	56,58,220	56,58,220	56,58,220
Impact of share split effected after September 30, 2022 (each share of face value Rs 10 split into five shares of face value of Rs 2 each)	2,26,32,880	2,26,32,880	2,26,32,880	2,26,32,880	2,26,32,880
Weighted Average number of Equity Shares post split	2,82,91,100	2,82,91,100	2,82,91,100	2,82,91,100	2,82,91,100
Impact of bonus issue effected after September 30, 2022 (allotment of 2,26,32,880 bonus shares at face value of Rs 2 each)	2,26,32,880	2,26,32,880	2,26,32,880	2,26,32,880	2,26,32,880
Weighted Average number of Equity Shares post split and bonus used as denominator in calculating Basic Earnings Per Share (B)	5,09,23,980	5,09,23,980	5,09,23,980	5,09,23,980	5,09,23,980
EPS - basic (A/B) (Rs)	**2.89**	**1.61**	**4.41**	**1.62**	**0.77**
Weighted Average number of Equity Shares post split and bonus used as denominator in calculating Diluted Earnings Per Share (C)	5,09,23,980	5,09,23,980	5,09,23,980	5,09,23,980	5,09,23,980
EPS - diluted (A/C) (Rs)	**2.89**	**1.61**	**4.41**	**1.62**	**0.77**

Earning per share both (basic & diluted) has been restated for all the periods/years on account of split and bonus issue. Refer Note 51-Subsequent event.

38 Related party transactions

a) Names of related parties and description of relationship

Description of relationship	Name of related parties
Subsidiary Companies	1) Netweb Foundation (a Section 8 Company, Date of incorporation - May 25, 2022)
Enterprises where key managerial personnel or their relatives exercise significant influence (where transactions have taken place)	1) Ashoka Bajaj Automobiles Private Limited 2) A.K.Lodha & Sons 3) R P Lodha & Sons 4) Sandeep Lodha (HUF) 5) Sanjay Lodha (HUF) 6) Vivek Lodha (HUF) 7) Navin Lodha (HUF) 8) Niraj Lodha (HUF) 9) Tyrone Systems Private limited
Key managerial personnel	1) Sanjay Lodha, (Director) 2) Navin Lodha, (Director) 3) Niraj Lodha, (Director) 4) Vivek Lodha, (Director)
Relatives	1) Anuja Lodha, (Relative) 2) Madhuri Lodha, 3) Nisha Lodha, (Relative) 4) Priti Lodha, (Relative) 5) Rudra Prasad Lodha, (Relative) 6) Sweta Lodha,(Relative)

b) Summary of transactions and outstanding balances with above related parties are as follows

(i) Summary of transactions with above related parties are as follows

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Remuneration to key managerial personnel and their relatives					
Key managerial personnel and their relatives					
Sanjay Lodha	5.10	4.50	9.60	10.20	7.80
Navin Lodha	3.75	3.75	7.50	7.50	5.10
Niraj Lodha	3.75	3.75	7.50	7.50	5.10
Vivek Lodha	3.90	3.90	7.80	7.80	5.40
Rudra Prasad Lodha	-	-	-	-	2.10
Priti Lodha	-	-	-	1.20	-
Sweta Lodha				1.20	-

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Loan Taken*					
Sanjay Lodha	0.36	2.44	2.72	1.40	2.15
Navin Lodha	-	0.02	0.05	2.53	0.32
Niraj Lodha	0.28	0.31	0.57	3.18	1.23
Vivek Lodha	0.13	0.24	0.43	3.06	0.75
A.K.Lodha & Sons	-	0.02	0.04	0.05	0.46
Anuja Lodha	0.10	0.09	0.16	0.70	0.65
Madhuri Lodha	0.03	0.03	0.05	0.05	0.23
Navin Lodha (HUF)	-	0.05	0.09	0.08	0.76
Niraj Lodha (HUF)	-	0.10	0.17	0.16	1.52
Nisha Lodha	0.17	0.16	0.28	0.71	1.88
Priti Lodha	0.23	0.21	0.38	1.07	1.35
R P Lodha & Sons	-	0.14	0.25	0.23	2.13
Rudra Prasad Lodha	-	-	-	-	1.78
Sandeep Lodha (HUF)	-	0.11	0.20	0.18	0.16
Sanjay Lodha (HUF)	-	0.03	0.05	0.05	0.41
Sweta Lodha	0.05	0.07	0.13	2.82	1.24
Vivek Lodha (HUF)	-	0.06	0.11	0.11	1.01
Ashoka Bajaj Automobiles Pvt Ltd	0.20	0.18	0.33	0.31	0.29
Loan repayment					
Sanjay Lodha	1.02	-	-	-	-
Navin Lodha	-	2.50	2.59	1.05	-
Niraj Lodha	0.70	-	1.00	0.07	-
Vivek Lodha	2.40	-	1.00	0.10	-
A.K.Lodha & Sons	-	-	0.54	-	-
Anuja Lodha	-	-	0.04	0.05	-
Navin Lodha (HUF)	-	-	0.93	-	-
Niraj Lodha (HUF)	-	-	1.86	-	-
Nisha Lodha	0.03	-	0.04	-	-
Priti Lodha	0.06	-	0.08	-	-
R P Lodha & Sons	-	-	2.61	-	-
Rudra Prasad Lodha	-	1.90	1.90	-	-
Sandeep Lodha (HUF)	-	-	2.05	-	-
Sanjay Lodha (HUF)	-	-	0.50	-	-
Sweta Lodha	0.23	1.95	2.01	2.25	0.02
Vivek Lodha (HUF)	-	-	1.24	-	-
Ashoka Bajaj Automobiles Pvt Ltd	-	-	-	0.11	-
Interest Expense					
Sanjay Lodha	0.36	0.35	0.70	0.31	0.05
Navin Lodha	-	0.02	0.05	0.14	0.10
Niraj Lodha	0.28	0.31	0.63	0.31	0.14
Vivek Lodha	0.13	0.24	0.48	0.18	0.06
A.K.Lodha & Sons	-	0.02	0.04	0.05	0.01
Anuja Lodha	0.10	0.09	0.18	0.11	0.05
Madhuri Lodha	0.03	0.03	0.05	0.05	0.03
Navin Lodha (HUF)	-	0.05	0.10	0.09	0.01
Niraj Lodha (HUF)	-	0.10	0.19	0.18	0.02
Nisha Lodha	0.17	0.16	0.31	0.23	0.03
Priti Lodha	0.23	0.21	0.42	0.30	0.17
R P Lodha & Sons	-	0.14	0.28	0.25	0.03
Rudra Prasad Lodha	-	-	-	-	0.09
Sandeep Lodha (HUF)	-	0.11	0.22	0.20	0.18
Sanjay Lodha (HUF)	-	0.03	0.05	0.05	0.01
Sweta Lodha	0.05	0.07	0.14	0.24	0.16
Vivek Lodha (HUF)	-	0.06	0.12	0.12	0.01
Ashoka Bajaj Automobiles Pvt Ltd	0.20	0.18	0.37	0.34	0.32
Consultation charges					
Tyrone Systems Private limited	-	-	-	-	0.13
Investment in Equity Instruments**					
Netweb Foundation	0.10	-	-	-	-

*Loan taken during the year/period includes Interest capitalized in Loan amount.
** Refer note 5

(ii) Summary of outstanding balances with above related parties are as follows

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Non - current financial liabilities - Loan From related party					
Key managerial personnel and their relatives					
Sanjay Lodha	5.81	6.19	6.47	3.75	2.35
Navin Lodha	-	0.06	-	2.54	1.06
Niraj Lodha	4.50	5.67	4.92	5.36	2.24
Vivek Lodha	1.25	4.34	3.52	4.10	1.13
Anuja Lodha	1.73	1.60	1.63	1.51	0.86
Madhuri Lodha	0.50	0.46	0.47	0.43	0.38
Navin Lodha (HUF)	-	0.89	-	0.84	0.76
Niraj Lodha (HUF)	-	1.79	-	1.69	1.52
Nisha Lodha	2.98	2.76	2.84	2.60	1.88
Priti Lodha	3.96	3.70	3.79	3.49	2.41
Rudra Prasad Lodha	-	-	-	1.90	1.90
Sandeep Lodha (HUF)	-	1.97	-	1.86	1.67
Sanjay Lodha (HUF)	-	0.48	-	0.45	0.40
Sweta Lodha	0.76	0.94	0.94	2.82	2.25
Vivek Lodha (HUF)	-	1.18	-	1.12	1.01
A.K.Lodha & Sons	-	0.53	-	0.51	0.46
R P Lodha & Sons	-	2.50	-	2.36	2.13
		-			
Enterprises where key managerial personnel or their relatives exercise significant influence (where transactions have taken place)		-			
Ashoka Bajaj Automobiles Pvt Ltd	4.24	3.86	4.03	3.68	3.48

39 Gratuity and other post-employment benefits plans

a) **Defined contribution plan**

The Company's contribution to provident fund, Employees' State Insurance and other funds are considered as defined contribution plans. The contributions are charged to the statement of profit and loss as they accrue. Contributions to provident fund, Employees' State Insurance and other funds included in employee benefits expense (refer note 31) are as under:

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Contribution to provident and other funds	0.19	0.16	0.33	0.39	0.44

b) **Defined benefit plans**

The Company has a defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, every employee who has completed five years or more of service gets gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The level of benefits provided depends on the member's length of service and salary at retirement age. The Gratuity plan is unfunded.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and amounts recognised in the balance sheet for gratuity benefit:

i. Net benefit expenses (recognized in the statement of profit and loss)

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Current service cost	1.50	1.44	2.71	2.62	2.04
Interest cost on defined benefit obligation	0.44	0.33	0.67	0.47	0.31
Net benefit expenses	1.94	1.77	3.38	3.09	2.35

ii. Remeasurement (gains)/ loss recognised in other comprehensive income:

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Actuarial (gain)/ loss on obligations arising from changes in experience adjustments	(0.43)	(0.74)	(0.83)	0.42	(0.01)
Actuarial (gain)/ loss on obligations arising from changes in demographic adjustments	-	-	-	-	-
Actuarial (gain)/ loss on obligations arising from changes in financial assumptions	(0.53)	-	(0.50)	0.42	-
Actuarial (gain)/ loss recognised in OCI	**(0.96)**	**(0.74)**	**(1.33)**	**0.84**	**(0.01)**

iii Net defined benefit asset/ (liability)

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Defined benefit obligation	(13.80)	(11.80)	(12.82)	(10.77)	(6.84)
Fair value of plan assets	-	-	-	-	-
Asset / (liability) recognised in the balance sheet	**(13.80)**	**(11.80)**	**(12.82)**	**(10.77)**	**(6.84)**

iv Changes in the present value of the defined benefit obligation are as follows:

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Opening defined benefit obligation	12.82	10.77	10.77	6.84	4.50
Current service cost	1.50	1.44	2.71	2.62	2.04
Benefits paid	-	-	-	-	-
Interest cost on the defined benefit obligation	0.44	0.33	0.67	0.47	0.31
Actuarial (gain)/ loss on obligations arising from changes in experience adjustments	(0.43)	(0.74)	(0.83)	0.42	(0.01)
Actuarial (gain)/ loss on obligations arising from changes in demographic adjustments	-	-	-	-	-
Actuarial (gain)/ loss on obligations arising from changes in financial assumptions	(0.53)	-	(0.50)	0.42	-
Closing defined benefit obligation	**13.80**	**11.80**	**12.82**	**10.77**	**6.84**

v The following pay-outs are expected in future years:

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Within the next 12 months	1.63	1.25	1.49	1.14	0.01
Between 1 and 2 years	1.66	1.22	1.50	1.15	0.80
Between 2 and 3 years	1.62	1.30	1.43	1.19	0.84
Between 3 and 4 years	1.61	1.28	1.41	1.16	0.86
Between 4 and 5 years	1.54	1.26	1.40	1.11	0.83
Beyond 5 years	16.23	13.31	14.51	12.08	9.15

vi. The principal assumptions used in determining gratuity obligations for the Company's plan are shown below

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Discount rate (in %)	7.40%	6.20%	6.80%	6.20%	6.80%
Salary escalation rate (in %)	10.00%	10.00%	10.00%	10.00%	10.00%
Employee Turnover/ Withdrawal Rate	15.00%	15.00%	15.00%	15.00%	15.00%
Retirement age	60	60	60	60	60
Mortality Rate *	IALM 2012-14 ult	IALM 2012-14 ult	IALM 2012-14 ult	IALM 2012-14 ult	IALM 2012-14 ult
Method used	Projected unit credit method	Projected unit credit method	Projected unit credit method	Projected unit credit method	Projected unit credit method

* Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics (i.e. IALM 2012-14 Ultimate). These assumptions translate into an average life expectancy in years at retirement age

Risk Exposure

i) Plan Characteristics and Associated Risks:

The Gratuity scheme is a Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death or disability. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The Plan design means the risks commonly affecting the liabilities and the financial results are expected to be:

a) **Discount rate risk :** The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities.

b) Salary Growth risk : Salary growth rate is enterprise's long term best estimate as to salary increases & takes account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis.

c) Demographic risks: Attrition rates are the enterprise's best estimate of employee turnover in future determined considering factors such as nature of business & industry, retention policy, demand & supply in employment market, standing of The Enterprise, business plan, HR Policy etc.

vii. A quantitative sensitivity analysis for significant assumption is as shown below:

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Discount rate					
Decrease in Defined benefit obligation due to 1% increase in discount rate	0.80	0.75	0.77	0.68	0.47
Increase in Defined benefit obligation due to 1% decrease in discount rate	0.90	0.85	0.86	0.77	0.53
Salary escalation rate	-	-	-	-	-
Increase in Defined benefit obligation due to 1% increase in Expected Salary Escalation rate	0.82	0.78	0.77	0.71	0.50
Decrease in Defined benefit obligation due to 1% decrease in Expected Salary Escalation rate.	0.76	0.72	0.73	0.65	0.46

The above sensitivity analysis are based on a change in an assumption while holding all others assumptions constant. In the event of change in more than one assumption, the impact would be different than the stated above. The methods and any types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.

40 Segment reporting

Segments are identified in line with Ind AS-108, "Operating Segment" [specified under the section 133 of the Companies Act 2013 (the Act)] read with Companies (Indian Accounting Standards) Rule 2015 (as amended from time to time) and other relevant provision of the Act, taking into consideration the internal organisation and management structure as well as differential risk and return of the segment. Based on above, as the company is engaged in the business of manufacturing and sale of computer servers and there is other operating revenue in the form of AMC and related services. Accordingly, the Company has identified "Computer server" as the only primary reportable segment. The Company does not have any geographical segment as the Company mainly operates from single geographical location, primarily within India and the volume of exports is not significant. Hence no separate disclosures are provided in these financial statements.

Non-current assets by geographical area

All non current assets of the Company are located in India

Information about major customers

There is one customer (September 30, 2021: one customer; March 31, 2022: one customer; March 31, 2021: two customers; March 31, 2020: one customer) which amounts to 10% or more to the Company's revenue.

41 Leases

a) **Leases**

I. **Company as a lessee**

The Company has lease contracts for office facilities . The lease term of the office facilities is generally 1 - 9 years .The Company's obligations under its leases are secured by the lessor's title to the leased assets.

The Company also has certain leases of office facilities and office equipments with low value or tenure less than 1 year . The Company applies the 'lease of low-value assets'/ 'short term lease 'recognition exemptions for these leases.

The Company has lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the leased asset).

The carrying amounts of right-of-use assets recognised and the movements during the year/period is as follows

	Buildings	Total
Gross block		
As at 1 April 2019 (deemed cost)	**17.67**	**17.67**
Additions	0.90	0.90
Deduction	-	-
As at March 31, 2020	**18.57**	**18.57**
Additions	2.23	2.23
Deduction	-	-
As at March 31, 2021	**20.80**	**20.80**
Additions	0.32	0.32
Deduction	(0.90)	(0.90)
As at March 31, 2022	**20.22**	**20.22**
As at April 01, 2021	**20.80**	**20.80**
Additions	-	-
Deduction	-	-
As at September 30, 2021	**20.80**	**20.80**
As at April 01, 2022	**20.22**	**20.22**
Additions	27.47	27.47
Deduction	(8.09)	(8.09)
As at September 30, 2022	**39.60**	**39.60**
Accumulated depreciation		
As at 1 April 2019 (deemed cost)	-	-
Additions	3.94	3.94
Deduction	-	-
As at March 31, 2020	**3.94**	**3.94**
Additions	4.61	4.61
Deduction	-	-
As at March 31, 2021	**8.55**	**8.55**
Additions	4.83	4.83
Deduction	(0.90)	(0.90)
As at March 31, 2022	**12.48**	**12.48**
As at April 01, 2021	**8.55**	**8.55**
Additions	2.49	2.49
Deduction	-	-
As at September 30, 2021	**11.04**	**11.04**
As at April 01, 2022	**12.48**	**12.48**
Additions	4.03	4.03
Deduction	(8.09)	(8.09)
As at September 30, 2022	**8.42**	**8.42**
Net block as at April 1,2019	**17.67**	**17.67**
Net block as at March 31, 2020	**14.63**	**14.63**
Net block as at March 31, 2021	**12.25**	**12.25**
Net block as at March 31, 2022	**7.74**	**7.74**
Net block as at September 30, 2021	**9.76**	**9.76**
Net block as at September 30, 2022	**31.18**	**31.18**

The carrying amounts of liabilities recognised and the movements during the year/period is as follows:

As at April 1, 2019	**18.66**
Additions	0.88
Amounts recognized in statement of profit and loss as interest expense	1.58
Payment of lease liabilities	4.99
As at March 31, 2020	**16.13**
Additions	2.21
Amounts recognized in statement of profit and loss as interest expense	1.41
Payment of lease liabilities	5.36
As at March 31, 2021	**14.39**
Additions	-
Amounts recognized in statement of profit and loss as interest expense	1.06
Payment of lease liabilities	6.29
As at March 31, 2022	**9.16**
	-
As at April 01, 2021	**14.39**
Additions	-
Amounts recognized in statement of profit and loss as interest expense	0.59
Payment of lease liabilities	3.18
As at September 30, 2021	**11.81**
	-
As at April 01, 2022	**9.16**
Additions	27.18
Amounts recognized in statement of profit and loss as interest expense	1.39
Payment of lease liabilities	4.64
As at September 30, 2022	**33.09**

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Current	7.52	3.82	2.09	5.23	3.62
Non Current	25.57	7.99	7.07	9.16	12.51

The maturity analysis of lease liabilities are disclosed in note 44(d).
The effective interest rate for lease liabilities is 9.25 %.

The following are the contractual maturities of lease liabilities on an undiscounted basis

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Less than one years	10.20	4.67	2.82	6.29	4.94
One to five years	29.53	8.21	7.97	8.76	11.02
More to five years	-	1.54	0.51	2.54	4.47
Total undiscounted lease liabilities	**39.73**	**14.42**	**11.30**	**17.59**	**20.43**
Impact of discounting	(6.64)	(2.61)	(2.14)	(3.20)	(4.30)
Lease Liabilities included in the balance sheet	33.09	11.81	9.16	14.39	16.13

The following are the amounts recognised in profit or loss:

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
Depreciation expense of right-of-use assets (Refer Note 33)	4.03	2.49	4.83	4.61	3.94
Interest expense on lease liabilities (Refer Note 32)	1.39	0.59	1.06	1.41	1.58
Expense relating to leases of low-value assets / short term leases (included in other expenses) (refer note 34)	1.08	1.20	2.96	2.43	2.79
Total amount recognised in profit or loss	**6.50**	**4.28**	**8.85**	**8.45**	**8.31**

- Total Cash outflow during the year/period:-

Particulars	For the six months period ended September 30, 2022	For the six months period ended September 30, 2021	For the year ended March 31, 2022	For the year ended March 31, 2021	For the year ended March 31, 2020
• Payments for the principal portion of the lease liability (Financing Activities)	3.25	2.59	5.23	3.95	3.41
• Payments for the interest portion of the lease liability (Financing Activities)	1.39	0.59	1.06	1.41	1.58
• Short-term lease payments, payments for leases of low-value assets and variable lease payments not included in the measurement of the lease liability (Operating Activities)	1.08	1.20	2.96	2.43	2.79

42 Commitments and contingencies

(i) **Capital commitments**

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	35.03	2.49	16.19	0.17	-

(ii) **Contingent liabilities**

In the ordinary course of business, the Company faces claims and assertions by various parties. The Company assesses such claims and assertions and monitors the legal environment on an ongoing basis with the assistance of external legal counsel, wherever necessary. The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

The following is a description of claims and assertions where a potential loss is possible, but not probable. The Company believes that none of the contingencies described below would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Claims against the company not acknowledged as debt					
Sales Tax,Value added tax, CST and GST	0.52	0.52	1.08	0.52	0.52
Custom duty	1.32	1.32	1.32	1.32	-
Bank guarantees	233.99	270.90	309.72	252.31	200.04
Others	-	-	0.06	-	0.01
Total	**235.83**	**272.74**	**312.18**	**254.15**	**200.57**

43 Capital Management

The Company's capital management is intended to maximise the return to shareholders for meeting the long-term and short-term goals of the Company through the optimization of the debt and equity balance.
The Company determines the amount of capital required on the basis of annual and long-term operating plans and strategic investment plans. The funding requirements are met through equity and long-term/short-term
For the purpose of capital management, capital includes issued equity capital, securities premium and all other reserves attributable to the equity shareholders of the Company.
Net debt includes all long and short-term borrowings as reduced by cash and cash equivalents.

The following table summarises the capital of the Company:-

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Debt *	275.89	232.25	344.84	305.38	152.26
Cash and cash equivalents	36.93	13.87	20.26	20.24	19.98
Net debt	**238.96**	**218.38**	**324.58**	**285.14**	**132.28**
Equity**	591.74	300.68	443.70	218.17	136.50
Total capital (Net Debt and Equity)	**830.70**	**519.06**	**768.28**	**503.31**	**268.78**
Net debt to equity ratio	**0.40**	**0.73**	**0.73**	**1.31**	**0.97**

*Debt is defined as long-term, short-term borrowings and lease liabilities.
** Equity includes all capital and reserves of the Company

44 Fair Values

(a) Financial instruments by category:-

As at September 30, 2022

Particulars	FVTPL/ FVTOCI	Amortised cost
Financial assets		
(i) Trade receivables	-	722.93
(ii) Cash and cash equivalents	-	36.93
(iii) Bank balances other than cash and cash equivalents	-	57.77
(iv) Other financial assets	-	34.53
Total	**-**	**852.16**
Financial liabilities		
(i) Borrowings	-	242.80
(ii) Lease Liabilities	-	33.09
(iii) Trade payables	-	644.28
(iv) Other financial liabilities	-	49.69
Total	-	**969.86**

As at September 30, 2021

Particulars	FVTPL/ FVTOCI	Amortised cost
Financial assets		
(i) Trade receivables	-	497.53
(ii) Cash and cash equivalents	-	13.87
(iii) Bank balances other than cash and cash equivalents	-	37.91
(iv) Other financial assets	-	43.84
Total	**-**	**593.15**
Financial liabilities		
(i) Borrowings	-	220.44
(ii) Lease Liabilities	-	11.81
(iii) Trade payables	-	307.78
(iv) Other financial liabilities	-	47.11
Total	**-**	**587.14**

As at March 31, 2022

Particulars	FVTPL/ FVTOCI	Amortised cost
Financial assets		
(i) Trade receivables	-	778.05
(ii) Cash and cash equivalents	-	20.26
(iii) Bank balances other than cash and cash equivalents	-	55.17
(iv) Other financial assets	-	29.42
Total	**-**	**882.90**
Financial liabilities		
(i) Borrowings	-	335.68
(ii) Lease Liabilities	-	9.16
(iii) Trade payables	-	532.88
(iv) Other financial liabilities	-	43.11
Total	**-**	**920.83**

As at March 31, 2021

Particulars	FVTPL/ FVTOCI	Amortised cost
Financial assets		
(i) Trade receivables	-	557.48
(ii) Cash and cash equivalents	-	20.24
(iii) Bank balances other than cash and cash equivalents	-	51.32
(iv) Other financial assets	-	31.72
Total	**-**	**660.76**
Financial liabilities		
(i) Borrowings	-	290.99
(ii) Lease Liabilities	-	14.39
(iii) Trade payables	-	425.89
(iv) Other financial liabilities	-	64.77
Total	**-**	**796.04**

As at March 31, 2020

Particulars	FVTPL/ FVTOCI	Amortised cost
Financial assets		
(i) Trade receivables	-	176.23
(ii) Cash and cash equivalents	-	19.98
(iii) Bank balances other than cash and cash equivalents	-	46.21
(iv) Other financial assets	-	21.32
Total	**-**	**263.74**
Financial liabilities		
(i) Borrowings	-	136.13
(ii) Lease Liabilities	-	16.13
(iii) Trade payables	-	159.88
(iv) Other financial liabilities	-	30.06
Total	**-**	**342.20**

b) Fair value hierarchy

All financial assets and liabilities for which fair value is measured in the financial statements are categorised within the fair value hierarchy, described as follows: -

Level 1 - Quoted prices in active markets
Level 2 - Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly.
Level 3 - Inputs that are not based on observable market data

There are no Assets or Liabilities which are required to be measured at FVTPL/FVTOCI. Accordingly no disclosure required for Fair value hierarchy.

There are no transfers between level 1, level 2 and level 3 during the year/period.

The carrying amount of financial assets and financial liabilities measured at amortized cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

45 Financial risk management objectives and policies

The Company's activities are exposed to a variety of financial risks from its operations. The key financial risks include market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk.

The Company's senior management oversees the management of these risks. The management is responsible for formulating an appropriate financial risk governance framework for the Company and for periodically reviewing the same. The senior management ensures that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below:

Risk	Exposure arising from	Measurement	Management
Market risk-interest rate	Borrowings	Sensitivity analysis	Mix of borrowings with fixed and floating interest rates
Market risk-foreign exchange	Recognised financial liabilities not denominated in INR	Sensitivity analysis	Foreign currency exposure is unhedged
Credit risk	Financial assets measured at amortised costs	Ageing analysis	Credit limits
Liquidity risk	Borrowings and other liabilities	Cash flow forecasting	Availability of committed credit lines and borrowing facilities

(1) Market risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

(a) Interest rate risk exposure

The exposure of the Company's borrowings to interest rate changes at the end of the reporting period/year are as follows:

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Fixed rate borrowings					
Long term borrowings (including current maturities)	92.30	145.39	130.22	153.27	112.37
Short term borrowings	-	-	-	-	-
Variable rate borrowings					
Long term borrowings (including current maturities)	37.76	5.75	27.04	8.22	8.76
Short term borrowings	112.74	69.30	178.42	129.50	15.00
Total borrowings	**242.80**	**220.44**	**335.68**	**290.99**	**136.13**

(b) Sensitivity

For floating rate borrowings, the analysis is prepared assuming that the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used, which represents management's assessment of the reasonably possible change in interest rate.

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Variable Cost Borrowings at the year/period end	150.50	75.05	205.46	137.72	23.76

In case of fluctuation in interest rates by 50 basis points and all other variables were held constant, the profit before tax for the year from continuing operations would increase or decrease as follows:

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Impact on profit before tax for the year/period	0.38	0.19	1.03	0.69	0.12

b) Market risk- Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

Foreign currency sensitivity

Particulars	Change in currency	Effect on profit before tax	
		Strengthening	Weakening
September 30, 2022			
USD	**5%**	5.42	(5.42)
JPY	**5%**	-	-
September 30, 2021			
USD	**5%**	5.29	(5.29)
JPY	**5%**	-	-
March 31, 2022			
USD	**5%**	9.54	(9.54)
JPY	**5%**	0.09	(0.09)
March 31, 2021			
USD	**5%**	12.19	(12.19)
JPY	**5%**	-	-
March 31, 2020			
USD	**5%**	3.33	(3.33)
JPY	**5%**	-	-

(2) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables.

Customer credit risk is managed by Company's established policy, procedures and control relating to customer credit risk management. An impairment analysis is performed at each reporting date on an individual basis for major customers. The Company does not hold collateral as security. Further, trade receivables contribution to approximately 75% to 95% of the customers of the Company are due for less than 180 days during each reporting period. The company majorly deals with government authorities and agencies which further reduces the credit risk of the company.

With respect to Trade receivables, the Company has constituted the terms to review the receivables on periodic basis and to take necessary mitigations, wherever required. The Company creates allowance for all unsecured receivables based on lifetime expected credit loss based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

The following table summarises the changes in the loss allowance measured using ECL:

Particulars	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
Opening balance	0.65	0.38	0.38	0.23	0.13
Amount provided/ (reversed) during the year	0.28	0.25	0.27	0.15	0.10
Amount utilised during the year	-	-	-	-	-
Closing provision	**0.93**	**0.63**	**0.65**	**0.38**	**0.23**

Credit risk on cash and cash equivalent and bank balances is not significant as it majorly includes deposits with bank.

(3) Liquidity risk

Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

The table below summarises the maturity profile of company's financial liabilities based on contractual payments:-

Particulars	0 - 1 years	1 to 5 years	> 5 years	Total
September 30, 2022				
Borrowings	127.95	34.60	80.25	242.80
Lease liabilities	7.52	25.57	-	33.09
Trade payables	644.28	-	-	644.28
Other financial liabilities	49.69	-	-	49.69
September 30, 2021				
Borrowings	85.16	16.89	118.39	220.44
Lease liabilities	3.82	6.50	1.49	11.81
Trade payables	307.78	-	-	307.78
Other financial liabilities	47.11	-	-	47.11
March 31, 2022				
Borrowings	191.26	33.40	111.02	335.68
Lease liabilities	2.09	6.56	0.51	9.16
Trade payables	532.88	-	-	532.88
Other financial liabilities	43.11	-	-	43.11
March 31, 2021				
Borrowings	147.12	24.73	119.14	290.99
Lease liabilities	5.23	6.75	2.41	14.39
Trade payables	425.89	-	-	425.89
Other financial liabilities	64.77	-	-	64.77
March 31, 2020				
Borrowings	30.92	33.87	71.34	136.13
Lease liabilities	3.62	8.46	4.05	16.13
Trade payables	159.88	-	-	159.88
Other financial liabilities	30.06	-	-	30.06

46 Ratios

S. No.	Particulars	Numerator	Denominator	As at 30-September-2022	As at 30-September-2021	As at 31-March-2022	As at 31-March-2021	As at 31-March-2020
1	Current ratio	Current assets	Current liabilities	1.55	1.74	1.53	1.40	1.76
	% change from previous year/period			-10.89%		9.80%	-20.46%	
2	Debt-equity ratio	Borrowings and lease liabilities	Equity	0.47	0.77	0.78	1.40	1.12
	% change from previous year/period			-39.64%		-44.48%	25.49%	
	Reason for change more than 25%			Net Decrease in debt-equity ratio is mainly because Increase in equity.		Net Decrease in debt-equity ratio is mainly because Increase in equity.	Net Increase in Debt equity ratio is mainly because increase in borrowings is more than Increase in equity.	
3	Debt service coverage ratio	Profit after tax plus finance costs, depreciation and amortisation expense*	Repayment of long term borrowings and lease liabilities (excluding prepayments) and finance costs	2.93	1.68	2.28	1.78	0.79
	% change from previous year/period			74.64%		28.21%	126.31%	
	Reason for change more than 25%			Increase in debt service coverage ratio is because Increase in Earning available for debt service & decrease in Repayment of debt.		Increase in debt service coverage ratio is because Increase in Earning available for debt service & Increase in Repayment of debt .	Increase in debt service coverage ratio is because Increase in Earning available for debt service & decrease in Repayment of debt.	
4	Return on equity (ROE)	Profit after tax*	Average equity	28.46%	31.59%	67.85%	46.41%	33.39%
	% change from previous year/period			-9.93%		46.19%	38.97%	
	Reason for change more than 25%					Increased in Return on equity (ROE) ratio is because Increase in Profit after tax is more than Increase in Average equity.	Increased in Return on equity (ROE) ratio is because Increase in Profit after tax is more than Increase in Average equity.	
5	Inventory turnover ratio	Revenue from operations*	Average inventories	2.73	4.14	7.32	7.06	14.59
	% change from previous year/period			-34.09%		3.62%	-51.60%	
	Reason for change more than 25%			Decrease in Inventory turnover ratio is because Increase in Average Inventory is more than Increase in Revenue from operations			Decrease in Inventory turnover ratio is because Decrease in Revenue from operations & Increase in Average Inventory.	
6	Trade receivable turnover ratio	Revenue from operations*	Average trade receivables	1.91	1.89	3.70	3.89	6.57
	% change from previous year/period			0.94%		-4.95%	-40.80%	
	Reason for change more than 25%						Trade receivable turnover ratio decrease is because decrease in Revenue and increase in trade receivables.	
7	Trade Payable turnover ratio	Purchases of goods and services*	Average trade payables	2.19	1.78	4.08	4.24	6.27
	% change from previous year/period			23.43%		-3.76%	-32.42%	
	Reason for change more than 25%						Decrease in Trade Payable turnover ratio is because Decrease in purchases , increase in average trade payables.	
8	Net capital turnover ratio	Revenue from operations*	Average working capital (i.e. current assets less current liabilities)	2.75	3.09	6.54	6.09	10.17
	% change from previous year/period			-11.13%		7.44%	-40.15%	
	Reason for change more than 25%						Decrease in Net capital turnover ratio is because decrease in revenue , Increase in average working capital.	
9	Net profit ratio	Profit after tax*	Revenue from operations*	10.30%	8.23%	9.09%	5.76%	2.50%
	% change from previous year/period			25.16%		57.69%	130.21%	
	Reason for change more than 25%			Net profit ratio increase as Profit after tax increase at a faster rate than Revenue		Net profit ratio increase as Profit after tax increase at a faster rate than Revenue	Net profit ratio increase due to increase in Profit after tax & decrease in Revenue.	
10	Return on capital employed (ROCE)	Earnings before interest and taxes*	Average Capital employed (i.e. equity, borrowings, lease liabilities and deferred tax liabilities)	26.07%	24.22%	51.63%	35.54%	30.73%
	% change from previous year/period			7.65%		45.27%	15.63%	
	Reason for change more than 25%					Increase in Return on capital employed (ROCE) ratio is because increase in Earnings before interest and taxes is more than increase in Average Capital employed		
11	Return on investment (other than Investment in subsidiaries) (%)	Income generated from invested funds*	Average investment	2.88%	2.40%	4.88%	4.19%	6.85%
	% change from previous year/period			20.35%		16.39%	-38.78%	
	Reason for change more than 25%						Net decrease in Return on investment ratio is because decrease in Income from investment & Increase in average investments.	

* Not annualized for the six months period ended 30 September 2022 and 30 September 2021

47 Information related to Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The areas for CSR activities are specified in Schedule VII of the Companies Act, 2013. The requirement of CSR is applicable from Financial year 2020-21. The Details of current and brought forward CSR obligations are detailed as below:

a) Detail of CSR expenditure	**As at 30-September-2022**	**As at 30-September-2021**	**As at 31-March-2022**	**As at 31-March-2021**
(a) Gross amount required to be spent by the Company	3.24	1.58	1.58	0.69
(b) Amount approved by the Board to be spent during the year	3.24	1.58	1.58	0.69
(c) Unspent obligation in relation to Ongoing Project of Previous Year	-	0.49	0.49	-
(d) Unspent obligation in relation to Other than Ongoing Projects of Previous Year	0.07	-	-	-
(e) Total amount required to be spent during the year	3.31	2.07	2.07	0.69
Amount contributed / spent during the year on:				
A) On-going Projects:				
Healthcare Projects	-	0.64	0.64	-
Total (A)	**-**	**0.64**	**0.64**	**-**
B) Other than On-going Projects:				
Educational Purpose	-	-	0.90	-
Healthcare	-	0.26	0.46	0.20
Making available safe drinking water	0.02	-	-	-
Total (B)	**0.02**	**0.26**	**1.36**	**0.20**
Total (A + B)	**0.02**	**0.90**	**2.00**	**0.20**
Accrual towards unspent obligation in relation to				
On-going Projects:	-	-	-	0.49
Other than On-going Projects:	-	-	0.07	-
Total	**-**	**-**	**0.07**	**0.49**

b) Reconciliation of Unspent Amount (related to ongoing project):-

Particulars	**As at 30-September-2022**	**As at 30-September-2021**	**As at 31-March-2022**	**As at 31-March-2021**
Opening Balance	-	-	0.49	-
Amount required to be spent during the year	-	-	0.15	0.49
Less: Amount spent during the year	-	-	0.64	-
Closing Balance	**-**	**-**	**-**	**0.49**

c) Details of CSR expenditure under Section 135(5) of the Act in respect of unspent amount other than ongoing projects:-

Particulars	**As at 30-September-2022**	**As at 30-September-2021**	**As at 31-March-2022**	**As at 31-March-2021**
Opening Balance	0.07	-	-	-
Amount deposited in Specified Fund of Sch. VII within 6 months	0.07	-	-	-
Amount required to be spent during the year	3.24	1.43	1.43	0.20
Amount spent during the year	0.02	0.26	1.36	0.20
Closing Balance	**3.22**	**1.17**	**0.07**	**-**

Note: For the Financial year 2022-23, the Company is required to Spent CSR expenditure by end of March 2023.

d) Reconciliation of Unspent Amount (related to Other than ongoing project):-

Particulars	**As at 30-September-2022**	**As at 30-September-2021**	**As at 31-March-2022**	**As at 31-March-2021**
Balance at the beginning	0.07	-	-	-
Less: Amount Spent from Unspent A/c of last year	0.07	-	-	-
Amount unspent during the current year		-	0.07	-
Balance at the end	**-**	**-**	**0.07**	**-**

e) Reason for Unspent CSR Amount: The company was generally expending the CSR amount as per the plan, however due to Covid 19 situation emerging in last quarter of 2020-21 an amount of Rs. 0.49 million could not be expensed.

f) In terms of Ind AS 24, the Company has not made any contribution for CSR expenditure to any related party during the year/period.

48 Unhedged foreign currency exposure

Particulars		As at 30-September-2022		As at 30-September-2021		As at 31-March-2022		As at 31-March-2021		As at 31-March-2020	
	Currency	Foreign Currency	Rs.	Foreign Currency	Rs.	Foreign Currency	Rs.	Foreign Currency	Rs.	Foreign Currency	Rs.
Trade Payable	USD	1.33	108.37	1.43	105.78	2.49	189.23	3.33	243.86	0.88	66.68
Creditor for capital goods	USD	-	-	-	-	0.02	1.62	-	-	-	-
Creditor for capital goods	JPY	-	-	-	-	0.24	1.86	-	-	-	-

49 Other Statutory Information

(i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) The Company did not have any material transaction with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the respective reported financial year/period.

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period

(iv) The Company has not traded or invested in Crypto currency or Virtual Currency.

(v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(vi) The Company has not received any fund from any person(s) or entity(is), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(vii) The Company does not have any unrecorded transactions which have been surrendered or disclosed as Income during the year/period in the tax assessment under the Income Tax Act, 1961.

(viii) The Company is not declared willful defaulter by any bank, financial institution or lender.

(ix) During the year/period, no scheme of arrangements in relation to the company has been approved by the competent authority in terms of Section 232 to 237 of the Companies Act,2013. Accordingly, this clause is not applicable to the company.

50 Code on Social Security

The Indian Parliament has approved the Code on Social Security, 2020 which may impact the employee benefit expenses of the Company. The effective date from which the changes are applicable is yet to be notified and the rules for quantifying the financial impact are yet to be determined. The Company will give appropriate impact in the financial statements once the code becomes effective and related rules to determine the financial impact are notified.

51 Subsequent event:

(i) The Board of Directors of the Company in the Board meeting dated February, 15 2023 and Shareholders of the company in the Extra Ordinary General Meeting dated February,16 2023 have approved the sub-division of each of the Equity Share of the Company having a face value of Rs. 10/- each in the Equity Share Capital of the Company be sub-divided into 5 Equity Shares having a face value of Rs. 2/- each ("Sub-division"). Further the Board of Directors at its meeting held on February, 15 2023, pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, proposed that a sum of Rs. 45.27 millions be capitalized as Bonus Equity shares out of free reserves and surplus, and distributed amongst the Equity Shareholders by issue of 2,26,32,880 Equity shares of Rs. 2/- each credited as fully paid to the Equity Shareholders in the proportion of 4 (Four) Equity share for every 5 (Five) Equity shares. It has been approved in the meeting of shareholders held on February,16 2023. The Board of Directors of the Company in the Board meeting dated February 20,2023 alloted the Bonus Equity Shares to the shareholders of the Company As a result of this the equity portion of authorized share capital of the company is revised to 7,50,00,000 equity shares of face value of Rs 2 each i.e. Rs 150 millions. as on the date of signing of the financials. The issued, subscribed & fully paid up equity share capital of the company as on date of signing of the financials is 5,09,23,980 equity shares of face value of Rs 2 each i.e. Rs 101.85 millions. Earnings Per Share calculations have been reinstated in all the periods to give effect of this subdivision (Split) and bonus.

(ii) The Company adopted the ESOP Scheme "Netweb- Employee Stock Option Plan 2023" pursuant to resolutions passed by Board of Directors of the Company at their meeting held on December 24, 2022 and by Shareholders of the Company at their meeting held on January 09,2023 and as amended by the Board of Directors of the Company at their meeting held on February 20, 2023 and approved by the Shareholders of the Company at their meeting held on February 23, 2023. The Plan shall be effective from January 21, 2023.

52 The Previous year Figures have been regrouped, wherever necessary to confirm the respective period/ year Presentation.

53 First time adoption of Ind AS

Upto the Financial year ended March 31, 2022, the Company prepared its financial statements in accordance with accounting standards notified under the Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ("Indian GAAP" or "Previous GAAP").

The financial statement for the period ended 30 September 2022 is the first set of Financial Statements prepared in accordance with the requirements of IND AS 101 - First time adoption of Indian Accounting Standards. Accordingly, the transition date to IND AS is 01 April 2021.

The Special purpose Ind AS Financial Statements as at and for the year ended 31 March 2022, 31 March 2021 and 31 March 2020 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (01 April 2021) and as per the presentation, accounting policies and grouping/classifications including revised Schedule III disclosures followed as at and for the six months period ended 30 September 2022.

In addition to the adjustments carried herein, the Company has also made material restatement adjustments in accordance with SEBI Circular and Guidance Note. Together these constitute the restated financial information.

The impact of above to the equity as at 31 March 2022, 31 March 2021, 31 March 2020 and 1 April 2019 (Opening balance sheet date for Special purpose financial statements) and on total comprehensive income for the years ended 31 March 2022, 31 March 2021 and 31 March 2020 has been explained as under.

(A) Exemptions availed on first time adoption of Ind AS

Ind AS 101, First-time Adoption of Indian Accounting Standards, allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has accordingly applied the following exemptions.

i) **Deemed Cost**

Since there is no change in the functional currency, the Company has elected to continue with carrying value for all of its property, plant and equipment as recognized in its Indian GAAP financial statements as its deemed cost at the date of transition after making adjustments for decommissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38, Intangible Assets and investment properties. Accordingly the management has elected to measure all of its property, plant and equipment and intangible assets at their Indian GAAP carrying value.

ii) **Leases**

Ind AS - 116 is applied with Full retrospective approach, the Company has identified leases since the inception of all lease contracts that are presented in the financial statements, and has restated the comparative years presented.
The Company also applied the available practical expedients wherein it:
- has used a single discount rate for leases in India to a portfolio of leases with reasonably similar characteristics
- has elected to apply short term lease exemption to leases for which the lease term ends within 12 months of the date of initial application.
- has excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.

(B) Mandatory Exemption on first-time adoption of Ind AS

i) **Estimates**

An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (after adjustments to reflect any difference in accounting policies), unless there is objective evidence that those estimates were in error.

Ind AS estimates are consistent with the estimates as at the same date made in conformity with Indian GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP:
(i) Impairment of financial assets based on expected credit loss model.
(ii) Fair valuation of Non-current Investments.
(iii) Effective interest rate used in calculation of security deposit and retention money.

ii) **Derecognition of financial assets and financial liabilities**

A first-time adopter should apply the derecognition requirements in Ind AS 109, Financial Instruments, prospectively to transactions occurring on or after the date of transition. Therefore, if a first-time adopter derecognized non-derivative financial assets or non-derivative financial liabilities under its Indian GAAP as a result of a transaction that occurred before the date of transition, it should not recognize those financial assets and liabilities under Ind AS (unless they qualify for recognition as a result of a later transaction or event). A first-time adopter that wants to apply the derecognition requirements in Ind AS 109,Financial Instruments, retrospectively from a date of the entity's choosing may only do so, provided that the information needed to apply Ind AS 109,Financial Instruments, to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the de-recognize provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

iii) **Classification and measurement of financial assets**

Ind AS 101, First-time Adoption of Indian Accounting Standards, requires an entity to assess classification and measurement of financial assets (investment in debt instruments) on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

(C) Reconciliations

The following reconciliations provides the effect of transition to Ind AS from Indian GAAP in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards:

(i) Reconciliation of Equity as at March 31, 2022

Particulars	Notes	Indian GAAP *	IND AS Adjustment	Prior Period Adjustments	IND AS
ASSETS					
1 Non-current assets					
(a) Property, plant and equipment		88.60	-	-	88.60
(b) Capital work-in-progress		5.22	-	-	5.22
(c) Right-of-use assets	**B2**	-	7.74	-	7.74
(d) Other intangible assets		7.30	-	-	7.30
(e) Intangible Assets under development		-	-	-	-
(f) Financial assets			-	-	-
(i) Investments		-	-	-	-
(ii) Other financial assets	**B4**	15.88	(0.78)	-	15.10
(g) Deferred tax assets (net)	**B6 & A7**	4.72	0.60	5.57	10.89
(h) Other non-current assets	**B4 & A5**	-	1.00	2.27	3.27
Total non-current assets (1)		**121.72**	**8.56**	**7.84**	**138.12**
2 Current assets					
(a) Inventories	**A1, A2 & A3**	232.81	-	150.34	383.15
(b) Financial assets			-	-	-
(i) Trade receivables	**B3 & A1**	843.79	(0.65)	(65.09)	778.05
(ii) Cash and cash equivalents		20.26	-	-	20.26
(iii) Bank balances other than cash and cash equivalents		55.17	-	-	55.17
(iv)Other financial assets	**B4**	15.37	(1.05)	-	14.32
(c) Other current assets	**B4 & A5**	94.86	0.54	1.59	96.99
Total current assets (2)		**1,262.26**	**(1.16)**	**86.84**	**1,347.94**
Total assets (1+2)		**1,383.98**	**7.40**	**94.68**	**1,486.06**

Netweb Technologies India Limited
(formerly known as Netweb Technologies (India) Private Limited)
Corporate Identity Number (CIN):U72100HR1999PLC103911
Annexure VI- Statement of Restatement Adjustment to Audited financial statements
(All amounts in Indian Rupees in millions, unless otherwise stated)

	EQUITY AND LIABILITIES					
1	**Equity**					
	(i) Equity share capital		56.58	-	-	56.58
	(ii) Other equity		404.22	(1.76)	(15.34)	387.12
	Total equity (1)		**460.80**	**(1.76)**	**(15.34)**	**443.70**
	Liabilities					
2	**Non-current liabilities**					
(a)	Financial liabilities					
	(i) Borrowings	**A5**	144.57	-	(0.15)	144.42
	(ii) Lease liabilities	**B2**	-	7.07	-	7.07
(b)	Other non current liabilities	**A1**	-	-	1.23	1.23
(c)	Provisions		11.39	-	-	11.39
	Total non-current liabilities (2)		**155.96**	**7.07**	**1.08**	**164.11**
3	**Current liabilities**					
(a)	Financial liabilities					
	(i) Borrowings		191.26	-	-	191.26
	(ii) Lease liabilities	**B2**	-	2.09	-	2.09
	(iii) Trade payables		-	-	-	-
	-Total outstanding dues of micro enterprises and small enterprises		1.60	-	-	1.60
	-Total outstanding dues of creditors other than micro enterprises and small enterprises	**A2 & A6**	430.11	-	101.17	531.28
	(iv) Other financial liabilities	**A5**	42.72	-	0.39	43.11
(b)	Other current liabilities	**A1**	39.99	-	8.70	48.69
(c)	Provisions		1.43	-	-	1.43
(d)	Current Tax Liabilities (net)	**A8**	60.11	-	(1.32)	58.79
	Total current liabilities (3)		**767.22**	**2.09**	**108.94**	**878.25**
	Total equity and liabilities (1+2+3)		**1,383.98**	**7.40**	**94.68**	**1,486.06**

Reconciliation of Profit or loss for the year ended 31 March 2022

	Particulars	**Notes**	**Indian GAAP ***	**IND AS Adjustment**	**Prior Period Adjustments**	**IND AS**
I	**Income**					
	Revenue from operations	**A1**	2,376.78	-	93.55	2,470.33
	Other income	**B4 & A6**	9.96	0.73	(1.61)	9.08
	Total income (I)		**2,386.74**	**0.73**	**91.94**	**2,479.41**
II	**Expenses**					
	Cost of materials consumed	**A2 & A3**	1,781.00	-	(0.02)	1,780.98
	Change in inventories of finished goods and work-in-progress	**A1 & A3**	2.05	-	81.55	83.60
	Employee benefits expense	**A4**	161.47	-	(9.42)	152.05
	Finance costs	**B2 & A5**	28.95	1.06	6.41	36.42
	Depreciation and amortisation expenses	**B2**	11.55	4.83	-	16.38
	Other expenses	**B2, B3, B4 & A5**	113.62	(5.49)	(0.42)	107.71
	Total expenses (II)		**2,098.64**	**0.40**	**78.10**	**2,177.14**
III	**Profit before exceptional items and tax (I - II)**		**288.10**	**0.33**	**13.84**	**302.27**
IV	Exceptional items (net)		-	-	-	-
V	**Profit before tax (III + IV)**		**288.10**	**0.33**	**13.84**	**302.27**
VI	**Tax expense**					
	(a) Current tax	**A8**	80.92	-	(5.16)	75.76
	(b) Deferred tax	**B6 & A7**	(2.64)	0.08	4.54	1.98
	Total tax expense		**78.28**	**0.08**	**(0.62)**	**77.74**
VII	**Profit for the year (V - VI)**		**209.82**	**0.25**	**14.46**	**224.53**
VIII	**Other comprehensive income**					
	Items that will not be reclassified to Profit or Loss :					
	(i) Re-measurement gains / (losses) on defined benefit plans	**B1**		1.33		**1.33**
	(ii) Income tax effect on above	**B6**		(0.33)		**(0.33)**
	Total other comprehensive income for the year (net of tax)		**-**	**1.00**	**-**	**1.00**
IX	**Total comprehensive income for the year (VII + VIII)**		**209.82**	**1.25**	**14.46**	**225.53**

(viii) Reconciliation of Cash flow as at March 31, 2022

	Indian GAAP *	**Difference due to change in IND AS and Prior Period Adjustments**	**IND AS**
Net cash (used in) operating activities	36.20	15.67	51.87
Cash flow from investing activities	(57.89)	3.23	(54.66)
Cash flow from financing activities	21.71	(18.90)	2.81
Net (decrease)/increase in cash and cash equivalents	0.02	0.00	0.02
Cash and cash equivalents at the beginning of the year	20.24	-	20.24
Cash and cash equivalents at the end of the year	**20.26**	-	**20.26**

Reconciliation of total equity between previous GAAP and Ind AS as at 31 March 2022

Particulars	**Notes**	**March 31, 2022**
Shareholder's equity as per Indian GAAP		**460.80**
IND AS Adjustments		
Amortisation of Financial Assets	**B4**	1.03
Recognition of Lease liability	**B2**	(2.74)
Impairment of Financial Instruments	**B3**	(0.65)
Deferred tax on above adjustments	**B6**	0.60
Total IND AS Adjustment		**(1.76)**
Prior Period Adjustments		
Revenue from operations	**A1**	(75.02)
Purchase of Goods	**A2**	(83.23)
Change in Inventory of raw material due to above	**A2 & A3**	83.23
Change in valuation of raw material	**A3**	(0.78)
Change in closing Stock of Goods in Transit	**A1 & A3**	49.95
Finance Cost	**A5**	(3.38)
Deferred tax on above adjustments	**A7**	5.57
Other Expenses & other Income	**A5 & A6**	(0.07)
Provision for Tax	**A8**	8.39
Total Prior Period Adjustments		**(15.34)**
Shareholder's equity as per Ind AS		**443.70**

Reconciliation of total comprehensive income for the year ended 31 March 2022

Particulars	Notes	March 31,2022
Profit/ (loss) after tax as per Indian GAAP		**209.82**
IND AS Adjustments		
Amortisation of Financial Assets	**B4**	0.20
Recognition of Lease liability	**B2**	0.40
Impairment of Financial Instruments	**B3**	(0.27)
Deferred tax impact on above adjustments	**B6**	(0.08)
Others	**B1 & B6**	1.00
Total IND AS Adjustment		**1.25**
Prior Period Adjustments		
Revenue from operations	**A1**	93.55
Purchase of Goods	**A2**	(71.15)
Change in Inventory of raw material due to above	**A2 & A3**	71.15
Change in valuation of raw material	**A3**	0.02
Change in closing Stock of Goods in Transit and Finished Goods	**A1 & A3**	(81.55)
Employee Benefit expenses	**A4**	9.42
Finance Cost	**A5**	(6.41)
Other Expenses & other Income	**A5 & A6**	(1.19)
Deferred tax impact on above adjustments	**A7**	(4.54)
Provision for Tax	**A8**	5.16
Total Prior Period Adjustments		**14.46**
Profit as per Ind AS		**225.53**

(ii) Reconciliation of Equity as at March 31, 2021

Particulars	Notes	Indian GAAP *	IND AS Adjustment	Prior Period Adjustments	IND AS
ASSETS					
1 Non-current assets					
(a) Property, plant and equipment		53.61	-	-	53.61
(b) Capital work-in-progress		-	-	-	-
(c) Right-of-use assets	**B2**	-	12.25	-	12.25
(d) Other intangible assets		-	-	-	-
(e) Intangible Assets under development		-	-	-	-
(f) Financial assets		-	-	-	-
(i) Investments		-	-	-	-
(ii) Other financial assets	**B4**	12.98	(0.65)	-	12.33
(g) Deferred tax assets (net)	**B6 & A7**	2.08	0.68	10.45	13.21
(h) Other non-current assets	**B4 & A5**	0.71	1.42	3.86	5.99
Total non-current assets (1)		**69.38**	**13.70**	**14.31**	**97.39**
2 Current assets					
(a) Inventories	**A1, A2 & A3**	143.56	-	148.63	292.19
(b) Financial assets		-	-	-	-
(i) Trade receivables	**B3 & A1**	713.72	(0.38)	(155.86)	557.48
(ii) Cash and cash equivalents		20.24	-	-	20.24
(iii) Bank balances other than cash and cash equivalents		51.32	-	-	51.32
(iv)Other financial assets	**B4**	20.86	(1.47)	-	19.39
(c) Other current assets	**B4 & A5**	61.57	0.52	1.85	63.94
Total current assets (2)		**1,011.27**	**(1.33)**	**(5.38)**	**1,004.56**
Total assets (1+2)		**1,080.65**	**12.37**	**8.93**	**1,101.95**
EQUITY AND LIABILITIES					
1 Equity					
(i) Equity share capital		56.58	-	-	56.58
(ii) Other equity		194.40	(2.02)	(30.79)	161.59
Total equity (1)		**250.98**	**(2.02)**	**(30.79)**	**218.17**
Liabilities					
2 Non-current liabilities					
(a) Financial liabilities		-	-	-	-
(i) Borrowings	**A5**	144.15	-	(0.28)	143.87
(ii) Lease liabilities	**B2**	-	9.16	-	9.16
(b) Other non current liabilities	**A1**	-	-	2.43	2.43
(c) Provisions	**A4**	-	-	9.66	9.66
Total non-current liabilities (2)		**144.15**	**9.16**	**11.81**	**165.12**
3 Current liabilities					
(a) Financial liabilities					
(i) Borrowings		147.12	-	-	147.12
(ii) Lease liabilities	**B2**	-	5.23	-	5.23
(iii) Trade payables		-	-	-	-
-Total outstanding dues of micro enterprises and small enterprises		0.78	-	-	0.78
-Total outstanding dues of creditors other than micro enterprises and small enterprises	**A2 & A6**	408.77	-	16.34	425.11
(iv) Other financial liabilities	**A5**	63.73	-	1.04	64.77
(b) Other current liabilities	**A1**	34.38	-	10.29	44.67
(c) Provisions	**A4**	-	-	1.11	1.11
(d) Current Tax Liabilities (net)	**A8**	30.74	-	(0.87)	29.87
Total current liabilities (3)		**685.52**	**5.23**	**27.91**	**718.66**
Total equity and liabilities (1+2+3)		**1,080.65**	**12.37**	**8.93**	**1,101.95**

Reconciliation of Profit or loss for the year ended 31 March 2021

Particulars	Notes	Indian GAAP *	IND AS Adjustment	Prior Period Adjustments	IND AS
I Income					
Revenue from operations	**A1**	1,579.86	-	(151.99)	1,427.87
Other income	**B4 & A6**	10.20	0.79	4.05	15.04
Total income (I)		**1,590.06**	**0.79**	**(147.94)**	**1,442.91**
II Expenses					
Cost of materials consumed	**A2 & A3**	1,185.92	-	0.37	1,186.29
Change in inventories of finished goods and work-in-progress	**A1 & A3**	(1.98)	-	(122.73)	(124.71)
Employee benefits expense	**A4**	124.34	-	3.08	127.42
Finance costs	**B2 & A5**	28.55	1.41	3.37	33.33
Depreciation and amortisation expenses	**B2**	9.93	4.59	-	14.52
Other expenses	**B2, B3, B4 & A5**	99.36	(4.80)	0.49	95.05
Total expenses (II)		**1,446.12**	**1.20**	**(115.42)**	**1,331.90**

III	**Profit before exceptional items and tax (I - II)**		**143.94**	(0.41)	(32.52)	**111.01**
IV	**Exceptional items (net)**		-	-	-	-
V	**Profit before tax (III + IV)**		**143.94**	**(0.41)**	**(32.52)**	**111.01**
VI	**Tax expense**			-	-	
	(a) Current tax	**A8**	39.68	-	(3.05)	36.63
	(b) Deferred tax	**B6 & A7**	(0.22)	(0.11)	(7.59)	(7.92)
	Total tax expense		**39.46**	**(0.11)**	**(10.64)**	**28.71**
VII	**Profit for the year (V - VI)**		**104.48**	**(0.30)**	**(21.88)**	**82.30**
VIII	**Other comprehensive income**					
	Items that will not be reclassified to Profit or Loss :					
	(i) Re-measurement gains / (losses) on defined benefit plans	**B1**		(0.84)		(0.84)
	(ii) Income tax effect on above	**B6**		0.21		0.21
	Total other comprehensive income for the year (net of tax)		**-**	**(0.63)**	**-**	**(0.63)**
IX	**Total comprehensive income for the year (VII + VIII)**		**104.48**	**(0.93)**	**(21.88)**	**81.67**

(xiii) **Reconciliation of Cash flow as at March 31, 2021**

	Indian GAAP *	Difference due to change in IND AS and Prior Period Adjustments	IND AS
Net cash (used in) operating activities	(109.68)	11.01	(98.67)
Cash flow from investing activities	(24.42)	5.77	(18.65)
Cash flow from financing activities	134.36	(16.78)	117.58
Net (decrease)/increase in cash and cash equivalents	0.26	0.00	0.26
Cash and cash equivalents at the beginning of the year	19.98	-	19.98
Cash and cash equivalents at the end of the year	**20.24**	**-**	**20.24**

Reconciliation of total equity between previous GAAP and Ind AS as at 31 March 2021

Particulars	Notes	March 31, 2021
Shareholder's equity as per Indian GAAP		**250.98**
IND AS Adjustments		
Amortisation of Financial Assets	**B4**	0.82
Recognition of Lease liability	**B2**	(3.14)
Impairment of Financial Instruments	**B3**	(0.38)
Deferred tax on above adjustments	**B6**	0.68
Total IND AS Adjustment		**(2.02)**
Prior Period Adjustments		
Revenue from operations	**A1**	(168.58)
Purchase of Goods	**A2**	(12.08)
Change in Inventory of raw material due to above	**A2 & A3**	12.08
Change in valuation of raw material	**A3**	(0.81)
Change in closing Stock of Goods in Transit	**A1 & A3**	131.50
Employee Benefit expenses	**A4**	(10.77)
Finance Cost	**A5**	3.07
Other Expenses & other Income	**A5 & A6**	1.11
Deferred tax on above adjustments	**A7**	10.45
Provision for Tax	**A8**	3.24
Total Prior Period Adjustments		**(30.79)**
Shareholder's equity as per Ind AS		**218.17**

Reconciliation of total comprehensive income for the year ended 31 March 2021

Particulars	Notes	March 31,2021
Profit/ (loss) after tax as per Indian GAAP		104.48
IND AS Adjustments		
Amortisation of Financial Assets	**B4**	0.38
Recognition of Lease liability	**B2**	(0.64)
Impairment of Financial Instruments	**B3**	(0.15)
Deferred tax impact on above adjustments	**B6**	0.11
Others	**B1& B6**	(0.63)
Total IND AS Adjustment		**(0.93)**
Prior Period Adjustments		
Revenue from operations	**A1**	(151.99)
Purchase of Goods	**A2**	(21.73)
Change in Inventory of raw material due to above	**A2 & A3**	21.73
Change in valuation of raw material	**A3**	(0.37)
Change in closing Stock of Goods in Transit and Finished Goods	**A1 & A3**	122.73
Employee Benefit expenses	**A4**	(3.08)
Finance Cost	**A5**	(3.37)
Other Expenses & other Income	**A5 & A6**	3.56
Deferred tax impact on above adjustments	**A7**	7.59
Provision for Tax	**A8**	3.05
Total Prior Period Adjustments		**(21.88)**
Profit as per Ind AS		**81.67**

(iii) Reconciliation of Equity as at March 31, 2020

	Particulars	Notes	Indian GAAP *	IND AS Adjustment	Prior Period Adjustments	IND AS
	ASSETS					
1	**Non-current assets**					
(a)	Property, plant and equipment		47.55	-	-	47.55
(b)	Capital work-in-progress		-	-	-	-
(c)	Right-of-use assets	**B2**	-	14.63	-	14.63
(d)	Other intangible assets		-	-	-	-
(e)	Intangible Assets under development		-	-	-	-
(f)	Financial assets		-	-	-	-
	(i) Investments		-	-	-	-
	(ii) Other financial assets	**B4**	6.55	(0.75)	-	5.80
(g)	Deferred tax assets (net)	**B6 & A7**	1.86	0.58	2.64	5.08
(h)	Other non-current assets	**B4 & A5**	-	1.26	6.19	7.45
	Total non-current assets (1)		**55.96**	**15.72**	**8.83**	**80.51**

2	**Current assets**					
(a)	Inventories	**A1, A2 & A3**	98.09	-	14.19	112.28
(b)	Financial assets		-	-	-	-
	(i) Trade receivables	**B3 & A1**	187.04	(0.22)	(10.59)	176.23
	(ii) Cash and cash equivalents		19.98	-	-	19.98
	(iii) Bank balances other than cash and cash equivalents		46.21	-	-	46.21
	(iv)Other financial assets	**B4**	16.92	(1.40)	-	15.52
(c)	Other current assets	**B4 & A5**	53.56	0.35	1.30	55.21
	Total current assets (2)		**421.80**	**(1.27)**	**4.90**	**425.43**
	Total assets (1+2)		**477.76**	**14.45**	**13.73**	**505.94**
	EQUITY AND LIABILITIES					
1	**Equity**					
	(i) Equity share capital		56.58	-	-	56.58
	(ii) Other equity		89.89	(1.68)	(8.29)	79.92
	Total equity (1)		**146.47**	**(1.68)**	**(8.29)**	**136.50**
	Liabilities					
2	**Non-current liabilities**					
(a)	Financial liabilities					
	(i) Borrowings	**A5**	105.29	-	(0.08)	105.21
	(ii) Lease liabilities	**B2**	-	12.51	-	12.51
(b)	Other non current liabilities	**A1**	-	-	2.80	2.80
(c)	Provisions	**A4**	-	-	6.83	6.83
	Total non-current liabilities (2)		**105.29**	**12.51**	**9.55**	**127.35**
3	**Current liabilities**					
(a)	Financial liabilities					
	(i) Borrowings		30.92	-	-	30.92
	(ii) Lease liabilities	**B2**	-	3.62	-	3.62
	(iii) Trade payables		-	-	-	-
	-Total outstanding dues of micro enterprises and small enterprises		1.12	-	-	1.12
	-Total outstanding dues of creditors other than micro enterprises and small enterprises	**A2 & A6**	150.47	-	8.29	158.76
	(iv) Other financial liabilities	**A5**	29.51	-	0.55	30.06
(b)	Other current liabilities	**A1**	11.31	-	3.18	14.49
(c)	Provisions	**A4**	-	-	0.01	0.01
(d)	Current Tax Liabilities (net)	**A8**	2.67	-	0.44	3.11
	Total current liabilities (3)		**226.00**	**3.62**	**12.47**	**242.09**
	Total equity and liabilities (1+2+3)		**477.76**	**14.45**	**13.73**	**505.94**

Reconciliation of Profit or loss for the year ended 31 March 2020

	Particulars	**Notes**	**Indian GAAP ***	**IND AS Adjustment**	**Prior Period Adjustments**	**IND AS**
I	**Income**					
	Revenue from operations	**A1**	1,564.04	-	(3.97)	1,560.07
	Other income	**B4 & A6**	11.82	0.41	-	12.23
	Total income (I)		**1,575.86**	**0.41**	**(3.97)**	**1,572.30**
II	**Expenses**					
	Cost of materials consumed	**A2 & A3**	1,294.34	-	0.44	1,294.78
	Change in inventories of finished goods and work-in-progress	**A1 & A3**	(15.50)	-	(4.95)	(20.45)
	Employee benefits expense	**A4**	105.47	-	2.36	107.83
	Finance costs	**B2 & A5**	31.35	1.58	(6.65)	26.28
	Depreciation and amortisation expenses	**B2**	9.44	3.94	-	13.38
	Other expenses	**B2, B3, B4, A5 & A6**	96.54	(4.73)	5.46	97.27
	Total expenses (II)		**1,521.64**	**0.79**	**(3.34)**	**1,519.09**
III	**Profit before exceptional items and tax (I - II)**		**54.22**	**(0.38)**	**(0.63)**	**53.21**
IV	**Exceptional items (net)**		-	-	-	-
V	**Profit before tax (III + IV)**		**54.22**	**(0.38)**	**(0.63)**	**53.21**
VI	**Tax expense**					
	(a) Current tax	**A8**	13.34	-	0.76	14.10
	(b) Deferred tax	**B6 & A7**	0.05	(0.05)	0.05	0.05
	Total tax expense		**13.39**	**(0.05)**	**0.81**	**14.15**
VII	**Profit for the year (V - VI)**		**40.83**	**(0.33)**	**(1.44)**	**39.06**
VIII	**Other comprehensive income**					
	Items that will not be reclassified to Profit or Loss :					
	(i) Re-measurement gains / (losses) on defined benefit plans	**B1**		**0.01**		**0.01**
	Total other comprehensive income for the year (net of tax)		**-**	**0.01**	**-**	**0.01**
IX	**Total comprehensive income for the year (VII + VIII)**		**40.83**	**(0.32)**	**(1.44)**	**39.07**

(xviii) **Reconciliation of Cash flow as at March 31, 2020**

	Indian GAAP *	**Difference due to change in IND AS and Prior Period Adjustments**	**IND AS**
Net cash (used in) operating activities	29.12	14.86	43.98
Cash flow from investing activities	(28.86)	(0.49)	(29.35)
Cash flow from financing activities	8.56	(14.37)	(5.81)
Net (decrease)/increase in cash and cash equivalents	**8.82**	**0.00**	**8.82**
Cash and cash equivalents at the beginning of the year	11.16	-	11.16
Cash and cash equivalents at the end of the year	**19.98**	-	**19.98**

Reconciliation of total equity between previous GAAP and Ind AS as at 31 March 2020

Particulars	**Notes**	**March 31,2020**
Shareholder's equity as per Indian GAAP		**146.47**
IND AS Adjustments		
Amortisation of Financial Assets	**B4**	0.44
Recognition of Lease liability	**B2**	(2.48)
Impairment of Financial Instruments	**B3**	(0.22)
Deferred tax on above adjustments	**B6**	0.58
Total IND AS Adjustment		**(1.68)**

Prior Period Adjustments		
Revenue from operations	**A1**	(16.57)
Purchase of Goods	**A2**	9.65
Change in Inventory of raw material due to above	**A2 & A3**	(9.65)
Change in valuation of raw material	**A3**	(0.45)
Change in closing Stock of Goods in Transit	**A1 & A3**	8.77
Employee Benefit expenses	**A4**	(6.84)
Finance Cost	**A5**	6.40
Other Expenses & other Income	**A5 & A6**	(2.43)
Deferred tax on above adjustments	**A7**	2.64
Provision for Tax	**A8**	0.19
Total Prior Period Adjustments		**(8.29)**
Shareholder's equity as per Ind AS		**136.50**

Reconciliation of total comprehensive income for the year ended 31 March 2020

Particulars	**Notes**	**March 31,2020**
Profit/ (loss) after tax as per Indian GAAP		40.83
IND AS Adjustments		
Amortisation of Financial Assets	**B4**	0.24
Recognition of Lease liability	**B2**	(0.52)
Impairment of Financial Instruments	**B3**	(0.10)
Deferred tax impact on above adjustments	**B6**	0.05
Others	**B1& B6**	0.01
Total IND AS Adjustment		**(0.32)**
Prior Period Adjustments		
Revenue from operations	**A1**	(3.97)
Purchase of Goods	**A2**	25.16
Change in Inventory of raw material due to above	**A2 & A3**	(25.16)
Change in valuation of raw material	**A3**	(0.44)
Change in closing Stock of Goods in Transit and Finished Goods	**A1 & A3**	4.95
Employee Benefit expenses	**A4**	(2.36)
Finance Cost	**A5**	6.65
Other Expenses & other Income	**A5 & A6**	(5.46)
Deferred tax impact on above adjustments	**A7**	(0.05)
Provision for Tax	**A8**	(0.76)
Total Prior Period Adjustments		**(1.44)**
Profit as per Ind AS		**39.07**

(iv) Reconciliation of Equity as at April 1, 2019

Particulars	**Notes**	**Indian GAAP ***	**IND AS Adjustment**	**Prior Period Adjustments**	**IND AS**
ASSETS					
1 Non-current assets					
(a) Property, plant and equipment		41.44	-	-	41.44
(b) Capital work-in-progress		-	-	-	-
(c) Right-of-use assets	**B2**	-	17.67	-	17.67
(d) Other intangible assets		-	-	-	-
(e) Intangible Assets under development		-	-	-	-
(f) Financial assets					
(i) Investments		-	-	-	-
(ii) Other financial assets	**B4**	2.14	(0.84)	-	1.30
(g) Deferred tax assets (net)	**B6 & A7**	1.91	0.53	2.69	5.13
(h) Other non-current assets	**B4**	-	0.06	-	0.06
Total non-current assets (1)		**45.49**	**17.42**	**2.69**	**65.60**
2 Current assets					
(a) Inventories	**A1, A2 & A3**	82.29	-	19.32	101.61
(b) Financial assets					
(i) Trade receivables	**B3 & A1**	304.20	(0.13)	(5.75)	298.32
(ii) Cash and cash equivalents		11.16	-	-	11.16
(iii) Bank balances other than cash and cash equivalents		30.30	-	-	30.30
(iv)Other financial assets		13.33	-	-	13.33
(c) Other current assets	**B4**	20.88	0.02	-	20.90
Total current assets (2)		**462.16**	**(0.11)**	**13.57**	**475.62**
Total assets (1+2)		**507.65**	**17.31**	**16.26**	**541.22**
EQUITY AND LIABILITIES					
1 Equity					
(i) Equity share capital		56.58	-	-	56.58
(ii) Other equity		49.09	(1.35)	(6.89)	40.85
Total equity (1)		**105.67**	**(1.35)**	**(6.89)**	**97.43**
Liabilities					
2 Non-current liabilities					
(a) Financial liabilities					
(i) Borrowings	**A5**	69.50	-	(0.13)	69.37
(ii) Lease liabilities	**B2**	-	15.38	-	15.38
(b) Other non current liabilities	**A1**	-	-	2.43	2.43
(c) Provisions	**A4**	-	-	4.49	4.49
Total non-current liabilities (2)		**69.50**	**15.38**	**6.79**	**91.67**
3 Current liabilities					
(a) Financial liabilities					
(i) Borrowings		43.06	-	-	43.06
(ii) Lease liabilities	**B2**	-	3.28	-	3.28
(iii) Trade payables					
-Total outstanding dues of micro enterprises and small enterprises		0.98	-	-	0.98
-Total outstanding dues of creditors other than micro enterprises and small enterprises	**A2 & A6**	236.37	-	12.48	248.85
(iv) Other financial liabilities	**A5**	30.48	-	0.36	30.84
(b) Other current liabilities	**A1**	15.41	-	4.45	19.86
(c) Provisions	**A4**	-	-	0.01	0.01
(d) Current Tax Liabilities (net)	**A8**	6.18	-	(0.94)	5.24
Total current liabilities (3)		**332.48**	**3.28**	**16.36**	**352.12**
Total equity and liabilities (1+2+3)		**507.65**	**17.31**	**16.26**	**541.22**

Reconciliation of total equity between previous GAAP and Ind AS as at 1 April 2019

Particulars	Notes	April 1, 2019
Shareholder's equity as per Indian GAAP		**105.67**
IND AS Adjustments		
Amortisation of Financial Assets	**B4**	0.20
Recognition of Lease liability	**B2**	(1.95)
Impairment of Financial Instruments	**B3**	(0.13)
Deferred tax on above adjustments	**B6**	0.53
Total IND AS Adjustment		**(1.35)**
Prior Period Adjustments		
Revenue from operations	**A1**	(12.63)
Purchase of Goods	**A2**	(15.51)
Change in Inventory of raw material due to above	**A2 & A3**	15.51
Change in closing Stock of Goods in Transit	**A1 & A3**	3.84
Employee Benefit expenses	**A4**	(4.50)
Finance Cost	**A5**	(0.25)
Other Expenses & other Income	**A5 & A6**	3.02
Deferred tax on above adjustments	**A7**	2.69
Provision for Tax	**A8**	0.94
Total Prior Period Adjustments		**(6.89)**
Shareholder's equity as per Ind AS		**97.43**

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

Notes to the reconciliation between previous GAAP and Ind AS

A Prior Period Adjustments

The Company has made certain errors in adoption of accounting policies under Previous GAAP. During the current year, on transition to IndAS, the Company has rectified these errors by restating the financial Statement for the respective years/period. These adjustments are on account of:-

A1 Revenue recognition for sale of goods w.r.t to cut-off and service revenue with respect of time proportionate booking of revenue.
A2 Cut-off procedures in respect of purchases.
A3 Measurement and recording of inventory.
A4 Recognition and measurement of post employment defined benefits.
A5 Accrual and booking of certain expenses.
A6 Measurement of exchange (gain) / loss.
A7 Effect of temporary differences arising due to above mentioned adjustments.
A8 Adjustment on account of short/excess provision for Tax.

B On account of implementation of IND AS

B1 Re-measurement of post employment benefit plans

Under the Indian GAAP, actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability was forming part of the profit or loss for the year. However under Ind AS 19, it is recognised in other comprehensive income. As a result of this change gains/ losses recognised in the statement of profit and loss under the Indian GAAP has been transferred to other comprehensive income upon transition

B2 Lease accounting

Under the Indian GAAP, lease rentals related to operating lease were accounted as expense in the statement of profit and loss. Under Ind AS, lease liability and right of use ('ROU') is recorded at present value of future contractual rent payment on initial date of lease. Subsequently, finance cost is accrued on lease liability and lease payments are recorded by way of reduction in lease liability. ROU is depreciated over lease term.

B3 Expected credit loss

Under the Indian GAAP, the Company had assessed provision for impairment of receivables based on the incurred loss model and no provision was created. Under Ind AS, impairment loss has been determined as per Expected credit loss (ECL) model. The provision amount as per Ind AS - ECL is recognised in retained earnings on date of transition and subsequently in the statement of profit and loss account.

B4 Impact on account of fair valuation of interest free security deposits and retention Money

Under the Indian GAAP, interest free refundable security deposits (given) and retention money were accounted at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value. On the date of initial recognition, in case of security deposits the difference between the transaction amount and the fair value has been recognised as ROU. The security deposits and retention money have been subsequently amortised under effective interest rate method and the ROU on a straight line basis over the term of contract.

B5 Current tax

Under the Indian GAAP financial statements, the company had identified errors in accounting of earlier year tax adjustments and had accounted as prior period items in the year in which the errors were identified. Under IND AS, the errors are to be adjusted in the year in which the error has been done or in the first period presented. Accordingly, the company has adjusted the errors in respective financial years in which accounting error were identified.

B6 Deferred tax

a) Deferred tax adjustments has been made in accordance with Ind AS, under balance sheet approach for all the items which have differential book base from that of tax base and which temporarily gets reversed due to timing difference including adjustments arising from Ind AS transition.

b) Under the Indian GAAP, the Company had not recognised deferred tax assets. The Company has evaluated the carrying amount of deferred tax and it has envisaged that it will earn sufficient taxable profit that will be available to allow all of the deferred tax asset to be utilized.
Accordingly deferred tax assets has been recognised in the restated financial information.

B7 Other comprehensive income

Under Ind AS, all items of income and expense recognised in a period should be included in profit and loss for the period, unless a standard requires or permits otherwise. Items of income and expense that are not recognised in profit and loss but in other comprehensive income under " Restated Ind AS Statements of Profit and Loss (including other comprehensive income)" includes re-measurements of defined benefit plans and their corresponding income tax effects. The concept of other comprehensive income did not exist under Previous GAAP.

B8 The transition from the Previous GAAP to Ind AS did not have material impact on the statement of cash flow, except for payment of lease liabilities, which were forming part of operating activity under Previous GAAP and are now included under financing activity.

B9 Appropriate adjustments have been made in the Restated Statement of Assets and Liabilities, Restated Statement of Profits and Loss and Restated Summary Statement of Cash Flows, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited Ind AS financial statements of the Company prepared in accordance with Schedule III of Companies Act 2013, in accordance with the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

54 The outbreak of the Covid-19 pandemic and the consequent lock down has impacted the regular business operations of the Company. The Company has assessed the impact of the pandemic on its financial position based on the internal and external information, to the extent known and available up to the date of approval of these restated financial statements. Based on such assessment, the Company believes no additional adjustments is required as at September 30, 2022, September 30, 2021, March 31, 2022, March 31, 2021 and March 31, 2020 to the carrying value of trade receivables, inventories, property, plant & equipment, deferred tax asset and other financial assets. Further, the Company has also assessed its liquidity position and based on the cash flows available on balance sheet and unutilized credit lines with banks, the Company will be able to meet all its obligations. The impact of the pandemic may be different from that assessed as at the date of approval of these financial statements and the Company will continue to monitor any material changes to future economic conditions.

As per our report of even date attached

For S S Kothari Mehta & Company
Chartered Accountants
Firm's registration number : 000756N

Vijay Kumar
Partner
Membership No. 092671

Place : Faridabad
Date : March 24, 2023

For and on behalf of the Board of Directors of
Netweb Technologies India Limited
(formerly known as Netweb Technologies (India) Private Limited)

Sanjay Lodha
Director
DIN: 00461913
Place : Faridabad
Date : March 24, 2023

Navin Lodha
Director
DIN: 00461924
Place : Faridabad
Date : March 24, 2023

Prawal Jain
CFO
Place : Faridabad
Date : March 24, 2023

Lohit Chhabra
Company Secretary
Place : Faridabad
Date : March 24, 2023

OTHER FINANCIAL INFORMATION

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are set out below:

Sr. No.	Particulars	As at and for the 6 months period ended September 30, 2022	As at and for the 6 months period ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
1.	Basic EPS* (in ₹)	2.89	1.61	4.41	1.62	0.77
2.	Diluted EPS* (in ₹)	2.89	1.61	4.41	1.62	0.77
3.	Return on Net worth (RoNW) (in %)	28.46	31.59	67.85	46.41	33.39
4.	Net asset value per Equity Share (in ₹)	11.62	5.90	8.71	4.28	2.68
5.	EBITDA (in ₹ million)	230.19	135.31	355.07	158.86	92.87

**Not annualised.*

Notes:

1. *Basic EPS amounts are calculated by dividing the profit for the year attributable to equity Shareholders of our Company by the weighted average number of Equity Shares outstanding during the year (as adjusted for sub-division of face value from ₹ 10 to ₹ 2 as approved by the Shareholders of our Company on February 16, 2023 and change in capital due to issue of bonus shares made by our Company on February 20, 2023).*
2. *Diluted EPS amounts are calculated by dividing the profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares (as adjusted for sub-division of face value from ₹ 10 to ₹ 2 as approved by our Shareholders on February 16, 2023 and change in capital due to issue of bonus shares made by our Company on February 20, 2023).*
3. *EPS has been calculated in accordance with the Indian Accounting Standard 33 – 'Earning per share' notified under the Companies (Indian Accounting Standards) Rules, 2015. The above statement should be read with significant accounting policies and notes on Restated Financial Statements*
4. *RoNW is calculated as Profit for the year/period, as restated divided by restated net worth calculated on average of opening and closing Net worth of the year / period. Net Worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.*
5. *Net Asset Value per Equity Share (NAV) is computed as the closing net worth (sum of equity share capital, other equity and non-controlling interest) divided by the closing outstanding number of equity shares & impact of potential shares as on March 31, 2022.*
6. *EBITDA is calculated as profit for the period/year plus tax expense, depreciation and amortisation and finance cost for the period/year.*

In accordance with the SEBI ICDR Regulations, the audited standalone financial statements of our Company for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020 (**Audited Financial Statements**) are available at www.netwebindia.com/investors. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider to subscribe to or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. None of our Company, any of its advisors, the Selling Shareholders nor the BRLMs, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

Non-GAAP Measures

Certain non-GAAP measures like EBITDA, Net Debt – Equity ratio, and Net Debt – EBITDA ratio (**Non-GAAP Measures**) presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these

Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these Non-GAAP Measures are not a standardised term, hence a direct comparison of similarly titled Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although the Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance. See '*Risk Factor - We have included certain non-GAAP financial and operational measures related to our operations and financial performance that may vary from any standard methodology that may be applicable across the industry in which we operate, and which may not be comparable with financial, operational or industry related statistical information of similar nomenclature computed and presented by similar companies'* on page 61.

Reconciliation of restated profit for the year to EBITDA and EBITDA Margin for the year

The table below reconciles restated profit for the year to EBITDA. EBITDA is calculated as restated profit for the year plus total tax expenses, depreciation and amortization expenses, and finance costs while EBITDA Margin is the percentage of EBITDA divided by total revenue from operations for the period/year.

(in ₹ million)

Particulars	As at and for the 6 months period ended September 30, 2022*	As at and for the 6 months period ended September 30, 2021*	Fiscal 2022	Fiscal 2021	Fiscal 2020
Restated profit for the period/year	147.32	81.96	224.53	82.3	39.06
Add: Tax expense	50.31	28.27	77.74	28.71	14.15
Add: Finance costs	18.29	17.72	36.42	33.33	26.28
Add: Depreciation and amortisation expenses	14.27	7.36	16.38	14.52	13.38
EBITDA	230.19	135.31	355.07	158.86	92.87
Revenue from operations	1,430.19	995.88	2,470.33	1,427.87	1,560.07
EBITDA Margin (%)	16.10	13.59	14.37	11.13	5.95

**Not annualised.*

Reconciliation of net worth and return on net worth

(in ₹ million)

Particulars	As at and for the 6 months period ended September 30, 2022*	As at and for the 6 months period ended September 30, 2021*	Fiscal 2022	Fiscal 2021	Fiscal 2020
Equity share capital (I)	56.58	56.58	56.58	56.58	56.58
Other equity (II)	535.16	244.1	387.12	161.59	79.92
Net worth (III) = (I + II)	591.74	300.68	443.7	218.17	136.5
Average Net worth (IV) **	517.72	259.43	330.94	177.34	116.97
Restated profit for the period/year (**V**)	147.32	81.96	224.53	82.3	39.06

Particulars	As at and for the 6 months period ended September 30, 2022*	As at and for the 6 months period ended September 30, 2021*	Fiscal 2022	Fiscal 2021	Fiscal 2020
Return on net worth (VI) = (V / (IV)) (in %)	28.46	31.59	67.85	46.41	33.39

**Not annualised.*

*** Average of opening and closing net worth of the year / period. 'Net worth': Equity share capital and other equity.*

Reconciliation of Net Asset Value (per Equity Share)

(in ₹ million, except per share data)

Particulars	As at and for the 6 months period ended September 30, 2022*	As at and for the 6 months period ended September 30, 2021*	Fiscal 2022	Fiscal 2021	Fiscal 2020
Equity share capital (I)	56.58	56.58	56.58	56.58	56.58
Other equity (II)	535.16	244.1	387.12	161.59	79.92
Total equity (III) = (I + II)	591.74	300.68	443.70	218.17	136.50
Weighted average number of equity shares used for computing Basic EPS (number in million) (IV)	50,923,980	50,923,980	50,923,980	50,923,980	50,923,980
Net asset value per equity share (V) = (III / IV)	11.62	5.90	8.71	4.28	2.68

**Not annualised.*

Reconciliation of net debt - equity ratio

(in ₹ million)

Particulars	As at and for the 6 months period ended September 30, 2022*	As at and for the 6 months period ended September 30, 2021*	Fiscal 2022	Fiscal 2021	Fiscal 2020
Non-current borrowings (I)**	140.42	143.27	151.49	153.03	117.72
Current borrowings (II)**	135.47	88.98	193.35	152.35	34.54
Total borrowings (III = I + II)	275.89	232.25	344.84	305.38	152.26
Cash & cash equivalents (IV)	36.93	13.87	20.26	20.24	19.98
Net debt (V = III – IV)	238.96	218.38	324.58	285.14	132.28
Equity share capital (VI)	56.58	56.58	56.58	56.58	56.58
Other equity (VII)	535.16	244.1	387.12	161.59	79.92
Total equity (VIII) = (VI +	591.74	300.68	443.7	218.17	136.5

Particulars	As at and for the 6 months period ended September 30, 2022*	As at and for the 6 months period ended September 30, 2021*	Fiscal 2022	Fiscal 2021	Fiscal 2020
VII)					
Net debt - equity ratio (IX = V / VIII) (in times)	**0.40**	**0.73**	**0.73**	**1.31**	**0.97**

** Not annualised.*

*** Includes lease liabilities*

FINANCIAL INDEBTEDNESS

Our Company avails fund based and non-fund based facilities in the ordinary course of its business for purposes such as, *inter alia*, meeting our working capital requirements or business requirements. Our Company has received the no objection and consent from our secured lender in relation to the Offer.

For further details of the borrowing powers of our Board, see '*Our Management – Borrowing Powers of Board'* on page 263.

The following table sets forth the details of the aggregate outstanding borrowings of our Company amounting to ₹ 585.01 million, as on February 28, 2023:

(in ₹ million)

Category of Borrowing	Sanctioned Amount	Amount outstanding as on February 28, 2023
Secured		
Fund based borrowings		
Term loans	82.13	54.77
Cash credit/ working capital demand loans	500.00	210.11
Total fund based borrowings (A)	**582.13**	**264.88**
Non fund based borrowings		
Bank guarantee	450.00	260.90
Total non-fund based borrowings (B)	**450.00**	**260.90**
Unsecured		
Loans from Directors	14.63	10.67
Intercorporate loans	51.00	48.56
Total unsecured borrowings (C)	**65.63**	**59.23**
Total borrowings (A + B +C)	**1,097.75**	**585.01**

Note: As certified by M/s APT & Co LLP, the Independent Chartered Accountant, through a certificate dated March 27, 2023.

A brief summary of the fund based borrowings of our Company as on February 28, 2023 is set out below:

Term Loans

Set out below are the brief details of our term loan facilities:

Sr. No.	Nature of Borrowing	Purpose of the Borrowing	Amount Sanctioned (in ₹ million)	Amount Outstanding (as on February 28, 2023) (in ₹ million)	Rate of Interest/ Commission (p.a. in %)	Tenure	Repayment
Indian Bank							
1.	Term Loan-GECLS-Covid -19	To meet the working capital requirements	5.90	3.14	Repo + spread 3.50	48 months (including moratorium period of 12 months)	36 equated monthly installments
2.	Working Capital Term Loan under	To meet working capital requirements	22.20	22.36*	Repo + spread 3.50	60 months (including moratorium period of 24 months)	36 equated monthly installments

Sr. No.	Nature of Borrowing	Purpose of the Borrowing	Amount Sanctioned (in ₹ million)	Amount Outstanding (as on February 28, 2023) (in ₹ million)	Rate of Interest/ Commission (p.a. in %)	Tenure	Repayment
	GELC 1.0 (Extension)						
3.	Term Loan	For construction of a new building at project cost of ₹ 56.60 million	35.00	15.23	Repo rate + 3.60	5 years (including 1 year moratorium period)	48 equated monthly installments
Overall Security	i. Mortgage by deposit of title deeds/ registered mortgage of the following unencumbered property: on *pari passu* basis with HDFC Bank a. Plot H-01, Pocket-9, Sector 57, Faridabad Industrial Town (FIT), Village Jharseti, Tehsil Ballabhgarh, Faridabad, Haryana in the name of our Company; b. Plot H-02, Pocket-9, Sector 57, Faridabad Industrial Town (FIT), Village Jharseti, Tehsil Ballabhgarh, Faridabad, Haryana in the name of our Company; c. Plot No. 204 (Part), Khatha No. 1, Mouza No. 52, B.M. Agarwalla Colony, Dhansar, Dhanbad (land and double storied building) in the name of Navin Lodha and Niraj Lodha; d. Plot No. 203 & 204, Khata No. 30&1, Mouza No. 52, B.M. Agarwalla Colony, Dhansar, Dhanbad (land and double storied building) in the name of Madhuri Lodha; e. Plot No. 13, Ground Floor, Block-IV, Charmwood Village, Eros Garden, Suraj Kund Road, Faridabad, Haryanain the name of Sanjay Lodha, Vivek Lodha, Niraj Lodha and Navin Lodha; f. Second mortgage on residential flat No 1201, 12th floor, Plot No. CTS 25/B1, 26A, 27, 28A/1,28N and 50A/(Pt) situated at building known as IRIS, Sector R-12, Nahras Amit Shakti, near Chandvali Studio, Powai, Andheri (East) Mumbai – 400072 in the name of Navin Lodha and Sanjay Lodha; ii. Personal guarantees of Sanjay Lodha, Navin Lodha, Niraj Lodha, Vivek Lodha, and Madhuri Lodha iii. With respect to the working capital term loan facility under GELC 1.0 (extension) at point 2 above, first charge on hypothecation of the following present and future: a. goods, produce and merchandise, stock stored or to be stored from time to time in premises at Plot No. H-1 & H-2, Pocket-9, Faridabad Industrial Town, Faridabad, Ballabhgarh, Haryana-121004 or anywhere in India/ as per sanction set out in Schedule I of the agreement hereto which have been stored in the premises at Office at Plot No.H-1, Pocket-9, Faridabad Industrial Town, Faridabad, Ballabhgarh, Haryana-121004 or wherever stored from time to time and the goods which shall hereafter be stored in the said premises in addition to the goods now stored, by way of substitution or for and in lieu of any goods which may from time to time have been withdrawn and the whole of the Borrowers' stock whether raw or in the process of manufacture and all articles manufactured therefrom which now or hereafter from time to time, during the, continuance of this security shall be brought into, stored or be in or about the Borrower's godowns or premises at Office at Plot No. H-1, Pocket-9, Faridabad Industrial Town, Faridabad, Ballabhgarh, Haryana-121004 or anywhere in India. b. vehicles existing and/or those to be purchased out of the bank's finance where brand name is stated as per c.a. report. c. plant and machinery as per the balance sheet, situated anywhere in India which are now in possession of the borrower and/or to be purchased out of the bank's finance.						

Sr. No.	Nature of Borrowing	Purpose of the Borrowing	Amount Sanctioned (in ₹ million)	Amount Outstanding (as on February 28, 2023) (in ₹ million)	Rate of Interest/ Commission (p.a. in %)	Tenure	Repayment
		d. book debts, outstanding monies, recoverable claims, bills, contracts, engagements, securities, investments, rights and current assets as per the balance sheet of our Company. iv. Second charge over current and fixed assets created for the working capital/ working capital term loan/ term loan with existing credit facilities.					
Vehicle Loans							
Vehicle Loan from Bank of Baroda - MG Gloster							
4.	Term Loan (Auto)	For purchase of the vehicle	4.00	2.62	7.35	60 months	60 equated monthly installments
	Security	Hypothecation of the vehicle - MG Gloster Savvy 4WD 6 STR automatic diesel.					
Vehicle Loan from HDFC Bank Limited - MG Gloster							
5.	Term Loan (Auto)	For purchase of the vehicle	4.00	3.78	7.90	60 months	60 equated monthly installments
	Security	First and exclusive charge on the vehicle (MG Gloster).					
Vehicle Loan from Daimler Financial Services India Private Limited – Mercedes							
6.	Term Loan (Auto)	For purchase of the vehicle	5.52	3.58	8.52	48 months	48 equated monthly installments
	Security	Exclusive charge by hypothecation of assets including spares, tools and accessories, software whether installed or not and whether in the possession or under the control of our Company or not, whether now lying loose or in cases or which are now lying or stored in or about or shall hereafter from time to time during the continuance of these presents be brought into or upon or be stored or be in or about our Company's factories, premises and godowns or wherever else the same may be or be held by any party to the order or disposition of our Company or in the course of transit or on high seas or on order or delivery.					
Vehicle Loan from Kotak Mahindra Prime Limited – Kia, Creta, Mahindra							
7.	Term Loan (Auto)	For purchase of the vehicle	1.80	1.09	7.49	36 months	36 equated monthly installments
	Security	Hypothecation of the vehicle by an oral agreement at the time of delivery of the vehicle.					
8.	Term Loan (Auto)	For purchase of the vehicle	1.70	1.17	7.44	36 months	36 equated monthly installments
	Security	Hypothecation of the vehicle by an oral agreement at the time of delivery of the vehicle.					
9.	Term Loan (Auto)	For purchase of the vehicle	2.00	1.79	8.51	36 months	36 equated monthly installments
	Security	Hypothecation of the vehicle by an oral agreement at the time of delivery of the vehicle.					

**Includes interest credited to loan account of ₹ 0.16 million.*

Working Capital Limits

Set out below are brief details of the working capital facilities

Sr. No.	Nature of borrowing	Purpose of borrowing	Amount Sanctioned (in ₹ millions)	Amount Outstanding (as on February 28, 2023) (in ₹ million)	Rate of Interest/ Commission (p.a. in %)	Tenure	Repayment
Indian Bank							
1.	Open Cash Credit (Stocks/Book Debts)	To meet the working capital requirements	300.00	157.94	Repo Rate + 2	1 year	On demand
	Security	i. First charge by hypothecation on the following: a. Goods, produce and merchandise, stock stored or to be stored from time to time in premises at Plot No. H-1 & H-2, Pocket-09, Faridabad Industrial Town, Sector-57, Faridabad Ballabhgarh, Haryana-121004 or anywhere in India and/or wherever stored from time to time and the goods which shall hereafter be stored in the said premises in addition to the goods now stored, by way of substitution or for and in lieu of any goods which may from time to time have been withdrawn and the whole of the Borrowers' stock whether raw or in the process of manufacture and all articles manufactured therefrom which now or hereafter from time to time during the continuance of this security shall be brought into, stored or be in or about our Company's godowns or premises. b. Book debts, outstanding monies, recoverable claims, bills, contracts, engagements, securities, investments, rights and current assets as per the balance sheet of our Company. v. Mortgage by deposit of title deeds/ registered mortgage of the following unencumbered property: on pari passu basis with HDFC Bank a. Plot H-01, Pocket-9, Sector 57, Faridabad Industrial Town (FIT), Village Jharseti, Tehsil Ballabhgarh, Faridabad, Haryana in the name of our Company; b. Plot H-02, Pocket-9, Sector 57, Faridabad Industrial Town (FIT), Village Jharseti, Tehsil Ballabhgarh, Faridabad, Haryana in the name of our Company; c. Plot No. 204 (Part), Khatha No. 1, Mouza No. 52, B.M. Agarwalla Colony, Dhansar, Dhanbad (land and double storied building) in the name of Navin Lodha and Niraj Lodha; d. Plot No. 203 & 204, Khata No. 30&1, Mouza No. 52, B.M. Agarwalla Colony, Dhansar, Dhanbad (land and double storied building) in the name of Madhuri Lodha; e. Plot No. 13, Ground Floor, Block-IV, Charmwood Village, Eros Garden, Suraj Kund Road, Faridabad, Haryana in the name of Sanjay Lodha, Vivek Lodha, Niraj Lodha and Navin Lodha; f. Second mortgage on residential flat No 1201, 12th floor, Plot No. CTS 25/B1, 26A, 27, 28A/1,28N and 50A/(Pt) situated at building known as IRIS, Sector R-12, Nahras Amit Shakti, near Chandvali Studio, Powai, Andheri (East) Mumbai – 400072 in the name of Navin Lodha and Sanjay Lodha; ii. Personal guarantees of Sanjay Lodha, Navin Lodha, Niraj Lodha, Vivek Lodha and Madhuri Lodha.					
HDFC Bank							
2.	Cash Credit	To meet the working capital requirements	200.00	52.17	3m -t-bill + 1.86%	1 year	On demand
	Security	i. *Pari-passu* charge with Indian Bank by way of hypothecation of the following: a. All the stock in trade both present and future consisting of raw materials, finished goods, goods in process of manufacturing and any, other goods,					

Sr. No.	Nature of borrowing	Purpose of borrowing	Amount Sanctioned (in ₹ millions)	Amount Outstanding (as on February 28, 2023) (in ₹ million)	Rate of Interest/ Commission (p.a. in %)	Tenure	Repayment
		movable assets or merchandise whatsoever now or at any time hereafter belonging to our Company or at its disposal and now or at any time and from time to time hereafter stored or to be stored or brought into or upon or in course of transit to the factory or premises of our Company or at any other place whatsoever and where so ever in possession of our Company or occupation or at any other premises or place. b. All the book debts, amounts outstanding, monies receivable, claims and bills which are now due and owing or which may at any time hereafter during the continuance of this Book security become due and owing to the debts and Company in the course of its business receivables by any person, firm, company or body corporate or by a government department or office or any municipal or local or public or semi government body or authority or anybody corporate or undertaking. c. The plant and machinery both present and future consisting of plant and machinery, being movable properties, now stored at or being stored or which may hereafter be brought into or stored at or at present installed at Plot No. H-1 & H-2 Pocket-9 Sector 57 Industrial Town Faridabad, Haryana, India and also the plant and plant and machinery which may at any time hereafter belong to our Company or be at its machinery disposal and now or at any time and from time to time hereafter stored or brought into or upon or in course of transit or awaiting transit by any mode of transport to the factory or premises of our Company or at any other place whatsoever and wheresoever in possession of our Company or occupation or at any other premises or place. ii. *Pari-passu* charge with Indian Bank by way of mortgage on the following properties: a. Plot No. H-1, Block H, Pocket 9, Faridabad Industrial Town, Sector- 57, Tehsil Ballabhgarh, Faridabad, Harayana. in the name of our Company; b. Plot No. H-2, Block H, Pocket 9, Faridabad Industrial Town, Sector- 57, Tehsil Ballabhgarh, Faridabad, Harayana. in the name of our Company; c. Plot No. 204 (Part), Khatha No. 1, Mouza No. 52, B.M. Agarwalla Colony, Dhansar, Dhanbad (land and double storied building) in the name of Navin Lodha and Niraj Lodha; d. Plot No. 203 & 204, Khata No. 30&1, Mouza No. 52, B.M. Agarwalla Colony, Dhansar, Dhanbad (land and double storied building) in the name of Madhuri Lodha; e. Property No. 13, Ground Floor, Block-IV, Charmwood Village, Eros Garden, Suraj Kund Road, Faridabad, Haryana in the name of Sanjay Lodha, Vivek Lodha, Niraj Lodha and Navin Lodha; f. Second mortgage on residential flat No 1201, 12th floor, Plot No. CTS 25/B1, 26A, 27, 28A/1,28N and 50A/(Pt) situated at building known as IRIS, Sector R-12, Nahras Amit Shakti, near Chandvali Studio, Powai, Andheri (East) Mumbai – 400072 in the name of Navin Lodha and Sanjay Lodha; g. Property No. 14, Ground Floor, Block-IV, Charmwood Village, Eros Garden, Suraj Kund Road, Faridabad, Haryanain the name of Sanjay Lodha and Vivek Lodha; iii. Personal guarantees of Sanjay Lodha, Navin Lodha, Niraj Lodha, Vivek Lodha and Madhuri Lodha.* iv. Indemnity provided by our Company with respect to Plot No. H-2, Block H, Pocket 9, Faridabad Industrial Town, Sector- 57, Tehsil Ballabhgarh, Faridabad, Haryana.				

**While this facility will also be secured by the personal guarantees of our Promoters, our Company has availed deferment on execution of the deed of personal guarantees from HDFC Bank.*

A brief summary of non-fund based borrowings of our Company as on February 28, 2023 is set out below:

Sr. No.	Nature of Borrowing	Purpose of the Borrowing	Amount Sanctioned (in ₹ millions)	Amount Outstanding (as on February 28, 2023) (in ₹ million)	Commission	Tenure	Repayment
Indian Bank							
1.	Bank Guarantee	For bidding for procurement orders to be submitted to various government institutions	450.00	260.90	0.60% for performance bank guarantee and 1% for financial bank guarantee	1 year	On demand
	Security	i. Personal guarantees of Sanjay Lodha, Navin Lodha, Niraj Lodha, Vivek Lodha and Madhuri Lodha. ii. 10% margin on bank guarantee.					

Principal terms of the financial arrangements entered into by our Company are disclosed below:

1. ***Penal Interest***: The terms of certain financing facilities availed by our Company prescribes penalties for non-compliance of certain obligations by our Company. These include, *inter alia*, delay in payment of or non-payment of instalments or interest, irregularity in cash credit, non-submission/delay in stock statement, non-submission of renewal data, non-compliance with covenants, use of funds for anything other than the purpose for which the loan was availed, non-payment / non acceptance of demand / usance bills of exchange on presenting at due dates etc. Further, the default interest payable on the facilities availed by us typically ranges from 1% to 24% per annum.

2. ***Pre-payment***: The terms of facilities availed by us typically have prepayment provisions which allow for pre-payment of the outstanding loan amount, subject to such prepayment penalties as laid down in the facility agreements. Such prepayment terms are set out below:

    i. Prepayment of most of our facilities does not allow prior to payment of 6 equated monthly instalments.

    ii. The rate of interest on prepayment varies from 0% to 6%.

3. ***Events of Default***: The financing arrangements entered into by our Company contain standard events of default, including:

    i. Default in performance of covenants, conditions or agreements in respect of the loan;

    ii. Default in payment of equated monthly instalments or any other amounts due to the lender;

    iii. Any unauthorized modification in the shareholding pattern of our Company including issuance of new shares in the share capital of our Company;

    iv. Any action taken or legal proceedings initiated for winding up, dissolution, or reorganisation or for appointment of receiver, trustee or similar officer of any of Company's assets;

    v. Any information provided by our Company for financial assistance found to be misleading or incorrect in any material respect;

    vi. Any default by our Company and/or the security provider under any other agreement or other document between our Company and/or the security provider and the bank or between our Company and/or the security provider and any third party;

    vii. An event where our Company ceases or provides notice to cease carrying on the business its carries

to any statutory regulatory authority and/or the bank;

viii. Change in control upon the management of our Company, ceasing to enjoy the confidence of the bank.

The details above are indicative and there are additional terms that may amount to an event of default under the financing arrangements entered into by our Company. We are required to ensure that the aforementioned events of default and other events of default, as specified under the agreements relating to the financing arrangements entered into by our Company, are not triggered.

4. ***Consequences of Events of Default:*** The financing arrangements entered into by our Company set out the consequences of occurrence of events of default, including:

   i. Obligation on part of the lender to make or continue to make the loan available, stands terminated;

   ii. The lender may demand all or any part of the amount due together with accrued interest and all other amounts accrued shall become due and payable immediately;

   iii. The lender may, without any prior notice to our Company, enforce any and/or all security created in its favour;

   iv. The lender may levy additional/ default interest;

   v. The lender may apply or appropriate or set off any credit balance standing on our Company's account with the lender towards satisfaction of any sum due;

   vi. The lender may invoke personal/ corporate guarantees of the guarantors or any other contractual comfort that may have been provided;

   vii. The lender may cancel the undrawn commitment and suspend withdrawals under the facility; or

   viii. The lender will have the right to appoint a nominee and/or observer on our Board. The details provided above are indicative and there may be additional terms, conditions and requirements under the specific financing arrangements entered into by our Company.

5. ***Restrictive Covenants***: Certain financing arrangements entered into by us contain restrictive covenants. An indicative list of such restrictive covenants is disclosed below. Our Company shall not without the prior approval of the lenders:

   i. Avail any credit facility or accommodation from any other bank(s) so long as the accounts continue in the books of the bank;

   ii. Change or in any way alter the capital structure of the borrowing concern;

   iii. Effect any scheme of amalgamation or reconstitution;

   iv. Implement a new scheme of expansion/ modernization or take up an allied line of business manufacture;

   v. Revaluing the assets of our Company;

   vi. Changing the accounting system of our Company radically;

   vii. Declare a dividend or distribute profits after deduction of taxes, except where the instalments of principal and interest payable to the bank are being paid regularly;

   viii. Enlarge the scope of other manufacturing/trading activities, if any undertaken at the time of the application and notified to the bank as such;

   ix. Withdraw or allow to be withdrawn any monies brought in by its proprietors, partners, relatives, and friends or proprietors/ partners/promoters or directors;

   x. Invest any funds by way of deposits, or loans or in share capital of any other concern (including subsidiaries) so long as any money is due to the bank; our Company will however be free to deposit funds by way of security, with third parties in the normal course of business or if required for the business;

xi. Any material change/s in the project;

xii. Undertake or permit any merger, de-merger, consolidation, reorganisation, scheme of arrangement or compromise with its creditors or shareholders or affect any scheme of amalgamation or reconstruction including creation of any subsidiary;

xiii. Permit any company to become its subsidiary without prior consent of the bank;

xiv. Create or permit to change any mortgage, charge (whether floating or specific), pledge, lien or other security interest on any of our Company's undertakings, properties or assets;

xv. Implement any scheme of expansion or diversification or capital expenditure except normal replacements indicated in funds flow statement submitted to and approved by the bank;

xvi. Voluntarily or involuntarily sell, transfer, grant, lease or otherwise dispose of or deal with, all or substantially all of its properties or assets or any division thereof in favour of any person; and

xvii. Invest by way of share capital in or lent or advance funds to or place deposits with any other company/firm/concern (including group companies/ associates)/persons. Normal trade credit or security deposit in the normal course of business or advance to employees can, however, be extended.

The details provided above are indicative and there may be additional terms, conditions and requirements under the specific financing arrangements entered into by our Company.

Unsecured Indebtedness

Sr. No.	Name of the Lender	Purpose	Amount Sanctioned (in ₹ millions)	Amount Outstanding* (as on February 28, 2023) (in ₹ million)	Rate of Interest/ Commission (p.a. in %)	Tenure
1.	Ashoka Bajaj Automobiles Private Limited	Business purpose	3.20	4.37	9	5 years with subsequent renewal of 5 year periods
2.	Crown Softech Private Limited	Business purpose	1.50	2.13	10	5 years with subsequent renewal of 5 year periods
3.	Dhanganga Vyappar Private Limited	Business purpose	4.30	4.87	9	5 years with subsequent renewal of 5 year periods
4.	Impact Intra-Solutions Private Limited	Business purpose	5.00	6.97	10	5 years with subsequent renewal of 5 year periods
5.	Leoline Suppliers Private Limited	Business purpose	4.00	4.87	9	5 years with subsequent renewal of 5 year periods
6.	Paramount Infracon Business Private Limited	Business purpose	0.80	1.14	10	5 years with subsequent renewal of 5 year periods
7.	Pee Kay Electronics Private Limited	Business purpose	2.50	3.55	10	5 years with subsequent renewal of 5 year periods

Sr. No.	Name of the Lender	Purpose	Amount Sanctioned (in ₹ millions)	Amount Outstanding* (as on February 28, 2023) (in ₹ million)	Rate of Interest/ Commission (p.a. in %)	Tenure
8.	Welfia Solutions Private Limited	Business purpose	28.60	19.10	10	5 years with subsequent renewal of 5 year periods
9.	Wind Infracon Private Limited	Business purpose	1.10	1.56	10	5 years with subsequent renewal of 5 year periods
10.	Sanjay Lodha	Business purpose	10.00	6.01	9	5 years with subsequent renewal of 5 year periods
11.	Niraj Lodha	Business purpose	4.62	4.66	9	5 years with subsequent renewal of 5 year periods

**Includes interest credited to loan account.*

Further, except as stated in the '*Related Party Transactions – Note no. 38*' on page 346, as of February 28, 2023, our Company has neither given any loan to nor taken any loan from our Group Companies and related parties.

Principal terms of the financial arrangements of these unsecured loans entered into by our Company are disclosed below:

i. The transactions under these agreements are confidential for both the parties. Therefore, we require consent from the party to disclose the same to any third party, its representatives.

ii. The rate of interest charged on the unsecured loans availed by our Company ranges from 9% to 10% per annum.

The unsecured loans availed by our Company shall be repaid in 5 years. There will be an automatic renewal of an additional 5 years after loan agreement expires unless terminated by either party by providing a prior 3 month notice of termination to the other party. Further, our unsecured loans are not recallable.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as at September 30, 2022 on the basis of our Restated Financial Statements, and as adjusted for the proposed Offer. This table should be read in conjunction with '*Risk Factors*', '*Management's Discussion and Analysis of Financial Condition and Results of Operations*', '*Restated Financial Statements*' on pages 36, 378 and 292, respectively.

(In ₹ million, except ratios)

Particulars		**Pre-Offer as at September 30, 2022[(1)]**	**Post-Offer[(2)]**
Borrowings:			
Current borrowings[(3)]		112.74	**[●]**
Non-current borrowings (including current maturity)[(4)]		130.06	**[●]**
Lease Liability [(5)]		33.09	**[●]**
Total borrowings[(6)]	**(A)**	**275.89**	**[●]**
Shareholders' funds:			**[●]**
Equity Share capital		56.58	**[●]**
Other equity		535.16	**[●]**
Total Equity	**(B)**	**591.74**	**[●]**
Ratio: Total Borrowings / Total equity (in times)	**(A)/(B)**	**0.47**	**[●]**

Notes:

1. *The above table has been computed on the basis of the Restated Financial Statements.*
2. *The corresponding post-Offer data is not determinable at this stage pending the completion of the Book Building Process. Accordingly, this data has not been provided in the above table.*
3. *Current borrowing is considered as borrowing due within 12 months from the balance sheet date.*
4. *Non-current borrowing is considered as borrowing other than current borrowing, as defined above and also includes the current maturities of long term borrowing.*
5. *The above statement includes lease liability as per Ind AS 116 disclosed under the Restated Financial Statements.*
6. *Total borrowing excludes interest accrued and due on borrowings.*
7. *The Equity Shares of face value of ₹10 each were sub-divided into Equity Shares of face value of ₹2 each pursuant to the resolution of our Board at its meeting held on February 15, 2023 and the special resolution of our Shareholders at their meeting held on February 16, 2023.*
8. *Our Board in its meeting dated February 20, 2023 allotted 22,632,880 Equity Shares of face value of ₹2 each pursuant to a bonus issue in the ratio of 4 Equity Shares for 5 existing Equity Shares held by our Shareholders.*
9. *The impact of events mentioned at points 7 and 8 above has not been taken into account for the above disclosure of information.*

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion is intended to convey our management's perspective on our financial condition and results of our operations. Our Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year or a Fiscal are to the 12 months ended March 31 of that year.

You should read the following discussion in conjunction with the Restated Financial Statements included in this Draft Red Herring Prospectus as at and for the 6 months period ended September 30, 2022, as at and for the 6 months period ended September 30, 2021, and as at for the Financial Years ended March 31, 2022, March 31, 2021 and March 31, 2020 including the related notes, schedules, and annexures. For further information, see 'Restated Financial Statements' on page 292.

The Restated Financial Statements included in this Draft Red Herring Prospectus are prepared and presented in accordance with requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on 'Reports in Company Prospectuses (Revised 2019)' issued by the ICAI, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries, and our assessment of the factors that may affect our prospects and performance in future periods. This discussion may include certain forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors or contingencies, including those described below and elsewhere in, this Draft Red Herring Prospectus. For further information, see 'Forward-Looking Statements' on page 24. Also read 'Risk Factors' and 'Principal factors affecting our financial condition and results of operations' on pages 62 and 381, respectively, for a discussion of certain factors or contingencies that may affect our business, financial condition or results of operations.

Unless otherwise indicated, industry and market data used in this section has been derived from F&S Report by F&S appointed by us pursuant to engagement letter dated December 8, 2022, and exclusively commissioned and paid for by us in connection with the Offer. Unless otherwise indicated, all industry and other related information derived from the F&S Report and included herein with respect to any particular year refers to such information for the relevant calendar year. F&S was appointed by our Company and is not connected to our Company, our Directors, and our Promoters. A copy of the F&S Report is available on the website of our Company at www.netwebindia.com/investors. For further details and risks in relation to commissioned reports, see 'Risk Factor - This Draft Red Herring Prospectus contains information from an industry report prepared by F&S which we have commissioned and paid for' on page 60.

In this chapter any and all reference to our Company and, or, its operations prior to August 16, 2016 are to the business as it was operated through the proprietorship viz. M/s Netweb Technologies.

OVERVIEW

We are one of India's leading high-end computing solutions (**HCS**) provider, with fully integrated design and manufacturing capabilities. *(Source: F&S Report)*. Our HCS offerings comprises (i) high performance computing (**Supercomputing / HPC**) systems; (ii) private cloud and hyperconverged infrastructure (**HCI**); (iii) AI systems and enterprise workstations; (iv) high performance storage (**HPS / Enterprise Storage System**) solutions; (v) data centre servers; and (vi) software and services for our HCS offerings. We are one of India's leading Indian origin, owned and controlled OEM in the space of HCS providing Supercomputing systems, private cloud and HCI, data centre servers, AI systems and enterprise workstations, and HPS solutions. *(Source: F&S Report)* In terms of number of HPC installations, we are one of the most significant OEMs in India amongst others. *(Source: F&S Report)*. Since the inception of the erstwhile sole proprietorship, one of our Promoters, Sanjay Lodha, M/s Netweb Technologies, which our Company had acquired in August, 2016, until February 28, 2023, we have undertaken installations of (i) over 300 Supercomputing systems, (ii) over 50 private cloud and HCI installations; (iii) over 4,000 accelerator / GPU based AI systems and enterprise workstations; and (iv) HPS solutions with throughput storage of up to 450 GB/ sec. For further details of the acquisition of the sole proprietorship, see '*History and Certain Other Corporate Matters'* on page 251

We cater to marquee Customers across various end-user industries such as information technology, information technology enabled services, entertainment and media, banking, financial services and insurance (**BFSI**), national data centres and government entities including in the defence sector, education and research development institutions (**Application Industries**) such as Indian Institute of Technology (**IIT**) Jammu, IIT Kanpur, NMDC Data Centre Private Limited (**NMDC Data Centre**), Airamatrix Private Limited (**Airamatrix**), Graviton

Research Capital LLP (**Graviton**), Institute of Nano Science and Technology (**INST**), HL Mando Softtech India Private Limited (**HL Mando**), Dr. Shyam Prasad Mukherjee International Institute of Information Technology, Naya Raipur (**IIIT Naya Raipur**), Jawaharlal Nehru University (**JNU**), Hemvati Nandan Bahuguna Garhwal University (**Hemvati University**), Akamai India Networks Private Limited (**Akamai**), A.P.T. Portfolio Private Limited (**A.P.T.**), and Yotta Data Services Private Limited (**Yotta**). We also cater to an Indian Government space research organisation and an R&D organisation of the Ministry of Electronics and Information Technology, Government of India which is involved in carrying out R&D in information technology and electronics and associated areas including Supercomputing.

We design, manufacture and deploy our HCS comprising proprietary middleware solutions, end user utilities and pre-compiled application stack. We develop homegrown compute and storage technologies, deploy supercomputing infrastructure to meet the rising computational demands of businesses, academia, and research organisations, particularly, under India's National Supercomputing Mission. Further, thus far, 2 of our supercomputers have been listed 10 times in the world's top 500 supercomputers. (*Source: F&S*)

Over the years we have designed, developed and deployed some of India's most powerful Supercomputing systems as set out below:

Supercomputer	Year of Deployment	User	Speed in teraflops (Rpeak)	Speed in teraflops (Rmax)	Particulars
AIRAWAT[#]	2022[#]	An R&D organisation of the Ministry of Electronics and Information Technology, Government of India which is involved in carrying out R&D in information technology and electronics and associated areas including Supercomputing[#]	6,080.00[#]	4,256.00[#]	Expected to be India's largest and fastest AI Supercomputing system[#]
Agastya	2020	IIT Jammu	256.00	161.00	At the time of commissioning it was India's 27th fastest supercomputer
PARAM Ambar	2019	Indian Space Research Organisation (**ISRO**), Government of India	1,384.85	919.61	At the time of commissioning it was India's 4th fastest supercomputer
Hartree	2018	National Institute of Science Education and Research (**NISER**), Bhubaneshwar	51.90	38.87	At the time of commissioning it was India's 29th fastest supercomputer
Kalinga upgrade	2016 and 2020	NISER, Bhubaneshwar	249.37	161.42	At the time of commissioning it was

Supercomputer	Year of Deployment	User	Speed in teraflops (Rpeak)	Speed in teraflops (Rmax)	Particulars
					India's 26th fastest supercomputer
Kohinoor 3	2016	TIFR-TCIS Hyderabad	70.85	43.59	At the time of commissioning it was India's 20th fastest supercomputer
PARAM YUVA-II	2013	Centre for Development of Advanced Computing, India (**CDAC**)	529.38	386.71	At the time of its commissioning it was the 69th most powerful supercomputer in the world
Kabru	2004	The Institute of Mathematical Sciences, Chennai	1,382.40	1,002.00	Our first supercomputing system which was, then, one of the top 500 most powerful supercomputing systems in the world

Rpeak – maximum theoretical performance
Rmax – maximum performance achieved
1 teraflop = one trillion (10^{12}) floating-point operations per second
Other than #, the content of the above table is sourced from F&S Report

We have recently, in Fiscal 2023, forayed into developing new product lines, *viz.*, Network Switches and 5G ORAN Appliances.

Network Switches and 5G ORAN Appliances are critical to the data center industry for enterprise IT, and the telecommunication industry for enabling 5G services, and are expected to (i) address the dearth in Indian network switch market which has significantly fewer Indian network switch OEM; and (ii) reduce India's dependency on foreign OEMs. Adoption of high throughput – low latency network switches in data centres and 5G networks has been proliferating at a very high pace which further necessitates higher security, reliability, and greater operational efficiencies with lower latencies. (*Source: F&S Report*) We have recently introduced 5G cloud on core and edge for an international telecommunication service provider.

We operate out of our manufacturing facility located in Faridabad, Haryana (**Manufacturing Facility**) which is equipped with capabilities to (i) design, develop, manufacture and test our products, and (ii) cater to our software and service portfolio. In addition to our registered office in Faridabad, we have 15 offices across India. Our Manufacturing Facility has received ISO 9001:2015 (Quality Management System), ISO 14001:2015 (Environmental Management System) and ISO/IEC 27001:2013 (Information Security Management System) certificates from International Benchmarking & Certifications.

Our ability to offer a wide array of products and solutions offerings is enabled and supported by our dedicated R&D team at our R&D facilities located in Faridabad and Gurgaon, Haryana, and Hyderabad, Telangana (**R&D Facilities**). As at February 28, 2023, our R&D team comprised 35 members.

We are compliant with the 'Make in India' policy of the Government of India and are also one of the few OEMs in India eligible to seek production linked incentives in terms of the Government of India's Production Linked Incentive Scheme for IT Hardware (**IT Hardware PLI Scheme**) and the Production Linked Incentive Scheme for Promoting Telecom and Networking Products Manufacturing in India (**Telecom and Networking PLI Scheme**) for the manufacture of servers. *(Source: F&S Report)*

We collaborate with various technology partners, such as Intel Americas, Inc. (**Intel**), Advanced Micro Devices, Inc. (**AMD**), Samsung India Electronics Private Limited, Nvidia Corporation (**Nvidia**), and Seagate India Private Limited to design and innovate products and provide services tailored to specific customer requirements. We also independently design and innovate our products and solutions offerings and provide services tailored to specific customer requirements.

Our Order Book value as at March 31, 2022, September 30, 2022 and February 28, 2023 was ₹ 485.61 million, ₹ 1,279.94 million, and ₹ 981.24 million, respectively.

PRINCIPAL FACTORS AFFECTING OUR FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Retaining our existing customers and augmenting our customer base

Our ability to grow our business requires us to (i) retain our Customers; (ii) deepen our relationship with our existing Customers; and (iii) expand our customer base. We continually engage with Customers to understand their requirements better to be able to provide more holistic services and to identify new business opportunities as and when they arise. Our constant endeavour is to nurture every client relationship to ensure that it translates into long term association. Our expertise developed over the years in system design and architecture, has helped us innovate and build bespoke solutions. Additionally, to design and develop new products and solutions offering, we also track developments in the markets in relation to our products and solutions offerings to ensure that we are able to anticipate emerging needs. This enables us to better tailor our product and solutions offering to the needs of our Customers. Hence, understanding the needs of our Customers also help us deepen our existing relationships and forge long-term and more successful relationships. This approach is also followed while seeking to establish new relationships. Further, we continuously seek to augment our customer base including by venturing into new business verticals such as the 5G and private 5G solutions and Network Switches. We also cater to a large number of Government Customers including various IITs, an R&D organisation of the Ministry of Electronics and Information Technology, Government of India which is involved in carrying out R&D in information technology and electronics and associated areas including Supercomputing and an Indian Government space research organisation.

Currently, a significant portion of our revenue from operations is derived from our top 10 Customers. In the 6 months period ended September 30, 2022, the 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021, and Fiscal 2020, our top 10 Customers contributed ₹ 689.71 million, ₹ 586.60 million, ₹ 1,222.02 million, ₹ 746.27 million and ₹ 873.70 million constituting 48.23%, 58.90%, 49.47%, 52.26% and 56.00%, respectively, to our revenue from operation. Using Fiscal 2016 as the base year, the average relationship of our top 10 Customers by revenue from operations for the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021 and Fiscal 2022, Fiscal 2021 and Fiscal 2020 was 4.17 years, 3.88 years, 4.08 years, 4.33 years and 2.80 years, respectively. Further, during the Fiscal 2022, we catered to over 1,819 Customers of which 300 repeat Customers have been associated with us for over a period of 4.63 years. Repeat Customers contributed ₹ 1,202.60 million, ₹ 903.71 million, ₹ 1,920.22 million, ₹ 1,255.04 million and ₹ 1,216.40 million amounting to 84.09%, 90.74%, 77.73%, 87.90% and 77.97% of our revenue from operations for 6 months period ended September 30, 2022, 6 months period ended September 30, 2021 and Fiscal 2022, Fiscal 2021 and Fiscal 2020, respectively.

Additionally, while currently we have various business verticals, Supercomputing Systems, and private cloud and HCI, have generally been our largest revenue generating business verticals, and in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, these 2 verticals cumulatively contributed ₹ 872.70 million, ₹ 590.21 million, ₹ 1,508.84 million, ₹ 544.16 million and ₹ 978.58 million constituting 61.02%, 59.27%, 61.08%, 38.11% and 62.73%, respectively, to our revenue from operations. Therefore, our continued success and growth will depend on our continuing to receive the patronage of our existing Customers while simultaneously broadening and augmenting our customer base.

Significant product development and innovation through R&D

We are one of India's leading HCS provider with fully integrated design and manufacturing capabilities. *(Source: F&S Report)*. Our business and our reputation, therefore, are intrinsically linked to our ability to constantly innovate the design of our product and solutions offering and broaden our product and solution portfolio. For us to be able to continually ideate and innovate, we must hone our R&D capabilities. To this end, we have an in-

house R&D team which as on February 28, 2023, comprised 35 technically skilled and professionally qualified personnel, constituting 13.36% of our workforce. Our R&D team is headed by Mukesh Golla, Chief Research & Development Officer, holds a degree of Bachelor of Technology, Computer Science from Jawaharlal Nehru Technology University and has been associated with our HCS since 2004. Our dedicated R&D teams are based in Faridabad, Hyderabad and Gurgaon, comprising 31, 1 and 3 members, respectively. Our R&D team which has 21 engineers, 6 master's in computer applications, 1 bachelor's in computer application, 2 science graduates, 4 graduates in commerce/arts and 1 MBA constitutes 13.36% of our total workforce.

Our dedicated R&D Facilities have enabled us to increase our product lines to 8 viz., Tyrone Cluster Manager, KUBYTS, VERTA, ParallelStor, Collectivo, SKYLUS and Tyrone Camarero AI Systems and GPU System.

Our R&D team's in-depth understanding of high-end computing solutions, their ability to meet the advanced technological challenges and their constant efforts at innovation, coupled with experience in working on innovative products in India, enable us to anticipate and envision the future needs of our Customers and the market. Our R&D efforts are also supported by our collaboration with our technology partners such as Intel, AMD, Samsung, Nvidia and Seagate, and currently, we are working primarily with Intel, Nvidia and AMD to augment our products portfolio.

Improving our operational efficiency and managing our operating expenses

Our cost of materials consumed is the most significant aspect of our operating cost and, of our total expenses. Our components used in our operations comprise PCB and PCB assemblies using surface mount technology, chassis, microprocessors, hard disk drives, dynamic RAM and solid state drives. Additionally, given the nature of our business our employee benefits expense is also an important element of our costs. Set out in the table below is a break-up of cost of materials consumed, cost of goods sold, employee benefits expense, and other expenses as a percentage of our operating cost.

(₹ in million)

Particulars	For the 6 months period ended September 30, 2022	As a % of total operating cost	For the 6 months period ended September 30, 2021	As a % of total operating cost	Fiscal 2022	As a % of total operating cost	Fiscal 2021	As a % of total operating cost	Fiscal 2020	As a % of total operating cost
Cost of materials consumed	1,009.15	83.92	617.71	71.61	1,780.98	83.84	1,186.29	92.39	1,294.78	87.52
Cost of goods sold*	1,008.52	83.86	754.89	87.52	1,864.58	87.77	1,061.58	82.67	1,274.33	86.14
Employee benefits expense	104.67	8.70	69.62	8.07	152.05	7.16	127.42	9.92	107.83	7.29
Other expenses	89.39	7.43	38.05	4.41	107.71	5.07	95.05	7.40	97.27	6.57
Total operating costs**	**1,202.58**	**100.00**	**862.56**	**100.00**	**2,124.34**	**100.00**	**1,284.05**	**100.00**	**1,479.43**	**100.00**

** Cost of goods sold is taken as a sum of cost of material consumed and change in inventories of finished goods and work in progress*

***Aggregate of cost of goods sold, employee benefits expense and other expenses.*

Set out in the table below is a break-up of our operating costs in relation to our revenue from operations.

(₹ in million)

Particulars	For the 6 months period ended September 30, 2022	As a % of revenue from operations	For the 6 months period ended September 30, 2021	As a % of revenue from operations	Fiscal 2022	As a % of revenue from operations	Fiscal 2021	As a % of revenue from operations	Fiscal 2020	As a % of revenue from operations
Cost of materials consumed	1,009.15	70.56	617.71	62.03	1,780.98	72.09	1,186.29	83.08	1,294.78	82.99

Particulars	For the 6 months period ended September 30, 2022	As a % of revenue from operations	For the 6 months period ended September 30, 2021	As a % of revenue from operations	Fiscal 2022	As a % of revenue from operations	Fiscal 2021	As a % of revenue from operations	Fiscal 2020	As a % of revenue from operations
Cost of goods sold*	1,008.52	70.52	754.89	75.80	1,864.58	75.48	1,061.58	74.35	1,274.33	81.68
Employee benefits expense	104.67	7.32	69.62	6.99	152.05	6.16	127.42	8.92	107.83	6.91
Other expenses	89.39	6.25	38.05	3.82	107.71	4.36	95.05	6.66	97.27	6.23
Total operating cost**	**1,202.58**	**84.09**	**862.56**	**86.61**	**2,124.34**	**85.99**	**1,284.05**	**89.93**	**1,479.43**	**94.83**

**Cost of goods sold is taken as a sum of cost of material consumed and change in inventories of finished goods and work in progress*

*** Aggregate of cost of goods sold, employee benefits expense and other expenses.*

Set out in the table below are details of our gross profit and gross profit margin.

(₹ in million)

Particulars	For the 6 months period ended September 30, 2022	For the 6 months period ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
Revenue from operations	1,430.19	995.88	2,470.33	1,427.87	1,560.07
Cost of goods sold*	1,008.52	754.89	1,864.58	1,061.58	1,274.33
Gross profit**	421.67	240.99	605.75	366.29	285.74
Gross Profit margin (%)#	29.48	24.20	24.52	25.65	18.32

** Cost of goods sold is taken as a sum of cost of material consumed and change in inventories of finished goods and work in progress*
*** Gross profit = Revenue from operations (-) Cost of goods sold*
 # Gross Profit margin = Gross profit divided by revenue from operations for the period/year

We have also been able to contain the cost of components consumed over the years, and the components consumed as a percentage of revenue from operations has reduced from 82.99% in Fiscal 2020 to 72.09% in Fiscal 2022, whereas it increased from 62.03% in the 6 month period ended September 30, 2021 to 70.56% in the 6 month period ended September 30, 2022. However, the more appropriate metric to analyse our operating efficiencies is the cost of goods sold as a percentage of revenue from operations, as the cost of goods sold factors in the changes in inventories of finished goods and work-in-progress. Hence cost of goods sold as a percentage of revenue from operations has reduced from 81.68% in Fiscal 2020 to 75.48% in Fiscal 2022, whereas it further decreased from 75.80% in the 6 month period ended September 30, 2021 to 70.52% in the 6 month period ended September 30, 2022.

Given the nature of our business operations the cost of material consumed which is our component cost, and our employee benefits expense will continue to be significant aspect of our total expenses. Therefore, any significant increase in our cost of components, to the extent we are unable to pass it on to our Customers, will impact on our profitability. Nevertheless, as demonstrated in the immediately preceding table, our gross profit has consistently increased, as a consequence of increase in value add of our products by bundling our proprietary software solutions with our products. Our gross profits have increased at a CAGR of 45.60% between Fiscal 2020 and Fiscal 2022 due to increase in our revenue from operations coupled with reduction in our cost of goods sold as a percentage of revenue from operations.

Further, while we procure our components from multiple vendors, in the 6 month period ended September 30, 2022, the 6 month period ended September 30, 2021, Fiscal 2022, Fiscal 2021, and Fiscal 2020, our top 10 vendors accounted for 88.95%, 90.87%, 84.67%, 86.40% and 84.78%respectively, of our total procurement of components.

Therefore, our profitability will depend to a large extent on improving our operational efficiencies and on our ability to control our operating costs.

(₹ in million)

Particulars	For the 6 month period ended September 30, 2022	For the 6 month period ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
Revenue from operation	1,430.19	995.88	2,470.33	1,427.87	1,560.07
Cost of goods sold*	1,008.52	754.89	1,864.58	1,061.58	1,274.33
Employee benefits expense	104.67	69.62	152.05	127.42	107.83
Other expenses	89.39	38.05	107.71	95.05	97.27
EBITDA**	230.19	135.31	355.07	158.86	92.87
EBITDA margin(%)***	16.10	13.59	14.37	11.13	5.95

** Cost of goods sold is taken as a sum of cost of material consumed and change in inventories of finished goods and work in progress.*

***EBITDA is calculated as profit for the period/year plus tax expense, depreciation and amortisation expenses and finance cost for the period/year.*

****EBITDA margin is the percentage of EBITDA divided by revenue from operations for the period/year.*

Our EBITDA for the 6 month period ended September 30, 2022, 6 month period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020 was ₹ 230.19 million, ₹ 135.31 million, ₹ 355.07 million, ₹ 158.86 million and ₹ 92.87 million, respectively. Our EBITDA margins have improved significantly from 5.95% in Fiscal 2020 to 14.37% in Fiscal 2022. Also, our EBITDA margins in the 6 month period ended September 30, 2021 was 13.59% which improved to 16.10% in the 6 month period ended September 30, 2022. This significant improvement was as a consequence of optimisation of product mix and higher value add, higher operating leverage and increased scale of operations.

Government policies and adoption of HCS by the Government of India

We are an Indian origin OEM to build Supercomputing systems, private cloud and HCI, data centre servers, AI systems and enterprise workstations, and HPS solutions under the 'Make in India' initiative of the Government of India. The Government of India attaches high priority to electronics hardware manufacturing and it is one of the important pillars of both 'Make in India' and 'Digital India' programmes of Government of India. Besides the economic imperative, focus on electronics hardware manufacturing up to the integrated circuit or chip level is required due to the growing security concerns. The ESDM industry is of strategic importance as well. *(Source: F&S Report)* The Government of India has also in CY 2021 announced the IT Hardware PLI Scheme and Telecom and Networking PLI Scheme, respectively. Government measures aimed at driving digital infrastructure growth include the Digital India initiative. Some of the Digital India initiative programmes are DigiLocker, e-Hospitals, ePathshala, Bharat Interface for Money (**BHIM**) etc. Further, defense and government activities are supported by AI & EW systems for enhanced decision-making and productive work performance in India. Additionally, it aids in enhancing government payment schemes that make precise, practical, and safe payments for child support, pensions, and unemployment insurance. The GPU that is an integral part of the AI & EW is utilised in government supercomputers and hyper converged infrastructure applications to boost mobility, increase security, and cut maintenance costs. *(Source: F&S Report)*

Our Company is compliant with the 'Make in India' policy of the Government of India and we are also one of the few OEMs in India eligible to participate in both the IT Hardware PLI and Telecom and Networking PLI schemes. Our Manufacturing Facility has also received a 'ZED Bronze' certification from the Ministry of Micro, Small and Medium Enterprises, Government of India under the MSME Sustainable (ZED) Certification Scheme. Moreover, in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, our revenues from Government Customers was ₹ 730.74 million, ₹ 279.08 million, ₹ 1,527.56 million, ₹ 664.89 million and ₹ 969.18 million constituting 51.09%, 28.02%, 61.84%, 46.57%% and 62.12%, respectively, of our revenue from operations.

Further, the Government of India in the budget for Fiscal 2024 has announced that *"for realizing the vision of "Make AI in India and Make AI work for India", three centres of excellence for Artificial Intelligence will be set-up in top educational institutions." (Budget Speech, Minister of Finance, February 1, 2023).* In the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021 and Fiscal 2020, our revenues from our AI systems and enterprise workstations business vertical contributed contributed ₹ 160.69 million, ₹ 95.64 million, ₹ 243.12 million, ₹ 145.65 million and ₹ 168.34 million constituting 11.24%, 9.60%, 9.84%, 10.20%, and 10.79%, respectively, to our revenue from operations. We have recently, in Fiscal 2023, forayed into developing new product lines, *viz.*, Network Switches and 5G ORAN Appliances. Therefore, we expect to work towards garnering business opportunities arising out Government policies.

Expanding geographic footprints in EMEA (i.e., Europe, Middle East and Africa)

We are high-end computing solutions provider based in India catering to many Indian and multinational Customers based in India. Our focus over the years has been to build our technological, and our design and development, capabilities and our customer base demonstrates our ability to compete successfully in a highly competitive market like India. Further, in Fiscal 2022, we commenced providing cloud migration and 5G services to Customers. We, now, propose to expand and grow our geographical footprint in EMEA by offering the following HCS, (i) private cloud and HCI, (ii) HPC solutions, (iii) AI systems and enterprise workstations, and (iv) 5G products and solutions, where our Company has already established its footprints. Further, the 5G market in European and Africa countries is expected to grow at a CAGR of 45.7% between Fiscal 2023 and Fiscal 2029. (*Source: F&S Report*) and we propose to focus on 5G IT infrastructure roll-outs that require our specialised solutions and leverage our existing strengths. We already cater to a number of Indian multinational companies that have operations overseas and we propose to start by leveraging our existing relationship to expand our business and cater to the international operations of such companies.

Additionally, in the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021 and in Fiscal 2022, Fiscal 2021 and Fiscal 2020, our Company had incurred expenses (excluding capital expenditure) aggregating ₹ 918.32 million, ₹ 383.78 million, ₹ 1,259.11 million, ₹ 906.16 million and ₹ 678.57 million, respectively, in foreign currency (primarily USD) constituting 64.21%, 38.54%, 50.97%, 63.46% and 43.50%, of our revenue from operations, whereas our revenues in foreign currency for the said periods were ₹ 1.65 million, ₹ 9.31 million, ₹ 28.05 million, Nil and Nil, respectively. Further, our capital expenditure in foreign currency during 6 months period ended September 30, 2022, 6 months period ended September 30, 2021 and in Fiscal 2022, Fiscal 2021 and Fiscal 2020 was Nil, ₹ 0.30 million, ₹ 31.35 million, Nil and Nil, respectively. The Indian Rupee has been steadily depreciating against the USD and has between April 3, 2020 and December 30, 2022, depreciated by over 9.18%, and executing projects in overseas markets will also result in increased foreign exchange revenue which will act as a natural hedge against our foreign currency expenses.

KEY PERFORMANCE INDICATORS

Set out below are certain Key Performance Indicators of our Company:

Particulars	6 months period ended		Fiscal		
	September 30, 2022	September 30, 2021	2022	2021	2020
Sale of products (in ₹ million)	1,400.78	967.68	2,401.78	1,402.90	1,531.97
Sale of services (in ₹ million)	29.41	28.20	68.55	24.97	28.10
Revenue from operations (in ₹ million)	1,430.19	995.88	2,470.33	1,427.87	1,560.07
Cost of goods sold (**COGS**) (in ₹ million)	1,008.52	754.89	1,864.58	1,061.58	1,274.33
Gross margin (in %)	29.48	24.20	24.52	25.65	18.32
EBITDA (in ₹ million)	230.19	135.31	355.07	158.86	92.87

Particulars	6 months period ended		Fiscal		
	September 30, 2022	September 30, 2021	2022	2021	2020
EBITDA margin (in %)	16.10	13.59	14.37	11.13	5.95
Profit for the period / year (in ₹ million)	147.32	81.96	224.53	82.30	39.06
Profit margin (in %)	10.30	8.23	9.09	5.76	2.50
Return on equity (**ROE**)* (in %)	28.46	31.59	67.85	46.41	33.39
Return on capital employed (**ROCE**)* (in %)	26.07	24.22	51.63	35.54	30.73
Total borrowings (in ₹ million)	275.89	232.25	344.84	305.38	152.26
Net debt (in ₹ million)	238.96	218.38	324.58	285.14	132.28
Net debt - equity ratio* (in times)	0.40	0.73	0.73	1.31	0.97
Net debt – EBITDA* (in times)	1.04	1.61	0.91	1.79	1.42
Asset turnover ratio* (in times)	9.75	15.05	22.69	21.68	25.09

** Not annualized for the 6 months period ended September 30, 2022 and September 30, 2021.*

Notes:

1. *Gross Margin: Percentage of total revenue from operations for the period/year less cost of goods sold for the period/year divided by total revenue from operations for the period/year. Cost of goods sold is taken as a sum of cost of material consumed and change in inventories of finished goods and work in progress.*
2. *EBITDA is calculated as profit for the period/year plus tax expense, depreciation and amortisation and finance cost for the period/year, while EBITDA margin is the percentage of EBITDA divided by total revenue from operations for the period/year.*
3. *Profit margin is a percentage of Profit for the period/year divided by total revenue from operations for the period/year.*
4. *Return on Equity is calculated as Profit for the period/year divided by average Equity.*
5. *Return on Capital Employed is calculated as earnings before interest and taxes expenses (EBIT) for the period/year divided by average capital employed. EBIT is calculated as EBITDA for the period/year less depreciation for the period/year and capital employed is sum of equity, total borrowings and deferred tax liabilities.*
6. *Total borrowings are current and non-current borrowings plus current and non-current lease liabilities.*
7. *Net Debt is total borrowings reduced by Cash & Cash equivalents.*
8. *Net Debt to equity is calculated as Net Debt divided by equity.*
9. *Net Debt to EBITDA is calculated as Net Debt divided by EBITDA for the period/year.*
10. *Asset Turnover Ratio: Total revenue from operations for the period/year divided by Total Assets, where Total Assets is sum of Property, Plant and Equipment (Net Block), Capital Work in Progress, Right of Use assets, Intangible assets (Net Block) and Intangible Assets under development.*

SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these Financial Statements. These policies have been consistently applied to all the years/ six months presented, unless otherwise stated.

2.01 Basis of preparation and presentation of restated financial statement

i) Compliance with IndAS

The Restated Financial Statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013.

These Statements have been prepared by the Management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time, issued by the Securities and Exchange Board of India ('**SEBI**') on 11 September 2018, in pursuance of the Securities and Exchange Board of India Act, 1992 ("**ICDR Regulations**") for the purpose of inclusion in the Draft Red Herring Prospectus ('**DRHP'**) in connection with its proposed initial public offering of equity shares of face value of Rs. 2 each of the Company comprising a fresh issue of equity shares and an offer for sale of equity shares held by the selling shareholders (the "**Offer**"), prepared by the Company 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 from time to time; and

(c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (**ICAI**) (the "**Guidance Note**").

ii) The Restated Financial Statements of the Company comprise of the Restated Statement of Assets and Liabilities as at 30 September 2022, 30 September 2021, 31 March 2022 and 31 March 2021 and 31 March 2020, Restated Statement of Profit and Loss (including Other Comprehensive Income), Restated Statement of Cash Flow and Restated Statement of Changes in Equity for the six months ended 30 September 2022, 30 September 2021 along with year ended 31 March 2022 and 31 March 2021 and 31 March 2020, the Summary statement of Significant Accounting Policies and Notes to Restated Financial Information (collectively, the '**Restated Financial Statements**' or '**Statements'**).

iii) The Restated Financial Statements have been compiled from:

(a) Audited Special Purpose Interim Financial Statements of the company as at and for the six months period ended 30 September 2022 and 30 September 2021 prepared in accordance with the Indian Accounting Standard 34 "Interim Financial Reporting" (referred to as '**Ind AS'**) as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other recognized accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on March 24, 2023.

(b) Audited Special Purpose Financial Statements of the Company as at and for the year ended 31 March 2022, 31 March 2021 and 31 March 2020 prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, to the extent applicable, and the presentation requirements of the Companies Act, 2013 which have been approved by the Board of Directors at their meeting held on March 24, 2023.

The financial statement for the period ended 30 September 2022 is the first set of Financial Statements prepared in accordance with the requirements of IND AS 101 - First time adoption of Indian Accounting Standards. Accordingly, the transition date to IND AS is 01 April 2021. Upto the Financial year ended March 31, 2022, the Company prepared its financial statements in accordance with accounting standards notified under the Section 133 of the Act, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ("**Indian GAAP**" or "**Previous GAAP**") due to which the Special purpose Ind AS financial statements were prepared for the purpose of Initial Public Offer (**IPO**).

The Special purpose Ind AS Financial Statements as at and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and

optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (April 01, 2021) and as per the presentation, accounting policies and grouping/classifications including revised Schedule III disclosures followed as at and for the six months period ended September 30, 2022.

iv) In pursuance to ICDR Regulations, the Company is required to provide Financial Statements (FS) prepared in accordance with Indian Accounting Standard (Ind AS) for all the three years and the stub period (if applicable) audited and certified by the statutory auditor(s) who holds a valid certificate by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI). To comply with such requirements, the company has prepared special purpose Ind AS financial statements for the financial years ending March 31, 2022, March 31, 2021 and March 31, 2020. The special purpose Ind AS financial statements with required restatement have been included in the restated financial statements prepared for the purpose of filing the DRHP.

v) The Restated Financial Statements have been prepared to contain information/disclosures and incorporating adjustments set out below in accordance with the ICDR Regulations:-

(i) Adjustments to the profits or losses of the earlier periods for the changes in accounting policies if any to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods and of material errors, if any;

(ii) Adjustments for reclassification/regroupings of the corresponding items of income, expenses, assets and liabilities retrospectively in the years ended March 31, 2022, March 31, 2021 and March 31, 2020 & for the period ended September 30 2021, in order to bring them in line with the groupings as per the Restated Financial Information of the Company for the period ended September 30 2022 and the requirements of the SEBI Regulations, if any; and

(iii) The resultant impact of tax due to the aforesaid adjustments, if any.

vi) Historical cost convention

The Restated Financial Statements have been prepared on a historical cost basis, except for the following assets and liabilities:

(i) Certain financial assets and liabilities that are measured at fair value

(ii) Defined benefit plans-plan assets measured at fair value

vii) The Restated Financial Statements are presented in Indian Rupees ('INR') and all values are rounded to nearest millions (INR '000,000) upto two decimal places, except when otherwise indicated.

2.02 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non- current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and deferred tax liabilities are classified as non- current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

2.03 Property, plant and equipment

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of input tax credit availed wherever applicable. Subsequent costs are included in asset's carrying amount or recognised as separate assets, as appropriate, only when it is probable that future economic benefit associated with the item will flow to the Company and the cost of item can be measured reliably. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on property, plant and equipment is provided on prorata basis on written-down value method using the useful lives of the assets estimated by management and in the manner prescribed in Schedule II of the Companies Act 2013 along with residual value 5 % . The useful life is as follows:

Assets	**Useful life (in years) As per schedule II.**	**Estimated useful life by co. (in years)***
Building	30-60	60
Plant and machinery	15	5-15
Furniture and fixtures	10	3-10
Vehicles	8-10	8-10
Office equipment	5	3-5
Computers and servers	3-6	3-6
Electrical Installations	10	10

*Based on Internal assessment the management believes that the useful life given above best represent the period over which management expects to use these assets

Land is carried at historical cost and is not depreciated.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all the items of property, plant and equipment recognized as at 1 April 2019, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

2.04 Intangible assets

Separately acquired intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related

expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over their useful economic lives 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 is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from disposal of the intangible assets 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 and loss when the assets are disposed off.

Intangible assets with finite useful life are amortized on a written down value basis over the estimated useful economic life of 6 years, which represents the period over which the Company expects to derive economic benefits from the use of the assets.

Intangible Assets under development includes cost of intangible assets under development as at the balance sheet date.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all the items of intangible assets recognized as at 1 April 2019, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

2.05 Impairment of non-financial Assets

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are compared at the lowest levels for the which there are separately identifiable cash inflows which largely independent of the cash inflows from other assets or Companys of assets (cash generating units). Non - financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.06 Compound financial instruments

Compound financial instruments are separated into liability and equity components based on the terms of the contract. On issuance of compound financial instruments, the fair value of the liability component is determined using a market rate for an equivalent instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction cost) until it is extinguished on redemption/ conversion.

2.07 Investment in Subsidiaries

The Company’s investments in its subsidiaries are carried at cost less impairment, if any.

2.08 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss)
- Those measured at amortized cost

The classification depends on entity's business model for managing the financial assets and the contractual terms of the cash flow.

Initial recognition and measurement

All financial assets (not recorded at fair value through profit or loss) are recognized initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset. Transaction cost of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- Debt instruments at fair value through profit and loss (FVTPL)
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments at amortized cost
- Equity instruments

Where assets are measured at fair value, gains and losses are either recognized entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognized in other comprehensive income (i.e. fair value through other comprehensive income). For investment in debt instruments, this will depend on the business model in which the investment is held. For investment in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for equity instruments at FVTOCI.

Debt instruments at amortized cost

A Debt instrument is measured at amortized cost if both the following conditions are met:

a) Business Model Test: The objective is to hold the financial asset to collect the contractual cash flows (rather than to sell the instrument prior to its contractual maturity to realize its fair value changes).

b) Cash flow characteristics test: The contractual terms of the Debt instrument give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

This category is most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR. EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. The EIR amortization is included in other income in profit or loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

Debt instruments at fair value through OCI

A Debt instrument is measured at fair value through other comprehensive income if following criteria are met:

a) Business Model Test : The objective of financial instrument is achieved by both collecting contractual cash flows and for selling financial assets.

b) Cash flow characteristics test: The contractual terms of the Debt instrument give rise on specific dates to cash flows that are solely payments of principal and interest on principal amount outstanding.

Debt instrument included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI), except for the recognition of interest income, impairment gains or losses and foreign exchange gains or losses which are recognized in statement of profit and loss. On derecognition of asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to statement of profit & loss. Interest earned whilst holding FVTOCI financial asset is reported as interest income using the EIR method.

Debt instruments at FVTPL

FVTPL is a residual category for financial instruments. Any financial instrument, which does not meet the criteria for amortized cost or FVTOCI, is classified as at FVTPL.A gain or loss on a Debt instrument that is subsequently measured at FVTPL and is not a part of a hedging relationship is recognized in statement of profit or loss and presented net in the statement of profit and loss within other gains or losses in the period in which it arises. Interest income from these Debt instruments is included in other income.

Equity investments of other entities

All equity investments in scope of IND AS 109 are measured at fair value. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income all subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognized (i.e. removed from the Company's statement of financial position) when:

- The rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass through" arrangement and either;

(a) the Company has transferred the rights to receive cash flows from the financial assets or

(b) the Company has retained the contractual right to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all the risks and rewards of the ownership of the financial assets. In such cases, the financial asset is derecognized. Where the entity has not transferred substantially all the risks and rewards of the ownership of the financial assets, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financial asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit losses (ECL) model for measurement and recognition of impairment loss on the following financial asset and credit risk exposure

- Financial assets measured at amortized cost;
- Financial assets measured at fair value through other comprehensive income (FVTOCI);

The Company follows "simplified approach" for recognition of impairment loss allowance on:

- Trade receivables or contract revenue receivables;

Under the simplified approach, the Company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12- months ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

(a) All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

(b) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss. This amount is reflected under the head ‘other expenses’ in the statement of profit and loss.

The balance sheet presentation for various financial instruments is described below:-

(a) **Financial assets measured as at amortized cost**: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

(b) **Debt instruments measured at FVTOCI**: For debt instruments measured at FVTOCI, the expected credit losses do not reduce the carrying amount in the balance sheet, which remains at fair value. Instead, an amount equal to the allowance that would arise if the asset was measured at amortised cost is recognised in other comprehensive income as the "accumulated impairment amount".

(ii) **Financial liabilities**:

Initial recognition and measurement

Financial liabilities are classified at initial recognition as financial liabilities at fair value through profit or loss, loans and borrowings, and payables, net of directly attributable transaction costs. the Company financial liabilities include loans and borrowings including bank overdraft, trade payables, trade deposits, retention money, liabilities towards services and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in a hedge relationship as defined by Ind AS 109. The separated embedded derivate are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognized in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to profit and loss. However, the Company may transfer the cumulative gain

or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

Trade Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 90 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at fair value and subsequently measured at amortized cost using Effective interest rate method.

Loans and borrowings

Borrowings are initially recognized at fair value, net of transaction cost incurred. After initial recognition, interest-bearing borrowings are subsequently measured at amortized cost using the Effective interest rate method. Gains and losses are recognized in profit or loss when the liabilities are derecognised as well as through the Effective interest rate amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the Effective interest rate. The Effective interest rate amortization is included as finance costs in the statement of profit and loss.

Borrowing are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or medication is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments:

Financials assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Reclassification of financial assets/ financial liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

2.09 Inventories

(a) Basis of Valuation:

Inventories are valued at lower of cost and net realizable value after providing cost of obsolescence, if any. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.

(b) Method of Valuation:

(i) **Cost of raw materials and components** has been determined by using FIFO method and comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities) and all other costs incurred in bringing the inventories to their present location and condition.

(ii) **Cost of finished goods and work-in-progress** includes cost of direct materials and labour and a

proportion of manufacturing overheads based on the normal operating capacity but excluding borrowing costs.

(iii) **Net realizable value** is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

2.10 Taxes

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognised in the Statement of Profit and Loss, except when they relate to items that are recognised in Other Comprehensive Income or directly in equity, in which case, the current and deferred tax are also recognised in Other Comprehensive Income or directly in equity, respectively.

Current tax:

Current tax expenses are accounted in the same period to which the revenue and expenses relate. Provision for current income tax is made for the tax liability payable on taxable income after considering tax allowances, deductions and exemptions determined in accordance with the applicable tax rates and the prevailing tax laws.

The Company's management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax:

Deferred income tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements.

Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

2.11 i) Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company collects Goods and Service Tax on behalf of government, and therefore, these are not consideration to which the Company is entitled, hence, these are excluded from revenue. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods or services before transferring them to the customer.

a) Revenue from sale of goods

Revenue from the sale of goods is recognised at the point in time when control of the assets is transferred to the customer, generally on delivery of the goods.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price for the sale of goods, the Company considers the effects of variable consideration, the existence of significant financing components, non-cash consideration, and consideration payable to the customer (if any).

b) Revenue from sale of services

Revenue from sale of services is recognised over a period of time because the customer simultaneously receives and consumes the benefits provided by the Company and accounted revenue as and when services are rendered and there are no unfulfilled obligation.

c) Consideration of significant financing component in a contract

The Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good or service to the customer and when the customer pays for that good or service will be one year or less.

d) Trade Receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. They are generally due for settlement within one year and therefore are all classified as current. Where the settlement is due after one year, they are classified as non-current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Company holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

e) Contract Assets

A contract asset is the entity's right to consideration in exchange for goods or services that the entity has transferred to the customer. A contract asset becomes a receivable when the entity's right to consideration is unconditional, which is the case when only the passage of time is required before payment of the consideration is due. The impairment of contract assets is measured, presented and disclosed on the same basis as trade receivables.

f) Contract Liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

g) Impairment

An impairment is recognised to the extent that the carrying amount of receivable or asset relating to contracts with customers (a) the remaining amount of consideration that the Company expects to receive in exchange for the goods or services to which such asset relates; less (b) the costs that relate directly to providing those goods or services and that have not been recognised as expenses.

ii) ***Other Income***

Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time proportion basis by reference to the principal outstanding and effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset. Interest income is included in other income in the statement of profit and loss.

2.12 Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. Corresponding liabilities are presented as current employee benefit obligations in the balance sheet.

Accumulated leaves, which are expected to be utilised within the next twelve months, is treated as short-term employee benefits. The company measured the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The company recognises the expected cost of short-term employee benefit as an expense, when an employee renders the related services.

The Company presents the leave encashment as a current liability in the balance sheet to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

(ii) Defined* Contribution *Plan

The Company makes defined contribution to Employees Provident Fund Organization (EPFO), Pension Fund and Employees State Insurance (ESI), which are accounted on accrual basis as expenses in the statement of Profit and Loss in the period during which the related services are rendered by employees.

Prepaid contribution are recognised as an assets to the extent that a cash refund or reduction in future payments is available.

(iii) Defined Benefit Plan

Retirement benefit in the form of Gratuity is considered as defined benefit plan. The liability recognised in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit obligation is determined by actuarial valuation as on the balance sheet date, using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

(i) The date of the plan amendment or curtailment, and

(ii) The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

(i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and nonroutine settlements; and

(ii) Net interest expense or income

2.13 Leases- Company as a lessee

Leases are accounted for using the principles of recognition, measurement, presentation and disclosures as set out in Ind AS 116 Leases.

On inception of a contract, the Company assesses whether it contains a lease. A contract contains a lease when it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The right to use the asset and the obligation under the lease to make payments are recognised in the Company's financial statements as a right-of-use asset and a lease liability.

Lease contracts may contain both lease and non-lease components. The Company allocates payments in the contract to the lease and non-lease components based on their relative stand-alone prices and applies the lease accounting model only to lease components.

The right-of-use asset recognised at lease commencement includes the amount of lease liabilities on initial measurement, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated to a residual value over the rights-of-use assets estimated useful life or the lease term, whichever is lower. Right-of-use assets are also adjusted for any re-measurement of lease liabilities and are subject to impairment testing. Residual value is reassessed at each reporting date.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The lease payments include fixed payments (including 'in-substance fixed' payments) and variable lease payments that depend on an index or a rate, less any lease incentives receivable. 'In-substance fixed' payments are payments that may, in form, contain variability but that, in substance, are unavoidable. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease term includes periods subject to extension options which the Company is reasonably certain to exercise and excludes the effect of early termination options where the Company is not reasonably certain that it will exercise the option. Minimum lease payments include the cost of a purchase option if the Company is reasonably certain it will purchase the underlying asset after the lease term.

After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest on lease liability and reduced for lease payments made. In addition, the carrying amount of lease liabilities is re-measured if there is a modification e.g. a change in the lease term, a change in the 'in-substance fixed' lease payments or as a result of a rent review or change in the relevant index or rate.

Variable lease payments that do not depend on an index or a rate are recognised as an expense in the period over which the event or condition that triggers the payment occurs. In respect of variable leases which guarantee a minimum amount of rent over the lease term, the guaranteed amount is considered to be an 'in-substance fixed' lease payment and included in the initial calculation of the lease liability. Payments which are 'in-substance fixed' are charged against the lease liability.

The Company has opted not to apply the lease accounting model to intangible assets, leases of low-value assets or leases which have a term of less than 12 months. Costs associated with these leases are recognised as an expense on a straight-line basis over the lease term.

Lease payments are presented as follows in the Company's statement of cash flows:

i. short-term lease payments, payments for leases of low-value assets and variable lease payments that are not included in the measurement of the lease liabilities are presented within cash flows from operating activities;

ii. payments for the interest element of recognised lease liabilities are presented within cash flows from financing activities; and

iii. payments for the principal element of recognised lease liabilities are presented within cash flows from financing activities.

2.14 Earnings per share

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

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all potentially dilutive equity shares.

2.15 Borrowing Costs

Borrowing cost includes interest and other costs incurred in connection with the borrowing of funds and charged to Statement of Profit & Loss on the basis of effective interest rate (EIR) method. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. Capitalization of Borrowing Cost is suspended and charged to the statement of profit and loss during extended periods when active development activity on the qualifying asset is interrupted. All other borrowing costs are recognized as expense in the period in which they occur.

2.16 Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposit held at call with financial institutions, other short - term, highly liquid investments with original maturities

of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

2.17 Foreign currencies

(i) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company's financial statements are presented in Indian rupee (INR) which is also the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rate prevailing at the date of the transactions. Foreign exchange gains and losses resulting from the settlement of such transaction and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are generally recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

Exchange differences

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

2.18 Provisions and Contingent Liabilities Provisions

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

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 arises 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 unless the probability of outflow of resources is remote.

Contingent assets

Contingent assets are not recognised in the financial statements. Contingent assets are disclosed in the financial statements to the extent it is probable that economic benefits will flow to the Company from such assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

2.19 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non- financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1- Quoted(unadjusted) market prices in active markets for identical assets or liabilities

Level 2- Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3- Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.20 Exceptional items

Items which are material by virtue of their size and nature are disclosed separately as exceptional items to ensure that financial statements allows an understanding of the underlying performance of the business in the year and to facilitate comparison with prior year.

2.21 Segment Reporting

Operating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief operating decision maker (CODM) in deciding allocation of resources and in assessing performance. The Company's CODM reviews financial information for the purposes of making operating decisions, allocating resources and evaluating financial performance.

2.22 Statement of cash flows

Statements of cash flows is made using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferral accruals of past or future cash receipts or payments and item of income or expense associated with investing or financing of cash flows. The cash flows from operating, financing and investing activities of the Company are segregated.

2.23 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the Financial Statements.

a) Recognition of deferred taxes

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

b) Impairment of Financial assets

The impairment provisions of financial assets are based on assumptions about the risk of default and expected loss rates. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

c) Recognition of revenue

The price charged from the customer is treated as standalone selling price of the goods transferred to the customer. At each balance sheet date, basis the past trends and management judgment, the Company assesses the requirement of recognising provision against the sales returns for its products and in case, such provision is considered necessary, the management make adjustment in the revenue. However, the actual future outcome may be different from this judgement.

d) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an asset's CGU'S fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

e) Leases

Ind AS 116 requires lessees to determine the lease term as the non-cancellable period of a lease adjusted with any option to extend or terminate the lease, if the use of such option is reasonably certain. The Company makes an assessment on the expected lease term on a lease-by-lease basis and there by assesses whether it is reasonably certain that any options to extend or terminate the contract will be exercised. In evaluating the lease term, the Company considers factors such as significant leasehold improvements undertaken over the lease term, costs relating to the termination of the lease etc. The lease term in future periods is reassessed to ensure that the lease term reflects the current economic circumstances.

2.24 Company Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

b) Gratuity benefit

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long-term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on Assumptions regarding future mortality are set based on actuarial advice in accordance with published statistics (i.e. IALM 2012-14 Ultimate). These assumptions translate into an average life expectancy in years at retirement age. Future salary increases and pension increases are based on expected future inflation rates. Further details about the assumptions used, including a sensitivity analysis, are given in Note 39.

c) Fair value measurement of financial instrument

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

d) Property, plant and equipment and intangible assets

The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. For managements estimates on useful life of assets refer note 2.03 and note 2.04

2.25 Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 01,2022, as below:

Ind AS 103 "Business Combination"

The amendments specify that to quality for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. These amendments had no impact on the financial statements of the Company.

Ind AS 16 - Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. These amendments had no impact on the restated financial statements of the Company.

Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets"

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification, and these amendments had no impact on the financial statements of the Company.

Ind AS 109 "Financial Instruments"

The amendment clarifies which fees an entity includes when it applies to the 10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. These amendments had no impact on the financial statements of the Company.

PRINCIPAL COMPONENTS OF OUR STATEMENT OF PROFIT AND LOSS

Our total income for the 6 month periods ended September 30, 2022 and September 30, 2021, and Fiscal 2022, Fiscal 2021, and Fiscal 2020, was ₹ 1,432.77 million, ₹ 997.87 million, ₹ 2,479.41 million, ₹ 1,442.91 million, and ₹ 1,572.30 million respectively.

Total Income

Total income comprises revenue from operations and other income.

Revenue from operations

Our revenue from operations comprises revenue from sale of products and services i.e., from contracts with Customers. The sale of products and solutions offerings comprises sale of Supercomputing systems, private cloud and HCI, AI Systems and enterprise workstations, HPS solutions, data centre server software and services for our HCS offerings.

Other income

Other income primarily comprises exchange difference fluctuation, liabilities written back, interest income on fixed deposits with banks, interest on unwinding of security deposits given, and retention money withheld by Customers.

Total Expenses

Our total expenses comprise cost of materials consumed, change in inventories of finished goods and work-in-progress, employee benefits expense, finance costs, depreciation and amortisation expenses, and other expenses.

Cost of materials consumed

The cost of materials consumed is determined by the inventory at the beginning of the year, addition of purchases which includes all the direct cost incurred on components including PCB and PCB assemblies using surface mount technology, chassis, microprocessors, hard disk drives, dynamic RAM and solid state drives and less the inventory at the end of the year.

Change in inventories of finished goods and work-in-progress

The change in inventories of finished goods and work-in-progress is determined by comparing the difference between the opening inventory of finished goods and work-in-progress and the closing inventory of finished goods and work-in-progress.

Employee benefits expense

Employee benefit expense comprises salaries and wages, contribution to provident and other funds, and staff welfare expenses.

Finance costs

Finance cost comprises interest on borrowings, interest on lease liabilities, interest on others (which is primarily interest charged by the income tax department) and other borrowing costs i.e. loan and guarantee charges.

Depreciation and amortisation expense

Depreciation and amortisation expenses comprises depreciation of property, plant and equipment, capital work-in-progress and right-of-use assets and amortisation of intangible assets.

Other expenses

Other expenses comprise *inter alia* travelling and conveyance expenses, postage & courier expenses, legal and professional expenses, business promotion expenses, insurance charges, repair & maintenance expenses.

Tax expenses

Tax expense comprises current tax and deferred tax. Current tax is the tax payable on the taxable profit for the year. Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases.

RESULTS OF OUR OPERATIONS

The following table provides certain information with respect to our results of operations for the 6 month periods ended September 30, 2022 and September 30, 2021, and Fiscal 2022, Fiscal 2021, and Fiscal 2020 from our Restated Financial Statements and each item as a percentage of total income for the periods indicated.

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(₹ in million)

Particulars	6 months period ended September 30, 2022		6 months period ended September 30, 2021		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	Amount	% of total income	Amount	% of total income	Amount	% of total income	Amount	% of total income	Amount	% of total income
INCOME										
Revenue from operations	1,430.19	99.82	995.88	99.80	2,470.33	99.63	1,427.87	98.96	1,560.07	99.22
Other income	2.58	0.18	1.99	0.20	9.08	0.37	15.04	1.04	12.23	0.78
Total income	**1,432.77**	**100.00**	**997.87**	**100.00**	**2,479.41**	**100.00**	**1,442.91**	**100.00**	**1,572.30**	**100.00**
EXPENSES										
Cost of materials consumed	1,009.15	70.43	617.71	61.90	1,780.98	71.83	1,186.29	82.22	1,294.78	82.35
Change in inventories of finished goods and work-in-progress	(0.63)	(0.04)	137.18	13.75	83.60	3.37	(124.71)	(8.64)	(20.45)	(1.30)
Employee benefits expense	104.67	7.31	69.62	6.98	152.05	6.13	127.42	8.83	107.83	6.86
Finance costs	18.29	1.28	17.72	1.78	36.42	1.47	33.33	2.31	26.28	1.67
Depreciation and amortisation expenses	14.27	1.00	7.36	0.74	16.38	0.66	14.52	1.01	13.38	0.85
Other expenses	89.39	6.24	38.05	3.81	107.71	4.34	95.05	6.59	97.27	6.19
Total expenses	**1,235.14**	**86.21**	**887.64**	**88.95**	**2,177.14**	**87.81**	**1,331.90**	**92.31**	**1,519.09**	**96.62**
Profit before tax	**197.63**	**13.79**	**110.23**	**11.05**	**302.27**	**12.19**	**111.01**	**7.69**	**53.21**	**3.38**
TAX EXPENSE										

Particulars	6 months period ended September 30, 2022		6 months period ended September 30, 2021		Fiscal 2022		Fiscal 2021		Fiscal 2020	
	Amount	% of total income	Amount	% of total income	Amount	% of total income	Amount	% of total income	Amount	% of total income
Current tax	45.43	3.17	24.04	2.41	75.76	3.06	36.63	2.54	14.10	0.90
Deferred tax	4.88	0.34	4.23	0.42	1.98	0.08	(7.92)	(0.55)	0.05	-
Total tax expense	**50.31**	**3.51**	**28.27**	**2.83**	**77.74**	**3.14**	**28.71**	**1.99**	**14.15**	**0.90**
Profit for the period / year	**147.32**	**10.28**	**81.96**	**8.21**	**224.53**	**9.06**	**82.30**	**5.70**	**39.06**	**2.48**

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6 MONTHS PERIOD ENDED SEPTEMBER 30, 2022 COMPARED TO 6 MONTHS PERIOD ENDED SEPTEMBER 30, 2021

Total Income

Our total income increased by 43.58 % from ₹ 997.87 million in the 6 months period ended September 30, 2021 to ₹ 1,432.77 million in the 6 months period ended September 30, 2022 primarily due to an increase in the revenue from operations from ₹ 995.88 million in the 6 months period ended September 30, 2021 to ₹ 1,430.19 million in the 6 months period ended September 30, 2022.

Revenue from operations

Our revenue from operations increased by 43.61 % from ₹ 995.88 million in the 6 months period ended September 30, 2021 to ₹ 1,430.19 million in the 6 months period ended September 30, 2022. The aforementioned increase was on account of an increase in the sale of products by 44.76% from ₹ 967.68 million in the 6 months period ended September 30, 2021 to ₹ 1,400.78 million in the 6 months period ended September 30, 2022 primarily due to an increase in the sale of private cloud and HCI systems from ₹ 98.91 million in in the 6 months period ended September 30, 2021 to ₹ 459.01 million in the 6 months period ended September 30, 2022 and increase in the sale of AI systems and enterprise work stations from ₹ 95.64 million in in the 6 months period ended September 30, 2021 to ₹ 160.69 million in the 6 months period ended September 30, 2022. In addition, there was marginal increase in the sale of services from ₹ 28.20 million in the in the 6 months period ended September 30, 2021 to ₹ 29.41 million in the 6 months period ended September 30, 2022.

Other income

Our other income increased by 29.65 % from ₹ 1.99 million in the 6 months period ended September 30, 2021 to ₹ 2.58 million in the 6 months period ended September 30, 2022 primarily due to higher interest income on bank deposits.

Expenses

Our total expenses increased by 39.15 % from ₹ 887.64 million in the 6 months period ended September 30, 2021 to ₹ 1,235.14 million in the 6 months period ended September 30, 2022, primarily due to an increase in (i) cost of goods sold from ₹ 754.89 million to ₹ 1008.52 million (ii) employee benefits expense from ₹ 69.62 million to ₹ 104.67 million and (iii) other expenses from ₹ 38.05 million to ₹ 89.39 million. However, change in inventories of finished goods and work-in progress moved from ₹ 137.18 million to ₹ (0.63) million.

Cost of materials consumed

Our cost of materials consumed increased by 63.37 % from ₹ 617.71 million in the 6 months period ended September 30, 2021 to ₹ 1,009.15 million in the 6 months period ended September 30, 2022. This was commensurate with the increase in revenue and change in inventories of finished goods and work-in-progress.

Change in inventories of finished goods and work-in-progress

Our change in inventories of finished goods and work-in-progress moved from ₹ 137.18 million in the 6 months period ended September 30, 2021 to ₹ (0.63) million in the 6 months period ended September 30, 2022. This was primarily due to build-up of stock to service orders in hand.

Employee benefits expense

Our employee benefits expense increased by 50.34 % from ₹ 69.62 million in the 6 months period ended September 30, 2021 to ₹ 104.67 million in the 6 months period ended September 30, 2022, primarily due to an increase in salaries and wages from ₹ 68.65 million to ₹ 102.34 million on account of an increase in the number of employees from 163 to 223 and an average increase in compensation paid to employees.

Finance Costs

Our finance costs increased marginally by 3.22 % from ₹ 17.72 million in the 6 months period ended September 30, 2021 to ₹ 18.29 million in the 6 months period ended September 30, 2022, primarily due to an increase in the 'interest on others' from ₹ 1.67 million to ₹ 3.06 million, which was primarily interest charged by the income tax department. These were partially off-set marginal reduction in the interest on borrowings from ₹ 12.04 million to ₹ 11.83 million.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses increased by 93.89 % from ₹ 7.36 million in the 6 months period ended September 30, 2021 to ₹ 14.27 million in the 6 months period ended September 30, 2022. This was primarily due to (i) increase in gross carrying value of plant & equipment by ₹ 35.25 million, computers and vehicles by ₹ 9.92 million, (ii) increase in gross carrying value right-of-use assets by ₹ 18.80 million and (iii) increase in gross carrying value of other intangible assets by ₹ 13.71 million, resulting in (i) increase in depreciation of tangible assets from ₹ 4.87 million to ₹ 8.59 million, (ii) increase in amortisation of intangible assets from Nil to ₹ 1.65 million and (iii) increase in depreciation of right-of-use assets from ₹ 2.49 million to ₹ 4.03 million.

Other expenses

Our other expenses increased by 134.93 % from ₹ 38.05 million in the 6 months period ended September 30, 2021 to ₹ 89.39 million in the 6 months period ended September 30, 2022. This was primarily due to an increase in (i) travelling and conveyance expenses from ₹ 7.26 million to ₹ 13.74 million, (ii) legal and professional expenses from ₹ 1.10 million to 12.52 million, (iii) increase in exchange rate fluctuation from ₹ 0.05 million to ₹ 10.50 million, (iv) business promotion expenses from ₹ 4.44 million to ₹ 10.16 million, and (v) commission expense from ₹ 2.45 million to ₹ 7.18 million.

Profit / (loss) before taxes

For the reasons discussed above, profit before tax increased by 79.29% from ₹ 110.23 million in the 6 months period ended September 30, 2021 to ₹ 197.63 million in the 6 months period ended September 30, 2022.

Tax expenses

Our total tax expense increased by ₹ 22.04 million to ₹ 50.31 million for the 6 months period ended September 30, 2022 from ₹ 28.27 million for the 6 months period ended September 30, 2021 primarily due to an increase in (i) our current tax expense from ₹ 24.04 million to ₹ 45.43 million due to increase in profit before tax and (ii) our deferred tax expense from ₹ 4.23 million to ₹ 4.88 million.

Profit/ (loss) for the period

For the reasons discussed above, our profit for the year increased by 79.75% from ₹ 81.96 million for the 6 months period ended September 30, 2021 to ₹ 147.32 million for the 6 months period ended September 30, 2022.

FISCAL 2022 COMPARED TO FISCAL 2021

Total Income

Our total income increased by 71.83 % from ₹ 1,442.91 million in the Fiscal 2021 to ₹ 2,479.41 million in the Fiscal 2022 primarily due to an increase in our revenue from operations from ₹ 1,427.87 million in Fiscal 2021 to ₹ 2,470.33 million in Fiscal 2022.

Revenue from operations

Our revenue from operations increased by 73.01 % from ₹ 1,427.87 million in Fiscal 2021 to ₹ 2,470.33 million in Fiscal 2022. The aforementioned increase was on account of an increase in the sale of products by 71.20% from ₹ 1,402.90 million in Fiscal 2021 to ₹ 2,401.78 million in Fiscal 2022 primarily due to an increase in the sale of Supercomputing systems from ₹ 138.75 million to ₹1,030.02 million, AI systems and enterprise workstations from ₹ 145.65 million to ₹ 243.12 million and data centre servers from ₹ 168.24 million to ₹ 241.19 million. In addition, there

was an increase in the sale of services from ₹ 24.97 million in in Fiscal 2021 to ₹ 68.55 million in Fiscal 2022 primarily due to deployment of 5G cloud solutions for an international telecommunication service provider.

Other income

Our other income decreased by 39.63% from ₹ 15.04 million in Fiscal 2021 to ₹ 9.08 million in Fiscal 2022 primarily on account of to a decrease in revenue from exchange rate fluctuation from ₹ 6.92 million to 1.92 million.

Expenses

Our total expenses increased by 63.46 % from ₹ 1,331.90 million in Fiscal 2021 to ₹ 2,177.14 million in Fiscal 2022. This was primarily due to (i) an increase in the cost of goods sold from ₹ 1,061.58 million to ₹ 1,864.58 million, (ii) an increase in employee benefits expense from ₹ 127.42 million to ₹ 152.05 million and (iii) increase in other expenses from ₹ 95.05 million to ₹ 107.71 million.

Cost of materials consumed

Our cost of materials consumed increased by 50.13 % from ₹ 1,186.29 million in Fiscal 2021 to ₹ 1,780.98 million in Fiscal 2022. This was commensurate with increase in revenue and change in inventories of finished goods and work-in-progress.

Change in inventories of finished goods and work-in-progress

Our change in inventories of finished goods and work-in-progress moved from ₹ (124.71) million in Fiscal 2021 to ₹ 83.60 million in Fiscal 2022. This was primarily due to reduction in inventories due to sale of products.

Employee benefits expense

Our employee benefits expense increased by 19.33 % from ₹ 127.42 million in Fiscal 2021 to ₹ 152.05 million in Fiscal 2022, primarily due to an increase in the salaries and wages from ₹ 124.93 million to ₹ 149.06 million on account of an increase in the number of employees from 157 to 174 and an average increase in compensation paid to employees.

Finance Costs

Our finance costs increased by 9.27 % from ₹ 33.33 million in Fiscal 2021 to ₹ 36.42 million in Fiscal 2022, primarily due to an increase in (i) interest on borrowings from ₹ 20.49 million to ₹ 22.76 million due to increase in total borrowings from ₹ 305.38 million to ₹ 344.84 million , and (ii) interest on others from ₹ 1.78 million to ₹ 4.70 million primarily due to interest charged by the income tax department, which was partially off-set by a decrease in (i) the loan and guarantee charges from ₹ 9.65 million to ₹ 7.90 million and (ii) interest on lease liabilities from ₹ 1.41 million to ₹ 1.06 million.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses increased by 12.81 % from ₹ 14.52 million in Fiscal 2021 to ₹ 16.38 million in Fiscal 2022, due to an increase in (i) gross carrying value of plant & equipment by ₹ 35.48 million, computers by ₹3.13 million and vehicles by ₹4.48 million, and (ii) increase in gross carrying value of other intangible assets by ₹ 8.40 million, resulting in (i) increase in depreciation of tangible assets from ₹ 9.91 million to ₹ 10.45 million, (ii) increase in amortisation of intangible assets from Nil to ₹ 1.10 million and (iii) increase in depreciation of Right-of-use assets from ₹ 4.61 million to ₹ 4.83 million.

Other expenses

Our other expenses increased by 13.32 % from ₹ 95.05 million in Fiscal 2021 to ₹ 107.71 million in Fiscal 2022. This was primarily due to an increase in (i) travelling and conveyance expenses from ₹ 13.34 million to ₹ 17.19 million, (ii) business promotion expenses from ₹ 5.08 million to ₹ 13.08 million, and (iii) postage and courier charges from ₹ 7.80 million to ₹ 13.11 million, which was partially off-set by a decrease in (i) legal and professional expenses from ₹ 22.93 million to ₹ 11.03 million and (ii) commission expenses from ₹ 15.67 million to ₹ 11.37 million.

Profit / (loss) before taxes

For the reasons discussed above, profit before tax increased by 172.29% stood from ₹ 111.01 million in Fiscal 2021 to ₹ 302.27 million in Fiscal 2022.

Tax expenses

Our total tax expenses increased by 170.78% from 28.71 million in Fiscal 2021 to ₹ 77.74 million in Fiscal 2022 due to an increase in our current tax expense from ₹ 36.63 million to ₹ 75.76 million due to increase in profit before tax, which was partially off-set by a deferred tax credit of ₹ 7.92 million in Fiscal 2021 compared to a deferred tax expense of ₹ 1.98 million in Fiscal 2022.

Profit/ (loss) for the year

For the reasons discussed above, our profit for the year increased by 172.82% from ₹ 82.30 million in Fiscal 2021 to ₹ 224.53 million in Fiscal 2022.

FISCAL 2021 COMPARED TO FISCAL 2020

Income

Our total income decreased by 8.23 % from ₹ 1,572.30 million in the Fiscal 2020 to ₹ 1,442.91 million in the Fiscal 2021 primarily due to a decrease in our revenue from operations from ₹ 1,560.07 million to ₹ 1,427.87 million.

Revenue from operations

Our revenue from operations decreased by 8.47 % from ₹ 1,560.07 million in Fiscal 2020 to ₹ 1,427.87 million in Fiscal 2021 due to the impact of Covid related disruptions. The decrease was mainly in revenue from sale of products from ₹ 1,531.97 million to ₹ 1,402.90 million. The primary components of decrease were decrease in the revenue from sale of (i) Supercomputing systems from ₹ 633.10 million to ₹ 138.75 million, (ii) AI systems and enterprise workstations from ₹ 168.34 million to ₹ 145.65 million, and (iii) data server centres from ₹ 194.68 million to ₹ 168.24 million which was partially off-set by increase in revenue from the sale of (i) private cloud and HCI from ₹ 345.48 million ₹ 405.41 million,(ii) HPS solutions from ₹ 53.54 million to ₹ 336.16 million , and (iii) increase in revenue from the sale of spare and others from ₹ 136.83 million to ₹ 208.69 million.

Other income

Our other income increased by 22.98 % from ₹ 12.23 million in Fiscal 2020 to ₹ 15.04 million in Fiscal 2021. This was primarily due to an increase in revenue from exchange rate fluctuation from ₹ Nil to ₹ 6.92 million which was partially off-set by a decrease in liabilities written back from ₹ 9.18 million to ₹ 5.16 million.

Total Expenses

Our total expenses decreased by 12.32 % from ₹ 1,519.09 million in Fiscal 2020 to ₹ 1,331.90 million in Fiscal 2021. This was primarily due to (i) a decrease in cost of goods sold from ₹ 1,274.33 million to ₹ 1,061.58 million, which was partially off-set *inter alia* by an increase in employee benefits expense from ₹ 107.83 million to ₹ 127.42 million.

Cost of materials consumed

Our cost of materials consumed decreased by 8.38 % from ₹ 1,294.78 million in Fiscal 2020 to ₹ 1,186.29 million in Fiscal 2021, primarily due to commensurate with a decrease in revenue from operations and change in inventory of finished goods and works-in-progress.

Change in inventories of finished goods and work-in-progress

Our change in inventories of finished goods and work-in-progress moved from ₹ (20.45) million in Fiscal 2020 to ₹ (124.71) million in Fiscal 2021, primarily due to build-up of stock to service orders in hand.

Employee benefits expense

Our employee benefits expense increased by 18.17 % from ₹ 107.83 million in Fiscal 2020 to ₹ 127.42 million in Fiscal 2021, primarily due to increase in salaries and wages from ₹ 105.01 million to ₹ 124.93 million on account of an increase in the number of employee from 151 to 157 and average increase in the compensation paid to employees.

Finance Costs

Our finance costs increased by 26.83 % from ₹ 26.28 million in Fiscal 2020 to ₹ 33.33 million in Fiscal 2021, primarily due to an increase in interest on borrowings from ₹ 15.34 million to ₹ 20.49 million on account of increase in total borrowings from ₹ 152.26 million to ₹ 305.38 million.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses increased by 8.52 % from ₹ 13.38 million in Fiscal 2020 to ₹ 14.52 million in Fiscal 2021, primarily due to an increase in (i) gross carrying value of land by ₹ 7.56 million, computers and vehicles by ₹5.99 million, and (ii) increase in gross carrying value of Right of use assets by ₹ 2.23 million, resulting in (i) increase in depreciation of tangible assets from ₹ 9.44 million to ₹ 9.91 million, and (ii) increase in depreciation of Right-of-use assets from ₹ 3.94 million to ₹ 4.61 million.

Other expenses

Our other expenses decreased by 2.28 % from ₹ 97.27 million in Fiscal 2020 to ₹ 95.05 million in Fiscal 2021. This was primarily due to a decrease (i) in travelling and conveyance expense from ₹ 21.65 million to ₹ 13.34 million due to COVID-19 restrictions, (ii) business promotion expenses from ₹ 8.44 million to ₹ 5.08 million due to COVID-19 restrictions, and (iii) exchange difference fluctuation from ₹ 2.64 million to ₹ Nil, which was partially off-set *inter alia* due to an increase in legal and professional expense from ₹ 10.72 million to ₹ 22.93 million and increase in commission expenses from ₹ 7.28 million to ₹ 15.67 million.

Profit / (loss) before taxes

For the reasons discussed above, our profit before tax increased by 108.63 % from ₹ 53.21 million in Fiscal 2020 to ₹ 111.01 million in Fiscal 2021.

Tax expenses

Our tax expenses increased by 102.90% from ₹ 14.15 million in Fiscal 2020 to ₹ 28.71 million in Fiscal 2021 due to (i) an increase in current tax from ₹ 14.10 million to ₹ 36.63 million due to increase in profit before tax, and (ii) a deferred tax expense of ₹ 0.05 million in Fiscal 2020 compared to a deferred tax credit of ₹ 7.92 million in Fiscal 2021.

Profit/(loss) for the year

For the reasons discussed above, our profit for the year increased from ₹ 39.06 million in Fiscal 2020 to ₹ 82.30 million in Fiscal 2021.

Liquidity and capital resources

As on September 30, 2022, we had trade receivables of ₹ 722.93 million. In addition, we had a sum of ₹ 36.93 million in cash and cash equivalents (balance in current accounts and cash in hand).

Historically, we have been able to finance our capital requirements and the expansion of our business through a combination of funds generated from our operations and working capital facilities from banks and financial institutions, and we expect to continue to do so.

Our primary liquidity requirements are working capital for our operations and capital expenditures. We believe that considering the expected cash to be generated from our business and the Net Proceeds, we will have sufficient liquidity to meet our anticipated requirements for our working capital and capital expenditure for the 12 months following the date of this Draft Red Herring Prospectus.

CASH FLOWS

The following table sets forth certain information in relation to our cash flows with respect to operating activities, investing activities and financing activities for the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021, and Fiscal 2020:

(₹ in million)

Particulars	6 months period ended		Fiscal		
	September 30, 2022	September 30, 2021	2022	2021	2020
Net cash generated from (used in) operating activities **(A)**	168.42	74.86	51.87	(98.67)	43.98
Net cash generated from (used in) investing activities (B)	(37.05)	9.90	(54.66)	(18.65)	(29.35)
Net cash generated from (used in) financing activities (C)	(114.70)	(91.13)	2.81	117.58	(5.81)
Net increase / (decrease) in cash and cash equivalent **(A+B+C)**	**16.67**	**(6.37)**	**0.02**	**0.26**	**8.82**

Net cash generated from operating activities

6 months period ended September 30, 2022

Our net cash flow generated from operating activities in the 6 months period ended September 30, 2022 was ₹ 168.42 million. While our profit before tax was ₹ 197.63 million for the 6 months period ended September 30, 2022, our operating cash flow before working capital changes stood at ₹ 231.26 million. This was primarily due to adjustments for depreciation and amortisation of tangible and intangible assets aggregating ₹ 14.27 million, finance cost (other than interest on lease liabilities) of ₹ 16.90 million, unrealised foreign exchange of ₹ 2.73 million and interest income of ₹ (2.24) million. Changes in working capital primarily reflect adjustments for decrease in trade receivables of ₹ 54.30 million, increase in inventories of ₹ (281.45) million, increase in other liabilities of ₹ 130.48 million and increase in trade payables of ₹ 109.00 million. This was further adjusted by income tax paid of ₹ (66.61) million.

6 months period ended September 30, 2021

Our net cash flow generated from operating activities in the 6 months period ended September 30, 2021 was ₹ 74.86 million. While our profit before tax was ₹ 110.23 million for the 6 months period ended September 30, 2021, our operating cash flow before working capital changes stood at ₹ 134.44 million. This was primarily due to adjustments for depreciation and amortisation tangible and intangible assets aggregating ₹ 7.36 million, finance cost (other than interest on lease liabilities) of ₹ 17.13 million, and interest income of ₹ (1.74) million. Changes in working capital primarily reflect adjustments for decrease in trade receivables of ₹ 59.70 million, decrease in inventories of ₹ 103.51 million, decrease in trade payables of ₹ (118.71) million. This was further adjusted by income tax paid of ₹ (35.57) million.

Fiscal 2022

Our net cash flow generated from operating activities in Fiscal 2022 was ₹ 51.87 million. While our profit before tax was ₹ 302.27 million, our operating cash flow before working capital changes stood at ₹ 349.98 million. This was primarily due to adjustments for depreciation and amortisation of tangible and intangible assets aggregating ₹ 16.38 million, finance cost (other than interest on lease liabilities) of ₹ 35.36 million and interest income of ₹ (3.67) million. Changes in working capital primarily reflect adjustments for increase in trade receivables of ₹ (220.84) million, increase in other assets of ₹ (30.57) million, increase in inventories of ₹ (90.96) million, increase in trade payables of

₹ 108.65 million and decrease in other financial liabilities of ₹ (26.46) million. This was further adjusted by income tax paid of ₹ (46.84) million.

Fiscal 2021

Our net cash flow used in operating activities in Fiscal 2021 was ₹ 98.67 million. While our profit before tax was ₹ 111.01 million, our operating cash flow before working capital changes stood at ₹ 146.86 million. This was primarily due to adjustments for depreciation and amortisation of tangible and intangible assets aggregating ₹ 14.52 million, finance cost (other than interest on lease liabilities) of ₹ 31.92 million, liabilities written back of ₹ (5.16) million, unrealised foreign exchange ₹ (4.04) million and interest income of ₹ (2.95) million. Changes in working capital primarily reflect adjustments for increase in trade receivables of ₹ (381.40) million, increase in inventories of ₹ (179.91) million, increase in trade payables of ₹ 275.21 million and increase in other financial liabilities of ₹ 34.71 million. Our operating cash flow was also impacted due to COVID-19 pandemic. This was further adjusted by income tax paid of ₹ (9.87) million.

Fiscal 2020

Our net cash flow generated from operating activities in Fiscal 2020 was ₹ 43.98 million. While our profit before tax was ₹ 53.21 million, our operating cash flow before working capital changes stood at ₹ 86.22 million. This was primarily due to adjustments for depreciation and amortisation of tangible and intangible assets aggregating ₹ 13.38 million, finance cost (other than interest on lease liabilities) of ₹ 24.70 million, liabilities written back of ₹ (9.18) million, unrealised foreign exchange ₹ 5.46 million and interest income of ₹ (3.03) million. Changes in working capital primarily reflect adjustments for decrease in trade receivables of ₹ 121.99 million, increase in other assets of ₹ (41.19) million and decrease in trade payables of ₹ (86.22) million. This was further adjusted by income tax paid of ₹ (16.23) million.

Net cash used in investing activities

6 months period ended September 30, 2022

Net cash used in investing activities was ₹ 37.05 million in the 6 months period ended September 30, 2022, which primarily comprised purchase of property, plant and equipment and capital work in progress including intangibles, capital advance and capital creditors aggregating ₹ (34.65) million, and investment in deposits with banks of ₹ (2.60) million.

6 months period ended September 30, 2021

Net cash generated from investing activities was ₹ 9.90 million in the 6 months period ended September 30, 2021, which comprised purchase of property, plant and equipment and capital work in progress including intangibles, capital advance and capital creditors aggregating ₹ (3.51) million and withdrawal of deposits with banks of ₹ 13.41 million.

Fiscal 2022

Net cash used in investing activities in Fiscal 2022 was ₹ 54.66 million, which primarily comprised purchase of property, plant and equipment and capital work in progress including intangibles, capital advance and capital creditors aggregating ₹ (53.84) million and investment in deposits with banks of ₹ (3.85) million and interest income of ₹ 2.94 million.

Fiscal 2021

Net cash used in investing activities in Fiscal 2021 was ₹ 18.65 million, which comprised purchase of property, plant and equipment and capital work in progress including intangibles, capital advance and capital creditors aggregating ₹ (15.70) million and investment in deposits with banks of ₹ (5.11) million and interest income of ₹ 2.16 million.

Fiscal 2020

Net cash used in investing activities in Fiscal 2021 was ₹ 29.35 million, which comprised purchase of property, plant and equipment and capital work in progress including intangibles, capital advance and capital creditors aggregating ₹

(16.06) million and investment in deposits with banks amounting to ₹ (15.91) million and interest income of ₹ 2.62 million.

Financing activities

6 months period ended September 30, 2022

Net cash used in financing activities in the 6 months period ended September 30, 2022, was ₹ 114.70 million which primarily included interest paid (other than on lease liabilities) aggregating ₹ 12.81 million, repayment of long term borrowings of ₹ 43.33 million, repayment of short term borrowings of ₹ 65.68 million, and was partially offset by proceeds from long term borrowings of ₹ 11.76 million.

6 months period ended September 30, 2021

Net cash used in financing activities in the 6 months period ended September 30, 2021, was ₹ 91.13 million primarily due to interest paid (other than on lease liabilities) of ₹ 12.64 million, repayment of long term borrowings of ₹ 46.01 million, repayment of short term borrowings of ₹ 60.20 million and proceeds from long term borrowings of ₹ 30.90 million.

Fiscal 2022

Net cash from financing activities in the Fiscal 2022, was ₹ 2.81 million primarily due to interest paid (other than on lease liabilities) of ₹ 26.07 million, repayment of long term borrowings of ₹ 85.85 million, proceeds from short term borrowings of ₹ 48.92 million and proceeds from long term borrowings of ₹ 72.10 million.

Fiscal 2021

Net cash from financing activities in the Fiscal 2021, was ₹ 117.58 million primarily due to and proceeds from short term borrowings of ₹ 114.50 million and proceeds from long term borrowings of ₹ 70.88 million. This was partially offset by interest paid (other than on lease liabilities) of ₹ 23.63 million and repayment of long term borrowings of ₹ 38.81 million.

Fiscal 2020

Net cash used in financing activities in the Fiscal 2021, was ₹ 5.81 million primarily due to interest paid (other than on lease liabilities) of ₹ 20.41 million, repayment of long term borrowings of ₹ 63.74 million, repayment of short term borrowings of ₹ 19.10 million which was largely offset by proceeds from long term borrowings of ₹ 102.43 million.

CAPITAL EXPENDITURE

Our historical capital expenditure was, and we expect our future capital expenditure to be, primarily for augmenting our facilities. In the 6 month period ended September 30, 2022, 6 month period ended September 30, 2021 and during Fiscal 2022, Fiscal 2021 and Fiscal 2020, our capital expenditure towards additions to fixed assets (property, plant and equipment including capital work in progress and other intangible assets (including intangible assets under development)) was ₹ 24.62 million, ₹ 7.66 million, ₹ 59.11 million, ₹ 15.97 million, and ₹ 15.55 million, respectively.

The following table sets forth the net block of our capital assets:

(in ₹ million)

Particulars	6 months ended September 30, 2022	6 months ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
Property, plant and equipment	88.71	51.79	88.60	53.61	47.55
Capital works in progress	15.83	0.41	5.22	-	-

Particulars	6 months ended September 30, 2022	6 months ended September 30, 2021	Fiscal 2022	Fiscal 2021	Fiscal 2020
Other intangible assets (including intangibles under development)	10.96	4.20	7.30	-	-

SELECT BALANCE SHEET ITEMS

Current Assets

(in ₹ million)

Particulars	AS AT				
	September 30, 2022	September 30, 2021	March 31, 2022	March 31, 2021	March 31, 2020
Inventories	664.60	188.68	383.15	292.19	112.28
Financial Assets					
(i) Trade receivables	722.93	497.53	778.05	557.48	176.23
(ii) Cash and cash equivalents	36.93	13.87	20.26	20.24	19.98
(iii) Bank balances other than cash and cash equivalents	57.77	37.91	55.17	51.32	46.21
(iv) Other financial assets	19.16	16.90	14.32	19.39	15.52
Other current assets	115.04	90.60	96.99	63.94	55.21
Total current assets	**1,616.43**	**845.49**	**1,347.94**	**1,004.56**	**425.43**

Current Liabilities

(in ₹ million)

Particulars	AS AT				
	September 30, 2022	September 30, 2021	March 31, 2022	March 31, 2021	March 31, 2020
Financial Liabilities					
(i) Borrowings	127.95	85.16	191.26	147.12	30.92
(ii) Lease liabilities	7.52	3.82	2.09	5.23	3.62
(iii) Trade payables					
- Total outstanding dues of micro enterprises and small enterprises	0.53	0.49	1.60	0.78	1.12

Particulars	AS AT				
	September 30, 2022	September 30, 2021	March 31, 2022	March 31, 2021	March 31, 2020
- Total outstanding dues of creditors other than micro enterprises and small enterprises	643.75	307.29	531.28	425.11	158.76
(iv) Other financial liabilities	49.69	47.11	43.11	64.77	30.06
Other current liabilities	176.30	23.64	48.69	44.67	14.49
Provisions	1.57	1.21	1.43	1.11	0.01
Current Tax Liabilities (net)	37.61	18.34	58.79	29.87	3.11
Total Current Liabilities	**1,044.92**	**487.06**	**878.25**	**718.66**	**242.09**

FINANCIAL INDEBTEDNESS

As of February 28, 2023, we had total outstanding borrowing aggregating ₹ 585.01 million comprising fund-based borrowings aggregating ₹ 264.88 million, non-fund-based borrowings aggregating ₹ 260.90 million, and unsecured borrowing aggregating ₹ 59.23 million. For further details of our indebtedness, see *'Financial Indebtedness'* on page 368.

COMMITMENTS AND CONTINGENCIES

Capital commitments

Set out in the table below are details of our capital commitments based on our Restated Financial Statements.

(in ₹ million)

Particulars	AS AT				
	September 30, 2022	September 30, 2021	March 31, 2022	March 31, 2021	March 31, 2020
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	35.03	2.49	16.19	0.17	-

Contingent liabilities

Set out in the table below are details of our contingent liabilities based on our Restated Financial Statements.

(in ₹ million)

Particulars	AS AT				
	September 30, 2022	**September 30, 2021**	**March 31, 2022**	**March 31, 2021**	**March 31, 2020**
Claims against our Company not acknowledged as debt					
Sales tax, Value added tax, CST and GST	0.52	0.52	1.08	0.52	0.52
Custom duty	1.32	1.32	1.32	1.32	-
Bank guarantees	233.99	270.90	309.72	252.31	200.04
Others	-	-	0.06	-	0.01
Total	**235.83**	**272.74**	**312.18**	**254.15**	**200.57**

For further details of our contingent liabilities, see *'Restated Financial Statements - Note no. 42 (ii) - Contingent Liabilities'* on page 350.

Contractual payments

The table below summarises the maturity profile of company's financial liabilities based on contractual payments.

(in ₹ million)

Particulars	0 - 1 years	1 to 5 years	In excess of 5 years	Total
September 30, 2022				
Borrowings	127.95	34.60	80.25	**242.80**
Lease liabilities	7.52	25.57	-	**33.09**
Trade payables	644.28	-	-	**644.28**
Other financial liabilities	49.69	-	-	**49.69**
September 30, 2021				
Borrowings	85.16	16.89	118.39	**220.44**
Lease liabilities	3.82	6.50	1.49	**11.81**
Trade payables	307.78	-	-	**307.78**
Other financial liabilities	47.11	-	-	**47.11**
March 31, 2022				
Borrowings	191.26	33.40	111.02	**335.68**
Lease liabilities	2.09	6.56	0.51	**9.16**
Trade payables	532.88	-	-	**532.88**
Other financial liabilities	43.11	-	-	**43.11**
March 31, 2021				

Particulars	0 - 1 years	1 to 5 years	In excess of 5 years	Total
Borrowings	147.12	24.73	119.14	**290.99**
Lease liabilities	5.23	6.75	2.41	**14.39**
Trade payables	425.89	-	-	**425.89**
Other financial liabilities	64.77	-	-	**64.77**
March 31, 2020				
Borrowings	30.92	33.87	71.34	**136.13**
Lease liabilities	3.62	8.46	4.05	**16.13**
Trade payables	159.88	-	-	**159.88**
Other financial liabilities	30.06	-	-	**30.06**

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related Party Transactions

We have engaged in the past, and may engage in the future, in transactions with related parties, including with our Promoters and Key Management Personnel on an arm's length basis, in compliance with applicable law. Such transactions could be for loans, salary etc. For further details of our related party transactions, please see *'Restated Financial Statements – Note 38 - Related Party Transactions'* on page 346.

Summary of reservations or qualifications or matters of emphasis or adverse remarks of auditors

Our Restated Financial Statements do not contain any qualifications, reservations and matters of emphasis by our Statutory Auditor in their examination report.

Change in accounting policies

Other than as disclosed in the Restated Financial Statements there have been no changes in accounting policies in the last three Fiscals.

Quantitative and Qualitative Disclosures About Market Risk

Our business operations activities are exposed to a variety of financial risks. The key financial risks include market risk (including foreign currency risk and interest rate risk), credit risk and liquidity risk. Our Company's Senior Management oversees the management of these risks. Our Company's management is responsible for formulating an appropriate financial risk governance framework for our Company and for periodically reviewing the same. The Senior Management ensures that financial risks are identified, measured and managed in accordance with our Company's policies and risk objectives. Our Board reviews and agrees policies for managing each of these risks, which are summarized below:

Market risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our exposure to the risk of changes in market interest rates relates primarily to our Company's debt obligations with floating interest rates.

Set out below are the exposure of our Company's borrowings to interest rate changes.

(in ₹ million)

Particulars	**AS AT**				
	September 30, 2022	**September 30, 2021**	**March 31, 2022**	**March 31, 2021**	**March 31, 2020**
Fixed rate borrowings					
Long term borrowings (including current maturities)	92.30	145.39	130.22	153.27	112.37
Short term borrowings	-	-	-	-	-
Variable rate borrowings					
Long term borrowings (including current maturities)	37.76	5.75	27.04	8.22	8.76
Short term borrowings	112.74	69.30	178.42	129.50	15.00
Total borrowings	**242.80**	**220.44**	**335.68**	**290.99**	**136.13**

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. We do not enter into hedging transactions in respect of our foreign currency exposure. However, our exchange fluctuation cost has not exceeded 0.73% of our revenue from operations in either the 6 month period ended September 30, 2022, 6 month period ended September 30, 2021, or any of Fiscals 2022, 2021 and 2020.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables.

Our Company manages its customer credit risk through established policy, procedures and control relating to customer credit risk management. An impairment analysis is performed at each reporting date on an individual basis for major Customers. Our Company does not hold collateral as security. Further, trade receivables contribution to approximately 75% to 95% of the Customers of our Company are due for less than 180 days during each reporting period. Further, our Company deals with various government authorities and agencies which further reduces our credit risk.

Liquidity risk

Liquidity risk is the risk, where a company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Our approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

Our Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from our business operations. Our Company closely monitors our liquidity position and avails of working capital facilities from banks, as appropriate, to manage our liquidity risk.

Competitive Conditions

We operate in a competitive environment. For further information, please see '*Risk Factors*', *'Industry Overview'*, *'Our Business – Competition'* on pages 36, 155, and 244, respectively.

Seasonality / Cyclicality of business

Our Company's business is not subject to seasonal changes.

Unusual or infrequent events or transaction

Except as set out in this Draft Red Herring Prospectus, there have been, to our knowledge, no unusual or infrequent events or transactions that have in the past, or may in the future, affect our business operations or future financial performance.

Segment Reporting

Our Company has identified as 'Computer server' as the only primary reportable segment. Therefore, we do not follow any segment reporting. For further details of our various business verticals see *'Our Business'* on page 211.

Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices

Not applicable.

Total turnover of each major industry segment in which the company operated

Our Company operates only in the HCS industry and our entire revenue from operations is generated from this industry.

Significant dependence on a single or few suppliers or Customers

While revenue from any particular customer may vary between financial reporting periods depending on the nature and term of on-going contracts, historically, we have been dependent on a select group of customers for a majority of our revenue. During the 6 months period ended September 30, 2022, 6 months period ended September 30, 2021, Fiscal 2022, Fiscal 2021, and Fiscal 2020, our revenue from operations from our top 10 Customers contributed 48.23%, 58.90%, 49.47%, 52.26% and 56.00% respectively, of our revenue from operations.

Significant economic changes that materially affect 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 that materially affect or are likely to affect income from continuing operations identified above in this chapter. For further details see *'Risk Factors'* and *'Industry Overview'*, on pages 36 and 155, respectively.

Known Trends or Uncertainties

Our business has been, and we expect will continue to be, subject to significant economic changes arising from the trends identified above under *'Principal factors affecting our financial condition and results of operations'* and the uncertainties described in the section *'Risk Factors'* on page 36. To our knowledge, except as has been described in this Draft Red Herring Prospectus, there are no known trends or uncertainties, that have or had or are expected to have a material adverse impact on our revenues from continuing operations.

Future Relationships between Costs and Income

Other than as described in *'Risk Factors'*, *'Our Business'* and *'Management's Discussion and Analysis of Financial Condition and Results of Operations'* on pages 36, 211 and 378, respectively, to our knowledge, there are no known factors that may have a material adverse impact on our business, results of operations and financial condition.

New Services or Business Segments

Except as disclosed in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new services or business segments.

Significant Developments after September 30, 2022 that may affect our results of operations

Except as disclosed in this Draft Red Herring Prospectus, there are, to our knowledge, no significant developments after the date of the last financial statements contained in this Draft Red Herring Prospectus which materially and adversely affects, or is likely to affect, our operations or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months.

SECTION VII: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding (a) criminal proceedings (including first information reports) involving our Company, Directors, Promoters, or Subsidiary; (b) actions by any statutory or regulatory authorities involving our Company, Directors, Promoters, or Subsidiary; (c) disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last 5 Fiscals including outstanding action; (d) claim involving our Company, Directors, Promoters, or Subsidiary for any direct or indirect tax liabilities (disclosed in a consolidated manner giving the total number of claims and total amounts involved); and (e) other pending litigations involving our Company, Directors, Promoters or Subsidiary (other than proceedings covered under (a) to (d) above) which have been determined to be material pursuant to the materiality policy approved by our Board in its meeting held on March 14, 2023 (**Materiality Policy**) (as disclosed herein below).*

In terms of the Materiality Policy, all outstanding litigation/ arbitration proceedings (other than those covered under (a) - (d) above) involving our Company, our Directors, our Promoters and our Subsidiary, shall be considered 'material' and disclosed in the Offer Documents: (i) if the aggregate monetary amount of claim made by or against the entity or person in any such pending proceeding exceeds 1% of the profit after tax of our Company as per the latest completed fiscal year in the Restated Financial Statements of our Company to be included in the Offer Documents; or (ii) where monetary liability is not determinable or quantifiable for any other outstanding proceeding, or which does not fulfil the financial threshold specified in (i) above, but the outcome of any such pending proceeding may have a material adverse effect on the business, operations, performance, prospects, position or reputation of our Company.

Pre-litigation notices received by our Company, our Directors, our Promoters, our Group Companies or our Subsidiary, from third parties (excluding notices from statutory, regulatory or tax authorities or notices threatening criminal action) shall not be evaluated for materiality until our Company, our Directors, our Promoters, our Group Companies or our Subsidiary, is impleaded in proceedings before any judicial/ arbitral forum.

Further, as per the requirements of SEBI ICDR Regulations, our Company shall also disclose such outstanding litigation involving the group companies which has a material impact (as determined by our Board) on our Company.

Except as stated in this section, there are no material outstanding dues to creditors of our Company. For this purpose, our Board, in its meeting held on March 14, 2023 has considered and adopted the Materiality Policy for identification of material outstanding dues to creditors. In terms of our Materiality Policy, creditors of our Company to whom an amount having a monetary value exceeds 5% of the total trade payables of our Company, i.e., ₹ 32.21 million, are considered material. In addition, outstanding dues as on September 30, 2022, owed by our Company to micro, small and medium enterprises in terms of Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006 and creditors other than micro, small and medium enterprises and Material Creditors have been disclosed in this section.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

I. Litigation involving our Company

A. Litigations against our Company

i. *Criminal proceedings*

Nil

ii. *Outstanding actions by statutory and/or regulatory authorities*

Nil

iii. *Tax proceedings*

Nature of the case	Number of cases	Total amount* involved *(in ₹ million)*
Direct tax litigations	0	Nil
Indirect tax litigations	2	2.34
Total	**2**	**2.34**

**To the extent quantifiable and ascertainable*

iv. *Material outstanding litigations*

Nil

B. Litigation initiated by our Company

i. *Criminal proceedings*

Nil

ii. *Material outstanding litigations*

Nil

II. Litigation involving our Promoters

A. Litigations against our Promoters

i. *Criminal proceedings*

Nil

ii. *Outstanding actions by statutory and/or regulatory authorities*

Nil

iii. *Disciplinary actions including penalty imposed by SEBI or Stock Exchanges in the last 5 Fiscals*

a. SEBI issued a show cause notice in terms of Rule 4 (1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 dated February 21, 2022 to Sanjay Lodha (HUF) (dissolved pursuant to a dissolution deed dated December 31, 2022) with Sanjay Lodha acting as karta, who is one of the Promoters of our Company. This show cause notice stated that Sanjay Lodha (HUF) had executed 4 reversal trades through 2 unique contracts on August 6, 2015, and August 7, 2015. Further, Sanjay Lodha (HUF) submitted a reply on March 3, 2022 in relation to the said show cause notice. Thereafter, due to high volume of matters in relation to illiquid stock option reversal trading, SEBI issued a settlement scheme in 2022 (Settlement Scheme 2022) to pay the settlement amount and dispose-of the matter. Sanjay Lodha (HUF) had preferred the settlement application in terms of the Settlement Scheme 2022 and made payment of ₹ 100,000 to SEBI as the settlement amount on September 16, 2022. Subsequently, an intimation about the payment was issued to the adjudicating officer of SEBI dated September 30, 2022. Further, SEBI has issued a settlement order dated March 8, 2023 in relation to the SEBI Settlement Scheme 2022 pursuant to which the aforementioned proceeding was disposed-of.

b. SEBI issued a show cause notice in terms of Rule 4 (1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 dated January 25, 2022 to R P Lodha & Sons (HUF) (dissolved pursuant to a dissolution deed dated December 31, 2022) with Sanjay Lodha acting as karta, who is one of the Promoters of our Company.

This show cause notice stated that R P Lodha & Sons (HUF) had executed 2 reversal trades through 1 unique stock option contract on July 30, 2015. Further, R P Lodha & Sons (HUF) submitted a reply on February 7, 2022 in relation to the said show cause notice. Thereafter, due to high volume of matters in relation to illiquid stock option reversal trading, SEBI issued a settlement scheme in 2022 (Settlement Scheme 2022) to pay the settlement amount and dispose-of the matter. R P Lodha & Sons (HUF) had preferred the settlement application in terms of the Settlement Scheme 2022 and made payment of ₹ 100,000 to SEBI as the settlement amount on September 15, 2022. Subsequently, an intimation about the payment was issued to the adjudicating officer of SEBI dated September 30, 2022. Further, SEBI has issued a settlement order dated March 8, 2023 in relation to the SEBI Settlement Scheme 2022 pursuant to which the aforementioned proceeding was disposed-of.

c. SEBI issued a show cause notice in terms of Rule 4 (1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 dated February 28, 2022 to Navin Lodha (HUF) (dissolved pursuant to a dissolution deed dated December 31, 2022) with Navin Lodha acting as karta, who is one of the Promoters of our Company. This show cause notice stated that Navin Lodha (HUF) had executed 2 reversal trades through 1 unique stock option contract on August 5, 2015.. Further, Navin Lodha (HUF) submitted a reply on March 9, 2022 in relation to the said show cause notice Thereafter, due to high volume of matters in relation to illiquid stock option reversal trading, SEBI issued a settlement scheme in 2022 (Settlement Scheme 2022) to pay the settlement amount and dispose-of the matter. Navin Lodha (HUF) had preferred the settlement application in terms of the Settlement Scheme 2022 and made payment of ₹ 100,000 to SEBI as the settlement amount on September 16, 2022. Subsequently, an intimation about the payment was issued to the adjudicating officer of SEBI dated September 30, 2022. Further, SEBI has issued a settlement order dated March 8, 2023 in relation to the SEBI Settlement Scheme 2022 pursuant to which the aforementioned proceeding was disposed-of.

d. SEBI issued a show cause notice in terms of Rule 4 (1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 dated May 17, 2021 to A.K. Lodha & Sons (HUF) (dissolved pursuant to a dissolution deed dated January 7, 2022) with Navin Lodha acting as karta, who is one of the Promoters of our Company. This show cause notice stated that A K Lodha & Sons (HUF) had executed 6 reversal trades through 3 unique stock options contract on August 12, 2015 Further, A.K. Lodha & Sons (HUF) submitted a reply in July, 2021 in relation to the said show cause notice. Thereafter, due to high volume of matters in relation to illiquid stock option reversal trading, SEBI issued a settlement scheme in 2022 (Settlement Scheme 2022) to pay the settlement amount and dispose-of the matter. A.K. Lodha & Sons (HUF) has preferred the settlement application in terms of the Settlement Scheme 2022 and made payment of ₹ 100,000 to SEBI as the settlement amount on September 16, 2022. Subsequently, an intimation about the payment was issued to the adjudicating officer of SEBI dated September 30, 2022. Further, SEBI has issued a settlement order dated March 8, 2023 in relation to the SEBI Settlement Scheme 2022 pursuant to which the aforementioned proceeding was disposed-of.

e. SEBI issued a show cause notice in terms of Rule 4 (1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 dated January 6, 2022 to Niraj Lodha (HUF) (dissolved pursuant to a dissolution deed dated December 31, 2022) with Niraj Lodha acting as karta, who is one of the Promoters of our Company. This show cause notice stated that Niraj Lodha (HUF) had executed 2 reversal trades through 1 unique stock options contract on July 30, 2015. Further, Niraj Lodha (HUF) submitted a reply on January 17, 2022 in relation to the said show cause notice Thereafter, due to high volume of matters in relation to illiquid stock option reversal trading, SEBI issued a settlement

scheme in 2022 (Settlement Scheme 2022) to pay the settlement amount and dispose-of the matter. Niraj Lodha (HUF) had preferred the settlement application in terms of the Settlement Scheme 2022 and made payment of ₹ 100,000 to SEBI as the settlement amount on September 16, 2022. Subsequently, an intimation about the payment was issued to the adjudicating officer of SEBI dated September 30, 2022. Further, SEBI has issued a settlement order dated March 8, 2023 in relation to the SEBI Settlement Scheme 2022 pursuant to which the aforementioned proceeding was disposed-of.

f. SEBI issued a show cause notice in terms of Rule 4 (1) of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 dated July 28, 2021 to Vivek Lodha (HUF) (dissolved pursuant to a dissolution deed dated December 31, 2022) with Vivek Lodha acting as karta, who is one of the Promoters of our Company. This show cause notice stated that Vivek Lodha (HUF) had executed 2 reversal trades through 1 unique stock options contract on August 5, 2015. Further, Vivek Lodha (HUF) submitted a reply on September 15, 2021 in relation to the said show cause notice Thereafter, due to high volume of matters in relation to illiquid stock option reversal trading, SEBI issued a settlement scheme in 2022 (Settlement Scheme 2022) to pay the settlement amount and dispose-of the matter. Vivek Lodha (HUF) had preferred the settlement application in terms of the Settlement Scheme 2022 and made payment of ₹ 100,000 to SEBI as the settlement amount on September 20, 2022. Subsequently, an intimation about the payment was issued to the adjudicating officer of SEBI dated September 30, 2022. Further, SEBI has issued a settlement order dated March 8, 2023 in relation to the SEBI Settlement Scheme 2022 pursuant to which the aforementioned proceeding was disposed-of.

iv. *Tax proceedings*

Nature of the case	Number of cases	Total amount* involved *(in ₹ million)*
Direct tax litigations	1	0.08
Indirect tax litigations	Nil	Nil
Total	**1**	**0.08**

**To the extent quantifiable and ascertainable*

v. *Material outstanding litigations*

Nil

B. Litigation initiated by our Promoters

i. *Criminal proceedings*

Nil

ii. *Material outstanding litigations*

Nil

III. Litigation involving our Directors (other than Promoters)

A. Litigations against our Directors (other than Promoters)

i. *Criminal proceedings*

Nil

ii. *Outstanding actions by statutory and/or regulatory authorities*

Nil

iii. *Tax proceedings*

Nature of the case	Number of cases	Total amount involved *(in ₹ million)*
Direct tax litigations	Nil	Nil
Indirect tax litigations	Nil	Nil
Total	**Nil**	**Nil**

**To the extent quantifiable and ascertainable*

iv. *Material outstanding litigations*

Nil

B. Litigation initiated by our Directors (other than Promoters)

i. *Criminal proceedings*

Nil

ii. *Material outstanding litigations*

Nil

IV. Litigation involving our Subsidiary

A. Litigations against our Subsidiary

i. *Criminal proceedings*

Nil

ii. *Outstanding actions by statutory and/or regulatory authorities*

Nil

iii. *Tax proceedings*

Nature of the case	Number of cases	Total amount involved *(in ₹ million)*
Direct tax litigations	Nil	Nil
Indirect tax litigations	Nil	Nil
Total	**Nil**	**Nil**

iv. *Material outstanding litigations*

Nil

B. Litigation initiated by our Subsidiary

i. *Criminal proceedings*

Nil

ii. *Material outstanding litigations*

Nil

V. Litigation involving our Group Companies

Nil

VI. Outstanding dues to creditors

As of September 30, 2022, our Company had 55 creditors and the aggregate amount due by our Company to these creditors was ₹ 644.28 million, as detailed below:

Types of Creditors	Number of Creditors	Amount involved (in ₹ million)
Micro, Small and Medium Enterprises	3	0.53
Other creditors	52	643.75
Total	**55**	**644.28**

Our Board, in its meeting held on March 14, 2023 has considered and adopted the Materiality Policy for identification of material outstanding dues to creditors. In terms of our Materiality Policy, creditors of our Company to whom an amount having a monetary value exceeds 5% of the total trade payables of our Company, i.e., ₹ 32.21 million, are considered material (**Material Creditors**). Based on this criteria, details of outstanding dues owed to Material Creditors as on September 30, 2022, by our Company are set out below:

Particulars	Number of Creditors	Amount involved (in ₹ million)
Material Creditors	6	547.59

The details pertaining to outstanding dues to Material Creditors, along with the name and amount involved for each such Material Creditor, are available on the website of our Company at www.netwebindia.com/investors.

It is clarified that information provided on the website of our Company is not a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, www.netwebindia.com would be doing so at their own risk.

Material Developments since the date of the last Balance Sheet

Other than as set out below, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability, the value of our assets, or our ability to pay our liabilities within the next 12 months:

1. *Sub-division of Equity Shares and Bonus issue:*

   Equity Shares of face value of ₹ 10 each of our Company were sub-divided into Equity Shares of face value of ₹ 2 each. Consequently, the issued, subscribed, and paid-up share capital of our Company comprising 5,658,220 Equity Shares of face value of ₹ 10 each was sub-divided into 28,291,100 Equity Shares of face value of ₹ 2 each authorised by our Board pursuant to the resolution at its meeting held on February 15, 2023 and Shareholders pursuant to the special resolution at their meeting held on February 16, 2023.

   As a result of this the equity portion of the issued, subscribed & fully paid-up share capital of our Company is revised to ₹ 50.92 million equity shares of face value of ₹ 2 each as on the date of signing of the Restated Financial Statements.

Further, our Board at its meeting held on February 15, 2023, pursuant to applicable provisions of the Companies Act, proposed bonus issue of Equity Shares in proportion of 4 bonus Equity Share for every 5 Equity Share held as on the date of the approval of the members. The bonus issuance of Equity Shares was approved by our Shareholders February 16, 2023. Thereafter, our Board pursuant to a resolution passed at its meeting dated February 20, 2023 allotted 22,632,880 bonus Equity Shares having a nominal value of ₹ 2 per Equity Share to the Shareholders of our Company.

The issued, subscribed & fully paid-up Equity Share capital of our Company as on date of signing of the Restated Financial Statements is ₹ 50.92 million Equity Shares of face value of ₹ 2 each i.e., ₹ 101.85 million. EPS calculations have been reinstated in all the periods to give effect of the subdivision and bonus issue.

2. *Employee Stock Option Scheme:*

Our ESOP Plan was approved by our Board pursuant to a resolution passed on December 24, 2022 and a resolution passed by Shareholders January 9, 2023, which has been amended pursuant to a resolution passed by our Shareholders on February 23, 2023.

3. *Non-compete agreement:*

Our Company, and our Promoters have entered into a non-compete agreement with Netweb Pte., and Sandeep Lodha, a member of our Promoter Group (who has a controlling interest in Netweb Pte.), which delineates the geographical territories in which our Company, our Promoters, Netweb Pte, and Sandeep Lodha can operate. Consequently, our Company and our Promoters will not be able to sell its products and solutions and conduct its business operations in certain jurisdictions *viz*. Indonesia, Vietnam, Malaysia, Thailand, Singapore and United States of America (**USA**). The non-compete obligation on our Company and our Promoters in the USA is only to the extent of providing infrastructure technology solutions to oil and gas industries in the USA. Netweb Pte, and Sandeep Lodha and the entities controlled by them, cannot operate in any territory other than our Company's restricted territories mentioned above. Further, the non-compete obligations under the non-compete agreement is for a period of 5 years from March 20, 2023, and may be further extended.

4. *Intellectual Property agreement:*

One of the members of our Promoter Group, Netweb Pte. has registered certain trade marks in the jurisdiction where it operates its business. Our Company has also registered certain identical marks in India, and has made applications for registration for other identical trade marks before the Indian Trade Mark Registry. Our Company has entered into an intellectual property rights agreement dated March 20, 2023 with Netweb Pte., which delineates the geographical territories in which our Company and Netweb Pte. can use the identical marks. Consequently, our Company will not be able to market its products and solutions offerings using the identical marks in the following jurisdictions: Indonesia, Vietnam, Malaysia, Thailand, and Singapore and in USA. The restriction on usage of trade mark on our Company in USA is only to the extent of providing infrastructure technology solutions to oil and gas industries in the USA. Further, Netweb Pte. cannot market its products and solutions offerings using the identical marks in any territories other than our Company's restricted territories. Further, the intellectual property rights agreement is for a period of 5 years from March 20, 2023, and may be further extended.

GOVERNMENT AND OTHER APPROVALS

Except as disclosed herein, and in 'Risk Factors' on page 36 (in relation to material approvals which are required but not obtained or applied for by us), our Company has received the material consents, licenses, permissions, registrations and approvals from the relevant governmental, statutory and/ or regulatory authorities in India, which are necessary for undertaking its present business activities. We have set out below a list of material consents, licenses, permissions, and approvals from various governmental, statutory and regulatory authorities in India which are considered material and necessary for the purpose of undertaking our business activities. Unless stated otherwise, these material approvals are valid as on the date of this Draft Red Herring Prospectus.

In addition to these approvals, we have also disclosed below (i) the approvals applied for, including renewal applications made, but not received; and (ii) the approvals for which applications are yet to be made by our Company.

I. Approvals in relation to the Offer

For details of approvals and authorisations in relation to the Offer, see '*Other Regulatory and Statutory Disclosures*' on page 440.

II. Approvals in relation to incorporation of our Company

For details in relation to the incorporation of our Company, see '*History and Certain Other Corporate Matters*' on page 251.

III. Approvals in relation to our Company's business operations

Our Company is required to obtain various registrations and approvals in relation to our business. The registrations and approvals obtained by our Company in respect of our business operations include:

Business related approvals

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
1.	Importer-Exporter Code	Directorate General of Foreign Trade, Ministry of Commerce and Industry, Government of India	0516948423	August 5, 2016	Valid until cancelled
2.	BIS Certification (Server) AS PER IS 13252(Part 1):2010/ IEC 60950-1: 2005	Bureau of Indian Standards	Registration/CRS 2016-3491/R-91000310	October 6, 2022	October 5, 2024
3.	BIS Certification (Workstation) AS PER IS 13252(Part 1):2010/ IEC 60950-1: 2005	Bureau of Indian Standards	Registration/CRS 2017-2399/R-91001422	September 13, 2019	September 12, 2024
4.	BIS Certification (Storage) AS PER IS 13252(Part 1):2010/ IEC 60950-1: 2005	Bureau of Indian Standards	Registration/CRS-2018-223/R-91002518	June 28, 2022	June 27, 2024
5.	BIS Certification	Bureau of Indian	R-91005282	November 29,	November 28,

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
	(Automatic Data Processing Machine) AS PER IS 13252(Part 1):2010/ IEC 60950-1: 2005	Standards		2021	2023
6.	Legal Metrology Registration Certificate under the Legal Metrology Act, 2009, and Legal Metrology (Packaged Commodity) Rules, 2011	Department of Consumer Affairs, Ministry of Consumer Affairs, Food and Public Distribution, Government of India	GOI/HR/2022/4484	September 22, 2022	N.A.
7.	ISO 14001:2015 (Environmental Management System	Hawk Eye Certifications Private Limited	EGE/2301NE/1065	January 9, 2023	December 8, 2023
8.	ISO 9001:2015 (Quality Management System)	Hawk Eye Certifications Private Limited	EGQ/2301NE/1064	January 9, 2023	December 8, 2023
9.	ISO/IEC 27001:2013 (Information Security Management System)	QFS Management Systems LLP	IS/2301NE/5324	January 9, 2023	January 8, 2026

Labour related approvals

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
1.	Code in terms of Employees State Insurance under Section 1(3) & (5) of the Employee State Insurance Act, 1948	Employee State Insurance Corporation, Ministry of Labour and Employment, Government of India	13000785790000911	July 18, 2016	Valid until cancelled
2.	Code number intimation letter in terms of Employee Provident Fund under Employees' Provident Fund and Miscellaneous Provisions Act, 1952	Ministry of Labour and Employment, Government of India	HRFBD1489949	July 2, 2016	Valid until cancelled
3.	Registration and License to operate a	Labour Department, Haryana	FBD-ONLINE-GGN-N-39	December 27, 2020	December 31, 2025

	factory under the Factories Act, 1948				
4.	Certificate of Stability	Punjab Factories Rules 1952	N.A.	July 30, 2016	N.A.

Industrial laws

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
1.	MSME Udyam Registration Certificate	Ministry of Small and Medium Enterprises, Government of India	HR-03-0014062	March 3, 2021	Valid until cancelled
2.	ZED Bronze under MSME ZED Certification Scheme in regard to Zero Defect Zero Effect (ZED)	Ministry of Small and Medium Enterprises, Government of India	UDHYAM-HR-03-0014062	July 13, 2022	July 12, 2025

Shops and Establishments

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
1.	Shops and Establishment	Office of the Chief Facilitator, Mumbai	820079835 / S Ward /COMMERCIAL II	November 19, 2019	November 18, 2029
2.	Shops and Establishment	Department of Labour, Government of National Capital of New Delhi	2021067640	April 8, 2021	N.A.
3.	Shops and Establishment	Department of Labour, Government of National Capital of New Delhi	2023043128	March 4, 2023	N.A.
4.	Shops and Establishment	Department of Labour, Government of Telangana	SEA/HYD/JCL/HB/0590607/2023	March 4, 2023	N.A.
5.	Certificate of Enlistment	License department, Kolkata Municipal Corporation	022611005271	November 15, 2019	March 31, 2023 (Valid for current Fiscal)
6.	Shops and Establishment	District Labour Office, Bhopal	BHOP230319SE010754	March 21, 2023	N.A.

Tax related approvals

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
1.	Permanent Account Number (PAN)	Income Tax Department	AABCN4805A	September 22, 1999	Valid until cancelled
2.	Tax deduction and collection Account Number (TAN)	Income Tax Department	RTKN03933G	February 16, 2023	Valid until cancelled
3.	Value added Tax (VAT) Certificate under Section 22 of the Karnataka Value Added Tax Act, 2003 for Bangalore.	Department of Tax, Bangalore	29061354681	August 22, 2016	Valid until cancelled
4.	VAT Certificate under Rule 14 of Delhi Value Added Tax Act, 2004 for Delhi.	Department of Tax, Delhi	7230187022	October 25, 2011 (date of validity and liability: May 25, 1996)	Valid until cancelled
5.	VAT Certificate under Section 24(1) A of the West Bengal Value Added Tax Act, 2003 for Kolkata.	Department of Tax, Kolkata	19471815018	December 4, 2008 (date of validity and liability: November 12, 2008)	Valid until cancelled
6.	VAT Certificate under Section 16 of the Maharashtra Value Added Tax Act, 2002 for Mumbai.	Income Tax, Mumbai	27181429532V	November 5, 2016	Valid until cancelled
7.	VAT Certificate under Section 11 of the Haryana Value Added Tax Act, 2003 for Faridabad.	Central Board of Excise and Customs	06281346981	August 3, 2016 (date of validity: July 5, 2016 and date of liability: July 7, 2016)	Valid until cancelled
8.	Professional Taxpayer Enrolment Certificate under Section 6 of Telangana Tax on Profession, Trade Calling and Employment Act, 1987	Commercial Tax Department, Hyderabad	35648749650	September 2, 2022	Valid until cancelled

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
9.	Professional Tax Payer Enrollment Certificate under Section 5 of Maharashtra State Tax on Profession, Trade Calling and Employment Act, 1987	Sales Tax Department, Maharashtra	99843068057P	April 1, 2016	Valid until cancelled
10.	Professional Tax Payer Registration Certificate under Section 5 of Maharashtra State Tax on Profession, Trade Calling and Employment Act, 1987	Sales Tax Department, Maharashtra	27181429532P	November 5, 2016	Valid until cancelled
11.	Trade Certificate, Bangalore under Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976	Tax Officer	386759966	September 1, 2016	Valid until cancelled
12.	Service Tax Certificate under Chapter V of the Finance Act,1994 read with the Service Tax Rules,1994	Department of Tax, Delhi	AAZPL3559LST001	September 7, 2007	Valid until cancelled
13.	Service Tax Certificate under Chapter V of the Finance Act,1994 read with the Service Tax Rules,1994	Central Board of Excise & Custom under Ministry of Finance-Department of Revenue, Government of India	AABCN4805ASD001	December 7, 2015	Valid until cancelled
14.	Central Excise Registration Certificate under Rule 9 of the Central Excise Rules, 2002	Central Board of Excise and Customs	AABCN4805AEM001	July 25, 2016	Valid until cancelled
15.	CST Certificate under Section 7 (1) & (2) of the CST Act,1956	Income Tax, Mumbai	27181429532C	November 5, 2016	Valid until cancelled

Sr. No.	Particulars	Issuing Authority	Reference No.	Date of Issue / Renewal	Expiry Date
16.	CST Certificate under Section 7(2) of the CST Act, 1956	Sale Tax, Kolkata	19471815212	December 4, 2008	Valid until cancelled
17.	CST Certificate under Section 7(2) of the CST Act,1956	Central Board of Excise and Customs	06281346981	July 7, 2016	Valid until cancelled

GST registrations

Sr. No.	Name of the State	Principal Place of Business in the State	Reference No.	Date of Issue
1.	Haryana	Plot No H-1, H-2, Pocket 9, Sector 57, Faridabad Industrial Town, Faridabad, Haryana, 121004	06AABCN4805 A1Z3	February 6, 2023
2.	Karnataka	1st Floor, No 36, Neela Nivas, Plain Street, Shivajinagar, Karnataka, 560001	29AABCN4805 A1ZV	February 21, 2023
3.	Delhi	II, B-1/A-25, Mohan Cooperative Industrial Estate, Mathura Road, New Delhi, Delhi, 110044	07AABCN4805 A1Z1	February 13, 2023
4.	Telangana	III Floor, B Square Tower 302, Plot No. 2/1-C, Sy-No.79, Patrika Nagar Madhapur Hi-Tech City, Madhapur, Hyderabad, Telangana,	36AABCN4805 A1Z0	August 5, 2017
5.	West Bengal	1st Floor, F-4, Pridhan Garment Park, A-19, Canal South Road, Beliaghata, Kolkata, West Bengal, 700015	19AABCN4805 A1ZW	February 22, 2023
6.	Maharashtra	3rd Floor, 311, Sagar Tech Plaza A Wing, Andheri Kurla Road, Andheri East, Mumbai Suburban,	27AABCN4805 A1ZZ	March 8, 2023

Intellectual Property

i. Trademarks

Details of the registered trade marks possessed by our Company are as set out below:

Sr. No.	Application Number	Trademark	Class	Date of registration / application / renewal application	Status	Validity
1.	1430161	OPSLAG	9	Date of renewal: March 02, 2016 with	Registered*	March 09, 2026

Sr. No.	Application Number	Trademark	Class	Date of registration / application / renewal application	Status	Validity
				effect from March 09, 2016.		
2.	4900720	SKYLUS	9	Date of registration: August 17, 2021	Registered	March 11, 2031
3.	4900719	KUBYTS	9 and 42	Date of registration: August 07, 2021	Registered	March 11, 2031
4.	4900722	KUBYTS	9 and 42	Date of registration: October 08, 2021	Registered	March 11, 2031
5.	4023975	Netweb TECHNOLOGIES	9	Date of registration: February 19, 2022	Registered	December 12, 2028
6.	1371440	Tyrone	9	Date of renewal: March 02, 2016 with effect from July 15, 2015.	Registered**	July 15, 2025
7.	1371441	Tyrone	16	Date of renewal: March 02, 2016 with effect from July 15, 2015	Registered*	July 15, 2025

**Pursuant to the deed of assignment dated November 22, 2022 executed between our Promoter, Sanjay Lodha and our Company, Sanjay Lodha has, inter alia, assigned, sold and transferred, the trademark bearing application numbers 1430161 and 1371441 to our Company, for a consideration amount of ₹ 1,000 only.*

***Pursuant to the deed of assignment dated May 23, 2022 executed between our Promoter, Sanjay Lodha and our Company, Sanjay Lodha has, inter alia, assigned, sold and transferred, the trademark bearing application number 1371440 to our Company, for a consideration amount of ₹ 100 only.*

Details of the trademark applications filed by our Company are as set out below:

Sr. No.	Application Number	Trademark	Class	Date of registration / application / renewal application	Status
1.	5662915	TCM A Tyrone Product	9 and 42	Date of application: October 28, 2022	Marked for exam
2.	4900721	Skylus	9	Date of application: March 11, 2021	Objected and ready for show cause hearing
3.	5216899	Netweb TECHNOLOGIES	42	Date of application: November 20, 2021	Objected and ready for show cause hearing
4.	5700822	**TYRONE**	9 and 42	Date of application: November 28, 2022	Marked for exam
5.	5700823	Tyrone	9, 16 and 42	Date of application: November 28, 2022	Send To Vienna Codification
6.	5778229	ParallelStor	9 and 42	Date of application: 24 January 2023	Send To Vienna Codification
7.	5778230	COLLECTIVO	9 and 42	Date of application: 24 January 2023	Send To Vienna Codification
8.	5850741	CAMARERO	9	Date of application: 16 March 2023	Send To Vienna Codification
9.	5850738	EDRA	9 and 42	Date of application: 16 March 2023	Send To Vienna Codification

Sr. No.	Application Number	Trademark	Class	Date of registration / application / renewal application	Status
10.	5850739	JANUS	9 and 42	Date of application: 16 March 2023	Send To Vienna Codification
11.	5850740	VERTA	9	Date of application: 16 March 2023	Send To Vienna Codification

ii. Design

Details of the designs applied for by our Company are as set out below:

Sr. No.	Application Number	Design	Class	Date of registration / application / renewal application	Status
4.	370720-001	TYRONE SKYLUS 4U FRONT BAZEL	14-00-Recording, telecommunication or data processing equipment	Date of application: September 12, 2022	Under the process of registration
5.	370718-001	TYRON SKYLUS 1U FRONT BAZEL	14-00-Recording, telecommunication or data processing equipment	Date of application: September 12, 2022	Under the process of registration
6.	370719-001	TYRON SKYLUS 2U FRONT BAZEL	14-00-Recording, telecommunication or data processing equipment	Date of application: September 12, 2022	Under the process of registration

iii. Patents

Details of the patents registered in our Company's name are as set out below:

Sr. No.	Application Number	Patent	Date of registration / application / renewal application	Status
1	201821003915	Emergency Determination System and Method Utilizing Artificial Intelligence and Blockchain Technology	Date of grant: February 28, 2023	The patent has been granted to the Company for a term of 20 years from February 1, 2018 in accordance with the provisions of the Patents Act, 1970.

Details of the patent applications filed by our Company are as set out below:

Sr. No.	Application Number	Patent	Date of registration / application / renewal application	Status
2	202311008741	NETWORK STORAGE SYSTEM AND METHOD FOR SALVAGING DIGITAL RESOURCES	Date of application: February 10, 2023	Patent published and awaiting request for examination.

IV. **Approvals expired but not applied for renewals by our Company**

i. Our Company has not made a renewal application for renewal of the Shops and Establishment license issued by the Tax Department, Amdavad Municipal Corporation Gujarat that has expired on December 31, 2022.

V. **Approvals applied for, including renewal applications, but not received**

Environmental Laws

i. Our Company has made an application for approval on the Extended Producers Responsibility (**EPR**) Portal for Plastic Packaging under the Plastic Waste Management Rules, 2022 on November 22, 2022**.**

ii. Our Company has made a renewal application for approval on the EPR Authorisation for producer of Electrical and Electronic Equipment under E-Waste (Management Rules 2016) on February 20, 2023.

Shops and Establishments

i. Our Company has made an application dated June 7, 2022 for Shops and Establishment license to the Office of Deputy Commissioner of Labour, Pune.

ii. Our Company has made an application dated February 28, 2023 for the Shops and Establishment license to the Department of Labour, Government of Karnataka.

iii. Our Company has made an application dated March 10, 2023 for the Shops and Establishment license to the Department of Labour, Government of Haryana.

VI. **Approvals required but not obtained or applied for**

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorized by our Board pursuant to the resolution passed at its meeting dated March 14, 2023, and approved by our Shareholders pursuant to a special resolution passed at their meeting dated March 16, 2023.

This Draft Red Herring Prospectus has been approved by our Board pursuant to the resolution passed at its meeting dated March 24, 2023 and by our IPO Committee pursuant to the resolution passed at its meeting dated March 28, 2023 for filing with SEBI and the Stock Exchanges.

Our Board of Directors has taken on record the approval for the Offer for Sale by the Selling Shareholders pursuant to the resolution passed at its meeting dated March 24, 2023. Each of the Selling Shareholders has, severally and not jointly, confirmed and approved their participation in the Offer for Sale in relation to its portion of the Offered Shares, as set out below:

Sr. No.	Name of the Selling Shareholder	Date of Consent Letters	Date of Resolutions	Maximum number of Offered Shares
1.	Sanjay Lodha	March 23, 2023	NA	2,860,000
2.	Navin Lodha	March 23, 2023	N.A.	1,430,000
3.	Vivek Lodha	March 23, 2023	N.A.	1,430,000
4.	Niraj Lodha	March 23, 2023	N.A.	1,430,000
5.	Ashoka Bajaj Automobiles Private Limited	March 23, 2023	March 18, 2023	1,350,000

In-principle Listing Approvals

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively.

Prohibition by SEBI or other Governmental Authorities

Our Company, our Promoters, members of our Promoter Group, our Directors, each of the Selling Shareholders (severally and not jointly), and the persons in control of our Company are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing capital markets under any order or direction passed by SEBI or any other authorities. None of our Promoters or Directors have been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018. Our Company, Promoters or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers, as defined in the SEBI ICDR Regulations.

Directors associated with the Securities Market

None of our Directors are in any manner, associated with the securities market and there is no outstanding action which has been initiated by SEBI against the Directors of our Company in the 5 years preceding the date of this Draft Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Promoters, members of our Promoter Group and the Selling Shareholders, severally and not jointly, confirm that they are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible to undertake the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

- Our Company has net tangible assets of at least ₹30 million, calculated on a restated basis, in each of the preceding 3 full years (of 12 months each), of which not more than 50% are held in monetary assets;
- Our Company has an average operating profit of at least ₹150 million, calculated on a restated basis, during the preceding 3 years (of 12 months each), with operating profit in each of these preceding three years;
- Our Company has a net worth of at least ₹10 million in each of the preceding 3 full years (of 12 months each), calculated on a restated basis; and
- Our Company has not changed its name in the last 1 year, other than deletion of the word 'private' from the name of our Company pursuant to conversion into a public limited company. Our Company has not undertaken any new activity pursuant to such change in name.

Our Company's operating profits, net worth, net tangible assets and monetary assets derived from the Restated Financial Statements as at, and for the Fiscal 2022, Fiscal 2021, and Fiscal 2020 are set forth below:

(*in ₹ million, unless stated otherwise*)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Operating Profit[(1)]	329.61	129.30	67.26
Net Worth(2)	443.70	218.17	136.50
Net Tangible Assets(3)	423.66	201.35	125.98
Monetary Assets(4)	20.26	20.24	19.98
Monetary assets as a percentage of the net tangible assets (in %), as restated	4.78	10.05	15.86

(1) 'Operating Profit' means the profit before finance costs, and tax expenses but after excluding other income.

(2) 'Net Worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

(3) 'Net Tangible Assets' means net block of Property, Plant & Equipment, capital work in progress (including capital advances), Total current assets, Other Non-current financial assets and excludes all liabilities except lease liability.

*(4) 'Monetary Assets' means cash in hand, balance with bank in current and deposit account (net of bank deposits not considered as cash and cash equivalent). * Bank Deposits pledged are not considered as Monetary Assets*.

In accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees in the Offer shall be not less than 1,000 failing which the entire application monies shall be refunded forthwith, in accordance with the SEBI ICDR Regulations and other applicable laws.

Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable, and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Offer in terms of Regulation 5 of the SEBI ICDR Regulations, to the extent applicable. The status of our compliance with Regulation 5 of the SEBI ICDR Regulations are as follows:

(i) None of our Company, our Promoters, the members of our Promoter Group and our Directors are debarred from accessing the capital markets by SEBI;

(ii) None of our Promoters or our Directors are associated as promoter or director of companies which are debarred from accessing the capital markets by SEBI;

(iii) None of our Company, our Promoters or our Directors have been identified as a Wilful Defaulter or a Fraudulent Borrower (as defined in the SEBI ICDR Regulations);

(iv) None of our Promoters, our Directors have been declared as a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018; and

(v) Except for options granted pursuant to the ESOP Plan, disclosed in '*Capital Structure*' on page 91, there are no outstanding convertible securities of our Company or any other right which would entitle any person with any option to receive Equity Shares of our Company as on the date of this Draft Red Herring Prospectus.

Each of the Selling Shareholders, severally and not jointly, confirms that the Equity Shares offered by them as part of the Offer for Sale have been held by it in compliance with Regulation 8 of the SEBI ICDR Regulations.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BRLMs, EQUIRUS CAPITAL PRIVATE LIMITED AND IIFL SECURITIES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI ICDR REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BRLMs IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLMs HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 28, 2023 IN ACCORDANCE WITH THE FORMAT PRESCRIBED UNDER SCHEDULE V (FORM A) OF THE SEBI ICDR REGULATIONS.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BRLMs, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the RoC in terms of Sections 26, 30, 32 and 33 of the Companies Act.

DISCLAIMER CLAUSE OF THE SELLING SHAREHOLDERS

THE SELLING SHAREHOLDERS WILL BE SEVERALLY RESPONSIBLE FOR THE RESPECTIVE STATEMENTS CONFIRMED OR UNDERTAKEN BY IT IN THIS DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF AND ITS RESPECTIVE PORTION OF THE OFFERED SHARES.

Disclaimer from our Company, our Directors, the Selling Shareholders and the BRLMs

Our Company, our Directors, the Selling Shareholders and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at the instance of our Company and anyone placing reliance on any other source of information, including our website, www.netwebindia.com, or any website of any of the members of our Promoter Group, Group Companies or any affiliate of our Company, would be doing so at his or her own risk. Each Selling Shareholder, its respective directors / partners, affiliates, associates and officers neither accept nor undertake any responsibility for any statements made or undertakings provided other than those specifically undertaken or confirmed by such Selling Shareholder, and only in relation to itself and, or, to their respective Offered Shares.

The BRLMs accept no responsibility, save and except, to the limited extent as provided in the Offer Agreement and the Underwriting Agreement.

All information shall be made available by our Company, the Selling Shareholders (to the extent of themselves and their Offered Shares) and the BRLMs, to the Bidders and public at large and no selective or additional information would be made available for a section of investors in any manner whatsoever, including at any road show presentations, or in research or sales reports, or at Bidding Centres, or elsewhere.

Neither the delivery of this Draft Red Herring Prospectus, nor any offer or sale hereunder, shall, under any circumstances, create any implication that there has been no change in our affairs or in the affairs of the Selling Shareholders from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The BRLMs and their associates may engage in transactions with, and perform services for our Company, the Selling Shareholders and their respective affiliates or associates, in the ordinary course of business, and have engaged, or may in the future engage in commercial banking and investment banking transactions with our Company or the Selling Shareholders or their respective affiliates or associates for which they have received, and may in future receive compensation.

Bidders will be required to confirm, and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares, and will not offer, sell, pledge or transfer the Equity Shares acquired in the Offer to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Selling Shareholders and the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares.

Disclaimer in respect of jurisdiction

Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) in Faridabad, Haryana, India only.

This Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), trusts under the applicable trust laws and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs and AIFs that are eligible under all applicable laws and regulations to purchase the Equity Shares. This Draft Red Herring Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares issued hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person

into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be issued, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. The delivery of this Draft Red Herring Prospectus, shall not, under any circumstances, create any implication that there has been no change in our affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

This Draft Red Herring Prospectus does not constitute an invitation to subscribe to or purchase the Equity Shares in the Offer in any jurisdiction, including India. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to the Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises the Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Eligibility and Transfer Restrictions

The Equity Shares issued in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable laws in the United States, and unless so registered, may not be issued 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 in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in 'offshore transactions' in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where such issue and sales are made.

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 Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by BSE to our Company post scrutiny of this Draft Red Herring Prospectus shall be included in the Red Herring Prospectus prior to filing with the RoC.

Disclaimer clause of NSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to the NSE. The disclaimer clause as intimated by NSE to our Company post scrutiny of this Draft Red Herring Prospectus shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. [●] will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Offer. Application will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares being issued

and sold in the Offer.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within 6 Working Days of the Bid/Offer Closing Date or such other period as may be prescribed by the SEBI. Each of the Selling Shareholders, severally and not jointly, confirms that it shall extend reasonable co-operation to our Company, as may be required in relation to their respective Offered Shares, in accordance with applicable law, to facilitate the process of listing the Equity Shares on the Stock Exchanges.

If the permission to deal in the Equity Shares is not granted by both the Stock Exchanges, our Company will, in accordance with applicable law, forthwith repay, without interest, all monies received from the Bidders in pursuance of the Red Herring Prospectus. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within 6 Working Days of the Bid/Offer Closing Date. If our Company does not allot Equity Shares pursuant to the Offer within 6 Working Days from the Bid/Offer Closing Date or within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% p.a. for the delayed period.

Each of the Selling Shareholders, severally and not jointly, confirms that it shall extend reasonable co-operation to our Company, as may be required in relation to their respective Offered Shares, in accordance with applicable law, to facilitate the process of listing the Equity Shares on the Stock Exchanges.

Consents

Consents in writing of: (a) the Selling Shareholders, our Directors, our Promoters, our Company Secretary and Compliance Officer, our Chief Financial Officer, the Bankers to our Company, the legal counsel appointed for the Offer, the F&S, the BRLMs, the Registrar to the Offer, the Statutory Auditors, the Independent Chartered Accountant, the Independent Chartered Engineer, and the practising Company Secretary in their respective capacities, have been obtained and such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus; (b) Monitoring Agency; the Syndicate Members, the Bankers to the Offer/Escrow Collection Bank(s)/Refund Bank(s), Sponsor Bank, to act in their respective capacities, will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act.

Expert opinion

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

1. Our Company has received written consent dated March 27, 2023 from our Statutory Auditors, S S Kothari Mehta & Company, holding a valid peer review certificate from the ICAI to include their name as an 'expert' under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditor, and in respect of their examination report, dated March 24, 2023 on our Restated Financial Statements, and the statement of special tax benefits dated March 27, 2023 included in this Draft Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus. The term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

2. Our Company has received written consent dated March 27, 2023 from M/s APT & Co LLP, the Independent Chartered Accountant, to include their name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in their capacity as the Independent Chartered Accountant and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

3. Our Company has received written consent dated March 25, 2023 from Vinod Kumar Goel, the Independent Chartered Engineer to include their name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in their capacity as an Independent Chartered Engineer and in respect of the certificate dated March 25, 2023 issued by them in connection with, *inter alia*, production capacity, actual production, capacity utilisation, and certain information in relation to the product and solutions offering of our Company and such

consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

4. Our Company has received written consent dated March 18, 2023 from M/s Deepak Goel & Associates, practicing Company Secretary, to include its name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as practicing Company Secretary and in respect of the certificate dated March 18, 2023 issued by it in connection with, *inter alia*, certain of the corporate records of our Company, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term 'expert' shall not be construed to mean an 'expert' as defined under U.S. Securities Act.

Particulars regarding public or rights issues undertaken by our Company during the last 5 years

Our Company has not undertaken any public issue or rights issue, as defined under the SEBI ICDR Regulation, during the last 5 years immediately preceding the date of this Draft Red Herring Prospectus.

Particulars regarding capital issues by our Company and listed group companies, or associate entity during the last 3 years

Other than as disclosed in '*Capital Structure*' on page 91, our Company has not undertaken any capital issues during the 3 years preceding the date of this Draft Red Herring Prospectus. Further, our Company does not have any listed group companies, or associates.

Commission and brokerage paid on previous issues of Equity Shares in the last 5 years

Since this is the initial public issue of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure public subscription for any of our Equity Shares in the 5 years preceding the date of this Draft Red Herring Prospectus.

Performance *vis-à-vis* objects – Public/rights issue of our Company

Our Company has not made any public issue or rights issue as defined under the SEBI ICDR Regulations in the 5 years immediately preceding the date of this Draft Red Herring Prospectus.

Performance *vis- à-vis* objects: Public/rights issue of the listed subsidiary and listed promoters

As of the date of this Draft Red Herring Prospectus, our Company does not have a listed subsidiary or any corporate promoter.

Price information of past issues handled by the BRLMs

A. Equirus Capital Private Limited

Price information of past issues handled by Equirus Capital Private Limited (during the current Fiscal and two Fiscals preceding the current financial year):

Sr. No.	Issue Name	Issue Size (₹ million)	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.	G R Infraprojects Limited[#]	9,623.34	837.00[1]	July 19, 2021	1700.00	+90.61% [+6.16%]	+138.67% [+16.65%]	+132.16% [+16.50%]
2.	Rolex Rings Limited[$]	7,310.00	900.00	August 9, 2021	1,250.00	+22.28% [+6.79%]	+31.50% [+10.20%]	+45.24% [+7.74%]
3.	Krsnaa Diagnostics Limited[$]	12,133.35	954.00[2]	August 16, 2021	1,005.55	-9.42% [+4.93%]	-27.73% [+9.30%]	-32.63% [+4.90%]
4.	Anand Rathi Wealth Limited[#]	6,593.75	550.00[3]	December 14, 2021	602.05	+12.38% [+5.22%]	+4.46% [-4.42%]	+19.55% [-6.56%]
5.	Metro Brands Limited[#]	13,675.05	500.00	December 22, 2021	436.00	+21.77% [+4.45%]	+14.57% [+0.64%]	+7.93% [-9.78%]
6.	Prudent Corporate Advisory Services Limited[#]	4,282.84	630.00[4]	May 20, 2022	660.00	-20.71% [-5.46%]	-2.10% [+10.92%]	+26.23% [+13.89%]
7.	Dreamfolks Services Limited[#]	5,621.01	326.00	September 06, 2022	505.00	+12.07% [-1.91%]	+14.80% [+6.20%]	+42.44% [+1.03%]
8.	Harsha Engineers International Limited[$]	7,550.00	330.00[5]	September 26, 2022	450.00	+31.92% [+3.76%]	+10.68% [+4.65%]	-2.18% [-0.42%]
9.	Inox Green Energy Services Limited[#]	7,400.00	65.00	November 23, 2022	60.50	-30.77% [-1.11%]	-32.77% [-1.33%]	N.A.
10.	Divgi TorqTransfer Systems Limited[#]	4,121.20	590.00	March 14, 2023	600.00	N.A.	N.A.	N.A.

***Source**: www.bseindia.com and www.nseindia.com for price information and prospectus/basis of allotment for issue details.*

Notes:

1. *A discount of ₹ 42 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of G R Infraprojects Limited IPO*
2. *A discount of ₹ 93 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Krsnaa Diagnostics Limited IPO*
3. *A discount of ₹ 25 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Anand Rathi Wealth Limited IPO*
4. *A discount of ₹59 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Prudent Corporate Advisory Services Limited IPO*
5. *A discount of ₹31 per Equity Share was offered to Eligible Employees bidding in the Employee Reservation Portion of Harsha Engineers International Limited IPO*
6. *Price on Designated Stock Exchange of the respective Issuer is considered for all of the above calculations.*

7. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
8. *N.A. (Not Applicable) – Period not completed.*

 # The S&P BSE SENSEX is considered as the Benchmark Index

$ The S&P CNX NIFTY is considered as the Benchmark Index

Summary statement of price information of past public issues handled by Equirus Capital Private Limited:

Financial Year	Total no. of IPOs	Total funds raised (₹ million)	Nos. of IPOs trading at discount as on 30th calendar day from listing date			Nos. of IPOs trading at premium as on 30th calendar day from listing date			Nos. of IPOs trading at discount as on 180th calendar day from listing date			Nos. of IPOs trading at premium as on 180th 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%
2022-2023*	5	28,975.05	-	1	1	-	1	1	-	-	1	-	2	-
2021-2022	5	49,335.49	-	-	1	1	-	3	-	1	-	1	1	2
2020 -2021	1	2,999.85	-	-	1	-	-	-	-	-	-	-	-	1

** The information is as on the date of this Draft Red Herring Prospectus.*

The information for each of the financial years is based on issues listed during such financial year.

B. IIFL Securities Limited

Price information of past issues handled by IIFL Securities Limited (during the current Fiscal and two Fiscals preceding the current Fiscal):

Sr. No.	Issue Name	Issue Size (in ₹ Million)	Issue Price (₹)	Designated Stock Exchange as disclosed in the Red Herring Prospectus filed	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	Syrma SGS Technology Limited	8,401.26	220.00	BSE	August 26, 2022	262.00	+31.11%, [-1.25%]	+29.20%, [+4.55%]	+20.66%, [+3.13%]
2	Electronics Mart India Limited	5,000.00	59.00	NSE	October 17, 2022	90.00	+46.02%, [+6.31%]	+42.63%, [+3.72%]	N.A.

Sr. No.	Issue Name	Issue Size (in ₹ Million)	Issue Price (₹)	Designated Stock Exchange as disclosed in the Red Herring Prospectus filed	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
3	Tracxn Technologies Limited	3,093.78	80.00	NSE	October 20, 2022	84.50	-10.25%, [+4.23%]	+25.13%, [+2.79%]	N.A.
4	Fusion Micro Finance Limited	11,039.93	368.00	NSE	November 15, 2022	359.50	+9.86%, [+1.40%]	+12.84%, [-2.97%]	N.A.
5	Bikaji Foods International Limited	8,808.45	300.00(1)	NSE	November 16, 2022	322.80	+29.15%, [+0.03%]	+27.10%, [-3.47%]	N.A.
6	Archean Chemical Industries Limited	14,623.05	407.00	NSE	November 21, 2022	450.00	+25.42%, [+1.24%]	+56.87%, [-1.19%]	N.A.
7	Kaynes Technology India Limited	8,578.20	587.00	NSE	November 22, 2022	778.00	+19.79%, [-0.25%]	+48.24%, [-1.64%]	N.A.
8	Sula Vineyards Limited	9,603.49	357.00	NSE	December 22, 2022	361.00	+18.59%, [-0.55%]	-4.87%, [-5.63%]	N.A.
9	KFin Technologies Limited	15,000.00	366.00	NSE	December 29, 2022	367.00	-13.55%, [-3.22%]	N.A.	N.A.
10	Radiant Cash Management Services Limited	2,566.41	94.00(2)	NSE	January 4, 2023	103.00	+2.55%, [-2.40%]	N.A.	N.A.

Source: www.nseindia.com; www.bseindia.com, as applicable

(1) A discount of Rs. 15 per equity share was offered to eligible employees bidding in the employee reservation portion.

(2) Issue price for anchor investors was Rs. 99 per equity share.

Note: Benchmark Index taken as NIFTY 50 or S&P BSE SENSEX, as applicable. Price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered for all of the above calculations. The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th /90th / 180th calendar day from listing day is a holiday, the closing data of the previous trading day has been considered. % change taken against the Issue Price in case of the Issuer. NA means Not Applicable. The above past price information is only restricted to past 10 initial public offers.

Summary statement of price information of past public issues handled by IIFL Securities Limited:

Table 2: Summary Statement of Disclosure

Financial Year	Total No. of IPO's	Total Funds Raised (in ₹ Million)	No. of IPOs trading at discount – 30th calendar days from listing			No. of IPOs trading at premium – 30th calendar days from listing			No. of IPOs trading at discount – 180th calendar days from listing			No. of IPOs trading at premium – 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2020-21	8	47,017.65	-	-	4	2	1	1	-	1	-	3	3	1
2021-22	17	3,58,549.95	-	-	5	-	4	8	-	6	4	3	1	3
2022-23	12	106,650.92	-	-	4	-	4	4	-	-	-	-	1	2

Source: www.nseindia.com; www.bseindia.com, as applicable
Note: Data for number of IPOs trading at premium/discount taken at closing price of the designated stock exchange as disclosed by the respective issuer at the time of the issue has been considered on the respective date. In case any of the days falls on a non-trading day, the closing price on the previous trading day has been considered.
NA means Not Applicable.

Website track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference bearing number CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, see the websites of the BRLMs as set forth in the table below:

Sr No.	Name of the BRLM	Website
1.	Equirus Capital Private Limited	www.equirus.com
2.	IIFL Securities Limited	www.iiflcap.com

Stock market data of the Equity Shares

As the Offer is an initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of Investor Grievances

SEBI, by way of its circular dated March 16, 2021 as amended by its circular dated April 20, 2022 (**March 2021 Circular**), has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism, *inter alia*, in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non allotment within prescribed timelines and procedures. Per the March 2021 Circular, SEBI has prescribed certain mechanisms to ensure proper management of investor issues arising out of the UPI Mechanism, including: (i) identification of a nodal officer by SCSBs for the UPI Mechanism; (ii) delivery of SMS alerts by SCSBs for blocking and unblocking of UPI Mandate Requests; (iii) hosting of a web portal by the Sponsor Bank(s) containing statistical details of mandate blocks/unblocks; (iv) limiting the facility of reinitiating UPI Bids to Syndicate Members to once per Bid; and (v) mandating SCSBs to ensure that the unblock process for non-allotted/partially allotted applications is completed by the closing hours of 1 Working Day subsequent to the finalisation of the Basis of Allotment.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, 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 subject to applicable laws, 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 3 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% p.a. for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, in the events of delayed unblock for cancelled/withdrawn/deleted 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. Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a minimum period of 8 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, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances, other than by Anchor Investors, may be addressed to the Registrar to the Offer, with a copy to the relevant Designated Intermediary, where the Bid cum Application Form was submitted, quoting the full name of the sole or First Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, address of the Bidder, number of Equity Shares applied for, date of Bid cum Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number (for Bidders other than UPI Bidders bidding through the UPI mechanism) in which the amount equivalent to the Bid Amount was blocked or UPI ID in case of UPI Bidders applying through the UPI mechanism in which the amount equivalent to the Bid Amount is blocked. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

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

All grievances relating to Bids submitted with the Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer. Further, Bidders shall also enclose a copy of the Acknowledgment Slip received from the Designated Intermediaries in addition to the information mentioned hereinabove.

For helpline details of the Book Running Lead Managers pursuant to the March 2021 Circular, see '*General Information – Book Running Lead Managers*' on page 82.

Disposal of investor grievances by our Company

Our Company will obtain authentication on the SCORES and will comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013, SEBI circular (CIR/OIAE/1/2014) dated December 18, 2014 and SEBI circular dated October 14, 2021 (SEBI/HO/OIAE/IGRD/CIR/P/2021/642) and any amendment thereto, in relation to redressal of investor grievances through SCORES, prior to filing the Red Herring Prospectus.

Our Company has not received any investor grievances in the last 3 Fiscals prior to the filing of this Draft Red Herring Prospectus. Further, no investor complaint in relation to our Company is pending as on the date of filing of this Draft Red Herring Prospectus. Our Company estimates that the average time required by our Company and/or the Registrar to the Offer or the relevant Designated Intermediary, for the redressal of routine investor grievances 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 appointed Lohit Chhabra, as our Company Secretary and Compliance Officer and he may be contacted in case of any pre-Offer or post-Offer related issues at the following address:

Plot No H-1, Pocket 9,
Faridabad Industrial Town (FIT),
Sector-57, Ballabhgarh,
Faridabad, Haryana – 121004
Telephone: +911292310416
E-mail: complianceofficer@netwebindia.com

For further information, see '*General Information-Company Secretary and Compliance Officer*' on page 81.

Further, our Board has also constituted the Stakeholders' Relationship Committee comprising of Romi Jatta as

Chairperson and, Sanjay Lodha and Navin Lodha as members, *inter alia*, to review and redress shareholder and investor grievances. For further information, see '*Our Management – Stakeholders' Relationship Committee'* on page 272. The Selling Shareholders have authorised the Company Secretary and Compliance Officer of our Company, and the Registrar to the Offer to redress any complaints received from Bidders in respect of their respective portion of Offered Shares.

Disposal of investor grievances by listed Group Companies and Subsidiary

As on the date of this Draft Red Herring Prospectus, the securities of our Group Companies and Subsidiary are not listed on any stock exchange, and there are no investor complaints pending against them.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied to SEBI to seek any exemption from complying with any of the provisions of the securities laws.

SECTION VIII: OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares issued, transferred and Allotted in the Offer will be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of the Red Herring Prospectus and the Prospectus, the Bid cum Application Form, the Revision Form, the CAN, the Abridged Prospectus and other terms and conditions as maybe incorporated in the Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating the issue of capital and listing and trading of securities, issued from time to time, by the SEBI, GoI, Stock Exchanges, the RoC, the RBI and, or, other authorities to the extent applicable or such other conditions as may be prescribed by such governmental and, or, regulatory authority while granting approval for the Offer.

The Offer

The Offer comprises a Fresh Issue (including a Pre-IPO Placement) and an Offer for Sale by the Selling Shareholders. The fees and expenses relating to the Offer shall be borne by each of our Company and the Selling Shareholders in the manner agreed to among our Company and the Selling Shareholders and in accordance with applicable laws. For details in relation to the Offer expenses, see '*Objects of the Offer*' on page 120.

Ranking of the Equity Shares

The Equity Shares being issued, transferred and Allotted in the Offer will be subject to the provisions of the Companies Act, the Memorandum of Association, the Articles of Association, SEBI ICDR Regulations, SEBI Listing Regulations, SCRA and SCRR and will rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of dividends and other corporate benefits, if any, declared by our Company. The Allottees upon Allotment of Equity Shares under the Offer will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see '*Description of Equity Shares and Main Provisions of the Articles of Association*' on page 487.

Mode of Payment of Dividend

Our Company will pay dividend, if declared, to our equity Shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, the Memorandum of Association and the Articles of Association, and any guidelines or directives that may be issued by the GoI in this respect. Any dividends declared after the date of Allotment (including pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Allottees, for the entire year, in accordance with applicable law. For further details, see '*Dividend Policy*' and '*Description of Equity Shares and Main Provisions of the Articles of Association*' on pages 291 and 487, respectively.

Face Value, Price Band and Offer Price

The face value of each Equity Share is ₹ 2, and the Offer Price is ₹ [●] per Equity Share. At any given point of time there will be only one denomination for the Equity Shares. The Floor Price of the Equity Shares is ₹ [●] and the Cap Price of the Equity Shares is ₹ [●], being the Price Band. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot size in the Offer will be decided by our Company and the Selling Shareholders, in consultation with the BRLMs and shall be published at least 2 Working Days prior to the Bid/Offer Opening Date, advertised in all editions of the [●], an English language national daily with wide circulation, and all editions of [●], a Hindi language national daily with wide circulation (Hindi also being the regional language of Haryana where our Registered Office is located) shall be made available to the Stock Exchanges 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 at the website of the Stock Exchanges. The Offer Price shall be determined by our Company and the Selling Shareholders, in consultation with the BRLMs,

after the Bid/Offer Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosures and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to the applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability, subject to applicable laws including any RBI rules and regulations, subject to foreign exchange regulations and other applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, and the Articles of Association and other applicable laws.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see '*Description of Equity Shares and Main Provisions of the Articles of Association'* on page 487.

Joint Holders

Subject to the provisions contained in the Articles of Association of our Company, where 2 or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, and the SEBI ICDR Regulations, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, the following agreements have been signed among our Company, the respective Depositories, and the Registrar to the Offer:

- Tripartite Agreement dated January 3, 2023 between NSDL, our Company and Registrar to the Offer; and
- Tripartite Agreement dated November 15, 2022 between CDSL, our Company and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is 1 Equity Share. Allotment in the Offer will be only in electronic form in multiples of [●] Equity Share subject to a minimum Allotment of [●] Equity Shares. For the method of Basis of Allotment, see '*Offer Procedure*' on page 465.

Jurisdiction

Exclusive jurisdiction for the purpose of the Offer is with the competent courts/authorities in Faridabad, Haryana, India.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, and rules framed thereunder, the Sole Bidder, or the First Bidder along with other joint Bidders, may nominate any 1 person in whom, in the event of the death of Sole Bidder or in case of Joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/ transfer/ alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. A buyer will be entitled to make a fresh nomination/ cancel nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, shall upon the production of such evidence as may be required by our Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or

b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may, at any time, give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no requirement to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participants.

Bid/Offer Programme

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

** Our Company and the Selling Shareholders, in consultation with the BRLMs, may consider participation by Anchor Investors. The Anchor Investor Bidding Date will be 1 Working Day prior to the Bid/ Offer Opening Date in accordance with the SEBI ICDR Regulations.*

*** Our Company and the Selling Shareholders, in consultation with the BRLMs, considers closing the Bid/Offer Period for QIBs 1 Working Day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.*

^ UPI mandate end time and date shall be at 5:00 pm on Bid/ Offer Closing Date.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Bid/ Offer Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

** In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated for causing such delay in unblocking in accordance with applicable law. The BRLMs 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/DIL1/CIR/P/2021/47 dated March 31, 2021, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of fund and the provisions shall also be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable. The BRLMs 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, SEBI circular dated April 20, 2022 and SEBI circular dated May 30, 2022 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.*

The above timetable is indicative and does not constitute any obligation on our Company the Selling Shareholders or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within 6 Working Days of the Bid/Offer Closing Date or such period as may be prescribed by SEBI, with reasonable support and co-operation of each of the Selling Shareholder, as may be required in respect of their respective Offered Shares, the timetable may change due to various factors, such as extension of the Bid/Offer Period by our Company and the Selling Shareholders, in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the Offer Procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period **(except the Bid/Offer Closing Date)**	
Submission and revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Offer Closing Date	
Submission and revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

a) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

b) Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders.

On Bid/Offer Closing Date, extension of time may be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/Offer 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 BRLMs and the RTA on a daily basis.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids 1 day prior to the Bid/Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only on Working Days.

Our Company, and the Selling Shareholders, in consultation with the BRLMs, reserves the right to revise the Price Band during the Bid/Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly, provide that the cap of the Price Band shall be at least 105% of the Floor Price. Floor Price shall not be less than the face value of the Equity Shares.

In case of revision in the Price Band, the Bid/Offer Period shall be extended for at least 3 additional Working Days after such revision, subject to the Offer 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/Offer Period for a minimum of 3 Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Bank(s), as applicable.

In case of discrepancy in data entered in the electronic book *vis-à-vis* data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum Subscription

On the date of closure of the Offer, if our Company does not receive (i) minimum subscription of 90% of the Fresh Issue and (ii) a subscription in the Offer equivalent to at least the minimum number of securities as specified under Rule 19(2)(b)(iii) of the SCRR, including through devolvement of Underwriters, as applicable, within 60 days from the date of Bid/Offer Closing Date, or if the subscription level falls below the thresholds mentioned above after the Bid/Offer Closing Date, on account of withdrawal of applications or after technical rejections or any other reason, or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares being offered under the Red Herring Prospectus, our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the SEBI circular bearing no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021. If there is a delay beyond 4 days, our Company and the Selling Shareholders, to the extent applicable, shall pay interest at the rate of 15% p.a.

The requirement for minimum subscription is not applicable to the Offer for Sale.

In the event of under-subscription in the Offer, Allotment of valid Bids will be made in the first instance towards subscription of 90% of the Fresh Issue, i.e., the Minimum Subscription, provided that post satisfaction of the Minimum Subscription, subject to receipt of any remaining valid Bids, Equity Shares will be Allotted:

1. in priority towards the balance Fresh Issue; and

2. in respect of the Offered Shares pursuant to the Offer for Sale on a pro-rata basis in a manner proportionate to the respective portion of the Offered Shares of each Selling Shareholder.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall be not less than 1,000.

Further, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000 in compliance with Regulation 49 (1) of the SEBI ICDR Regulations. Each of the Selling Shareholders shall reimburse, in proportion to the portion of its respective Offered Shares, any expenses and interest incurred by our Company on behalf of such Selling Shareholder for any delays in making refunds as required under the Companies Act and any other applicable law. Provided that no Selling Shareholder shall be responsible or liable for payment of any expenses or interest, unless such delay is solely and directly attributable to an act or omission of such Selling Shareholder and any expenses and interest shall be paid to the extent of its / his respective portion of the Offered Shares.

Arrangement for Disposal of Odd Lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be 1 Equity Share, no arrangements for disposal of odd lots are required.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Offer capital of our Company, the Minimum Promoters Contribution and the Anchor Investor lock-in and except as provided in the Articles of Association of our Company, there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on transmission of shares/ debentures and on their consolidation/splitting, except as provided in the Articles of Association of our Company. For details, see '*Description of Equity Shares and Main Provisions of the Articles of Association*' on page 487.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Authority for the Offer

The Offer has been authorized by our Board pursuant to the resolution passed at its meeting dated March 14, 2023, and approved by our Shareholders pursuant to a special resolution passed at their meeting dated March 16, 2023.

This Draft Red Herring Prospectus has been approved by our Board pursuant to the resolution passed at its meeting dated March 24, 2023 and by our IPO Committee pursuant to the resolution passed at its meeting dated March 28, 2023 for filing with SEBI and the Stock Exchanges.

Withdrawal of the Offer

Our Company and the Selling Shareholders, in consultation with the BRLMs, reserve the right to not proceed with the entire or portion of the Offer, in whole or in part thereof, after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within 2 days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s) (in case of UPI Bidders using the UPI Mechanism), to unblock the bank accounts of the ASBA Bidders and the Escrow Collection Bank to release the Bid Amounts to the Anchor Investors, within 1 Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed. In terms of the UPI Circulars, in relation to the Offer, the BRLMs will submit reports of compliance with T+6 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. Further, in case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% p.a., whichever is higher for the entire duration of delay exceeding 4 Working Days from the Bid/Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs shall, in its sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

If our Company or the Selling Shareholders, in consultation with the BRLMs, withdraw the Offer after the Bid/Offer Closing Date and thereafter determine that they will proceed with public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI and the Stock Exchanges. Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) filing of the Prospectus with the RoC.

OFFER STRUCTURE

The Offer is up to [●] Equity Shares of face value of ₹ 2 each for cash at a price of ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ [●] million, comprising a Fresh Issue of [●] Equity Shares aggregating up to ₹ 2,570.00 million and an Offer for Sale of up to 8,500,000 Equity Shares aggregating up to ₹ [●] million by the Selling Shareholders. The Offer shall constitute [●] % of the post-Offer paid-up Equity Share capital of our Company.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 510.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pe-IPO Placement, subject to the Offer complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.

The Offer is being made through the Book Building Process.

Particulars	QIBs [(1)]	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation* (2)	Not more than [●] Equity Shares	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Retail Individual Bidders	Not less than [●] Equity Shares available for allocation or Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer size available for Allotment/ allocation	Not more than 50% of the Offer shall be available for allocation to QIBs. However, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining balance QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be available for allocation to other QIBs	Not less than 15% of the Offer or the Offer less allocation to QIBs and Retail Individual Bidders will be available for allocation, out of which: one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹ 0.2 million and up to ₹ 1 million; and two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with application size of more than ₹ 1 million. Provided that the unsubscribed portion in either of the sub-categories specified above may be allocated to applicants in the other sub-category of Non-	Not less than 35% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation

Particulars	QIBs [1]	Non-Institutional Bidders	Retail Individual Bidders
		Institutional Bidders	
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price	The Allotment to each Non-Institutional Investor shall not be less than ₹ 0.2 million, subject to the availability of Equity Shares in Non-Institutional Investors' category, and the remaining Equity Shares, if any, shall be Allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations.	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, see '*Offer Procedure*' on page 465.
Mode of Bidding^	Only through the ASBA process (excluding the UPI Mechanism) except for Anchor Investors	Only through the ASBA process (including UPI Mechanism for Bids up to ₹ 0.5 million)	Only through the ASBA process (including the UPI Mechanism)
Minimum Bid	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 0.20 million	Such number of Equity Shares and in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 0.20 million	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Offer (excluding the Anchor Investor Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Offer (excluding the QIB Portion), subject to applicable limits under applicable law	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 0.20 million

Particulars	QIBs [1]	Non-Institutional Bidders	Retail Individual Bidders
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of 1 Equity Share		
Trading Lot	1 Equity Share		
Who can apply[3] [4]	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, mutual funds registered with SEBI, Eligible FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, state industrial development corporation, multilateral and bilateral development corporation, insurance company registered with IRDAI, provident fund with minimum corpus of ₹ 250.00 million, pension fund with minimum corpus of ₹250.00 million in accordance with applicable law and National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices which are recategorized as category II FPIs and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta) applying for Equity Shares such that the Bid amount does not exceed ₹ 0.2 million in value.
Terms of Payment	**In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[5] **In case of all other Bidders:** Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for UPI Bidders using the UPI Mechanism) that is specified in the ASBA Form at the time of submission of the ASBA Form.		

**Assuming full subscription in the Offer.*

^SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, the Stock Exchanges shall, for all categories of investors viz. QIBs, Non-Institutional and Retail Individual Investors, and also for all modes through which the applications are processed, accept the ASBA applications in the electronic book building platform only with a mandatory confirmation on the application monies blocked.

(1) Our Company and Selling Shareholders, in consultation with the BRLMs, may allocate up to 60 % of the QIB Portion to Anchor Investors, on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being made to other Anchor Investors. For further details, see 'Offer Procedure' on page 465.

(2) Subject to valid Bids being received at or above the Offer Price. The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders, in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% 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 all QIBs. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹ 0.2 million and up to ₹ 1 million; and (b) two-third of such portion shall be reserved for applicants with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company and the Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see 'Terms of the Offer' on page 454.

(3) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid cum Application Form. 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. The signature of only such First Bidder would be required in the Bid cum Application Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor pay-in date as indicated in the CAN. For details of terms of payment applicable to Anchor Investors, see 'Offer Procedure' on page 465.

Note: Bidders will be required to confirm and will be deemed to have represented to our Company, the Selling Shareholders, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

OFFER PROCEDURE

All Bidders should read the General Information Document which highlights the key rules, processes, and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.

Additionally, Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of CAN and Allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) designated date; (viii) disposal of applications; (ix) submission of Bid cum Application Form; (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

*SEBI through the 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, has introduced an alternate payment mechanism using Unified Payments Interface (**UPI**) and consequent reduction in timelines for listing in a phased manner. UPI has been introduced in a phased manner as a payment mechanism in addition to ASBA for applications by UPI Bidders through intermediaries from January 1, 2019. The UPI Mechanism for UPI Bidders applying through Designated Intermediaries, in phase I, was effective along with the prior process and existing timeline of T+6 days (**UPI Phase I**), until June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 for applications by UPI Bidders through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (**UPI Phase II**). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. However, given the prevailing uncertainty due to the COVID19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to continue with the UPI Phase II till further notice. Thereafter, the final reduced timeline of T+3 days will be made effective using the UPI Mechanism for applications by UPI Bidders (**UPI Phase III**), as may be prescribed by SEBI. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any further circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular is applicable 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 the provisions of this circular, are deemed to form part of this Draft Red Herring Prospectus. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism.*

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

SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Our Company, the Selling Shareholders and the BRLMs do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Red Herring Prospectus and the Prospectus.

Book Building Procedure

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be available for allocation on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders, in consultation with the BRLMs may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from them at or above the Anchor Investor Allocation Price. Further, in the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis 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 (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation on a proportionate basis to Non-Institutional Investors out of which (a) 1/3rd of such portion shall be reserved for applicants with application size of more than ₹ 0.2 million and up to ₹ 1 million; and (b) 2/3rd of such portion shall be reserved for applicants with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors and not less than 35% of the Offer shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Our Company, in consultation with the BRLMs, may consider a Pre-IPO Placement aggregating up to ₹ 510.00 million, prior to filing of the Red Herring Prospectus with the RoC. The Pre-IPO Placement shall be undertaken at the discretion of our Company and the price of the Equity Shares allotted pursuant to the Pre-IPO Placement shall be determined by our Company, in consultation with the BRLMs. If the Pre-IPO Placement is completed, the Fresh Issue size will be reduced to the extent of such Pre-IPO Placement, subject to the Offer complying with the minimum issue size requirements prescribed under Regulation 19(2)(b) of the SCRR. The Pre-IPO Placement shall not exceed 20% of the size of the Fresh Issue.

Under-subscription, if any, in any category except in the QIB Portion would be allowed to be met with spill over from any other category or combination of categories, at the discretion of our Company and the Selling Shareholders, in consultation with the BRLMs and the Designated Stock Exchange subject to applicable laws. Under-subscription, if any, in the QIB Portion, will 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 Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including the DP ID and the Client ID and the PAN and UPI ID (for UPI Bidders Bidding through 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.

Phased implementation of UPI

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of equity shares and convertibles by introducing an alternate payment mechanism using UPI. Pursuant to the UPI Circulars, 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 the ASBA) for applications by UPI Bidders through intermediaries with the objective to reduce the time duration from public issue closure to listing from 6 Working Days to up to 3 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 and implemented the UPI payment mechanism in 3 phases in the following manner:

1. **Phase I**: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of 5 main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, an RII also had the option to submit the ASBA Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be 6 Working Days.

2. **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 08, 2019 has decided to extend the timeline for implementation of UPI Phase II until 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 physical ASBA Form by an RII through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and is replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be 6 Working Days during this phase.

3. **Phase III**: The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to be 3 Working Days. Accordingly, upon commencement of Phase III, the reduced time duration shall be applicable for the Offer.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than 1 Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the applicable law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post-Offer, BRLMs will be required to compensate the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The Offer will be made under UPI Phase II of the UPI Circular, unless UPI Phase III of the UPI Circular becomes effective and applicable on or prior to the Bid/Offer Opening Date.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the Abridged Prospectus will be available with the Designated Intermediaries at relevant Bidding Centres and at our Registered Office. An electronic copy of the ASBA Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least 1 day prior to the Bid/Offer Opening Date.

For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) must compulsorily use the ASBA process to participate in the Offer. UPI Bidders shall Bid in the Offer through the UPI Mechanism. Anchor Investors are not permitted to participate in this Offer through the ASBA process.

All ASBA Bidders must provide either (i) bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form; or (ii) the UPI ID (in case of UPI Bidders), as applicable, in the relevant space provided in the ASBA Form and the ASBA Form that does not contain such details are liable to be rejected. Applications made by the UPI Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner as follows: (i) UPI Bidders Bidding 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 or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers; (ii) RIBs authorizing an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers; and (iii) QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. For Anchor Investors, the Anchor Investor Application Form will be available at the offices of the BRLMs.

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(s), as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

For all IPOs opening on or after September 1, 2022, as specified in SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, all the ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. QIBs, Non-Institutional Investors and Retain Individual Investors, and also for all modes through which the applications are processed.

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Resident Indians including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including FPIs, Eligible NRIs applying on a repatriation basis, FVCIs and registered bilateral and multilateral institutions	[●]
Anchor Investors	[●]

** Excluding electronic Bid cum Application Forms*

Notes:

(1) Electronic Bid cum Application forms will also be available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).
(2) Bid cum Application Forms for Anchor Investors will be made available at the offices of the BRLMs.

The Equity Shares offered in the Offer have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold to persons outside of India except in compliance with the applicable laws of each such jurisdiction. In particular, the Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are only being offered and sold outside the United States in offshore transactions as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offer and sales occur.

In case of ASBA Forms, Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges.

Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms (except Bid cum Application Forms submitted by UPI Bidders using the UPI Mechanism) to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

Subsequently, for ASBA Forms (other than UPI Bidders using UPI Mechanism), Designated Intermediaries (other than SCSBs) shall submit / deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank(s). Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

For UPI Bidders using UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate a request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank. The Sponsor Bank(s) and the Banker(s) to the Offer shall provide the audit trail to the BRLMs for analysing the same and fixing liability.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on a daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three-way reconciliation with Banks UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

In accordance with BSE circular no: 20220803-40 and NSE circular no: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5.00 p.m. on the Bid/Offer Closing Date (**Cut-Off**

Time). Accordingly, UPI Bidders Bidding using the UPI Mechanism 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. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with SEBI circular no: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, and such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular no: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

The Sponsor Bank(s) shall host a web portal for intermediaries (closed user group) from the date of Bid/Offer Opening Date till the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Offer Bidding process.

ELECTRONIC REGISTRATION OF BIDS

1. The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

2. On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as will be disclosed in the Red Herring Prospectus.

3. Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Participation by the Promoters, the members of our Promoter Group, the BRLMs, associates and affiliates of the BRLMs and the Syndicate Members and the persons related to the Promoters, the members of our Promoter Group, BRLMs and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion 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. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except for Mutual Funds, AIFs or FPIs other than individuals, corporate bodies and family offices sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs, neither the BRLMs nor its respective associates can apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an 'associate of the Lead Manager' if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoters and the members of our Promoter Group shall not participate by applying for Equity Shares in the Offer, except in accordance with the applicable law. Furthermore, persons related to the Promoters and the members of our Promoter Group shall not apply in the Offer under the Anchor Investor Portion. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoters or the members of our Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoters or the members of our Promoter Group of our Company.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations and in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below

1. Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs;

2. The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹ 100 million. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹ 100 million;

3. One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds;

4. Bidding for Anchor Investors will open 1 Working Day before the Bid/Offer Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day.

5. Our Company and the Selling Shareholders, in consultation with the BRLMs, may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

    a. maximum of 2 Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹ 100 million;

    b. minimum of 2 and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹ 100 million but up to ₹ 2,500 million, subject to a minimum Allotment of ₹ 50 million per Anchor Investor; and

    c. in case of allocation above ₹ 2,500 million under the Anchor Investor Portion, a minimum of 5 such investors and a maximum of 15 Anchor Investors for allocation up to ₹ 2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million, subject to minimum Allotment of ₹ 50 million per Anchor Investor.

6. Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchange.

7. Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8. If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the

Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Allocation Price shall still be the Anchor Investor Offer Price.

9. 50% Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 90 days from the date of Allotment.

10. Neither the BRLMs or any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies or family offices sponsored by the entities which are associate of the BRLMs) nor any 'person related to the Promoters or the members of our Promoter Group' shall apply in the Offer under the Anchor Investor Portion.

11. Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with BRLMs reserve the right to reject any Bid without assigning any reason thereof. Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid may be made in respect of each scheme of a Mutual Fund registered with the SEBI and such Bids in respect of more than one scheme of a Mutual Fund will not be treated as multiple Bids, provided that such Bids clearly indicate the scheme for which the Bid is submitted.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds, exchange traded fund sector or industry specific scheme. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs Bidding on a repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders bidding through the UPI Mechanism) to block their Non-Resident External Accounts (**NRE Account**), or Foreign Currency Non-Resident Accounts (**FCNR Account**), and Eligible NRIs bidding on a non-repatriation basis should authorise their SCSBs or confirm or accept the UPI Mandate Request (in case of UPI Bidders bidding through the UPI Mechanism) to block their Non-Resident Ordinary (**NRO**) accounts for the full Bid amount, at the time of submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Regulations.

Only Bids accompanied by payment in Indian rupees or fully converted foreign exchange will be considered for Allotment. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, Eligible NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/NRO accounts. Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour).

For details of restrictions on investment by NRIs, see '*Restrictions on Foreign Ownership of Indian Securities*' on page 485.

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 by HUFs will be considered at par with Bids from individuals.

Bids by FPIs

In terms of applicable FEMA Rules and the SEBI FPI Regulations, investments by FPIs in the Equity Shares is subject to certain limits, i.e., the individual holding of an FPI or an investor group (which means multiple entities registered as foreign portfolio investors and directly or indirectly, having common ownership of more than 50% or common control) shall be below 10% of our post-Offer Equity Share capital on a fully diluted basis. In case the total holding of an FPI or investor group increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis, the total investment made by the FPI or investor group will be reclassified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements. Further, the total holdings of all FPIs put together, with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

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 and the Selling Shareholders, in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI is permitted to issue, subscribe to, or otherwise deal in offshore derivative instruments, directly or indirectly, only if it complies with the following conditions:

1. such offshore derivative instruments are issued only by persons registered as Category I FPIs;

2. such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs;

3. such offshore derivative instruments are issued after compliance with the 'know your client' norms as specified by SEBI; and

4. such other conditions as may be specified by SEBI from time to time.

An FPI is required to ensure that the transfer of an offshore derivative instruments issued by or on behalf of it, is subject to (a) the transfer being made to persons which fulfil the criteria provided under Regulation 21(1) of the SEBI FPI Regulations (as mentioned above from points (1) to (4)); and (b) prior consent of the FPI is obtained for such transfer, except in cases, where the persons to whom the offshore derivative instruments are to be transferred, are pre-approved by the FPI.

Bids by following FPIs, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids:

- FPIs which utilise the multi-investment manager (MIM Structure) structure;
- Offshore derivative instruments which have obtained separate FPI registration for ODI and proprietary derivative investments;
- Sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration;
- FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager.
- Multiple branches in different jurisdictions of foreign bank registered as FPIs;
- Government and Government related investors registered as Category 1 FPIs; and
- Entities registered as collective investment scheme having multiple share classes.

The Bids belonging to any of the above mentioned 7 structures and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares allotted in the Bid may be proportionately distributed to the applicant FPIs (with same PAN).

In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, are required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilize any of the above-mentioned structures and indicate the name of their respective investment managers in such confirmation. In the absence of such compliance from the relevant FPIs with the operational guidelines for FPIs and designated Depository Participants issued to facilitate implementation of SEBI FPI Regulations, such multiple Bids shall be rejected.

For details of investment by FPIs, see '*Restrictions on Foreign Ownership of Indian Securities*' on page 485. Participation of FPIs in the Offer shall be subject to the FEMA Rules.

Bids by SEBI registered Alternative Investment Funds, Venture Capital Funds and Foreign Venture Capital Investors

The SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. The SEBI FVCI Regulations, *inter alia* prescribe the investment restrictions on FVCIs registered with SEBI.

The holding in any company by any individual VCF registered with SEBI should not exceed 25% of the corpus of the VCF. Further, FVCIs can invest only up to 33.33% of the investible funds in various prescribed instruments, including in public offerings. Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. However, large value funds for accredited investors of Category I AIFs and Category II AIFs may invest up to 50% of the investible funds in an investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. However, large value funds for accredited investors of Category III AIFs may invest up to 20% of the investible funds in an investee company. Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules, amended from time to time.

All Non-Resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company, the Selling Shareholders or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with BRLMs, 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 is required to be attached to the Bid cum Application Form, failing which our Company and the Selling Shareholders in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof, subject to applicable law.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, as per the last audited balance sheet or a subsequent balance sheet, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if: (a) the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt, or to protect the bank's interest on loans/investments made to a company, provided that the bank is required to submit a time-bound action plan for disposal of such shares (in this sub-clause (b)) within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Bids by banking Companies should not exceed the investment limits prescribed for them under the applicable laws.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the circulars dated September 13, 2012 and January 2, 2013 issued by SEBI. 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 Bids.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with BRLMs, reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers, prescribed under Regulation 9 of IRDA Investment Regulations, and are based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Bidders are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by NBFC-SI, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with BRLMs, reserve the right to reject any Bid, without assigning any reason thereof. NBFC-SI

participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, AIFs, Mutual Funds, insurance companies, NBFC-SI, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million (subject to applicable laws) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company and the Selling Shareholders, in consultation with BRLMs reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company and the Selling Shareholders, in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company in consultation with the BRLMs, may deem fit.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of 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 and the Selling Shareholders, in consultation with the BRLMs, reserve the right to reject any Bid, without assigning any reason therefor.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in the Red Herring Prospectus, when filed.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of 3 Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the Acknowledgment Slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholders and, or, the BRLMs is cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company will, after filing the Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in all editions of the [●], an English language national daily with wide circulation, and all editions of [●], a Hindi language national daily with wide circulation (Hindi also being the regional language of Haryana where our Registered Office is located). Our Company shall, in the pre-Offer advertisement state the Bid/Offer Opening Date, the Bid/Offer Closing Date and the QIB Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Signing of Underwriting Agreement and filing of Prospectus with the RoC

Our Company and the Selling Shareholder, intend to enter into an Underwriting Agreement with the Underwriters on or after the determination of the Offer Price, but prior to the filing of the Prospectus. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Anchor Investor Offer Price, Offer Size and underwriting arrangements and would be complete in all material respects.

General Instructions

Please note that QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Investors can revise or withdraw their Bid(s) until the Bid/Offer Closing Date. Anchor Investors are not allowed to withdraw or lower the size of their Bids after the Anchor Investor Bidding Date.

Do's:

1. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that you (other than the Anchor Investors) have mentioned the correct details of ASBA Account (i.e. bank account number or UPI ID, as applicable) in the Bid cum Application Form if you are not a UPI Bidder bidding using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle) in the Bid cum Application Form;

5. UPI Bidders bidding using the UPI Mechanism shall ensure that the bank, with which they have their bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI before submitting the ASBA Form to any of the Designated Intermediaries;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with Syndicate, Sub-Syndicate members, Registered Brokers, RTA or CDP;

7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries. Ensure that you use only your own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer;

8. If the first Bidder is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number in the Bid cum Application Form (for all Bidders other than UPI Bidders bidding using the UPI Mechanism);

9. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;

10. Ensure that you request for and receive a stamped acknowledgement counterfoil or acknowledgment specifying the application number as a proof of having accepted Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

11. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;

12. UPI Bidders in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;

13. Ensure that when applying in the Offer 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;

14. UPI Bidders who wish to Bid using the UPI Mechanism should submit their Bids with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the Bid Amount in the UPI Bidder's ASBA Account;

15. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

16. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. of the Working Day immediately after the Bid/Offer Closing Date;

17. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request, including in case of any revision of Bids, raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/Dop/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular no. MRD/DoP/SE/Cir- 8 /2006 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;

19. Bidders should ensure that their PAN is linked with their Aadhaar and that they are in compliance with the notification dated February 13, 2020, issued by the Central Board of Direct Taxes and the subsequent press releases, including press release dated June 25, 2021;

20. Ensure that the Demographic Details are updated, true and correct in all respects;

21. 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;

22. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

23. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

24. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

25. In case of ASBA Bidders (other than 3-in-1 Bids), the Syndicate Members shall ensure that they do not upload any bids above ₹ 0.5 million;

26. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

28. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorised the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form; and

29. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders 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).

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹ 0.2 million (for Bids by Retail Individual Bidders);

3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

7. Do not submit the Bid for an amount more than funds available in your ASBA account;

8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum

Application Forms in a colour prescribed for another category of a Bidder;

9. If you are a UPI Bidder using UPI mechanism, do not submit more than one Bid cum Application Form for each UPI ID;

10. Anchor Investors should not Bid through the ASBA process;

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 Offer;

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 UPI Bidder;

19. Do not Bid on another Bid cum Application Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

20. Do not Bid for more Equity Shares than what is specified by respective Stock Exchange for each category;

21. If you are a QIB, do not submit your Bid after 5 p.m. on the QIB Bid/Offer Closing Date;

22. Do not submit your Bid after 5.00 pm on the Bid/Offer Closing Date;

23. In case of ASBA Bidders (other than 3-in-1 Bids), the Syndicate Members shall ensure that they do not upload any bids above ₹ 0.5 million;

24. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus;

25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidder may revise or withdraw their Bids on or before the Bid/Offer Closing Date;

26. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations. If you are a UPI Bidder using UPI Mechanism, do not submit the ASBA Form directly with SCSBs;

27. If you are a UPI Bidder which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;

28. Do not Bid if you are an OCB;

29. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB and/ or mobile applications which is not mentioned in the list provided on the SEBI website are liable

to be rejected;

30. Do not submit the Bid cum Application Forms to any non-SCSB bank;

31. Do not submit a Bid cum Application Form with third party ASBA Bank Account or UPI ID (in case of Bids submitted by UPI Bidders using the UPI Mechanism).

For helpline details of the Book Running Lead Managers pursuant to the SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, see '*General Information – Book Running Lead Managers*' on page 82.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

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 could be 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 UPI Bidders 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 UPI Bidders 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(s);

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. ASBA Form by the UPI Bidders by using third party bank accounts or using third party linked bank account UPI IDs;

10. 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;

11. GIR number furnished instead of PAN;

12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals; and

13. Bids accompanied by stock invest, money order, postal order or cash.

In case of any pre-Offer or post Offer related issues regarding demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer, and the Registrar. For details of the Secretary and Compliance Officer and the Registrar, see '*General Information*' on page 80.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding 4 Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with the applicable law. Further, Bidders 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 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 authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar to the Offer, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any Allotment in excess of the Equity Shares offered through the Offer through the issue document except in case of oversubscription for the purpose of rounding off to make Allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an Allotment of not more than 1% of the net issue to public may be made for the purpose of making Allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the Retail Individual Investors, Non-Institutional Investors and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum Bid Lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

The allotment to each Non-Institutional Investors shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non-Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

The Allotment of Equity Shares to Anchor Investors shall be on a discretionary basis. The Equity Shares available for allocation to Non-Institutional Investors under the Non-Institutional Portion, shall be subject to the following, and in accordance with the SEBI ICDR Regulations: (i) one-third of the portion available to Non-Institutional Investors shall be reserved for Non-Institutional Investors with an application size of more than ₹ 0.20 million and up to ₹ 1 million, and (ii) two-third of the portion available to Non- Institutional Bidders shall be reserved for Non-Institutional Investors with application size of more than ₹ 1 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Investors.

Payment into Escrow Account(s) for Anchor Investors

Our Company and the Selling Shareholders, in consultation with the BRLMs, in their absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors are not permitted to Bid in the Offer through the ASBA process. Instead, Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, or NEFT) to the Escrow Account(s). The payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

i. In case of resident Anchor Investors: '[●]'

ii. In case of Non-Resident Anchor Investors: '[●]'

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Selling Shareholders, the Syndicate, the Banker(s) to the Offer and the Registrar to the Offer to facilitate collections from Anchor Investors.

Depository Arrangements

The Allotment of the Equity Shares in the Offer shall be only in a dematerialised form, (*i.e.*, not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, tripartite agreements had been signed among our Company, the respective Depositories and the Registrar to the Offer:

- Tripartite Agreement dated January 3, 2023, among NSDL, our Company and the Registrar to the Offer.
- Tripartite Agreement dated November 15, 2022, among CDSL, our Company and Registrar to the Offer.

Undertakings by our Company

Our Company undertakes the following:

1. That the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

2. That all steps will be taken for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed within 6 Working Days of the Bid/Offer Closing Date or such other time as may be prescribed;

3. That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;

4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 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;

5. That if our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within 2 days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;

6. That if our Company and the Selling Shareholder, in consultation with the BRLMs, withdraw the Offer after the Bid/Offer Closing Date, our Company shall be required to file a fresh draft offer document with SEBI, in the event our Company and/or the Selling Shareholder subsequently decides to proceed with the Offer thereafter;

7. Promoter's contribution, if any, shall be brought in advance before the Bid/Offer Opening Date;

8. That adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

9. That except for Pre-IPO Placement which our Company may undertake in consultation with the BRLMs no further issue of Equity Shares shall be made until the Equity Shares issued or offered through the Red Herring Prospectus are listed or until the Bid monies are refunded/unblocked in the ASBA Accounts on account of non-listing, under-subscription etc; and

10. That if the Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period.

Undertakings by the Selling Shareholders

Each of the Selling Shareholder undertakes, severally and not jointly, the following in respect of itself and the Offered Shares:

1. that its portion of the Offered Shares are eligible for being offered in the Offer for Sale in terms of Regulation 8 of the SEBI ICDR Regulations and are in dematerialised form;

2. that it is the legal and beneficial owner of, and has clear and marketable title to the Offered Shares;

3. that it shall provide all reasonable co-operation as requested by our Company in relation to the completion of Allotment and dispatch of the Allotment Advice and CAN, if required, and refund orders to the extent of the Offered Shares;

4. it shall deposit the Offered Shares in an escrow demat account in accordance with the share escrow agreement to be executed between the parties to such share escrow agreement;

5. that it shall provide such reasonable assistance to our Company and the BRLMs in redressal of such investor grievances that pertain to the Equity Shares held by it and being offered pursuant to the Offer;

6. that it shall not have recourse to the proceeds of the Offer for Sale of the Offered Shares which shall be held in escrow in its favour, until final listing and trading approvals have been received from the Stock Exchanges; and

7. that it will provide such reasonable support and extend such reasonable cooperation as may be required by our Company and the BRLMs in redressal of such investor grievances that pertain to the Offered Shares.

Utilisation of Net Proceeds

Our Board confirms 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 and the details of all monies utilised out of the Fresh Issue shall be disclosed, and continued to be disclosed till the time any part of the Fresh Issue proceeds reman unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised. Details of all monies unutilised, shall be disclosed under an appropriate head in the balance sheet of our Company indicating the from in which such unutilised monies have been invested.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

'Any person who –

(i) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(ii) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(iii) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.'

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹ 1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than 6 months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to 3 times such amount (provided that where the fraud involves public interest, such term shall not be less than 3 years.) Further, where the fraud involves an amount less than ₹ 1 million or 1% 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 5 years or with fine which may extend to ₹ 5 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The 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 Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular dated October 15, 2020, with effect from October 15, 2020 (**Consolidated FDI Policy**), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT 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.

As per the Consolidated FDI Policy, FDI in companies engaged in the manufacturing, which is the sector in which our Company operates, is permitted up to 100% of the paid-up share capital of such company under the automatic route.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that: (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (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 the SEBI/RBI.

On October 17, 2019, Ministry of Finance, Department of Economic Affairs, Government of India notified the FEMA Rules, which had replaced the Foreign Exchange Management (Transfer and Issue of Security by a Person Resident Outside India) Regulations 2017. Foreign investment in this Offer shall be on the basis of, and in accordance with the FEMA Rules. Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non- debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 which came into effect on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer. For details, see '*Offer Procedure*' on page 465. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Offer Period.

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, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

For details of the aggregate limit for investments by NRIs and FPIs in our Company, see '*Offer Procedure – Bids by Eligible NRIs*' and '*Offer Procedure - Bids by FPIs*' on pages 472 and 473, respectively.

The above information is given for the benefit of the Bidders. Our Company, our Promoters, our Directors, the Selling Shareholders and the BRLMs are not liable for any amendments, modification, or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for which do not exceed the applicable limits under laws and regulations.

SECTION IX: DESCRIPTION OF EQUITY SHARES AND MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

1. CONSTITUTION OF THE COMPANY

The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act, which shall be the regulations for the management of the company.

2. INTERPRETATION

(i) In these regulations —

(a) "**Act**" means the Companies Act, 2013 (including the relevant rules framed thereunder) or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable."

(b) "**Applicable Law(s)**" shall mean any applicable law, by-law, rule, regulation, guideline, circular, order, notification, regulatory policy (including any requirement under, or notice of, any regulatory body),Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015, compulsory guidance, rule, order or decree of any court or tribunal or any arbitral authority, or directive, delegated or subordinate legislation in any applicable jurisdiction, inside or outside India, including any applicable securities law in any relevant jurisdiction, including the SEBI Act, the SCRA, the SCRR, the Companies Act, the SEBI ICDR Regulations, the Foreign Exchange Management Act, 1999 and rules and regulations thereunder, and the guidelines, instructions, rules, communications, circulars and regulations issued by any Governmental Authority, including any statutory or monitoring bodies in relation to the business activities of the Company (and similar agreements, rules, regulations, orders and directions in force in other jurisdictions where there is any invitation, offer or sale of the Equity Shares in the Offer);.

(c) "**Articles**" means these Articles of Association of the Company or as altered from time to time and which is in force for the time being;

(d) "**Board of** Directors" or "**Board**", means the collective body of the Directors of the Company and shall include a Committee thereof;

(e) **"Chairman**" shall mean the Chairman of the Board of Directors;

(f) "**Company**" means NETWEB TECHNOLOGIES INDIA LIMITED formerly known as Netweb Technologies India Private Limited, a Public Limited Company incorporated under Companies Act, 1956.

(g) **"Director**" shall mean a Director on the Board;.

(h) **"Depositories Act**" shall mean the Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof;

(i) **"Dividend**" shall include interim dividends

(j) **"Financial Statements** shall mean the audited as well as unaudited balance sheet, profit and loss accounts statement, and cash flow statement, Income and Expenditure, statement of changes in equity and the notes thereunder of the Company and its Subsidiary;

(k) **"Financial Year**" shall mean the period commencing April 1 each year and ending on - March 31 the next

year, or subject to Applicable Law, such other period as may be determined by the Board of Directors of the Company to be the Financial Year for the Company;

(l) "**General Meeting**" shall mean a general meeting of the Shareholders of the Company, convened and held in accordance with the Act and these Articles;

(m) "**Independent Director**" shall mean the independent director as defined in the Act and the Listing Regulations;

(n) "**Lien**", means any mortgage, pledge, charge, assignment, hypothecation, security interest, title retention, preferential right, option (including call commitment), trust arrangement, any voting rights, right of set-off, counterclaim or banker's lien, privilege or priority of any kind having the effect of security, any designation of loss payees or beneficiaries or any similar arrangement under or with respect to any insurance policy;

(o) "**Memorandum of Association**", means the memorandum of association of the Company or as altered from time to time.

(p) "**Rules**" means the applicable rules for the time being in force as prescribed underrelevant Sections of the Act.

(q) "**Seal**" means the Common Seal of the Company.

(r) "**SEBI**", means Securities Exchange Board of India established under Securities Exchange Board of India Act, 1992, as amended.

(s) "**Securities**" shall mean the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956;

(t) "**Special Resolution**" shall have the meaning assigned to it under Section 114 of the Act;

(u) "**Subsidiary**" shall have the meaning assigned to it under Section 2(87) of the Act;

(v) "**Transfer**" means selling, giving, assigning, transferring any interest in trust, Encumbrance, mortgage, alienation, encumber, grant a security interest in, amalgamate, merge or suffer to exist (whether by operation of Law or otherwise) any Encumbrance on, or in any other way dispose off (by transfer of an economic interest, creation of derivative security or otherwise) any securities, shares or interests or any right, title or interest therein or otherwise dispose of securities, shares or interests in any manner whatsoever voluntarily or involuntarily or whether directly or indirectly; and

(w) "**Tribunal**" means the National Company Law Tribunal constituted under Section 408 of the Act.

II. Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender.

III. Reference in these articles to any provision of the Act shall, where the context so admits, be construed as a reference by any statute for the time being in force.

IV. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or Rules, or any statutory modification thereof.

3. ARTICLES TO BE CONTEMPORARY IN NATURE

The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, rules and regulations allowing what were not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles.

4. PUBLIC COMPANY

The Company is a public company within the meaning of Section 2(71) of the Act and accordingly:

(a) is not a private company;

(b) has a minimum paid-up share capital as per applicable laws;

Provided that a company which is a Subsidiary, not being a private company, shall be deemed to be a public company, as used in the Act, even where such Subsidiary continues to be a private company in its articles.

5. SHARE CAPITAL

I. The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of Memorandum of Association with power to Board of Directors, subject to Applicable Laws, to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges, or conditions may be, thought fit and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.

II. 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 Board 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 (subject to the compliance with the provision of section 53 of the Act) and at such time as they may from time to time think fit provided that the option or right to call for shares shall not be given to any person or persons without the sanction of the Company in the general meeting.

III. Subject to the provisions of the Act, these Articles and with the sanction of the Company in the general meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Board think fit, the Board may issue, allot or otherwise dispose shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be, provided that the option or right to call of shares shall not be given to any person or persons without the sanction of the Company in the general meeting.

6. KINDS OF SHARE CAPITAL

The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and Applicable Laws:

a) Equity share capital:

(i) with voting rights; and / or

(ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and

b) Preference share capital

7. CERTIFICATE OF SHARES

(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission, sub-division, consolidation or renewal of shares or within such other period as the conditions of issue shall provide:

(a) one or more certificates in marketable lots for all his shares of each class or denomination registered in his name without payment of any charges without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.

(ii) 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.(d) Every certificate shall specify the shares to which it relates, distinctive numbers of shares in respect of which it is issued and the amount paid-up thereon and shall be in such form as the Board may prescribe and approve.

(iii) A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialized state with a Depository, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time, or any statutory modification thereto or re-enactment thereof. Where a person opts to hold any shares with the Depository, the Company shall intimate such Depository the details of allotment of the shares to enable the Depository to enter in its recordsthe name of such person as the beneficial owner of that shares.

(iv) The Company shall also maintain a register and index of beneficial owners in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in dematerialized form in any medium as may be permitted by law including in any form of electronic medium.

(v) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.

(vi) The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014. Provided that notwithstanding what is stated above, the Board shall comply with such rules or regulations or requirements of any stock exchange or the rules made under the Act or rules made under the Securities Contracts (Regulation) Act,1956 or any other act, or rules applicable thereof in this behalf.

(vii) Except as required by Applicable Laws, no person shall be recognized 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 recognize (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 Articles or by Applicable Laws) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

(viii) Subject to the applicable provisions of the Act and other Applicable Laws, any debentures, debenture-stock or other securities may be issued at a premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at a general meeting, appointment of nominee directors, etc.

debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in a general meeting by special resolution.

(ix) The provisions of the foregoing Articles relating to issue of certificates shall *mutatis mutandis* apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

8. COMMISSION FOR PLACING OF SHARES

(i) Subject to the provisions of the Act and the Rules, the Company may at any time pay a commission to any person for subscription to the securities of the Company. The amount of rate of commission shall not exceed the rate as may be fixed under the Companies Act, 2013, the Rules and SEBI guidelines wherever applicable.

(ii) The commission may be paid or satisfied (subject to the provisions of the Act and these Articles) in cash or by way of allotment of securities of the Company, (whether fully paid or otherwise) or in any combination thereof.

9. VARIATION OF MEMBERS' RIGHTS

(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms or issue of the shares of that class) may, subject to the provisions of the Act, 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 and all the provisions of these Articles relating to General Meetings shall mutatis mutandis apply, but so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class in question.

(ii) The rights conferred upon the holders of the shares of any class issued with preferred or otherrights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

10. ISSUE AND REDEMPTION OF PREFERENCE SHARES

Subject to the provisions of the Act and Rules made in this behalf, the Board shall have the power toissue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.

11. FURTHER ISSUE OF CAPITAL

(i) The Board or the Company may, in accordance with the Act and the Rules,issue further shares to –

a) persons who, at the date of offer, are holders of equity shares of the Company in proportion as near as circumstances admit, to the share capital paid up on those shares by sending a letter of offer on the following conditions;

(I) the aforesaid offer shall be made by a notice specifying the number of shares offered and limiting a time prescribed under the Act from the date of the offer within which the offer, if not accepted, will be deemed to have been declined

(II) the aforesaid offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice mentioned in sub-Article (i), above shall contain a statement of this right; and

after the expiry of the time specified in the aforesaid notice or on receipt of earlier intimation from the person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the shareholders and the Company;

b) to employees under any scheme of employees' stock option, subject to a special resolution passed by the Company and subject to the conditions as specified under the Act and Rules thereunder; or

c) to any persons, if it is authorized by a special resolution passed by the Company in a general meeting, whether or not those persons include the persons referred to in clause (a) or clause (b) above, either for cash or for consideration other than cash, subject to applicable provisions of the Act and Rules thereunder.

(ii) The notice referred to in sub-clause (i) of sub-Article (a) shall be dispatched through registered post or speed post or through electronic mode or such other mode having proof of delivery to all the existing members at least 3 (three) days before the opening of the issue.

(iii) The provisions contained in this Article shall be subject to the provisions of the section 42 and section 62 of the Act, the rules thereunder and other applicable provisions of the Act.

(iv) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debenture or loans into shares in the Company.

(v) Provided that the terms of issue of such debentures or loan containing such an option have been approved before the issue of such debenture or the raising of loan by a special resolution passed by the Company in general meeting.

(vi) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules and SEBI guidelines.

12. ISSUE OF SECURITIES AT A PREMIUM

The Company shall have power to issue Securities at a premium and shall duly comply with the provision of Sections 52 of the said Act.

13. LIEN

(i) The Company shall have a first and paramount Lien -

(a) on every share (not being a fully paid share), and upon the proceeds of sale thereof for all monies (whether presently payable ornot) called, or payable at a fixed time, in respect of that share; and

(b) on all shares (not being fully paid shares) standing registered in the name of a member, for allmonies presently payable by him or his estate to the Company:

Provided that the Board may at any time declare any share to be wholly or in part exempt fromthe provisions of this Article.

Provided further that Company's Lien, if any, on such partly paid shares, shall be restricted to money called or payable at a fixed price in respect of such shares.

(ii) The Company's Lien, if any, on a share shall extend to all dividends or interest, as the case maybe, payable and bonuses declared from time to time in respect of such shares.

(iii) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's Lien.

(iv) The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a Lien:

Provided that no sale shall be made—

(a) unless a sum in respect of which the lien exists is presently payable; or

(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

(v) To give effect to such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer. The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share. 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.

(vi) The proceeds of the sale after payment of the costs of the sale shall be received by the Company and applied or towards payment or such part of the amount in respect of which the Lien exists asis presently payable and the residue, if any, shall (subject to a like Lien for debts or liabilities not presently payable as existed upon the shares before the sale) be paid to the person entitled to theshares at the date of the sale.

(vii) The provisions of these Articles relating to Lien shall mutatis mutandis apply to any other securities including debentures of the Company.

14. SHARE WARRANTS

(i) The Company may issue Share warrants subject to, and in accordance with, the provisions of the Act and the applicable rules/ regulations/ guidelines. The Board may in its discretion, with respect to any Share which is fully paid-up, on application in writing signed by the person registered as holder of the Share, and authenticated by such evidence (if any) as the Board may from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) with respect to the Share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a Share warrant.

(ii) The bearer of a Share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a Shareholder at any meeting held after the expiry of two (2) clear days from the time of deposit, as if the depositor's name were inserted in the Register of Members as the holder of the Sharesincluded in the deposited warrant.

(iii) Not more than one person shall be recognised as the depositor of the Share warrant.

(iv) The Company shall, on two (2) days' written notice, return the deposited Share warrant to the depositor.

(v) Except as herein otherwise expressly provided, no person shall, as bearer of a Share warrant, sign a requisition for calling a meeting of the Shareholders of the Company, or attend, or vote or exercise any other privilege of a Shareholder at a meeting of the Shareholders, or be entitled to receive any notices from the Company.

(vi) The bearer of a Share warrant shall be entitled in all other respects to the same privileges and advantages as if such person were named in the Register of Members as the holder of the Shares included in the warrant, and such person shall be a Shareholder.

(vii) The Board may, from time to time, make rules as to the terms on which (if it deems fit) a new Share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

15. 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 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, its free reserves (not being reserves set apart for any specific purpose) and securities premium, 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.

16. CALLS ON SHARES

(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

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.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

(iv) 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.

(v) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

(vi) If a sum called in respect of the shares is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest upon the sum at such rate not exceeding 10% per annum or at such lower rate, if any, as the Board may determine, but the Board of Directors shall be at liberty to waive payment of that interest wholly or in part.

(vii) 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 Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(viii) In case of non-payment of such sum, all the relevant provisions of these Articles 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.

(ix) The Board –

(a) may, if it thinks fit, subject to the provisions of the Act, 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 as may be fixed by the Board. Nothing contained in this Article shall confer on the member (a) any right to participate inprofits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him

(c) The Directors may at any time repay the amount so advanced.

(x) If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.

(xi) All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.

(xii) The provisions of these Articles relating to calls shall *mutatis mutandis* apply to any other securities including debentures of the Company.

17. TRANSFER OF SHARES

(i) A common form of transfer shall be used and the instrument of transfer shall be in writing which shall be duly executed by or on behalf of both the transferor and transferee and all provisions of section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied within respect of all transfer of shares and the registration thereof.

(ii) The instrument of transfer of any share shall be signed by or on behalf of both the transferor and the transferee, and the transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the register in respect thereof.

(iii) The Board may, subject to the right of appeal conferred by Section 58 of the Act, decline to register any transfer of shares (not being fully paid shares) to a person of whom they shall not approve and they may also decline to register any transfer of shares on which the Company has a Lien. The registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

(iv) The Board of Directors may also decline to recognise any instrument of transfer unless:

(a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under

sub-section (1) of section 56 of the Act;

(b) the instrument of transfer is accompanied by the certificate of shares to which it relates and such other evidence as the Board of Directors may reasonably require to show the right of transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of shares.

(v) On giving not less than seven days' previous notice or such lesser period in accordance with the Act 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.

(vi) Subject to the provisions of sections 58 and 59 of the Act, these Articles and other applicable provisions of the Act or any other Applicable Laws for the time being in force, the Board may refuse whether in pursuance of any power of the Company under these Articles or any other Applicable Laws to register the transfer of, or the transmission by operation of Applicable Laws of the right to, any shares or interest of a member in or debentures of the Company. The Company shall within one (1) month from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to Company, or such other period as may be prescribed, send notice of the refusal to the transferee and the transferor or to the person giving intimation of such transmission, as the case may be, giving reasons for such refusal. Provided that, subject to provisions of the registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. Transfer of shares/debentures in whatever lot shall not be refused.

(vii) The provisions of these Articles relating to transfer of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.

18. TRANSMISSION OF SHARES

(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 but nothing in this Article 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.

(ii) Any person becoming entitled to a share in consequence of the death or insolvency of member may, upon such evidence being produced as may from time to time, be required by the Boardand subject as hereinafter provided, elect either:

(a) to be registered himself as holder of the shares; or

(b) to make such transfer of the shares as the deceased or insolvent member could have made.

(iii) The Board shall, in either case, have the same right to decline or suspend registration as they would have had, if the deceased or insolvent member had transferred the shares before his death or insolvency.

(iv) If the person so becoming entitled shall elect to be registered as holder of the shares himself, he shall deliver or send to the Company a notice in writing by him stating that he so elects.

(a) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(b) All the limitations, restrictions and provisions or these regulations to the rights to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.

(v) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or 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.

(vi) 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.

(vii) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

19. FORFEITURE OF SHARES

(i) If a member fails to pay any call or installment of a call, on the day appointed for payment thereof, the Board may at any time thereafter, during such time as the call or installment remains unpaid, serve a notice on him requiring to pay such call or installment together with interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

(ii) The notice shall name a further day (not earlier than the expiry of fourteen days from the date of service thereof) on or before which and the place where the payment required by the notice is to be made, and shall state that in the event of non- payment on or before the day and at the place appointed the shares in respect of which the call was made shall be liable to be forfeited.

(iii) 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 of Directors to that effect.

(iv) When any share shall have been forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members.

(v) The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.

(vi) A forfeited share shall become the property of the Company and may be sold, re-allotted or otherwise disposed of, either to the person who was before forfeiture the holder thereof or entitled thereof or entitled thereto, or to any other person, upon such terms and in such manner as the Board thinks fit, and at any time before a sale, re-allotment or disposition the forfeiture may be cancelled on such terms as it thinks fit.

(vii) A member 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 moneys which at the date of forfeiture were presently payable by him to the Company in respect of the shares, with interest thereon at such rate as the Board may determine. 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.

(viii) A duly verified declaration in writing that the declarant is a director, the manager or the secretary of the Company, and that a share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(ix) The Company may receive the consideration, if any, given for the share on any sale, re-allotment 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;

(x) The transferee shall thereupon be registered as the holder of the share; and

(xi) 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, re-allotment or disposal of the share.

(xii) Upon any sale after forfeiture or for enforcing a Lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

(xiii) Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

(xiv) The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.

(xv) The provisions of these Articles 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.

(xvi) The provisions of these Articles relating to forfeiture of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company.

20. ALTERATION OF CAPITAL

(i) Subject to the provisions of the Act, the Company may by an ordinary resolution –

(a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;

(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(c) Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;

(d) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

(e) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the

Memorandum of Association;

(f) 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.

(ii) Where any shares have been converted into stock:

(a) the holders of such stock may transfer the same, or any part thereof, in the same manner and subject to the same regulations as and subject to which the shares from which the stock arose might previously to conversion have been transferred or as near thereto as circumstances admit,

(b) Provided that the Board may from time to time, if it thinks fit, 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.

(c) 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.

(d) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "**share**" and "**shareholder**"/"**member**" shall include "**stock**" and "**stock-holder**" respectively.

(iii) The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordancewith the provisions of the Act and the Rules, —

(a) its share capital; and/or

(b) any capital redemption reserve account; and/or

(c) any securities premium account; and/or

(d) any other reserve in the nature of share capital.

21. JOINT HOLDERS

(i) Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefit of survivorship, subject to the following provisions:

(a) The person whose name stands first on the register in respect of such shares shall alone be entitled to delivery of certificate thereof.

(b) Any one of such persons may give effectual receipts for any dividend, bonus or return of capital payable in respect of such share and such joint holders shall be severally, as well as jointly liable for payment of all installments and calls due in respect of such share/shares.

(c) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such

shares shall alone be entitled to vote in respect thereof. Several executors or administrators, of a deceased member in whose names anyshare stands shall be for the purpose of this Article be deemed joint holders thereof;

(d) On death of any one or more of such joint holders, the survivors shall be the only persons, recognised by the Company as having any title to or interest in such share, but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be takento release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

(e) The provisions of these Articles relating to joint holders of shares shall *mutatis mutandis* apply to any other securities including debentures of the Company registered in joint names.

22. CAPITALISATION OF PROFITS

(i) The Company by an ordinary resolution in general meeting may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit & loss account or otherwise available for distribution; and

(b) that such sum is accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have entitled thereto if distributed by way of dividend and in the same proportion.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (3) either in or towards;

(a) paying up any amounts for the time being unpaid on shares held by such members respectively;

(b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or

(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).

(iii) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

(iv) The Board shall give effect to the resolution passed by the Company in pursuance of these Articles.

(v) Whenever such a resolution as aforesaid shall have been passed, the Board shall:

(a) 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

(b) generally do all acts and things required to give affect thereto.

(vi) The Board shall have full power:

(a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities 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.

(vii) Any agreement made under such authority shall be effective and binding on such members.

23. BUY-BACK OF SHARES

Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other Applicable Laws for the time being in force, the Company may purchase its own shares or other specified securities.

24. GENERAL MEETINGS

(i) All general meetings other than annual general meeting shall be called extraordinary general meeting.

(ii) The Board may, whenever it thinks fit, call an extraordinary general meeting. A General Meeting of the Company may be called by giving at least clear twenty one day's notice in writing or through electronic mode but a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than ninety five percent of the members entitled to vote at such meeting. The accidental omission to give notice to or the non-receipt of notice by, any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

(iii) 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.

25. PROCEEDINGS AT GENERAL MEETINGS

(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) No business shall be discussed or transacted at any general meeting except election of Chairman whilst the Chair is vacant.

(iii) The quorum for a general meeting shall be as provided in the Act.

(iv) The Chairman of the Board shall preside as Chairman at every general meeting of the Company.

(v) 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 directorspresent shall elect one of their members to be Chairman of the meeting.

(vi) If at any meeting no director is willing to act as Chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairman of the meeting.

(vii) On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairman shall have a second or casting vote.

(viii) 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.

(ix) 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.

(x) There shall not be included in the minutes any matter which, in the opinion of the Chairman of the meeting –

(a) is, or could reasonably be regarded, as defamatory of any person; or

(b) is irrelevant or immaterial to the proceedings; or

(c) is detrimental to the interests of the Company.

(xi) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

(xii) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:

(a) be kept at the registered office of the Company; and

(b) be open to inspection of any member without charge, during business hours on all working days.

(xiii) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (5) above.

26. ADJOURNMENT OF MEETING

(i) The Chairman of the meeting may suo moto or 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, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice on an adjournment or of the business to be transacted at an adjourned meeting.

(ii) When a meeting is adjourned for 30 (thirty) days or more, notice of adjourned meeting shall be given as in the case of an original meeting.

27. VOTING RIGHTS

(i) Subject to any rights or restrictions for the time being attached to any class or classes of shares

(a) on a show of hands, every member present in person shall have one vote; and

(b) 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.

(ii) A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.

(iii) In 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 and for this purpose, seniority shall be determined by the order in which the names stand in the register of members.

(iv) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the office or such other office of the Company as may from time to time be designated by the Board, not less than forty eight hours before the time for holding the meeting or adjourned meeting at which such person claims to vote. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.

(v) Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

(vi) No member shall, unless the Board otherwise determines, be entitled to vote at any general meeting, either personally or by proxy, or to exercise any privilege as a member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.

(vii) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to his 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 Chairman of the meeting, whose decision shall be final and conclusive.

28. PROXY

(i) Any member entitled to attend and vote at a general meeting of the Company shall be entitled to appoint any person or attorney whether a member or not as his proxy to attend and vote instead of himself, but the proxy so appointed shall not, unless be a member, have any right to speak at the meeting and shall not be entitled to vote except on a poll.

(ii) The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

(iii) An instrument appointing a proxy shall be in the form as prescribed in the Rules.

(iv) 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 respectof 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.

29. BOARD OF DIRECTORS

(i) Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (Fifteen). The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors as may be required in terms of the provisions of the Applicable Law.

The first Directors of the Company are:

(a) Mr. Sanjay Lodha

(b) Mr. Navin Lodha

Shri Sanjay Lodha, Managing Director shall be a director not liable to retire by rotation. The Board shall have the power to determine the directors whose period of office is or is not liable to determine by retirement of directors by rotation.

(ii) The Directors shall not be required to hold any qualification shares in the Company.

(iii) The Board of Directors shall appoint the Chairman of the Company. The same individual may, at the same time, be appointed as the Chairman as well as the Managing Director of the Company.

(iv) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(v) The remuneration payable to the Directors, including manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary or special resolution, as required by the Act, passed by the Company in general meeting.

(vi) 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—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or

(b) in connection with the business of the Company.

(vii) Subject to the provisions of these Articles and the provisions of the Act, the Board may, decide to pay a Director out of funds of the Company by way of sitting fees, within the ceiling prescribed under the Act, a sum to be determined by the Board for each meeting of the Board or any committee or sub-committee thereof attended by him in addition to his traveling, boarding and lodging and other expenses incurred.

30. APPOINTMENT, REMOVAL AND REMUNERATION OF DIRECTORS

(i) Subject to the provisions of the Act and these Articles, the Board of Directors, may from time to time, appoint one or more of the Directors to be Managing Director or Managing Directors or other whole-time Director(s) of the Company, for a term not exceeding five years at a time and may, from time to time, (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places and the remuneration of Managing or Whole-Time Director(s) by way of salary and commission shall be in accordance with the relevant provisions of the Act.

(ii) Subject to the provisions of the Act, the Board shall appoint Independent Directors, who shall have appropriate

experience and qualifications to hold a position of this nature on the Board.

(iii) Subject to the provisions of section 196, 197 and 188 read with Schedule V to the Act, the Directors shall be paid such further remuneration, whether in the form of monthly payment or by a percentage of profit or otherwise, as the Company in general meeting may, from time to time, determine and such further remuneration shall be divided among the Directors in such proportion and in such manner as the Board may, from time to time, determine and in default of such determination shall be divided among the Directors equally or if so determined paid on a monthly basis.

(iv) Subject to the provisions of these Articles, and the provisions of the Act, if any Director, being willing, shall be called upon to perform extra service or to make any special exertions in going or residing away from the place of his normal residence for any of the purposes of the Company or has given any special attendance for any business of the Company, the Company may remunerate the Director so doing either by a fixed sum or otherwise as may be determined by the Director.

(v) 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.

(vi) Subject to the provisions of the Act, 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.

(vii) The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.

(viii) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.

(ix) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

(x) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.

(xi) The director so appointed shall hold office only up to the date upto which the director in whose place he is appointed would have held office if it had not been vacated.

(xii) The Company may, subject to the provisions of Section 169 and other applicable provisions of the Act and these Articles remove any Director before the expiry of his period of office, by passing an ordinary resolution. An Independent Director, re-appointed for a second term shall be removed by the Company by passing a special resolution in accordance with the applicable provisions of the Act.

(xiii) Special notice as provided by Section 115 of the Act shall be given, of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.

(xiv) A Director who was removed from office under this Article shall not be re-appointed as Director by the Board of Directors.

31. POWERS OF BOARD

(i) The management and business of the Company shall be vested in the Board of Directors, who may exercise all such powers of the Company as are not by the Act or any statutory modification thereof for the time being in force, or by these presents, required to be exercisedby the Company in general meeting, subject nevertheless to any regulation of these presents, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions or by the Memorandum of Association or these Articles, as may be prescribed by the Company in general meeting, but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

(ii) Subject to the provisions of Section 179 of the Act and other provisions of the Act and rules there under, the Board may delegate from time to time and at any time to committee formed out of the Directors any of its powers, authorities, and discretion for the time being vested in the Board and any such delegations may be made on such terms and subject to such conditions as the Board may think fit.

The Board may appoint, at any time and from time to time by a power of attorney under the any person to be the attorney of the company for such purposes and with such powers, authorities and discretions not exceeding those vested in or exercisable by the Board under these Articles and for such period and subject to such conditions as the Board may from time to time thinks fit, and any such appointment may, if the Board thinks fit, be made in favour of the members or any of the members of any firm or company, or the members, directors, nominees or manufacturers of any firm or company or otherwise infavour of anybody or persons, whether nominated directly or indirectly by the Board, and any such power of attorney may contain such provision for the protection or convenience of persons dealing with such attorney as the Board may think fit.

(iii) The Board may authorise any such delegate, or attorney as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in it.

(iv) Subject to the provisions of Section 179, the Board may delegate all or any of their powers to any Directors jointly or severally or to any one Director or to any committee at their discretion.

32. PROCEEDINGS OF THE BOARD

(i) A minimum number of four meetings of the Directors shall have been held in every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. The Directors may meet together for the conduct of business, adjourn and otherwise regulate their meeting and proceedings, as they think fit.

(ii) The Chairman may at any time summon a meeting of the Board and the Chairman or a Secretary, on the requisition of a Director, shall at any time summon a meeting of the Board.Subject to provisions of Section 173 (3) of the Act, notice of not less than seven days of every meeting of the Board of Directors of the Company shall be given in writing to every Director at his address registered with the Company and shall be sent by hand delivery or by post or through electronic means, receipt of which shall be confirmed in writing as soon as is reasonably practicable, to each Director, setting out the agenda for the meeting in reasonable detail and attaching the relevant papers to be discussed at the meeting and all available data and information relating to matters to be discussed at the meeting except as otherwise agreed in writing by all the Directors.. The meeting of the Board may be called at a shorter notice to transact urgent business subject to the condition that at least one Independent Director of the Company shall be present at the meeting. In the event, any Independent Director is not present at the meeting called at shorter notice, the decision taken at

such meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one Independent Director.

(iii) The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one third being rounded off as one), or two directors whichever is higher and the directors participating by video conferencing or by other audio visual means shall also be counted for the purposes of quorum. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, being not less than two, shall be the quorum during such time.

Explanation:

The expressions "interested Director" shall have the meanings given in Section 184(2) of the said Act and the expression "total strength" shall have the meaning as given in Section 174 of the Act.

(iv) With regard to every meeting conducted through video conferencing or other permitted means, the scheduled venue of the meetings shall be deemed to be in India, for the purpose of specifying the place of the said meeting and for all recordings of the proceedings at the meeting.

(v) Save as otherwise expressly provided in the Act, a meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the company for the time being vested in or exercisable by the directors generally and all questions arising at any meeting of the Board shall be decided by a majority of the votes.

(vi) In case of an equality of votes, the Chairman of the Board, if any, shall have a second or casting vote.

(vii) 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.

(viii) The Chairman of the Company shall be the Chairman at meetings of the Board. In his absence, the Board may elect a Chairman of its meetings and determine the period for which he is to hold office.

(ix) If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their members to be Chairman of the meeting.

(x) 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.

(xi) 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.

(xii) The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

(xiii) A Committee may elect a Chairman of its meetings unless the Board, while constituting a Committee, has appointed a Chairman of such Committee. If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairman of the meeting.

(xiv) A Committee may meet and adjourn as it thinks fit.

(xv) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present. In case of an equality of votes, the Chairman of the Committee shall have a second or casting vote.

(xvi) 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.

(xvii) All subject to the provisions of the Act, resolutions of the Board may be passed by circulation, if the resolution has been circulated in draft, together with necessary papers, if any, to all the Directors or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed and has been approved by a majority of the directors or members, who are entitled to vote on the resolution. Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the Chairman shall put the resolution to be decided at a meeting of the Board. A resolution under sub-section (1) shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.

33. CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

(i) Subject to the provisions of the Act,-

(a) A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.

(b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

(ii) Subject to the provisions of the Act,—

A Key Managerial Personnel may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and the Key Managerial Personnel so appointed may be removed by means of a resolution in the Board Meeting.

34. REGISTERS

(i) The Company shall keep and maintain at its registered office all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during business hours on all working days, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

(ii) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.

(iii) The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, *mutatis mutandis*, as is applicable to the register of members.

35. DIVIDENDS AND RESERVE

(i) The Company in general meeting may declare dividends but no vidend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend.

(ii) Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.

(iii) (a)The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied 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, think fit

(b)The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

(iv) (a) 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.

(b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.

(c)All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

(d) 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.

(e) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

(v) (a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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 holderswho is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(b) Every such electronic transfer, cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders may, direct the payment of the cheque or warrant if purporting to be duly endorsed shall be a good discharge to the Company. Payment in any way whatsoever shall be made at the risk of the person entitled to the money represented thereby.

(c) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made. 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.

(vi) Notice of any dividend that may have been declared shall be given to the persons entitled to share thereto in the manner mentioned in the Act.

(vii) No dividend shall bear interest against the Company.

(viii) The waiver in whole or in part of any dividend on any share by any document shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

(ix) (a) Where the Company has declared a dividend but which has not been paid or claimed within thirty (30) days from the date of declaration, the Company shall, within seven (7) days from the date of expiry of the said period of thirty (30) days, transfer the total amount of dividend which remains unpaid or unclaimed, to a special account to be opened by the Company in that behalf in any scheduled bank subject to the applicable provisions of the Act and the Rules made thereunder.

(b) Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven (7) years from the date of such transfer, shall be transferred by the Company to the Investor Education and Protection Fund established under section 125 of the Act. Any person claiming to be entitled to an amount may apply to the authority constituted by the Central Government for the payment of the money claimed.

(c) No unclaimed or unpaid dividend shall be forfeited by the Board until the claim becomes barred by Applicable Laws.

36. ACCOUNTS

(i) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.

(ii) 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 and documents of the Company or any of them shall be open to the inspection of the members, and no member (not being a Director) shall have any right of inspecting any account or books or documents of the Company except as conferred by statute or authorised by the Directors or by the resolution of the Company in general meeting.

(iii) Subject to Section 129 of the Act at every annual general meeting of the Company the directors shall lay before the Company the financial statements for each financial year. The financial statements shall be signed in accordance with the provisions of Section 134 of the said Act. Every account when audited and approved by a general meeting shall be conclusive.

37. AUDIT

(i) Accounts to be Audited

Every Balance Sheet and Profit and Loss Account shall be audited by one or more Auditors to beappointed as hereinafter set out.

(ii) Remuneration of Auditors

The remuneration of the Auditors shall be fixed by the Board as authorised in a General Meeting from time to time.

38. WINDING UP

(i) Subject to the applicable provisions of the Act and the Rules made thereunder –

(a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

39. INDEMNITY AND INSURANCE

(i) Subject to the provisions of the Act, the managing director and every director, manager, company secretary and other officer or employee of the Company shall be indemnified by the Company against any liability, and it shall be the duty of directors out of the funds of the Company to pay, all costs and losses and expenses (including travelling expenses) which any such director, officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by him as such managing director, director, company secretary, officer or employee or in any way in the discharge of his duties.

(ii) Subject as aforesaid the managing director and every director, manager, company secretary, or other officer or employee of the Company shall be indemnified against any liability incurred by them or him in defending any proceedings, whether civil or criminal in which judgement is given in their or his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

(iii) (c)The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

(iv) Subject to the provisions of the Act, no director or other officer of the Company shall be liable for the act, receipts, neglects or defaults of any other director or officer, or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company, or for the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys or the company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person,

company or corporation, with whom anymoneys, securities or effects shall be entrusted or deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his officer or in relation thereto unless the same happen through his own willful act or default.

40. GENERAL POWER

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have suchrights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

41. SECRECY CLAUSE

(i) No member shall be entitled to inspect the company works without the permission of the director, or managing director, or to require discovery of or any information respecting any details of the Company's manufacturing process, technology, marketing strategies trading or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the Company to communicate to the public.

(ii) Every director, managing director, manager, company secretary, auditor, trustee, members of a committee, officer, servant, agent, accountant or other person employed in the business of the Company, shall if so required by the directors before entering upon his duties, or at any time during his term of office, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company and the state of accounts and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or any meeting or by a Court of Law or by the person to whom such matters relate and expect so far as may be necessary in order to comply with any of the provisions of these Articles or law.

42. NOTICES AND SERVICE OF DOCUMENTS

(i) It shall be imperative on every member or notify to the Company for registration his place of address in India and if he has no registered address within India to supply to the Company an address within India for giving of notices to him. A member may notify his email address if any, to which the notices and other documents of the company shall be served on him by electronic mode. The Company's obligation shall be satisfied when it transmits the email and the company shall not be responsible for failure in transmission beyond its control. Subject to Section 20 of the said Act, a document may be served by the Company on any member thereof by sending it to him by post or by registered post or by speed post or by courier or by delivering at his address (within India) supplied by him to the company for the service of notices to him. The term courier means person or agency who or which delivers the document and provides proof of its delivery.

(ii) Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by any and every notice and other document in respect of such share which previous to his name and address being entered upon the register shall have been duly given to the person from whom he derives his title to such share. Any notice required to be given by the Company to the members or any of them and not expressly provided for by these presents shall be sufficiently given, if given by advertisement, once in English and once in a vernacular daily newspaper circulating in the city, town or village in which the registered office of the Company is situate. Any notice or document served in the manner hereinbefore provided shall notwithstanding such member be then dead and whether or not the Company has notice of his death, be deemed to have been duly served in respect of any share, whether held solely or jointly with other persons by such member, until some other person be registeredin his stead as the holder or joint-holder

thereof and such service, for all purposes of these presents be deemed a sufficient service of such notice or documents on his heirs, executors, administrators and all person (if any) jointly interested with him in any such shares. Any notice given by the Company shall be signed (digitally or electronically) by a Director or by the Secretary or some other officer appointed by the

(iii) Directors and the signature thereto may be written, facsimile, printed, lithographed, photostat. A document may be served on the Company or on an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post or by Registered Post or by leaving it at its Registered Office, or by means of such electronic mode or other mode as may be specified in the relevant Rules.

43. ALTERATION IN ARTICLES OF ASSOCIATION

The Company, may from time to time alter, add to amend or delete any of the existing Articles or may add a new Article thereto or adopt a new set-in accordance with the provisions of the Act.

SECTION X: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following documents and contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus which will be delivered to the RoC for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days and will also be available online at www.netwebindia.com from the date of the Red Herring Prospectus until the Bid/Offer Closing Date.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders, subject to compliance of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts

1. Offer Agreement dated March 28, 2023 entered amongst our Company, the Selling Shareholders and the BRLMs.
2. Registrar Agreement dated March 25, 2023 entered amongst our Company, the Selling Shareholders and the Registrar to the Offer.
3. Cash Escrow and Sponsor Bank Agreement dated [●] entered into amongst our Company, the Registrar to the Offer, the BRLMs, the Selling Shareholders, the Escrow Collection Bank(s), the Bankers to the Offer.
4. Share Escrow Agreement dated [●] entered into amongst our Company, the Selling Shareholders and the Share Escrow Agent.
5. Syndicate Agreement dated [●] entered into amongst our Company, the Selling Shareholders, the BRLMs, the Registrar to the Offer and the Syndicate Members.
6. Underwriting Agreement dated [●] amongst our Company, the Selling Shareholders and Underwriters.
7. Monitoring Agency Agreement dated [●] amongst our Company and the Monitoring Agency.

B. Material Documents

1. Certified copies of the Memorandum of Association and Articles of Association of our Company, as amended.
2. Certificate of incorporation dated September 22, 1999 under the name of 'Netweb Technologies India Private Limited'.
3. Fresh certificate of incorporation dated November 18, 2022 under the name of 'Netweb Technologies India Limited', pursuant to conversion into public limited company.
4. Resolution of our Board dated March 14, 2023 in relation to the Offer and other related matters.
5. Resolution of our Shareholders dated March 16, 2023 in relation to this Offer, including authorizing the Fresh Issue and other related matters.
6. Resolution of our Board dated March 24, 2023 approving this Draft Red Herring Prospectus.
7. Resolution of our IPO Committee dated March 28, 2023 approving this Draft Red Herring Prospectus.
8. Copies of annual reports of our Company for the last 3 Fiscals.
9. Examination report on the Restated Financial Statements dated March 24, 2023 of our Statutory Auditors, included in this Draft Red Herring Prospectus.

10. Consent letter dated March 27, 2023 from our Statutory Auditors for inclusion of their name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report, dated March 24, 2023 on our Restated Financial Statements; and (ii) the statement of special tax benefits available to our Company and our Shareholders dated March 27, 2023 included in this Draft Red Herring Prospectus; and such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

11. Consent dated March 27, 2023 from M/s APT & Co LLP, Independent Chartered Accountant for inclusion of their name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in their capacity as Independent Chartered Accountant and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

12. Consent dated March 25, 2023 from Vinod Kumar Goel, the Independent Chartered Engineer for inclusion of their name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in their capacity as the Independent Chartered Engineer and in respect of the certificate dated March 25, 2023 issued by them in connection with, *inter alia*, production capacity, actual production, capacity utilisation, and certain information in relation to the product and solutions offering of our Company and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

13. Written consent dated March 18, 2023 from M/s Deepak Goel & Associates, practicing Company Secretary, to include its name as an 'expert' as defined under Section 2(38) of the Companies Act to the extent and in its capacity as practicing Company Secretary and in respect of the certificate dated March 18, 2023 issued by it in connection with, *inter alia*, certain of the corporate records of our Company, and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

14. Consents of the Selling Shareholders, our Directors, our Promoters, our Company Secretary and Compliance Officer, our Chief Financial Officer, the Bankers to our Company, the legal counsel appointed for the Offer, F&S, the BRLMs, the Registrar to the Offer, our Statutory Auditors, the Independent Chartered Accountant, the Independent Chartered Engineer and the practising Company Secretary as referred to in their specific capacities.

15. Consent letters and authorisations from the Selling Shareholders, authorising their participation in the Offer. For further details, see '*Other Regulatory and Statutory Disclosures*' on page 440.

16. Certificate on Key Performance Indicators issued by our Statutory Auditors, S S Kothari Mehta & Company dated March 27, 2023.

17. Industry report dated March 25, 2023 titled '*Global Market Opportunity for High-end Computing Solutions (HCS) & Related Segments*', prepared and issued by F&S, appointed by us pursuant to an engagement letter dated December 8, 2022, exclusively commissioned and paid us in connection with the Offer, which is available on the website of our Company at www.netwebindia.com/investors.

18. Consent letter dated March 25, 2023 from F&S to include contents or any part thereof from F&S Report titled '*Global Market Opportunity for High-end Computing Solutions (HCS) & Related Segments*' dated March 25, 2023 in this Draft Red Herring Prospectus.

19. Tripartite agreement between NSDL, our Company and Registrar to the Offer dated January 3, 2023.

20. Tripartite agreement between CDSL, our Company and Registrar to the Offer dated November 15, 2022.

21. SEBI final observations letter no. [●] dated [●].

22. Due diligence certificate dated March 28, 2023 addressed to SEBI from the BRLMs.

23. In principle listing approvals dated [●] and [●], issued by BSE and NSE, respectively.

24. Non-compete agreement dated March 20, 2023 executed amongst our Company, our Promoters, the members of our Promoter Group, namely, Netweb Pte. and Sandeep Lodha.

25. Intellectual property rights agreement dated March 20, 2023 executed between our Company and the member of our Promoter Group, Netweb Pte.

26. Deed of assignment of trade mark dated May 23, 2022 executed between our Company and our Promoter, Sanjay Lodha.

27. Deed of assignment of trade mark dated November 22, 2022 executed between our Company and our Promoter, Sanjay Lodha.

28. Equipment agreement dated March 16, 2022 and the manufacturing agreement and supply agreement dated April 28, 2022 executed between our Company and a third party manufacturing entity.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Sanjay Lodha
Chairman and Managing Director

Place: Faridabad
Date: March 28, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Navin Lodha
Whole Time Director

Place: Faridabad
Date: March 28, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Vivek Lodha
Whole Time Director

Place: Kolkata
Date: March 28, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

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SIGNED BY THE DIRECTOR OF OUR COMPANY

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Niraj Lodha
Whole Time Director

Place: Hyderabad
Date: March 28, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Mrutyunjay Mahapatra
Independent Director

Place: Mumbai
Date: March 28, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Jasjeet Singh Bagla
Independent Director

Place: Mohali
Date: March 28, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Romi Jatta
Independent Director

Place: Gurgaon
Date: March 28, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY

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Vikas Modi
Independent Director
Place: Faridabad
Date: March 28, 2023

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, and the rules, regulations or guidelines issued by SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, and the SEBI Act, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Prawal Jain
Chief Financial Officer

Place: Faridabad
Date: March 28, 2023

DECLARATION BY SELLING SHAREHOLDER

I, Sanjay Lodha, in my capacity as a Selling Shareholder, certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or specifically in relation to myself as a Selling Shareholder and the portion of Equity Shares offered by me in the Offer for Sale are true and correct.

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Sanjay Lodha
Promoter Selling Shareholder

Place: Faridabad
Date: March 28, 2023

DECLARATION BY SELLING SHAREHOLDER

I, Navin Lodha, in my capacity as a Selling Shareholder, certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or specifically in relation to myself as a Selling Shareholder and the portion of Equity Shares offered by me in the Offer for Sale are true and correct.

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Navin Lodha
Promoter Selling Shareholder

Place: Faridabad
Date: March 28, 2023

DECLARATION BY SELLING SHAREHOLDER

I, Vivek Lodha, in my capacity as a Selling Shareholder, certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or specifically in relation to myself as a Selling Shareholder and the portion of Equity Shares offered by me in the Offer for Sale are true and correct.

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Vivek Lodha
Promoter Selling Shareholder

Place: Kolkata
Date: March 28, 2023

DECLARATION BY SELLING SHAREHOLDER

I, Niraj Lodha, in my capacity as a Selling Shareholder, certify and confirm that all statements, disclosures and undertakings made or confirmed by me in this Draft Red Herring Prospectus about or specifically in relation to myself as a Selling Shareholder and the portion of Equity Shares offered by me in the Offer for Sale are true and correct.

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Niraj Lodha
Promoter Selling Shareholder

Place: Hyderabad
Date: March 28, 2023

DECLARATION BY SELLING SHAREHOLDER

We, Ashoka Bajaj Automobiles Private Limited, in our capacity as a Selling Shareholder, certify and confirm that all statements, disclosures and undertakings made or confirmed by us in this Draft Red Herring Prospectus about or specifically in relation to us as a Selling Shareholder and the portion of Equity Shares offered by us in the Offer for Sale are true and correct.

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Ashoka Bajaj Automobiles Private Limited
Promoter Group Selling Shareholder

Place: Faridabad
Date: March 28, 2023