



(Please scan this QR Code to view the Prospectus)

**PROSPECTUS**  
Dated: September 26, 2022  
Please read Section 26 and 32 of the  
Companies Act, 2013  
Fixed Price Issue



**VEDANT ASSET LIMITED**  
(Formerly known as Vedant Asset Private Limited)  
**CIN: U74900JH2015PLC003020**

REGISTERED OFFICE	CONTACT PERSON	EMAIL AND TELEPHONE	WEBSITE
3 <sup>rd</sup> Floor, Gayways House, Pee Pee Compound, Ranchi, Jharkhand 834001, India	Mr. Shobhan Gupta, Company Secretary & Compliance Officer	<b>E-mail:</b> <a href="mailto:cs@vedantasset.com">cs@vedantasset.com</a> <b>Tel No:</b> +91 0651-3594782;	<b>Website:</b> <a href="http://www.vedantasset.com">www.vedantasset.com</a>

PROMOTERS OF THE COMPANY	MR. LALLIT TRIPATHI AND MRS. PRIYANKA MAHESHWARI
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DETAILS OF THE ISSUE				
TYPE	FRESH ISSUE SIZE (IN ₹ LAKHS)	OFS SIZE (BY NO. OF SHARES OR BY AMOUNT IN ₹)	TOTAL ISSUE SIZE (IN ₹ LAKHS)	ELIGIBILITY
Fresh Issue	₹ 300 Lakhs	Nil	₹ 300 Lakhs	THIS ISSUE IS BEING MADE IN TERMS OF REGULATION 229 AND 253(1) OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED.

**DETAILS OF OFFER FOR SALE, SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION – NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES**

**RISK IN RELATION TO THE FIRST ISSUE**

The face value of the Equity Shares is ₹10/- each. The Issue Price of ₹ 40 /- per equity share (determined and justified by our Company in consultation with the Lead Manager as stated in “*Basis for Issue Price*” on page 64 of this prospectus) should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Prospectus. Specific attention of the investors is invited to the section “*Risk Factors*” beginning on page 20 of this Prospectus.


**ISSUER’S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares Issued through this Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE SME”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated September 26, 2022 from BSE Limited (“BSE”) for using its name in the Offer Document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).

**LEAD MANAGER TO THE ISSUE**

NAME AND LOGO	CONTACT PERSON	EMAIL & TELEPHONE NO.
 <b>Hem Securities</b>	Mr. Sourabh Garg	<b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> ; <b>Tel. No.:</b> +91- 022- 49060000

**REGISTRAR TO THE ISSUE**

NAME	CONTACT PERSON	EMAIL & TELEPHONE
<b>BIGSHARE SERVICES PRIVATE LIMITED</b>	Mr. Sagar Pathare	<b>Email:</b> <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> ; <b>Tel No.:</b> +91-022-62638200

**ISSUE PROGRAMME**

<b>ISSUE OPENS ON: SEPTEMBER 30, 2022</b>	<b>ISSUE CLOSES ON: OCTOBER 04, 2022</b>
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VEDANT ASSET LIMITED

(Formerly known as Vedant Asset Private Limited)

CIN: U74900JH2015PLC003020

Our Company was originally incorporated as a Private Limited Company under the name “Vedant Asset Advisors Private Limited” on July 7, 2015 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Jharkhand. Subsequently, the name of our Company was changed from Vedant Asset Advisors Private Limited to Vedant Asset Private Limited and a Fresh Certificate of Incorporation was issued by the Registrar of Companies, Jharkhand on November 29, 2017. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on April 28, 2022 our company was converted into a Public Limited Company and consequently the name of our Company was changed from “Vedant Asset Private Limited” to “Vedant Asset Limited” vide a fresh Certificate of Incorporation dated June 3, 2022 issued by the Registrar of Companies, Jharkhand, bearing CIN U74900JH2015PLC003020. For further details please refer to chapter titled **“History and Corporate Structure”** beginning on page 93 of this Prospectus.

**Registered Office:** 3<sup>rd</sup> Floor, Gayways House, Pee Pee Compound, Ranchi, Jharkhand 834001, India.

**Tel No:** +91 0651-3594782; **E-mail:** [cs@vedantasset.com](mailto:cs@vedantasset.com); **Website:** [www.vedantasset.com](http://www.vedantasset.com);

**Contact Person:** Mr. Shobhan Gupta, Company Secretary & Compliance Officer

**Promoters of our Company:** Mr. Lallit Tripathi and Mrs. Priyanka Maheshwari

**DETAILS OF THE ISSUE**

**INITIAL PUBLIC OFFER OF 7,50,000 EQUITY SHARES OF FACE VALUE OF ` 10/- EACH (THE "EQUITY SHARES") OF VEDANT ASSET LIMITED ("OUR COMPANY" OR "THE ISSUER") AT AN ISSUE PRICE OF ` 40 PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ` 300 LAKHS ("PUBLIC ISSUE") OUT OF WHICH 42000 EQUITY SHARES OF FACE VALUE OF ` 10 EACH, AT AN ISSUE PRICE OF ` 40 PER EQUITY SHARE FOR CASH, AGGREGATING ` 16.80 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 708000 EQUITY SHARES OF FACE VALUE OF ` 10 EACH, AT AN ISSUE PRICE OF ` 40 PER EQUITY SHARE FOR CASH, AGGREGATING UPTO ` 283.20 LAKHS IS HERE IN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE 27.16% AND 25.64% RESPECTIVELY OF THE POST- ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. FOR FURTHER DETAILS, PLEASE REFER TO SECTION TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE NO 168 OF THIS PROSPECTUS.**

This issue is being made through fixed price process in terms of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”) as amended and Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended (THE “SCRR”), This issue has been made for at least 25.00% of the post-issue paid-up equity share capital of our company and allocation in the net issue to the public will be made in terms of regulation 253 of the SEBI (ICDR) Regulations, 2018, as amended. For further details, please refer to section titled **“Issue Procedure”** beginning on page 177 of this Prospectus. A copy of Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 26 of the Companies Act, 2013.

All potential investors shall participate in the Issue only through an Application Supported by Blocked Amount (“ASBA”) process including through UPI mode (as applicable) by providing details of their respective bank accounts and / or UPI IDs, if applicable, which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) or under UPI Mechanism as the case may be. For details in this regard, specific attention is invited to **“Issue Procedure”** on page no. 177 of this Prospectus.

**ELIGIBLE INVESTORS**

For details in relation to Eligible Investors, please refer to section titled **“Issue Procedure”** beginning on page 177 of this Prospectus.

**RISK IN RELATION TO THE FIRST ISSUE**

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10/- per Equity Share and the Issue Price is 4 times the face value. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under **“Basis for Issue Price”** beginning on page no. 64 of this Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing

**GENERAL RISKS**

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Prospectus. Specific attention of the investors is invited to **“Risk Factors”** beginning on page no. 20 of this Prospectus.

**ISSUER'S ABSOLUTE RESPONSIBILITY**

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

**LISTING**

The Equity Shares Issued through this Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE SME”). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended from time to time, our Company has received “in-principle” approval letter dated September 26, 2022 from BSE Limited (“BSE”) for using its name in the Offer Document for listing of our shares on the SME Platform of BSE. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).

**LEAD MANAGER TO THE ISSUE**

**REGISTRAR TO THE ISSUE**



**Hem Securities**



**Bigshare Services Pvt. Ltd.**

**HEM SECURITIES LIMITED**

904, A Wing, Naman Midtown, Senapati Bapat Marg,  
Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India  
**Tel. No.:** +91- 022- 49060000;  
**Fax No.:** +91- 022- 22625991  
**Email:** [ib@hemsecurities.com](mailto:ib@hemsecurities.com)  
**Investor Grievance Email:** [redressal@hemsecurities.com](mailto:redressal@hemsecurities.com)  
**Website:** [www.hemsecurities.com](http://www.hemsecurities.com)  
**Contact Person :** Mr. Sourabh Garg  
**SEBI Regn. No.** INM000010981

**Bigshare Services Private Limited**

**Address:** S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, Maharashtra, India.  
**Telephone:** +91 22 6263 8200  
**Facsimile:** +91 22 6263 8299  
**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
**Investor Grievance Email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com)  
**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)  
**Contact Person:** Mr. Sagar Pathare  
**SEBI Registration Number:** MB/INR000001385  
**CIN:** U99999MH1994PTC076534

**ISSUE PROGRAMME**

**ISSUE OPENS ON: SEPTEMBER 30, 2022**

**ISSUE CLOSES ON: OCTOBER 04, 2022**

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## **SECTION I – GENERAL**

### **DEFINITIONS AND ABBREVIATIONS**

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

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

*Notwithstanding the foregoing, terms used in of the sections “Statement of Tax Benefits”, “Financial Information of the Company” and “Main Provisions of the Articles of Association” on page 66, 113 and 200 respectively, shall have the meaning ascribed to such terms in such sections.*

#### **General Terms**

<b>Terms</b>	<b>Description</b>
“VAL”, “the Company”, “our Company”, “Issuer”, “The Issuer” and “Vedant Asset Limited”	Vedant Asset Limited, a Company incorporated in India under the Companies Act, 2013 having its registered office at 3rd Floor, Gayways House, Pee Pee Compound, Ranchi, Jharkhand 834001, India.
“we”, “us” and “our”	Unless the context otherwise indicates or implies refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue

#### **Company related and Conventional terms**

<b>Term</b>	<b>Description</b>
AOA / Articles / Articles of Association	Articles of Association of our Company, as amended, from time to time.
Audit Committee	The Committee of the Board of Directors constituted as the Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013 as described in the chapter titled “ <b><i>Our Management</i></b> ” beginning on page 96 of this Prospectus
Auditors/ Statutory Auditors	The Statutory Auditors of our Company being M/s. N.R. Baid and Co. Chartered Accountants (Firm Registration No. 002104C).
Associate Companies	A body corporate in which our company has a significant influence and includes a joint venture company.
Bankers to our Company	HDFC Bank Limited and ICICI Bank Limited
Board of Directors / the Board / our Board	The Board of Directors of our Company, including all duly constituted Committees thereof. For further details of our Directors, please refer to section titled “ <b><i>Our Management</i></b> ” beginning on page 96 of this Prospectus.
Chief Financial Officer/ CFO	The Chief Financial Officer of our Company being Ms. Sradha Sengupta
CIN	Corporate Identification Number
Companies Act / Act	The Companies Act, 2013 and amendments thereto and Companies Act 1956 as applicable
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company being Mr. Shobhan Gupta (Membership No A52759)
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.
Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified.
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DP ID	Depository’s Participant’s Identity Number
Equity Shareholders/ Shareholders	Persons/ Entities holding Equity Shares of our Company.
Equity Shares	Equity Shares of the Company of Face Value of Rs. 10/- each unless otherwise specified in the context thereof.
Executive Directors	Executive Directors are the Managing Director & Whole-time Directors of our Company.
Fugitive economic offender	Shall mean an individual who is declared a fugitive economic offender under section 12 of the

	Fugitive Economic Offenders Act, 2018 (17 of 2018)
GIR Number	General Index Registry Number.
HNI	High Net worth Individual
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the Listing Regulations. For details of our Independent Directors, see <b>“Our Management”</b> on page 96 of this Prospectus.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	International Securities Identification Number. In this case being INE0NC801013.
IT Act	The Income Tax Act, 1961 as amended till date.
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI Regulations and the Companies Act, 2013. For details, see section titled <b>“Our Management”</b> on page 96 of this Prospectus.
LLP	Limited Liability Partnership
Materiality Policy	The policy adopted by our Board on September 05, 2022 for identification of Group Companies, material outstanding litigation and material outstanding dues to creditors, pursuant to the disclosure requirements under the SEBI ICDR Regulations for the purpose of disclosure in the Offer Documents
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company as amended from time to time.
MD or Managing Director	The Managing Director of our Company, Mr. Lallit Tripathi
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with Section 178 of the Companies Act, 2013 as described in the chapter titled <b>“Our Management”</b> beginning on page 96 of this Prospectus
Non-Executive Director	A Director not being an Executive Director.
NRI/ Non-Resident Indians	A person resident outside India, as defined under Foreign Exchange Management Act, 1999 and who is a citizen of India or a Person of Indian Origin under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Promoter(s)	Shall mean promoters of our Company i.e. Mr. Lallit Tripathi and Mrs. Priyanka Maheshwari. For further details, please refer to section titled <b>“Our Promoters &amp; Promoter Group”</b> beginning on page 108 of this Prospectus.
Promoter Group	Includes such Persons and companies constituting our promoter group covered under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 as enlisted in the section <b>“Our Promoters and Promoter Group”</b> beginning on page 108 of this Prospectus.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	The Registered Office of our Company situated at 3rd Floor, Gayways House, Pee Pee Compound, Ranchi, Jharkhand 834001, India.
Reserve Bank of India / RBI	Reserve Bank of India constituted under the RBI Act.
Restated Financial Statements	The Restated Financial statements of our Company which includes Statement of Assets and Liabilities for the financial year ended March 31, 2022, March 31, 2021 and March 31, 2020 and the restated statements of profit and loss and cash flows for the financial year ended March 31 2022, March 31, 2021 and March 31, 2020 of our Company prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, together with the schedules, notes and annexure thereto.
RoC/ Registrar of Companies	Registrar of Companies, Jharkhand situated at Mangal Tower, 4 <sup>th</sup> floor, Old Hazaribagh Road, Near Kanta Toli Chowk, Ranchi, Jharkhand – 834001, India.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI (ICDR) Regulations /ICDR Regulation/ Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.



SEBI (Venture Capital) Regulations	Securities Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/SEBI Listing Regulations/Listing Regulations/SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company constituted in accordance with Section 178 of the Companies Act, 2013 and as described in the chapter titled <b>"Our Management"</b> beginning on page 96 of this Prospectus
Stock Exchange	Unless the context requires otherwise, refers to, BSE Limited
Sub- Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Subscriber to MOA	Initial Subscribers to MOA & AOA being Mr. Lallit Tripathi and Mrs. Priyanka Maheshwari.
You, your or yours	Prospective investors in this Issue.

### **Issue Related Terms**

<b>Terms</b>	<b>Description</b>
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an applicant as proof of registration of the Application.
Allocation/ Allocation of Equity Shares	The Allocation of Equity Shares of our Company pursuant to Fresh Issue of Equity Shares to the successful Applicants.
Allotment/Allot/Allotted	Unless the context otherwise requires, means the allotment of Equity Shares, pursuant to the Issue to the successful applicants.
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges
Allottee (s)	A successful applicant to whom the Equity Shares are allotted.
Applicant/ Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application form.
Application Amount	The amount at which the Applicant makes an application for the Equity Shares of our Company in terms of Prospectus.
Application Form	The form, whether physical or electronic, used by an Applicant to make an application, which will be considered as the application for Allotment for purposes of this Prospectus.
Application Supported by Block Amount (ASBA)	An application, whether physical or electronic, used by all applicants to make an application authorizing a SCSB to block the application amount in the ASBA Account maintained with the SCSB. Pursuant to SEBI Circular dated November 10, 2015 and bearing Reference No. CIR/CFD/POLICYCELL/11/2015 which shall be applicable for all public issues opening on or after January 01, 2016, all the investors shall apply through ASBA process only.
ASBA Account	Account maintained by the ASBA Investor with an SCSB which will be blocked by such SCSB to the extent of the Application Amount of the ASBA Investor.
Bankers to the Issue/ Public Issue Bank/ Sponsor Bank	Banks which are clearing members and registered with SEBI as Bankers to an Issue and with whom the Public Issue Account will be opened, in this case being Axis Bank Limited
Banker to the Issue Agreement	Agreement dated September 16, 2022 entered into amongst the Company, Lead Manager, the Registrar, Sponsor Bank and the Banker to the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful applicants under the issue and which is described in the chapter titled <b>"Issue Procedure"</b> beginning on page 177 of this Prospectus.
Broker Centers	Broker Centres notified by the Stock Exchanges, where the investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Business Day	Monday to Friday (except public holidays).
CAN or Confirmation of	The Note or advice or intimation sent to each successful Applicant indicating the Equity which

Allocation Note	will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Client Id	Client Identification Number maintained with one of the Depositories in relation to Demat account
Collecting Depository Participants or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the LM, the Registrar to the Issue and the Stock Exchange.
Demographic Details	The demographic details of the applicants such as their Address, PAN, name of the applicants father/husband, investor status, Occupation and Bank Account details.
Depository / Depositories	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996.
Designated Date	The date on which the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account in terms of the Prospectus and the aforesaid transfer and instructions shall be issued only after finalization of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Application Form from the Applicant and a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> . Recognized-Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the website of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange i.e. <a href="http://www.bseindia.com">www.bseindia.com</a>
Designated Intermediaries/Collecting Agent	An SCSB's with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Stock Broker registered with recognized Stock Exchange, a Depository Participant, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity)
Designated Market Maker	Hem Securities Limited
Designated Stock Exchange	BSE Limited (SME Exchange) ("BSE SME")
DP ID	Depository Participant's Identity Number
Draft Prospectus	Draft Prospectus dated September 10, 2022 issued in accordance with Section 26 of the Companies Act, 2013
Eligible NRI	A Non Resident Indian in a jurisdiction outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom this Prospectus will constitute an invitation to subscribe for the Equity Shares.
Equity Shares	Equity Shares of our Company of face value Rs.10.00 each
Electronic Transfer of Funds	Refunds through NACH, NEFT, Direct Credit or RTGS as applicable.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity shares issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
FII/ Foreign Institutional Investors	Foreign Institutional Investor as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ Sole Applicant	The Applicant whose name appears first in the Application Form or Revision Form.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the of Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign

	Institutional Investors) Regulations, 1995, as amended
General Corporate Purposes	Include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the offer document. Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the offer document.
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the circulars (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 notified by the SEBI.
Issue Agreement	The Issue Agreement dated September 07, 2022 between our Company and Lead Manager, Hem Securities Limited.
Issue/Public size/Initial Public Offering/ IPO	The Initial Public Issue of 7,50,000 Equity shares of Rs.10/- each at issue price of Rs. 40/- per Equity share, including a premium of Rs. 30/- per equity share aggregating to Rs. 300 lakhs
Issue Closing Date	The date after which the Lead Manager, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations, 2018. In this case being October 04, 2022.
Issue Opening Date	The date on which the Lead Manager, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations, 2018. In this case being September 30, 2022.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants can submit their Applications.
Issue Price	The Price at which the Equity Shares are being issued by our Company under this Prospectus being Rs. 40 per Equity share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled <b><i>“Objects of the Issue”</i></b> beginning on page 58 of this Prospectus
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the Stock Exchange.
LM/Lead Manager	Lead Manager to the Issue, in this case being Hem Securities Limited (HSL).
Lot Size	3000 equity shares
Mandate Request	Mandate Request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
Market Maker	Member Brokers of BSE who are specifically registered as Market Makers with the BSE SME Platform. In our case, Hem Securities Limited is the sole Market Maker
Market Making Agreement	The Market Making Agreement dated September 16, 2022 between our Company, Lead Manager and Market Maker
Market Maker Reservation Portion	The reserved portion of 42000 Equity Shares of Rs.10 each at an Issue price of Rs. 40 each is aggregating to Rs. 16.80 Lakhs to be subscribed by Market Maker in this issue.
Mutual Funds	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of 708000 equity Shares of Rs.10/- each at a price of Rs. 40 per Equity Share (the “Issue Price”), including a share premium of Rs. 30 per equity share aggregating to Rs. 283.20 Lacs.
Net Proceeds	The Issue Proceeds received from the fresh Issue excluding Issue related expenses. For further information on the use of Issue Proceeds and Issue expenses, please refer to the section titled <b><i>“Objects of the Issue”</i></b> beginning on page 58 of this Prospectus.
Non-Institutional Investors	Investors other than Retail Individual Investors, NRIs and QIBs who apply for the Equity Shares of a value of more than Rs. 2,00,000/-
Other Investor	Investors other than Retail Individual Investors. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/ OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general permission granted under the Regulations. OCBs are not allowed to invest in this Issue.



Prospectus	The Prospectus, to be filed with the Registrar of Companies in accordance with the provisions of Section 26 of the Companies Act, 2013, containing, <i>inter alia</i> , the Issue Price will be determined before filing the Prospectus with Registrar of Companies.
Public Issue Account	Account to be opened with the Bankers to the Issue to receive monies from the SCSBs from the bank account of the Applicant, on the Designated Date.
Qualified Institutional Buyers/ QIBs	A Mutual Fund, Venture Capital Fund and Foreign Venture Capital Investor registered with the SEBI, a foreign institutional investor and sub-account (other than a sub-account which is a foreign corporate or foreign individual), registered with SEBI; a public financial institution as defined in Section 2(72) of the Companies Act, 2013; a scheduled commercial bank; a multilateral and bilateral development financial institution; a state industrial development corporation; an insurance company registered with the Insurance Regulatory and Development Authority; a provident fund with minimum corpus of Rs. 25.00 Crore; a pension fund with minimum corpus of ` 25.00 Crore; National Investment Fund set up by resolution No. F. No. 2/3/2005 – DDII dated November 23, 2005 of the Government of India published in the Gazette of India, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and systemically important non-banking financial companies.
Registrar/ Registrar to the Issue/ RTA/ RTI	Registrar to the Issue, in this case being Bigshare Services Private Limited.
Registrar Agreement	The agreement dated September 06, 2022 entered into between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
Registered Broker	Individuals or companies registered with SEBI as “Trading Members”(except Syndicate/Sub-Syndicate Members) who hold valid membership either BSE having right to trade in stocks listed on Stock Exchanges, through which investors can buy or sell securities listed on stock exchanges, a list of which is available on the website of the Stock Exchange.
Regulations	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible Applicants as provided under the SEBI (ICDR) Regulations, 2018.
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000.
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Applications or any previous Revision Form(s).
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 DATED November 10, 2015 issued by SEBI.
SEBI SAST / SEBI (SAST) Regulations	SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended
SEBI LODR/SEBI (Listing Obligations and Disclosure Requirement) Regulations/ Listing Regulations/	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement), Regulations 2015, as amended from time to time.
Self-Certified Syndicate Bank(s) / SCSB(s)	Shall mean a Banker to an Issue registered under Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, and which offer the service of making Application/s Supported by Blocked Amount including blocking of bank account and a list of which is available on <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> or at such other website as may be prescribed by SEBI from time to time.
SEBI (Foreign Portfolio Investor) Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
SME Exchange	SME Platform of the BSE i.e. BSE SME.
SEBI(PFUTP)Regulations/PFUTP Regulations	SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
Specified Securities	Equity shares offered through this Prospectus.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI, which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI (National Payments Corporation of India) in order to push the mandate, collect requests and / or payment instructions of the Retail Investors into the UPI.

Securities laws	Means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made thereunder and the general or special orders, guidelines or circulars made or issued by the Board thereunder and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed thereunder, which are administered by the Board.
Transaction Registration Slip/ TRS	The slip or document issued by the member of the Syndicate or SCSB (only on demand) as the case may be, to the Applicant as proof of registration of the Application.
Underwriter	The LM who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, 1993, as amended from time to time.
Underwriting Agreement	The Agreement dated September 16, 2022 entered between the Underwriter, LM and our Company.
UPI	UPI is an instant payment system developed by the NCPI, it enables merging several banking features, seamless fund routing & merchant payment into one hood. UPI allow instant transfer of money between any two bank accounts using a payment address which uniquely identifies a person's bank account
“UPI Circulars”	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard from time to time
UPI ID	ID created on Unified Payment Interface (UPI) for single window mobile payment system developed by the National Payment Corporation of India (NPCI)
UPI Mandate Request/ Mandate Request	A request (intimating the RII by way of notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII by sponsor bank to authorize blocking of funds equivalent to the application amount and subsequent debit to funds in case of allotment.
UPI PIN	Password to authenticate UPI transaction
“UPI Mechanism”	The mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Working Day	In accordance with Regulation 2(1)(mmm) of SEBI (ICDR) Regulations, 2018, working days means, all days on which commercial banks in Mumbai are open for business. However, in respect of– (a) announcement of Price Band; and (b) Issue period, working days shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; (c) the time period between the Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, working day shall mean all trading days of the Stock Exchange, excluding Sundays and bank holidays, as per circulars issued by SEBI.

#### **Technical and Industry Related Terms**

<b>Term</b>	<b>Description</b>
AUM	Asset under management
AEPS	Aadhaar Enabled Payment System
BC	Business Correspondents
CSPs	Customer services Point
CSC	Customer Service Center
CBS	Core Banking Solution
Doc	Documentation
DBT	Direct Benefit Transfer
DMT	Direct Money Transfer
ERP	Enterprise Resource Planning
EU	European Union
IT	Information Technology

IPS/IDS	Intrusion prevention system / intrusion detection system.
JRGB	Jharkhand Rajya Gramin Bank
LC	Letter of credit
LoI	Letter of Intent
MoU	Memorandum of Understanding
MRP	Maximum Retail Price
m-POS	mobile point of sale
MF	Mutual Fund
NPV	Net present value
NPCI	National Payment Corporation of India
NBFCs	Non-Banking Financial Companies
P & M	Plant and Machinery
QA	Quality Assurance
R&D	Research and Development
RBI	Reserve Bank of India
R&O	Research & Operations
VMK	Vedant Mitra Kendra
V-SAT	very small aperture terminal

### **Conventional terms and Abbreviations**

<b>Abbreviation</b>	<b>Full Form</b>
₹ / ₹/ Rupees/ INR	Indian Rupees
AS / Accounting Standard	Accounting Standards as issued by the Institute of Chartered Accountants of India
A/c	Account
ACS	Associate Company Secretary
AGM	Annual General Meeting
ASBA	Applications Supported by Blocked Amount
AMT	Amount
AIF	Alternative Investment Funds registered under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
AY	Assessment Year
AOA	Articles of Association
Approx	Approximately
B. A	Bachelor of Arts
B. Com	Bachelor of Commerce
B. E	Bachelor of Engineering
B. Sc	Bachelor of Science
B. Tech	Bachelor of Technology
Bn	Billion
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BSE	BSE Limited (formerly known as Bombay Stock Exchange Limited)
CDSL	Central Depository Services (India) Limited
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
Companies Act, 2013	Companies Act, 2013 to the extent in force pursuant to the notification of sections of the Companies Act, along with the relevant rules made thereunder as amended.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions that have ceased upon notification of the Companies Act) along with the relevant rules made thereunder
CA	Chartered Accountant
CAIIB	Certified Associate of Indian Institute of Bankers
CB	Controlling Branch
CC	Cash Credit
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
CS	Company Secretary

CS & CO	Company Secretary & Compliance Officer
CFO	Chief Financial Officer
CSR	Corporate Social Responsibility
C.P.C.	Code of Civil Procedure, 1908
CrPC	Code of Criminal Procedure, 1973
CENVAT	Central Value Added Tax
CST	Central Sales Tax
CWA/ICWA	Cost and Works Accountant
CMD	Chairman and Managing Director
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India
DP	Depository Participant
DP ID	Depository Participant's Identification Number
EBITDA	Earnings Before Interest, Taxes, Depreciation & Amortization
ECS	Electronic Clearing System
ESIC	Employee's State Insurance Corporation
EPFA	Employee's Provident Funds and Miscellaneous Provisions Act, 1952
EMI	Equated Monthly Installment
EPS	Earnings Per Share
EGM /EOGM	Extraordinary General Meeting
ESOP	Employee Stock Option Plan
EXIM/ EXIM Policy	Export – Import Policy
FCNR Account	Foreign Currency Non Resident Account
FIPB	Foreign Investment Promotion Board
FY / Fiscal/Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
FEMA	Foreign Exchange Management Act, 1999 as amended from time to time, and the regulations framed there under.
FCNR Account	Foreign Currency Non Resident Account
FBT	Fringe Benefit Tax
FDI	Foreign Direct Investment
FIs	Financial Institutions
FIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	“Foreign Portfolio Investor” means a person who satisfies the eligibility criteria prescribed under regulation 4 and has been registered under Chapter II of Securities And Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, which shall be deemed to be an intermediary in terms of the provisions of the SEBI Act, 1992.
FTA	Foreign Trade Agreement.
FVCI	Foreign Venture Capital Investors registered with SEBI under the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Finance Act	Finance Act, 1994
FV	Face Value
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
GoI/Government	Government of India
GDP	Gross Domestic Product
GST	Goods and Services Tax
GVA	Gross Value Added
HUF	Hindu Undivided Family
HNI	High Net Worth Individual
HSL	Hem Securities Limited
IBC	The Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ISIN	International Securities Identification Number
IST	Indian Standard Time

ICWAI	The Institute of Cost Accountants of India
IMF	International Monetary Fund
IIP	Index of Industrial Production
IPO	Initial Public Offer
ICSI	The Institute of Company Secretaries of India
IT	Information Technology
IT Act	Information Technology Act, 2000
IFRS	International Financial Reporting Standards
INR / ₹/ Rupees	Indian Rupees, the legal currency of the Republic of India
I.T. Act	Income Tax Act, 1961, as amended from time to time
IT Authorities	Income Tax Authorities
IT Rules	Income Tax Rules, 1962, as amended, except as stated otherwise
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards as referred to in and notified by the Ind AS Rules
Ind AS Rules	The Companies (Indian Accounting Standard) Rules, 2015
IRDA	Insurance Regulatory and Development Authority
KMP	Key Managerial Personnel
LM	Lead Manager
LLB	Bachelor of Law
Ltd.	Limited
LLP	Limited Liability Partnership
MAT	Minimum Alternate Tax
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
M. A	Master of Arts
MCA	Ministry of Corporate Affairs, Government of India
M. B. A	Master of Business Administration
MAT	Minimum Alternate Tax
M. Com	Master of Commerce
Mn	Million
M. E	Master of Engineering
M. Tech	Masters of Technology
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MSME	Micro, Small and Medium Enterprises
MAPIN	Market Participants and Investors Database
NA	Not Applicable
NCLT	National Company Law Tribunal
Net worth	The aggregate of paid up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account
NACH	National Automated Clearing House
NEFT	National Electronic Funds Transfer
NECS	National Electronic Clearing System
NAV	Net Asset Value
NCT	National Capital Territory
NPV	Net Present Value
NRI	Non Resident Indians
NRE Account	Non Resident External Account
NRO Account	Non Resident Ordinary Account
NSE	National Stock Exchange of India Limited
NOC	No Objection Certificate
NSDL	National Securities Depository Limited
OCB or Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date was eligible to undertake transactions pursuant to the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the

	Issue.
P.A.	Per Annum
PF	Provident Fund
PG	Post Graduate
PGDBA	Post Graduate Diploma in Business Administration
PLR	Prime Lending Rate
PAC	Persons Acting in Concert
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
P.O.	Purchase Order
PBT	Profit Before Tax
PLI	Postal Life Insurance
POA	Power of Attorney
PSU	Public Sector Undertaking(s)
Pvt.	Private
Q.C.	Quality Control
RoC	Registrar of Companies
RBI	The Reserve Bank of India
Registration Act	Registration Act, 1908
ROE	Return on Equity
R&D	Research & Development
Rs. or `	Rupees, the official currency of the Republic of India
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SME	Small and Medium Enterprises
SCSB	Self-Certified syndicate Banks
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternate Investments Funds) Regulations, 2012, as amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended from time to time.
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
SEBI (PFUTP) Regulations / PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Markets) Regulations, 2003
SEBI Regulations/ SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
SEBI Takeover Regulations / Takeover Regulations / Takeover Code	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996 as amended from time to time.
SEBI	Securities and Exchange Board of India
STT	Securities Transaction Tax
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.
Sec.	Section
SPV	Special Purpose Vehicle
TAN	Tax Deduction Account Number
TRS	Transaction Registration Slip



Trade Marks Act	Trade Marks Act, 1999
TIN	Taxpayers Identification Number
UIN	Unique identification number
U.N.	United Nations
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
VAT	Value Added Tax
VCF / Venture Capital Fund	Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s)	Company or person categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorised as such and as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, 2018.
WDV	Written Down Value
WTD	Whole Time Director
w.e.f.	With effect from
-, ()	Represent Outflow

The words and expressions used but not defined in this Prospectus will have the same meaning as assigned to such terms under the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 (the “SEBI Act”), the SCRA, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the Depositories Act and the rules and regulations made thereunder.

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

### **Certain Conventions**

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

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

### **Use of Financial Data**

Unless stated otherwise, throughout this Prospectus, all figures have been expressed in Rupees and Lakh. Unless stated otherwise, the financial data in the Prospectus is derived from our restated financial statements prepared for the financial year ended 31<sup>st</sup> March 2022, 2021 and 2020 in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2018 included under Section titled ***“Financial Information of the Company”*** beginning on page 113 of this Prospectus.

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

Any percentage amounts, as set forth in ***“Risk Factors”***, ***“Our Business”***, ***“Management’s Discussion and Analysis of Financial Condition and Results of Operations”*** and elsewhere in the Prospectus unless otherwise indicated, have been calculated on the basis of the Company’s restated financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and restated in accordance with SEBI (ICDR) Regulations, 2018, as stated in the report of our Peer Review Auditor, set out in section titled ***“Financial Information of the Company”*** beginning on page 113 of this Prospectus. There is no subsidiary of our Company as on date of the Prospectus. Our fiscal year commences on April 1 of every year and ends on March 31<sup>st</sup> of every next year.

For additional definitions used in this Prospectus, see the section ***“Definitions and Abbreviations”*** on page 1 of this Prospectus. In the section titled ***“Main Provisions of the Articles of Association”***, on page 200 of the Prospectus defined terms have the meaning given to such terms in the Articles of Association of our Company.

### **Use of Industry & Market Data**

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

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

In accordance with the SEBI (ICDR) Regulations, 2018 the section titled ***“Basis for Issue Price”*** on page 64 of the Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the LM, have independently verified such information.

### **Currency of Financial Presentation**

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

Any percentage amounts, as set forth in ***“Risk Factors”, “Our Business”, “Management's Discussion and Analysis of Financial Conditions and Results of Operations”*** on page 20, 75 and 141 of this Prospectus, unless otherwise indicated, have been calculated based on our restated respectively financial statement prepared in accordance with Indian GAAP.

The Prospectus contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations, 2018. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

## **FORWARD LOOKING STATEMENTS**

This Prospectus includes certain “forward-looking statements”. We have included statements in the Prospectus which contain words or phrases such as “will”, “aim”, “is likely to result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions, that are “forward-looking statements”. Also, statements which describe our strategies, objectives, plans or goals are also forward looking statements.

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

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Changes in consumer demand;
3. Failure to successfully upgrade our product portfolio, from time to time;
4. Any change in government policies resulting in increases in taxes payable by us;
5. Our ability to retain our key managements persons and other employees;
6. Changes in laws and regulations that apply to the industries in which we operate.
7. Our failure to keep pace with rapid changes in technology;
8. Our ability to grow our business;
9. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
10. general economic, political and other risks that are out of our control;
11. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
12. Company’s ability to successfully implement its growth strategy and expansion plans ;
13. failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
14. inability to successfully obtain registrations in a timely manner or at all;
15. occurrence of any Uninsured Losses;
16. conflicts of interest with affiliated companies, the promoter group and other related parties;
17. any adverse outcome in the legal proceedings in which we are involved; and
18. The performance of the financial markets in India and globally.
19. Impact of COVID-19 on our business and operations.

For further discussion of factors that could cause our actual results to differ, see the Section titled **“Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations”** beginning on page 20, 75 and 141 respectively of the Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

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

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

## **SECTION II: SUMMARY OF THE PROSPECTUS**

### **A. OVERVIEW OF BUSINESS**

Our company is engaged in the business as a Corporate Business Correspondents (BC) of Bank of India, Jharkhand Rajya Gramin Bank (JRGB) and Madhya Pradesh Gramin Bank (MPGB) and as Mutual Funds Distribution through a partner base of more than 350 Vedant Mitra partners working in various rural and semi-urban locations and handling more than 100 crores of assets under our Mutual fund distribution business. Our Vedant Mitra Kendra acts as Banking - Customer services Point (CSPs) to fulfil all the necessary banking requirements of the people, Adhaar enabled payment system, Direct Money Transfer (DMT), investment in Mutual Funds - mPOS, PAN related services, Insurance services, Loan services and recharge services along with Air, rail and Bus ticketing etc.

### **B. OVERVIEW OF THE INDUSTRY**

Business Correspondents are retail agents engaged by banks for providing banking services at locations other than a bank branch/ATM. Banks are required to take full responsibility for the acts of omission and commission of the BCs that they engage and have, therefore, to ensure thorough due diligence and additional safeguards for minimizing the agency risk.

The Industry's AUM had crossed the milestone of ₹10 Trillion (₹10 Lakh Crore) for the first time in May 2014 and in a short span of about three years, the AUM size had increased more than two folds and crossed ₹ 20 trillion (₹20 Lakh Crore) for the first time in August 2017. The AUM size crossed ₹ 30 trillion (₹30 Lakh Crore) for the first time in November 2020. The Industry AUM stood at ₹37.75 Trillion (₹ 37.75 Lakh Crore) as on July 31, 2022.

### **C. PROMOTERS**

The Promoters of our Company are Mr. Lallit Tripathi and Mrs. Priyanka Maheshwari.

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

This is an Initial Public Fresh Issue of 7,50,000 Equity Shares of face value of Rs. 10 each of our Company for cash at a price of Rs. 40 per Equity Share (including a share premium of Rs. 30 per Equity Share) aggregating to Rs. 300 lakhs ("**The Issue**"), out of which 42000 Equity Shares of face value of Rs. 10 each for cash at a price of Rs. 40 per Equity Share aggregating up to Rs. 16.80 lakhs will be reserved for subscription by the market maker to the issue (the "**Market Maker Reservation Portion**"). The Issue less Market Maker Reservation Portion i.e. Issue of 708000 Equity Shares of face value of Rs. 10 each, at an issue price of Rs. 40 per Equity Share for cash, aggregating to Rs. 283.20 lakhs is hereinafter referred to as the "**Net Issue**". The Public Issue and Net Issue will constitute 27.16% and 25.64% respectively of the post- issue paid-up Equity Share capital of our Company.

### **E. OBJECTS OF THE ISSUE**

Our Company intends to utilize the Proceeds of the Issue to meet the following objects:-

Sr. No	Particulars	Amt (Rs. in Lacs)
1.	Financing the expenditure for Business Expansion	107.40
2.	To meet Working Capital requirements	130.00
3.	General Corporate Purpose	21.60
4.	Issue Expense	41.00
	<b>Total</b>	<b>300.00</b>

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

Our Promoters and Promoter Group collectively holds 20,11,400 Equity shares of our Company aggregating to 99.99% of the pre-issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and Promoter Group, as on date of this Prospectus:-

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters</b>				
1	Mr. Lallit Tripathi	7,60,700	37.82	7,60,700	27.55
2	Mrs. Priyanka Maheshwari	4,08,000	20.28	4,08,000	14.77
	<b>Sub Total (A)</b>	<b>11,68,700</b>	<b>58.10</b>	<b>11,68,700</b>	<b>42.32</b>

	Promoter Group				
3	Lallit Tripathi HUF	7,00,000	34.80	7,00,000	25.35
4	Mrs. Rama Tripathi	1,42,500	7.08	1,42,500	5.16
5	Mr. Triloki Nath Tripathi	200	0.01	200	0.01
	<b>Sub Total (B)</b>	<b>8,42,700</b>	<b>41.89</b>	<b>8,42,700</b>	<b>30.51</b>
	<b>Grand Total (A+B)</b>	<b>20,11,400</b>	<b>99.99</b>	<b>20,11,400</b>	<b>72.83</b>

## **SUMMARY OF FINANCIAL INFORMATION**

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

		Amt. (Rs. in lakhs)		
Sr. No	Particulars	March 31, 2022	March 31, 2021	March 31, 2020
1.	Share Capital	201.16	201.16	1.00
2.	Net Worth	228.03	214.22	5.38
3.	Total Income (Revenue from operation)	159.29	101.23	60.49
4.	Profit/(loss) after tax	13.81	8.68	3.40
5.	Earnings per Share	0.69	0.43	0.86
6.	Net Asset Value per Share	11.34	10.65	1.37
7.	Total Borrowings (including current maturities of long term borrowings)	-	17.40	74.32

## **G. AUDITOR QUALIFICATIONS**

The Audited Financial Statements of the Company doesnot include any qualifications which have not been given effect to in the restated financial statements.

## **H. SUMMARY OF OUTSTANDING LITIGATIONS**

Our Company and group companies are involved in certain legal proceedings. A brief detail of such outstanding litigations as on the date of this Prospectus are as follows:

### **Litigations/Matters against our Company: -**

		(Rs. in Lakhs)
Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Direct tax	1	0.46

### **Litigations filed by our Director:-**

		(Rs. in Lakhs)
Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Other pending litigation	1	Not ascertainable

Amount mentioned to the extent quantifiable. The amount may be subject to additional interest/other charges being levied by the concerned authorities which are unascertainable as on date of this prospectus.

For further details, please refer to the chapter titled ***“Outstanding Litigations and Material Developments”*** on page 149 of this Prospectus.

## **I. RISK FACTORS**

For details on the risks involved in our business, please see the Chapter titled ***“Risk Factors”*** beginning on page 20 of this Prospectus.

## **J. SUMMARY OF CONTINGENT LIABILITIES**

There are no contingent liabilities as on Fiscal 2022, 2021 and 2020.



For further details, please refer to Contingent Liabilities of the chapter titled *“Financial Information of the Company”* on page 113 of this Prospectus.

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

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

### **RELATED PARTY DISCLOSURE**

#### **(a) List of Related parties**

Names of the related parties with whom transactions were carried out during the years and description of relationship:

<b>Sr. No.</b>	<b>Name of the Person / Entity</b>	<b>Relation</b>
1	Kartik Credit Private Limited	The companies have common directors. Mr. Lallit Tripathi & Mrs. Priyanka Maheshwari are director in the company.
2	Vedant Insurance Broking Pvt Ltd	The companies have common directors. Mr. Lallit Tripathi & Mrs. Priyanka Maheshwari are director in the company.
3	Kartik Technologies Pvt. Ltd.	The companies have common directors. Mr. Lallit Tripathi & Mrs. Priyanka Maheshwari are director in the company.
4	Mrs. Priyanka Maheshwari	Mrs. Priyanka Maheshwari is Director in the Company
5	Mr. Lallit Tripathi	Mr. Lallit Tripathi is Director in the company
6	Mrs. Rama Tripathi	Mrs. Rama Tripathi is Director in the company
7	Mind Buzz Private Limited	The companies have common director - Mrs. Rama Tripathi

#### **(b) Transaction with related Parties:-**

**(Rs. in Lakhs)**

<b>SI No.</b>	<b>Particulars</b>	<b>For the financial year</b>		
		<b>2021-22</b>	<b>2020-21</b>	<b>2019-20</b>
	<b>Remuneration Paid to Directors</b>			
	Mrs. Priyanka Maheshwari	-	4.20	3.60
	<b>Rent Paid to Directors</b>			
	Mrs. Priyanka Maheshwari	0.40	-	-
	<b>Issue of Shares</b>			
	Mr. Lallit Tripathi		75.61	
	Mrs. Priyanka Maheshwari		40.30	
	Lallit Tripathi HUF		70.00	
	Mrs. Rama Tripathi		14.25	
	<b>Business Transaction</b>			
	Vedant Insurance Broking Pvt Ltd	0.21		
	<b>Loans &amp; Advances given during the year</b>			
	Mind Buzz Private Limited	0.60	-	-
	Kartik Credit Private Limited	1.33	-	-
	Vedant Insurance Broking Pvt Ltd	1.21	-	-
	Priyanka Maheshwari	35.75	9.50	-
	Lallit Tripathi	53.12	(16.90)	(19.58)
	<b>Loans &amp; Advances given during the year - Closing Balance</b>			
	Mind Buzz Private Limited	0.60	-	-
	Kartik Credit Private Limited	1.33	-	-
	Vedant Insurance Broking Pvt Ltd	1.21	-	-
	Priyanka Maheshwari	45.25	9.50	-
	Lallit Tripathi	36.22	(16.90)	(74.32)

For further details, please refer to the Related Party Disclosures of chapter titled *“Financial Information of the Company”* on page 113 of this Prospectus.

#### M. DETAILS OF FINANCING ARRANGEMENTS

There are no financing arrangements whereby the promoters, members of the promoter group, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of this Prospectus.

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1	Mr. Lallit Tripathi	7,55,700	10.00
2	Mrs. Priyanka Maheshwari	4,03,000	10.00

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

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

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1	Mr. Lallit Tripathi	7,60,700	10.00
2	Mrs. Priyanka Maheshwari	4,08,000	10.00

#### P. PRE IPO PLACEMENT

Our Company is not considering any pre-IPO placement of equity shares of the Company.

#### Q. EQUITY SHARES ISSUED FOR CONSIDERATION OTHER THAN CASH

We have not issued Equity Shares for consideration other than cash in the last one year.

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons for Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
January 21, 2021	2,00,160	100	-	Conversion of Loans into Equity share	Reduction in debts of the Company	Mr. Lallit Tripathi	75,610
						Mrs. Priyanka Maheshwari	40,300
						Lallit Tripathi HUF	70,000
						Mrs. Rama Tripathi	14,250
						<b>Total</b>	<b>2,00,160</b>

#### R. SPLIT/ CONSOLIDATION OF EQUITY SHARES

Pursuant to Shareholders’ resolution dated February 09, 2022, the face value of Equity Shares of our Company was split from Rs. 100.00 per Equity Share to Rs. 10.00 per Equity Share.

#### S. EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

Not Applicable

### **SECTION III: RISK FACTORS**

*An investment in Equity Shares involves a high degree of risk. prospective investors should carefully consider all the information in this Prospectus, particularly the “Financial Information of the Company” and the related notes, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on pages 113, 75 and 141 respectively and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.*

*The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with “Our Business”, “Industry Overview”, “Management’s Discussion and Analysis of Financial Position and Results of Operations” and “Financial Statements” on pages 75, 69, 141 and 113, respectively, as well as the other financial and statistical information contained in this Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved.*

*This Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Prospectus. The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors below. However, there are risk factors the potential effects of which are not quantifiable and therefore no quantification has been provided with respect to such risk factors. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Issue, including the merits and the risks involved.*

#### **Materiality**

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

- 1. Some events may not be material individually but may be found material collectively.*
- 2. Some events may have material impact qualitatively instead of quantitatively.*
- 3. Some events may not be material at present but may be having material impact in future.*

#### **Note:**

*The risk factors as envisaged by the management along with the proposals to address the risk if any. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial implication of any of the risks described in this section.*

*In this Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “Risk Factors” beginning on page 20 and “Management Discussion and Analysis of Financial Condition and Results of Operations” beginning on page 141 unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “Audited Financial Statements, as restated” prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP).*

- 1. Our business is wholly depended on our relationship with Banks and Mutual fund AMCs. We have entered into agreements with Banks and registered with Mutual fund AMCs, any termination of these existing relationship would adversely affect our business, results of operations, financial condition and prospects.***

Our company is engaged in the business as a Corporate Business Correspondents (BC) of Bank of India, Jharkhand Rajya Gramin Bank (JRGB) and Madhya Pradesh Gramin Bank (MPGB) and as Mutual Funds Distribution through a partner base. For providing these services we have entered into agreements with Bank of India, Jharkhand Rajya Gramin Bank (JRGB) and Madhya Pradesh Gramin Bank (MPGB). Further, we have also registered our company with AMFI and Mutual fund AMC for the mutual fund distribution business. Based in these agreements our Vedant Mitra Kendra acts as Banking - Customer services Point (CSPs) to fulfil all the necessary banking requirements of the people, provide Aadhaar enabled payment system, Direct Money Transfer (DMT), investment in Mutual Funds – mPOS & Loan services, any termination of these existing relationship would adversely affect our business, results of operations, financial condition and prospects. Further, we cannot control or influence the actions of the Banks and

Mutual fund AMCs at any time, in case they have any economic, business or legal interests or goals that are inconsistent with ours. If they takes certain actions that we do not agree with, our business operations may be adversely affected, which would have a material adverse effect on our business, results of operations and financial condition. Also, if any of these Agreements or relationship is terminated for any reason the rights granted to us to operate would terminate, which would have a material adverse effect on our business, results of operations, financial condition and prospects. For further details, see “Our Business” on pages 75 of this Prospectus.

***2. Demand for our services may decrease due to changes in consumer/investor preferences and habits, which could have a material adverse effect on our business, results of operations, and financial condition.***

The demand for our services is dependent on the consumer/investor preferences and habits and our strength in identification of the latest trends and our continued ability to offer services that are acceptable to the consumers. If consumer preferences change to undertake the transaction with the direct banking channels or branches rather than through our stores due to shifts in consumer demographics, national, regional or local economic conditions which we are not able to adapt, would adversely affect our financial results. Further, in case the investor prefer to invest directly through the Mutual fund AMCs, we may not be able to expand our Mutual fund distribution business. Our success in responding to consumer preference depends in part on our ability to anticipate market trends and introduce new and cost effective methods to address these preferences in a timely manner. Any failure to successfully anticipate and address changing customer preferences could have a material adverse effect on our business, results of operations and financial condition.

***3. Our business depends on the continued success and reputation of our Banking partners and Mutual Fund AMCs, and any negative impact on them may adversely affect our business, results of operations and financial condition.***

We have entered into agreements with Bank of India, Jharkhand Rajya Gramin Bank (JRGB) and Madhya Pradesh Gramin Bank (MPGB). Further, we have also registered our company with AMFI and Mutual fund AMC for the mutual fund distribution business. Our business is dependent wholly on these relationship with Banks and Mutual Fund AMCs, our success is to a large extent directly related to the success of these Banks and Mutual Fund AMCs, including the financial condition, advertising programs, new product development, overall quality of operations and the successful and consistent operation of these Banks and Mutual Fund AMCs. We have no direct control over the management or operations of these Banks and Mutual Fund AMCs businesses or operations. There are many factors which may affect the brand that are beyond our control which could have a material adverse effect on our business. These factors include the inability or failure to support our company, negative publicity, initiation of legal proceedings, employee misconduct, operational failures and regulatory investigations, which may adversely impact them. Any damage to these Banks and Mutual Fund AMCs could adversely impact the trust placed in it and our reputation and cause existing customers or intermediaries to withdraw their business and reconsider doing business with us. Furthermore, negative publicity may also result in increased regulation and legislative scrutiny of industry practices as well as increased litigation, which may further increase our costs of doing business and adversely affect our profitability.

***4. Any deterioration in the performance or our relationships with our Vedant Mitra Partners may adversely affect our business, results of operations and financial condition.***

Our Vedant Mitra Kendra acts as Banking - Customer services Point (CSPs) to fulfil all the necessary banking requirements of the people, Adhaar enabled payment system, Direct Money Transfer (DMT), investment in Mutual Funds - mPOS, PAN related services, Insurance services, Loan services and recharge services along with Air, rail and Bus ticketing etc. For providing these services we have entered into agreements with Bank of India, Jharkhand Rajya Gramin Bank (JRGB) and Madhya Pradesh Gramin Bank (MPGB). Further, we have also registered our company with AMFI and Mutual fund AMC for the mutual fund distribution business. Majority of these services are provided through our Vedant Mitra partners located in Jharkhand and Madhya Pradesh. But in case of any dispute or deterioration in the performance of these Partners, may result in termination of the business activities with them which may affect our result of operation and profitability. Further, any adverse development with respect to the B2B partners through whom we provide our services, could adversely affect our ability to reach customers which could have a material adverse effect on our business, results of operations and financial condition.

***5. We may not be able to identify suitable locations for expansion and also our expansion into new regions and markets may present increased risks due to our unfamiliarity with the areas in which we propose to locate.***

The growth of our business depends on the pace of expansion of our partner network, which requires us to continually identify suitable and available locations and develop our Vedant Mitra Kendra at those locations. As at the date of this Prospectus, we have our network spread in Jharkhand and Madhya Pradesh. In case we plan to open new Kendra they involve substantial risks, including in relation to the following:

- the inability to identify or the unavailability of suitable sites;
- lack of our ability to compete successfully for suitable sites;

- unavailability of financing;
- the inability to obtain all necessary governmental or local authority permits and approvals and other requisite licenses and permits;
- consumer preference in new geographic regions;
- changes in governmental rules, regulations and interpretations; and
- changes in general economic and business conditions.

Further, our business agreements may also impose certain limitations on our ability to expand, including that we are required to obtain prior written approval and we must adhere to the standards and policies prescribed by them. In addition, our efforts to develop and roll out new these Kendra may also increase the complexity of our operations and place additional strain on our management and operational, financial and human resources. If we are not able to expand our business in a cost effective and profitable manner or otherwise manage the growth effectively, our business, results of operations, financial condition and prospects may be materially and adversely affected.

**6. *We do not have operational or financial control over the businesses of our partners, and they could take actions that could harm our business.***

Our Vedant Mitra Kendra partners are independent operator and, while we can mandate certain operational standards and procedures through the enforcement of our internal code of conduct, they may take actions or conduct their businesses in a manner that could harm our business reputation and we may not be able to enforce our rights under the code of conduct in sufficient time to prevent damage to our reputation or at all. In addition, we cannot prevent them from taking actions that could adversely affect their financial viability, such as incurring significant indebtedness, or the profitability earned by them. In addition, these partner may be less directly interested in preserving or enhancing the brand and reputation than we are. While we can terminate the business relationship which the Business Centre operators that do not comply with the terms and conditions of our code of conduct, our brand and reputation may nonetheless suffer as a result of their activities.

**7. *The restated financial statements have been provided by peer reviewed chartered accountants who is not statutory auditor of our Company.***

The restated financial statements of our Company for the financial year ended March 31 2022, 2021, 2020 has been provided by a peer reviewed chartered accountants who is not statutory auditor of our Company. However, our statutory auditor holds a valid peer reviewed certificate but due to his preoccupation the restated financial statements has been provided by the said peer review chartered accountant.

**8. *There are certain outstanding legal proceedings involving Our Company, Promoter and Director. Any failure to defend these proceedings successfully may have an adverse effect on our business prospects, reputation, financial conditions and result of ongoing operations.***

Our Company, its Promoter and Director are involved in certain legal proceedings, which if determined, against us could have an adverse impact on our business prospects, reputation, financial conditions and result of ongoing operations. For details kindly refer chapter titled “Outstanding Litigation and Material Developments” at page 149 of this Prospectus. A brief detail of such outstanding litigations as on the date of this Prospectus are as follows:

**Litigations/Matters against our Company: -**

(Rs. in Lakhs)		
Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Direct tax	1	0.46

**Litigations filed by our Director:-**

(Rs. in Lakhs)		
Nature of Cases	No. of Outstanding Cases	Amount in dispute/demanded to the extent ascertainable
Other pending litigation	1	Not ascertainable

*\*to the extent has a material effect on our Company.*

For further details on above litigations, please refer to the chapter titled “*Outstanding Litigation and Material Developments*” on page 149 of this Prospectus.

**9. *Our Company operates under several statutory and regulatory permits, licenses and approvals. Our inability to obtain, renew or maintain the statutory and regulatory licenses, permits and approvals required to operate our business may have an adverse effect on our business & operations.***

Our company require various statutory and regulatory licenses, permits and approvals to operate our business. We need to make compliance and applications at appropriate stages of our business to continue our operations. There can be no assurance that the relevant authorities will issue these approvals or licenses, or renewals thereof in a timely manner, or at all. Further any default by our Company in complying with the same may result in the cancellation of such licenses, approvals or registrations which may adversely affect our operations and financial strength.

Further, we have to apply for change in name in all registrations and approvals which are in the name of private limited. Also, we are yet to apply for registration under the State shop and establishment Act. For further details on pending approvals, please refer to section titled "Government and Other Approvals" beginning on page 152 of the Prospectus.

Further, certain licenses and registrations obtained by our Company contain certain terms and conditions, which are required to be complied by us. Any default by our Company in complying with the same, may result in inter alia the cancellation of such licenses, consents, authorizations and/or registrations, which may adversely affect our operations. There can be no assurance that the relevant authorities will issue or renew any of such permits or approvals in time or at all. Failure to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.

**10. *Our company has not complied with some statutory provisions of the Companies Act. Such non-compliance may attract penalties against our Company which could impact the financial position of us to that extent.***

Our Company has not complied with certain statutory provisions under the Companies Act 2013, for instance our Company has made some clerical mistakes in documents and form filed in registrar of Companies, for instance, there were some errors in the form filed with RoC and errors in some of the documents attached thereto. Also, the company has failed to file certain forms with the Registrar of companies such as Form MGT-14 for the resolution passed for the loan provided to Executive Directors of the Company, however the company has approved the desired scheme through shareholder resolution in the General Meeting. Further, the company has at the time of conversion to public limited company has complied with the above requirement related to loan provided to Executive Directors by filing the requisite form with the RoC.

Any penalty or action taken by any regulatory authorities in future for non-compliance with provisions of corporate and other law could impact the financial position of the Company to that extent. Although no show cause notice have been issued against our Company till date in respect of above, in the event of any cognizance being taken by the concerned authorities in respect of above, actions may be taken against our Company and its directors, in which event the financials of our Company and our directors may be affected.

**11. *We operate in a highly regulated environment, which is subject to change, and existing and new laws, regulations and government policies affecting the sectors in which we operate could adversely affect our business, financial condition and results of operations.***

We are subject to a variety of financial services regulation in the jurisdictions where we operate, including, the SEBI Act or directions issued by AMFI or Reserve Bank of India. The laws and regulations governing the business Correspondent and distribution services relating to financial products have become increasingly complex and cover a wide variety of issues, including registration, disclosures and other related services. We believe that significant regulatory changes in our industry are likely to continue on a scale that exceeds the historical pace of regulatory change, which is likely to subject industry participants to additional and generally more stringent regulations. The requirements imposed by the regulators are designed to ensure the integrity of the financial markets and to protect investors and other third parties who deal with us. Consequently, these regulations often serve to limit our activities and/or increase our costs. We may also be adversely affected by changes in the interpretation or enforcement of existing laws and rules by various governmental authorities and self-regulatory organisations.

For further details, please see "Key Regulations and Policies in India" on page 82 of this Prospectus.

**12. *We have recently ventured into mATM business. Due to limited operating history of our Company and limited experience of existing promoters in the line of mATM business, we may face new business and financial challenges which may adversely affect our profitability and results of operations.***

Our Company was incorporated in 2015 and has been engaged in the business as Banking - Customer services Point (CSPs) to fulfil all the necessary banking requirements of the people, Aadhaar enabled payment system, Direct Money Transfer (DMT), investment in Mutual Funds - mPOS, PAN related services, Insurance services, Loan services and recharge services along with Air, rail and Bus ticketing etc. In the year 2022, with an available business opportunity, our Company ventured into the business of setting up of



mATM. Our Company has proposed to expand our business by setting up and operation of the mATM and POS. Further, we also intend to open 10 new branches and around 400 Business Correspondent across the central India. Further, the company also intend to develop Vedant pay software, API integration and Mobile android application in Central India for which the funds are being raised. However, the Promoters of our Company have very limited prior experience in this business. Due to limited operating history of our Company and limited experience of existing promoters in mATM, we may face new business and financial challenges which may adversely affect our profitability and results of operations. Also, as a Company, we have limited financial history and our prior period financial results may not accurately represent our future financial performance and therefore prospective investors may not be able to assess our Company's prospects based on past results.

***13. Security breaches could damage our reputation and result in a liability to us.***

Since we retain confidential customer information in our database, our facilities and infrastructure must remain secure. Despite the implementation of security measures, our infrastructure may be vulnerable to physical break-ins, computer viruses, programming errors or similar disruptive problems. If our security measures are circumvented, the security of confidential and propriety information stored on our systems could be jeopardized, or our operations could be interrupted. The encrypted other technology we use may not be effective and at times can fail. A material security breach could damage our reputation or result in liability to us, and we do not carry insurance that protects us from this kind of loss. We have taken all possible care with strict defined policies to ensure against any security breaches and to access anytime anywhere without any malfunctions, delay and breakdowns. We also evaluate performance, safeguard our setup from the insecure zone, future expandability, technology up-gradation, timely validation and conduct vulnerability test on our servers on an on-going basis.

***14. We are currently significantly dependent on Retail and rural customers and any adverse developments in these segments could adversely affect our business, results of operations, financial condition and cash flows.***

We offer banking products and services to retail and rural customers. Our Vedant Mitra Kendra acts as Banking - Customer services Point (CSPs) to fulfil all the necessary banking requirements of the people, Adhaar enabled payment system, Direct Money Transfer (DMT), investment in Mutual Funds - mPOS, PAN related services, Insurance services, Loan services and recharge services along with Air, rail and Bus ticketing etc. For providing these services we have entered into agreements with Bank of India, Jharkhand Rajya Gramin Bank (JRGB) and Madhya Pradesh Gramin Bank (MPGB). Further, we have also registered our company with AMFI and Mutual fund AMC for the mutual fund distribution business. Accordingly, a reduction in or failure to grow our retail and rural customer base could lead to losses and adversely affect our business and results of operations. Additionally, any decline in business, or in demand for our services could adversely affect our business, results of operations, financial condition and cash flows.

***15. We undertake fee based activities and our financial performance may be adversely affected by an inability to generate income from such activities.***

One of the primary drivers of our revenue are the fees that we charge for our services including brokerage, and the volume of such fees. The fees we charge our banking and business partners can depend upon a number of factors that are, in part, within our control, which can include the transaction type or the volume of transactions. Further, they are also dependent upon a number of external factors, which can include general macro-economic conditions, the supply or demand for a product and service, changes in general activity and competitive factors. In addition, as our fee charges are primarily governed by the agreements entered with these parties. If we are unable to manage and plan for the factors within and out of our control, we may not adequately set our fee structure to cover all or some of our costs or miss revenue generating opportunities, or even where adequately set, we may miss opportunities to increase volume, each of which may adversely affect our business, financial condition, results of operations and cash flows.

***16. The Objects of the Issue for which funds are being raised have not been appraised by any bank or financial institution. Any variation between the estimation and actual expenditure as estimated by the management could result in execution delays or influence our profitability adversely.***

The deployment of funds as stated in the "Objects of the Issue" beginning on page 58 of the Prospectus is entirely at the discretion of our management and has not been appraised by any independent agency. Further, the purposes for which the Net Proceeds are to be utilised have not been appraised by an independent entity and are based on our estimates and on third-party quotations. In the event, for whatsoever reason, we are unable to execute our plans, we could have a significant amount of unallocated net proceeds. In such a situation, we would have broad discretion in allocating these net proceeds from the Issue without any action or approval of our shareholders. In case the assumptions on which these estimates have been made are not correct or they become un-realistic then there will be a variation in the estimates and the actual expenditure incurred which could result in execution delays and have an adverse effect on our operations and profitability.

Further, we have not identified the locations for opening the new Branches and Business Correspondent centre for which we intend to utilise certain portion of the Net Proceeds. The locations of such new Branches and Business Correspondent centre will be decided by us, post the issue based on our business plan, management estimates and market conditions. The estimated costs for setting up these

new new Branches and Business Correspondent centre is based on details received from vendors from whom we have purchased similar items for our new Branches and Business Correspondent centre in the recent past, industry standards, prevailing market rates, historical costs; and its internal estimates for specifications and item requirements based on our prior experience. However, we may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations, changes in input cost, inability to identify suitable location for our stores at favourable terms and other financial and operational factors. Further, we are yet to place any order of the proposed purchase of equipment or technology purchase. Accordingly, prospective investors in the issue will need to rely upon our management's judgment with respect to the use of proceeds. If we are unable to deploy the proceeds of the issue in a timely or an efficient manner, it may affect our business and results of operations.

***17. We rely extensively on our information technology systems and any weakness, disruption or failure in such systems, or breach of data, could adversely affect our operations and reputation.***

We are highly dependent on our information technology systems and our ability to efficiently and reliably process a high volume of transactions. To ensure a robust and secure technology platform, suitable internal policies and procedures have been adopted. Our Information Technology consists of several other policies such as the information security policy, IT network policy and IT procurement policy. The information security policy further lays down a set of standards and procedures in relation to data leakage, network security, incident response management. Further, our information technology systems are subject to potential internal and external weaknesses, disruptions and failures such as damage or incapacitation by human error, natural disasters, electrical or telecommunication outages, nation/ region-wide interruptions in the infrastructure, sabotage, computer viruses, hacking, cyber-attacks or similar events, or loss of support services from other third parties, or failures to timely upgrade our information technology systems. Any failure to comply with any information technology related guidelines or compliance from time to time, may expose us to potential regulatory action and penalties, thereby adversely affecting our financial condition, reputation and cash flow.

***18. Our revenues from distribution and sale of financial products are dependent on our sustained ability to increase our AuM as well as on the performance of the funds that we distribute.***

We earn distribution commission income from asset management companies for our mutual fund distribution business. We also generate a part of our operating income through purchase and sale of financial products to our clients. The mutual fund products distributed, and financial products sold, to our clients constitute a significant part of our AuM and revenue. If the asset management companies reduce the total expense ratio due to regulatory changes, then they may reduce our distribution commission income which would impact our revenues and results of operations. The willingness of investors to make investments in asset classes is contingent on its ability to generate returns, in line with or in excess of client expectations. Market conditions, economic volatility or changing financial environment may render the asset classes or products we offer less attractive to investors. Any inability on our part to distribute or offer appropriate financial products to clients or if such products underperform either according to their relevant benchmarks, or similar investment products provided by our competitors, for various reasons including general market conditions, investment decisions taken by the fund manager, inability to identify appropriate investment opportunities and the performance of the companies in which the funds are invested in, may lead to a failure to meet the clients return expectations on their investments. Underperformance by the financial products distributed or sold by us may result in a withdrawal of clients and restrict our ability to attract new clientele, further leading to potential reduction in AuM. While the performance of the funds distributed by us is outside our control, it is an important factor for us to sustain the growth of our AuM. The performance of these funds depends, primarily, on the general market conditions, investment performance made by the respective fund managers and existing competition in the market. If we are unable to sustain the increase in our AuM or the funds that we distribute underperform, clients may seek distributors or directly invest in financial products themselves, which in turn could result in reduced revenue from distribution and sale of financial products and, thus, could adversely impact our revenues and results of operations.

***19. We are empanelled with several asset management companies for whom we act as a mutual fund distributor for their mutual fund schemes. We cannot assure you that our empanelment with these companies will continue, or that we will be able to renew the same upon expiry at favourable terms or at all, which may result in reduced trail income and an adverse effect on our revenues and results of operations.***

We are empanelled with several asset management companies for whom we act as a mutual fund distributor for their mutual fund schemes. We cannot assure you that our empanelment with these companies will continue, or that we will be able to renew the same upon expiry at favourable terms or at all, which may result in reduced trail income and an adverse effect on our revenues and results of operations. Furthermore, the increase in depth of the Indian financial markets and increasing investor preference for equity investment or equity-linked products may prompt more asset management companies to commence business operations and offer mutual fund products. We cannot assure you that we will be able to obtain empanelment with these asset management companies, which may affect our business prospects and our results of operations.

***20. Some of our Promoter Group entities are involved in similar line of business that may lead to real or potential conflicts of interest with our business.***

Some of our Promoter Group entities are involved in a similar line of business which may have a potential conflict of interest with our business. The interests of some of our Promoter Group entities may conflict with the interests of our other Shareholders and for business considerations or otherwise, cause our Company to take actions, or refrain from taking actions, in order to benefit themselves instead of our Company's interests or the interests of its other Shareholders and which may be harmful to our Company's interests or the interests of our other Shareholders, which may impact our business, financial condition and results of operations.

**21. Our Group Company have incurred losses in past and any operating losses in the future could adversely affect the results of operations and financial conditions of our group company.**

The details of profit and loss of our Group Company in past years are as follows:-

(Rs. in lakhs)

Group Company	For the year ended on		
	March 31, 2021	March 31, 2020	March 31, 2019
Mind Buzz Private Limited	1.19	(0.64)	(1.92)
Vedant Insurance Broking Private Limited	(0.62)	-	-

Any operating losses could adversely affect the overall operations of the group and financial conditions and also divert the attention of the management and promoter towards the group company which could have an adverse effect on our operations and financials. For more information, regarding the Company, please refer chapter titled **“Our Group Companies”** beginning on page 155 of this Prospectus.

**22. The Company has not made any provision for decline in value of Investment of the Company.**

Our Company has made investment in Equity Shares, Mutual Funds and in Fixed Deposits for Rs. 84.73 lakh as on March 31, 2022. We have not made any provision for any decrease in the value of investments, if provision is made in future on account of permanent decrease in value of these investments, our profits would reduce to the extent of such provision. This may have an adverse impact on our results of operations and financial conditions.

**23. Being part of the service industry, quality of service is of utmost importance and any fault in the service quality may have an adverse effect on our business, results of operations and financial condition.**

Our Vedant Mitra Kendra acts as Banking - Customer services Point (CSPs) to fulfil all the necessary banking requirements of the people, Aadhaar enabled payment system, Direct Money Transfer (DMT), investment in Mutual Funds - mPOS, PAN related services, Insurance services, Loan services and recharge services along with Air, rail and Bus ticketing etc. Thus, being part of the service industry, the quality of service is of utmost importance for recurring and successful operation of our business. Any faults in the service on our part or on the part of our Vedant Mitra Kendra, which may be beyond our control like connection issue, issue with IT equipment etc. will lead to disruption in our service, which may increase the risk to our business and adversely affect our business, results of operations and financial condition.

**24. We do not own the registered office from which we carry out our business activities. Any dispute in relation to use of the premises would have a material adverse effect on our business and results of operations.**

The registered office of our company from where we operate has been obtained by us on rent. For details on the duration of existing rent agreements, please refer to Chapter titled **“Our Business”** beginning on page 75 of this Prospectus. In the event that the existing rent agreement is terminated or they are not renewed on commercially acceptable terms, we may suffer a disruption in our operations. Further, we also share our registered office with our group companies and there is no proper division of space between our company and our Group Companies. If alternative premises are not available at the same or similar costs, size or locations, our business, financial condition and results of operations may be adversely affected.

**25. Our Company is in use of trademarks which is not owned by us and also not registered under the Trademarks Act, 1999 as on date of this Prospectus. Thus, we may be subject to claims alleging breach of third party intellectual property rights.**

We have made an application of the wordmark **“VEDANT ASSET”** which is currently opposed for registration of trademark under the Trademarks Act, 1999 there is no surety that we will get the above registered in our name. We do not enjoy the statutory protections accorded to a registered trademark until the same is registered in our name. Also we may not be able to identify or prevent any unauthorized use of any of the trademark we are currently using for our business operations.

Our Company is in use of the aforesaid trademark in its regular business operations. In the event if any injunctive or other adverse order is issued against us in respect of the said trademark, we may not be able to avail the legal protection and may be subject to claims alleging breach of third party intellectual property rights, which may adversely affect our goodwill, business and results of

operations. For further details on the trademarks, please refer to Chapter titled “Government and Other Approvals” beginning on page 152 of this Prospectus.

**26. *Our net cash flows from operating, investing and financing activities have been negative in some years in the past. Any negative cash flow in the future may affect our liquidity and financial condition.***

Our cash flow from our operating, investing and financing activities have been negative in the past. Following are the details of our cash flow position during the last three financial years based on restated financial statements are:-

Particulars	For the year ended (in Rs. Lakhs)		
	March 2022	March 2021	March 2020
Net cash flow from Operating activities	(75.98)	(2.26)	15.19
Net cash flow from Investing activities	39.09	(70.64)	(26.94)
Net cash flow from Financing activities	7.72	119.36	17.76

For details, please see the chapter titled “Financial Information of Our Company” on page 113 of this Prospectus. Any negative cash flows in the future could adversely affect our results of operations and consequently our revenues, profitability and growth plans.

**27. *Our Promoters, Directors and Key Management Personnel have interest in our Company, other than reimbursement of expenses incurred or remuneration.***

Our Promoters, Directors and Key Management Personnel can be deemed to be interested to the extent of the Equity Shares held by them, or their relatives, dividend entitlement, or loans advanced, properties taken on rent by the Company and personal guarantee, if any provided by them to/for the Company, and benefits deriving from the directorship in our Company. Our Promoters are interested in the transactions entered into between our Company and our Promoter Group. For further information, please refer to the chapters titled “Our Business”, “Our Promoter and Promoter Group” and “Related Party Transactions”, beginning on pages 75, 108 and 113 respectively of this Prospectus.

**28. *Fraud, theft, negligence by employee or partner or similar incidents may adversely affect our results of operations and financial condition.***

Our business operation involves handling of cash, KYC documents and personal details of the customers. Our operations may be subject to incidents of theft of the cash or the personal information of the customer. Although we have set up various security measures to protect the liquid assets and information, but there can be no assurance that we will not experience any fraud, theft, employee negligence, security lapse, loss in transit or similar incidents in the future, which could adversely affect our results of operations and financial condition. Additionally, in case of losses due to fraud, theft or damage caused by other casualties, there can be no assurance that we will be able to recover from our insurer the full amount of any such loss in a timely manner, or at all. If we incur a significant loss due to third-party or employee theft or misconduct, it could have a material adverse effect on our business, results of operations and financial condition.

**29. *We operate in highly competitive and fragmented markets and the industry is extremely competitive.***

We work on franchise model and provide financial services through our partners. We face competition at two levels i.e., segment level and the partner’s level. The segment level competition is the competition with the companies directly providing the financial services like different banks, mutual fund directly acquiring the clients. These companies are generally having larger resources and branding than that of our company. Second level is at the partner level where different companies are providing the CSPs and attracting the people to open them. This sector is fragmented and largely unorganised and is highly competitive. There can be no assurance that we can effectively compete with our competitors in the future, and any such failure to compete effectively may have a material adverse effect on our business, financial condition and results of operations. For more information regarding our competitors, see “Our Business” on page 75 of this Prospectus.

**30. *Relevant copies of educational qualification of our Director and Key Managerial Personnel are not traceable***

Relevant copies of the educational qualifications of Rama Tripathi is not traceable. In accordance with the disclosure requirements in brief biographies of the Director and Key Managerial Personal is disclosed in the section title “Our Management” on page 96 of this Prospectus we have relied on affidavit provided by such Director and Key Managerial Personal.

**31. *Our Company in the past has entered into Related Party Transactions and may continue to do so in future also, which may affect our competitive edge and better bargaining power if entered with non-related parties resulting into relatively more favourable terms and conditions and better margins.***

Our Company has entered into various transactions with our Directors, Promoter, Promoter Group entities. These transactions, inter alia includes remuneration, rent payments, loans and advances, etc. Our Company has entered into such transactions due to easy proximity and quick execution. However, there is no assurance that we could not have obtained better and more favorable terms than from transaction with related parties. Additionally, while it is our belief that all our related party transactions have been conducted on an arm's length basis, we cannot provide assurance that we could have achieved more favorable terms had such transactions been entered with third parties. Our Company may enter into such transactions in future also and we cannot assure that in such events there would be no adverse effect on results of our operations, although going forward, all related party transactions that we may enter will be subject to board or shareholder approval, as under the Companies Act, 2013 and the Listing Regulations. For details of transactions, please refer to "Related Party Transactions" of the Auditor's Report under Section titled "Financial Information of the Company" and Chapter titled "Capital Structure" beginning on page 113 and 43 respectively of this Prospectus.

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

Our success heavily depends upon the continued services of our Key managerial personnel, along with support of our Promoters. We also depend significantly on our Key Managerial Persons for executing our day to day activities. The loss of any of our Promoter and Key Management Personnel, or failure to recruit suitable or comparable replacements, could have an adverse effect on us. The loss of service of the Promoters and other senior management could seriously impair the ability to continue to manage and expand the business efficiently. If we are unable to retain qualified employees at a reasonable cost, we may be unable to execute our growth strategy. For further details of our Directors and key managerial personnel, please refer to Section "***Our Management***" on page 96 of this Prospectus.

***33. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule.***

The proposed fund requirement for our Working Capital requirements, as detailed in the section titled "Objects of the Issue" is to be funded from the proceeds of this IPO. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled "***Objects of the Issue***" beginning on page 58 of this Prospectus.

***34. Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.***

Our company has not obtained insurance coverage in respect of certain risks which includes special contingencies, fidelity guarantee policy, transit insurances, cash insurance, employee compensation insurance etc. If we suffer any uninsured loss or if claim made by us in respect of an insurance is not accepted may adversely affect our operation, results and financials. For further information, see the section titled "***Our Business***" on page 75 of this Prospectus.

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

Our Company is engaged as a Corporate Business Correspondents (BC) of Bank of India, Jharkhand Rajya Gramin Bank (JRGB) and Madhya Pradesh Gramin Bank (MPGB) and as Mutual Funds Distribution through a partner base of Vedant Mitra partners working in various rural and semi-urban locations and in Mutual fund distribution business which attracts tax liability such as Goods and Service Tax, Income Tax, and Professional Tax as per the applicable provisions of Law. Further, we are required to get registration under the labour laws like Provident Fund and ESI and are subjected to deposit of Provident Fund and ESI contribution of employees. However, we have deposited the required returns under various applicable Acts except of the deposit of Provident Fund and ESI contribution of employees but any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of the Company.

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

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

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

***requirements and capital expenditures.***

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. For details of our Dividend history refer to the Section ***“Dividend Policy”*** on page 108 of the Prospectus.

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

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

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

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by us may dilute your shareholding in the Company, adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. No assurance may be given that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our significant shareholders, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that we will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

***40. Our Promoters and the Promoter Group will jointly continue to retain majority shareholding in our Company after the issue, which will allow them to determine the outcome of the matters requiring the approval of shareholders.***

Our promoters along with the promoter group will continue to hold collectively 72.83% of the equity share capital of the company. As a result of the same they will be able to exercise significant influence over the control of the outcome of the matter that requires approval of the majority shareholders vote. Such a concentration of the ownership may also have the effect of delaying, preventing or deterring any change in the control of our company. In addition to the above, our promoters will continue to have the ability to take actions that are not in, or may conflict with our interest or the interest of some or all of our minority shareholders, and there is no assurance that such action will not have any adverse effect on our future financials or results of operations.

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

The issue price of the equity shares have been based on many factor and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled ***“Basis for Issue Price”*** beginning on page 64 of the Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

***42. Certain data mentioned in this Prospectus has not been independently verified.***

We have not independently verified data from industry publications contained herein and although we believe these sources to be reliable, we cannot assure that they are complete or reliable. Such data may also be produced on a different basis from comparable information compiled with regard to other countries. Therefore, discussions of matters relating to India and its economy are subject to the limitation that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete or unreliable.

## EXTERNAL RISK FACTORS

### ***43. Any changes in the regulatory framework could adversely affect our operations and growth prospects.***

Our Company is subject to various regulations and policies. For details see section titled “Key Industry Regulations and Policies” beginning on page no. 82 of this Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse affect on our business, financial condition and results of operations.

### ***44. If there is any change in tax laws or regulations, or their interpretation, such changes may significantly affect our financial statements for the current and future years, which may have a material adverse effect on our financial position, business and results of operations***

The Government of India may implement new laws or other regulations, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. To the extent that we are entitled to certain tax benefits in India which are available for a limited period of time, our profitability will be affected if such benefits will no longer be available, or are reduced or withdrawn prematurely or if we are subject to any dispute with the tax authorities in relation to these benefits or in the event we are unable to comply with the conditions required to be complied with in order to avail ourselves of each of these benefits. Please see “Statement of Special Tax Benefits” on page no. 66 of this Prospectus. In the event that any adverse development in the law or the manner of its implementation affects our ability to benefit from these tax incentives, our business, results of operations, financial condition and prospects may be adversely affected.

### ***45. A decline in economic growth or political instability nationally or internationally or changes in the Government in India could adversely affect our business.***

Our performance and the growth of our business are necessarily dependent on the health and performance of the overall Indian economy. In the recent past, Indian economy has been affected by global economic uncertainties and liquidity crisis, domestic policy and political environment, volatility in interest rates, currency exchange rates, commodity and electricity prices, rising inflation rates and various other factors. Risk management initiatives by banks and lenders in such circumstances could affect the availability of funds in the future or the withdrawal of our existing credit facilities. The Indian economy is undergoing many changes and it is difficult to predict the impact of certain fundamental economic changes on our business. Conditions outside India, such as a slowdown or recession in the economic growth of other major countries, especially the United States, have an impact on the growth of the Indian economy. Additionally, an increase in trade deficit, a downgrading in India’s sovereign debt rating or a decline in India’s foreign exchange reserves could negatively affect interest rates and liquidity, which could adversely affect the Indian economy and our business. Any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operation and the trading price of our Equity Shares. Changing demand patterns from economic volatility and uncertainty could have a significant negative impact on our results of operations. Further, our performance and the market price and liquidity of the Equity Shares may be affected by changes in exchange rates and controls, interest rates, government policies, taxation, social and ethnic instability and other political and economic developments affecting India.

### ***46. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.***

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and any other country might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares. India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other\ adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

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

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors’ reactions to any significant developments in one country can have adverse

effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. Indian financial markets have also in the past experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

***48. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our Company's business.***

Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely affect our Company's ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could harm our Company's business and financial performance and ability to obtain financing for capital expenditures.

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

Natural disasters (such as typhoons, flooding and earthquakes), epidemics, pandemics such as COVID-19, acts of war, terrorist attacks and other events, many of which are beyond our control, may lead to economic instability, including in India, or globally, which may in turn materially and adversely affect our business, financial condition and results of operations. Our operations may be adversely affected by fires, natural disasters and/or severe weather, which can result in damage to our property or inventory and generally reduce our productivity and may require us to evacuate personnel and suspend operations.



## SECTION IV - INTRODUCTION

### THE ISSUE

<b>PRESENT ISSUE IN TERMS OF THIS PROSPECTUS</b>	
<b>Equity Shares Offered through Public Issue<sup>(1)</sup></b>	Issue of 7,50,000 Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. 40 per Equity Share aggregating to Rs. 300 Lakhs.
<b>Out of which:</b>	
<b>Issue Reserved for the Market Makers</b>	42000 Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. 40 per Equity Share aggregating to Rs. 16.80 Lakhs.
<b>Net Issue to the Public</b>	708000 Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. 40 per Equity Share aggregating to Rs. 283.20 Lakhs.
<b>Out of which*</b>	
A. Retail Individual Investors	At least 354000 Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. 40 per Equity Share aggregating to Rs. 141.60 Lakhs will be available for allocation to Retail Individual Investors <sup>(a)</sup> .
B. Other than Retail Individual Investors (including Non- Institutional Investors and Qualified Institutional Buyers)	Not more than 354000 Equity Shares of face value of Rs.10 each fully paid-up of our Company for cash at a price of Rs. 40 per Equity Share aggregating to Rs. 141.60 Lakhs will be available for allocation to investor other than Retail Individual Investors <sup>(b)</sup> .
<b>Pre and Post – Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	20,11,600 Equity Shares of face value of Rs.10 each
<b>Equity Shares outstanding after the Issue</b>	27,61,600 Equity Shares of face value Rs.10 each
<b>Use of Net Proceeds by our Company</b>	Please see the chapter titled <b>“Objects of the Issue”</b> on page 58 of this Prospectus.

<sup>(1)</sup>Public issue 7,50,000 Equity Shares face value of Rs.10.00 each for cash at a price of Rs. 40 per Equity Share of our Company aggregating to Rs. 300 Lakhs. This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section **“Issue Structure”** beginning on page 174 of this Prospectus.

The present Issue has been authorized by our Board pursuant to a resolution passed at its meeting held on August 25, 2022, and by our Equity Shareholders pursuant to a special resolution passed pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General meeting held on August 29, 2022

\*As per Regulation 253 of the SEBI (ICDR) Regulations 2018, as amended, as present issue is a fixed price issue “the Allocation is the net issue to the public category shall be made as follows:

(a) Minimum fifty percent to retail individual investors; and

(b) Remaining to

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

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

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

**Explanation:** If the retail individual investor category is entitled to more than the allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

# SUMMARY OF FINANCIAL INFORMATION

## ANNEXURE I RESTATED STATEMENT OF ASSETS AND LIABILITIES

(Amount in Rs. Lakhs)

Particulars		For the year ended on		
		31-03-22	31-03-21	31-03-20
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1.</b>	<b>Shareholders' Funds</b>			
(a)	Share Capital	201.16	201.16	1.00
(b)	Reserves & Surplus	26.87	13.06	4.38
(c)	Share Application Money		-	-
		<b>228.03</b>	<b>214.22</b>	<b>5.38</b>
<b>2.</b>	<b>Non-Current Liabilities</b>			
(a)	Long Term Borrowings	-	-	74.32
(b)	Deferred Tax Liabilities (Net)			
(c)	Long Term Provisions	2.13	1.35	0.67
		<b>2.13</b>	<b>1.35</b>	<b>74.99</b>
<b>3.</b>	<b>Current Liabilities</b>			
(a)	Short Term Borrowings	-	17.40	-
(b)	Trade Payables	4.14	-	-
(c)	Other Current Liabilities	15.04	2.97	1.34
(d)	Short Term Provisions	5.30	3.22	1.41
		<b>24.48</b>	<b>23.59</b>	<b>2.75</b>
	<b>Total</b>	<b>254.63</b>	<b>239.16</b>	<b>83.13</b>
<b>B)</b>	<b>ASSETS</b>			
<b>1.</b>	<b>Non-Current Assets</b>			
(a)	Fixed Assets			
	I) Tangible Assets			
	(i) Gross Block	33.22	24.88	21.30
	(ii) Depreciation	17.06	12.08	7.40
	(iii) Net Block	16.16	12.80	13.90
	II) Intangible Assets			
	(i) Gross Block	14.76	14.50	7.90
	(ii) Depreciation	9.78	6.71	4.87
	(iii) Net Block	4.98	7.78	3.03
		<b>21.14</b>	<b>20.58</b>	<b>16.93</b>
(b)	Non-Current Investment	-	-	-
(c)	Deferred Tax Assets (Net)	1.38	0.74	0.37
(d)	Long Term Loans and Advances		-	-
(e)	Other Non-Current Assets	0.22	25.34	1.46
		<b>1.60</b>	<b>26.08</b>	<b>1.83</b>
<b>2.</b>	<b>Current Assets</b>			
(a)	Current Investment	84.73	127.61	57.70
(b)	Trade Receivables	-	-	-
(c)	Cash and Cash equivalents	23.79	52.97	6.51
(d)	Inventories	21.07	-	-
(e)	Short-Term Loans and Advances	89.13	10.72	-
(f)	Other Current Assets	13.18	1.20	0.16
		<b>231.90</b>	<b>192.51</b>	<b>64.37</b>
	<b>Total</b>	<b>254.63</b>	<b>239.16</b>	<b>83.13</b>

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

*(Amount in Rs. Lakhs)*

	Particulars	For the year ended on		
		31-03-22	31-03-21	31-03-20
<b>1</b>	<b>Revenue From Operations</b>	<b>159.29</b>	<b>101.23</b>	<b>60.49</b>
<b>2</b>	<b>Other Income</b>	<b>7.94</b>	<b>12.24</b>	<b>0.73</b>
	<b>Total Revenue (1+2)</b>	<b>167.23</b>	<b>113.47</b>	<b>61.23</b>
<b>3</b>	<b>Expenditure</b>			
(a)	Purchase of Material	24.83	-	0.00
(b)	Change In Inventory	(21.07)	-	-
(c)	Employee Benefit Expenses	31.15	23.12	10.09
(d)	Finance Cost	0.25	0.05	0.39
(e)	Depreciation and Amortisation Expenses	8.04	6.52	6.07
(f)	Other Expenses	105.66	72.29	40.07
<b>4</b>	<b>Total Expenditure 3(a) to 3(f)</b>	<b>148.86</b>	<b>101.98</b>	<b>56.63</b>
<b>5</b>	<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax (2-4)</b>	<b>18.37</b>	<b>11.48</b>	<b>4.60</b>
<b>6</b>	<b>Exceptional item</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>7</b>	<b>Profit/(Loss) Before Tax (56)</b>	<b>18.37</b>	<b>11.48</b>	<b>4.60</b>
<b>8</b>	<b>Tax Expense:</b>			
(a)	Tax Expense for Current Year	5.21	3.17	1.38
(b)	Short/(Excess) Provision of Earlier Year			
(c)	Deferred Tax	(0.64)	(0.37)	(0.18)
	<b>Net Current Tax Expenses</b>	<b>4.56</b>	<b>2.80</b>	<b>1.20</b>
<b>7</b>	<b>Profit/(Loss) for the Year (5-6)</b>	<b>13.81</b>	<b>8.68</b>	<b>3.40</b>

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

(Amount in Rs. Lakhs)

Particulars	For the year ended		
	31-03-22	31-03-21	31-03-20
<b>A) Cash Flow From Operating Activities:</b>			
Net Profit before tax	18.37	11.48	4.60
Adjustment for :			
Depreciation and amortization	8.04	6.52	6.07
Profit on redemption of investment	(3.75)	(9.21)	-
Gratuity Provision	0.82	0.70	(0.02)
Interest Income	(1.05)	(0.24)	-
Dividend Income			
<b>Operating profit before working capital changes</b>	<b>22.42</b>	<b>9.26</b>	<b>10.65</b>
Changes in Working Capital			
(Increase)/Decrease in Trade Receivables	-	-	
(Increase)/Decrease in Inventory	(21.07)	-	
(Increase)/Decrease in Short Term Loans & Advances	(78.41)	(10.72)	5.60
(Increase)/Decrease in Other Current Assets	(11.97)	(1.04)	0.25
Increase/(Decrease) in Trade Payables	4.14	-	-
Increase/(Decrease) in Other Current Liabilities	12.07	1.63	0.14
Increase/(Decrease) in Short Term Provisions, etc.			(0.13)
<b>Cash generated from operations</b>	<b>(72.81)</b>	<b>(0.87)</b>	<b>16.51</b>
Less:- Income Taxes paid	3.17	1.38	1.32
<b>Net cash flow from operating activities</b>	<b>(75.98)</b>	<b>(2.26)</b>	<b>15.19</b>
<b>B) Cash Flow From Investing Activities :</b>			
Purchase of Fixed Assets including of CWIP	(8.60)	(10.18)	(7.67)
Sale of Fixed Assets	-	-	-
Profit on redemption of investment	3.75	9.20	-
Investment made/Sold during the year	42.88	(69.91)	(19.27)
Dividend Income	-	-	-
Interest Income	1.05	0.24	-
Net cash flow from investing activities	39.09	(70.64)	(26.94)
<b>C) Cash Flow From Financing Activities :</b>			
Proceeds from Issue of Share Capital		200.16	
Increase/(Decrease) in Short Term Borrowings	(17.40)	17.40	-
Increase/(Decrease) in Long Term Borrowings	-	(74.32)	17.76
(Increase)/Decrease in Other Non-Current Assets	25.12	(23.88)	
Net cash flow from financing activities	<b>7.72</b>	<b>119.36</b>	<b>17.76</b>
Net Increase/(Decrease) In Cash & Cash Equivalents	(29.18)	46.46	6.01
Cash equivalents at the beginning of the year	52.97	6.51	0.50
<b>Cash equivalents at the end of the year</b>	<b>23.79</b>	<b>52.97</b>	<b>6.51</b>

**Notes:**

Notes:

Sr. No	Particulars	For the Year ended on		
		31-03-22	31-03-21	31-03-20
1.	Component of Cash and Cash equivalents			
	Cash on hand	10.58	2.45	0.33
	Balance with banks	13.21	50.53	6.17
	Other Bank Balance	-	-	-
	Total	23.79	52.97	6.51
2.	Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.			
The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated summary financial information (Annexure IV) are an integral part of this statement.				

## GENERAL INFORMATION

### **Brief Summary:**

Our Company was originally incorporated as a Private Limited Company under the name “Vedant Asset Advisors Private Limited” on July 7, 2015 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Jharkhand. Subsequently, the name of our Company was changed from Vedant Asset Advisors Private Limited to Vedant Asset Private Limited and a Fresh Certificate of Incorporation was issued by the Registrar of Companies, Jharkhand on November 29, 2017. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on April 28, 2022 our company was converted into a Public Limited Company and consequently the name of our Company was changed from “Vedant Asset Private Limited” to “Vedant Asset Limited” vide a fresh Certificate of Incorporation dated June 3, 2022 issued by the Registrar of Companies, Jharkhand, bearing CIN U74900JH2015PLC003020.

For further details please refer to chapter titled “*History and Certain Corporate Matters*” beginning on page 93 of this Prospectus.

Address of the Registered Office	Address of the RoC
<b>Vedant Asset Limited</b> 3rd Floor, Gayways House, Pee Pee Compound, Ranchi, Jharkhand 834001, India <b>Tel. No.:</b> +91 0651-3594782 <b>E-mail:</b> <a href="mailto:info@vedantasset.in">info@vedantasset.in</a> <b>Website:</b> <a href="http://www.vedantasset.com">www.vedantasset.com</a> <b>CIN:</b> U74900JH2015PLC003020 <b>Registration Number:</b> 003020	<b>Registrar of Companies, Jharkhand</b> Mangal Tower, 4th floor, Old Hazaribagh Road, Near Kanta Toli Chowk, Ranchi, Jharkhand – 834001, India <b>Phone No:</b> 0651-2531811, 2531401 <b>E-mail:</b> <a href="mailto:roc.ranchi@mca.gov.in">roc.ranchi@mca.gov.in</a> <b>Website:</b> <a href="http://www.mca.gov.in">www.mca.gov.in</a>

### **Board of Directors of our Company**

The Board of Directors of our Company as on the date of filing of this Prospectus consists of:

Name of Director	Designation	Address	DIN
Mr. Lallit Tripathi	Chairman & Managing Director	Lower Pee Pee Compound, Near Guru Nanak School, Main Road, Ranchi, G.P.O Jharkhand 834001 India.	07220161
Mrs. Rama Tripathi	Whole Time Director	House No-1254 /z-19 Lower Pe Pe Compound, Behind Gurunanak School, Ranchi 834001 Jharkhand, India	02490570
Mrs. Priyanka Maheshwari	Non-Executive Director	Flat No. 203, Royal Apartment, P.P. Compound, Near Guru Nanak School, Main Road, Ranchi, G.P.O Jharkhand 834001 India	06920471
Mr. Gautam Jain	Independent Director	Poddar Bagan, Harmu Road, Near Shakti Petrol Pump, Sukhdeo Nagar, Ranchi – 834001, Jharkhand, India.	00367524
Mr. Gaurav Bagroy	Independent Director	C-002, Adarsh Palm Retreat, Tower – 1, Devarabeesanahalli, Outer Ring Road, Bangalore – 560103, Karnataka, India.	02862294

For further details in relation to our Directors, please refer to chapter titled “*Our Management*” on page 96 of this Prospectus.

Chief Financial Officer	Company Secretary & Compliance Officer
<b>Ms. Sradha Sengupta</b> <b>Vedant Asset Limited</b> 3rd Floor, Gayways House, Pee Pee Compound, Ranchi, Jharkhand 834001, India <b>Tel. No.:</b> +91 0651-3594782 <b>E-mail:</b> <a href="mailto:cfo@vedantasset.com">cfo@vedantasset.com</a> <b>Website:</b> <a href="http://www.vedantasset.com">www.vedantasset.com</a>	<b>Mr. Shobhan Gupta</b> <b>Vedant Asset Limited</b> 3rd Floor, Gayways House, Pee Pee Compound, Ranchi, Jharkhand 834001, India <b>Tel. No.:</b> +91 0651-3594782 <b>E-mail:</b> <a href="mailto:cs@vedantasset.com">cs@vedantasset.com</a> <b>Website:</b> <a href="http://www.vedantasset.com">www.vedantasset.com</a>

### **Investor Grievances**

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

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first

Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, details of UPI IDs (if applicable), address of the Applicant, number of Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the ASBA Applicant.

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

All grievances relating to the Anchor Investors may be addressed to the Registrar to the Issue, giving full details such as name of the sole or first Applicant, Bid cum Application Form number, Applicants DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Applicant, number of Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the relevant LM where the Anchor Investor Application Form was submitted by the Anchor Investor. For all Issue related queries and for redressal of complaints, investors may also write to the LM.

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

Lead Manager to the Issue	Legal Advisor to the Issue
<b>Hem Securities Limited</b> <b>Address:</b> 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India. Tel No.: +91-22-4906 0000 Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> Investor Grievance Email: <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> Website: <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> Contact Person: Mr. Sourabh Garg SEBI Regn. No.: INM000010981	<b>Singhi &amp; Singhi Law Chambers LLP</b> <b>Address:</b> "Amolak", 17, VivekVihar, J.L.N Marg, Near Vidhyashram School, Jaipur -302015, Rajasthan, India Tel No.: +91- 141 -2701199 , 2709555, 9414052225 Fax No.: +91- 141 -2709555 Email: <a href="mailto:anuroopsinghi@yahoo.com">anuroopsinghi@yahoo.com</a> Contact Person: Mr. Anuroop Singhi
Registrar to the Issue	Statutory Auditors
<b>Bigshare Services Private Limited</b> <b>Address:</b> S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai – 400093, India. Tel No.: +91 22 6263 8200 Facsimile: +91 22 6263 8299 Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> Investor Grievance Email: <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> Website: <a href="http://www.bigshareonline.com">www.bigshareonline.com</a> Contact Person: Mr. Sagar Pathare SEBI Registration Number: MB/INR000001385	<b>M/s. N.R. Baid and Co.</b> <b>Chartered Accountants,</b> <b>Address:</b> 1E, 1st Floor, Ashiana Orchids, Rajendra Path, Patna, Bihar 800001, India Telephone:: 0612-2320716/3145 Email: <a href="mailto:nrbaidandco@gmail.com">nrbaidandco@gmail.com</a> Website: <a href="http://www.nrbaid.com">www.nrbaid.com</a> Firm Registration No.: 002104C Membership No: 301513 Contact Person: Mr. Mudit Kumar
Bankers to the Company	
<b>HDFC Bank Limited</b> Address: Sujata Chowk, Ranchi club shopping complex shop 3,4, Ranchi, 834001, Jharkhand, India Tel: +91 22 68461208 Email: <a href="mailto:Vishal.verma5@hdfcbank.com">Vishal.verma5@hdfcbank.com</a> Website: <a href="http://www.hdfcbank.com">www.hdfcbank.com</a> Contact Person: Vishal Kumar Verma Designation: Deputy Manager	<b>ICICI Bank Limited</b> Address: Arora Heights, P.P. Compound, Main Raad, Ranchi, 834001, Jharkhand, India Tel: +91 7766906528 Email: <a href="mailto:Kumar.keshav@icicibank.com">Kumar.keshav@icicibank.com</a> Website: <a href="http://www.icicibank.com">www.icicibank.com</a> Contact Person: Kumar Keshav Designation: Branch Manager
Peer Review Auditor**	Bankers to the Issue/ Refund Banker/Sponsor Bank*
<b>M/s. N.K. Kejriwal &amp; Co.</b> Chartered Accountants, <b>Address:</b> 11/2 Gel Church Complex Main road, Rachi, Jharkhand – 834001, India Tel No.: +91- 9431104343 Email: <a href="mailto:nkk.fca@gmail.com">nkk.fca@gmail.com</a> Firm Registration No.: 04326C Membership No: 073381 Contact Person: CA Naresh Kumar Kejriwal	<b>Axis Bank Limited</b> Address: Citadel Complex, Beside Roshpa Tower, Main Road, Ranchi – 834-001 Tel: +91-9534027531 Email: <a href="mailto:sujatachowkranchi.branchhead@axisbank.com">sujatachowkranchi.branchhead@axisbank.com</a> Website: <a href="http://www.axisbank.com">www.axisbank.com</a> Contact Person: Alok Pandey

\* The Banker to the Issue and Sponsor Bank has been appointed prior to filing of the Prospectus with the RoC.

*\*\* In accordance with the SEBI ICDR Regulations, we have appointed M/s. N.K. Kejriwal & Co. Chartered Accountants, (FRN: 04326C) as Peer Review Auditor vide Board Resolution dated May 02, 2022 for restatement of financial statements for the year ended March 31, 2022, March 31, 2021, and March 31, 2020.*

## **Designated Intermediaries**

### **Self-Certified Syndicate Banks (SCSB's)**

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time. For details on Designated Branches of SCSBs collecting the Bid-cum-Application Forms, refer to the above mentioned SEBI link.

### **Syndicate SCSB Branches**

In relation to ASBA Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>) and updated from time to time. For more information on such branches collecting Bid-cum-Application Forms from the Syndicate at Specified Locations, refer to the above mentioned SEBI link.

### **Registered Brokers**

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

### **Registrar and Share Transfer Agents**

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

### **Collecting Depository Participants**

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

### **Brokers to the Issue**

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

### **Expert Opinion**

Except the report of the Auditor on statement of special tax benefits and report on restated financial statements prepared for the financial year ended March 31, 2022, 2021 and 2020 as included in this Prospectus, our Company has not obtained any expert opinion.

### **Inter-se Allocation of Responsibilities**

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

### **Monitoring Agency**

Since the proceeds from the Fresh Issue do not exceed Rs. 1000 million, in terms of Regulation 262(1) of the SEBI (ICDR) Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue.

### **Appraising Entity**



None of the objects for which the Net Proceeds are proposed to be utilized have been financially appraised by any banks or financial institution.

### **Credit Rating**

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

### **IPO Grading**

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

### **Debenture Trustees**

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

### **Filing of Draft Prospectus/ Prospectus**

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

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

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

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC Office situated at Registrar of Companies, Jharkhand, Mangal Tower, 4th floor, Old Hazaribagh Road, Near Kanta Toli Chowk, Ranchi, Jharkhand – 834001, India.

### **WITHDRAWAL OF THE ISSUE**

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

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

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

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

### **UNDERWRITING**

The Company and the Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter, Hem Securities Limited.

Pursuant to the terms of the Underwriting Agreement dated September 16, 2022 entered into by Company, Underwriter, the obligations of the Underwriter are subject to certain conditions specified therein. The Details of the Underwriting commitments are as under:



Details of the Underwriter	No. of shares underwritten	Amount Underwritten (₹ in Lakhs)	% of Total Issue Size Underwritten
<b>Hem Securities Limited</b> Address: - 904, A Wing, Naman Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai 400013, India Tel No.: +91-22-4906 0000 Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> Investor Grievance Email: <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> Website: <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> Contact Person: Mr. Sourabh Garg SEBI Registration Number.: INM000010981	750000	300	100%

*\*Includes 42000 Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker Hem Securities Limited in its own account in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended.*

In the opinion of the Board of Directors of our Company, the resources of the above mentioned Underwriter are sufficient to enable them to discharge their respective obligations in full.

#### CHANGES IN AUDITORS DURING LAST THREE FINANCIAL YEARS

Except as stated below, there have been no changes in our Company's auditors in the last three (3) years.

Details of Auditors	Date of Change	Reason
<b>M/s. N.R. Baid and Co.</b> <b>Chartered Accountants,</b> Address: 1E, 1st Floor, Ashiana Orchids, Rajendra Path, Patna, Bihar 800001, India Telephone:: 0612-2320716/3145 Email: <a href="mailto:nrbaidandco@gmail.com">nrbaidandco@gmail.com</a> Website: <a href="http://www.nrbaid.com">www.nrbaid.com</a> Firm Registration No.: 002104C Membership No: 301513 Contact Person: Mr.Mudit Kumar	September 30, 2021	Appointment as the Statutory Auditors of our Company
<b>M/s. Anjali Jain &amp; Associates,</b> <b>Chartered Accountants,</b> Address: P.P. Compound, Near Guru Nanak School, Ranchi, Jharkhand 834001 India Phone : 0651-2331044/1844,+91 9334701107 Email: <a href="mailto:anjali.jain123123@yahoo.com">anjali.jain123123@yahoo.com</a> Firm Registration No.: 003247C Membership No:417169 Contact Person: Mr. Arpit Jain	September 30, 2021	Resignation due to term over of previous auditor

#### DETAILS OF THE MARKET MAKING ARRANGEMENT FOR THIS ISSUE

Our Company and the Lead Manager has entered into Market Making Agreement dated September 16, 2022 with the following Market Maker, to fulfill the obligations of Market Making for this issue:

<b>Name:</b>	Hem Securities Limited
<b>Correspondence Address:</b>	203, Jaipur Tower, M I Road, Jaipur, Rajasthan 302001, India
<b>Tel No.:</b>	0141-4051000
<b>E-mail:</b>	<a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a>
<b>Website:</b>	<a href="http://www.hemsecurities.com">www.hemsecurities.com</a>
<b>Contact Person:</b>	Mr. Rohit Sharma
<b>SEBI Registration No.:</b>	INZ000168034
<b>Market Maker Registration No.</b>	SMEMM0024801022013

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and the Market Maker (duly registered with BSE to fulfill the obligations of Market Making) dated September 16, 2022 to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issuer.

Hem Securities Limited, registered with SME Platform of BSE will act as the Market Maker and has agreed to receive or deliver of the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by any amendment to SEBI ICDR Regulations.

The Market Maker shall fulfill the applicable obligations and conditions as specified in the SEBI (ICDR) Regulations, and its amendments from time to time and the circulars issued by the BSE and SEBI regarding this matter from time to time.

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

- The Market Maker(s) (individually or jointly) shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).
- The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of the SME Platform of BSE and SEBI from time to time.
- The minimum depth of the quote shall be Rs.1,00,000/- . However, the investors with holdings of value less than Rs. 1,00,000/- shall be allowed to offer their holding to the Market Maker(s) (individually or jointly) in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on the SME platform of BSE (in this case currently the minimum trading lot size is 3000 equity shares; however the same may be changed by the SME platform of BSE from time to time).
- After a period of three (3) months from the market making period, the Market Maker would be exempted to provide quote if the Shares of Market Maker in our company reaches to 25% of Issue Size. Any Equity Shares allotted to Market Maker under this Issue over and above 25% of Issue Size would not be taken in to consideration of computing the threshold of 25% of Issue Size. As soon as the Shares of Market Maker in our Company reduces to 24% of Issue Size, the Market Maker will resume providing 2 way quotes.
- There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker(s), for the quotes given by him.
- There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction.
- The Market maker may also be present in the opening call auction, but there is no obligation on him to do so.
- There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while *force-majeure* will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final
- The Market Maker(s) shall have the right to terminate said arrangement by giving a six months' notice or on mutually acceptable terms to the Merchant Banker, who shall then be responsible to appoint a replacement Market Maker(s) and execute a fresh arrangement.

In case of termination of the above mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the LM to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018, as amended. Further

our Company and the LM reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particular point of time. The Market Making Agreement is available for inspection at our office from 10.00 a.m. to 5.00 p.m. on working days.

- **Risk containment measures and monitoring for Market Makers:** BSE SME platform will have all margins, which are applicable on BSE main board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
- **Punitive Action in case of default by Market Makers:** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct/ manipulation/ other irregularities by the Market Maker from time to time.
- **Price Band and Spreads:** The SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to Rs. 250 crores, the applicable price bands for the first day shall be:
  - i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

The following spread will be applicable on the SME platform.

S. No.	Market Price Slab (in Rs.)	Proposed Spread (in % to sale price)
1.	Up to 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

- Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for market makers during market making process has been made applicable, based on the Issue size and as follows:

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

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

All the above mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

## CAPITAL STRUCTURE

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

( ` in Lacs, except share data)

Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A	<b>Authorized Share Capital</b> 30,00,000 Equity Shares having Face Value of ` 10/- each	300.00	-
B	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue</b> 20,11,600 Equity Shares having Face Value of ` 10/- each	201.16	-
C	<b>Present Issue in terms of this Prospectus*</b> 7,50,000 Equity Shares having Face Value of ` 10/-each at a Premium of ` 30 per share	75.00	300.00
	<i>Which comprises of:</i>		
D	<b>Reservation for Market Maker Portion</b> 42000 Equity Shares of ` 10/- each at a price of ` 40 per Equity Share reserved as Market Maker Portion	4.20	16.80
E	<b>Net Issue to Public</b> Net Issue to Public of 708000 Equity Shares of ` 10/- each at a price of ` 40 per Equity Share to the Public	70.80	283.20
	<i>Of which:</i>		
	i. At least 354000 Equity Shares aggregating up to Rs. 141.60 lakhs will be available for allocation to Retail Individual Investors	35.40	141.60
	ii. Not more than 354000 Equity Shares aggregating up to Rs. 141.60 lakhs will be available for allocation to investors other than Retail Individual Investors (including Non- Institutional Investors and Qualified Institutional Buyers)	35.40	141.60
F	<b>Issued, Subscribed and Paid up Equity Share Capital after the Issue</b> 27,61,600 Equity Shares of face value of ` 10/- each	276.16	
G	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Prospectus)	Nil	
	After the Issue	225.00 Lakhs	

*\*The Present Issue of 7,50,000 Equity Shares in terms of this Prospectus has been authorized pursuant to a resolution of our Board of Directors dated August 25,2022 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra Ordinary General Meeting of the members held on August 29,2022*

### Classes of Shares-

Our Company has only one class of share capital i.e. Equity Shares of face value of Rs. 10/- each only. All the issued Equity Shares are fully paid-up. Our Company has no outstanding convertible instruments as on the date of this Prospectus.

### NOTES TO THE CAPITAL STRUCTURE

#### 1. Changes in Authorised Equity Share Capital of our Company:

Sr. No.	Particulars of increase	Cumulative No. of Equity Shares	Cumulative Authorized Share Capital ( Rs. in lakhs)	Date of Meeting	Whether AGM/EGM
1.	Authorized share capital of the Company was ` 1.00 Lakhs divided into 1,000 Equity Shares of ` 100/- each.	1,000	1.00	Upon incorporation	N.A.
2.	Increase in the Authorized share Capital of the Company from ` 1.00 Lakhs divided into 1,000 Equity Shares of ` 100/- each to ` 100.00 Lakhs divided into 1,00,000 Equity Shares of ` 100/- each.	100,000	100.00	November 05, 2020	EGM
3.	Increase in the Authorized share Capital of the Company from ` 100.00 Lakhs divided into 1,00,000 Equity Shares of ` 100/- each to ` 300.00 Lakhs divided into 300,000 Equity	300,000	300.00	December 05, 2020	EGM

	Shares of `100/- each.				
	<i>Pursuant to Shareholders' resolution dated February 9, 2022, the nominal value of Equity Shares of our Company was subdivided from Rs. 100/- per Equity Shares Share to Rs. 10/- per Equity Shares Share.</i>				
4	Post Sub-division of Nominal value of Equity Shares from Rs.100 per Equity Shares Share to Rs.10 per Equity Shares Share.	30,00,000	300.00	February 9, 2022	EGM

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

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

Date of Allotment of Equity Shares	No. of Equity Shares allotted	Face Value (₹)	Issue Price (including Premium if applicable (₹))	Consideration Cash/ Other than Cash	Nature of Allotment	Cumulative No. of Equity Shares	Cumulative Securities Premium (₹)	Cumulative Paid Up Capital (₹)
Upon Incorporation	1000	100	100	Cash	Subscription to MOA <sup>(i)</sup>	1000	Nil	1,00,000
January 21, 2021	2,00,160	100	100	Other than Cash	Preferential Allotment by way of Conversion of Loans into Equity share <sup>(ii)</sup>	2,01,160	Nil	2,01,16,000
<i>Pursuant to Shareholders' resolution dated February 9, 2022, the face value of Equity Shares of our Company was subdivided from Rs. 100/- per Equity Shares Share to Rs. 10/- per Equity Shares Share.</i>								
Post Sub-division	20,11,600	10	-	-	-	20,11,600	Nil	2,01,16,000

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

(i) Initial Subscribers to the Memorandum of Association subscribed 1000 Equity Shares of Face Value of Rs. 100/- each, details of which are given below:

S. No.	Name of Subscribers	Number of Shares Subscribed
1.	Mr. Lallit Tripathi	500
2.	Mrs. Priyanka Maheshwari	500
	<b>Total</b>	<b>1000</b>

(ii) Pursuant to the conversion of the unsecured loan into the Equity shares, the Company issued and allotted 2,00,160 Equity shares of Face Value of Rs. 100/- each as per the details given below:

S. No.	Name of Allottees	Number of Shares Allotted
1.	Mr. Lallit Tripathi	75,610
2.	Mrs. Priyanka Maheshwari	40,300
3.	Lallit Tripathi HUF	70,000
4.	Mrs. Rama Tripathi	14,250
	<b>Total</b>	<b>2,00,160</b>

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

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

Date of Allotment/ Date of fully Paid up	No of Equity Shares	Cumulative No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Cumulative Securities Premium Account	Cumulative Paid up Capital (Rs.)	Consideration	Nature of Issue
January 21, 2021	2,00,160	2,01,160	100	-	-	2,01,16,000	Other than Cash	Preferential Allotment by way

								of Conversion of Loans into Equity share
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#### 4. Issue of Equity Shares for consideration other than cash

Except as set out below we have not issued Equity Shares for consideration other than cash:

Date of Allotment	Number of Equity Shares	Face Value (₹)	Issue Price (₹)	Reasons for Allotment	Benefits Accrued to our Company	Name of Allottees	No. of Shares Allotted
January 21, 2021	2,00,160	100	-	Conversion of Loans into Equity share	Reduction in debts of the Company	Mr. Lallit Tripathi	75,610
						Mrs. Priyanka Maheshwari	40,300
						Lallit Tripathi HUF	70,000
						Mrs. Rama Tripathi	14,250
						<b>Total</b>	<b>2,00,160</b>

5. No Equity Shares have been allotted pursuant to any scheme approved under sections 230-234 of the Companies Act, 2013 or under the erstwhile corresponding provisions of the Companies Act, 1956.

6. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.

7. Except for the further allotment made on January 21, 2021 for 2,00,160 Equity Shares as mentioned in point no. 4 above, no Equity shares have been issued at price below the Issue price within last one year from the date of the Prospectus.

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

#### 9. Shareholding Pattern of the Company

The table below represents the shareholding pattern of our Company in accordance with Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as on the date of this Prospectus:

**I - Our Shareholding Pattern:-**

Cat ego ry	Category of shareholder	Nos. of share holde rs	No. of fully paid up equity shares held	No. of Partl y paid- up equit y shar es held	No. of sha res und erly ing Dep osit ory Rec eipt s	Total nos. shares held	Sharehold ing as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities*				No. of Share s Und erly ing Outst andin g conve rtible	Sharehold ing , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) As a % of (A+B+C2)	Number of Locked in shares		Number of Shares pledged or otherwise encumbere d		Num ber of equit y share s held in dema teriali zed form
								No of Voting Rights			Total as a % of (A+B+ C)			N o. (a )	As a % of total Shar es held (b)	No. (a)	As a % of total Sha re s held (b)	
								Class Equity Shares of Rs.10/- each^	Cla ss seg: y	Tot al								
I	II	III	IV	V	VI	VII = IV+V+VI	VIII	IX				X	XI=VII+X	XII	XIII	XIV		
(A)	Promoter & Promoter Group	5	20,11,400	-	-	20,11,400	99.99	20,11,400	-	20,11,400	99.99	-	99.99	-	-	20,11, 400		
(B)	Public	2	200	-	-	200	Negligible	200	-	200	Negligible	-	Negligible	-	-	200		
(C)	Non Promoter- Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
(C2)	Shares held by Emp. Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-		
	Total	7	20,11,600	-	-	20,11,600	100.00	20,11,600	-	20,11,600	100.00	-	100.00	-	-	20,11, 600		

**Notes-**

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

We have only one class of Equity Shares of face value of Rs. 10/- each.

We are in the process of entering into tripartite agreement with CDSL & NSDL.

Our Company will file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the listing of the Equity shares. The shareholding pattern will be uploaded on the Website of the BSE before commencement of trading of such Equity Shares.

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

S. No.	Category & Name of the Shareholders	No. of share holders	No. of fully paid up equity share s held	Partly paid-up equity shares held	Nos. of shares underl ying Depository Receipts	Total nos. shares held	Sharehol ding (calculat ed as per SCRR, 1957)  As a % of (A+B+C 2)	Number of Voting Rights held in each class of securities*				No. of Shares Underlying Outstandin g convertible securities (including Warrants)	Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital) as a % of A+B+C2	Number of Locked in shares		Number of Shares pledged or otherwise		Number of equity shares held in dematerial ized form
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total Share s held (b)	No. (a)	As a % of total share s held (b)	
								Class Equity Shares of Rs.10/- each	Clas s Y	Total								
	I	II	III	IV	V	VI=IV+V +VI	VII	VIII				IX	X = VI+ IX	XI		XII		XIII
(1)	Indian																	
(a)	Individuals/ Hindu Undivided Family	5	20,11,400	-	-	20,11,400	99.99	20,11,400	-	20,11,400	99.99	-	99.99	-		-		20,11,400
1.	Mr. Lallit Tripathi	1	7,60,700	-	-	7,60,700	37.82	7,60,700	-	7,60,700	37.82	-	37.82	-		-		7,60,700
2.	Mrs. Priyanka Maheshwari	1	4,08,000	-	-	4,08,000	20.28	4,08,000	-	4,08,000	20.28	-	20.28	-		-		4,08,000
3.	Lallit Tripathi HUF	1	7,00,000	-	-	7,00,000	34.80	7,00,000	-	7,00,000	34.80	-	34.80	-		-		7,00,000
4.	Mrs. Rama Tripathi	1	1,42,500	-	-	1,42,500	7.08	1,42,500	-	1,42,500	7.08	-	7.08	-		-		1,42,500
5.	Mr. Triloki Nath Tripathi	1	200	-	-	200	0.01	200	-	200	0.01	-	0.01	-		-		200
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(d)	Any Other	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
	Body Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
	Sub-Total (A)(1)	5	20,11,400	-	-	20,11,400	99.99	20,11,400	-	20,11,400	99.99	-	99.99	-		-		20,11,400
(2)	Foreign	-	-	-	-	-	-	-	-	-	-	-	-	-		-		-
(a)	Individuals (Non-Resident Individuals/ Foreign																	



	Individuals)															
(b)	Government	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Portfolio Investor	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (A)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>5</b>	<b>20,11,400</b>	<b>-</b>	<b>-</b>	<b>20,11,400</b>	<b>99.99</b>	<b>20,11,400</b>	<b>-</b>	<b>20,11,400</b>	<b>99.99</b>	<b>-</b>	<b>99.99</b>	<b>-</b>	<b>-</b>	<b>20,11,400</b>

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

### III- Shareholding pattern of the Public shareholder

S. No.	Category & Name of the Shareholders	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding % (calculated as per SCRR, 1957)  As a % of (A+B+C2)	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding, as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of Total Voting rights			No. (a)	As a % of total shares held (b)	No. (not applicable) (a)	As a % of total shares held (not applicable)(b)	
								Class Equity Shares of Rs.10/ each	Class Y	Total								
	I	II	III	IV	V	VI=III+IV+V	VII	VIII				IX	X= VI+IX	XI		XII		XIII
(1)	Institutions																	
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Alternate Investment Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(e)	Foreign Portfolio Investors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(f)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(g)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(h)	Provident Funds/ Pension Funds	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	<b>Central Government/ State Government(s)/ President of India</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(2)</b>	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(3)	<b>Non-institutions</b>															
(a)	Individuals															
	i. Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	2	200	-	-	200	0.01	200	-	200	0.01	-	0.01	-	-	200
	Mr. Subesh Kumar	1	100	-	-	100	Negligible	100	-	100	Negligible	-	Negligible	-	-	100
	Mrs. Smita Mitra	1	100	-	-	100	Negligible	100	-	100	Negligible	-	Negligible	-	-	100
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(b)	NBFCs registered with RBI	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(c)	Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(d)	Overseas Depositories (holding DRs)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

	(balancing figure)															
(e)	Any Other Body Corporate	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(3)</b>	<b>2</b>	<b>200</b>	<b>-</b>	<b>-</b>	<b>200</b>	<b>0.01</b>	<b>200</b>	<b>-</b>	<b>200</b>	<b>0.01</b>	<b>-</b>	<b>0.01</b>	<b>-</b>	<b>-</b>	<b>200</b>
	<b>Total Public Shareholding (B)= (B)(1)+(B) (2)+(B)(3)</b>	<b>2</b>	<b>200</b>	<b>-</b>	<b>-</b>	<b>200</b>	<b>0.01</b>	<b>200</b>	<b>-</b>	<b>200</b>	<b>0.01</b>	<b>-</b>	<b>0.01</b>	<b>-</b>	<b>-</b>	<b>200</b>

**IV - Shareholding pattern of the Non-Promoter- Non Public shareholder**

S. No.	Category & Name of the Shareholders	No. of shareholders	No. of fully paid up equity shares held	Partly paid-up equity shares held	Nos. of shares underlying Depository Receipts	Total nos. shares held	Shareholding (calculated as per SCRR, 1957)  As a % of (A+B+C2 )	Number of Voting Rights held in each class of securities				No. of Shares Underlying Outstanding convertible securities (including Warrants)	Total Shareholding , as a % assuming full conversion of convertible securities ( as a percentage of diluted share capital)	Number of Locked in shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in Share dematerialized form (Not applicable)
								No of Voting Rights			Total as a % of Total Voting rights			No.	As a % of total Shares held	No. (not applicable)	As a % of total shares held (not applicable)	
								Class Equity Shares of Rs.10/- each	Class Y	Total								
	I	II	III	IV	V	VI=III+IV+V	VII	VIII				IX	X= VI+IX	XI		XII		XIII
(1)	Custodian/DR Holder																	
(a)	Name of DR Holder (if available)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (c ) (1)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(2)	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Sub Total (C ) (2)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total Non-Promoter Non-Public shareholding (C)= (C)(1)+(C)(2)	0	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

**10. List of Shareholders of the Company holding 1% or more of the paid up Share Capital of the Company:-**

a) As on the date of filing of this Prospectus:-

Sr. No.	Names of Shareholder	Shares Held (Face Value of Rs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Lallit Tripathi	7,60,700	37.82
2.	Mrs. Priyanka Maheshwari	4,08,000	20.28
3.	Lallit Tripathi HUF	7,00,000	34.80
4.	Mrs. Rama Tripathi	1,42,500	7.08
	<b>Total</b>	<b>20,11,200</b>	<b>99.98</b>

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

Sr. No.	Names of Shareholder	Shares Held (Face Value of Rs. 10 each)	% Pre Issue paid up Share Capital
1.	Mr. Lallit Tripathi	7,60,700	37.82
2.	Mrs. Priyanka Maheshwari	4,08,000	20.28
3.	Lallit Tripathi HUF	7,00,000	34.80
4.	Mrs. Rama Tripathi	1,42,500	7.08
	<b>Total</b>	<b>20,11,200</b>	<b>99.98</b>

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

Sr. No.	Names of Shareholder	Shares Held (Face Value of Rs. 100/- each)	% of Paid Up Equity Shares as on date 1 year prior to the date of filing of the Prospectus*
1.	Mr. Lallit Tripathi	76,110	37.84
2.	Mrs. Priyanka Maheshwari	40,800	20.28
3.	Lallit Tripathi HUF	70,000	34.80
4.	Mrs. Rama Tripathi	14,250	7.08
	<b>Total</b>	<b>2,00,160</b>	<b>100.00</b>

\*Details of shares held on September 26, 2021 and percentage held has been calculated based on the paid up capital of our Company as on September 26, 2021

d) Two Years prior to the date of filing of this Prospectus:-

Sr. No.	Names of Shareholder	Shares Held (Face Value of Rs. 100/- each)	% of Paid Up Equity Shares as on date 2 year prior to the date of filing of the Prospectus*
1.	Mr. Lallit Tripathi	500	50.00
2.	Mrs. Priyanka Maheshwari	500	50.00
	<b>Total</b>	<b>1000</b>	<b>100.00</b>

\*Details of shares held on September 26, 2020 and percentage held has been calculated based on the paid up capital of our Company as on September 26, 2020

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

**12.** There will be no further issue of capital, whether by way of issue of bonus shares, preferential allotment, Right issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares of our Company have been listed or application money unblocked on account of failure of Issue. Further, our Company does not intend to alter its capital structure within six months from the date of opening of the offer, by way of split / consolidation of the denomination of Equity Shares. However, our Company may further issue equity shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the listing of equity shares to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board of Directors may deem fit, if an opportunity of such nature is determined by the Board of Directors to be in the interest of our Company.

### 13. Capital Buildup in respect of Shareholding of our Promoters

As on the date of this Prospectus, our Promoters, Mr. Lallit Tripathi and Mrs. Priyanka Maheshwari collectively holds 11,68,700 Equity Shares of our Company. None of the Equity Shares held by our Promoters are subject to any pledge.

Set forth below is the build-up of the shareholding of our Promoters in our Company since incorporation.

Date of Allotment and made fully paid up/ Transfer	No. of Equity Shares	Face Value Per Share (₹)	Issue/ Acquisition/ Transfer Price (₹)	Consideration	Nature of Acquisition	Pre-Issue Shareholding %	Post-Issue Shareholding %
<b>(A) Mr. Lallit Tripathi</b>							
July 07, 2015	500	100	100	Cash	Subscriber to MOA	0.25	0.18
January 21, 2021	75,610	100	100	Cash	Preferential Allotment by way of Conversion of Loans into Equity share	37.59	27.38
January 17, 2022	(40)	100	100	Cash	Transfer <sup>(i)</sup>	(0.02)	(0.01)
<i>Pursuant to Shareholders' resolution dated February 9, 2022, the face value of Equity Shares of our Company was subdivided from Rs. 100 per Equity Shares Share to Rs. 10 per Equity Shares Share.</i>							
Post Sub-division	7,60,700	10	-	-	-	37.82	27.55
<b>Total (A)</b>	<b>7,60,700</b>					<b>37.82</b>	<b>27.55</b>
<b>(B) Mrs. Priyanka Maheshwari</b>							
July 07, 2015	500	100	100	Cash	Subscriber to MOA	0.25	0.18
January 21, 2021	40,300	100	100	Cash	Preferential Allotment by way of Conversion of Loans into Equity share	20.03	14.59
<i>Pursuant to Shareholders' resolution dated February 9, 2022, the face value of Equity Shares of our Company was subdivided from Rs. 100 per Equity Shares Share to Rs. 10 per Equity Shares Share.</i>							
Post Sub-division	4,08,000	10	-	-	-	20.28	14.77
<b>Total (B)</b>	<b>4,08,000</b>					<b>20.28</b>	<b>14.77</b>
<b>Grand Total (A+B)</b>	<b>11,68,700</b>					<b>58.10</b>	<b>42.32</b>

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

#### (i) Details of sale of Shares by Mr. Lallit Tripathi of 40 Equity Share dated January 17, 2022

Sr. No.	Date of Transfer	Name of Transferor	No. of Share Transfer	Name of Transferee
1.	January 17, 2022	Mr. Lallit Tripathi	20	Mr. Triloki Nath Tripathi
2.	January 17, 2022	Mr. Lallit Tripathi	10	Mr. Subesh Kumar
3.	January 17, 2022	Mr. Lallit Tripathi	10	Mrs. Smita Mitra
		<b>Total</b>	<b>40</b>	

#### 14. The average cost of acquisition of or subscription of shares by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoters	No. of Shares held	Average cost of Acquisition (in ₹)
1	Mr. Lallit Tripathi	7,60,700	10.00
2	Mrs. Priyanka Maheshwari	4,08,000	10.00

### 15. Shareholding of Promoters & Promoters Group

Following are the details of pre and post Issue shareholding of persons belonging to the category “Promoter and Promoter Group”:

Sr. No	Names	Pre IPO		Post IPO	
		Shares Held	% Shares Held	Shares Held	% Shares Held
	<b>Promoters</b>				
1	Mr. Lallit Tripathi	7,60,700	37.82	7,60,700	27.55
2	Mrs. Priyanka Maheshwari	4,08,000	20.28	4,08,000	14.77

	<b>Sub Total (A)</b>	<b>11,68,700</b>	<b>58.10</b>	<b>11,68,700</b>	<b>42.32</b>
	<b>Promoter Group</b>				0.00
3	Lallit Tripathi HUF	7,00,000	34.80	7,00,000	25.35
4	Mrs. Rama Tripathi	1,42,500	7.08	1,42,500	5.16
5	Mr. Triloki Nath Tripathi	200	0.01	200	0.01
	<b>Sub Total (B)</b>	<b>8,42,700</b>	<b>41.89</b>	<b>8,42,700</b>	<b>30.51</b>
	<b>Grand Total (A+B)</b>	<b>20,11,400</b>	<b>99.99</b>	<b>20,11,400</b>	<b>72.83</b>

16. Except as provided below, no Equity Shares were acquired/ purchased/ sold by the Promoter and Promoter Group, Directors and their immediate relatives within six months immediately preceding the date of filing of this Prospectus.

<b>Date of Allotment/ Transfer</b>	<b>Name of Shareholders</b>	<b>No. of Equity Share</b>	<b>% of Pre issue Capital</b>	<b>Subscribed/ Acquire/ Transfer</b>	<b>Category of Allottees (Promoter/ Promoter Group/ Director)</b>
January 17, 2022	Mr. Lallit Tripathi	40	0.02	Transfer	Promoter and Director

17. None of our Promoters, Promoter Group, our Directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Prospectus.

#### 18.Details of Promoters' Contribution Locked-in for Three Years

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post issue capital held by our Promoters shall be considered as Promoter's Contribution ("**Promoters Contribution**") and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Prospectus, our Promoters collectively hold 11,68,700 Equity Shares constituting 58.10% of the Post – Issued, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoters' contribution.

Our Promoters have given written consent to include 5,60,000 Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting 20.28% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue.

<b>Date of Allotment/ transfer and made fully paid up</b>	<b>No. of Equity Shares locked-in*</b>	<b>Face Value Per Share (₹)</b>	<b>Issue/ Acquisition/ Transfer Price (₹)</b>	<b>Nature of transaction</b>	<b>Post-Issue Shareholding %</b>	<b>Lock in Period</b>
<b>Mr. Lallit Tripathi</b>						
January 21, 2021	5,60,000	10	Nil	Acquisition of share by way of Conversion of Loans into Equity share	20.28%	3 years
<b>Total</b>	<b>5,60,000</b>				<b>20.28%</b>	<b>3 years</b>

\*Assuming full subscription to the Issue

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as "**Promoter**" under the SEBI (ICDR) Regulations. All Equity Shares, which are being locked in are not ineligible for computation of Minimum Promoters Contribution as per Regulation 237 of the SEBI (ICDR) Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e. for a period of three years from the date of allotment of Equity Shares in this issue.

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

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

**Eligibility of Share for “Minimum Promoters Contribution in terms of clauses of Regulation 237(1) of SEBI (ICDR) Regulations, 2018**

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

**Details of Promoters' Contribution Locked-in for One Year**

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 14,51,600 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, the Equity Shares which are subject to lock-in shall carry inscription '**non-transferable**' along with the duration of specified non-transferable period mentioned in the face of the security certificate. The shares which are in dematerialized form, if any, shall be locked-in by the respective depositories. The details of lock-in of the Equity Shares shall also be provided to the Designated Stock Exchange before the listing of the Equity Shares.

**Other requirements in respect of lock-in:**

- In terms of Regulation 242 of the SEBI (ICDR) Regulations, the locked in Equity Shares held by the Promoters, as specified above, can be pledged with any scheduled commercial bank or public financial institution or a systemically important non-banking finance company or a housing finance company as collateral security for loan granted by such bank or institution provided that the pledge of Equity Shares is one of the terms of the sanction of the loan. Provided that securities locked in as minimum promoter contribution may be pledged only if, in addition to fulfilling the above requirements, the loan has been granted by such bank or institution, for the purpose of financing one or more of the objects of the Issue.
- In terms of Regulation 243 of the SEBI (ICDR) Regulations, the Equity Shares held by persons other than the Promoters prior to the Issue may be transferred to any other person holding the Equity Shares which are locked in as per Regulation 239 of the SEBI (ICDR) Regulations, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.
- Further in terms of Regulation 243 of the SEBI (ICDR) Regulations, the specified securities held by the promoters and locked-in as per regulation 238 may be transferred to another promoter or any person of the promoter group or a new promoter or a person in control of the issuer subject to continuation of the lock-in in the hands of the transferees for the



remaining period and compliance with SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as applicable.

19. Neither, we nor our Promoters, Directors and the LM to this Issue have entered into any buyback and / or standby arrangements and / or similar arrangements for the purchase of our Equity Shares from any person.
20. As on the date of this Prospectus, the entire Issued, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid up Equity Shares.
21. The LM i.e. Hem Securities Limited and their associates do not hold any Equity Shares in our Company as on the date of this Prospectus.
22. As on the date of this Prospectus, we do not have any Employees Stock Option Scheme / Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
23. We have 7 (Seven) shareholders as on the date of this Prospectus.
24. As on the date of filing of this Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after the Issue.
25. Our Company has not raised any bridge loan against the proceeds of the Issue.
26. As on the date of this Prospectus, none of the shares held by our Promoters / Promoters Group are subject to any pledge.
27. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
28. None of our Equity Shares have been issued out of revaluation reserve created out of revaluation of assets.
29. An over-subscription to the extent of 1% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
30. Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the LM and Designated Stock Exchange i.e. BSE. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.
31. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
32. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.
33. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net issue to the public portion.
34. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.
35. Our Company shall comply with such disclosure and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.
36. There are no Equity Shares against which depository receipts have been issued.

37. Other than the Equity Shares, there is no other class of securities issued by our Company.
38. There are no safety net arrangements for the Issue.
39. As per RBI regulations, OCBs are not allowed to participate in the Issue.
40. Our Promoters and Promoter Group will not participate in the Issue.
41. This Issue is being made through Fixed Price Issue.
42. Our Company has not made any public issue or rights issue of any kind or class of securities since its incorporation.
43. In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.
44. No person connected with the Issue shall offer any incentive, whether direct or indirect, in the nature of discount, commission, and allowance, or otherwise, whether in cash, kind, services or otherwise, to any Applicant.
45. We shall ensure that transactions in Equity Shares by the Promoters and members of the Promoter Group, if any, between the date of registering the Prospectus with the RoC and the Issue Closing Date are reported to the Stock Exchanges within 24 hours of such transactions being completed.

## **OBJECTS OF THE ISSUE**

The Issue includes a fresh Issue of up to 7,50,000 Equity Shares of our Company at an Issue Price of Rs. 40 per Equity Share.

We intend to utilize the proceeds of the Issue to meet the following objects:-

1. Financing the expenditure for Business Expansion
2. To meet working capital requirements;
3. General Corporate Purpose;
4. To meet issue expenses.

(Collectively referred as the “Objects”)

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

The main objects clause of our Memorandum enables our Company to undertake the activities for which funds are being raised in the Issue. The existing activities of our Company are within the objects clause of our Memorandum. The fund requirement and deployment are based on internal management estimates and has not been appraised by any bank or financial institution.

Our company is engaged in the business as a Corporate Business Correspondents (BC) of Bank of India, Jharkhand Rajya Gramin Bank (JRGB) and Madhya Pradesh Gramin Bank (MPGB) and as Mutual Funds Distribution through a partner base of more than 350 Vedant Mitra partners working in various rural and semi-urban locations and handling more than 100 crores of assets under our Mutual fund distribution business. Our Vedant Mitra Kendra acts as Banking - Customer services Point (CSPs) to fulfil all the necessary banking requirements of the people, Adhaar enabled payment system, Direct Money Transfer (DMT), investment in Mutual Funds - mPOS, PAN related services, Insurance services, Loan services and recharge services along with Air, rail and Bus ticketing etc. We are also looking towards expanding our services in the field of disbursing Government DBT subsidies, Adhaar linked subsidies and providing essential services through our network of Vedant Mitra Kendra. We believe in taking the financial services to the last mile and in creating an aggressive business model both for our partners and Clients.

### **Net Proceeds**

The details of the Net Proceeds are set forth below:

<b>Particulars</b>	<b>Amt (Rs. in Lacs)</b>
Gross Proceeds of the Issue	300.00
Less: Issue related expenses	41.00
<b>Net Proceeds</b>	<b>259.00</b>

### **Requirement of Funds and Utilization of Net Proceeds**

The Net Proceeds are proposed to be used in accordance with the details as set forth below:

<b>S. No</b>	<b>Particulars</b>	<b>Amt (Rs. in Lacs)</b>
1.	Financing the expenditure for Business Expansion	107.40
2.	To meet working capital requirements	130.00
3.	General Corporate Purpose	21.60
	<b>Total</b>	<b>259.00</b>

Our fund requirements and deployment thereof are based on internal management estimates of our current business plans and have not been appraised by any bank or financial institution. These are based on current conditions and are subject to change in light of changes in external circumstances or costs or in other financial conditions, business strategy, as discussed further below.

### **Means of Finance**

We intend to finance our Objects of Issue through Net Issue Proceeds which is as follows:

<b>Particulars</b>	<b>Amt (Rs. in Lacs)</b>
Net Issue Proceeds	259.00
<b>Total</b>	<b>259.00</b>

*Since, the entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance under Regulation 230(1) (e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue.*

In case of any increase in the actual utilization of funds earmarked for the Objects, such additional funds for a particular activity will be met by way of means available to our Company, including from internal accruals. If the actual utilization towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities including funding existing objects, if required. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the above-mentioned Objects through a combination of Internal Accruals or Unsecured Loans (Bridge Financing) and in such case the Funds raised shall be utilized towards repayment of such Unsecured Loans or recouping of Internal Accruals. However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

As we operate in competitive environment, our Company may have to revise its business plan from time to time and consequently our fund requirements may also change. Our Company's historical expenditure may not be reflective of our future expenditure plans. Our Company may have to revise its estimated costs, fund allocation and fund requirements owing to various factors such as economic and business conditions, increased competition and other external factors which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure and funding requirements, including the expenditure for a particular purpose at the discretion of the Company's management.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled "Risk Factors" beginning on page 20 of the Prospectus.

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

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

#### **1. Financing the expenditure for Business Expansion**

With the increase in Government initiative towards Digital India, our company intend to expand into the business of setting up and operation of the mATM and POS. Further, we also intend to open 10 new branches and around 400 Business Correspondent across the central India. Further, the company also intend to develop Vedant pay software, API integration and Mobile android application. Our Company proposes to utilise a portion of the Net Proceeds i.e., Rs. 107.40 towards funding the Business expansion in India during Fiscals 2023 and 2024.

The detailed break-up of these estimated costs of Branch and Business Correspondent expansion is as below –

*(Rs. in Lakhs)*

S. No	Items	Total estimate cost
1	New Branches setup (10 branches at Rs. 2 Lakhs per branch)	20.00
2	Business Correspondent Setup (400 Business Correspondent at Rs. 10,000 per Business Correspondent)	40.00
	<b>TOTAL</b>	<b>60.00</b>

#### **Note:**

- (i) Estimated costs of various items are set out below for one proposed Branch and Business Correspondent centre –

#### **Cost of new branch setup**

Sr. No.	Particulars	Cost
1.	Air Conditioner	55,000
2.	Laptop & Printer	71,000
3.	Furniture	54,000
4.	Office interiors	20,000
	<b>Total</b>	<b>2,00,000</b>

#### **Cost of Business Correspondent centre**

Sr. No.	Particulars	Cost
1.	Training Cost	2,000
2.	Banner & Hoarding	2,000
3.	Biometric Devices	3,000

4.	Stationery Items	1,000
5.	Support Services	2,000
	<b>Total</b>	<b>10,000</b>

The detailed break-up of these estimated costs is as below

(Rs. in Lakhs)

S. No	Items	Vendors	Date of Quotation	Rate	Quantity	Total estimated cost
1	Design and development of Vedant pay software and API integration	Fingers Technology	August 10, 2022	-	-	2.80
2	Mobile application	Metaphorsis Software Private Limited	June 23, 2022	-	-	8.70
3	mATM Devices (K206 Devices)	Payswiff Solutions Private Limited	September 10, 2022	Rs 1700 per device	1200	20.40
4	mATM Devices (MANTRA MFS100)	Subh Sandesh Infotech Pvt Ltd	August 31, 2022	Rs 1550 per device	1000	15.50
	<b>Total</b>					<b>47.40</b>

excluding GST

**Note:**

- (i) We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary
- (ii) All quotations received from the vendors mentioned above are valid as on the date of this Prospectus. However, we have not entered into any definitive agreements with any of these vendors and there can be no assurance that the same vendors would be engaged or supply the utilities or equipment's or at the same costs.
- (iii) The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Further, we do not intend to purchase any second hand machinery or equipment for the above Business expansion.

## 2. To Meet Working Capital Requirement

With the expansion of the business the company will be in the need of additional working capital requirements. The major capital will be invested in the inventories and advances for Branches and Business Correspondent developments as the money gets blocked in them. The Company will meet the requirement to the extent of Rs. 130.00 lakhs from the Net Proceeds of the Issue and balance from borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

(Rs. In Lacs)

S. No.	Particulars	Actual			Estimated
		31-March-2020	31-March-2021	31-March-2022	31-March-2023
I	<b>Current Assets</b>				
	Current Investment	57.70	127.61	84.73	74.90
	Trade receivables	-	-	-	56.84
	Cash and bank balances	6.51	52.97	23.79	39.59
	Inventories	-	-	21.07	89.90*
	Short Term Loans & Advances	-	10.72	89.13	96.14
	Other current assets	0.16	1.20	13.18	40.37
	<b>Total(A)</b>	<b>64.37</b>	<b>192.51</b>	<b>231.90</b>	<b>397.75</b>
II	<b>Current Liabilities</b>				
	Trade payables	-	-	4.14	9.63
	Other current liabilities	1.34	2.97	15.04	16.99
	Short-term provisions	1.41	3.22	5.30	10.31
	<b>Total (B)</b>	<b>2.75</b>	<b>6.19</b>	<b>24.48</b>	<b>36.93</b>

III	<b>Total Working Capital Gap (A-B)</b>	<b>61.62</b>	<b>186.32</b>	<b>207.42</b>	<b>360.82</b>
IV	<b>Funding Pattern</b>				
	Borrowings	-	17.40	-	-
	Internal accruals	61.62	168.92	207.42	230.82
	<b>IPO Proceeds</b>				<b>130.00</b>

\*The amount of mATM financed for the branch expansion included in point 1 above have been reduced from the inventory to the extent of Rs. 35.90 Lakhs.

#### Justification:

S. No.	Particulars
<b>Creditors</b>	We have assumed Creditors holding period to be at around 46 days for FY2022-23 as compared to 61 days in F.Y. 2021-22.
<b>Debtors</b>	We have assumed Debtors holding period to be at around 81 days for FY2022-23.
<b>Inventory</b>	We have assumed Inventory holding period to be at around 426 days for FY2022-23 as compared to 310 days in F.Y. 2021-22.

### 3. General Corporate Purpose

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Fresh Issue proceeds aggregating Rs. 21.60 Lakhs towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act, 2013.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further in case, our actual issue expenses turn to be lesser than the estimated issue expenses of Rs. 41.00 lakhs, such surplus amount shall be utilized for General Corporate Purpose in such a manner that the amount for general corporate purposes, as mentioned in the Prospectus, shall not exceed 25% of the amount raised by our Company through this Issue.

### 4. Public Issue Expenses

The total estimated Issue Expenses are Rs. 41.00 Lakhs, which is 13.67% of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	(Rs. in Lakh) *	As a % of Estimates Issue Expenses	As a % of Issue Size
Lead Manger Fees	15.00	36.59	5.00
Fees Payable to Registrar to the Issue	0.50	1.22	0.17
Fees Payable for Advertising and Publishing Expenses	3.00	7.32	1.00
Fees Payable to Regulators including Stock Exchanges	3.50	8.54	1.17
Payment for Printing & Stationery, Postage, etc.	1.50	3.66	0.50
Fees Payable to Auditor, Legal Advisors and other Professionals	2.50	6.10	0.83
Others (Fees payable for Marketing & distribution expenses, Selling Commission, Brokerage, Processing Fees*, Underwriting fees and Miscellaneous Expenses)	15.00	36.59	5.00
<b>Total</b>	<b>41.00</b>	<b>100.00</b>	<b>13.67</b>

*Selling commission payable to the SCSBs on the portion for Retail Individual applicants and Non-Institutional applicants, which are directly procured by the SCSBs, would be as follows*

Portion for Retail Individual Applicants*	0.35% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Applicants*	0.15% of the Amount Allotted* (plus applicable taxes)

\*Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price. 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.

No uploading/ processing fees shall be payable by our Company to the SCSBs on the applications directly procured by them. Processing fees payable to the SCSBs on the portion for Retail Individual Applicants and Non-Institutional Applicants which are procured by the members of the Syndicate/ sub-Syndicate/ Registered Broker/ CRTAs/ CDPs and submitted to SCSB for blocking, would be as follows:

Portion for Retail Individual Applicants	₹10 per valid Application Form (plus applicable taxes)
Portion for Non-Institutional Applicants	₹10 per valid Application Form (plus applicable taxes)

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹ 0.50 lakh (plus applicable taxes) and in case if the total processing fees exceeds ₹ 0.50 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

The processing fees for applications made by Retail Individual Applicants using the UPI Mechanism would be as follows:

Members of the Syndicate/ RTAs/ CDPs (uploading charges)	₹10 per valid application (plus applicable taxes)
Sponsor Bank - Axis Bank Limited	₹7 per valid Application Form* (plus applicable taxes) The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Applicants (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/ processing fees exceeds Rs 0.50 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

Selling commission on the portion for Retail Individual Applicants and Non-Institutional Applicants which are procured by Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers would be as follows:

Portion for Retail Individual Applicants	0.35% of the Amount Allotted* (plus applicable taxes)
Portion for Non-Institutional Applicants	0.15% of the Amount Allotted* (plus applicable taxes)

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

Bidding charges payable to the Registered Brokers, CRTAs/ CDPs on the portion for RIBs and Non-Institutional Applicants which are directly procured by the Registered Brokers or CRTAs or CDPs and submitted to SCSB for processing, would be as follows:

Portion for Retail Individual Applicants*	₹10 per valid application (plus applicable taxes)
Portion for Non-Institutional Applicants*	₹10 per valid application (plus applicable taxes)

\* Based on valid applications

Notwithstanding anything contained above the total uploading/ bidding charges payable as mentioned above shall not exceed Rs.0.50 lakh (plus applicable taxes) but if it exceeds Rs 0.50 lakh (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

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.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Applicants 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

### Proposed Schedule of Implementation:

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(Rs. In Lakhs)

S. No.	Particulars	Amount to be deployed and utilized in	
		F.Y. 22-23	F.Y. 23-24
1.	Financing the expenditure for Business Expansion	86.40	21.00
2.	To meet working capital requirements	130.00	-
3.	General Corporate Purpose	21.60	-
4.	Issue Expenses	41.00	-
	<b>Total</b>	<b>279.00</b>	<b>21.00</b>

### Funds Deployed and Source of Funds Deployed:

M/s. N K Kejriwal & Co., Chartered Accountants vide their certificate dated September 23, 2022 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (Rs. in Lakh)
Issue Expenses	4.27
<b>Total</b>	<b>4.27</b>

### Sources of Financing for the Funds Deployed:



M/s. N K Kejriwal & Co., Chartered Accountants vide their certificate dated September 23, 2022 have confirmed that as on date of certificate the following funds have been deployed for the proposed object of the Issue:

Particulars	Amt (Rs. in Lakh)
Internal Accruals	4.27
<b>Total</b>	<b>4.27</b>

### Appraisal

None of the Objects have been appraised by any bank or financial institution or any other independent third-party organization. The funding requirements of our Company and the deployment of the proceeds of the Issue are currently based on available quotations and management estimates. The funding requirements of our Company are dependent on a number of factors which may not be in the control of our management, including but not limited to variations in interest rate structures, changes in our financial condition and current commercial conditions of our Business and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy.

### Shortfall of Funds

Any shortfall in meeting the fund requirements will be met by way of internal accruals and or unsecured Loans.

### Bridge Financing Facilities

As on the date of the Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

### Monitoring Utilization of Funds

As the size of the Issue will not exceed Rs. 10,000 Lakhs, the appointment of Monitoring Agency would not be required as per Regulation 262(1) of the SEBI ICDR Regulations. Our Board and the management will monitor the utilization of the Net Issue Proceeds through our audit committee. Pursuant to Regulation 32 of the SEBI Listing Regulations, our Company shall on half-yearly basis disclose to the Audit Committee the Application of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full.

### Interim Use of Proceeds

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

### Variation in Objects

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and the rules there under. As per the current provisions of the Companies Act, our Promoters or controlling Shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

### Other confirmations

There is no material existing or anticipated transactions with our Promoter, our Directors, our Company's key Managerial personnel, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our Directors or key managerial personnel except in the normal course of business and in compliance with the applicable laws.



## **BASIS FOR ISSUE PRICE**

Investors should read the following summary with the section titled "**Risk Factors**", the details about our Company under the section titled "**Our Business**" and its financial statements under the section titled "**Financial Information of the Company**" beginning on page 20, 75 and 113 respectively of the Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue Price will be determined by our Company in consultation with the LM on the basis of the quantitative and qualitative factors as described below. The face value of the Equity Shares is Rs. 10.00 each and the Issue Price is Rs. 40, which are 4.0 times of the face value.

### **QUALITATIVE FACTORS**

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

1. Strong product tie ups and Multi-product support
2. Single point solution
3. Technology & Integration Expertise:
4. Team to support business Growth
5. Experienced & Qualified Management Team

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to sections titled "**Our Business**" beginning on page 75 of the Prospectus.

### **QUANTITATIVE FACTORS**

The information presented below relating to our Company is based on the Restated Financial Statements. For details, please refer section titled "**Financial Information of the Company**" on page 113 of this Prospectus.

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

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

As per the Restated Financial Statements;

<b>Sr. No</b>	<b>Period</b>	<b>Restated</b>	<b>Weights</b>
1.	Period ending March 31, 2022	0.69	3
2.	Period ending March 31, 2021	0.43	2
3.	Period ending March 31, 2020	0.86	1
	<b>Weighted Average</b>	<b>0.63</b>	

#### **Notes:**

- i. The figures disclosed above are based on the Restated Financial Statements of the Company as adjusted with the effect of issue of Bonus shares.
- ii. The face value of each Equity Share is Rs.10.00.
- iii. Earnings per Share has been calculated in accordance with **Accounting Standard 20 – "Earnings per Share"** issued by the Institute of Chartered Accountants of India.
- iv. The above statement should be read with Significant Accounting Policies and the Notes to the Restated Financial Statements as appearing in Annexure IV.
- v. Basic Earnings per Share = Net Profit/(Loss) after tax, as restated attributable to equity shareholders / Weighted average number of equity shares outstanding during the year/ period
- vi. Diluted Earnings per Share = Net Profit/ (Loss) after tax, as restated attributable to equity shareholders / Weighted average number of diluted potential equity shares outstanding during the year/ period.

#### **Price Earning (P/E) Ratio in relation to the Issue Price of Rs. 40**

<b>Particulars</b>	<b>(P/E) Ratio</b>
P/E ratio based on the Basic & Diluted EPS, as restated for period ending March 31, 2022.	57.97
P/E ratio based on the Weighted Average EPS, as restated.	63.49

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

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

Sr. No	Period	Restated	Weights
1.	Period ending March 31, 2022	6.05	3
2.	Period ending March 31, 2021	4.05	2
3.	Period ending March 31, 2020	63.17	1
	<b>Weighted Average</b>	<b>14.90</b>	

\*Restated Profit after tax/Net Worth

#### Note:

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

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

Sr. No.	NAV per Equity Share*	Restated
a)	As at March 31, 2022	11.34
b)	As at March 31, 2021	10.65
c)	As at March 31, 2020	1.37
d)	NAV per Equity Share after the Issue	19.12
e)	Issue Price	40.00

\*The above NAV has been calculated giving the effect of sub-division of Shares

#### Note:

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

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

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

The face value of Equity Shares of our Company is Rs. 10/- per Equity Share and the Issue price is 4 times the face value of equity share.

The Issue Price of ₹ 40 has been determined by our Company in consultation with the LM and will be justified by us in consultation with the LM on the basis of the above information. Investors should read the abovementioned information along with "**Our Business**", "**Risk Factors**" and "**Restated Financial Statements**" on pages 75, 20 and 113 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "Risk Factors" or any other factors that may arise in the future and you may lose all or part of your investments.

## **STATEMENT OF SPECIAL TAX BENEFITS**

To,  
The Board of Directors,  
**Vedant Asset Limited**  
3rd Floor, Gayways House, Pee Pee Compound,  
Ranchi, Jharkhand 834001, India

**Sub:** Statement of Tax Benefits ('The Statement') available to **Vedant Asset Limited** ('The Company') and its shareholders under the Direct and Indirect Tax Laws in India.

We hereby report that the enclosed annexure prepared by the management of Vedant Asset Limited, states the special tax benefits available to the Company and the shareholders of the Company under the Income-Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "GST Act") presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives which the Company may face in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company. Further, the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of Equity shares ("the Issue") by the Company.

We do not express any opinion or provide any assurance as to whether:

- a) The Company or its shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been/would be met.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

### **Limitations:**

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other issue related material in connection with the proposed initial public offer of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

This statement has been prepared solely in connection with the Proposed Offer by the Company under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

**For, M/s N.K. Kejriwal & Co.**  
Chartered Accountants  
FRN: 04326C

Sd/-  
**CA Naresh Kumar Kejriwal**  
(Partner)  
M. No. 073381

Place: Ranchi  
Date: September 10, 2022

## **ANNEXURE TO THE STATEMENT OF SPECIAL TAX BENEFITS**

The information provided below sets out the special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act, 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

### **INVESTORS ARE ADVISED TO CONSULT THEIR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN THEIR PARTICULAR SITUATION.**

#### **A. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE COMPANY:**

##### **Special tax benefits available to the Company**

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

#### **B. SPECIAL DIRECT AND INDIRECT TAX BENEFITS TO THE SHAREHOLDERS:**

The Shareholders of the Company are not entitled to any special tax benefits under the Income Tax Act, 1961.

#### **NOTES:**

1. The above Annexure of special tax benefits sets out the provisions of Tax Laws 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. The above Annexure covers only the special tax benefits under the Act, read with the relevant rules, circulars and notifications and does not cover any benefit under any other law in force in India. This Annexure also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.
3. The above Annexure of special tax benefits is as per the current direct tax laws relevant for the assessment year 2023-24. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws.
4. In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant Double Taxation Avoidance Agreement, if any, entered into between India and the country in which the non-resident has fiscal domicile.
5. A new Section 115BAA has been inserted by the Taxation Laws (Amendment) Act, 2019 ('the Amendment Act, 2019') with effect from Financial Year 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and cess of 4%), provided such companies do not avail specified exemptions/ incentives. The option under section 115BAA of the Act once exercised cannot be subsequently withdrawn for any future financial year. The Amendment Act, 2019 further provides that domestic companies availing such option will not be required to pay Minimum Alternate Tax ('MAT') under Section 115JB. The CBDT has further issued Circular 29/2019 dated October 02, 2019 clarifying that since the MAT provisions under Section 115JB itself would not apply where a domestic company exercises option of lower tax rate under Section 115BAA, MAT credit would not be available. In such a case, the Company is not allowed to claim any of the following deductions/ exemptions under the Act: -
  - Deduction under the provisions of Section 10AA.
  - Deduction under clause (iia) of sub-section (1) of Section 32 (additional depreciation).
  - Deduction under section 32AD or Section 33AB or Section 33ABA
  - Deduction under section 35(2AA) or section 35(2AB)
  - Deduction under section 35AD or Section 35CCC or 35CCD
  - Deduction under any provisions of Chapter VI-A other than the provisions of Section 80JJAA or Section 80M of the Act;
  - No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above;
  - No set off of any loss or allowance for unabsorbed depreciation deemed so under Section 72A of the Act, if such loss or depreciation is attributable to any of the deductions referred above.
6. Lower corporate tax rate under Section 115BAA of the Act and Minimum Alternate Tax ('MAT') credit under section 115JAA of the Act which are in general available may not be treated as special tax benefits.

7. The Company has evaluated and decided to exercise the option permitted under Section 115BAA of the Act for the purpose of computing its income-tax liability with effect from Financial Year 2019-20.
8. 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 or her tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
9. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. The 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.

**For, M/s N.K. Kejriwal & Co.**

Chartered Accountants

FRN: 04326C

Sd/-

**CA Naresh Kumar Kejriwal**

(Partner)

M. No. 073381

Place: Ranchi

Date: September 10, 2022

## **SECTION V – ABOUT THE COMPANY**

### **INDUSTRY OVERVIEW**

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

#### **Global Scenario:**

A tentative recovery in 2021 has been followed by increasingly gloomy developments in 2022 as risks began to materialize. Global output contracted in the second quarter of this year, owing to downturns in China and Russia, while US consumer spending undershot expectations. Several shocks have hit a world economy already weakened by the pandemic: higher-than-expected inflation worldwide—especially in the United States and major European economies—triggering tighter financial conditions; a worse-than-anticipated slowdown in China, reflecting COVID19 outbreaks and lockdowns; and further negative spillovers from the war in Ukraine.

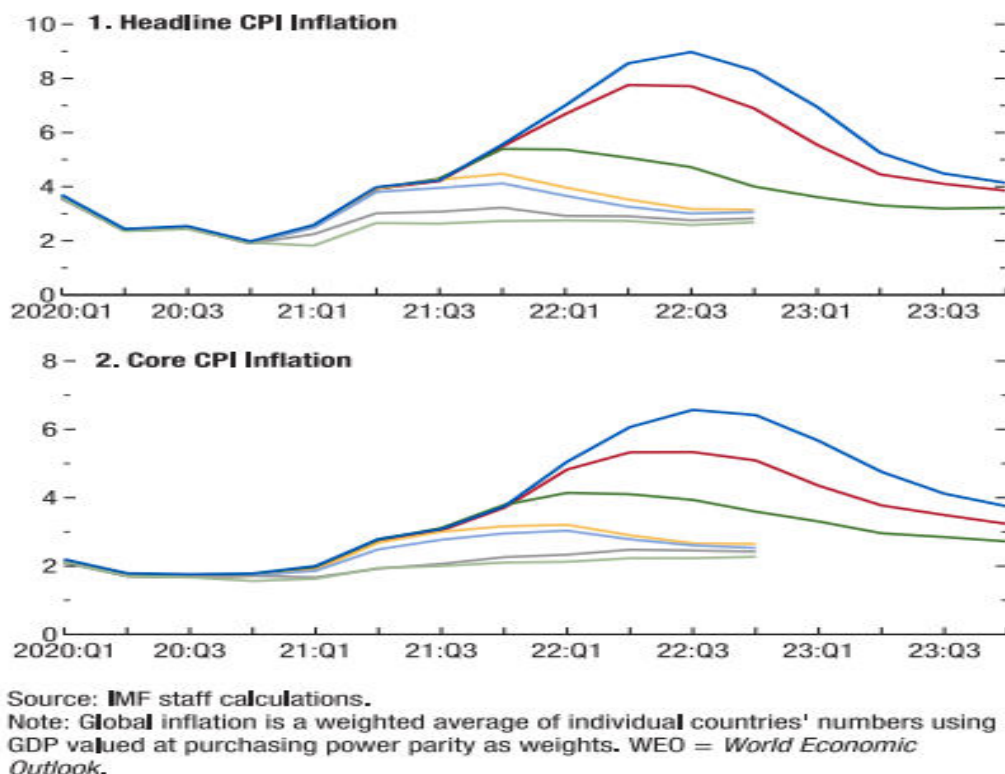
The baseline forecast is for growth to slow from 6.1 percent last year to 3.2 percent in 2022, 0.4 percentage point lower than in the April 2022 World Economic Outlook. Lower growth earlier this year, reduced household purchasing power, and tighter monetary policy drove a downward revision of 1.4 percentage points in the United States. In China, further lockdowns and the deepening real estate crisis have led growth to be revised down by 1.1 percentage points, with major global spillovers. And in Europe, significant downgrades reflect spillovers from the war in Ukraine and tighter monetary policy. Global inflation has been revised up due to food and energy prices as well as lingering supply-demand imbalances, and it is anticipated to reach 6.6 percent in advanced economies and 9.5 percent in emerging market and developing economies this year—upward revisions of 0.9 and 0.8 percentage point, respectively. In 2023, disinflationary monetary policy is expected to bite, with global output growing by just 2.9 percent.

The risks to the outlook are overwhelmingly tilted to the downside. The war in Ukraine could lead to a sudden stop of European gas imports from Russia; inflation could be harder to bring down than anticipated either if labor markets are tighter than expected or inflation expectations unanchor; tighter global financial conditions could induce debt distress in emerging market and developing economies; renewed COVID-19 outbreaks and lockdowns as well as a further escalation of the property sector crisis might further suppress Chinese growth; and geopolitical fragmentation could impede global trade and cooperation. A plausible alternative scenario in which risks materialize, inflation rises further, and global growth declines to about 2.6 percent and 2.0 percent in 2022 and 2023, respectively, would put growth in the bottom 10 percent of outcomes since 1970.

With increasing prices continuing to squeeze living standards worldwide, taming inflation should be the first priority for policymakers. Tighter monetary policy will inevitably have real economic costs, but delay will only exacerbate them. Targeted fiscal support can help cushion the impact on the most vulnerable, but with government budgets stretched by the pandemic and the need for a disinflationary overall macroeconomic policy stance, such policies will need to be offset by increased taxes or lower government spending. Tighter monetary conditions will also affect financial stability, requiring judicious use of macro-prudential tools and making reforms to debt resolution frameworks all the more necessary. Policies to address specific impacts on energy and food prices should focus on those most affected without distorting prices. And as the pandemic continues, vaccination rates must rise to guard against future variants. Finally, mitigating climate change continues to require urgent multilateral action to limit emissions and raise investments to hasten the green transition

Global slowdown intensifies as downside risks materialize. A tentative recovery in 2021 has been followed by increasingly gloomy developments in 2022. Performance was slightly better than expected in the first quarter, but world real GDP is estimated to have shrunk in the second quarter—the first contraction since 2020—owing to economic downturns in China and Russia. Downside risks discussed in the April 2022 World Economic Outlook are materializing, with higher inflation worldwide, especially in the United States and major European economies, triggering a sharp tightening in global financial conditions; a sharper-than-anticipated slowdown in China, reflecting COVID-19 outbreaks and lockdowns; and further negative cross-border effects from the war in Ukraine.

Global inflation again surprises on the upside, prompting more central bank tightening. Since 2021, consumer prices have consistently risen faster than widely expected, including in the World Economic Outlook.



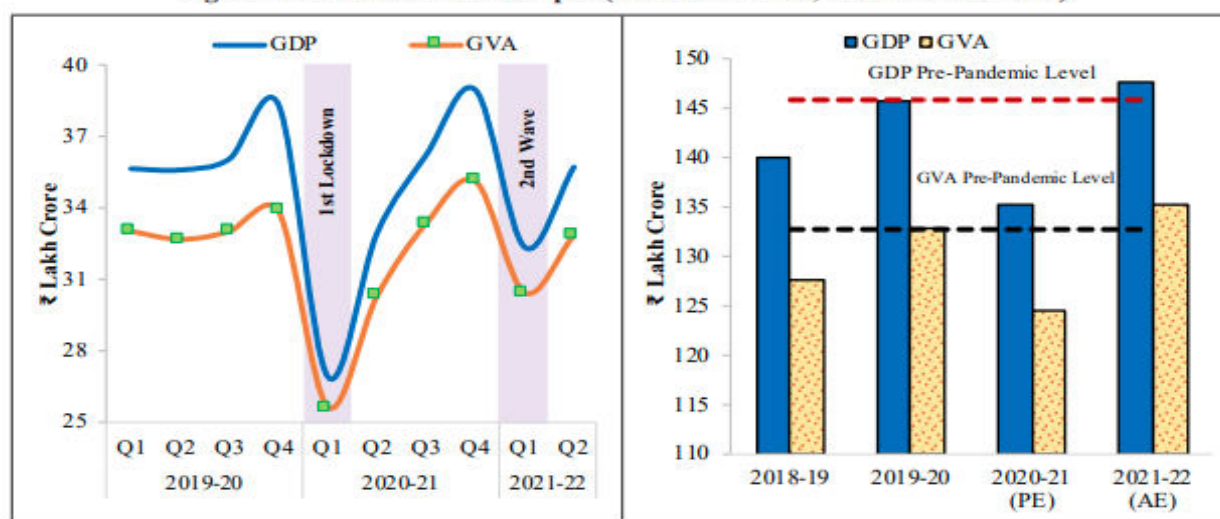
In the United States, the consumer price index rose by 9.1 percent in June, compared with a year earlier, and it also rose by 9.1 percent in the United Kingdom in May—the highest inflation rates in these two countries in 40 years. In the euro area, inflation in June reached 8.6 percent, its highest level since the inception of the monetary union. Equally concerning, in emerging market and developing economies, second-quarter inflation is estimated to have been 9.8 percent. Higher food and energy prices, supply constraints in many sectors, and a rebalancing of demand back toward services have in most economies driven up headline inflation. But underlying inflation has also increased, as reflected in different gauges of core inflation, reflecting the pass-through of cost pressures by way of supply chains and tight labor markets, especially in advanced economies.<sup>1</sup> Wage growth has on average not kept up with inflation across both advanced and emerging market and developing economies, eroding household purchasing power. Although long-term inflation expectations have been stable in most major economies, they have started to rise according to some measures, including in the United States. In response to incoming data, central banks of major advanced economies are withdrawing monetary support more assertively and raising policy interest rates faster than expected in the April 2022 World Economic Outlook. Central banks in several emerging market and developing economies have raised interest rates more aggressively than during past advanced economy tightening cycles. The associated rise in longer-term borrowing costs, including mortgage rates, and tighter global financial conditions have led to precipitous declines in equity prices, weighing on growth. At the same time, public COVID-19 support packages have been wound down.

*(Source - International Monetary Fund | July 2022)*

## Indian Economy

Two years into the COVID-19 pandemic, the global economy continues to be plagued by uncertainty, with resurgent waves of mutant variants, supply-chain disruptions, and a return of inflation in both advanced and emerging economies. Moreover, the likely withdrawal of liquidity by major central banks over the next year may also make global capital flows more volatile. In this context, it is important to evaluate both the pace of growth revival in India as well as the strength of macro-economic stability indicators. It is also essential to look at progress in vaccination as this is not just a health response but also a buffer against economic disruptions caused by repeated waves of the pandemic. The Indian economy, as seen in quarterly estimates of GDP, has been staging a sustained recovery since the second half of 2020-21. Although the second wave of the pandemic in April/June 2021 was more severe from a health perspective, the economic impact was muted compared to the national lockdown of the previous year. Advance estimates suggest that GDP will record an expansion of 9.2 per cent in 2021-22. This implies that the level of real economic output will surpass the pre-COVID level of 2019-20.

**Figure 1: Gross Domestic Output (Constant Prices, Base Year:2011-12)**



Source: National Accounts Statistics (NSO), MoSPI

Since January 2021, the widely used Purchasing Managers' Index-Manufacturing has remained in the expansionary zone (i.e. over 50) except for one month when the second wave had slowed down economic activity. The Index of Industrial Production (IIP) and Core Industry indices have both followed a similar pattern and, in November 2021, went past their pre-pandemic level for the corresponding month in 2019.

(Source - <https://www.indiabudget.gov.in/economicsurvey/>)

### **Mutual Fund Distribution**

Mutual fund (MF) industry in India is maturing with broad-basing of investors and increasing geographical spread. MFs in India have become major players in the equity and corporate bond markets and are also providing crucial liquidity support to the money market. Consequently, their influence on price movements in equity and debt markets as also domestic liquidity conditions has increased over time. While the penetration of the MF industry in India, as measured by the Assets under Management (AUM)/GDP ratio, is still low compared with the global average, favourable demographics, a history of high savings propensity and regulatory reforms brighten the outlook for the industry.

**Indian Mutual Fund Industry's Average Assets Under Management (AAUM) stood at ₹ 37.77 Lakh Crore (INR 37.77 Trillion)**

Average Assets Under Management (AAUM) of Indian Mutual Fund Industry for the month of July 2022 stood at ₹ 37,76,911 crore.

Assets Under Management (AUM) of Indian Mutual Fund Industry as on July 31, 2022 stood at ₹ 37,74,803 crore.

The AUM of the Indian MF Industry has grown from ₹ 7.30 trillion as on July 31, 2012 to ₹37.75 trillion as on July 31, 2022 more than 5 fold increase in a span of 10 years.

The MF Industry's AUM has grown from ₹ 19.97 trillion as on July 31, 2017 to ₹37.75 trillion as on July 31, 2022, around 2 fold increase in a span of 5 years.

The Industry's AUM had crossed the milestone of ₹10 Trillion (₹10 Lakh Crore) for the first time in May 2014 and in a short span of about three years, the AUM size had increased more than two folds and crossed ₹ 20 trillion (₹20 Lakh Crore) for the first time in August 2017. The AUM size crossed ₹ 30 trillion (₹30 Lakh Crore) for the first time in November 2020. The Industry AUM stood at ₹37.75 Trillion (₹ 37.75 Lakh Crore) as on July 31, 2022.

The mutual fund industry has crossed a milestone of 10 crore folios during the month of May 2021.

The total number of accounts (or folios as per mutual fund parlance) as on July 31, 2022 stood at 13.56 crore (135.6 million), while the number of folios under Equity, Hybrid and Solution Oriented Schemes, wherein the maximum investment is from retail segment stood at about 10.80 crore (108 million).



(Source - <https://www.amfiindia.com/indian-mutual>)

## **Business Correspondent Business**

The Reserve Bank of India has taken several initiatives over the years for increasing banking outreach and ensuring greater financial inclusion. A significant step in this direction was the issue of RBI guidelines in January 2006 for engagement of Business Correspondents (BCs) by banks for providing banking and financial services. Since then, the regulatory framework for the BC model has been progressively honed to ensure that consumer protection is not compromised while facilitating enhanced outreach of banking services.

Business Correspondents are retail agents engaged by banks for providing banking services at locations other than a bank branch/ATM. Banks are required to take full responsibility for the acts of omission and commission of the BCs that they engage and have, therefore, to ensure thorough due diligence and additional safeguards for minimizing the agency risk. Basically, BCs enable a bank to expand its outreach and offer limited range of banking services at low cost, as setting up a brick and mortar branch may not be viable in all cases. BCs, thus, are an integral part of a business strategy for achieving greater financial inclusion.

BCs are permitted to perform a variety of activities which include identification of borrowers, collection and preliminary processing of loan applications including verification of primary information/data, creating awareness about savings and other products, education and advice on managing money and debt counseling, processing and submission of applications to banks, promoting, nurturing and monitoring of Self Help Groups/ Joint Liability Groups, post-sanction monitoring, follow-up of recovery. They can also attend to collection of small value deposit, disbursement of small value credit, recovery of principal / collection of interest, sale of micro insurance/ mutual fund products/ pension products/ other third party products and receipt and delivery of small value remittances/ other payment instruments.

(Source - [https://www.rbi.org.in/scripts/bs\\_viewcontent.aspx?Id=2234](https://www.rbi.org.in/scripts/bs_viewcontent.aspx?Id=2234))

The RBI Financial Inclusion Plan (FIP) progress report in March 2020 showed that 94.4% of the 8,687 villages across the country with a population of more than 5,000 have access to banking services (RBI 2020). Further, as of 30 September 2019, 99.2% of the 491,490 villages with a population of fewer than 2,000 have banking service coverage, mostly through the BC channel. This progress is remarkable when compared with the figures from the previous year, when only 75.5% of villages with a population of more than 5000 and 97.8% of villages with a population of fewer than 2000 had coverage.

**Table 2: RBI Financial Inclusion Plan: Progress Report**

Particulars	March 2010	March 2019	March 2020*	December 2020*
Banking Outlets in Villages—Branches	33,378	52,489	54,561	55,073
Banking Outlets in Villages>2000—BCs	8,390	130,687	149,106	851,272
Banking Outlets in Villages<2000—BCs	25,784	410,442	392,069	385,537
Total Banking Outlets in Villages—BCs	34,174	541,129	541,175	1,236,809
Banking Outlets in Villages—Other Modes	142	3,537	3,481	3,440
Banking Outlets in Villages—Total	67,694	597,155	599,217	1,295,322
Basic Savings Bank Deposit Accounts (BSBDAs)—Through BCs (No. in Lac)	130 (13 million)	3,195 (319.5 million)	3,388 (338.8 million)	3,601 (360.1 million)
Basic Savings Bank Deposit Accounts (BSBDAs)—Through BCs (Amt in Crore)	1,100 (157.1 million US\$ <sup>a</sup> )	53,195 (7,599.2 million US\$)	72,581 (10,368.7 million US\$)	77,163 (11,023.3 million US\$)

\* Provisional numbers.

<sup>a</sup> US\$1 = INR70.

Source: RBI Annual Reports: <https://m.rbi.org.in/Scripts/AnnualReportPublications.aspx?Id=1288>.

While coverage has certainly improved, it is notable that the report deemed a village to be “covered” if it is mapped to at least one banking outlet (including a BC agent) providing basic banking services. In several cases, the BC agent services a cluster of villages, known as a sub-service area (SSA), and is therefore available to each village by rotation on a part-time basis, often at irregular intervals. The RBI 2020 FIP revealed that, while there was a 14% increase in the BC agent serviced bank outlets (BC outlets) in villages with a population of fewer than 2000 between March 2019 and March 2020, there was a 4% decrease in BC outlets in villages with populations greater than 2000. Notably, while the number of BSBDAs has grown by 6%, the corresponding value of transactions that customers have performed via BCs in these accounts has grown by an impressive 36%, indicating existing customers’ progressively higher usage of the BC channel. We also noted a five-fold increase in the number of BC outlets in villages with a population of fewer than 2000 between March 2020 and December 2020, which the RBI attributed to the reclassification of a particular bank’s business activity (RBI 2021).

Although the RBI does not provide data on the exact number of deployed BC agents, according to the Pradhan Mantri Jan Dhan Yojana (PMJDY) website of the Department of Financial Services (DFS, Ministry of Finance, Government of India), 126,000 BC agents (also known as bank mitras) are operating across the country, divided into SSAs. The BC registry, which the Indian Bankers Association<sup>6</sup> maintains, pegs this number at about 160,000, while other reports and estimates, such as the one that the Business Correspondent Federation of India (BCFI)<sup>7</sup> and its members provide, indicate that this number could be anywhere between 1 and 2 million, including urban agents. Notably, a gender breakdown of BCs operating across the country is not available publicly. The disparate reporting of BC agent numbers across agencies highlights the need for a more comprehensive centralized registry and systematic tracking of banking agents.

Financial inclusion in India received a fillip with the launch of the Pradhan Mantri Jan Dhan Yojana (PMJDY), which led to the opening of 420 million bank accounts, on 10 March 2021. This was possible through the linking of no-frills or basic “Jan Dhan” bank accounts with unique biometric IDs and mobile numbers or the JAM trinity (Jan Dhan–Aadhaar–Mobile) with the backing of the India Stack platform.<sup>8</sup> The banking agent platform played a critical role in the opening of basic bank accounts through the use of the Aadhaar-based e-KYC (paperless Know Your Customer) service, which leverages the same agent banking channel to link the new bank account to the customer’s unique Aadhaar and associated demographic and biometric data at the backend. This unique innovation of biometric-based e-KYC resulted in the opening of more bank accounts using the BC agent platform than the traditional bank branch channel (ACCESS 2021).

A bank account for every household became a reality in rural India, such that 65.83% (276.5 million) of the total bank accounts that customers opened under the PMJDY belonged to rural/semi-urban centers and 53.26% of them belonged to women (232.7 million).<sup>9</sup> Further, while stand-alone state-wise and bank-wise data are available on the PMJDY website, a state-wise breakdown of data with a bank-wise and genderwise ratio is not available in the public domain. The JAM trinity boosted the quantity of direct benefit transfers (DBTs) to beneficiary bank accounts by reducing the leakage in the system. Government estimates suggested that the institutionalization of DBTs for social security schemes and governance reforms, including the removal of duplicate or fake beneficiaries and fraudulent transactions, has resulted in cumulative savings of INR1,78,396.65 crore (US\$25,485.2 million) across all schemes as of March 2020.

### **The Aadhaar Enabled Payment System (AePS): Biometric Authentication-Based Interoperable Payment System for Banking Transactions**

The National Payments Corporation of India (NPCI) introduced the Aadhaar Enabled Payment System (AePS) in 2016 to facilitate digital transactions linked to the JAM trinity. The AePS allows customers of Aadhaar-linked bank accounts to conduct financial transactions—namely, fund transfers, payments, cash deposits, withdrawals, and bank balance enquiries—through Aadhaar-based biometric authentication. Most often, AePS transactions take place via a BC using a micro-ATM device, which could be a smartphone/tablet/laptop/desktop attached to a biometric fingerprint scanner. This BC-assisted AePS-based transaction service, which allows cash-in–cash-out and fund transfers, is particularly useful for rural cash-driven geographies where customers lack the technological know-how and smartphones necessary to conduct digital transactions independently and the physical bank branch network is hard to access.

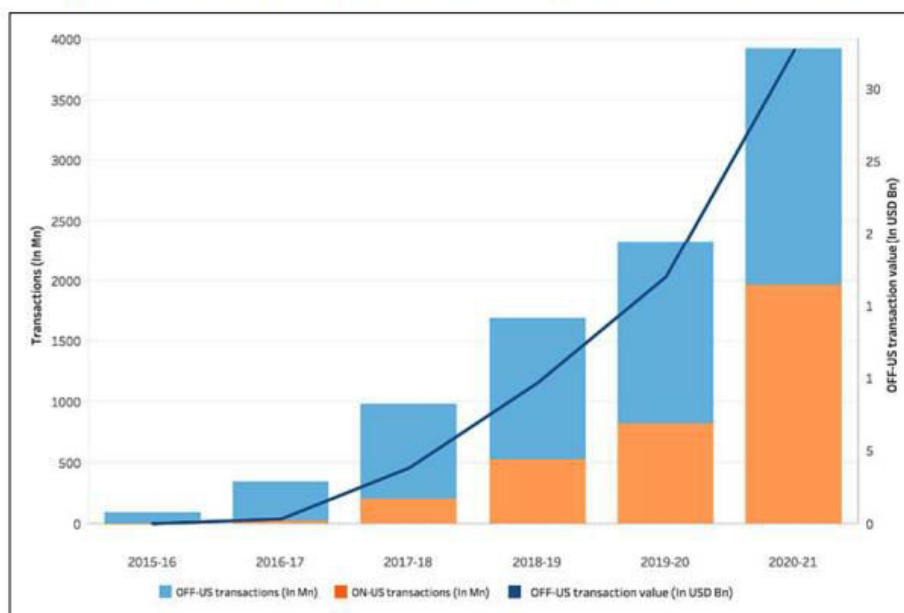
Harnessing digital technology has helped to resolve an age-old malaise whereby a single, simple hand-held device is able to allow transactions to/from and between multiple banks. The AePS platform supports interoperable, inter-bank or “OFF-US” transactions, for which the customer account may be at a different bank (issuing bank) from the BC’s banking partner (acquiring bank). By allowing OFF-US transactions and eliminating the dependence on a particular bank’s agent, this seemingly straightforward system has been a game changer in promoting financial inclusion.

In these cases, the issuing bank must pay an interchange fee to the acquiring bank for servicing its customers. “ON-US” transactions, on the other hand, are those for which both the issuing and the acquirer bank are the same (i.e., the agent and the customer belong to the same bank). This “interchange fee”-based revenue model provides an initial business case for banks to sustain investments in establishing and managing a distribution network of BCs. Several private sector banks, such as ICICI Bank, IDFC First Bank, FINO Payment Bank, Yes Bank, RBL, and so on, have collectively deployed thousands of BC agents in rural un(der)-banked villages to generate revenue through the interchange fee and allied incomes.

The AePS platform is the world’s largest payment integrated biometric system and has achieved astounding year-on-year growth since its launch in 2016 owing to exponential growth in OFF-US AePS transactions in the recent years despite the discontinuation of interbank AePS-based cash deposit facilities in 2018–19 (Figure 2). During the FY2020–21, 1946.3 million inter-bank transactions, 11 with a value of US\$32.29 billion/INR2,260.5 billion, took place over the AePS Micro-ATM platform. In comparison, public sector banks (PSU banks) have been slower to capitalize on this business potential and have deployed fewer agents of their own beyond the mandated numbers under government-led initiatives. While the BC model has unlocked a revenue stream and increased banking points for the acquiring banks (mostly private sector) in un(der)-banked areas, it has resulted in a larger outflow of funds from issuer banks (mostly PSU banks) in the form of “interchange” fees plus “switching costs” paid to the National Payment Corporation of India

(NPCI).<sup>12</sup> This has adversely affected some of the larger PSU banks that were already struggling to scale up their business operations due to their fragile financial health.

**Figure 2: Growth in the Value and Volume of AePS Transactions**



Note: Rural/urban disaggregated data are not available for both regular BC transactions and AePS transactions.  
Source: NPCI, AePS product statistics.

## Way Forward

The pandemic has highlighted the need for alternative/additional identity and transaction authentication systems to augment the capacity of the current AePS system, which requires biometric authentication linked to fingerprint scans. Field reports have pointed to both the reluctance of users to conduct transactions and the possibilities of transmission in the absence of regular disinfection given the “high-contact” nature of the solution. There is a need to explore alternative backup options and contactless solutions, including a simplified OTP system linked to the customer’s mobile number or authentication linked to iris and facial recognition technologies (IRFT) connected to the existing Aadhar database. While instituting these alternative technologies will be a welcomed demand- and supply-side solution, expanding and mainstreaming this solution will require both investments in hardware and a grievance redressal mechanism and systems to secure the privacy of customers.

Encouraging competition among banks in un(der)-banked rural areas and providing more products and services through the BC channel will help both to deepen financial inclusion and to support sustainable BC operations (Uzma and Pratihari 2019). For example, while some banks allow customers to open small-value recurring or fixed deposits electronically at the BC point, in most cases, the physical paper trail still needs to supplement this action. Banks also restrict the encashment and closure of such deposits for credit into the customers’ savings accounts (of small denominations) digitally through the BC channel. This inhibits the mobilization of savings in rural areas, especially among women. While institutional directions to improve the range of microbanking products and services for delivery through the BC channel could encourage customers to move beyond cash-in–cash-out services, a larger service offering would also improve the earnings stream for BC agents via increased commission.

## **OUR BUSINESS**

*The following information should be read together with the more detailed financial and other information contained in the sections “Risk Factors”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Restated Financial Statements” beginning on pages 20, 141 and 113, respectively. Some of the information in this section, including information with respect to our plans and strategies, contains forward looking statements that involve risks and uncertainties. You should read the section “Forward-Looking Statements” on page 15 for a discussion of the risks and uncertainties related to those statements. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

### **Business Overview**

Our company was originally incorporated on July 07, 2015 as a Private Limited Company in the name and style of Vedant Asset Advisors Private Limited under the provisions of the Companies Act, 2013 with the Registrar of Companies, Jharkhand. Subsequently, the name of our company was changed from Vedant Asset Advisors Private Limited to Vedant Asset Private Limited vide a fresh certificate of incorporation dated November 29, 2017 by Registrar of Companies, Jharkhand. Further, our company was converted into Public Limited Company vide special resolution passed by our shareholders at the Extra ordinary General Meeting held on April 28, 2022 and the name of the company was changed from Vedant Asset Private Limited to Vedant Asset Limited pursuant to issuance of Fresh Certificate of Incorporation dated June 03, 2022 by Registrar of Companies, Jharkhand. The Corporate Identification Number of our company U74900JH2015PLC003020.

Our company is engaged in the business as a Corporate Business Correspondents (BC) of Bank of India, Jharkhand Rajya Gramin Bank (JRGB) and Madhya Pradesh Gramin Bank (MPGB) and as Mutual Funds Distribution through a partner base of more than 350 Vedant Mitra partners working in various rural and semi-urban locations and handling more than 100 crores of assets under our Mutual fund distribution business. Our Vedant Mitra Kendra acts as Banking - Customer services Point (CSPs) to fulfil all the necessary banking requirements of the people, Adhaar enabled payment system, Direct Money Transfer (DMT), investment in Mutual Funds - mPOS, PAN related services, Insurance services, Loan services and recharge services along with Air, rail and Bus ticketing etc. We are also looking towards expanding our services in the field of disbursing Government DBT subsidies, Adhaar linked subsidies and providing essential services through our network of Vedant Mitra Kendra. We believe in taking the financial services to the last mile and in creating an aggressive business model both for our partners and Clients.

Our company has been promoted by Mr. Lallit Tripathi and Mrs. Priyanka Maheshwari who have an overall experience of around 25 years and 18 years respectively in the field of providing financial services, mutual fund distribution and financial distribution services. Under the leadership of our promoters and the guidance of our management we have carved ourselves as a complete financial solution provider for urban and rural markets and we are continually expanding our reach and market. Over the year our success has been recognized by many institutes like CNBC Hall of Fame Award for the year 2019, CNBC TV18 Best financial advisors award for East 2016, CNBC TV 18 Best financial advisor (IFA Up country East) 2017, One of the largest mobilization of AUM (Asset under management in Jharkhand), Wealth Forum Award for Highest Business Mobilization in Rest of East in 2015 etc.

Over the years and with the experience of our promoters we have emerged as a Financial Service Provider serving our partners and client providing financial services. Under our Corporate Banking Correspondent services, we are providing various Banking services in the rural, Semi-urban and urban parts of Jharkand and Madhya Pradesh. Our promoter Mr. Lallit Tripathi has worked very closely with ICICI Bank Ltd as a DSA and DCID in this region from 2002 to 2007 with the name of our proprietor firm ALMA technology and have achieved many milestones for the bank during the same period. As of now our company is associated with the Jharkhand Rajya Gramin Bank (JRGB), Bank of India and Madhya Pradesh Gramin Bank (MPGB) for providing the financial services. Under our mutual fund distribution business, we are currently acting as a broker for 22 different fund house with the AUM of over 100 crores of which ICICI Prudential Mutual Fund, Kotak Mutual Fund, Aditya Birla Sun Life Mutual Fund, SBI Mutual Fund and Axis Mutual Fund are some prominent names.

With the increased Government focus towards digitalization and digital banking, we focus to enhance our value proposition and planned to launch the Micro ATM (mATM services) which will enable the banking services in the rural and remote areas. The same will be undertaken through the application of the VedantPay which will be connected to the small machines i.e. mATM, through which people in the remote and rural areas which donot have banking facilities will be able to do banking transaction using this technology of withdrawing money. The customer can using their ATM, Debit and Credit card withdraw the money using the mATM machines through our partners. In this way the partner attached with Vedantpay can earn through the commission and take the Banking facilities to these remote and rural locations. The money given to the customer will get transferred to the bank account of the Partner through the UPI mechanism.

We intend to carve our future based on the success and prosperity of our clients and partners. We believe in being a distribution house with a sound support and technology Team. The Ranchi office is equipped with training rooms, back office area, support area to service our partners and clients.



**CBC partnership with BOI, JRGB & MPGB for Jharkhand and Madhya Pradesh region**



**350+ Vedant Mitra Kendra located in Jharkhand and Madhya Pradesh**



**100 Crore + Asset under management**



**Arrangement with 20+ different mutual funds under one roof**

## Financial Snapshot

For the year ended on March 31, 2022, 2021 & 2020 our total revenue as per Restated Financial Statements were Rs. 167.23 lakhs, Rs. 113.47 lakhs and Rs. 61.23 lakhs respectively. Further, our Profit before Tax for the year ended March 31, 2022, 2021 & 2020 as per Restated Financial Statements were Rs. 18.37 lakhs, Rs. 11.48 lakhs and Rs. 4.60 lakhs respectively.

## Our Location

<b>Registered Office</b>	3rd Floor, Gayways House, Pee Pee Compound Ranchi Jharkhand 834001 India.
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## Solutions we offer through our Vedant Mitra

Banking Services	Financial Services	Remittance services	Other Value added Services
<ul style="list-style-type: none"> <li>• Account Opening</li> <li>• Deposit/Withdrawl Services</li> <li>• Other Banking Services</li> </ul>	<ul style="list-style-type: none"> <li>• Mutual Fund investment</li> <li>• Insurance</li> <li>• Loan through Banks and NBFCs</li> </ul>	<ul style="list-style-type: none"> <li>• Adhaar enabled payment System</li> <li>• Direct Money Transfer services</li> <li>• Vedantpay (mATM)</li> </ul>	<ul style="list-style-type: none"> <li>• M-POS (PAN &amp; Adhaar)</li> <li>• Bill Payments &amp; recharge</li> <li>• Ticketing and Touring</li> </ul>

Details of the services offered through our Vedant Mitra Kendra are –

- 1. Banking Services** – Over the year we have opened more than 350 CSP i.e. Customer Service Center or we call them as Bank Mirta. These CSP center gives a complete banking service system. Services provided by the CSPs include Account opening, cash deposit, cash withdrawal, transaction, mini statement, linking account with Aadhaar etc. Account opening (savings), Account open (E-KYC /Jan-Dhan) (Zero Balance Account), Cash Deposit, Withdrawal, Fund Transfer, Non-Link Branch Transactions Cash Deposit -Withdrawal, Aadhar seeding. The bank mirta or CSP acts as a representative or agent of the bank and is appointed to provide banking services to the citizens. This is an opportunity to work with banks to provide banking services and the banks provide a commission for the services rendered.
- 2. Financial Services** – Choosing a financial planner may be one of the most important decisions towards financial goals. We provide the people with the facility to select the investment option in mutual fund through our ready-made portfolios, choose mutual fund AMC as per the customer needs and goals and based on recommendations. Apart from the mutual fund distribution services we also help the people in taking the insurance policies and help in obtaining financial assistance through banks. We provide all types of insurance through our CSP both Life and General insurance.

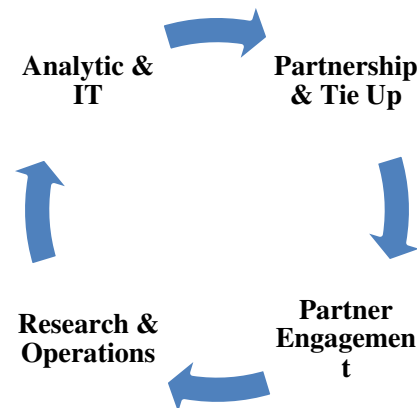


3. **Remittance Services** - AEPS (Aadhaar Enabled Payment System) is an Aadhaar-based payment system. Through which inter-financial banking transactions can be done easily. It has been developed by NPCI (National Payment Corporation of India) in consultation with Reserve Bank of India (RBI) and member banks. The aim of which is to provide banking services in the unbanked areas. Transaction has become very easy through this system. Now customers do not need to go to the bank to withdraw money and deposit. Direct Money Transfer (DMT) is a unique product that can be used to send money instantly to any Bank's account holder within India. The cash to account fund transfers will now be made easy with IPPB DMT services. Both these services are provided through our Vedant Mitra Kendra.
4. **Other Value-added Services** – The other value-added services include getting a new PAN CARD or get the old PAN CARD replaced, easily connect PAN CARD to Aadhaar card. Vedant Mitra also provides services like ticket service like Rail, aircraft, bus etc. tickets and other travel packages and also mobile prepaid and postpaid recharge, DTH recharge, wallet etc



## BUSINESS MODEL

The four key functions of our business model are –



1. **Partnership & Tie Up Group** – This function involves focus on motivating the people and Institutions to work with us. The team works with Individuals, Institutions, companies working with similar belief and ideas to promote Investments by providing them online tools and information's to make their Clients take their own informed decision. The aim is to provide an industry leading financial services and investment Solutions to make investment accessible and simple.
2. **Partners Engagement Team** – This function aims is to bring the best in our partners and associates by continuously engaging them at various levels. This function involves on-boarding of partners by providing them knowledge, certification and various tools and information required to work and excel in this area. Many times, online trainings and video learning content are

provided to keep them motivated and updated with the market. We also provide all support related services to be in this business of mutual funds so as to bring an unparalleled experience of working with us as our valued partners. The ultimate objective is to make investments a great experience for their clients.

3. **Research & Operations** - Research and Operations function thrives towards providing distinctive research of various Fund houses and bring the best fund suited for their clients. They also help the partners with all the tools and latest trends in the industry to excel in the business of mutual funds distribution. The operations team helps them in keeping them away from the work of client servicing and hence help them focus only on client acquisition. The Back end of the client needs is taken care by the operations team. The team provides critical enablers for delivery of high-quality solutions. The team also helps develop “standardized products”. The team leverages combination of primary and secondary sources, augmented with proprietary analyses to provide deep knowledge in financial services.
4. **Analytic & IT Group** – This function involves helping the partners with various business development models and solves any data or any business problems. The team brings deep experience in IT enabled solutions to provide Business partners with cutting edge technology required. Apart from this, the team engages with various IT and software companies to provide the best solutions for business growth of our partners.

## **AWARDS AND RECOGNITION**

Our promoter Mr. Lallit Tripathi have received the below mentioned awards and recognitions–

1. Winner of CNBC Hall of Fame Award for the year 2019.
2. Winner of CNBC TV18 Best financial advisors award for East 2016
3. Winner of CNBC TV 18 Best financial advisor (IFA Up country East) 2017
4. One of the largest mobilization of AUM (Asset under management in Jharkhand)
5. Past Member of India’s oldest stock exchange BSE for Equity and Debt.
6. Member of NSE MF and BSE Star MF for Online sales of mutual funds.
7. Wealth Forum Award for Highest Business Mobilization in Rest of East in 2015

## **OUR COMPETITIVE STRENGTH**

### ***1. Strong product tie ups and Multi-product support***

Over the years we have created strong relationships and tie-ups with different partners in the Banking and other sectors which help us to cater the different financial needs of the people in the region. In the Banking sector we are working with Jharkhand Rajya Gramin Bank (JRGB) as corporate BC since 20th, Aug, 2019, Bank of India Ranchi Zone since 12th Oct, 2020 and Bank of India Indore zone since 20th Jan, 2021 and recently we have also entered into agreement with Madhya Pradesh Gramin Bank (MPGB). Apart from the same have also entered into tie up agreements as Mutual fund distributors and Travel partners for providing the related services in the region. We are currently acting as brokers/distributors with 22 different Mutual funds and managing an AUM over 100 crores. We believe that these tie ups and support from different Banks and Mutual fund agencies have enabled us to expand our business operation.

### ***2. Single point solution***

Our Vedant Mitra Kendra offers many services and act as a single point solution to many financial needs of the people. The customers can visit the Vedant Mitra Kendra to solve the problems related to banking needs by acting as CSP to fulfil all the necessary banking requirements of the people, Aadhaar enabled payment system, Direct Money Transfer (DMT), investment in Mutual Funds - mPOS, PAN related services, Insurance services, Loan services and recharge services along with Air, rail and Bus ticketing. By providing multiple services at one place and at reasonable charges has enabled us to emerge as a single point solution for the different financial needs of the customers

### ***3. Technology & Integration Expertise:***

We make the best endeavour to provide the updated technology and best integration with the Banking servers and partner systems. We have created seamless connectivity Broadband Internet. For security purpose made User Policy in which authentication is required for each and every user of the server for secured and safe transactions. We have maintained Technology platform integrated with various banks & interoperable banking access, Biometric authentication enabling quick KYC and paper less banking, Integration with all partner systems across E Commerce, E-Governance, Insurance and Logistics. Apart from the above we provide technical support resources trained to handle day-to-day IT glitches and troubleshooting for seamless transaction.

#### **4. Team to support business Growth**

In our business model we focus on 4 key aspects i.e. Partnership & Tie Up, Partners Engagement, Research & Operations, Analytic & IT. The main aim is to bring the best in our team members by continuously engaging them at various levels. We also provide them knowledge, certification and various tools and information required to work and excel in this area. We have team of employees providing technical operational and sales services to our partners and clients.

#### **5. Experienced & Qualified Management Team**

The promoters of our company Mr. Lallit Tripathi and Mrs. Priyanka Maheshwari who have an overall experience of around 25 years and 18 years respectively in the field of providing financial services, mutual fund distribution and financial distribution services. Mr. Lallit Tripathi started Alma Technology as Business Associate of ICICI Bank. Loan Mela was his brainchild, which was first of its kind in this region. He has been awarded as best financial advisor by CNBC TV 18 for two consecutive years, i.e., 2016 & 2017. He has also received Hall of Fame by CNBC in 2019 for his efforts in Financial Distribution. Under the leadership of our promoters and the guidance of our management we have carved ourselves as a complete financial solution provider for urban and rural markets and we are continually expanding our reach and market.

### **OUR BUSINESS STRATEGIES**

#### **1. Expand our marketing and distribution network.**

Over a period of 7 years we have developed a partner base of more than 350 Vedant Mitra partners working in various rural and semi-urban location and handling more than 100 crores of asset under our Mutual fund distribution business. We believe that Jharkhand and the nearby region itself has a huge potential of expansion of our Vedant Mitra kendra considering the rural, semi-urban and urban areas. Thus, we strive to increase our base and network of Mitra Kendra in Rural, Urban and semi urban area where we believe that the market for financial services and other auxiliary services have a great potential.

#### **2. Focus on real time technical and operational support**

Over a period of 7 years we have developed a partner base of more than 350 Vedant Mitra partners working in various rural and semi-urban locations. We believe in providing the best technology and tool to our partners for complete financial solutions for their clients. We bring the best of both technology and physical presence to serve our clients and play the role of a mentor for our partners and provide them with training, support and technology so as to enable them with the edge of competing with their rivals and giving the best to the clients.

#### **3. Strengthen the brand name**

We intend to further increase the brand recognition through improved quality of services, communication and various initiatives for our partners and clients. The same would enhance the visibility of our brand name and enhance our position and image in the industry. With the strengthening of the brand name we can be trusted by the people in the areas over our competitors which can give us an advantage and more recognition from the customers and partners.

#### **4. Improving operational efficiencies:**

Our Company intends to improve operating efficiencies at both the company level and the partner level to achieve cost reductions to have a competitive edge over the peers. We will be addressing towards opening new Kendra, imparting knowledge and technical support to our partners so that best quality services are provided to the customers. Our employees are regularly motivated to increase efficiency with error free exercise. We believe that this can be done through continuous process improvements, knowledge enhancement and upgraded technology.

#### **5. Attract, train and retain Qualified Personnel**

We understand being related to the financial and technical sector we require staff who are capable of understanding the financial market and needs of the people and have technical knowledge to understand the new and latest technologies and services. With the increase in competition and new and improved technologies competition for qualified personnel is increasing and as we pursue greater growth opportunities, we seek to attract, train and retain qualified personnel by increasing our focus on attracting, retaining and training our staff.

### **CAPACITY AND CAPACITY UTILISATION**

Our company is engaged in service sector and hence capacity and capacity utilization are not applicable to our company.



## **EXPORT OBLIGATION**

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

## **PLANT & MACHINERY**

Since our Company is not involved in any manufacturing activities, we do not have any plant and machinery which is used in manufacture any product.

## **TRAINING & SUPPORT**

Training and support are very important functions of our organization. We make best endeavor to provide proper trainings to our staff and partners to make them aware of the latest developments in the financial matters. Also, we provide real time support to our partners both in matters related to the financial updates and the IT related services so that they can focus on client acquisition and remain updated. For providing training and support to the partners we have created distinct teams which providing different research of various Fund houses and bring the best fund suited for their clients. They also help the partners with all the tools and latest trends in the industry. We have also developed an IT team which helps the partners with various business development models and solves any data technology related issue.

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

In the normal course of our business, we have entered into the below mentioned collaborations/tie ups/ joint ventures agreements –

1. Jharkhand Rajya Gramin Bank (JRGB) as Corporate Business Correspondent.
2. Bank of India as Corporate Business Correspondent.
3. Madhya Pradesh Gramin Bank (MPGB) as Corporate Business Correspondent.
4. Partner with FINO Payments Bank limited
5. Partner with Jharkhand Rajya Gramin Bank (JRGB) for offline mutual fund distribution.
6. Partner with Wisdom Marketing Links (Partner of TRAVELOTHON) for providing travel solutions.

## **COMPETITION: -**

We work on franchise model and provide financial services through our partners. We face competition at two levels i.e., segment level and the partner's level. The segment level competition is the competition with the companies directly providing the financial services like different banks, mutual fund directly acquiring the clients. These companies are generally having larger resources and branding than that of our company. Second level is at the partner level where different companies are providing the CSPs and attracting the people to open them. This sector is fragmented and largely unorganised and is highly competitive.

We believe that we are able to distinguish ourselves from our competitors on the basis of our strong presence in the region, our established network and reputation, the locational convenience to our customers and the timeliness support and training. We also compete to acquire rights for major banks and fund houses across various verticals so that more competitive and better options can be provided to the partners. The availability of different services at one location will give a cutting edge over our competitors. We compete with various organised and unorganised players across the country. We compete against our competitors by establishing ourselves as a knowledge-based company with cordial relations with various partners, which enables us to provide our customers with better services and one stop solution for their different financial needs.

## **SALES AND MARKETING**

The efficiency of the marketing and sales network is critical success of our Company. Our success lies in the strength of our relationship with our partners & customers who have been associated with our Company. Our Company also endeavors to enter into collaboration agreements with new partners and brands based on our internal study and demand estimates so as to provide different financial services under one roof. We are also focusing on further market development in the rural & semi-urban areas which can help us in catering to the needs of different group of people. Our team through their vast experience and good rapport with clients, owing to timely and quality delivery of service, plays an instrumental role in creating and expanding a work platform for our Company.

## **INFRASTRUCTURE & UTILITIES: -**

### **Raw Materials**

Since our Company is not involved in any manufacturing activities, no raw materials are procured.

## Power

Power requirement for our business is sourced from the public supply utilities. Also, the power requirement by are partners are also sourced from the public supply services as the power requirement is very limited.

## Water

Water, for our Registered Office and at our partner's offices is mainly used for drinking and sanitation purposes and the same is in adequate supply from various public supply utilities in their respective locations

## Utilities

Our Office situated at Ranchi is well equipped with computer systems, internet connectivity, telecommunications equipment, security and other miscellaneous facilities which are required for our business operations to function smoothly. We also undertake and maintain necessary facilities are available at the partner's place for smooth running of the business.


## Human Resource:

We believe that our employees are key contributors to our business success and thus we focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business. As on July 31, 2022, our Company has employed 20 employees at various levels of the Organization.

## PROPERTY:

### Intellectual Property: -

The Details of trademark used by the Company is: -

S. No.	Brand name/ Logo Trademark/Copyright	Class	Trademark	Owner	Registration No. & Date	Status
1.	Trademark for Financial Services; Financial Affairs; Monetary Affairs; Financial Management; Financial Analysis; Financial Consultancy; Financial Information, Providing Financial Information via a website	36		Vedant Asset Private Limited	Trade Mark No. 4680271 dated September 30, 2020	Registered
2.	Word Mark for Financial Services, Financial Affairs, Monetary Affairs, Wealth Management And Corporate Treasury Services, Financial Consultancy, Portfolio Management Services; Banking Correspondence.	36	VEDANT ASSET	Vedant Asset Private Limited	Trade Mark No. 4756215 dated November 25, 2020	Opposed

### IMMOVABLE PROPERTY: -

Details of our immovable properties are as follows: -

Sr. No	Details of the Property	Actual Use	Owned/Leased/ License	Licensor/ Lessor/ Vendor/Landlord	Consideration/ Lease Rental/ License Fees
1.	3rd Floor, Gayways House, Pee Pee compound Ranchi, Jharkhand - 834001 India.	Registered Office	Rented	Mrs. Priyanka Maheshwari	This property has been taken by us on Lease from Mrs. Priyanka Maheshwari via Lease Agreement dated February 09, 2022 for 9 years at Lease of Rs. 40,000 p.m.

## **KEY INDUSTRIAL REGULATIONS AND POLICIES**

*The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that may be applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable.*

*The business of our Company requires, at various stages, the sanction of the concerned authorities under the relevant Central, State legislation and local bye-laws. The following is an overview of the important laws, regulations and policies which are relevant to our business in India. Certain information detailed in this chapter has been obtained from publications available in the public domain. The description of law, regulations and policies set out below are not exhaustive, and are only intended to provide general information to bidders and is neither designed nor intended to be a substitute for professional legal advice.*

*In addition to what has been specified in this Prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labour laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled “**Government and Other Approvals**” beginning on page no 152 of this Prospectus.*

Depending upon the nature of the activities undertaken by our Company the following are the various regulations applicable to our company

### **Industry specific regulations**

#### **SEBI Act**

The main legislation governing the activities in relation to the securities markets in India is the SEBI Act and the rules, regulations and notifications framed there under. The SEBI Act was enacted to provide for the establishment of SEBI whose function is to protect the interests of investors and to promote the development of, and to regulate, the securities market. The SEBI Act also provides for the registration and regulation of the function of various market intermediaries including stockbrokers, depository participants, merchant bankers, portfolio managers, investment advisers, and research analysts. Pursuant to the SEBI Act, SEBI has formulated various rules and regulations to govern the functions and working of these intermediaries. SEBI also issues various circulars, notifications and guidelines from time to time, amongst other things, in accordance with the powers vested with it under the SEBI Act. SEBI has the power to impose (i) monetary penalties under the SEBI Act and the regulations made there under, and (ii) penalties prescribed under various regulations, including suspending or cancelling the certificate of registration of an intermediary and initiating prosecution under the SEBI Act. Further, SEBI has the power to conduct inspection of all intermediaries in the securities market, including stock-brokers, sub-brokers, investment advisers, merchant bankers, underwriters, research analysts, to ensure, amongst others, that the books of account are maintained in the manner required in accordance with applicable law.

In addition to the SEBI Act, the key activities of our Company are also governed by the following acts, rules, regulations, notifications and circulars.

#### ***SEBI Circular on Mutual Fund Distributors***

SEBI by way of its circulars no. CIR No.10 / 310 /01 dated September 25, 2001, MFD/CIR/20/23230/2002 dated November 28, 2002, SEBI/MFD/CIR No.01/6693/03 dated April 3, 2003, SEBI/IMD/CIR No.2/254/04 dated February 4, 2004 and Cir / IMD / DF / 5 / 2010 dated June 24, 2010, has *amongst others* directed that (a) agents/ distributors of mutual fund units are required to obtain certification from the National Institute of Securities Markets (“NISM”) and registration from AMFI, (b) AMFI shall create a unique identity number of the employee/ relationship manager/ sales person of the distributor interacting with the investor for the sale of mutual fund products, in addition to the AMFI Registration Number (“ARN”) of the distributor.

SEBI by way of its circular no MFD/CIR/ 06/210/2002 dated June 26, 2002 provided that all distributors and agents of mutual funds units are required to follow the code of conduct for intermediaries of mutual funds provided therein.

SEBI by way of circular no. SEBI/IMD/DF/13/2011 dated August 22, 2011 has provided guidance on due diligence process to be conducted by AMCs on certain categories of distributors

SEBI by way of its circular on “*Facilitating transaction in mutual fund schemes through the stock exchange infrastructure*” bearing reference number CIR/IMD/DSA/32/2013 dated October 4, 2013, has permitted a mutual fund distributor registered with the Association of Mutual Funds in India (“**AMFI**”) and who has been permitted by BSE to be eligible to use the stock exchanges' infrastructure, to purchase and redeem mutual fund units directly from mutual fund and asset management companies (AMC), in addition to the existing channels of mutual funds distribution. The recognized stock exchange shall grant permission to a mutual fund distributor on a request made by a AMFI registered mutual fund distributor on the basis of criteria including fee, code of conduct as laid down by AMFI. Additionally, it clarified that a mutual fund distributor shall not handle payout and pay in of funds as well as units on behalf of investors. The recognized stock exchange shall put necessary system in place to ensure that pay in will be directly received by recognized clearing corporation and payout will be directly made to investor account. In the same manner, units shall be credited and debited directly from the demit account of investors. SEBI has also by way of its circulars bearing reference no. SEBI/HO/MRD/DSA/CIR/P/2016/113 dated October 19, 2016 and SEBI/HO/MRD1/DSAP/CIR/P/2020/29 dated February 26, 2020, permitted (a) investment advisers registered with SEBI to use infrastructure of the recognised stock exchanges to purchase and redeem mutual fund units directly from mutual fund and AMCs, on behalf of their clients, including direct plans; and (b) investors to directly access infrastructure of the recognized stock exchanges to purchase and redeem mutual fund units directly from mutual fund and AMCs.

SEBI by its circular on “*Categorization and Rationalization of Mutual Fund Schemes*”, bearing reference number SEBI/HO/IMD/DF3/CIR/P/2017/114 dated October 6, 2017 (“**SEBI Circular**”) has specified the framework for categorization and rationalization of mutual fund schemes. This circular is applicable to the open-ended schemes of the mutual funds, which are either existing, or are in the process of being launched, or draft of the scheme document has been filed/ will be filed with SEBI. Pursuant to the SEBI Circular the mutual fund schemes are classified under five groups, namely, equity schemes, debt schemes, hybrid schemes, solution oriented schemes and other schemes. These five groups collectively have 36 different categories of each of these schemes under them, details of which are provided in the SEBI Circular. Further, the investment objective, investment strategy and benchmark of each existing scheme, is required to be suitably modified to be aligned with these classifications.

In relation to investment universe for the equity schemes, the SEBI Circular has defined large cap, mid cap and small cap companies in terms of full market capitalization, as: (a) large cap to be in the range of 1st-100th; (b) mid cap falling under 101st-250th; and (c) small cap to be a company which is 251st onwards. In this regard, mutual funds will be required to adopt the list of stocks prepared by AMFI and in the event of any updation thereto, mutual funds will have to rebalance their portfolios as per the updated list, within a period of one month thereof. Further, SEBI by its circular on “*Asset Allocation of Multi Cap Funds*” bearing reference number SEBI/HO/IMD/DF3/CIR/P/2020/172, dated September 11, 2020, has partially modified the scheme characteristics of multi cap funds, such that requirement for minimum investment in equity and equity related instruments has been increased from 65 per cent. to 75 per cent. of the total assets, with minimum investment of 25 per cent. of the respective total assets in equity and equity related instruments of large cap, mid cap and small cap companies, each. Further, SEBI by its circular on “*Introduction of , each. Further, SEBI by its circu under Equity Schemes*” bearing reference number SEBI/HO/IMD/DF3/CIR/P/2020/228, dated November 6, 2020, has introduced a new category of scheme named “*Flexi Cap Fund*” under equity schemes which requires to make a minimum investment in equity and equity related instruments of 65% of total assets of the scheme and will be an open ended dynamic equity scheme investing across large cap, mid cap, small cap stocks.

SEBI by its circular on “*Total Expense Ratio (TER) and Performance Disclosure for Mutual Funds*” bearing reference number SEBI/HO/IMD/DF2/CIR/P/2018/137, dated October 22, 2018 provided that all scheme related expenses including commission paid to distributors is required to necessarily be paid from the scheme only within the regulatory limits and not from the books of the AMC, its associate, sponsor, trustee or any other entity through any route and that the AMCs should adopt full trail model of commission in all schemes without payment of any upfront commission to mutual fund distributors. Further, SEBI by its circular on “*Review of Commission, Expenses, Disclosure norms etc. –ommission, Exp*” bearing reference number SEBI/HO/IMD/DF2/CIR/P/2019/42 dated March 25, 2019 carved out for upfronting of trail commission for inflows through systematic investment plans from new investors to the mutual fund industry.

### ***Insider Trading Regulations***

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, (“**Insider Trading Regulations**”) prohibits subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, or deal in any securities by an insider on the basis of having possession or access to the unpublished price sensitive information (“**UPSI**”) of a listed entity. An insider is a person who is connected with the company and is reasonably expected to have certain price sensitive information in respect of the securities of the company or has received or has access to certain UPSI. In accordance with the Insider Trading Regulations, no insider shall communicate, provide, or allow access to any UPSI, relating to a company or securities listed or proposed to be listed, to any person. Any information is referred to as price sensitive information if it is likely to materially affect the price of the securities of the company to which it relates.

The Insider Trading Regulations essentially prescribes a model code of conduct to be followed by all companies and organizations associated with the securities markets. Under the Insider Trading Regulations, all listed companies and organizations associated with

the securities market including, amongst other, intermediaries as defined under the SEBI Act, AMCs, trustees of mutual funds are under an obligation to formulate certain internal procedures and conduct following the model code of conduct as provided under the Insider Trading Regulations, by adopting the minimum standards set out in the relevant schedules and will further abide with the code of corporate disclosure practices.

Through amendments issued on December 31, 2018 and July 17, 2020 (the “**Amendments**”) SEBI has provided for stricter norms pursuant to the report of the Committee on Fair Market Conduct. In terms of the Amendments, every listed or proposed to be listed company is required to maintain a digital database containing the names of all persons with whom UPSI is shared, names of all persons who have shared UPSI and the nature of UPSI. A “proposed to be listed company” includes securities of an unlisted company, (i) if such unlisted company has filed offer documents or other documents, as the case may be, with SEBI, stock exchange(s) or registrar of companies in connection with the listing; or (ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013. The board of directors of a listed company is required to make a policy for determination of ‘legitimate purposes’ as a part of the Code of Fair Disclosures and Conduct. The Amendments have permitted the sharing of UPSI in the ordinary course of business with an indicative list of persons, provided that such information has not been shared to evade or circumvent the provisions of the Insider Trading Regulations.

### ***AMFI Directions***

AMFI issues circulars from time to time to its members on various aspects relating to distribution of mutual fund schemes by distributors.

### **Stock Exchange Rules, Regulation, Bye laws and Notices issued from time to time**

Being a trading and clearing member of BSE, NSE, MCX, NCDEX and MSEI, we are governed by the rules and regulations, bye laws and notices of such exchanges, as amended from time to time. The relevant exchange is empowered under the SCRA to make its own bye laws and rules to deal with its members and regulations to govern/ regulate the relations between the members and the constituents. Further, the SEBI Master Circular dated December 16, 2016 regarding stock exchanges and clearing corporations provides for, amongst other things, the manner of trading, trading software and technology, settlement, exchange traded derivatives, the administration of stock exchanges and client-broker dispute resolution mechanism. Stock exchanges may undertake inspection of stock brokers based on the inspection policy specified by SEBI.

### **SEBI Mutual Funds Regulations and AMFI Guidelines**

The SEBI Mutual Funds Regulations govern the law pertaining to the business of mutual funds in India. SEBI has made it mandatory for all mutual funds to appoint agents/distributors who are registered with AMFI. In case of firms/companies, the requirement of certification from National Institute of Securities Markets is made applicable to the persons engaged in sales or distribution of mutual fund products.

AMFI has issued guidelines for intermediaries in consonance with the SEBI Master Circular for Mutual Funds dated July 10, 2018. The primary objective of the AMFI Guidelines is to ensure that mutual fund intermediaries do not use unethical means to sell, market or induce any investor to buy units of their scheme(s) and mobilize funds on the strength of professional fund management and good practices. The AMFI Guidelines are mandatory and all such intermediaries are required to strictly comply with the code of conduct prescribed by AMFI.

### **RBI Act**

The RBI Act provides for registration criteria for a non-banking financial company. Further, it provides for a specific maintenance of percentage of assets by every non-banking financial company and creation of a reserve fund. The Reserve Bank of India Act regulates the issue of a prospectus or advertisement soliciting deposits of money from the public by any nonbanking financial corporation. It lays down the powers and duties of an auditor to ensure non-banking financial company furnishes all statements, information and particulars as required by law. RBI has the power to file winding up petition against a non-banking financial company and impose appropriate penalties in cases of failure of registration of a non-banking financial company.

### **IRDAI Registration of Corporate Agents Regulations**

Corporate agents are granted a certificate of registration by IRDAI in accordance with the IRDAI Registration of Corporate Agents Regulations. A corporate agent is permitted to act as a corporate agent for a maximum of three life, three general and three health insurers and is required to adopt a board policy on the same. The corporate agents are required to adhere to a code of conduct on soliciting and servicing of insurance policies as prescribed by these regulations. IRDAI has the power to inspect records of corporate agents, and review performance of their activities and initiate disciplinary action, in case of deficiencies.

## **Companies Act, 2013**

The Companies Act, 2013 deals with incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The provisions of this act shall also apply to banking companies, companies engaged in generation or supply of electricity and any other company governed by any special act for the time being in force. A company can be formed by seven or more persons in case of public company and by two or more persons in case of private company. A company can even be formed by one person i.e. One Person Company. The provisions relating to formation and allied procedures are mentioned in the act.

### **Payment aggregator and gateway services**

The Company currently provides payment gateway services and earlier also provided payment aggregator services in accordance with the Directions for opening and operation of Accounts and settlement of payments for electronic payment transactions involving intermediaries dated November 24, 2009, issued by the RBI (“Intermediary Guidelines”). In relation to the payment aggregator services, our Company was required to separate such services from our other services in accordance with the Guidelines on Regulation of Payment Aggregators and Payment Gateways, 2020, as amended (“Payment Aggregators Guidelines”).

## **Information Technology Act, 2002 (“Information Technology Act”)**

The Information Technology Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The Information Technology Act empowers the Government of India to formulate rules with respect to reasonable security practices and procedures and sensitive personal data. In exercise of this power, the Department of Information Technology, Ministry of Electronics and Information Technology, Government of India on April 11, 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (“IT Security Rules”) which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. Under the IT Security Rules, sensitive personal data is defined to include personal information relating to passwords, financial information, medical records, and biometric information and so on. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

## **The Consumer Protection Act, 2019,**

As amended, along with the Consumer Protection (E-Commerce) Rules, 2020 (“E-commerce Rules”), regulate matters relating to consumer rights, unfair trade practices and false or misleading advertising, and also establish regulatory authorities where our customers can file complaints for investigation and adjudication. The rules impose obligations on marketplace and inventory ecommerce entities and sellers relating to the conduct of business and disclosure of information. Recently, the Government of India proposed certain amendments to the E-commerce Rules which, if notified, among others, provide for the registration of e-commerce entities and prescribe certain restrictions in relation to flash sales, listing of related and associated parties as sellers and mis-selling of goods and services. The customers of our banking and wallet business can additionally approach the banking ombudsman for redressal of their grievances including grievances in relation to mobile banking and electronic banking services. The banking ombudsman facilitates the settlement of complaints by agreement or through conciliation and mediation between the parties or by passing an award. In addition to the above, our company is regulated by several other laws and regulations in relation to consumer protection, including the RBI Master Circular on Customer Service in Banks, 2015 and circulars issued by the RBI such as the Customer Protection – Limiting Liability of Customers in Unauthorized Electronic Banking Transactions, 2017 and Harmonisation of Turn Around Time (TAT) and Customer Compensation for Failed Transactions using Authorised Payment Systems, 2019.

### **Prevention of Money Laundering**

In terms of the provisions of the PMLA and the Prevention of Money Laundering (Maintenance of Records) Rules, 2005, companies are required to follow certain customer identification procedures while undertaking a transaction either by establishing an account based relationship or otherwise by monitoring their transactions. In this regard, SEBI has also issued the master circular dated October 15, 2019 setting out guidelines on anti-money laundering standards and combating the financing of terrorism and obligations of securities market intermediaries under the PMLA and rules framed there under.

## **Tax Related Legislations:**

### **Taxation laws Income-Tax Act, 1961**

The government of India imposes an income tax on taxable income of all persons including individuals, Hindu Undivided Families (HUFs), companies, firms, association of persons, and body of individuals, local authority and any other artificial judicial person. Levy of tax is separate on each of the persons. The levy is governed by the Indian Income Tax Act, 1961. The Indian Income Tax Department is governed by CBDT and is part of the Department of Revenue under the Ministry of Finance, Govt. of India. Income tax is a key source of funds that the government uses to fund its activities and serve the public. The quantum of tax determined as per the statutory provisions is payable as:

- a) Advance Tax;
- b) Self Assessment Tax;
- c) Tax Deducted at Source (TDS);
- d) Tax Collected at Source (TCS);
- e) Tax on Regular Assessment.

### **Goods and Services Tax**

Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central and State Governments. It was introduced as The Constitution (One Hundred and First Amendment) Act, 2017 and is governed by the GST Council. GST provides for imposition of tax on the supply of goods or services and will be levied by Centre on intra-state supply of goods or services and by the States including Union territories with legislature/ Union Territories without legislature respectively. A destination-based consumption tax GST would be a dual GST with the center and states simultaneously levying tax with a common base. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), State Goods and Services Tax Act, 2017 (SGST), Union Territory Goods and Services Tax Act, 2017 (UTGST), Integrated Goods and Services Tax Act, 2017 (IGST) and Goods and Services Tax (Compensation to States) Act, 2017 and various rules made thereunder. It replaces following indirect taxes and duties at the central and state levels:

Central Excise Duty, Duties of Excise (Medicinal and Toilet Preparations), additional duties on excise– goods of special importance, textiles and textile products, commonly known as CVD – special additional duty of customs, service tax, central and state surcharges and cesses relating to supply of goods and services, state VAT, Central Sales Tax, Luxury Tax, Entry Tax (all forms), Entertainment and Amusement Tax (except when levied by local bodies), taxes on advertisements, purchase tax, taxes on lotteries, betting and gambling.

### **Professional Tax**

The professional tax slabs in India are applicable to those citizens of India who are either involved in any profession or trade. The State Government of each State is empowered with the responsibility of structuring as well as formulating the respective professional tax criteria and is also required to collect funds through professional tax. The professional taxes are charged on the incomes of individuals, profits of business or gains in vocations. The professional tax is charged as per the List II of the Constitution. The professional taxes are classified under various tax slabs in India. The tax payable under the State Acts by any person earning a salary or wage shall be deducted by his employer from the salary or wages payable to such person before such salary or wages is paid to him, and such employer shall, irrespective of whether such deduction has been made or not when the salary and wage is paid to such persons, be liable to pay tax on behalf of such person and employer has to obtain the registration from the assessing authority in the prescribed manner. Every person liable to pay tax under these Acts (other than a person earning salary or wages, in respect of whom the tax is payable by the employer), shall obtain a certificate of enrolment from the assessing authority.

### **EMPLOYMENT AND LABOUR LAWS:**

#### ***Payment of Wages Act, 1936***

The main object of the Act is to eliminate all malpractices by laying down the time and mode of payment of wages as well as securing that the workers are paid their wages at regular intervals, without any unauthorised deductions. In order to enlarge its scope and provide for more effective enforcement the Act is empowering the Government to enhance the ceiling by notification in future and to ensure a speedy and effective remedy to them against unauthorized deductions and/or unjustified delay caused in paying wages to them. The Act extends to the whole of India.

#### ***Employees' Provident Fund and Miscellaneous Provisions Act, 1952 ("the EPF Act") and the Employees Provident Fund Scheme, 1952***

The EPF Act is applicable to an establishment employing more than 20 employees and as notified by the government from time to time. All the establishments under the EPF Act are required to be registered with the appropriate Provident Fund Commissioner. Also, in accordance with the provisions of the EPF Act, the employers are required to contribute to the employees' provident

fund the prescribed percentage of the basic wages, dearness allowances and remaining allowance (if any) payable to the employees. The employee shall also be required to make the equal contribution to the fund. The Central Government under Section 5 of the EPF Act (as mentioned above) frames Employees Provident Scheme, 1952.

#### ***Employees Deposit Linked Insurance Scheme, 1976***

The scheme shall be administered by the Central Board constituted under section 5A of the EPF Act. The provisions relating to recovery of damages for default in payment of contribution with the percentage of damages are laid down under Section 8A of the act. The employer falling under the scheme shall send to the Commissioner within fifteen days of the close of each month a return in the prescribed form. The register and other records shall be produced by every employer to Commissioner or other officer so authorized shall be produced for inspection from time to time. The amount received as the employer's contribution and also Central Government's contribution to the insurance fund shall be credited to an account called as "Deposit-Linked Insurance Fund Account."

#### ***The Employees' Pension Scheme, 1995***

Family pension in relation to this act means the regular monthly amount payable to a person belonging to the family of the member of the Family Pension Fund in the event of his death during the period of reckonable service. The scheme shall apply to all the employees who become a member of the EPF or PF of the factories provided that the age of the employee should not be more than 59 years in order to be eligible for membership under this act. Every employee who is member of EPF or PF has an option of the joining scheme. The employer shall prepare a Family Pension Fund contribution card in respect of the entire employee who is member of the fund.

#### ***Workmen's Compensation Act, 1923***

The Workmen's Compensation Act, 1923 provides that if personal injury is caused to a workman by accident during his employment, his employer would be liable to pay him compensation. However, no compensation is required to be paid (i) if the injury does not disable the workman for more than three days, (ii) where the workman, at the time of injury, was under the influence of drugs or alcohol or (iii) where the workman wilfully disobeyed safety rules.

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

The Payment of Bonus Act, 1965 imposes statutory liability upon the employers of every establishment in which 20 or more persons are employed on any day during an accounting year to pay bonus to their employees. It further provides for payment of minimum and maximum bonus and linking the payment of bonus with the production and productivity.

The Act shall apply to every factory, mine plantation, port and railway company; to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a State, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; such other establishments or class of establishments, in which ten or more employees are employed, on any day of the preceding twelve months, as the Central Government, may by notification, specify in this behalf. A shop or establishment to which this act has become applicable shall be continued to be governed by this act irrespective of the number of persons falling below ten at any day.

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

Under the Payment of Gratuity Act, 1972, an employee in a factory or any other establishment in which 10 or more than 10 persons are employed on any day during an accounting year who is in continuous service for a period of five years notwithstanding that his service has been interrupted during that period by sickness, accident, leave, absence without leave, lay-off, strike, lock-out or cessation of work not due to the fault of the employee is eligible for gratuity upon his retirement, superannuation, death or disablement.

#### ***Minimum Wages Act, 1948 ("MWA")***

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Under the MWA, every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, manual or clerical in any employment listed in the schedule to the MWA, in respect of which minimum rates of wages have been fixed or revised under the MWA. Construction of Buildings, Roads, and Runways are scheduled employments. It prescribes penalties for non-compliance by employers for payment of the wages thus fixed.

#### ***Maternity Benefit Act, 1961***



The Maternity Benefit Act, 1961 provides for leave and right to payment of maternity benefits to women employees in case of confinement or miscarriage etc. The act is applicable to every establishment which is a factory, mine or plantation including any such establishment belonging to government and to every establishment of equestrian, acrobatic and other performances, to every shop or establishment within the meaning of any law for the time being in force in relation to shops and establishments in a state, in which ten or more persons are employed, or were employed, on any day of the preceding twelve months; provided that the state government may, with the approval of the Central Government, after giving at least two months' notice shall apply any of the provisions of this act to establishments or class of establishments, industrial, commercial, agricultural or otherwise.

#### ***Equal Remuneration Act, 1979***

The Equal Remuneration Act 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith. The act was enacted with the aim of state to provide Equal Pay and Equal Work as envisaged under Article 39 of the Constitution.

#### ***Child Labour Prohibition and Regulation Act, 1986***

The Child Labour Prohibition and Regulation Act 1986 prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Employment of Child Labour in our industry is prohibited as per Part B (Processes) of the Schedule.

#### ***Trade Union Act, 1926 and Trade Union (Amendment) Act, 2001***

Provisions of the Trade Union Act, 1926 provides that any dispute between employers and workmen or between workmen and workmen, or between employers and employers which is connected with the employment, or non-employment, or the terms of employment or the conditions of labour, of any person shall be treated as trade dispute. For every trade dispute a trade union has to be formed. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

#### ***Contract Labour (Regulation and Abolition) Act, 1970***

The Company is regulated by the provisions of the Contract Labour (Regulation and Abolition) Act, 1970 (CLRA) which requires the Company to be registered as a principal employer and prescribes certain obligations with respect to welfare and health of contract labour. The CLRA vests responsibility in the principal employer of an establishment, to which the CLRA applies, to make an application to the concerned officer for registration of the concerned establishment. In the absence of such registration, contract labour cannot be employed in the concerned establishment. Likewise, every contractor, to whom the CLRA applies, is required to obtain a license and may not undertake or execute any work through contract labour except under and in accordance with the license issued. To ensure the welfare and health of the contract labour, the CLRA imposes certain obligations on the contractor in relation to establishment of canteens, rest rooms, drinking water, washing facilities, first aid, other facilities and payment of wages. However, in the event the contractor fails to provide these amenities, the principal employer is under an obligation to provide these facilities within a prescribed time period. Penalties, including both fines and imprisonment, may be levied for contravention of the provisions of the CLRA.

#### ***The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013***

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

#### ***Industrial Disputes Act, 1947 ("ID Act") and Industrial Dispute (Central) Rules, 1957***

The ID Act and the Rules made thereunder provide for the investigation and settlement of industrial disputes. The ID Act was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond prescribed amount may not generally be afforded statutory

benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman. The ID Act includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock-outs, closures, lay- offs and retrenchment.

### ***The Occupational Safety, Health and Working Conditions Code, 2020 (the “Occupational Conditions Code”)***

The Occupational Conditions Code received the assent of the President of India on September 28, 2020 and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979 and the Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996. The Occupational Conditions Code proposes to provide for, among other things, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.

### ***The Industrial Relations Code, 2020***

The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government.

### **Other Labour law legislations:**

The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers’ rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

- i. Child Labour (Prohibition and Regulation) Act, 1986
- ii. Transgender Persons (Protection of Rights) Act, 2019
- iii. Equal Remuneration Act, 1976
- iv. Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959
- v. The Code on Wages, 2019\*
- vi. The Code on Social Security, 2020\*\*
- vii. Various state shops and establishments legislations

*\*The GoI enacted ‘The Code on Wages, 2019’ which received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the GoI brought into force sections 42(1), 42(2), 42(3), 42(10), 42(11), 67(2)(s), 67(2)(t) (to the extent that they relate to the Central Advisory Board) and 69 (to the extent that it relates to sections 7, 9 (to the extent that they relate to the GoI) and 8 of the Minimum Wages Act, 1986)) of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.*

*\*\*The GoI enacted ‘The Code on Social Security, 2020’ which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the GoI. It proposes to subsume several separate legislations including the Employee’s Compensation Act, 1923, the Employees’ State Insurance Act, 1948, the Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Building and Other Construction Workers’ Welfare Cess Act, 1996 and the Unorganised Workers’ Social Security Act, 2008.*

### **INTELLECTUAL PROPERTY LEGISLATIONS:**

In-general the Intellectual Property Rights includes but is not limited to the following enactments:

- i. The Patents Act, 1970
- ii. Indian Copyright Act, 1957
- iii. The Trademarks Act, 1999

### ***Indian Patents Act, 1970***

A patent is an intellectual property right relating to inventions and is the grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling, importing the patented product or process producing that product. The term invention means a new product or process involving an inventive step capable of industrial application.

### ***The Copyright Act, 1957***

Copyright is a right given by the law to creators of literary, dramatic, musical and artistic works and producers of cinematograph films and sound recordings. In fact, it is a bundle of rights including, inter alia, rights of reproduction, communication to the public, adaptation and translation of the work. There could be slight variations in the composition of the rights depending on the work.

### ***The Trade Marks Act, 1999 ( the “Trade Marks Act”)***

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

### **OTHER LAWS:**

#### ***Municipality Laws***

Pursuant to the Seventy Fourth Amendment Act, 1992, the respective State Legislatures in India have the power to endow the Municipalities (as defined under Article 243Q of the Constitution of India) with the power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India which includes regulation of public health. The respective States of India have enacted laws empowering the Municipalities to regulate public health including the issuance of a health trade license for operating eating outlets and implementation of regulations relating to such license along with prescribing penalties for non-compliance.

#### ***Police Laws***

The State Legislatures in India are empowered to enact laws in relation to public order and police under Entries 1 and 2 of the State List (List II) to the Constitution of India. Pursuant to the same the respective States of India have enacted laws regulating the same along with prescribing penalties for non-compliance.

#### ***Approvals from Local Authorities***

Setting up of a Factory or Manufacturing/Housing unit/Establishments entails the requisite Planning approvals to be obtained from the relevant Local Panchayat(s) outside the city limits and appropriate Metropolitan Development Authority within the city limits. Consents from the state Pollution Control Board(s), the relevant state Electricity Board(s), the State Excise Authorities, Sales Tax, are required to be obtained before commencing the building of a factory or the start of manufacturing operations.

### ***The Indian Contract Act, 1872***

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

### ***Transfer of Property Act, 1882***

The transfer of property is governed by the Transfer of Property Act, 1882 (“T.P. Act”). The T.P. Act establishes the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

### ***Registration Act, 1908***

The Registration Act, 1908 ("Registration Act") has been enacted with the object of providing public notice of execution of documents affecting a transfer of interest in property. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding one year or reserving a yearly rent. Section 18 of the Registration Act provides for non-compulsory registration of documents as enumerated in the provision.

### ***The Negotiable Instruments Act, 1881(NI Act)***

In India, the laws governing monetary instruments such as cheques are contained in the NI Act, which is largely a codification of the English Law on the subject. To ensure prompt remedy against defaulters and to ensure credibility of the holders of the negotiable instrument a criminal remedy of penalty was inserted in Negotiable Instruments Act, 1881 in form of the Banking, Public Financial Institutions and Negotiable Instruments Laws (Amendment), 1988 which were further modified by the Negotiable Instruments (Amendment and Miscellaneous Provisions) Act, 2002. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid.

### ***Bureau of Indian Standards Act, 2016 (the "BIS Act")***

BIS Act was notified on March 22, 2016 and came into effect from October 12, 2017. The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. It has broadened BIS's ambit and allows Central Government to make it mandatory for certain notified goods, articles, processes etc. to carry standard mark.

### ***FEMA Regulations***

As laid down by the FEMA Regulations, no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the automatic route within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations") & Foreign Exchange Management (Non-debt Instruments) Rules, 2019 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Industrial Policy and Promotion, Ministry of Commerce & Industry, Government of India.

### ***The Arbitration & Conciliation Act, 1996***

The Arbitration and Conciliation Act, 1996 is an act to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation and for matters connected therewith or incidental thereto. It aims at streamlining the process of arbitration and facilitating conciliation in business matters. The Act recognizes the autonomy of parties in the conduct of arbitral proceedings by the arbitral tribunal and abolishes the scope of judicial review of the award and minimizes the supervisory role of Courts. A significant feature of the Act is the appointment of arbitrators by the Chief Justice of India or Chief Justice of High Court. The Chief Justice may either appoint the arbitrator himself or nominate a person or Institution to nominate the arbitrator. The autonomy of the arbitral tribunal has further been strengthened by empowering them to decide on jurisdiction and to consider objections regarding the existence or validity of the arbitration agreement.

### ***The Code of Criminal Procedure Code, 1973***

It is the main legislation on procedure for administration of substantive criminal law in India. It was enacted in 1973 and came into force on 1st April, 1974. It provides the machinery for the investigation of crime, apprehension of suspected criminals, collection of evidence, determination of guilt or innocence of the accused person and the determination of punishment of the guilty. Criminal law occupies a pre-dominant place among the agencies of social control and is regarded as a formidable weapon that society has forged to protect itself against anti-social behaviour. The law of criminal procedure is meant to be complimentary to criminal law. It is intended to provide a mechanism for the enforcement of criminal law. The Code of Criminal Procedure creates the necessary machinery for apprehending the criminals, investigating the criminal cases, their trials before the criminal courts and

imposition of proper punishment on the guilty person. The Code enumerates the hierarchy of criminal courts in which different offences can be tried and then it spells out the limits of sentences which such Courts are authorized to pass.

The law of criminal procedure is intended to provide a mechanism for the enforcement of criminal law. Without the proper procedural law the substantive criminal law which defines offences and provides punishment for them would be almost worthless.

### ***The Code of Civil Procedure, 1908***

The Code of Civil Procedure, 1908 is a procedural law related to the administration of civil proceedings in India. The Civil Procedure Code consolidates and amends the law relating to the procedure of the Courts of Civil jurisdiction. The Code of Civil Procedure is an adjective law it neither creates nor takes away any right. It is intended to regulate the procedure to be followed by Civil Courts. The Civil Procedure Code consists of two parts. 158 Sections form the first part and the rules and orders contained in Schedule I form the second part. The object of the Code generally is to create jurisdiction while the rules indicate the mode in which the jurisdiction should be exercised.

The Code does not affect any special or local laws nor does it supersede any special jurisdiction or power conferred or any special form of procedure prescribed by or under any other law for the time being in force. The Code is the general law so that in case of conflict between the Code and the special law the latter prevails over the former. Where the special law is silent on a particular matter the Code applies, but consistent with the special enactment.

## **HISTORY AND CORPORATE STRUCTURE**

### **Brief History of our Company:**

Our Company was originally incorporated as a Private Limited Company under the name “Vedant Asset Advisors Private Limited” on July 7, 2015 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Jharkhand. Subsequently, the name of our Company was changed from Vedant Asset Advisors Private Limited to Vedant Asset Private Limited and a Fresh Certificate of Incorporation was issued by the Registrar of Companies, Jharkhand on November 29, 2017.

Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on April 28, 2022 our company was converted into a Public Limited Company and consequently the name of our Company was changed from “Vedant Asset Private Limited” to “Vedant Asset Limited” vide a fresh Certificate of Incorporation dated June 3, 2022 issued by the Registrar of Companies, Jharkhand, bearing CIN U74900JH2015PLC003020.

Mr. Lallit Tripathi and Mrs. Priyanka Maheshwari were the initial subscribers to the Memorandum of Association of our Company.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major Vendors and suppliers, please refer the sections titled **“Our Business”**, **“Industry Overview”**, **“Our Management”**, **“Financial information of the Company”** and **“Management’s Discussion and Analysis of Financial Condition and Results of Operations”** on pages 75, 69, 96, 113 and 141 respectively of this Prospectus.

### **Address of the Registered Office:**

<b>Registered Office</b>	3rd Floor, Gayways House, Pee Pee Compound Ranchi Jharkhand 834001 India
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### **Changes in Registered Office of the Company since Incorporation:**

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

### **Main Objects of our Company:**

The main objects of our Company as contained in our Clause III(1) of Memorandum of Association of our Company are as follows:

1. To carry on the business of advisors of wealth and management of the same, offering the entire spectrum of wealth management and corporate treasury services, work with investors both in the- Private Wealth Management and Institutional domain, providing unbiased advice & services using a wide range of financial products across asset classes, facilitate the buying and selling of financial securities between a buyer and a seller, serve a clientele of investors who trade public stocks and other securities, entrust with the responsibility of researching the markets to provide appropriate recommendations and in so doing they direct the actions of pension fund managers and portfolio managers alike, offer margin loans for certain approved clients to purchase investments on credit, subject to agreed terms and conditions.
2. To carry on the business of Corporate Banking Correspondent and to act as a Direct Sales Agent, Development Marketing and Execution of Fintech Application, Financial Management and Solution provider to facilitate basic banking services like account opening, deposits, withdrawals, fund transfers, fixed deposits, credit cards, loans, life insurance and other banking services to the customers at their door step.

### **Amendments to the Memorandum of Association of our Company:**

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

<b>Date of Meeting</b>	<b>Type of Meeting</b>	<b>Amendments</b>
June 30, 2020	EGM	Alteration in the Object Clause of the Company by Insertion of new sub clause III (2) after the existing sub clause III (1) in the Main Object Clause of the Memorandum of Association of the Company.
November 05, 2020	EGM	Increase in the Authorized share Capital of the Company from `1.00 Lakhs divided into 1,000 Equity Shares of `100/- each to `100.00 Lakhs divided into 1,00,000 Equity Shares of `100/- each.
December 05, 2020	EGM	Increase in the Authorized share Capital of the Company from `100.00 Lakhs divided into 1,00,000 Equity Shares of `100/- each to `300.00 Lakhs divided into 3,00,000 Equity Shares of `100/- each.
February 9, 2022	AGM	Sub-division of Face value of Equity Shares of the Company from Rs.100/- per Equity Share to Rs.10/- per Equity Share and consequent alteration to the Capital Clause i.e. Clause V of the Memorandum of Association.

### Adopting new Articles of Association of the Company:

Our Company has adopted a new set of Articles of Association of the Company in accordance with applicable provisions of the Companies Act 2013 in the Annual General Meeting of the Company dated April 28, 2022.

### Key Events and Milestones:

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

Year/F.Y.	Key Events / Milestone / Achievements
2015	Incorporation of the Company
2019	Empanelled with JRGB as Corporate Business Correspondent
2020	Empanelled with Bank of India Ranchi as Corporate Business Correspondent
2021	Empanelled with MPGB and Bank of India Indore as Corporate Business Correspondent
2022	Conversion of the Company from Private Limited to Public Limited Company.

### Other details about our Company:

For details of our Company's activities, products, growth, awards & recognitions, capacity, location of plants, technology, marketing strategy, competition and our customers, please refer section titled ***"Our Business", "Management's Discussion and Analysis of Financial Conditions and Results of Operations" and "Basis for Issue Price"*** on pages 75, 141 and 64 respectively of this Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled ***"Our Management"*** and ***"Capital Structure"*** beginning on page 96 and 43 of the Prospectus respectively.

### Capital Raising (Debt / Equity):

For details in relation to our capital raising activities through equity, please refer to the chapter titled ***"Capital Structure"*** beginning on page 43 of the Prospectus.

For a description of our Company's debt facilities, see ***"Statement of Financial Indebtedness"*** on page 140 of the Prospectus.

### Lock-out or strikes:

There have been no lock-outs or strikes in our Company since inception. As the services provided by the Company fall under the category of Essential Services, all commercial activities continued even during the nationwide lockdown due to the spread of COVID 19 Pandemic from March, 2020 to August, 2020.

### Changes in activities of our Company during the last five (5) Years:

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Prospectus.

### Our Holding Company:

As on the date of the Prospectus, our Company is not a subsidiary of any company.

### Our Subsidiaries, Associates, and Joint Ventures

As on the date of this Prospectus, Our Company does not have any Subsidiaries, Associates or joint ventures as on the date of this Prospectus.

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

In the last 10 years, our Company has not made any material acquisitions or divestments of business or undertakings, mergers, amalgamations or any revaluation of assets.

### Injunction or Restraining Order:

Except as disclosed in the section titled ***"Outstanding Litigation and Material Developments"*** beginning on page 149 of this Prospectus, there are no injunctions/restraining orders that have been passed against the Company.

### Number of shareholders of our Company:

Our Company has 7 (Seven) shareholders as on the date of this Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “*Capital Structure*” beginning on page 43 of the Prospectus.

**Changes in the Management:**

For details of change in Management, please see chapter titled “*Our Management*” on page 43 of the Prospectus.

**Shareholders Agreements:**

There are no subsisting shareholder’s agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same as on the date of the Prospectus.

**Agreement with key managerial personnel or Directors or Promoters or any other employee of the Company:**

There are no agreements entered into by key managerial personnel or Directors or Promoters or any other employee, either by themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

**Collaboration Agreements:**

As on date of this Prospectus, Our Company is not a party to any collaboration agreements.

**Other Material Agreement:**

Our Company has not entered into any subsisting material agreements including with strategic partners, joint venture partners and/or financial partners, entered into, other than in the ordinary course of business of the Company.

**Strategic or Financial Partners:**

Except as disclosed in this Prospectus, Our Company does not have any strategic or financial partners as on the date of this Prospectus.

**Time and Cost Overruns in Setting up Projects:**

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

**Defaults or Rescheduling of Borrowings with Financial Institutions/Banks:**

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Prospectus.

**Other Agreements:**

**i. Non-Compete Agreement:**

Our Company has not entered into any No- compete Agreement as on the date of filing of this Prospectus.

**ii. Joint Venture Agreement:**

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Prospectus.



## OUR MANAGEMENT

### Board of Directors:

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Prospectus:

Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualification, Nationality & DIN	Date & term of Appointment	No. of Equity Shares held & % of Shareholding (Pre Issue)]	Other Directorships
<b>Mr. Lallit Tripathi</b> <b>Father's Name:</b> Mr. Triloki Nath Tripathi <b>Age:</b> 48 years <b>Date of Birth:</b> May 03, 1974 <b>Designation:</b> Chairman & Managing Director <b>Address:</b> Lower Pee Pee Compound, Near Guru Nanak School, Main Road, Ranchi, G.P.O Jharkhand 834001 India. <b>Experience:</b> 25 years <b>Occupation:</b> Business <b>Qualification:</b> Bachelor of Commerce <b>Nationality:</b> Indian <b>DIN:</b> 07220161	Originally Appointed as Director w.e.f. July 07, 2015  Further, Change in Designation as Chairman & Managing Director w.e.f. August 25, 2022 for a period of 5 years	7,60,700 Equity Shares [37.82%]	1. Vedant Insurance Broking Private Limited 2. Kartik Technologies Private Limited 3. Kartik Credit Private Limited
<b>Mrs. Rama Tripathi</b> <b>Father's Name:</b> Mr. Ram Badam Pandey <b>Age:</b> 77 years <b>Date of Birth:</b> August 15, 1945 <b>Designation:</b> Whole Time Director <b>Address:</b> House No-1254 /z-19 Lower Pe Pe Compound, Behind Gurunanak School, Ranchi 834001 Jharkhand, India <b>Experience:</b> 20 years <b>Occupation:</b> Business <b>Qualification:</b> Matriculation (10 <sup>th</sup> ) <b>Nationality:</b> Indian <b>DIN:</b> 02490570	Originally Appointed as Non-Executive Director w.e.f. November 30, 2021  Further, Change in Designation as Whole Time Director w.e.f. August 25, 2022	1,42,500 Equity Shares [7.08%]	1. Mind Buzz Private Limited
<b>Mrs. Priyanka Maheshwari</b> <b>Father's Name:</b> Mr. Hari Krishna Maheshwari <b>Age:</b> 42 years <b>Date of Birth:</b> January 20, 1980 <b>Designation:</b> Non-Executive Director <b>Address:</b> Flat No. 203, Royal Apartment, P.P. Compound, Near Guru Nanak School, Main Road, Ranchi, G.P.O Jharkhand 834001 India. <b>Experience:</b> 18 years <b>Occupation:</b> Business <b>Qualification:</b> Bachelor of Arts <b>Nationality:</b> Indian <b>DIN:</b> 06920471	Originally Appointed as Director w.e.f. July 07, 2015  Further, Change in Designation as Non-Executive Director w.e.f. August 29, 2022	4,08,000 Equity Shares [20.28%]	1. Vedant Insurance Broking Private Limited 2. Kartik Technologies Private Limited 3. Kartik Credit Private Limited
<b>Mr. Gautam Jain</b> <b>Father's Name:</b> Mr. Ummed Mal Jain <b>Age:</b> 52 years <b>Date of Birth:</b> July 04, 1970 <b>Designation:</b> Independent Director <b>Address:</b> Poddar Bagan, Harmu Road, Near Shakti Petrol Pump, Sukhdeo Nagar, Ranchi – 834001, Jharkhand, India <b>Experience:</b> 25 Years	Originally appointed as Additional Independent Director w.e.f. August 25, 2022 for a period of 2 years.  Further, regularized as Independent Director w.e.f. August 29, 2022	Nil	Nil

Name, Father's Name, Age, Designation, Address, Experience, Occupation, Qualification, Nationality & DIN	Date & term of Appointment	No. of Equity Shares held & % of Shareholding (Pre Issue)]	Other Directorships
<b>Occupation:</b> Service <b>Qualification:</b> Executive Master of Business Administration (EMBA) <b>Nationality:</b> Indian <b>DIN:</b> 00367524	(Not liable to retire by rotation)		
<b>Mr. Gaurav Bagroy</b> <b>Father's Name:</b> Mr. Ravi Prakash Bagroy <b>Age:</b> 40 years <b>Date of Birth:</b> February 22, 1982 <b>Designation:</b> Independent Director <b>Address:</b> C-002, Adarsh Palm Retreat, Tower – 1, Devarabeesanahalli, Outer Ring Road, Bangalore – 560103, Karnataka, India <b>Experience:</b> 10 Years <b>Occupation:</b> Service <b>Qualification:</b> Master of Computer Application <b>Nationality:</b> Indian <b>DIN:</b> 02862294	Originally appointed as Additional Independent Director w.e.f. August 25, 2022 for a period of 2 years.  Further, regularized as Independent Director w.e.f. August 29, 2022  (Not liable to retire by rotation)	Nil	Nil

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

- 1. Lallit Tripathi**, is the Promoter and Chairman & Managing Director of our Company. He has been on the Board of Directors of our Company since incorporation. He has completed his Bachelors in Commerce from Shobhit University, Meerut, India in 2014. He has work experience of around 25 years in the Mutual Fund Industry. He primarily looks after the overall business operations of the Company including international trade, finance and formulation of policies for the business development. He is responsible for the managing administrative activities of our Company. He is also involved in charting new growth opportunities for the Company.
- 2. Mrs. Rama Tripathi**, is the Whole Time Director of our Company. She possesses more than 18 years of experience in the Mutual Fund Industry. She has been appointed on the board as Additional Director w.e.f. November 30, 2021. She has completed her Matriculation (10<sup>th</sup>) from City Higher Secondary School, Ghazipur, Uttar Pradesh in 1958. She is responsible for the managing administrative activities of our Company. She is also involved in charting new growth opportunities for the Company.
- 3. Mrs. Priyanka Maheshwari**, is the Non-Executive Director of our Company. She has been on the Board of Directors of our Company since incorporation. She has completed her Bachelors in Arts from University of Mumbai in 2001. She has an experience of around 18 years in the financial sector and Business HR &, Training, Operation and Human Resources Development.
- 4. Mr. Gautam Jain** is an Independent Director of our Company. He has completed his Executive Master of Business Administration (EMBA) from Manipal Academy of Higher Education in 2006. He has a rich experience of around 25 years in the field of financial sector He was appointed on August 25, 2022 on the Board for a period of 2 years.
- 5. Mr. Gaurav Bagroy** is an Independent Director of our Company. He has completed his Master of Computer Application from Birla Institute of Technology in 2006. He has a rich experience of around 10 years in the field of Human resource He was appointed on August 25, 2022 on the Board for a period of 2 years.

#### **Confirmations:**

As on the date of this Prospectus:

- None of our Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Prospectus with the SEBI, during the term of his/ her directorship in such company.
- Further, none of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.

- c) None of our Directors have been identified as a willful defaulter, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.
- d) Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1) (p) of the SEBI ICDR Regulations, and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- e) None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our Directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

#### **Arrangements with major Shareholders, Customers, Suppliers or Others:**

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our Directors were selected as Directors or members of the senior management.

#### **Service Contracts:**

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

#### **Details of Borrowing Powers of Directors**

Pursuant to a special resolution passed at an Extra-ordinary General Meeting of our Company held on February 09, 2022 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹ 100 crores (Rupees One Hundred Crores Only).

#### **Compensation of our Managing Director and Whole Time Director**

The compensation payable to our Managing Director and Whole Time Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force).

#### **The following compensation has been approved for Managing Director and Whole Time Director**

Particulars	Mr. Lallit Tripathi	Mrs. Rama Tripathi
Appointment/Change in Designation	Originally Appointed as Director w.e.f. July 07, 2015; designated as "Chairman & Managing Director" w.e.f. August 25, 2022 for a period of 3 years.	Originally Appointed as Non-Executive Director w.e.f. November 30, 2021; designated as Whole Time Director w.e.f. August 25, 2022 for a period of 3 years.
Current Designation	Chairman & Managing Director	Whole Time Director
Terms of Appointment	3 years	3 years
Current Remuneration as per terms of appointment	Rs. 1,00,000 /- per month plus various allowances and perquisites	Rs. 30,000 /- per month plus various allowances and perquisites
Compensation paid in the year 2021-22	Nil	Nil

#### **Bonus or Profit Sharing Plan for our Directors:**

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

#### **Sitting Fees:**

The Articles of Association of our Company provides for payment of sitting fees to Directors (other than Managing Director & Whole-time Directors), not exceeding Rs. 1.00 Lac to be fixed by Directors from time to time, for attending a meeting of the Board or a Committee thereof. Our Board of Directors have resolved in their meeting dated September 05, 2022 or payment of an amount not exceeding Rs. 1.00 Lac as approved by the Board to all Non-executive Directors for attending each such meeting of the Board or Committee thereof.

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

Sr. No.	Name of the Directors	No. of Shares Held	Holding in %
1.	Mr. Lallit Tripathi	7,60,700	37.82%
2.	Mrs. Rama Tripathi	1,42,500	7.08%
3.	Mrs. Priyanka Maheshwari	4,08,000	20.28%
	<b>Total</b>	<b>13,11,200</b>	<b>65.18%</b>

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

For details of our subsidiary Company as defined under Section 2(6) of the Companies Act, 2013 and details of the directorship held in the Subsidiary Companies refer chapter titled ***"History and Corporate Matters"*** beginning on page 93 of this Prospectus.

Our Articles of Association do not require our Directors to hold any qualification Equity Shares in the Company.

#### INTEREST OF DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled ***"Our Management"*** beginning on page 96 of this Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Director are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners and for the details of Personal Guarantee given by Directors towards Financial facilities of our Company please refer to ***"Statement of Financial Indebtedness"*** on page 140 of this Prospectus.

Except as stated otherwise in this Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section ***"Our Management"*** or the section titled ***"Financial information of the Company –Note 31 - Related Party Disclosure"*** beginning on page 96 and 113 respectively of this Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

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

Except as mentioned in this Prospectus, our Directors do not have any interest in any property acquired by our Company in the three years preceding the date of this Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

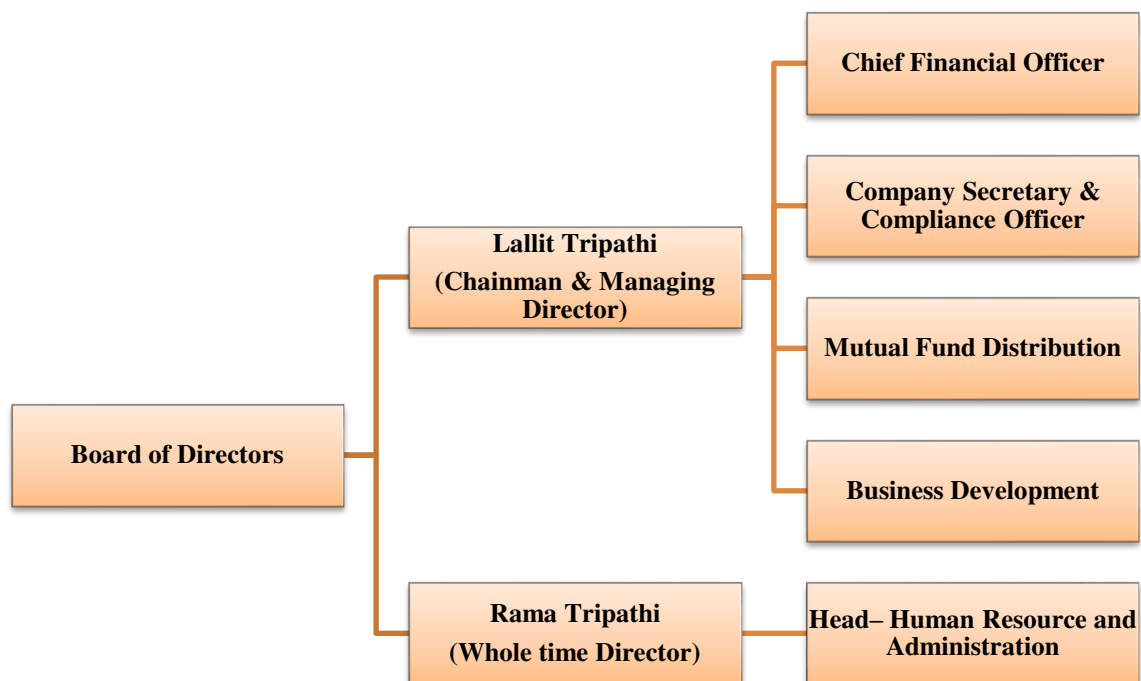
#### Changes in Board of Directors in Last 3 Years

Sr. No.	Name of Director	Date of Appointment / Re - Appointment	Reasons for Change
1	Mrs. Rama Tripathi	Appointment as Additional Director w.e.f. November 30, 2021. Further, designated as Whole Time Director w.e.f. August 25, 2022	To ensure better Corporate Governance and compliance with Companies Act, 2013
2	Mr. Gautam Jain	Appointed as Additional Independent Director w.e.f. August 25, 2022 for a period of 2 years. Further, regularized as Independent Director w.e.f. August 29, 2022 for a period of 2 years.	To ensure better Corporate Governance and compliance with Companies Act, 2013
3	Mr. Gaurav Bagroy	Appointed as Additional Independent Director w.e.f.	To ensure better Corporate

		August 25, 2022 for a period of 2 years. Further, regularized as Independent Director w.e.f. August 29, 2022 for a period of 2 years.	Governance and compliance with Companies Act, 2013
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### **MANAGEMENT ORGANISATION STRUCTURE**

The following chart depicts our Management Organization Structure:-



## COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the SME Platform of BSE. The requirements pertaining to constitution of the committees such as the Audit Committee, Nomination and Remuneration Committees and Stakeholders Relationship Committee have been complied with.

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

Our Board of Directors consist of Five (5) directors of which two (2) are Independent Directors, and we have one women director on the Board. The constitution of our Board is in compliance with Section 149 of the Companies Act, 2013.

Our Company has constituted the following committees:

### 1. Audit Committee

Our Company has formed an Audit Committee ("Audit Committee"), vide Board Resolution dated September 5, 2022, as per the applicable provisions of the Section 177 of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 18 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Audit Committee comprises following members:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Gautam Jain	Chairman	Independent Director
Mr. Gaurav Bagroy	Member	Independent Director
Mr. Lallit Tripathi	Member	Chairman & Managing Director

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to furnish clarifications to the shareholders in any matter relating to accounts. The scope and function of the Audit Committee and its terms of reference shall include the following.

**A. Tenure:** The Audit Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

**B. Meetings of the Committee:** The committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the committee, whichever is higher but there shall be presence of minimum two Independent members at each meeting and any member of the audit committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Audit Committee.

**C. Role and Powers:** The Role of Audit Committee together with its powers as Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

The Audit Committee shall have powers, including the following:

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;
- to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- To have full access to information contained in records of Company.

The role of the Audit Committee shall include the following:

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- Recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditors of the Company;
- Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

- 4) Approving payments to the statutory auditors for any other services rendered by the statutory auditors;
- 5) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and vii. Qualifications and modified opinions in the draft audit report.
- 6) Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
- 7) Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter. This also includes monitoring the use/application of the funds raised through the proposed initial public offer by the Company;
- 8) Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the Company, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances; (m) Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
- 13) Reviewing the adequacy of internal audit function if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- 14) Discussing with internal auditors on any significant findings and follow up thereon;
- 15) 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;
- 16) Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 17) Looking into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- 18) Reviewing the functioning of the whistle blower mechanism;
- 19) Approving the appointment of the chief financial officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
- 20) ensuring that an information system audit of the internal systems and process is conducted at least once in two years to assess operational risks faced by the Company;
- 21) Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
- 22) Considering and commenting on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
- 23) Such roles as may be delegated by the Board and/or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law.
- 24) Carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations 2015.

Further, the audit committee shall mandatorily review the following information:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses; and
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 6) statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations.
  - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.



## 2. Nomination and Remuneration Committee

Our Company has formed the Nomination and Remuneration Committee pursuant to Section 178, Schedule V and other applicable provisions of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 19 of SEBI Listing Regulation, 2015 vide Resolution dated September 5, 2022. The Nomination and Remuneration Committee comprise the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Gaurav Bagroy	Chairman	Independent Director
Mr. Gautam Jain	Member	Independent Director
Mrs. Priyanka Maheshwari	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The Chairman of the Nomination and Remuneration committee is entitled to attend the General Meetings of the Company to answer shareholder's queries, however, it shall be upto the chairperson to decide who shall answer the queries. The scope and function of the Committee and its terms of reference shall include the following;

**A. Tenure:** The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

**B. Meetings:** The Committee shall meet as and when the need arise, subject to atleast one meeting in a year. The quorum for the meeting shall be one third of the total strength of the Committee or two members, whichever is higher, with at least one Independent Director and any member of the Nomination and Remuneration Committee may be removed or replaced at any time by the Board and any member of the Committee ceasing to be the Director shall be ceased to be the member of the Nomination and Remuneration Committee.

**C. Scope and terms of reference:** The terms of reference of the Nomination and Remuneration Committee as per Regulation 19 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:

- 1) formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) For the appointment of an independent director, the 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 of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of 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;
- 3) formulation of criteria for evaluation of the performance of independent directors and the Board;
- 4) devising a policy on diversity of our Board;
- 5) identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
- 6) determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- 7) recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
- 8) recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
- 9) recommending to the Board, all remuneration, in whatever form, payable to senior management;
- 10) performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
- 11) engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
- 12) analyzing, monitoring and reviewing various human resource and compensation matters;
- 13) reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- 14) framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or



- b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
- 15) performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

### 3. Stakeholders Relationship Committee

Our Company has formed the Stakeholders Relationship Committee as per the applicable provisions of the Section 178(5) and other applicable provisions of the Companies Act, 2013 read with rule 6 of the companies (Meeting of board and its power) rules, 2014 and Regulation 20 of SEBI Listing Regulation, 2015 vide Resolution dated September 5, 2022. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in Committee	Nature of Directorship
Mr. Lallit Tripathi	Chairman	Chairman & Managing Director
Mr. Gaurav Bagroy	Member	Independent Director
Mrs. Priyanka Maheshwari	Member	Non-Executive Director

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The Chairperson of the Stakeholders Relationship Committee shall be present at the General Meetings of the Company to answer queries of the security holders of the Company. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

- A. Tenure:** The Stakeholder Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board, to specifically look into various aspects of interest of shareholders, debenture holders and other security holders of the Company.
- B. Meetings:** The Stakeholder Relationship Committee shall meet at least once a year, and shall report to the Board on a quarterly basis regard the status of redressal of complaints received from the shareholders of the Company. The quorum for the Stakeholders Relationship Committee Meeting shall either be two members or one third of the members of the Stakeholders Relationship Committee, whichever is greater and any member of the Stakeholders Relationship Committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be the Director shall be ceased to be the member of the Stakeholders Relationship Committee.
- C. Scope and terms of reference:** The terms of reference of the Stakeholders Relationship Committee as per Regulation 20 and Part D of Schedule II of SEBI Listing Regulations and Companies Act, 2013 shall be as under:
- 1) Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings, etc.;
  - 2) Review of measures taken for effective exercise of voting rights by shareholders;
  - 3) Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent;
  - 4) Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
  - 5) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
  - 6) To approve, register, refuse to register transfer or transmission of shares and other securities;
  - 7) To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;
  - 8) To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;
  - 9) To dematerialize or rematerialize the issued shares;
  - 10) Ensure proper and timely attendance and redressal of investor queries and grievances;
  - 11) Carrying out any other functions contained in the Companies Act, 2013 and/or equity listing agreements (if applicable), as and when amended from time to time; and
  - 12) To perform such functions as may be delegated by the Board and to further delegate all or any of its power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).
  - 13) Such terms of reference as may be prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law

## Policy on Disclosures & Internal procedure for prevention of Insider Trading:

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue. Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the board.

## KEY MANAGERIAL PERSONNEL

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

Name, Designation & Educational Qualification	Age (Years)	Year of joining	Compensation paid for F.Y. ended 2021-22 (in Rs. Lacs)	Overall experience (in years)	Previous employment
<b>Mr. Lallit Tripathi</b> <b>Designation:</b> Chairman and Managing Director <b>Educational Qualification:</b> Bachelor of Commerce <b>Term of office:</b> 3 years w.e.f. August 25, 2022	48	2015	Nil	25	Nil
<b>Mrs. Rama Tripathi</b> <b>Designation:</b> Whole Time Director <b>Educational Qualification:</b> Matriculation (10 <sup>th</sup> )	77	2021	Nil	18	Nil
<b>Ms. Sradha Sengupta</b> <b>Designation:</b> Chief Financial Officer <b>Educational Qualification:</b> Bachelor of Commerce	32	2019	2.16	3	Nil
<b>Mr. Shobhan Gupta</b> <b>Designation:</b> Company Secretary and Compliance Officer <b>Educational Qualification -</b> Company Secretary	37	2022	Nil	10	Nil

## BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

**Mr. Lallit Tripathi** - Please refer to section “Brief Profile of our Directors” beginning on page 96 of this Prospectus for details.

**Mrs. Rama Tripathi** - Please refer to section “Brief Profile of our Directors” beginning on page 96 of this Prospectus for details.

**Mr. Shobhan Gupta** is the Company Secretary and Compliance officer of our Company. He is a qualified Company Secretary from Institute of Company Secretaries of India. He has 10 years of experience in the field of secretarial matters. He looks after the overall Corporate Governance and Secretarial matters of our Company.

**Ms. Sradha Sengupta** is the Chief Financial Officer of our Company. She has completed her bachelor’s degree in Commerce from Ranchi University and is associated with our Company since 2019. She has over 3 years of experience in Accounts, Finance and Taxation field. She has been designated as Chief Financial Officer of our Company with effect from September 05, 2022.

## We confirm that:

- All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned Key Managerial Personnel have been recruited.
- None of our KMPs except Mr. Lallit Tripathi and Rama Tripathi are also part of the Board of Directors.
- In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the year ended March 2022.
- Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- Our Company does not have any bonus/profit sharing plan for any of the Key Managerial Personnel.
- None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Prospectus except as under:-

Sr. No.	Name of the KMP's	No. of Shares Held	Holding in %
1.	Mr. Lallit Tripathi	7,60,700	37.82%
2.	Mrs. Rama Tripathi	1,42,500	7.08%
	<b>Total</b>	<b>9,03,200</b>	<b>44.90%</b>

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

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

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

Sr. No.	Name of the Director/KMP	Relationship with other Directors/KMPs
1.	Mr. Lallit Tripathi	Husband of Mrs. Priyanka Maheshwari and son of Mrs. Rama Tripathi
2.	Mrs. Rama Tripathi	Mother of Mr. Lallit Tripathi
3.	Mrs. Priyanka Maheshwari	Wife of Mr. Lallit Tripathi

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

Except as disclosed in this Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards superannuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance

#### **Changes in the Key Managerial Personnel in last three years:**

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

Sr. No.	Name of Director	Designation and period	Appointment/Cessation/Re-designation	Reasons
1.	Mr. Lallit Tripathi	Change in Designation as Chairman & Managing Director w.e.f. August 25, 2022 for a period of 2 years	Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
2.	Mrs. Rama Tripathi	Change in Designation as Whole Time Director w.e.f. August 25, 2022 for a period of 2 years	Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
3.	Ms. Sradha Sengupta	Appointment as Chief Financial Officer w.e.f. September 5, 2022	Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance
4.	Mr. Shobhan Gupta	Appointment as Company Secretary and Compliance Officer w.e.f. September 5, 2022	Appointment	To comply with the provisions of Companies Act 2013 and to ensure better Corporate Governance

#### **Interest of Our Key Managerial Persons**

Apart from the shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our key managerial personal are interested in our Company. For details, please refer section titled "**Financial information of the Company – Note 31 - Related Party Disclosures**" beginning on page 113 of this Prospectus.

#### **Interest in the property of our Company**

Our KMPs do not have any interest in any property acquired by our Company in a period of two years before filing of this Prospectus or proposed to be acquired by us as on date of filing the Prospectus with RoC.

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

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

### **Loans given/availed by Directors / Key Managerial Personnel of Our Company**

For details of unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to “*Note 31 – Related Party Disclosure*” page 113 of this Prospectus.

### **ESOP/ESPS SCHEME TO EMPLOYEES**

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



## OUR PROMOTERS & PROMOTER GROUP

### A. Our Promoters:

The Promoters of our Company are Mr. Lallit Tripathi and Mrs. Priyanka Maheshwari.

As on date of this Prospectus, the Promoters, in aggregate, hold 11,68,700 Equity shares of our Company, representing 58.10% of the pre-issue paid-up Equity Share capital of our Company. Our Promoters and Promoter Group will continue to hold the majority of the post-issue paid-up Equity Share Capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure – History of the Equity Share capital held by our Promoters*", on page 43 of this Prospectus.

*Brief Profile of our Promoters is as under:*

	<b>Mr. Lallit Tripathi – Chairman &amp; Managing Director</b>	
	<b>Qualification</b>	Bachelor of Commerce (B. Com)
	<b>Age</b>	48 years
	<b>Date of Birth</b>	May 03, 1974
	<b>Address</b>	Lower Pee Pee Compound, Near Guru Nanak School, Main Road, Ranchi, G.P.O Jharkhand 834001 India.
	<b>Experience in business &amp; employment</b>	25 Years
	<b>Occupation</b>	Business
	<b>PAN No.</b>	AAZPT0495K
	<b>Aadhar Card Number</b>	XXXX XXXX 2324
	<b>No. of Equity Shares held in Company &amp; [% of Shareholding (Pre Issue)]</b>	7,60,700 Equity Shares aggregating to 37.82% of Pre Issue Paid up Share Capital
	<b>Other Ventures</b>	<b>Directorships in other Companies:</b> <ol style="list-style-type: none"> <li>1. Kartik Credit Private Limited</li> <li>2. Vedant Insurance Broking Private Limited</li> <li>3. Kartik Technologies Private Limited</li> </ol> <b>LLP's:</b> Nil <b>HUFs:</b> <ol style="list-style-type: none"> <li>1. Lallit Tripathi HUF (Karta)</li> </ol> <b>Partnership Firms:</b> Nil
	<b>Mrs. Priyanka Maheshwari – Non-Executive Director</b>	
	<b>Qualification</b>	Bachelor of Arts (B.A)
	<b>Age</b>	42 years
	<b>Date of Birth</b>	January 20, 1980
	<b>Address</b>	Flat No. 203, Royal Apartment, P.P. Compound, Near Guru Nanak School, Main Road, Ranchi, G.P.O Jharkhand 834001 India
	<b>Experience</b>	18 Years
	<b>Occupation</b>	Business
	<b>PAN No.</b>	ABEPM6969K
	<b>Aadhar Card Number</b>	XXXX XXXX 4064
	<b>No. of Equity Shares held in Company &amp; [% of Shareholding (Pre Issue)]</b>	4,08,000 Equity Shares aggregating to 20.28% of Pre Issue Paid up Share Capital
	<b>Other Ventures</b>	<b>Directorships in other Companies:</b> <ol style="list-style-type: none"> <li>1. Kartik Credit Private Limited</li> <li>2. Vedant Insurance Broking Private Limited</li> <li>3. Kartik Technologies Private Limited</li> </ol> <b>LLP's:</b> Nil <b>HUFs:</b> <ol style="list-style-type: none"> <li>1. Lallit Tripathi HUF (Member)</li> </ol> <b>Partnership Firms:</b> Nil

For brief biography of our Individual Promoters, please refer to Chapter titled **“Our Management”** beginning on page 96 of this Prospectus.

**Confirmations/Declarations:**

In relation to our Promoters, Mr. Lallit Tripathi and Mrs. Priyanka Maheshwari, our Company confirms that the PAN, Bank Account Numbers and Passport Numbers have been submitted to BSE at the time of filing of this Prospectus.

**Change in control of Our Company**

Our Promoters are the original promoters of our Company and there has not been any change in the control of our Company in the five years immediately preceding the date of this Prospectus.

**Interest of our Promoters:**

***i. Interest in promotion of Our Company:***

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Prospectus, Our Promoters, Mr. Lallit Tripathi and Mrs. Priyanka Maheshwari collectively hold 11,68,700 Equity Shares in our Company i.e. 58.10% of the pre issue paid up Equity Share Capital of our Company. Our Promoters may also be deemed to be interested to the extent of their remuneration, as per the terms of their appointment and reimbursement of expenses payable to them and unsecured loan given by them to our Company, if any.

For details regarding the shareholding of our Promoters in our Company, please see **“Capital Structure”** on page 43 of this Prospectus

***ii. Interest in the property of Our Company:***

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

Sr. No.	Name of Promoter	Address of Property	Interest and nature of interest
1.	Mrs. Priyanka Maheshwari	3rd Floor, Gayways House, Pee Pee Compound, Ranchi, Jharkhand 834001 India.	This property has been taken by us on Lease from Mrs. Priyanka Maheshwari via Lease Agreement dated February 09, 2022 for 9 years at Lease of Rs. 40,000 p.m.

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

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

***iv. Other Interests in our Company:***

For transactions in respect of loans and other monetary transactions entered in past please refer **“Related Party Transactions”** on page 113 forming part of **“Financial Information of the Company”** of this Prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to **“Statement of Financial Indebtedness”** and **“Financial Information of Our Company”** on page 140 and 113 respectively of this Prospectus.

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

For details of payments or benefits paid to our Promoter and promoter group, please refer to the paragraph **“Compensation of our Managing Director”** in the chapter titled **“Our Management”** beginning on page 96 also refer **“Related Party Transactions”** on page 113 forming part of **“Financial Information of the Company”** and Paragraph on **“Interest of Promoter”** in chapter titled **“Our Promoter and Promoter Group”** on page 108 of this Prospectus.

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

Our promoters have not disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Prospectus.

**Other ventures of our Promoter:**

Save and except as disclosed in this section titled “*Our Promoter & Promoter Group*” beginning on page 108 of this Prospectus, there are no other ventures, in which our Promoters have any business interests/ other interests.

**Litigation details pertaining to our Promoter:**

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page 149 of this Prospectus.

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

Our Promoters, Mr. Lallit Tripathi has an experience of around 25 years each in Mutual fund distribution business and Mrs. Priyanka Maheshwari has an experience of around 18 years in the Mutual fund distribution business. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

**Related Party Transactions:**

For the transactions with our Promoter Group, please refer to section titled “*Related Party Transactions*” on page 113 of this Prospectus.

**B. OUR PROMOTER GROUP:**

As per regulation 2(1)(pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we confirm that following persons are part of promoter group:

**(a) Promoter:**

S. No.	Name of the Promoters
1.	Mr. Lallit Tripathi
2.	Mrs. Priyanka Maheshwari

**(b) Natural persons i.e., an immediate relative of the promoter (i.e., any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);**

Relationship	Name of the Relatives	
	Mr. Lallit Tripathi	Mrs. Priyanka Maheshwari
Father	Mr. Triloki Nath Tripathi	Mr. Hari Krishna Maheshwari
Mother	Mrs. Rama Tripathi	Mrs. Renu Maheshwari
Spouse	Mrs. Priyanka Maheshwari	Mr. Lallit Tripathi
Brother	Mr. Ashok Tripathi & Mr. Birendra Tripathi	Mr. Pratik Maheshwari
Sister	-	Ms. Richa Maheshwari
Son	Mr. Vedant Tripathi & Mr. Kartik Tripathi	Mr. Vedant Tripathi & Mr. Kartik Tripathi
Daughter	-	-
Spouse’s Father	Mr. Hari Krishna Maheshwari	Mr. Triloki Nath Tripathi
Spouse’s Mother	Mrs. Renu Maheshwari	Mrs. Rama Tripathi
Spouse’s Brother	Mr. Pratik Maheshwari	Mr. Ashok Tripathi & Mr. Birendra Tripathi
Spouse’s Sister	Ms. Richa Maheshwari	-



**(c) In case promoter is a body corporate:**

S. No.	Nature of Relationship	Name of Entities
A.	Subsidiary or holding company of Promoter Company.	-
B.	Any Body Corporate in which the Promoter (Body Corporate) holds 20% or more of the Equity Share Capital; and/or any Body Corporate which holds 20% or more of the Equity Share Capital of the Promoter (Body Corporate);	-

**(d) In case the promoter is an individual:**

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

S. No.	Nature of Relationship	Name of Entities
A.	Any Body Corporate in which 20% or more of the Equity Share Capital is held by Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family (HUF) in which Promoter or any one or more of his immediate relatives are a member.	1) Kartik Credit Private Limited 2) Vedant Insurance Broking Private Limited 3) Kartik Technologies Private Limited
B.	Any Body Corporate in which a body corporate as provided in (A) above holds twenty per cent. or more, of the equity share capital; and	-
C.	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital;	1) Lallit Tripathi HUF

**(e) All persons whose shareholding is aggregated under the heading "shareholding of the promoter group":**

None of other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1)(pp)(v) of SEBI (ICDR) Regulations 2018.



## **DIVIDEND POLICY**

Under the Companies Act, 2013 our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting and as per provisions of Articles of Association of our Company. The shareholders of the Company have the right to decrease but not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends. All Dividends upon recommendation by our Board of Directors and approved by the shareholders at the General Meeting will be paid to credit of registered shareholders by way of cheque or warrant or in any electronic mode.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

Our Company has not paid / declared any dividend in last three years from date of this Prospectus. Our Company's corporate actions pertaining to payment of dividends in the past are not to be taken as being indicative of the payment of dividends by our Company in the future.

## **SECTION VI – FINANCIAL INFORMATION OF THE COMPANY**

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

To,  
The Board of Directors,  
**Vedant Asset Limited**  
3rd Floor, Gayways House,  
Pee Pee Compound, Ranchi 834001, India.

Dear Sirs,

1. We have examined the attached Restated Financial Statements of Vedant Asset Ltd., comprising the Restated Statement of Assets and Liabilities as at March 31, 2022, 2021 and 2020, the Restated Statements of Profit and Loss, the Restated Cash Flow Statement for the years ended March 31, 2022, 2021 and 2020, the Summary Statement of Significant Accounting Policies, the Notes and Annexures as forming part of these Restated Financial Statements (collectively, the “Restated Financial Information”), as approved by the Board of Directors of the Company at their meeting held on September 10, 2022 for the purpose of inclusion in the Draft Prospectus/ Prospectus (“Draft Prospectus/Prospectus”) prepared by the Company in connection with its proposed SME Initial Public Offer of equity shares (“SME IPO”) prepared in terms of the requirements of:
  - a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the “Act”);
  - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”); and
  - c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (“ICAI”), as amended from time to time (the “Guidance Note”).
2. The Company’s Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Jharkhand in connection with the proposed SME IPO. The Restated Financial Information has been prepared by the management of the Company on the basis of preparation stated in Annexure IV of the Restated Financial Information. The Board of Directors responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Companies Act, (ICDR) Regulations and the Guidance Note.
3. We, M/s N.K. Kejriwal & Co. Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India (“ICAI”) and holds the peer review certificate dated June 1, 2022 valid till May 31, 2025. We confirm that there is no express refusal by the peer review board of ICAI to renew the certificate and the process to renew the peer review certificate has been initiated by us.
4. We have examined such Restated Financial Information taking into consideration:
  - a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated May 02, 2022 in connection with the proposed IPO of the Company;
  - b) The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and
  - d) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.
5. These Restated Financial Information have been compiled by the management from the Audited Financial Statements of the Company for the period ended 31st March 2022, 31st March 2021 and 31st March 2020 which has been approved by the

Board of Directors. The financial statements of the Company for the year ended March 31, 2022 March 31, 2021 and March 31, 2020 has been audited by us.

6. For the purpose of our examination, we have relied on:
  - a) Auditors' reports issued by N R Baid & Co. dated September 07, 2022, on the financial statements of the Company as at and for the period ended 31st March 2022, auditors' reports issued by Anjali Jain & Associates for the period ended 31st March 2021 and 31st March 2020 as referred in Paragraph 5 above;
7. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information have been prepared:
  - a) after incorporating adjustments for the changes in accounting policies and regrouping/reclassifications retrospectively, if any in the financial years ended March 31, 2022, 2021 and 2020 to reflect the same accounting treatment as per the accounting policies and grouping/classifications; and
  - b) in accordance with the Act, ICDR Regulations and the Guidance Note.
8. We have also examined the following Notes to the Restated financial information of the Company set out in the Annexure V, prepared by the management and approved by the Board of Directors on September 10, 2022 for the years ended March 31, 2022, 2021 and 2020.
9. Annexure V - Notes to the Restated Summary Financial Information;
  - a) Restated Statement of Share Capital, Reserves and Surplus as appearing in Note A to this report;
  - b) Restated Statement of Long Term Borrowings as appearing in Note B to this report;
  - c) Restated Statement of principal terms of Secured Loans and Assets charged as security as appearing in Note B(A) to this report;
  - d) Statement of terms & conditions of unsecured loans as appearing In Note B(B) to this report;
  - e) Restated Statement of Short term borrowings as appearing in Note C to this report;
  - f) Restated Statement of Trade Payables as appearing in Note D to this report;
  - g) Restated Statement of Other Current Liabilities as appearing in Note E to this report;
  - h) Restated Statement of Short Term Provisions as appearing in Note F to this report;
  - i) Restated Statement of Fixed Assets as appearing in Note G to this report;
  - j) Restated Statement of Deferred Tax Asset as appearing in Note H to this report;
  - k) Restated Statement of Other Non-Current Assets as appearing in Note I to this report
  - l) Restated Statement of Current Investments as appearing in Note J to this report;
  - m) Restated Statement of Cash and Cash Equivalents as appearing in Note K to this report;
  - n) Restated Statement of Inventories as appearing in Note L to this report;
  - o) Restated Statement of Short term Loans and Advances as restated as appearing in Note M to this report;
  - p) Restated Statement of Other Current Assets as appearing in Note N to this report;
  - q) Restated Statement of Revenue from Operations as appearing in Note O to this report;
  - r) Restated Statement of Other Income as appearing in Note P to this report;
  - s) Restated Statement of Purchase of Material as appearing in Note Q to this report;
  - t) Restated Statement of Change in Inventories as appearing in Note R to this report;
  - u) Restated Statement of Employee Benefit Expenses as appearing in Note S to this report;
  - v) Restated Statement of Finance Cost as appearing in Note T to this report;
  - w) Restated Statement of Depreciation & Amortization as appearing in Note U to this report ;
  - x) Restated Statement of Other Expenses as appearing in Note V to this report ;
  - y) Restated Statement of Contingent Liabilities as appearing in Note W to this report ;
  - z) Restated Statement of Related Party Transactions as appearing in Note X to this report ;
  - aa) Restated Statement of Tax Shelter as appearing in Note Y to this report ;
  - bb) Capitalisation Statement as appearing in Note Z to this report ;
  - cc) Restated Statement of Mandatory Accounting Ratios as appearing in Note ZA to this report ;
10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 4 above.
11. 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.

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for inclusion in the Draft Prospectus/ Prospectus to be filed with Securities and Exchange Board of India, relevant stock exchange and Registrar of Companies, Jharkhand in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.
14. In our opinion, the above financial information contained in Annexure I to Annexure V of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note and give a true and fair view in conformity with the accounting principles generally accepted in India, to the extent applicable.

**For, M/s N.K. Kejriwal & Co.**

Chartered Accountants

FRN 04326C

Sd/-

CA Naresh Kumar Kejriwal

(Partner)

M. No. 073381

Place: Ranchi

Date: September 10, 2022

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

(Amount in Rs. Lakhs)

Particulars		NOTES	For the year ended on		
			31-03-22	31-03-21	31-03-20
<b>A)</b>	<b>EQUITY AND LIABILITIES</b>				
<b>1.</b>	<b>Shareholders' Funds</b>				
(a)	Share Capital	A	201.16	201.16	1.00
(b)	Reserves & Surplus	A	26.87	13.06	4.38
(c)	Share Application Money			-	-
			<b>228.03</b>	<b>214.22</b>	<b>5.38</b>
<b>2.</b>	<b>Non-Current Liabilities</b>				
(a)	Long Term Borrowings	B	-	-	74.32
(b)	Deferred Tax Liabilities (Net)				
(c)	Long Term Provisions		2.13	1.35	0.67
			<b>2.13</b>	<b>1.35</b>	<b>74.99</b>
<b>3.</b>	<b>Current Liabilities</b>				
(a)	Short Term Borrowings	C	-	17.40	-
(b)	Trade Payables	D	4.14	-	-
(c)	Other Current Liabilities	E	15.04	2.97	1.34
(d)	Short Term Provisions	F	5.30	3.22	1.41
			<b>24.48</b>	<b>23.59</b>	<b>2.75</b>
	<b>Total</b>		<b>254.63</b>	<b>239.16</b>	<b>83.13</b>
<b>B)</b>	<b>ASSETS</b>				
<b>1.</b>	<b>Non-Current Assets</b>				
(a)	Fixed Assets	G			
	I) Tangible Assets				
	(i) Gross Block		33.22	24.88	21.30
	(ii) Depreciation		17.06	12.08	7.40
	(iii) Net Block		16.16	12.80	13.90
	II) Intangible Assets				
	(i) Gross Block		14.76	14.50	7.90
	(ii) Depreciation		9.78	6.71	4.87
	(iii) Net Block		4.98	7.78	3.03
			<b>21.14</b>	<b>20.58</b>	<b>16.93</b>
(b)	Non-Current Investment	H	-	-	-
(c)	Deferred Tax Assets (Net)	I	1.38	0.74	0.37
(d)	Long Term Loans and Advances			-	-
(e)	Other Non-Current Assets	J	0.22	25.34	1.46
			<b>1.60</b>	<b>26.08</b>	<b>1.83</b>
<b>2.</b>	<b>Current Assets</b>				
(a)	Current Investment		84.73	127.61	57.70
(b)	Trade Receivables		-	-	-
(c)	Cash and Cash equivalents	K	23.79	52.97	6.51
(d)	Inventories	L	21.07	-	-
(e)	Short-Term Loans and Advances	M	89.13	10.72	-
(f)	Other Current Assets	N	13.18	1.20	0.16
			<b>231.90</b>	<b>192.51</b>	<b>64.37</b>
	<b>Total</b>		<b>254.63</b>	<b>239.16</b>	<b>83.13</b>

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

(Amount in Rs. Lakhs)

	Particulars	Annexure	For the year ended on		
			31-03-22	31-03-21	31-03-20
<b>1</b>	<b>Revenue From Operations</b>	O	<b>159.29</b>	<b>101.23</b>	<b>60.49</b>
<b>2</b>	<b>Other Income</b>	P	<b>7.94</b>	<b>12.24</b>	<b>0.73</b>
	<b>Total Revenue (1+2)</b>		<b>167.23</b>	<b>113.47</b>	<b>61.23</b>
<b>3</b>	<b>Expenditure</b>				
(a)	Purchase of Material	Q	24.83	-	0.00
(b)	Change In Inventory	R	(21.07)	-	-
(c)	Employee Benefit Expenses	S	31.15	23.12	10.09
(d)	Finance Cost	T	0.25	0.05	0.39
(e)	Depreciation and Amortisation Expenses	U	8.04	6.52	6.07
(f)	Other Expenses	V	105.66	72.29	40.07
<b>4</b>	<b>Total Expenditure 3(a) to 3(f)</b>		<b>148.86</b>	<b>101.98</b>	<b>56.63</b>
<b>5</b>	<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax (2-4)</b>		<b>18.37</b>	<b>11.48</b>	<b>4.60</b>
<b>6</b>	<b>Exceptional item</b>		<b>-</b>	<b>-</b>	<b>-</b>
<b>7</b>	<b>Profit/(Loss) Before Tax (56)</b>		<b>18.37</b>	<b>11.48</b>	<b>4.60</b>
<b>8</b>	<b>Tax Expense:</b>				
(a)	Tax Expense for Current Year		5.21	3.17	1.38
(b)	Short/(Excess) Provision of Earlier Year				
(c)	Deferred Tax		(0.64)	(0.37)	(0.18)
	<b>Net Current Tax Expenses</b>		<b>4.56</b>	<b>2.80</b>	<b>1.20</b>
<b>7</b>	<b>Profit/(Loss) for the Year (5-6)</b>		<b>13.81</b>	<b>8.68</b>	<b>3.40</b>

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

(Amount in Rs. Lakhs)

Particulars	Annexure	For the year ended		
		31-03-22	31-03-21	31-03-20
<b>A) Cash Flow From Operating Activities:</b>				
Net Profit before tax		18.37	11.48	4.60
Adjustment for :				
Depreciation and amortization		8.04	6.52	6.07
Profit on redemption of investment		(3.75)	(9.21)	-
Gratuity Provision		0.82	0.70	(0.02)
Interest Income		(1.05)	(0.24)	-
Dividend Income				
<b>Operating profit before working capital changes</b>		<b>22.42</b>	<b>9.26</b>	<b>10.65</b>
Changes in Working Capital				
(Increase)/Decrease in Trade Receivables		-	-	
(Increase)/Decrease in Inventory		(21.07)	-	
(Increase)/Decrease in Short Term Loans & Advances		(78.41)	(10.72)	5.60
(Increase)/Decrease in Other Current Assets		(11.97)	(1.04)	0.25
Increase/(Decrease) in Trade Payables		4.14	-	-
Increase/(Decrease) in Other Current Liabilities		12.07	1.63	0.14
Increase/(Decrease) in Short Term Provisions, etc.				(0.13)
<b>Cash generated from operations</b>		<b>(72.81)</b>	<b>(0.87)</b>	<b>16.51</b>
Less:- Income Taxes paid		3.17	1.38	1.32
<b>Net cash flow from operating activities</b>	<b>A</b>	<b>(75.98)</b>	<b>(2.26)</b>	<b>15.19</b>
<b>B) Cash Flow From Investing Activities :</b>				
Purchase of Fixed Assets including of CWIP		(8.60)	(10.18)	(7.67)
Sale of Fixed Assets		-	-	-
Profit on redemption of investment		3.75	9.20	-
Investment made/Sold during the year		42.88	(69.91)	(19.27)
Dividend Income		-	-	-
Interest Income		1.05	0.24	-
<b>Net cash flow from investing activities</b>	<b>B</b>	<b>39.09</b>	<b>(70.64)</b>	<b>(26.94)</b>
<b>C) Cash Flow From Financing Activities :</b>				
Proceeds from Issue of Share Capital			200.16	
Increase/(Decrease) in Short Term Borrowings		(17.40)	17.40	-
Increase/(Decrease) in Long Term Borrowings		-	(74.32)	17.76
(Increase)/Decrease in Other Non-Current Assets		25.12	(23.88)	
<b>Net cash flow from financing activities</b>	<b>C</b>	<b>7.72</b>	<b>119.36</b>	<b>17.76</b>
<b>Net Increase/(Decrease) In Cash &amp; Cash Equivalents</b>	<b>(A+B+C)</b>	<b>(29.18)</b>	<b>46.46</b>	<b>6.01</b>
Cash equivalents at the beginning of the year		52.97	6.51	0.50
<b>Cash equivalents at the end of the year</b>		<b>23.79</b>	<b>52.97</b>	<b>6.51</b>

**Notes:**

Notes:

Sr. No	Particulars	For the Year ended on		
		31-03-22	31-03-21	31-03-20
1.	Component of Cash and Cash equivalents			
	Cash on hand	10.58	2.45	0.33
	Balance with banks	13.21	50.53	6.17
	Other Bank Balance	-	-	-
	Total	23.79	52.97	6.51
2.	Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the company are segregated.			
The accompanying summary of significant accounting policies, restated notes to accounts and notes on adjustments for restated summary financial information (Annexure IV) are an integral part of this statement.				

## ANNEXURE – IV

### SUMMARY STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES & NOTES TO RESTATED FINANCIAL INFORMATION

#### COMPANY OVERVIEW

Vedant Asset Ltd. (the “**Company**”) was incorporated in 2015 under the provisions of the Companies Act, 2013 as a private limited company and later on converted to public limited company in June 2022 with the Registrar of Companies, Ranchi. The Company’s registered office is situated at 3rd Floor, Gayways House, Pepee Compound, Ranchi, Jharkhand. The Core Business of the company is to earn revenue from brokerage and commission by managing funds of investors with various mutual fund houses and to provide Banking Correspondence Service in association with various banks.

#### I. SIGNIFICANT ACCOUNTING POLICIES

##### A) BASIS OF PREPARATION OF FINANCIAL STATEMENT

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

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

##### B) USE OF ESTIMATES

The preparation of financial statements in conformity with Indian GAAP requires judgments, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known / materialized.

##### C) ACCOUNTING CONVENTION

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

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

##### 1. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

##### Income from services

Revenue from providing financial services is recognised when services have been rendered and there should be no uncertainty regarding consideration and its ultimate collection.

##### Interest Income

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



## **Dividend Income**

Dividend Income is recognised on receipt basis.

## **2. Fixed Assets**

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

## **3. IMPAIRMENT**

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

## **4. INVENTORIES**

- a) Inventories are valued at lower of cost and net realizable value. Cost is determined on Weighted Average Cost basis. 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

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

### **Defined-contribution plans:**

All short term employee benefits are accounted on undiscounted basis during the accounting period based on services rendered by employees.

In the restated financial statements, The Company has made provision for payment of Gratuity to its employees, based on the actuarial valuation report obtained from actuarial valuer.

## **6. FOREIGN EXCHANGE TRANSACTIONS**

There are no foreign exchange transactions during the period.

## **7. CASH FLOW STATEMENT**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non- cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

## 8. BORROWING COSTS

Borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset are capitalized as part of the cost of that asset till such time the asset is ready for its intended use. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. Costs incurred in raising funds are amortized equally over the period for which the funds are acquired. All other borrowing costs are charged to profit and loss account.

## 9. INCOME TAX

The accounting treatment for the Income Tax in respect of the Company's income is based on the Accounting Standard on 'Accounting for Taxes on Income' (AS-22). The provision made for Income Tax in Accounts comprises both, the current tax and deferred tax. Provision for Current Tax is made on the assessable Income Tax rate applicable to the relevant assessment year after considering various deductions available under the Income Tax Act, 1961.

Deferred tax is recognised for all timing differences; being the differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. The carrying amount of deferred tax asset/liability is reviewed at each Balance Sheet date and consequential adjustments are carried out.

## 10. EARNINGS PER SHARE

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

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

## 11. PROVISIONS AND CONTINGENT LIABILITIES

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the likely future outflow of economic benefits required to settle the obligation at the reporting date.

Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

## 12. CASH & CASH EQUIVALENTS

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

## 13. SEGMENT REPORTING

Company is operating under a single segment

## 14. EMPLOYEE BENEFITS

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

(Rs. In Lakhs)

Details of Gratuity Expenses	2021-22	2020-21	2019-20
Total Charge to P&L	0.82	0.70	(0.02)

## II. NOTES TO RESTATED SUMMARY STATEMENTS:

The financial statements for the year ended on 31 March 2022, 2021 and 2020 are prepared as per Schedule III of the Companies Act, 2013: -

### 1. Contingent liabilities and commitments (to the extent not provided for)

A disclosure for a contingent liability is usually reported in the notes to restated financial statements when there is a possible obligation that may, require an outflow of the Company's resources. However, there has not been any such liability/event, which qualifies as contingent liability in the restated period.

### 2. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

In the absence of information regarding outstanding dues of Micro or Small Scale Industrial Enterprise(s) as per The Micro, Small & Medium Enterprise Development Act, the Company has not disclosed the same as required by Schedule III to the Companies Act, 2013.

3. Related party transactions are already reported as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended, in the Annexure-X of the enclosed financial statements.

4. Deferred Tax liability/Asset in view of Accounting Standard – 22: “Accounting for Taxes on Income” as at the end of the year is as under:

Particulars	For the Year Ended		
	2021-22	2020-21	2019-20
DTA/(DTL) on timing Difference in Depreciation as per Companies Act and Income Tax Act	0.43	0.18	0.19
DTA /( DTL) on timing Differences in gratuity provisions	0.21	0.18	(0.01)
<b>Net Deferred Tax Asset/(Liability)</b>	<b>0.64</b>	<b>0.37</b>	<b>0.18</b>

### 5. Directors' Remuneration:

Particulars	For the Year Ended		
	2021-22	2020-21	2019-20
Directors' Remuneration (including sitting fees)	-	4.20	3.60
<b>Total</b>	<b>-</b>	<b>4.20</b>	<b>3.60</b>

### 6. Auditors' Remuneration:

Particulars	For the Year Ended		
	2021-22	2020-21	2019-20
a. As Auditors			
Statutory & Tax Audit Fees	0.54	0.25	0.25
<b>Total</b>	<b>0.54</b>	<b>0.25</b>	<b>0.25</b>

### 7. Earnings per Share:

Particulars	For the Year Ended		
	2021-22	2020-21	2019-20
A. Total Number of equity shares outstanding at the end of the year (in lacs)	20.11	2.011	0.010
B. Weighted average number of equity shares outstanding during the year (in lacs)	20.11	20.11	3.94

C. Net profit after tax available for equity shareholders (excluding exceptional and extraordinary items) (as restated)	13.80	8.68	3.40
D. Basic and Diluted earnings per share (Rs.)	0.69	0.43	0.86

The face value of Equity Shares of the Company was subdivided from Rs. 100.00 per Equity Share to Rs. 10.00 per Equity Share pursuant to Shareholders' resolution dated February 09, 2022. The impact of the same has been taken retrospectively from F.Y. 2019-20 onwards.

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

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

10. The balances of trade payables, trade receivables, loans and advances are unsecured and considered as good are subject to confirmations of respective parties concerned.

#### 11. Realizations

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

#### 12. Contractual liabilities

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

#### 13. Amounts in the financial statements

Amounts in the financial statements are rounded off to nearest lacs. Figures in brackets indicate negative values.

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

There has been no audit qualifications/observations in Statutory Auditor's Report for F.Y. 2021-22, 2020-21 and 2019-20 which requires adjustments in restated financial statements.

#### 15. Material Adjustments

Appropriate adjustments have been made in the restated financial statements, whenever required, by reclassification of the corresponding items of assets, liabilities and cash flow statement, in order to ensure consistency and compliance with requirement of Schedule III and Accounting Standards.

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

#### **RECONCILIATION OF RESTATED PROFIT:**

(Rs. in Lakhs)

Adjustments for	2021-22	2020-21	2019-20
Net profit/(Loss) after Tax as per Audited Profit & Loss Account	15.41	8.05	3.84
<b><u>Adjustments for:</u></b>			
Provision for gratuity	(0.82)	(0.70)	0.02
Change in depreciation		1.39	(0.59)
Short/excess Provision of deferred tax	0.42	(0.02)	0.18
Short/excess Provision of tax	(0.53)	(0.48)	(0.05)
Profit/ (Loss) on redemption of investments	(0.68)	0.43	0.00
<b>Net Profit/ (Loss) After Tax as Restated</b>	<b>13.80</b>	<b>8.68</b>	<b>3.40</b>

1. The provision for gratuity has been done in all years covered for restatement as per Actuarial Valuation Reports and provided in the respective year in which such liability has arisen as per AS 15: Employee Benefits
2. The depreciation charged by the company has been restated to the extent of changes in depreciation due to changes in the estimate in useful life of an assets as prescribed in schedule II of Companies Act, 2013.
3. Due to changes in depreciation and gratuity provision the deferred tax component on the same has also undergone change.
4. Profit and loss on redemption of investments has been restated in order to bring the investments at their cost as per AS 13.
6. Provision for Taxation has been adjusted for Items like Income Tax related to Earlier Years and Short Provision for Earlier Years.

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

**RECONCILIATION OF EQUITY AND RESERVES:**

<b>(Rs. In Lakhs)</b>			
<b>Particulars</b>	<b>31-Mar-22</b>	<b>31-Mar-21</b>	<b>31-Mar-20</b>
<b>Equity and Reserves as per Audited Balance sheet</b>	229.33	214.30	6.35
Adjustments for:			
Difference Due to Change in P&L	(1.61)	0.62	(0.44)
Prior period Adjustments (Refer Note-1)	0.31	(0.80)	(0.53)
<b>Equity and Reserves as per Re-stated Balance sheet</b>	<b>228.03</b>	<b>214.12</b>	<b>5.38</b>

**Note: 1**

Amounts relating to the prior period have been adjusted in the year to which the same relates to and the same amount is arrived on account of change in Opening Balance of Reserve and Surplus due to the restated effect on the profit / (loss) of prior period.

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

**NOTE – A**  
**RESTATED STATEMENT OF SHARE CAPITAL, RESERVES AND SURPLUS**

(Amt. in Rs. Lakhs, Except Share Data)

Particulars	For the year ended		
	31-03-22	31-03-21	31-03-20
<b>Share Capital</b>			
<b>Authorised Share Capital</b>			
Equity shares of Rs.10 each	3,000,000.00	3,000,000.00	1,000.00
Equity Share Capital	300.00	300.00	1.00
<b>Issued, Subscribed and Paid up Share Capital</b>			
Equity Shares of Rs. 10 each fully paid up	2,011,600	2,011,600	1,000
Share Capital (in Rs.)	201.16	201.16	1.00
<b>Total</b>	<b>201.16</b>	<b>201.16</b>	<b>1.00</b>
<b>Reserves and Surplus</b>			
Securities Premium			
<b>Surplus in Profit and Loss account</b>			
Balance as per the last financial statements	13.06	4.38	0.98
Profit for the Year	13.81	8.68	3.40
<b>Balance as at the end of Financial Year</b>	<b>26.87</b>	<b>13.06</b>	<b>4.38</b>

1. Terms/rights attached to equity shares:

- i. The company has only one class of shares referred to as equity shares having a par value of Rs.10/-. Each holder of equity shares is entitled to one vote per share
- ii. In the event of liquidation of the Company, the holders of equity shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

2. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

3. Company does not have any Revaluation Reserve.

4. The reconciliation of the number of Equity shares outstanding as at: -

Particulars	For the year ended		
	31-03-22	31-03-21	31-03-20
Number of shares at the beginning	201,160	1,000	1,000
Add: Bonus Share Issued	-	-	-
Add: Fresh Issue of shares		200,160	-
Number of shares at the end	201,160	201,160	1,000
5. The detail of shareholders holding more than 5% of Shares: -			
Name of Shareholders	For the year ended		
	31-03-22	31-03-21	31-03-20
Laliit Tripathi	760,700	760,700	500
Priyanka Maheshwari	408,000	408,000	500
Laliit Tripathi - HUF	700,000	700,000	
Rama Tripathi	142,500	142,500	

**NOTE – B**  
**RESTATED STATEMENT OF LONG TERM BORROWINGS**

(Rs. in Lakhs)

Particulars	For the year ended		
	31-03-22	31-03-21	31-03-20
<b>(Secured)</b>			
<b>(a) Term loans</b>			
From Banks	-	-	-
Sub-total (a)	-	-	-
<b>(Unsecured)</b>			
<b>(b) Term loans</b>			
From Others	-	-	-
Sub-total (b)	-	-	-
<b>(c) Loans and advances from related parties &amp; shareholders (Unsecured)</b>			
From Directors	-	-	74.32
From Others			
From Body Corporate	-	-	-
<b>Sub-total (c)</b>	-	-	<b>74.32</b>
<b>(d) Interoperate Deposits</b>			
From Body Corporate	-	-	-
<b>Sub-total (d)</b>	-	-	-
<b>Total (a+b+c+d)</b>	-	-	<b>74.32</b>

**Notes:**

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

**NOTE B(A)**  
**STATEMENT OF TERMS & CONDITIONS OF UNSECURED LOANS**

(Rs. in Lakhs)

Name of Lender	Purpose	Rate of Interest	Re-Payment Schedule	31-03-2022
<b>From Directors:-</b>				
Lallit Tripathi	Business Loan	Nil		
Priyanka Maheshwari	Business Loan	Nil		
<b>Grand Total</b>				

**NOTE – C**  
**RESTATED STATEMENT OF SHORT TERM BORROWINGS**

(Rs. in Lakhs)

Particulars	For the year ended		
	31-03-22	31-03-21	31-03-20
<b>Secured</b>			
<b>Loan Repayable on Demand</b>			
From Banks			
From Other Parties			
<b>Subtotal (a)</b>	-	-	-
<b>Unsecured</b>			
Loan from Directors		17.40	
<b>Sub Total (b)</b>	-	<b>17.40</b>	-
<b>Total (a+b)</b>	-	<b>17.40</b>	-

**Note:**

1. The terms and conditions and other information in respect of Secured Loans and Unsecured Loans are given in related party disclosures

**NOTE – D**  
**RESTATED STATEMENT OF TRADE PAYABLES**

(Rs. in Lakhs)

Particulars	For the year ended		
	31-03-22	31-03-21	31-03-20
<b>Trade Payables</b>			
Micro, Small and Medium Enterprises	-	-	-
Other than Micro, Small and Medium Enterprises	4.14	-	-
<b>Total</b>	<b>4.14</b>	<b>-</b>	<b>-</b>

**Trade Payables ageing schedule as on 31.03.2022**

(Rs. in Lakhs)

Particulars				More than 3 years	Total
	Less than 1 year	1-2 years	2-3 years		
(i) MSME					
(ii) Others	3.89	0.25			4.14
(iv) Disputed dues – MSME					
(iv) Disputed dues - Others					

**Notes:**

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- Amount due to entities covered under Micro, Small and Medium Enterprises as defined in the Micro, Small, Medium Enterprises Development Act, 2006, have been identified on the basis of information available with the Company. There was no amount due to any such entities which needs to be disclosed.

**NOTE –E**  
**RESTATED STATEMENT OF OTHER CURRENT LIABILITIES**

(Rs. in Lakhs)

Particulars	As At		
	31-03-22	31-03-21	31-03-20
<b>Other Current Liabilities</b>			
Advanced From Customers			
Unsecured and considered Good	7.36		
Duties and Taxes			
GST Payable	0.75	(0.18)	0.67
TDS Payable	0.27	0.76	0.67
Other Payable			
Salary Payable	4.69	2.15	-
Contractual Liability Payable	1.97	-	-
Audit Fees Payable		0.25	
<b>Total</b>	<b>15.04</b>	<b>2.97</b>	<b>1.34</b>



**NOTE – F**  
**RESTATED STATEMENT OF SHORT TERM PROVISIONS**

(Rs. in Lakhs)

Particulars	As At		
	31-03-22	31-03-21	31-03-20
<b>Short Term Provisions</b>			
Provision for Income Tax	5.21	3.17	1.38
Provision for Gratuity	0.09	0.05	0.03
<b>Total</b>	<b>5.30</b>	<b>3.22</b>	<b>1.41</b>

**NOTE – G**  
**RESTATED STATEMENT OF FIXED ASSETS**

**FY 2019-20**

Particulars	Gross Block				Depreciation				Net Block	
	As at	Additions during the year	Deletions during the year	As at	Upto	During the year	Adjustments during the year	Total upto	As at	As at
	01-Apr-19			31-Mar-20	01-Apr-19			31-Mar-20		
<b>Tangible Asset</b>										
Furniture & Fixtures	5.74	2.64	-	8.37	2	1.88	(1.81)	2.29	6.09	3.51
Computer & Plotters	5.68	2	-	8.06	2	2.79	0.15	4.58	3.48	4.04
Plant & Machinery	1.68	0.64	-	2.32	1	0.11	(0.39)	0.22	2.10	1.18
Office Equipment's	2.55		-	2.55	0	0.23	(0.04)	0.31	2.24	2.43
<b>Intangible Asset</b>										
Software	5.90	2.00		7.90	2	1.84	1.31	4.87	3.03	4.18
Trade Mark		-	-	-			-	-	-	-
<b>Total</b>	<b>21.54</b>	<b>7.66</b>	<b>-</b>	<b>29.20</b>	<b>6.20</b>	<b>6.87</b>	<b>(0.79)</b>	<b>12.27</b>	<b>16.93</b>	<b>15.34</b>
<i>Previous Year</i>										

**FY 2020-21**

Particulars	Gross Block				Depreciation				Net Block	
	As at	Additions during the year	Deletions during the year	As at	Upto	During the year	Deletion during the year	Total upto	As at	As at
	01-Apr-20			31-Mar-21	01-Apr-20			31-Mar-21		
<b>Tangible Asset</b>										
Furniture & Fixtures	8.37	1.29	-	9.67	2.29	1.60	-	3.89	5.78	6.09
Computer & Plotters	8.06	2.07		10.13	4.58	2.72	-	7.30	2.83	3.48
Plant & Machinery	2.32	0.21		2.53	0.22	0.14	-	0.37	2.17	2.10
Office Equipment's	2.55			2.55	0.31	0.21	-	0.53	2.02	2.24
<b>Intangible Asset</b>										
Software	7.90	6.33		14.24	4.87	1.83	-	6.71	7.53	3.03
Trade Mark	-	0.26		0.26	-	0.00		0.01	0.25	-
<b>Total</b>	<b>29.20</b>	<b>10.18</b>	<b>-</b>	<b>39.38</b>	<b>12.27</b>	<b>6.52</b>	<b>-</b>	<b>18.80</b>	<b>20.58</b>	<b>16.93</b>
<i>Previous Year</i>	<i>21.54</i>	<i>7.66</i>	<i>-</i>	<i>29.20</i>	<i>6.20</i>	<i>6.87</i>	<i>(0.79)</i>	<i>12.27</i>	<i>16.93</i>	<i>15.34</i>

**F.Y. 2021-22**

Particulars	Gross Block				Depreciation				Net Block	
	As at	Additions during the year	Deletions during the year	As at	Upto	During the Period	Deletion during the period	Total upto	As at	As at
	01-Apr-21			31-Mar-22	01-Apr-21			31-Mar-22		
<b>Tangible Asset</b>										
Furniture & Fixtures	9.67	3.25		12.92	3.89	1.61	-	5.50	7.42	5.78
Computer & Plotters	10.13	3.29		13.42	7.30	2.99	-	10.30	3.12	2.83
Plant & Machinery	2.53	1.79		4.33	0.37	0.16	-	0.54	3.79	2.17
Office Equipment's	2.55	-		2.55	0.53	0.19	-	0.72	1.83	2.02

<b>Intangible Asset</b>		-								
Software	14.24	0.16		14.40	6.71	2.96	-	9.67	4.73	7.53
Trade Mark	0.26	0.10		0.36	0.01	0.10		0.11	0.25	0.25
<b>Total</b>	39.38	<b>8.60</b>	-	<b>47.97</b>	<b>18.80</b>	<b>8.04</b>	-	<b>26.84</b>	<b>21.14</b>	<b>20.58</b>
<i>Previous Year</i>	29.20	10.18	-	39.38	12.27	6.52	-	18.80	20.58	16.93

**NOTE – H**  
**RESTATED STATEMENT OF DEFERRED TAX ASSETS / (LIABILITIES)**

(Rs. in Lakhs)

Particulars	As At		
	31-03-22	31-03-21	31-03-20
<b>Opening Balance (A)</b>	<b>Rs.</b>	<b>Rs.</b>	<b>Rs.</b>
Opening Balance of Deferred Tax Asset / (Liability)	0.74	0.37	0.19
<b>Closing Balances (B)</b>			
DTA / (DTL) on Timing Difference in Depreciation as per Companies Act and Income Tax Act.	0.43	0.18	0.19
DTA / (DTL) on Timing Difference on Gratuity.	0.21	0.18	(0.01)
<b>Closing Balance of Deferred Tax Asset / (Liability) (B)</b>	<b>1.38</b>	<b>0.74</b>	<b>0.37</b>
<b>Current Year Provision (B-A)</b>	<b>0.64</b>	<b>0.37</b>	<b>0.18</b>

**NOTE – I**  
**RESTATED STATEMENT OF OTHER NON CURRENT ASSETS**

(Rs. in Lakhs)

Particulars	As At		
	31-03-22	31-03-21	31-03-20
<b>Security Deposit</b>			
(a) Unsecured, Considered good			
Security Deposit - Rent	0.22	0.22	-
Security Deposit - Wisdom	-	0.12	-
Earnest Money Deposit	-	25.00	-
Other Non-Current Assets			1.46
<b>Total</b>	<b>0.22</b>	<b>25.34</b>	<b>1.46</b>

**NOTE – J**  
**RESTATED STATEMENT OF CURRENT INVESTMENTS**

(Rs. in Lakhs)

Particulars	As At		
	31-03-22	31-03-21	31-03-20
<b>Current Investments</b>			
Investment in Equity Shares	0.44	0.44	-
Investments in Mutual Funds	58.19	111.93	52.70
<b>Other Non-Current Investments</b>			
'- Investment in Fixed Deposits having maturity above 12 months	26.11	15.24	5.00
<b>Total</b>	<b>84.73</b>	<b>127.61</b>	<b>57.70</b>

**Investment in Securities as on 31.03.2022**

Fund Type	Product Name	Balance Units	FV Per unit	Total Cost	NAV as on 31.03.2022	Value as on 31.03.2022
Debt- Floater Fund	IDFC Floating Rate Fund	178,307.58	10.00	1,783,075.76	10.41	1,857,019.91
Debt- Ultra Short Duration Fund	Axis Ultra Short Term Fund	9,588.06	11.40	109,284.65	12.08	115,829.46
Equity - Midcap Fund	ITI Mid Cap Fund	99,995.00	10.00	999,950.00	10.70	1,069,526.52
Equity - Sector/ Thematic Fund	Aditya Birla Sun Life Digital India Fund	1,677.83	118.17	198,269.64	138.29	232,027.66
Equity - Sector/ Thematic Fund	ICICI Prudential Banking & FS Fund	7,750.70	70.46	546,114.18	80.76	625,946.37

Equity - Sector/ Thematic Fund	ICICI Prudential Technology Fund	4,552.68	109.82	499,974.99	162.59	740,219.75
Equity - Smallcap Fund	Axis Small Cap Fund	6,948.92	43.17	299,985.01	61.41	426,733.36
Hybrid - Equity Savings Funds	ICICI Prudential Equity Savings Fund	29,628.50	17.05	505,165.94	17.20	509,610.22
Others - Mutual Funds - FOF - International	ICICI Prudential US Bluechip Equity Fund	18,024.51	27.74	499,999.99	45.91	827,505.39
Equity	SBI Flexicap Fund	7,632.21	49.40	377,049.69	82.72	631,364.22
Equity shares	LIC Housing Finance Ltd.	100.00	433.68	43,677.69		
<b>Total</b>				<b>5,862,547.54</b>		<b>7,035,782.87</b>

**NOTE – K**  
**RESTATED STATEMENT OF CASH & CASH EQUIVALENTS**

(Rs. in Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>Cash and Cash Equivalents:</b> (as per Accounting Standard 3: Cash flow Statements)			
Cash on Hand	10.58	2.45	0.33
<b>Balances with Banks in Current Accounts</b>	13.21	50.52	6.17
<b>Total</b>	<b>23.79</b>	<b>52.97</b>	<b>6.51</b>

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

**NOTE – L**  
**RESTATED STATEMENT OF INVENTORIES**

(Rs. in Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>Stock in Trade</b>	21.07	-	-
<b>Total</b>	<b>21.07</b>	<b>-</b>	<b>-</b>

**NOTE – M**  
**RESTATED STATEMENT OF SHORT-TERM LOANS AND ADVANCES**

(Rs. in Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
<b>Unsecured, Considered Good unless otherwise stated</b>			
Loan and advance to Others (Unsecured and considered good)	4.91	0.72	
Loans and Advances to Directors/ Relatives of Directors	84.23	10	
Other Loans and Advance	-	-	-
<b>Total</b>	<b>89.13</b>	<b>10.72</b>	<b>-</b>

- The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.
- List of persons/entities classified as 'Promoters' and 'Group Companies' has been determined by the Management and relied upon by the Auditors. The Auditors have not performed any procedure to determine whether the list is accurate and complete.

**NOTE – N**  
**RESTATED STATEMENT OF OTHER CURRENT ASSETS**

(Rs. in Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
GST Input Tax Credit	0.16	0.00	0.12

TDS Receivable	2.18	0.45	0.04
PAN Coupons	0.02	0.11	0.00
Traventura Wallet	0.04	0.26	0.00
IRCTC Wallet	0.02	0.00	0.00
Yes Bank Wallet	0.08	0.00	0.00
Software Development	0.55	0.00	0.00
MAT Credit	0.00	0.37	0.00
Fixed deposit against BG (Maturity being 12 months)	10.12	0.00	0.00
<b>Total</b>	<b>13.18</b>	<b>1.20</b>	<b>0.16</b>

1. The figures disclosed above are based on the restated summary statement of assets and liabilities of the Company.

**NOTE – O**  
**RESTATED STATEMENT OF REVENUE FROM OPERATIONS**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31-03-22	31-03-21	31-03-20
(i) turnover of Supply of Services			
Brokerage	105.70	54.32	54.26
BC Collection	29.67	33.07	5.46
B.C Commission	23.93	11.66	0.77
Sale of Dongle	0.00	0.30	0.00
AEPS Income	0.00	1.88	0.00
<b>Total</b>	<b>159.29</b>	<b>101.23</b>	<b>60.49</b>

**NOTE – P**  
**RESTATED STATEMENT OF OTHER INCOME**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31-03-22	31-03-21	31-03-20
<b>Related and Recurring Income:</b>			
D R A Exam Fees	0.02	0.36	
PAN COUPON	1.65	0.13	
Income from IRCTC	0.13	1.98	
Profit on redemption of Investments	3.75	9.21	
Traventura Income	0.68	0.14	
<b>Non Related and Recurring Income:</b>			
Interest from Fixed Deposits	1.05	0.24	
<b>Non Related and Non-Recurring Income:</b>			
Other Income	0.37		0.74
Reversal of Excess Depreciation Charged			
Discount Recd.	0.29	0.18	
<b>Sub Total</b>	<b>7.94</b>	<b>12.24</b>	<b>0.73</b>
<b>Total</b>	<b>7.94</b>	<b>12.24</b>	<b>0.73</b>

1. The classification of other income as recurring/not-recurring, related/not-related to business activity is based on the current operations and business activity of the Company as determined by the management.

**NOTE – Q**  
**RESTATED STATEMENT OF PURCHASE OF MATERIALS**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31-03-22	31-03-21	31-03-20

Purchase of Stock in Trade	24.83		
<b>Total</b>	<b>24.83</b>	<b>-</b>	<b>-</b>

**NOTE – R**  
**RESTATED STATEMENT OF CHANGE IN INVENTORIES**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31-03-22	31-03-21	31-03-20
Opening Balance of Stock in Trade	-	-	-
Less Closing Balance of Stock in Trade	21.07	-	-
<b>Increase/(Decrease) in Stock in trade</b>	<b>(21.07)</b>	<b>-</b>	<b>-</b>

**NOTE – S**  
**RESTATED STATEMENT OF EMPLOYEE BENEFITS EXPENSE**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31-03-22	31-03-21	31-03-20
Salary and Wages	30.33	22.42	10.11
Gratuity Provision	0.82	0.70	(0.02)
<b>Total</b>	<b>31.15</b>	<b>23.12</b>	<b>10.09</b>

**NOTE – T**  
**RESTATED STATEMENT OF FINANCE COST**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31-03-22	31-03-21	31-03-20
Bank Charges	0.25	0.05	0.39
<b>Total</b>	<b>0.25</b>	<b>0.05</b>	<b>0.39</b>

**NOTE – U**  
**RESTATED STATEMENT OF DEPRECIATION & AMORTISATION**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31-03-22	31-03-21	31-03-20
Depreciation and Amortisation Expenses	8.04	6.52	6.87
<b>Total</b>	<b>8.04</b>	<b>6.52</b>	<b>6.87</b>

**NOTE – V**  
**RESTATED STATEMENT OF OTHER EXPENSES**

(Rs. in Lakhs)

Particulars	For the Year ended		
	31-03-22	31-03-21	31-03-20
<b>Direct Expenses</b>			
BC Commission	22.09	9.69	
CDSL Charges	0.24	0.24	
Commission Expenses	14.28	16.38	17.00
Dongle Purchase		0.53	

DRA Exam Charges		0.40	
IRCTC Charges		1.97	
<b>Indirect Expenses</b>			
Advertisement Expense	15.30	0.05	
Audit Fees	0.54	0.25	0.25
Business Promotion Expenses	1.27	0.64	
Director Salary			3.6
General Expenses	1.39	0.21	
GST Late Fees		0.05	
Legal Expenses	0.10	0.26	
License Fee	2.25	2.1	
Office Expenses	4.38	0.61	0.65
Morpho Purchase		4.95	
Office Rent Paid	6.33	3.32	
Preliminary Expenses written off			
Printing & Repairs & Maintenance	4.75	3.52	0.60
Professional Charges	12.45	26.00	16.22
Telephone & Internet Expenses	2.40	0.29	0.45
Tender Fee		0.25	
Travelling & Conveyance Expenses	3.53	0.54	1.30
Contractual Expense	13.21		
Electricity Charge	0.96		
<b>Total</b>	<b>105.66</b>	<b>72.29</b>	<b>40.07</b>

**NOTE – W**  
**RESTATED SUMMARY STATEMENT OF CONTINGENT LIABILITIES**

(Rs. in Lakhs)

Particulars	As at		
	31-03-22	31-03-21	31-03-20
Contingent liabilities in respect of:			
Claims against the company not acknowledged as debts (Income tax Appeal (disputed demand) for A.Y. 2016-17 and TDS Defaults)	-	-	-
Guarantees given on Behalf of the Company			
Guarantees given on Behalf of the Subsidiary Company	-	-	-
Other moneys for which the company is contingently liable	-	-	-
Commitments (to the extent not provided for)	-	-	-
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
Uncalled liability on shares and other investments partly paid	-	-	-
Other commitments	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

**NOTE – X**  
**RESTATED STATEMENT OF RELATED PARTY TRANSACTIONS**

**AA RELATED PARTY DISCLOSURE**

**(a) List of Related parties**

Names of the related parties with whom transactions were carried out during the years and description of relationship:

Sr. No.	Name of the Person / Entity	Relation
1	Kartik Credit Private Limited	The companies have common directors. Mr. Lallit Tripathi & Mrs. Priyanka



		Maheshwari are director in the company.
2	Vedant Insurance Broking Pvt Ltd	The companies have common directors. Mr. Lallit Tripathi & Mrs. Priyanka Maheshwari are director in the company.
3	Kartik Technologies Pvt. Ltd.	The companies have common directors. Mr. Lallit Tripathi & Mrs. Priyanka Maheshwari are director in the company.
4	Mrs. Priyanka Maheshwari	Mrs. Priyanka Maheshwari is Director in the Company
5	Mr. Lallit Tripathi	Mr. Lallit Tripathi is Director in the company
6	Mrs. Rama Tripathi	Mrs. RamaTripathi is Director in the company
7	Mind Buzz Private Limited	The companies have common director - Mrs. Rama Tripathi

**(b)Transaction with related Parties:-**

**(Rs. in Lakhs)**

SI No.	Particulars	For the financial year		
		2021-22	2020-21	2019-20
	<b><u>Remuneration Paid to Directors</u></b>			
	Mrs. Priyanka Maheshwari	-	4.20	3.60
	<b><u>Rent Paid to Directors</u></b>			
	Mrs. Priyanka Maheshwari	0.40	-	-
	<b><u>Issue of Shares</u></b>			
	Mr. Lallit Tripathi		75.61	
	Mrs. Priyanka Maheshwari		40.30	
	Lallit Tripathi HUF		70.00	
	Mrs. Rama Tripathi		14.25	
	<b><u>Business Transaction</u></b>			
	Vedant Insurance Broking Pvt Ltd	0.21		
	<b><u>Loans &amp; Advances given during the year</u></b>			
	Mind Buzz Private Limited	0.60	-	-
	Kartik Credit Private Limited	1.33	-	-
	Vedant Insurance Broking Pvt Ltd	1.21	-	-
	Priyanka Maheshwari	35.75	9.50	-
	Lallit Tripathi	53.12	(16.90)	(19.58)
	<b><u>Loans &amp; Advances given during the year - Closing Balance</u></b>			
	Mind Buzz Private Limited	0.60	-	-
	Kartik Credit Private Limited	1.33	-	-
	Vedant Insurance Broking Pvt Ltd	1.21	-	-
	Priyanka Maheshwari	45.25	9.50	-
	Lallit Tripathi	36.22	(16.90)	(74.32)

**NOTE – Y**  
**RESTATED STATEMENT OF TAX SHELTER**

**(Rs. in Lakhs)**

Particulars	As at March 31,		
	31-03-22	31-03-21	31-03-20
Restated profit before tax as per books (A)	18.37	11.48	4.60
Add - Depreciation as per Companies Act-2013	8.04	6.52	6.07
Add - Gratuity Provision	0.82	0.70	(0.02)
	<b>27.23</b>	<b>18.71</b>	<b>10.65</b>
Less - Depreciation as per Income Tax Act,1961	7.20	6.51	5.33

	<b>20.02</b>	<b>12.19</b>	<b>5.32</b>
Tax @ 25%	5.01	3.05	1.33
Health & Education Cess @ 4%	0.20	0.12	0.05
<b>Tax on Taxable Income</b>	<b>5.21</b>	<b>3.17</b>	<b>1.38</b>
Accounting Profit	18.37	11.48	4.60
Tax @ 25%	4.59	2.87	1.15
Health & Education Cess @ 4%	0.18	0.11	0.05
<b>Tax on Accounting Income</b>	<b>4.78</b>	<b>2.99</b>	<b>1.20</b>
Current Year Deferred Tax Assets / (Liabilities)	0.43	0.18	0.19
Add - Last Year Deferred Tax Asset / (Liabilities)	0.37	0.19	0.00
<b>Total Deferred Tax Asset / (Liabilities)</b>	<b>0.80</b>	<b>0.37</b>	<b>0.19</b>

**NOTE – Z**  
**RESTATED STATEMENT OF MANDATORY ACCOUNTING RATIOS**

*(Rs. in Lakhs except Per Share Data)*

Particulars	For		
	31-03-22	31-03-21	31-03-20
Net Worth (A)	228.03	214.22	5.38
Adjusted Profit after Tax (B)	13.81	8.68	3.40
Number of Equity Share outstanding as on the End of Year ( c)	2,011,600	201,160	1,000
Weighted average no of Equity shares at the time of end of the year (D)	2,011,600	2,011,600	393,868
Face Value per Share	10.00	10.00	10.00
Restated Basic and Diluted Earnings Per Share (Rs.) (B/D)	0.69	0.43	0.86
Return on Net worth (%) (B/A)	6.05%	4.05%	63.17%
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Actual Number of Shares)	11.34	106.49	537.94
Net asset value per share (A/C) (Face Value of Rs. 10 Each) (Based on Weighted Average Number of Shares)	11.34	10.65	1.37
EBITDA	18.72	5.82	10.33

**Note:**

1) The ratios have been computed as below:

- (a) Basic earnings per share (Rs. ) - : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year
- (b) Diluted earnings per share (Rs. ) - : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS
- (c) Return on net worth (%) -: Net profit after tax (as restated) / Net worth at the end of the period or year
- (d) Net assets value per share -: Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year

2) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.

3) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus ( including, Securities Premium, General Reserve and surplus in statement of profit and loss).

4) The figures disclosed above are based on the restated summary statements of the Company.

5) EBITDA has been calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

**NOTE – ZA**  
**CAPITALISATION STATEMENT**

*(Rs. in Lakhs)*

Particulars	Pre Issue	Post Issue
<b>Borrowings</b>		
Short term debt (A)	0.00	0.00

Long Term Debt (B)	0.00	0.00
<b>Total debts (C)</b>	<b>0.00</b>	<b>0.00</b>
<b>Shareholders' funds</b>		
Equity share capital	201.16	276.16
Reserve and surplus - as restated	26.87	251.87
<b>Total shareholders' funds</b>	<b>228.03</b>	<b>528.03</b>
<b>Long term debt / shareholders' funds (in Rs.)</b>	<b>0.00</b>	<b>0.00</b>
<b>Total debt / shareholders' funds (in Rs.)</b>	<b>0.00</b>	<b>0.00</b>

**Notes:**

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31.03.2022.

## **OTHER FINANCIAL INFORMATION**

The audited financial statements of our Company as at and for the year ended March 31, 2022, March 31, 2021 and March 31, 2020 and their respective Audit reports thereon (Audited Financial Statements) are available at [www.vedantasset.com](http://www.vedantasset.com)

Our Company is providing a link to this website solely to comply with the requirements specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018. The Audited Financial Statements do not constitute, (i) a part of the Draft Prospectus; or (ii) Prospectus, a statement in lieu of a prospectus, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, or any other applicable law in India or elsewhere in the world. The Audited Financial Statements should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision. Neither our Company, nor LM, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

The accounting ratios required under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations are given below: -

<b>Particulars</b>	<b>March 31, 2022</b>	<b>March 31, 2021</b>	<b>March 31, 2020</b>
Profit After Tax	13.81	8.68	3.40
Basic & Diluted Earnings per Share	0.69	0.43	0.86
Return on Net Worth (%)	6.05	4.05	63.17
NAV per Equity Shares (Based on Actual Number of Shares)	11.34	106.49	537.94
NAV per Equity Shares (Based on Weighted Average Number of Shares - With Bonus Effect)	11.34	10.65	1.37
Earnings before interest, tax, depreciation and amortization (EBITDA)	18.72	5.82	10.33

## **FINANCIAL INDEBTEDNESS**

To,

The Board of Directors,  
**Vedant Asset Limited**  
3rd Floor, Gayways House, Pee Pee Compound,  
Ranchi, Jharkhand 834001

Dear Sirs,

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of Vedant Asset Limited and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the sanction amount of financial indebtedness, principal terms of security for loan and other related details as on 31st March, 2022 are mentioned below.

- A. SECURED LOANS:** There are no secured loans from Banks, financial institutions, business entities or any other persons as on 31st March 2022.
- B. UNSECURED LOANS:** There are no unsecured loans from Banks, financial institutions, business entities or any other persons as on 31st March 2022

**For, M/s N.K. Kejriwal & Co.**  
Chartered Accountants  
FRN: 04326C

Sd/-  
CA Naresh Kumar Kejriwal  
(Partner)  
M. No. 073381

Place: Ranchi  
Date: September 10, 2022

## **MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITIONS & RESULTS OF OPERATIONS**

*You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled "Financial Information of the Company" beginning on page 113. You should also read the section titled "Risk Factors" on page 20 and the section titled "Forward Looking Statements" on page 15 of this Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated financial Statements.*

*Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor dated May 26, 2022 which is included in this Prospectus under "Financial Statements". The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.*

### **Business Overview**

Our company was originally incorporated on July 07, 2015 as a Private Limited Company in the name and style of Vedant Asset Advisors Private Limited under the provisions of the Companies Act, 2013 with the Registrar of Companies, Jharkhand. Subsequently, the name of our company was changed from Vedant Asset Advisors Private Limited to Vedant Asset Private Limited vide a fresh certificate of incorporation dated November 29, 2017 by Registrar of Companies, Jharkhand. Further, our company was converted into Public Limited Company vide special resolution passed by our shareholders at the Extra ordinary General Meeting held on April 28, 2022 and the name of the company was changed from Vedant Asset Private Limited to Vedant Asset Limited pursuant to issuance of Fresh Certificate of Incorporation dated June 03, 2022 by Registrar of Companies, Jharkhand. The Corporate Identification Number of our company U74900JH2015PLC003020.

Our company is engaged in the business as a Corporate Business Correspondents (BC) of Bank of India, Jharkhand Rajya Gramin Bank (JRGB) and Madhya Pradesh Gramin Bank (MPGB) and as Mutual Funds Distribution through a partner base of more than 350 Vedant Mitra partners working in various rural and semi-urban locations and handling more than 100 crores of assets under our Mutual fund distribution business. Our Vedant Mitra Kendra acts as Banking - Customer services Point (CSPs) to fulfil all the necessary banking requirements of the people, Adhaar enabled payment system, Direct Money Transfer (DMT), investment in Mutual Funds - mPOS, PAN related services, Insurance services, Loan services and recharge services along with Air, rail and Bus ticketing etc. We are also looking towards expanding our services in the field of disbursing Government DBT subsidies, Adhaar linked subsidies and providing essential services through our network of Vedant Mitra Kendra. We believe in taking the financial services to the last mile and in creating an aggressive business model both for our partners and Clients.

Our company has been promoted by Mr. Lallit Tripathi and Mrs. Priyanka Maheshwari who have an overall experience of around 25 years and 18 years respectively in the field of providing financial services, mutual fund distribution and financial distribution services. Under the leadership of our promoters and the guidance of our management we have carved ourselves as a complete financial solution provider for urban and rural markets and we are continually expanding our reach and market. Over the year our success has been recognized by many institutes like CNBC Hall of Fame Award for the year 2019, CNBC TV18 Best financial advisors award for East 2016, CNBC TV 18 Best financial advisor (IFA Up country East) 2017, One of the largest mobilization of AUM (Asset under management in Jharkhand), Wealth Forum Award for Highest Business Mobilization in Rest of East in 2015 etc.

Over the years and with the experience of our promoters we have emerged as a Financial Service Provider serving our partners and client providing financial services. Under our Corporate Banking Correspondent services, we are providing various Banking services in the rural, Semi-urban and urban parts of Jharkand and Madhya Pradesh. Our promoter Mr. Lallit Tripathi has worked very closely with ICICI Bank Ltd as a DSA and DCID in this region from 2002 to 2007 with the name of our proprietor firm ALMA technology and have achieved many milestones for the bank during the same period. As of now our company is associated with the Jharkhand Rajya Gramin Bank (JRGB), Bank of India and Madhya Pradesh Gramin Bank (MPGB) for providing the financial services. Under our mutual fund distribution business, we are currently acting as a broker for 22 different fund house with the AUM of over 100 crores of which ICICI Prudential Mutual Fund, Kotak Mutual Fund, Aditya Birla Sun Life Mutual Fund, SBI Mutual Fund and Axis Mutual Fund are some prominent names.

With the increased Government focus towards digitalization and digital banking, we focus to enhance our value proposition and planned to launch the Micro ATM (mATM services) which will enable the banking services in the rural and remote areas. The same will be undertaken through the application of the VedantPay which will be connected to the small machines i.e. mATM, through which people in the remote and rural areas which donot have banking facilities will be able to do banking transaction using this technology of withdrawing money. The customer can using their ATM, Debit and Credit card withdraw the money using the mATM machines through our partners. In this way the partner attached with Vedantpay can earn through the commission and take the

Banking facilities to these remote and rural locations. The money given to the customer will get transferred to the bank account of the Partner through the UPI mechanism.

## **STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

For details in respect of Statement of Significant Accounting Policies, please refer to Restated Financial Statements beginning on page 113 of this Prospectus.

### **Factors Affecting our Results of Operations**

1. General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
2. Changes in consumer demand;
3. Failure to successfully upgrade our product portfolio, from time to time;
4. Any change in government policies resulting in increases in taxes payable by us;
5. Our ability to retain our key managements persons and other employees;
6. Changes in laws and regulations that apply to the industries in which we operate.
7. Our failure to keep pace with rapid changes in technology;
8. Our ability to grow our business;
9. Our ability to make interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
10. general economic, political and other risks that are out of our control;
11. Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
12. Company's ability to successfully implement its growth strategy and expansion plans ;
13. failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
14. inability to successfully obtain registrations in a timely manner or at all;
15. occurrence of any Uninsured Losses;
16. conflicts of interest with affiliated companies, the promoter group and other related parties;
17. any adverse outcome in the legal proceedings in which we are involved; and
18. The performance of the financial markets in India and globally.
19. Impact of covid-19 on our business and operations.

### **Discussion on Result of Operations**

The following discussion on results of operations should be read in conjunction with the Consolidated Restated Financial Statements for the financial years ended on March 31, 2022, March 31, 2021 and March 31, 2020.

(₹ in Lakhs)

Particulars	FY 2021-22	% of Total Income	FY 2020-21	% of Total Income	FY 2019-20	% of Total Income
<b>Income</b>						
Revenue From Operation	159.29	95.25	101.23	89.21	60.49	98.80
Other Income	7.94	4.75	12.24	10.79	0.73	1.20
<b>Total Income</b>	<b>167.23</b>	<b>100.00</b>	<b>113.47</b>	<b>100.00</b>	<b>61.23</b>	<b>100.00</b>
<b>Expenditure</b>						
Purchase of Material	24.83	14.85	0.00	0.00%	0.00	0.00%
Change In Inventory	(21.07)	(12.60)	0.00	0.00	0.00	0.00
Employee Benefit Expenses	31.15	18.63	23.12	20.38	10.09	16.48
Finance Cost	0.25	0.15	0.05	0.05	0.39	0.64
Depreciation and Amortisation Expenses	8.04	4.81	6.52	5.75	6.07	9.92
Other Expenses	105.66	63.18	72.29	63.71	40.07	65.45
<b>Total Expenditure</b>	<b>148.86</b>	<b>89.02</b>	<b>101.98</b>	<b>89.88</b>	<b>56.63</b>	<b>92.49</b>
<b>Profit/(Loss) Before Exceptional &amp; extraordinary items &amp; Tax</b>	<b>18.37</b>	<b>10.98</b>	<b>11.48</b>	<b>10.12</b>	<b>4.60</b>	<b>7.51</b>
Exceptional Item	0.00	0.00%	0.00	0.00%	0.00	0.00%
<b>Profit/(Loss) Before Tax</b>	<b>18.37</b>	<b>10.98</b>	<b>11.48</b>	<b>10.12</b>	<b>4.60</b>	<b>7.51</b>
Tax Expense:						
Tax Expense for Current Year	5.21	3.11	3.17	2.79	1.38	2.26
Short/ (Excess) Provision of Earlier Year	0.0	0.00%	0.00	0.00%	0.00	0.00%

Deferred Tax	(0.64)	(0.39)	(0.37)	(0.32)	(0.18)	(0.30)
Net Current Tax Expenses	4.56	2.73	2.80	2.47	1.20	1.96
<b>Profit/(Loss) for the Year</b>	<b>13.81</b>	<b>8.26</b>	<b>8.68</b>	<b>7.65</b>	<b>3.40</b>	<b>5.55</b>

#### **Revenue from operations:**

Revenue from Operations mainly consists of revenue from brokerage, BC Collection and BC Commission.

#### **Other Income:**

Our other income primarily comprises of Profit on redemption of Investments, PAN Coupon, Interest from Fixed Deposits, and other income etc.

#### **Total Expenses:**

Company's expenses consist of operating cost like Purchase of material, Changes in the inventory, Employee benefits expense, Finance costs, Depreciation and amortization expenses and other expenses.

#### **Purchase of Material:**

Our material comprises of purchase of stock in trade.

#### **Changes in the Inventory:**

Our changes in the inventory comprises of changes in the Stock in Trade.

#### **Employee benefits expense:**

Our employee benefits expense primarily comprises of Salaries & wages and Gratuity Provision.

#### **Finance Costs:**

Our finance cost comprises of bank charges.

#### **Depreciation and Amortization Expenses:**

Depreciation includes depreciation on Furniture & Fixtures, Computer & Plotters, Plant & Machinery and Office Equipments. Amortization expenses includes amortization on Software and Trade Mark.

#### **Other Expenses:**

Our Other Expenses consists of BC Commission, Commission Expenses, Advertisement Expense, Professional Charges, Contractual Expense, Office Rent Paid etc.

#### **Financial Year 2022 Compared to Financial Year 2021 (Based on Consolidated Restated Financial Statements)**

#### **Total Income:**

Total income for the financial year 2021-22 stood at Rs.167.23 Lakhs whereas in Financial Year 2020-21 the same stood at Rs. 113.47 Lakhs representing an increase of 47.38%. The main reason of increase was increase in the business operations of the company.

#### **Revenue from Operations**

During the financial year 2021-22 the net revenue from operation of our Company increased to Rs.159.29 Lakhs as against Rs. 101.23 Lakhs in the Financial Year 2020-21 representing an increase of 57.36%. The main contribution was due to expansion in the business.

#### **Other Income:**



During the financial year 2021-22 the other income of our Company decreased to Rs.7.94 Lakhs as against Rs.12.24 lakhs in the Financial Year 2020-21 representing a decrease of 35.16%.

#### **Total Expenses**

The total expense for the financial year 2021-22 increased to Rs.148.86 Lakhs from Rs.101.98 lakhs in the Financial Year 2020-21 representing an increase of 45.97%. Such increase was due to increase in business operations of the Company.

#### **Purchase of Material:**

As the company has started its new line of business for which the company has purchased stock in trade in the financial year 2021-2022 of Rs. 24.83 Lakhs.

#### **Changes in the Inventory:**

As the company has started its new line of business, there is increase in the inventory of the company in the financial year 2021-2022 of Rs. 21.07 Lakhs.

#### **Employee benefits expense:**

Our Company has incurred Rs.31.15 Lakhs as Employee benefits expense during the financial year 2021-22 as compared to Rs. 23.12 Lakhs in the financial year 2020-21. The increase of 34.71% was due to increase in salary and wages.

#### **Finance costs:**

These costs were for the financial Year 2021-22 increased to Rs.0.25 Lakhs as against Rs.0.05 Lakhs during the financial year 2020-21. The increase of 378.16% was due to increase in the bank charges.

#### **Depreciation and Amortization Expenses:**

Depreciation for the financial year 2021-22 stood at Rs. 8.04 Lakhs as against Rs.6.52 Lakhs during the financial year 2020-21. The increase in depreciation was around 23.29% in comparison to the previous year.

#### **Other Expenses:**

Our Company has incurred Rs.105.66 Lakhs during the Financial Year 2021-22 on other expenses as against Rs.72.29 Lakhs during the financial year 2020-21. There was an increase of 46.17% was mainly due to increase in BC Commission, Advertisement Expense, Business Promotion Expenses, Office expenses, office rent paid and Contractual Expense, etc.

#### **Restated profit before tax:**

Net profit before tax for the financial year 2021-22 increased to Rs.18.37 Lakhs as compared to Rs.11.48 Lakhs in the financial year 2020-21, which was majorly due to factors as mentioned above.

#### **Restated profit for the year:**

The Company reported Restated profit after tax for the financial year 2021-22 of Rs.13.81 Lakhs in comparison to Rs.8.68 lakhs in the financial year 2020-21 majorly due to factors mentioned above. The increase of 59.03% was mainly due to increase in the cost as mentioned above.

#### **Financial Year 2021 Compared to Financial Year 2020 (Based on Restated Financial Statements)**

#### **Total Income:**

Total income for the financial year 2020-21 stood at Rs. 113.47 Lakhs whereas in Financial Year 2019-20 the same stood at Rs.61.23 Lakhs representing an increase of 85.32%.

#### **Revenue from Operations**

During the financial year 2020-21 the net revenue from operation of our Company increased to Rs. 101.23 Lakhs as against Rs. 60.49 Lakhs in the Financial Year 2019-20 representing an increase of 67.33%. The main contribution was due to expansion in the business.

**Other Income:**

During the financial year 2020-21 the other income of our Company has significantly increased to Rs. 12.24 Lakhs as against Rs. 0.73 lakhs in the Financial Year 2019-20 representing an increase of 1571.32%.

**Total Expenses**

The total expense for the financial year 2020-21 increased to Rs. 101.98 Lakhs from Rs. 56.63 lakhs in the Financial Year 2019-20 representing an increase of 80.09%.

**Employee benefits expense:**

Our Company has incurred Rs. 23.12 Lakhs as Employee benefits expense during the financial year 2020-21 as compared to Rs. 10.09 Lakhs in the financial year 2019-20 representing an increase of 129.12% mainly due to increase of Salary and wages.

**Finance costs:**

These costs were for the financial Year 2020-21 increased to Rs.0.05 Lakhs as against Rs. 0.39 Lakhs during the financial year 2019-20. The decrease of 86.74% was due to decrease in bank charges.

**Depreciation and Amortization Expenses:**

Depreciation for the financial year 2020-21 stood at Rs.6.52 Lakhs as against Rs. 6.07 Lakhs during the financial year 2019-20. The increase in depreciation was around 7.42% in comparison to the previous year.

**Other Expenses:**

Our Company has incurred Rs. 72.29 Lakhs during the Financial Year 2020-21 on other expenses as against Rs. 40.07 Lakhs during the financial year 2019-20. There was an increase of 80.39% was mainly due to increase BC Commission, IRCTC Charges, License Fee, Morpho Purchases, Office Rent Paid and Professional Charges etc.

**Restated profit before tax:**

Net profit before tax for the financial year 2020-21 has significantly increased to Rs. 11.48 Lakhs as compared to Rs. 4.60 Lakhs in the financial year 2019-20. The increase of 149.70% which was majorly due to factors as mentioned above.

**Restated profit for the year:**

The Company reported Restated profit after tax for the financial year 2020-21 of Rs. 8.68 Lakhs in comparison to Rs.3.40 Lakhs in the financial year 2019-20. The increase of 155.44% which was majorly due to factors as mentioned above.

**Information required as per Item (II)(C)(iv) of Part A of Schedule VI to the SEBI Regulations:**

**An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:**

***1. Unusual or infrequent events or transactions***

There has not been any unusual trend on account of our business activity. Except as disclosed in this Prospectus, there are no unusual or infrequent events or transactions in our Company.

***2. Significant economic changes that materially affected or are likely to affect income from continuing operations.***

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

***3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

Apart from the risks as disclosed under Section “**Risk Factors**” beginning on page 20 of the Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

#### **4. Future changes in relationship between costs and revenues**

Other than as described in the sections “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 20, 75 and 141 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

#### **5. Segment Reporting**

Our business activity primarily falls within a single business and geographical segment, other than as disclosed in “Restated Financial Statements” on page 113, we do not follow any other segment reporting

#### **6. Status of any publicly announced New Products or Business Segment**

Except as disclosed in the Chapter “**Our Business**”, our Company has not announced any new product or service.

#### **7. Seasonality of business**

Our business is not subject to seasonality. For further information, see “Industry Overview” and “Our Business” on pages 69 and 75, respectively

#### **8. Dependence on single or few customers**

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers

#### **9. Competitive conditions**

Competitive conditions are as described under the Chapters “**Industry Overview**” and “**Our Business**” beginning on pages 69 and 75 respectively of this Prospectus.

#### **10. Details of material developments after the date of last balance sheet i.e. March 31, 2022**

After the date of last Balance sheet i.e. March 31, 2022, the following material events have occurred after the last audited period –

- 1) A special resolution passed by the shareholders at the Extra Ordinary General Meeting held on April 28, 2022, the name of our Company was changed from “Vedant Asset Private Limited” to “Vedant Asset Limited” and a fresh certificate of incorporation was issued by the Registrar of Companies, Jharkhand vide letter dated June 3, 2022.
- 2) Mr. Lallit Tripathi appointed as Chairman & Managing Director and Mrs. Rama Tripathi as Whole Time Director of the Company for a term of 2 year with effect from August 25, 2022 by board in its meeting held on August 25, 2022 and confirmed by shareholders vide Extra Ordinary General Meeting held on August 29, 2022
- 3) Mr. Gautam Jain and Mr. Gaurav Bagroy were appointed as Additional Independent Director of the Company with effect from August 25, 2022. Further, he was regularized from Additional Independent Director to Independent Director of the Company vide Extra Ordinary General Meeting held on August 29, 2022.
- 4) We have passed a Board resolution in the meeting of Board of Directors dated August 25, 2022 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
- 5) We have passed a special resolution in the meeting of shareholders dated August 29, 2022 authorizing the Board of Directors to raise funds by making an Initial Public Offering.
- 6) We have appointed Ms. Sradha Sengupta as a Chief Financial Officer of the Company with effect from September 5, 2022.
- 7) We have appointed Mr. Shobhan Gupta as a Company Secretary and Compliance officer of the Company with effect from September 5, 2022.

- 8) Our Company has formed the Audit Committee (“Audit Committee”), vide Board Resolution dated September 5, 2022, as per the applicable provisions of the Section 177 of the Companies Act, 2013.
- 9) Our Company has formed the Nomination and Remuneration Committee vide Board Resolution dated September 5, 2022
- 10) Our Company has formed the Stakeholders Relationship Committee vide Board Resolution dated September 5, 2022
- 11) Our Company has approved the Audited Financial Statements for financial year ended March 31, 2022 at Board Meeting dated September 7, 2022.
- 12) Our Company has approved the Restated Financial Statements for the financial year ended March 31, 2022, 2021 and 2020 in the Board meeting dated September 10, 2022.
- 13) Our Company has approved the Draft Prospectus vide resolution in the Board Meeting dated September 10, 2022.

## CAPITALIZATION STATEMENT

(Amount in ` lakhs)

Particulars	Pre-issue	Post Issue
<b>Debt</b>		
Short Term Debt	0.00	0.00
Long Term Debt	0.00	0.00
<b>Total Debt</b>	<b>0.00</b>	<b>0.00</b>
<b>Shareholders' Fund (Equity)</b>		
Share Capital	201.16	276.16
Reserves & Surplus	26.87	251.87
<b>Total Shareholders' Fund (Equity)</b>	<b>228.03</b>	<b>528.03</b>
Long Term Debt/Equity	0.00	0.00
Total Debt/Equity	0.00	0.00

**"Notes:**

1. Short term Debts represent which are expected to be paid/payable within 12 months and includes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than short term Debts as defined above but excludes installment of term loans repayable within 12 months.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at March 31, 2022.
4. The reserves and surplus amount has not been adjusted for share issue expenses on account of the proposed issue. "

## **SECTION VII – LEGAL AND OTHER INFORMATION**

### **OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS**

*Except as stated below there are no outstanding (i) criminal proceedings involving our Company, Subsidiaries, Directors, or Promoters; (ii) actions by statutory or regulatory authorities involving the Company, Subsidiaries, Directors, or Promoters; (iii) outstanding claims relating to direct and indirect taxes involving the Company, Subsidiaries, Directors, or Promoters and (iv) other pending litigation as determined to be material by our Board pursuant to the Materiality Policy (as disclosed here in below); or (v) litigation involving our Group Company which has a material impact on our Company. Further, except as stated in this section, there are no disciplinary actions including penalties imposed by SEBI or stock exchanges against our Promoters in the last five Financial Years including any outstanding action.*

*For the purposes of (iv) above in terms of the Materiality Policy adopted by a resolution of our Board dated September 5, 2022:*

*Any pending litigation or arbitration proceedings (other than litigations mentioned in point (i) to (iii) above) involving our Company, Group companies, Directors and Promoters shall be considered “material” for the purposes of disclosure in this Prospectus, if:*

- a) the aggregate monetary claim made by or against the Company, Group companies, Directors, or Promoters, as the case may be, in any such pending litigation or arbitration proceeding is in excess of 5 % of the profit after tax of the Company, in the most recently completed Financial Year as per the Restated Financial Statements; or*
- b) in such litigation the monetary liability is not quantifiable, or which does not fulfill the threshold specified in (a) above, but the outcome of which could, nonetheless, have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of our Company,*

*have been considered “material” and accordingly have been disclosed in this Prospectus.*

*For the purposes of the above, pre-litigation notices received (excluding those notices issued by statutory or regulatory or taxation authorities or notices threatening criminal action) have not and shall not, unless otherwise decided by our Board, be considered material until such time, as the case may be, is impleaded as a defendant in litigation before any judicial or arbitral forum. Except as stated in this section, there are no outstanding material dues to creditors of our Company. Further, in accordance with the Materiality Policy, our Company has considered such creditors ‘material’ to whom the amount due is equal to or in excess of 5 % of the total trade payables of our Company as of the end of the most recent period covered in the Restated Financial Statements. Unless stated to the contrary, the information provided below is as of the date of this Prospectus.*

#### **PART 1: CONTINGENT LIABILITIES OF OUR COMPANY:**

As per restated financial statement, the contingent liabilities as on March 31, 2022 are as below –

<b>Particulars</b>	<b>Amount (Rs. in Lakhs)</b>
Guarantee given by bank on behalf of the company	Nil

#### **PART 2: LITIGATION RELATING TO OUR COMPANY:**

##### **A. FILED AGAINST OUR COMPANY:**

- 1. Litigation Involving Criminal Laws-Nil**
- 2. Litigation involving Actions by Statutory/Regulatory Authorities-Nil**
- 3. Litigation involving Tax Liabilities:-**

As per the information available on the Income Tax website, our Company has the following outstanding income tax liability for following Assessment Year.

A.Y.	Section Code	Demand Reference No.	Outstanding demand
2020-2021	Section 143(1)a	2022202137059548830C	45910/-

4. Other Pending Litigation-Nil

**B. CASES FILED BY OUR COMPANY:**

1. Litigation Involving Criminal Laws -Nil

2. Litigation involving Actions by Statutory/Regulatory Authorities -Nil

3. Litigation involving Tax Liabilities -Nil

4. Other Pending Litigation -Nil

**PART 3: LITIGATION RELATING TO DIRECTORS AND PROMOTERS OF OUR COMPANY:**

**A. LITIGATION AGAINST OUR DIRECTORS AND PROMOTERS:**

1. Litigation Involving Criminal Laws -Nil

2. Litigation involving Actions by Statutory/Regulatory Authorities -Nil

3. Litigation involving Tax Liabilities:-

Tax Liability	Number of cases	Amount Involved (Rs. In Lacs)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

4. Other Pending Litigation -Nil

**B. LITIGATION FILED BY OUR DIRECTORS AND PROMOTERS:**

1. Litigation Involving Criminal Laws-Nil

2. Litigation involving Actions by Statutory/Regulatory Authorities-Nil

3. Litigation involving Tax Liabilities:-

Tax Liability	Number of cases	Amount Involved (Rs. In Lacs)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil

4. Other Pending Litigation-Nil

**Priyanka Maheshwari**

High court of Jharkhand

Our Director filed in the year 2016 filed the Writ Petition bearing No. 5767/2016 praying for quashing of Clause A (2) of the notification dated 18.03.2016 and 20.09.2016 issued by the SEBI. At present the writ petition is pending in the Admission stage category.

As per the official website of High court of Jharkhand the last date in the matter was 23/03/2020.

#### **PART 4: OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS**

The Board of Directors of our Company considers dues exceeding, 5% of our Company's total Trade Payables - for Goods & Expenses as per Restated Audited financial statements & to small scale undertakings and other creditors as material dues for our Company. As on March 31, 2022, there are 6 creditors to each of whom our Company owes amounts exceeding 5% of our Company's Trade Payables - for Goods & Expenses and the aggregate outstanding dues to them being approximately Rs. 4.01 lakhs.

Further, our Company has received intimation from Nil suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and the aggregate outstanding dues to them cannot be determined.

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company i.e. [www.vedantasset.com](http://www.vedantasset.com).

Below are the details of the Creditors outstanding amount as on March 31, 2022:

<b>Name</b>	<b>Amount</b>
Total Outstanding dues to Micro and Small & Medium Enterprises (MSME)	Nil
Total Outstanding dues to Creditors other than MSME considered material*	Rs. 4.01 Lakhs
Total Outstanding dues to Creditors other than above#	Rs. 0.34 Lakhs

*\*As per restated audited balance sheet.*

#### **PART 5: MATERIAL DEVELOPMENTS OCCURING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled ***“Management's Discussion & Analysis of Financial Conditions & Results of Operations”*** beginning on page 141 of this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.



## **GOVERNMENT AND OTHER APPROVALS**

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the issue or continue our business activities and except as mentioned below, no further approvals are required for carrying on our present or proposed business activities.*

*In view of the approvals listed below, we can undertake this issue and our current business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Prospectus.*

*The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

*The Company has got following licenses / registrations / approvals /consents / permissions from the Government and various other Government agencies required for its present business.*

### **I. Approvals for the Issue**

- a. The Board of Directors have, pursuant to a resolution passed at its meeting held on August 25, 2022 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1) ( c) of the Companies Act, 2013 and such other authorities as may be necessary.
- b. The Issue of Equity Shares has been authorized by a special resolution adopted pursuant to Section 62(1)(c) of the Companies Act, 2013 at the Extra Ordinary General Meeting of shareholders held on August 29, 2022
- c. We have received in-principle approval from BSE Limited for the listing of our Equity Shares on BSE SME Platform pursuant to letter dated September 26, 2022.
- d. NSDL/CDSL: ISIN No.: INE0NC801013

### **II. Incorporation related Approvals**

Sr. No.	Nature of Registration/ License	CIN	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation	U74900JH2015PTC003020	Companies Act, 2013	Registrar of Companies, Jharkhand	July 07, 2015	Valid until cancelled
2.	Certificate of Incorporation pursuant to Change of Name	U74900JH2015PTC003020	Companies Act, 2013	Registrar of Companies, Jharkhand	November 29, 2017	Valid until cancelled
3.	Fresh Certificate of Incorporation consequent upon Conversion from Private Company to Public Company	U74900JH2015PLC003020	Companies Act, 2013	Registrar of Companies, Jharkhand	June 3, 2022	Valid until Cancelled

### **III. Corporate/General Authorizations:**

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
1.	Permanent Account Number	AAFCV1873L	Income Tax Act, 1961	Commissioner of Income Tax	July 07, 2015	Valid until cancelled

2.	Tax Deduction and Collection Account Number (TAN)	RCHV00697E	Income Tax Act, 1961	Income Tax Department	May 13, 2019	Valid until cancelled
3.	GST Registration Certificate (Jharkhand)	20AAFCV1873L2Z7	Central Goods and Service Tax Act, 2017	Government of India	January 30, 2019	Valid until cancelled
4.	GST Registration Certificate (Madhya Pradesh)	23AAFCV1873L1Z2	Central Goods and Service Tax Act, 2017	Government of India	July 09, 2021	Valid until cancelled

#### IV. Business Related Certifications:


Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue/Renewal	Date of Expiry
1.	UDYAM Registration Certificate (Micro Services)	UDYAM-JH-20-0001746	Micro, Small and Medium Enterprises Development Act, 2006	Ministry of Micro, Small and Medium Enterprises	September 14, 2020	Valid till Cancelled
2.	Certificate for Trade License	RAN27121919179095	Jharkhand Municipal Act 2011	Deputy Municipal Commissioner, Ranchi	December 03, 2019	June 28, 2022*
3.	Certificate of Registration of AMFI Registered Mutual Fund Advisor (ARMFA)	ARN-104974	Association of Mutual Funds of India	Association of Mutual Funds of India	August 12, 2021	August 31, 2024

\*Renewal application made on June 08, 2022

#### V. Labour related Approvals obtained by our Company

Sr. No.	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Registration under Employees' State Insurance Corporation (ESIC)	60001730020000999	Employee's State Insurance Act, 1948	Asstt./Dy. Director Employees' State Insurance Corporation	August 25, 2022	Valid until cancelled

#### VI. Intellectual property related approvals:

S. No.	Brand name/ Logo Trademark/Copyright	Class	Trademark	Owner	Registration No. & Date	Status
1.	Trademark for Financial Services; Financial Affairs; Monetary Affairs; Financial Management; Financial Analysis; Financial Consultancy; Financial Information, Providing Financial Information via a website	36		Vedant Asset Private Limited	Trade Mark No. 4680271 dated September 30, 2020	Registered
2.	Word Mark for Financial Services, Financial Affairs, Monetary Affairs, Wealth Management And Corporate Treasury Services, Financial Consultancy, Portfolio Management Services; Banking Correspondence.	36	VEDANT ASSET	Vedant Asset Private Limited	Trade Mark No. 4756215 dated November 25, 2020	Opposed

**VII. Licenses / approvals which are applied by Company:**

- a) Change of name in all the above approvals from “Vedant Asset Private Limited” to “Vedant Asset Limited”.
- b) Application for Registration of Municipal Trade Licence under The Ranchi Municipal Corporation for our registered office situated at Ranchi, Jharkhand.
- c) Application for Registration under Employees’ Provident Funds and Miscellaneous Provisions Act, 1952 for our registered office situated at Ranchi, Jharkhand.

## **OUR GROUP COMPANIES**

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company in any of the last three financial years and stub period (if any) and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated May 05, 2022 for the purpose of disclosure in relation to Group companies in connection with the Issue, a company shall be considered material and disclosed as a Group companies if such company fulfills both the below mentioned conditions:-

- i. Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulations; and
- ii. Our Company has entered into one or more transactions with such company in preceding fiscal or audit period as the case may be exceeding 10.00% of total revenue of the company as per Restated Financial Statements.

Except as stated, there are no companies/entities falling under definition of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 which are to be identified as group companies/entities.

1. Mind Buzz Private Limited
2. Kartik Credit Private Limited
3. Vedant Insurance Broking Private Ltd

### **Details of our Group Companies:**

#### **1. Mind Buzz Private Limited**

Mind Buzz Private Limited was incorporated on December 09, 2014 under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Jharkhand.

<b>CIN</b>	U74120JH2014PTC002535
<b>Registered Office</b>	3rd Floor, Gayways House, Above Space Furniture P.P. Compound Ranchi Jharkhand 834001

#### **2. Kartik Credit Private Limited**

Kartik Credit Private Limited was incorporated on September 27, 2021 as a private limited company under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Jharkhand.

<b>CIN</b>	U65929JH2021PTC017267
<b>Registered Office</b>	3rd Floor, Gayways House P.P. Compound Ranchi Jharkhand 834001

#### **3. Vedant Insurance Broking Private Ltd**

Vedant Insurance Broking Private Ltd was incorporated on January 30, 2020 under the Companies Act, 2013 pursuant to a certificate of incorporation issued by the Registrar of Companies, Jharkhand.

<b>CIN</b>	U66000JH2020PTC014014
<b>Registered Office</b>	3rd Floor, Gayways House P.P. Compound Ranchi Jharkhand 834001

### **Financial Information**

In accordance with the SEBI ICDR Regulations, details of reserves (excluding revaluation reserves), sales, profit after tax, earnings per share, basis/diluted earnings per share and Net Asset Value, derived from the latest audited financial statements available on a standalone basis of our group companies are available on the website of our company at <https://vedantasset.com/>.

It is clarified that such details available on our group companies' websites do not form a part of this Prospectus. Anyone placing reliance on any other source of information, including our Group Companies' website, as mentioned above, would be doing so at their own risk.

**Other Confirmations:**

- a) None of our Group Companies are listed on any stock exchange nor any of the Group Companies has made any public and/or rights issue of securities in the preceding three years.
- b) None of the above-mentioned Group Companies is in defaults in meeting any Statutory/bank/institutional dues and no proceedings have been initiated for economic offences against any of the Group Companies.
- c) None of the above-mentioned Group Companies is a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 or is under winding up/insolvency proceedings.
- d) Our Group Companies has not been debarred from accessing the capital market for any reasons by the SEBI or any other authorities.

**Common pursuits among Group Companies**

Our Group Companies, Mind Buzz Private Limited and Kartik Credit Private Limited are engaged in the similar line of business as our Company.

As on the date of this Prospectus, we cannot assure that our Promoter, Promoter Group/Group Entities will not promote any new entity in the similar line of business and will not favor the interests of the said entities over our interest or that the said entities will not expand their businesses which may increase our chances of facing competition. This may adversely affect our business operations and financial condition of our Company.

We shall adopt the necessary procedures and practices as permitted by law to address any conflicting situations, as and when they may arise.

**Nature and extent of interest of our Group Companies****a) Interest in the promotion of our Company**

None of our Group Companies have any interest in the promotion of our Company.

**b) Interest in the property acquired or proposed to be acquired by the Company**

None of our Group Companies are interested, directly or indirectly, in the properties acquired by our Company in the preceding three years or proposed to be acquired by our Company.

**c) Interest in transactions for acquisition of land, construction of building, or supply of machinery**

None of our Group Companies are interested, directly or indirectly, in any transactions for acquisition of land, construction of building, supply of machinery, with our Company.

**Related business transactions and their significance on the financial performance of our Company**

Other than the transactions disclosed in the section “Other Financial Information –Related Party Transactions” on page 113, there are no related business transactions between the Group Companies and our Company.

**Business interest of our Group Companies in our Company**

Except as disclosed in the section “Other Financial Information –Related Party Transactions” on page 113, our Group Companies have no business interests in our Company.

**Litigations**

Except as disclosed in the section “Outstanding litigations and material developments” on page 149.

**Undertaking / Confirmations by our Group Companies**

None of our Promoters or Promoter Group or Group companies or person in control of our Company has been

- i. Prohibited from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority; or
- ii. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.

None of our Promoters, person in control of our Company or have ever been a Promoter, Director or person in control of any other Company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

Further, neither our Promoters, the relatives of our individual Promoters (as defined under the Companies Act) nor our Group companies /Promoter Group entities have been declared as a willful defaulter or economic offender by the RBI or any other government authority and there are no violations of securities laws committed by them or any entities they are connected with in the past and no proceedings for violation of securities laws are pending against them.

*The information as required by the SEBI ICDR Regulations with regards to the Group companies, are also available on the website of our company i.e. <https://vedantasset.com/>*

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue:**

### **Corporate Approvals:**

The Board of Directors, pursuant to a resolution passed at their meeting held on August 25, 2022 authorized the Issue, subject to the approval of the shareholders of our Company under Section 62(1)(c) of the Companies Act, 2013, and such other authorities as may be necessary. The shareholders of our Company have, pursuant to a special resolution passed under Section 62(1) (c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting held on August 29, 2022 authorized the Issue.

### **In-principle Approval:**

Our Company has obtained in-principle approval from the BSE for using its name in the Draft Prospectus/Prospectus pursuant to an approval letter dated September 26, 2022. BSE is the Designated Stock Exchange.

### **Prohibition by SEBI or other Governmental Authorities:**

We confirm that there is no prohibition on our Company, our Promoters, our Promoter Group, our Directors, or the person(s) in control of our Company from accessing or operating in the Capital Markets or debarment from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any securities market regulator in any other jurisdiction or any other authority/court.

The listing of any securities of our Company has never been refused by any of the Stock Exchanges in India.

Neither of our Promoters, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoters, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other regulatory or governmental authority.

There has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter *“Outstanding Litigations and Material Development”* beginning on page 149 of this Prospectus.

### **Association with Securities Market:**

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors in the past 5 years.

### **Prohibition by RBI:**

Neither our Company, our Promoters, our Directors, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as a wilful defaulter or a fugitive economic offender or a fraudulent borrower and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter *“Outstanding Litigations and Material Development”* beginning on page 149 of this Prospectus.

### **Prohibition with respect to wilful defaulters or a fraudulent borrower**

Neither our Company, our Promoters, our Directors, Group companies, relatives (as per Companies Act, 2013) of Promoters or the person(s) in control of our Company have been identified as wilful defaulters or a fraudulent borrower as defined by the SEBI ICDR Regulations, 2018.

### **Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company, our Directors, our Promoters and members of Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Prospectus.

### **Eligibility for the Issue:**

Our Company has complied with the conditions of Regulation 230 of SEBI (ICDR) Regulations, 2018 for this Issue.

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulations; and this Issue is an “Initial Public Offer” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible for the Issue in accordance with Regulation 229(1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post issue paid up capital is not more than 10 crore rupees and we may hence issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the " **BSE SME**").

**We confirm that:**

- a) In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue will be 100% underwritten and that the LM to the Issue shall underwrite minimum 15% of the Total Issue Size. For further details pertaining to said underwriting please refer to section titled "**General Information – Underwriting**" beginning on page 36 of this Prospectus.
- b) In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013.
- c) In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Prospectus.
- d) In accordance with Regulation 261 (1) of the SEBI (ICDR) Regulations, we hereby confirm that we shall enter into an agreement with the Lead Manager and with Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of the BSE. For further details of the arrangement of market making please refer to section titled "**General Information – Details of the Market Making Arrangements for this Issue**" beginning on page 36 of this Prospectus.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations, 2018 as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

1. Our Company shall mandatorily facilitate trading in Demat securities for which we have entered into an agreement with the Central Depository Services Limited (CDSL) dated September 21, 2022 and National Securities Depository Limited dated September 21, 2022 for establishing connectivity.
2. Our Company has a website i.e. [www.vedantasset.com](http://www.vedantasset.com)
3. There has been no change in the promoters of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of the BSE: -

Our Company was originally incorporated as a Private Limited Company under the name “Vedant Asset Advisors Private Limited” on July 7, 2015 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Jharkhand. Subsequently, the name of our Company was changed from Vedant Asset Advisors Private Limited to Vedant Asset Private Limited and a Fresh Certificate of Incorporation was issued by the Registrar of Companies, Jharkhand on November 29, 2017. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on April 28, 2022 our company was converted into a Public Limited Company and consequently the name of our Company was changed from “Vedant Asset Private Limited” to “Vedant Asset Limited” vide a fresh Certificate of Incorporation dated June 3, 2022 issued by the Registrar of Companies, Jharkhand, bearing CIN U74900JH2015PLC003020.

1. As on the date of this Prospectus, the Company has a Paid-up Capital of Rs. 201.16 Lakhs and the Post Issue Capital will be of Rs. 276.16 Lakhs which is less than Rs. 10 Crores.
2. The Company confirms that it has track record of more than 3 years.



3. The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for atleast 2 financial years preceding the application and its net-worth as on March 31, 2022, 2021 and 2020 is positive.

(In Rs. Lacs)

Particulars	March 31, 2022	March 31, 2021	March 31, 2020
Cash Accruals	21.85	15.20	9.47
Net Worth	228.03	214.22	5.38
Net Tangible Assets	248.27	230.64	79.73

*Cash Accruals = PAT + Depreciation and amortization cost*

*Net-worth = Paid-up share capital + reserves & surplus – revaluation reserves if any*

*Net Tangible assets = Total Assets – intangible assets*

4. Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoters, Group Companies, companies promoted by the promoters of the Company;
5. Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR);
6. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
7. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
8. The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years

#### **DISCLAIMER CLAUSE OF SEBI**

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF OFFER DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE OFFER DOCUMENT, THE LEAD MERCHANT BANKER, HEM SECURITIES LIMITED IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER HAS FURNISHED TO SEBI A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 10, 2022

The filing of this Prospectus does not, however, absolve our Company from any liabilities under Section 34, Section 35, Section 36 and Section 38 (1) of the Companies Act, 2013 or from the requirement of obtaining such statutory and / or other clearances as may be required for the purpose of the proposed Issue. SEBI further reserves the right to take up at any point of time, with the LM any irregularities or lapses in the Prospectus.

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the Registrar of Companies, Jharkhand in terms of sections 26, 32 and 33 of the Companies Act, 2013.

**Statement on Price Information of Past Issues handled by Hem Securities Limited:**

Sr. No.	Company Name	Issue size (Rs in Cr.)	Issue Price (Rs.)	Listing date	Opening Price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]-30 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90 <sup>th</sup> calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-180 <sup>th</sup> calendar days from listing
1.	Knowledge Marine & Engineering Works Limited	10.12	37.00	March 22, 2021	38.00	0.68% [-3.40%]	31.08% [5.63%]	14.59% [17.52%]
2.	EKI Energy Services Limited	18.60	102.00	April 07, 2021	140.00	225.20% [-0.92%]	608.48% [6.44%]	3029.41% [19.41%]
3.	DU Digital Technologies Limited	4.485	65.00	August 26, 2021	60.00	53.85% [7.32%]	113.85% [4.68%]	257.85% [2.74%]
4.	Prevest Denpro Limited	26.61	84.00	September 27, 2021	180.55	186.61% [1.77%]	270.83% [-4.92%]	323.51% [-4.13%]
5.	Jainam Ferro Alloys (I) Limited	19.61	70.00	October 08, 2021	73.00	3.57% [0.97%]	21.43% [-0.83%]	137.86% [-0.49%]
6.	Shri Venkatesh Refineries Ltd.	11.71	40.00	October 11, 2021	42.00	9.50% [0.36%]	47.88% [-0.65%]	215.00% [-1.94%]
7.	KN Agri Resources Limited	49.38	75.00	March 28, 2022	153.65	212.40% [-1.07%]	83.60% [-9.70%]	126.67% [-1.19%]
8.	Krishna Defence and Allied Industries Limited	11.89	39.00	April 06, 2022	75.00	112.82% [-7.84%]	30.54% [-12.63%]	N.A.
9.	Eighty Jewellers Limited	11.07	41.00	April 13, 2022	42.00	0.49% [-9.51%]	-3.02% [-8.26%]	N.A.
10.	Kesar India Limited	15.82	170.00	July 12, 2022	172.50	46.47% [10.11%]	N.A.	N.A.

Source: Price Information [www.bseindia.com](http://www.bseindia.com) & [www.nseindia.com](http://www.nseindia.com), Issue Information from respective Prospectus.

#### Summary statement of Disclosure:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount- 30 <sup>th</sup> calendar days from listing			No. of trading IPOs at Premium- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount- 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at Premium- 180 <sup>th</sup> calendar days from listing		
			Over 50%	Bet ween 25-50%	Less than 25%	Ove r 50%	Bet wee n 25-50%	Les s tha n 25%	Over 50%	Betw een 25-50%	Les s tha n 25%	Ove r 50%	Bet wee n 25-50%	Less than 25%
2020-21	2 <sup>(1)</sup>	17.02	-	-	-	-	-	2	-	-	-	1	-	1
2021-22	6 <sup>(2)</sup>	130.40	-	-	-	4	-	2	-	-	-	6	-	-
2022-23	3 <sup>(3)</sup>	38.78	-	-	-	1	1	1	-	-	-	-	-	-

- 1) The scrip of Suratwala Business Group Limited and Knowledge Marine & Engineering Works Limited was listed on August 13, 2020 and March 22, 2021 respectively.
- 2) The scrip of EKI Energy Services Limited, DU Digital Technologies Limited, Prevest Denpro Limited, Jainam Ferro Alloys (I) Limited, Shri Venkatesh Refineries Ltd. and KN Agri Resources Limited was listed on April 7, 2021, August 26, 2021, September 27, 2021, October 08, 2021, October 11, 2021 and March 28, 2022 respectively.

- 3) *The scrip of Krishna Defence and Allied Industries Limited and Eighty Jewellers Limited was listed on April 06, 2022 and April 13, 2022 respectively. The scrip of Krishna Defence and Allied Industries Limited and Eighty Jewellers Limited has not completed its 180th days from the date of its listing. Further, the scrip of Kesar India Limited has not completed its 90th day from the date of listing.*

**Note:**

- a) Based on date of listing.
- b) BSE SENSEX and CNX NIFTY have been considered as the benchmark index.
- c) Prices on BSE/NSE are considered for all of the above calculations.
- d) In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day is not a trading day, closing price on BSE/NSE of the next trading day has been considered.
- e) In case 30<sup>th</sup>/90<sup>th</sup>/180<sup>th</sup> day, scrips are not traded then last trading price has been considered.
- f) N.A. – Period not completed.
- g) As per SEBI Circular No. CIR/CFD/DIL/7/2015 dated October 30, 2015, the above table should reflect max. 10 issues (initial public offerings managed by the lead manager. Hence, disclosures pertaining to recent 10 issues handled by lead manager are provided.

**Track Record of past issues handled by Hem Securities Limited:**

For details regarding track record of LM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the LM at: [www.hemsecurities.com](http://www.hemsecurities.com)

**Disclaimer from our Company and the Lead Manager:**

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

The LM accept no responsibility, save to the limited extent as provided in the agreement entered between the LM (Hem securities Limited) and our Company on September 07, 2022 and the Underwriting Agreement dated September 16, 2022 entered into between the Underwriters and our Company and the Market Making Agreement dated September 16, 2022 entered into among the Market Maker and our Company.

All information shall be made available by our Company and the Lead Manager to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, and our affiliates or associates, for which they have received and may in future receive compensation.

**Note:**

Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriter and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

**Disclaimer in Respect of Jurisdiction:**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law)

with a minimum corpus of Rs. 2,500.00 Lakhs and pension funds with a minimum corpus of Rs.2,500.00 Lakhs, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Prospectus does not, however, constitute an offer to sell or an invitation to subscribe for Equity Shares offered hereby in any jurisdiction other than India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Prospectus comes is required to inform him or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in Jharkhand only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

#### **Disclaimer Clause of the SME Platform of the BSE:**

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE). BSE has given vide its letter September 26, 2022 permission to the Issuer to use the Exchange's name in this Offer Document as one of the stock exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by BSE should not in any way be deemed or construed that the offer document has been cleared or approved by BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its Promoter, its management or any scheme or project of this Issuer. Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

#### **Disclaimer Clause under Rule 144A of the U.S. Securities Act:**

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

#### **Filing**

This Prospectus is being filed with BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001, Maharashtra, India.

Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018, the Prospectus shall be furnished to the SEBI in a soft copy. However, SEBI will not issue any observation on the Prospectus in terms of Regulation 246(2) of the SEBI (ICDR) Regulations, 2018. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary portal at <https://siportal.sebi.gov.in>.

A copy of the Prospectus, along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC Office situated at Registrar of Companies, Jharkhand, Mangal Tower, 4th floor, Old Hazaribagh Road, Near Kanta Toli Chowk, Ranchi, Jharkhand – 834001, India.

**Listing:**

The Equity Shares of our Company are proposed to be listed on BSE SME. Our Company has obtained in-principle approval from BSE by way of its letter dated September 26, 2022 for listing of equity shares on SME Platform of the BSE.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the BSE SME is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of this Prospectus. If such money is not repaid within the prescribed time then our Company becomes liable to repay it, then our Company and every officer in default shall, shall be liable to repay such application money, with interest, as prescribed under the applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the SME Platform of the BSE mentioned above are taken within Six (6) Working Days of the Issue Closing Date. If Equity Shares are not Allotted pursuant to the Offer within Six (6) Working Days from the Issue Closing Date or within such timeline as prescribed by the SEBI, our Company shall repay with interest all monies received from applicants, failing which interest shall be due to be paid to the applicants at the rate of 15% per annum for the delayed period Subject to applicable law.

**Impersonation:**

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-

- i. Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- ii. Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- iii. Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under section 447 of the Companies, Act 2013

**Consents:**

Consents in writing of (a) Our Directors, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Banker to the Company; (b) Lead Manager, Registrar to the Issue, Banker to the Issue (Sponsor Bank)\*, Legal Advisor to the Issue, Underwriter to the Issue and Market Maker to the Issue to act in their respective capacities have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Sections 26 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of filing of the Prospectus with the RoC.

In accordance with the Companies Act and the SEBI (ICDR) Regulations, M/s. N K Kejriwal & Co., Chartered Accountants, Peer Review Auditor of the Company has agreed to provide their written consent to the inclusion of their respective reports on Statement of Possible Tax Benefits relating to the possible tax benefits and Restated financial statements as included in this Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Prospectus.

**Experts Opinion:**

Except for the reports in the section ***“Financial Information of the Company”*** and ***“Statement of Special Tax Benefits”*** on page 113 and page 66 from the Peer Review Auditors & Statutory Auditors, our Company has not obtained any expert opinions. However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act 1933.

**Fees, Brokerage and Selling Commission payable:**

The total fees payable to the Lead Manager will be as per the (i) Lead manager Agreement dated September 7, 2022 with the Lead Manager Hem Securities Limited, (ii) the Underwriting Agreement dated September 16, 2022 with Underwriter and (iii) the Market Making Agreement dated September 16, 2022 with Market Maker, a copy of which is available for inspection at our Registered Office from 10.00 am to 5.00 pm on Working Days from the date of the Prospectus until the Issue Closing Date.

**Fees Payable to the Registrar to the Issue:**

The fees payable to the Registrar to the Issue for processing of applications, data entry, printing of CAN, tape and printing of bulk

mailing register will be as per the agreement between our Company and the Registrar to the Issue dated September 6, 2022 a copy of which is available for inspection at our Company's Registered Office.

The Registrar to the Issue will be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty, and communication expenses. Adequate funds will be provided to the Registrar to the Issue to enable it to send allotment advice by registered post/speed post.

**Particulars regarding Public or Rights Issues during the last five (5) years:**

Our Company has not made any previous public or rights issue in India or Abroad the five (5) years preceding the date of this Prospectus.

**Previous issues of Equity Shares otherwise than for cash:**

For detailed description please refer to section titled "*Capital Structure*" beginning on page 43 of this Prospectus.

**Underwriting Commission, brokerage and selling commission on Previous Issues:**

Since this is the initial public offering of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares in last five (5) years.

**Particulars in regard to our Company and other listed subsidiaries/ associates under the same management within the meaning of Section 186 of the Companies Act, 2013 which made any capital issue during the last three years:**

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three years.

**Performance vis-a-vis objects – Public/right issue of our Company:**

Except as stated in the chapter titled "*Capital Structure*" beginning on page 43 our Company has not undertaken any previous public or rights issue.

**Performance vis-a-vis objects - Last Issue of Subsidiary Companies:**

As on the date of this Prospectus, our Subsidiary Companies have not undertaken any public issue.

**Option to Subscribe:**

- a) Investors will get the allotment of specified securities in dematerialization form only.
- b) The equity shares, on allotment, shall be traded on stock exchange in Demat segment only.

**Outstanding Debentures or Bond Issues or Redeemable Preference Shares:**

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Prospectus.

**Partly Paid-Up Shares**

As on the date of this Prospectus, there are no partly paid-up Equity Shares of our Company.

**Outstanding Convertible Instruments:**

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

**Stock Market Data of the Equity Shares:**

Our Company is an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, and this Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations. Thus there is no stock market data available for the Equity Shares of our Company.

**Mechanism for Redressal of Investor Grievances:**

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

We hereby confirm that there are no investor complaints received during the three years preceding the filing of this Prospectus. Since there is no investor complaints received, none are pending as on the date of filing of this Prospectus.

Investors may contact the LM for any complaint pertaining to the Issue. All grievances, may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary, where the Application Form was submitted, quoting the full name of the sole or first Applicant, Application Form number, Applicants' DP ID, Client ID, PAN, address of the Applicant, number of Equity Shares applied for, date of Application Form, name and address of the relevant Designated Intermediary, where the Bid was submitted and ASBA Account number in which the amount equivalent to the Bid Amount was blocked. Further, the Applicant shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. Our Company, LM and the Registrar accept no responsibility for errors, omissions, commission of any acts of the Designated Intermediaries, including any defaults in complying with its obligations under the SEBI ICDR Regulations.

#### **Disposal of Investor Grievances by our Company:**

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Mr. Shobhan Gupta Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

#### **Mr. Shobhan Gupta**

Company Secretary & Compliance Officer

#### **Vedant Asset Limited**

3rd Floor, Gayways House,  
Pee Pee Compound, Ranchi, Jharkhand 834001, India

**Tel. No.:** +91 0651-3594782

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

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "**SCORES**". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

Our Board by a resolution on September 5, 2022 constituted a Stakeholders Relationship Committee. For further details, please refer to section titled "**Our Management**" beginning on page 96 of this Prospectus.

#### **Status of Investor Complaints:**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

#### **Disposal of investor grievances by listed companies under the same management as our Company:**

We do not have any listed company under the same management.

#### **Tax Implications:**

Investors who are allotted Equity Shares in the Issue will be subject to capital gains tax on any resale of the Equity Shares at applicable rates, depending on the duration for which the investors have held the Equity Shares prior to such resale and whether the

Equity Shares are sold on the Stock Exchanges. For details, please refer the section titled *"Statement of Special Tax Benefits"* beginning on page 66 of this Prospectus.

**Purchase of Property:**

Other than as disclosed in Section *"Our Business"* beginning on page 75 there is no property which has been purchased or acquired or is proposed to be purchased or acquired which is to be paid for wholly or partly from the proceeds of the present Issue or the purchase or acquisition of which has not been completed on the date of this Prospectus.

Except as stated elsewhere in this Prospectus, our Company has not purchased any property in which the Promoters and/or Directors have any direct or indirect interest in any payment made there under.

**Capitalization of Reserves or Profits:**

Except as disclosed under section titled *"Capital Structure"* beginning on page 43 of this Prospectus, our Company has not capitalized its reserves or profits at any time during the last five (5) years.

**Revaluation of Assets:**

Our Company has not revalued its assets in five (5) years preceding the date of this Prospectus.

**Servicing Behavior:**

Except as stated in this Prospectus, there has been no default in payment of statutory dues or of interest or principal in respect of our borrowings or deposits.

**Payment or benefit to officers of our Company:**

Except statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of his employment in our Company or superannuation.

Except as disclosed in chapter titled *"Our Management"* beginning on page 96 and chapter titled *"Financial Information"* beginning on page 113 none of the beneficiaries of loans and advances and sundry debtors are related to the Directors of our Company.

**Exemption from complying with any provisions of securities laws, if any:**

Not Applicable



## **SECTION VIII: ISSUE RELATED INFORMATION**

### **TERMS OF THE ISSUE**

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Prospectus, Prospectus, Application Form, any Confirmation of Allocation Note ("CAN"), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars issued by SEBI in this regard, SEBI has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("UPI Phase I"). The UPI Phase I was effective till June 30, 2019. With effect from July 1, 2019, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later ("UPI Phase II"). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors ("UPI Phase III"), as may be prescribed by SEBI.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

#### **Authority for the Issue**

The present Public Issue of 7,50,000 Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on August 25, 2022 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on August 29, 2022 in accordance with the provisions of Section 62(1)(c) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, '**Main Provisions of Article of Association**', beginning on page 200 of this Prospectus.

#### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled "**Dividend Policy**" and "**Main Provisions of Article of Association**" beginning on page 108 and 200 respectively of this Prospectus.

## Face Value and Issue Price

The Equity Shares having a Face Value of Rs. 10.00 each are being offered in terms of this Prospectus at the price of Rs. 40 per Equity Share (including premium of Rs.30 per share).

The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under section titled "**Basis for Issue Price**" beginning on page 64 of this Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

## Compliance with SEBI ICDR Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- a) Right to receive dividend, if declared;
- b) Right to receive Annual Reports and notices to members;
- c) Right to attend general meetings and exercise voting rights, unless prohibited by law;
- d) Right to vote on a poll either in person or by proxy;
- e) Right to receive offer for rights shares and be allotted bonus shares, if announced;
- f) Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- g) Right of free transferability of the Equity Shares; and
- h) Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled "**Main Provisions of the Articles of Association**" beginning on page 200 of this Prospectus.

## Allotment only in Dematerialized Form

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29(1) of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e. not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated September 21, 2022 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated September 21, 2022 between CDSL, our Company and Registrar to the Issue.

## Market Lot and Trading Lot

The trading of the Equity Shares will happen in the minimum contract size of 3000 Equity Shares and the same may be modified by the BSE (SME platform of BSE) from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 3000 Equity Shares is subject to a minimum allotment of 3000 Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

## Minimum Number of Allottees

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked forthwith.

## Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Jharkhand.

**The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

## Joint Holders

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

## Period of Subscription List of Public Issue

Event	Indicative Date
Issue Opening Date	September 30, 2022
Issue Closing Date	October 04, 2022
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about October 10, 2022

Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	On or about October 11, 2022
Credit of Equity Shares to Demat Accounts of Allottees	On or about October 12, 2022
Commencement of Trading of the Equity Shares on the Stock Exchange	On or about October 13, 2022

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

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Prospectus is IST.

Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

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

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

\*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, The provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable

### **Minimum Subscription and Underwriting**

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. If the Issuer does not receive the subscription of 100% of the Issue through this offer document including devolvment of Underwriter within sixty days from the date of closure of the Issue, the Issuer shall forthwith refund the entire subscription amount received within the time limit as prescribed under the SEBI (ICDR) Regulations and Companies Act, 2013.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the

stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled ***“General Information - Underwriting”*** on page 36 of this Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

### **Migration to Main Board**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfillment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid-up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

### **Market Making**

The shares offered through this Issue are proposed to be listed on the SME Platform of BSE (BSE SME), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of BSE.

For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to section titled ***“General Information - Details of the Market Making Arrangements for this Issue”*** on page 36 of this Prospectus.

### **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of 3000 shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE Limited.

### **As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

### **Allotment of Equity Shares in Dematerialized Form**

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock

Exchange.

### **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

### **Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

### **Restrictions on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for lock-in of the Pre- Issue Equity Shares and Promoters minimum contribution in the Issue as detailed under section titled "**Capital Structure**" beginning on page 43 of this Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfers of Equity Shares. There are no restrictions on transfer and transmission of shares/ debentures and on their consolidation/ splitting except as provided in the Articles of Association. For further details, please refer to section titled "**Main Provisions of the Articles of Association**" beginning on page 200 of this Prospectus.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

*The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than or equal to ten Crore rupees but less than twenty five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("**SME Exchange**", in this case being the BSE SME i.e. SME platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "**Terms of the Issue**" and "**Issue Procedure**" on page 168 and 177 of this Prospectus.

### **Issue Structure:**

Initial Public Issue of 7,50,000 Equity Shares of Rs. 10 each (the "Equity Shares") for cash at a price of Rs. 40 per Equity Share (including a Share Premium of Rs. 30 per Equity Share), aggregating up to Rs. 300 Lakhs ("the Issue") by the issuer Company (the "Company").

The Issue comprises a reservation of 42000 Equity Shares of Rs. 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of 708000 Equity Shares of Rs. 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 27.16% and 25.64%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Fixed Price Process.

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
<b>Number of Equity Shares available for allocation<sup>(1)</sup></b>	70,8000 Equity Shares	42,000 Equity Shares
<b>Percentage of Issue Size available for allocation</b>	94.40% of the Issue Size	5.60% of the Issue Size
<b>Basis of Allotment</b>	Proportionate subject to minimum allotment of 3000 Equity Shares and further allotment in multiples of 3000 Equity Shares each. For further details please refer to " <b>Issue Procedure - Basis of Allotment</b> " on page 177 of this Prospectus.	Firm Allotment
<b>Mode of Application</b>	All the applicants shall make the application (Online or Physical) through ASBA Process (for Non-Retails Investors) and through UPI Mechanism (for retail Investors).	Through ASBA Process Only.
<b>Mode of Allotment</b>	Compulsorily in dematerialized form.	Compulsorily in dematerialized form.
<b>Minimum Application Size</b>	<b><u>For Other than Retail Individual Investors:</u></b> Such number of Equity Shares in multiples of 3000 Equity Shares at an Issue price of Rs. 40 each, such that the Application Value exceeds Rs. 2,00,000/-  <b><u>For Retail Individuals Investors:</u></b> 3000 Equity Shares at an Issue price of Rs. 40 each.	42000 Equity Shares
<b>Maximum Application Size</b>	<b><u>For Other than Retails Individual Investors:</u></b> The maximum application size is the Net Issue to public subject to limits the investor has to adhere under the relevant laws and regulations applicable.  <b><u>For Retail Individuals Investors:</u></b> Such number of Equity Shares in multiples of 3000 Equity Shares such that the Application Value does not exceed Rs. 2,00,000/-.	42000 Equity Shares
<b>Trading Lot</b>	3000 Equity Shares	3000 Equity Shares, However the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
<b>Terms of Payment<sup>(2)</sup></b>	Full Application Amount shall be blocked by the SCSBs in the bank account of the ASBA Applicant that is specified in the Application Form at the time of submission of the Application Form. In case of UPI as an alternate mechanism, application amount shall be blocked at the time of	

Particulars of the Issue	Net Issue to Public*	Market Maker Reservation Portion
	confirmation of mandate collection request by applicant.	
<b>Application Lot Size</b>	3000 Equity Share and in multiples of 3000 Equity Shares thereafter	

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details, please refer to “**Issue Structure**” on page 174 of this Prospectus.

<sup>1)</sup> Since present issue is a fixed price issue, the allocation in the net Issue to the public category in terms of Regulation 253(2) of the SEBI (ICDR) Regulations, 2018 shall be made as follows:

- a) Minimum fifty per cent to retail individual investors; and
- b) Remaining to:
  - (i) individual applicants other than retail individual investors; and
  - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

<sup>2)</sup> In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB.

**Note:** If the retail individual investor category is entitled to more than the allocated portion on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage.

#### **Withdrawal of the Issue**

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) registration of the Prospectus with ROC.

#### **Issue Programme**

<b>Issue Opening Date</b>	September 30, 2022
<b>Issue Closing Date</b>	October 04, 2022

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Application Form.

Standardization of cut-off time for uploading of applications on the Issue Closing Date:

- a) A standard cut-off time of 3.00 p.m. for acceptance of applications.
- b) A standard cut-off time of 4.00 p.m. for uploading of applications received from other than retail individual applicants.



- c) A standard cut-off time of 5.00 p.m. for uploading of applications received from only retail individual applicants, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received up to the closure of timings and reported by LM to BSE within half an hour of such closure.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 1:00 p.m. IST on the Issue Closing Date. Any time mentioned in this prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

It is clarified that Applications not uploaded would be rejected. In case of discrepancy in the data entered in the electronic form vis-à-vis the data contained in the physical Application form, for a particular applicant, the details as per physical application form of that Applicant may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays)

## **ISSUE PROCEDURE**

*All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL1/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI (“General Information Document”) and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section “PART B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.*

*All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL1/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.*

*Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*With effect from July 1, 2019, with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 UPI Phase II was extended till March 31, 2020. Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by SEBI*

*Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Draft Prospectus and the Prospectus.*

*This section applies to all the Applicants, please note that all the Applicants are required to make payment of the Full Application Amount along with the Application Form.*

### ***Phased implementation of Unified Payments Interface***

*SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the “UPI Circulars”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days.*

Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing is proposed to be reduced to three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

## **PART A**

### **Fixed Price Issue Procedure**

The Issue is being made in compliance with the provisions of Reg. 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non-Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject compliance with Regulation 253(2) of the SEBI ICDR Regulations and subject to valid Applications being received from them at or above the Issue Price.

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

**Investors should note that according to Section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialized form. It is mandatory to furnish the details of Applicant's depository account along with Application Form. The Application Forms which do not have the details of the Applicants' depository account, including the DP ID Numbers and the beneficiary account number shall be treated as incomplete and rejected. Application Forms which do not have the details of the Applicants' PAN, (other than Applications made on behalf of the Central and the State Governments, residents of the state of Sikkim and official appointed by the courts) shall be treated as incomplete and are liable to be rejected. Applicants will not have the option of being Allotted Equity Shares in physical form. The Equity Shares on Allotment shall be traded only in the dematerialized segment of the Stock Exchanges. However, investors may get the specified securities rematerialized subsequent to allotment.**

### **Application Form**

Retail Individual Applicants can submit their Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Lead Manager and Stock Exchange, BSE SME (www.bseindia.com), at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated January 1, 2016 and bearing no. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also, please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA mode. The prescribed colours of the Application Form for various investors applying in the Issue are as follows:

Category	Colour*
Indian Public / eligible NRI's applying on a non-repatriation basis (ASBA)	White
Non-Residents including eligible NRI's, FPI's, FIIs, FVCIs, etc. applying on a repatriation basis (ASBA)	Blue

*\*Excluding Electronic Application Form*

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for making an Application in terms of the Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries (Collectively called – Designated Intermediaries’)

Sr. No.	Designated Intermediaries
1.	An SCSB, with whom the bank account to be blocked, is maintained
2.	A syndicate member (or sub-syndicate member)
3.	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4.	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5.	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the application form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.*

The upload of the details in the electronic bidding system of stock exchange will be done by:

<b>For Applications submitted by Investors to SCSB:</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants are deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants. Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account specified in the Application Form used by ASBA Applicants. Designated Intermediaries (other than SCSBs) shall submit/deliver the ASBA Forms/ Application Forms to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

#### **Availability of Prospectus and Application Forms**

The Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, (Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com).

#### **Who can apply?**

Each Applicant should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Kartal. Applications by HUFs would be considered at par with those from individuals;
- Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;

- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Insurance funds set up and managed by army, navy or air force of the Union of India;
- s) Multilateral and bilateral development financial institution;
- t) Eligible QFIs;
- u) Insurance funds set up and managed by army, navy or air force of the Union of India;
- v) Insurance funds set up and managed by the Department of Posts, India;
- w) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

#### **Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

#### **MAXIMUM AND MINIMUM APPLICATION SIZE**

##### **1. For Retail Individual Applicants**

The Application must be for a minimum of 3000 Equity Shares and in multiples of 3000 Equity Shares thereafter, so as to ensure that the Application Price payable by the Applicant does not exceed Rs. 2,00,000. In case of revision of Applications, the Retail Individual Applicants have to ensure that the Application Price does not exceed Rs. 2,00,000.

##### **2. For Other than Retail Individual Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds Rs. 2,00,000 and in multiples of 3000 Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Applicant cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Applicants, who are individuals, have to ensure that the Application Amount is greater than Rs. 2,00,000 for being considered for allocation in the Non-Institutional Portion.

**Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Prospectus.**

**The above information is given for the benefit of the Applicants. The Company and the LMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.**

## **BASIS OF ALLOTMENT**

Allotment will be made in consultation with the Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category X number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

For applications where the proportionate allotment works out to less than 3000 Equity shares the allotment will be made as follows:

1. Each successful applicant shall be allotted 3000 Equity shares; and
2. The successful applicants out of the total applicants for that category shall be determined by the drawl of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.

If the proportionate allotment to an applicant works out to a number that is not a multiple of 3000 Equity shares, the applicant would be allotted Shares by rounding off to the nearest multiple of 3000 Equity shares subject to a minimum allotment of 3000 Equity shares.

If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of 3000 Equity shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the offer specified under the Capital Structure mentioned in this Prospectus.

The above proportionate allotment of shares in an Issue that is oversubscribed shall be subject to the reservation for small individual applicants as described below:

1. As the retail individual investor category is entitled to more than fifty percent on proportionate basis, the retail individual investors shall be allocated that higher percentage.
2. The balance net offer of shares to the public shall be made available for allotment to
  - a. Individual applicants other than retails individual investors and
  - b. Other investors, including Corporate Bodies/ Institutions irrespective of number of shares applied for.
3. The unsubscribed portion of the net offer to any one of the categories specified in a) or b) shall/may be made available for allocation to applicants in the other category, if so required.

Retail Individual Investor' means an investor who applies for shares of value of not more than Rs. 2,00,000/-. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with Stock Exchange. The Executive Director / Managing Director of Stock Exchange in addition to Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

### **Participation by Associates /Affiliates of LM and the Syndicate Members**

The LM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the LM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non- Institutional Category as may be applicable to the Applicants, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

### **Option to Subscribe in the Issue**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Applicants:**

1. Our Company and the Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Prospectus with the RoC at least 3 (three) days before the Issue Opening Date.
3. Copies of the Application Form along with Abridge Prospectus and copies of the Prospectus will be available with the, the Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Application Forms will also be available on the websites of the Stock Exchange.
4. Any applicant who would like to obtain the Prospectus and/ or the Application Form can obtain the same from our Registered Office.
5. Applicants who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such application forms that do not contain such details are liable to be rejected.
8. Applicants applying directly through the SCSBs should ensure that the Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Applicants, or in the case of application in joint names, the first Applicant (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Application Form without PAN is liable to be rejected. The demat accounts of Applicants for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be



exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Applicants.

10. The Applicants may note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Application Form is liable to be rejected.

#### **Application by Indian Public including eligible NRIs applying on Non-Repatriation Basis**

Application must be made only in the names of individuals, Limited Companies or Statutory Corporations/institutions and not in the names of Minors, Foreign Nationals, Non-Residents Indian (except for those applying on non-repatriation), trusts, (unless the Trust is registered under the Societies Registration Act, 1860 or any other applicable Trust laws and is authorized under its constitution to hold shares and debentures in a Company), Hindu Undivided Families, Partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF. An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public. Eligible NRIs applying on a non-repatriation basis should authorize their SCSB to block their NRE/FCNR accounts as well as NRO accounts.

#### **Applications by eligible NRIs on Repatriation Basis**

Application Forms have been made available for eligible NRIs at our registered office.

Eligible NRIs applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment under reserved category. The Eligible NRIs who intend to get the amount blocked in the Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and shall not use the forms meant for reserved category.

Under FEMA, general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRIs subject to the terms and conditions stipulated therein. Companies are required to file the declaration in the prescribed form to the concerned Regional Office of RBI within 30 (thirty) days from the date of issue of shares of allotment to NRIs on repatriation basis.

Allotment of Equity shares to Non-Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity shares will be allowed to be repatriated along with the income thereon subject to the permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

#### **Application by FPIs (including FIIs)**

In terms of the SEBI FPI Regulations, an FII who holds a valid certificate of registration from SEBI shall be deemed to be a registered FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or sub-account may, subject to payment of conversion fees under the SEBI FPI Regulations participate in the Issue until the expiry of its registration with SEBI as an FII or sub-account, or if it has obtained a certificate of registration as an FPI, whichever is earlier. Accordingly, such FIIs can, subject to the payment of conversion fees under the SEBI FPI Regulations, participate in this Issue in accordance with Schedule 2 of the FEMA Regulations. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In terms of the SEBI FPI Regulations, the purchase of Equity Shares and total holding by a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio investor and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by

whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. Further, pursuant to a Circular dated November 24, 2014 issued by the SEBI, FPIs are permitted to issue offshore derivative instruments only to subscribers that (i) meet the eligibility criteria set forth in Regulation 4 of the SEBI FPI Regulations; and (ii) do not have opaque structures, as defined under the SEBI FPI Regulations. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority. Further, where an investor has investments as FPI and also holds positions as an overseas direct investment subscriber, investment restrictions under the SEBI FPI Regulations shall apply on the aggregate of FPI investments and overseas direct investment positions held in the underlying Indian company.

#### **Application by SEBI registered Alternative Investment Fund (AIF), Venture Capital Funds and Foreign Venture Capital Investors**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors: Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer. The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's. The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

#### **Application by Mutual Funds**

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

#### **Applications by Limited Liability Partnerships**

In case of Applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the LLP Act, 2008 must be attached to the Application Form. Failing this, our Company reserves the right to reject any Application without assigning any reason thereof.

#### **Applications by Insurance Companies**

In case of applications made by insurance companies registered with IRDA, certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any application, without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment Scheme) (5th Amendment) Regulations, 2010, as amended (the "IRDA Investment Regulations"), are broadly set forth below:

- i. Equity shares of a company: The lesser of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- ii. The entire group of the investee company: at least 10% of the respective fund in case of a life insurer or 10% of investment assets in case of general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and
- iii. The industry sector in which the investee company operates: 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

### **Applications under Power of Attorney**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FIIs, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of Rs. 2,500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of Rs. 2,500 Lakhs, a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

With respect to the applications by VCFs, FVCIs and FPIs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may belong with a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made pursuant to a power of attorney by Mutual Funds, a certified copy of the power of attorney or the relevant resolutions or authority, as the case may be, along with the certified copy of their SEBI registration certificate must be submitted along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by the IRDA must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason therefore.

In the case of Applications made by to the power of attorney by FIIs, a certified copy of the power of attorney the relevant resolution or authority, as the case may be along with the certified copy of SEBI registration certificate must be lodged with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In the case of Applications made by provident funds, subject to applicable law, with minimum corpus of Rs. 2500 Lacs and pension funds with minimum corpus of Rs. 2500 Lacs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

### **Application by Provident Funds/Pension Funds**

In case of Applications made by provident funds with minimum corpus of Rs. 2,500 lakhs (subject to applicable law) and pension funds with minimum corpus of Rs. 2,500 lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

The above information is given for the benefit of the Applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of filing of this Prospectus. Applicants are advised to make their independent investigations and ensure that the maximum number of Equity Shares applied for or maximum investment limits do not exceed the applicable limits under laws or regulations or as specified in this Prospectus.

### **Applications by Banking Companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason. The investment limit for banking

companies in non-financial services Companies as per the Banking Regulation Act, 1949, and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act.

### **Applications by Systemically Important Non-Banking Financial Companies**

In case of Applications made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Application Form. Failing this, our Company in consultation with the LM, reserves the right to reject any Bid without assigning any reason thereof. Systematically Important NBFCs participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

### **Applications by SCSBs**

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

### **Issue Procedure for Application Supported by Blocked Account (ASBA) Applicants**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

### **Method and Process of Applications**

1. The Designated Intermediaries shall accept applications from the Applicants during the Issue Period.
2. The Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Issue Period may be extended, if required, by an additional three Working Days, subject to the total Issue Period not exceeding 10 Working Days.
3. During the Issue Period, Applicants who are interested in subscribing to the Equity Shares should approach the Designated Intermediaries to register their applications.
4. The Applicant cannot apply on another Application Form after applications on one Application Form have been submitted to the Designated Intermediaries. Submission of a second Application form to either the same or to another Designated Intermediaries will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system or at any point prior to the allocation or Allotment of Equity Shares in this Issue.
5. Designated Intermediaries accepting the application forms shall be responsible for uploading the application along with other relevant details in application forms on the electronic bidding system of stock exchange and submitting the form to SCSBs for blocking of funds (except in case of SCSBs, where blocking of funds will be done by respective SCSBs only). All applications shall be stamped and thereby acknowledged by the Designated Intermediaries at the time of receipt.

<b>For</b>	<b>Applications</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic
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<b>submitted by investors to SCSB:</b>	bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs:</b>	After accepting the application form, respective Designated Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.

6. The Designated Intermediaries will enter each application option into the electronic collecting system as a separate application and generate a TRS and give the same to the applicant.
7. Upon receipt of the Application Form, submitted whether in physical or electronic mode, the Designated Intermediaries shall verify if sufficient funds equal to the Application Amount are available in the ASBA Account, as mentioned in the Application Form, prior to uploading such applications with the Stock Exchange.
8. If sufficient funds are not available in the ASBA Account, the Designated Intermediaries shall reject such applications and shall not upload such applications with the Stock Exchange.
9. If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the Application Form and will enter each application option into the electronic collecting system as a separate application and generate a TRS for each price and demand option. The TRS shall be furnished to the Applicant on request.
10. The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Application Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/ failure of the Issue or until withdrawal/ rejection of the Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Applicants to the Public Issue Account. In case of withdrawal/ failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

### **Terms of payment**

The entire Issue price of Rs. 40 per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

### **Payment mechanism**

The applicants shall specify the bank account number in their Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Applicant, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

## PROCEDURE FOR UNIFIED PAYMENT INTERFACE (UPI)

In accordance to the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, to stream line the process of public issue of Equity Shares and convertibles, Phase II shall become effective from July 01, 2019, thereafter for applications by Retail Individual Investors through intermediaries, where the existing process of investor submitting application form with any intermediaries along with bank account details and movement of such application forms from intermediaries to self-certified Syndicate Banks (SCSBs) for blocking of funds, will be discontinued. For such applications only the UPI mechanism would be permissible mode.

### *Who can apply through UPI Mode:*

Only Retail Individual Investors are allowed to use UPI for the payment in public issues. Qualified Institutional Buyers and High-Net worth Investors shall continue to apply as per the existing process.

## PROCESS

Applications through UPI in IPOs (Public Issue) can be made only through the SCSBs/mobile applications whose name appears on the SEBI website: [www.sebi.gov.in](http://www.sebi.gov.in).

### **BLOCKING OF FUNDS:**

- a) Investors shall create UPI ID
- b) Investors shall submit their IPO applications through intermediaries and the investors shall enter UPI ID in the application form.
- c) Thereafter, intermediary shall upload the bid details and UPI ID in the electronic bidding system of the Stock Exchange
- d) Stock Exchange shall validate the bid details on the real time basis with depository's records and shall bring the inconsistencies to the notice of intermediaries for rectification and re-submission
- e) Stock Exchange shall share the details including UPI ID with Sponsor Bank, to enable the Sponsor Bank to initiate the request for the blocking of funds
- f) Thereafter the investor shall receive notification and shall confirm the request by entering valid UPI PIN and upon such acceptance of request, funds would get blocked and intimation shall be given to the investor regarding blocking of funds

### **UNBLOCKING OF FUNDS:**

- a) After the offer close day, the RTA on the basis of bidding and blocking received from stock exchange undertake a reconciliation and shall prepare Basis of Allotment.
- b) Upon approval of such basis, instructions would be sent to the Sponsor Bank to initiate process for credit of funds in the public offer escrow account and unblocking of excess funds
- c) Based on authorization given by the investor using UPI PIN at the time of blocking of funds, equivalent to the allotment, would be debited from investors account and excess funds, if any, would be unblocked.

**Further, RIIs would continue to have an option to modify or withdraw the bid till the closure of the offer period. For each such modification of application, RIIs shall submit a revised application and shall receive a mandate request from the Sponsor Bank to be validated as per the process indicated above. Hence, applications made through UPI ID for payment the same shall be revised by using UPI ID only.**

## REJECTION GROUNDS UNDER UPI PAYMENT MECHANISM

An investor making application using any of channels under UPI Payments Mechanism, shall use only his/ her own bank account or only his/ her own bank account linked UPI ID to make an application in public issues. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. Sponsor Bank shall provide the investors UPI linked

bank account details to RTA for purpose of reconciliation. RTA shall undertake technical rejection of all applications to reject applications made using third party bank account.

## **LIST OF BANKS PROVIDING UPI FACILITY**

An investor shall ensure that when applying in the IPO using UPI facility, the name of his Bank shall appear in the list of SCSBs as displayed on the SEBI website.

A list of SCSBs and mobile application which are live for applying in public issues using UPI mechanism is provided on the SEBI Website at the following path:

Home >> Intermediaries/Market Infrastructure Institutions >> Recognised Intermediaries >> Self Certified Syndicate Banks eligible as Issuer Banks for UPI

Investors whose Bank is not live on UPI as on the date of the aforesaid circular, may use the other alternate channels available to them viz. submission of application form with SCSBs or using the facility of linked online trading, demat and bank account (Channel I or II at para 5.1 SEBI circular bearing no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.

## **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them,
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category

6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
  - Name of the Applicant;
  - IPO Name;
  - Application Form Number;
  - Investor Category;
  - PAN (of First Applicant, if more than one Applicant);
  - DP ID of the demat account of the Applicant;
  - Client Identification Number of the demat account of the Applicant;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Applicants and Retail Individual Applicants, applications would not be rejected except on the technical grounds as mentioned in the Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Allocation of Equity shares**



- 1) The Issue is being made through the Fixed Price Process wherein 42000 Equity Shares shall be reserved for Market Maker and 354000 Equity shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on proportionate basis to Non-Retail Applicants.
- 2) Under- subscription if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, Eligible QFIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non-Retail Applicants shall not be allowed to either withdraw or lower the size of their applications at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

#### **Signing of Underwriting Agreement and Filing of Prospectus with ROC**

- 1) Our company has entered into an Underwriting Agreement dated September 16, 2022.
- 2) A copy of Prospectus will be filed with the ROC in terms of Section 26 of Companies Act, 2013.

#### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation.

#### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.  
The Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Applicant.
- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

#### **Designated Date:**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any

#### **General Instructions**

##### **Do's:**

- Check if you are eligible to apply;
- Read all the instructions carefully and complete the applicable Application Form;

- Ensure that the details about the Depository Participant and the beneficiary account are correct as Allotment of Equity Shares will be in the dematerialized form only;
- Applicant shall use only his / her own bank account or only his / her own bank account linked UPI ID to make an application.
- Each of the Applicants should mention their Permanent Account Number (PAN) allotted under the Income Tax Act, 1961;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant.
- Ensure that you have funds equal to the Application Amount in the ASBA account or UPI ID linked Bank Account maintained with the SCSB before submitting the Application Form under the ASBA process the SCSBs where the Applicant has a bank account or a UPI ID linked Bank Account, the Registered Broker (at the Broker Centre's), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
- Instruct your respective Banks to release the funds blocked in the ASBA Account/UPI ID linked Bank Account under the ASBA process;
- Ensure that the Application Form is signed by the account holder in case the applicant is not the account holder.
- Ensure that you have mentioned the correct bank account number in the Application Form and in case of Retail Individual Applicants applying through UPI Channel, ensure that you have mentioned the correct UPI ID;
- Ensure that the Application Forms are delivered by the applicants within the time prescribed as per the Application Form and the Prospectus;
- Ensure that you have requested for and receive a TRS;
- Ensure that you request for and receive a stamped acknowledgement of the Application Form for all your application options;
- Ensure that you have correctly signed the authorization/ undertaking box in the Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account/ UPI ID linked Bank Account, as the case may be, equivalent to the Application Amount mentioned in the Application Form;
- Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Don'ts:**

- Do not apply for lower than the minimum Application size;
- Do not apply for a price different from the price mentioned herein or in the Application Form;
- Do not use third party bank account or third-party UPI ID linked Bank Account for making the Application;
- Do not apply on another Application Form after you have submitted an application to the Designated Intermediary;
- Do not pay the Application Price in cash, cheque, by money order or by postal order or by stock invest;
- Do not send Application Forms by post, instead submit the Designated Intermediary only;
- Do not submit the Application Forms to any non-SCSB bank or our Company
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not submit the application without ensuring that funds equivalent to the entire application Amount are blocked in the relevant ASBA Account;
- Do not apply for an Application Amount exceeding Rs.2,00,000 (for applications by Retail Individual Applicants);
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue Size and/or investment limit or maximum number of Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations;
- Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground;
- Do not submit incorrect details of the DP ID, beneficiary account number and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit applications on plain paper or incomplete or illegible Application Forms in a colour prescribed for another category of Applicant; and
- Do not make Applications if you are not competent to contract under the Indian Contract Act, 1872, as amended.

#### **Instructions for Completing the Application Form**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect from January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com) and NSE i.e. [www.nseindia.com](http://www.nseindia.com)

#### **Applicant's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

#### **Submission of Application Form**

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

#### **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

#### **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME (SME platform of BSE) where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 6 (Six) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and

every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

### **Right to Reject Applications**

In case of QIB Applicants, the Company in consultation with the LM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.

### **Impersonation**

*Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:*

**"Any person who—**

- (a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- (b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
- (c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

### **Undertakings by Our Company**

We undertake as follows:

- 1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- 2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (six) Working days of Issue Closing Date.
- 3) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
- 4) That our Promoters' contribution in full has already been brought in;
- 5) That no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or until the Application monies are unblocked on account of non-listing, under subscription etc. and
- 6) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;
- 7) That funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
- 8) That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the Issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- 9) That Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received;
- 10) Adequate arrangements shall be made to collect all Application Forms from the Applicants;
- 11) That the certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time; and
- 12) That none of the promoters or directors of the company is willful defaulter under Section 5(c) of SEBI (ICDR) Regulations, 2018.

### **Utilization of Issue Proceeds:**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;

- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

**Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated September 21, 2022 between NSDL, the Company and the Registrar to the Issue;
- b) Tripartite Agreement dated September 21, 2022 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. INE0NC801013.

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 ("FEMA"). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India ("RBI") and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP").

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the "FDI Policy"), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI / RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ("Restricted Investors"), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank or fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject

to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

#### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid-up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

#### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

#### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.



## **SECTION IX - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY**

Pursuant to Schedule I of the Companies Act, and the SEBI ICDR Regulations, the Main provisions of the Articles of Association relating to voting rights, dividend, lien, forfeiture, restrictions on transfer and Transmission of equity shares or debentures, their consolidation or splitting are as provided below. Each provision below is numbered as per the corresponding article number in the articles of association and defined terms herein have the meaning given to them in the Articles of Association.

<b>Article No.</b>	<b>Particulars</b>	
<b>1.</b>	No regulation contained in Table “F” in the First Schedule to Companies Act, 2013 shall apply to this Company but the regulations for the Management of the Company and for the observance of the Members thereof and their representatives shall be as set out in the relevant provisions of the Companies Act, 2013 and subject to any exercise of the statutory powers of the Company with reference to the repeal or alteration of or addition to its regulations by Special Resolution as prescribed by the said Companies Act, 2013 be such as are contained in these Articles unless the same are repugnant or contrary to the provisions of the Companies Act, 2013 or any amendment thereto.	<b>Table F Applicable</b>
<b>Interpretation Clause</b>		
<b>2.</b>	In the interpretation of these Articles the following expressions shall have the following meanings unless repugnant to the subject or context:	
	(a) "The Act" means the Companies Act, 2013 and includes any statutory modification or re-enactment thereof for the time being in force.	<b>Act</b>
	(b) “These Articles” means Articles of Association for the time being in force or as may be altered from time to time vide Special Resolution.	<b>Articles</b>
	(c) “Auditors” means and includes those persons appointed as such for the time being of the Company.	<b>Auditors</b>
	(d) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.	<b>Capital</b>
	(e) “The Company” shall mean “ <b>VEDANT ASSET LIMITED</b> ”	
	(f) “Executor” or “Administrator” means a person who has obtained a probate or letter of administration, as the case may be from a Court of competent jurisdiction and shall include a holder of a Succession Certificate authorizing the holder thereof to negotiate or transfer the Share or Shares of the deceased Member and shall also include the holder of a Certificate granted by the Administrator General under section 31 of the Administrator General Act, 1963.	<b>Executor or Administrator</b>
	(g) "Legal Representative" means a person who in law represents the estate of a deceased Member.	<b>Legal Representative</b>
	(h) Words importing the masculine gender also include the feminine gender.	<b>Gender</b>
	(i) "In Writing" and “Written” includes printing lithography and other modes of representing or reproducing words in a visible form.	<b>In Writing and Written</b>
	(j) The marginal notes hereto shall not affect the construction thereof.	<b>Marginal notes</b>
	(k) “Meeting” or “General Meeting” means a meeting of members.	<b>Meeting or General Meeting</b>
	(l) "Month" means a calendar month.	<b>Month</b>
	(m) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provision of section 96 of the Act.	<b>Annual General Meeting</b>
	(n) "Extra-Ordinary General Meeting" means an Extraordinary General Meeting of the Members duly called and constituted and any adjourned holding thereof.	<b>Extra-Ordinary General Meeting</b>
	(o) “National Holiday” means and includes a day declared as National Holiday by the Central Government.	<b>National Holiday</b>
	(p) “Non-retiring Directors” means a director not subject to retirement by rotation.	<b>Non-retiring Directors</b>
	(q) "Office” means the registered Office for the time being of the Company.	<b>Office</b>
	(r) “Ordinary Resolution” and “Special Resolution” shall have the meanings assigned thereto by Section 114 of the Act.	<b>Ordinary and Special Resolution</b>
	(s) “Person” shall be deemed to include corporations and firms as well as individuals.	<b>Person</b>

	(t) "Proxy" means an instrument whereby any person is authorized to vote for a member at General Meeting or Poll and includes attorney duly constituted under the power of attorney.	<b>Proxy</b>
	(u) "The Register of Members" means the Register of Members to be kept pursuant to Section 88(1) (a) of the Act.	<b>Register of Members</b>
	(v) "Seal" means the common seal for the time being of the Company.	<b>Seal</b>
	(w) Words importing the Singular number include where the context admits or requires the plural number and vice versa.	<b>Singular number</b>
	(x) "The Statutes" means the Companies Act, 2013 and every other Act for the time being in force affecting the Company.	<b>Statutes</b>
	(y) "These presents" means the Memorandum of Association and the Articles of Association as originally framed or as altered from time to time.	<b>These presents</b>
	(z) "Variation" shall include abrogation; and "vary" shall include abrogate.	<b>Variation</b>
	(aa) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.	<b>Year and Financial Year</b>
	Save as aforesaid any words and expressions contained in these Articles shall bear the same meanings as in the Act or any statutory modifications thereof for the time being in force.	<b>Expressions in the Act to bear the same meaning in Articles</b>
<b>CAPITAL</b>		
<b>3.</b>	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.	<b>Authorized Capital</b>
<b>4.</b>	The Company may in General Meeting from time to time by Ordinary Resolution increase its capital by creation of new Shares which may be unclassified and may be classified at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at General Meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company has been increased under the provisions of this Article the Directors shall comply with the provisions of Section 64 of the Act.	<b>Increase of capital by the Company how carried into effect</b>
<b>5.</b>	Except so far as otherwise provided by the conditions of issue or by these Presents, any capital raised by the creation of new Shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.	<b>New Capital same as existing capital</b>
<b>6.</b>	The Board shall have the power to issue a part of authorized capital by way of non-voting Shares at price(s) premia, dividends, eligibility, volume, quantum, proportion and other terms and conditions as they deem fit, subject however to provisions of law, rules, regulations, notifications and enforceable guidelines for the time being in force.	<b>Non-Voting Shares</b>
<b>7.</b>	Subject to the provisions of the Act and these Articles, the Board of Directors may issue redeemable preference shares to such persons, on such terms and conditions and at such times as Directors think fit either at premium or at par, and with full power to give any person the option to call for or be allotted shares of the company either at premium or at par, such option being exercisable at such times and for such consideration as the Board thinks fit.	<b>Redeemable Preference Shares</b>
<b>8.</b>	The holder of Preference Shares shall have a right to vote only on Resolutions, which directly affect the rights attached to his Preference Shares.	<b>Voting rights of preference shares</b>

<b>9.</b>	<p>On the issue of redeemable preference shares under the provisions of Article 7 hereof, the following provisions shall take effect:</p> <p>(a) No such Shares shall be redeemed except out of profits of which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purpose of the redemption;</p> <p>(b) No such Shares shall be redeemed unless they are fully paid;</p> <p>(c) Subject to section 55(2)(d)(i) the premium, if any payable on redemption shall have been provided for out of the profits of the Company or out of the Company's security premium account, before the Shares are redeemed;</p> <p>(d) Where any such Shares are redeemed otherwise then out of the proceeds of a fresh issue, there shall out of profits which would otherwise have been available for dividend, be transferred to a reserve fund, to be called "the Capital Redemption Reserve Account", a sum equal to the nominal amount of the Shares redeemed, and the provisions of the Act relating to the reduction of the share capital of the Company shall, except as provided in Section 55 of the Act apply as if the Capital Redemption Reserve Account were paid-up share capital of the Company; and</p> <p>(e) Subject to the provisions of Section 55 of the Act, the redemption of preference shares hereunder may be effected in accordance with the terms and conditions of their issue and in the absence of any specific terms and conditions in that behalf, in such manner as the Directors may think fit. The reduction of Preference Shares under the provisions by the Company shall not be taken as reducing the amount of its Authorized Share Capital</p>	<b>Provisions to apply on issue of Redeemable Preference Shares</b>
<b>10.</b>	<p>The Company may (subject to the provisions of sections 52, 55, 66, both inclusive, and other applicable provisions, if any, of the Act) from time to time by Special Resolution reduce</p> <p>(a) the share capital;</p> <p>(b) any capital redemption reserve account; or</p> <p>(c) any security premium account</p> <p>In any manner for the time being, authorized by law and in particular capital may be paid off on the footing that it may be called up again or otherwise. This Article is not to derogate from any power the Company would have, if it were omitted.</p>	<b>Reduction of capital</b>
<b>11.</b>	Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the General Meeting, appointment of Directors and otherwise. Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in the General Meeting by a Special Resolution.	<b>Debentures</b>
<b>12.</b>	The Company may exercise the powers of issuing sweat equity shares conferred by Section 54 of the Act of a class of shares already issued subject to such conditions as may be specified in that sections and rules framed thereunder.	<b>Issue of Sweat Equity Shares</b>
<b>13.</b>	The Company may issue shares to Employees including its Directors other than independent directors and such other persons as the rules may allow, under Employee Stock Option Scheme (ESOP) or any other scheme, if authorized by a Special Resolution of the Company in general meeting subject to the provisions of the Act, the Rules and applicable guidelines made there under, by whatever name called.	<b>ESOP</b>
<b>14.</b>	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.	<b>Buy Back of shares</b>
<b>15.</b>	Subject to the provisions of Section 61 of the Act, the Company in general meeting may, from time to time, sub-divide or consolidate all or any of the share capital into shares of larger amount than its existing share or sub-divide its shares, or any of them into shares of smaller amount than is fixed by the Memorandum; subject nevertheless, to the provisions of clause (d) of sub-section (1) of Section 61; Subject as aforesaid the Company in general meeting may also cancel shares which have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount	<b>Consolidation, Sub-Division And Cancellation</b>

	of the shares so cancelled.	
<b>16.</b>	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue depository receipts in any foreign country.	<b>Issue of Depository Receipts</b>
<b>17.</b>	Subject to compliance with applicable provision of the Act and rules framed thereunder the company shall have power to issue any kind of securities as permitted to be issued under the Act and rules framed thereunder.	<b>Issue of Securities</b>
<b>MODIFICATION OF CLASS RIGHTS</b>		
<b>18.</b>	(a) If at any time the share capital, by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights privileges attached to any class (unless otherwise provided by the terms of issue of the shares of the class) may, subject to the provisions of Section 48 of the Act and whether or not the Company is being wound-up, be varied, modified or dealt, with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the shares of that class. The provisions of these Articles relating to general meetings shall mutatis mutandis apply to every such separate class of meeting. Provided that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three- fourths of such other class of shareholders shall also be obtained and the provisions of this section shall apply to such variation.	<b>Modification of rights</b>
	(b) The rights conferred upon the holders of the Shares including Preference Share, if any) of any class issued with preferred or other rights or privileges shall, unless otherwise expressly provided by the terms of the issue of shares of that class, be deemed not to be modified, commuted, affected, abrogated, dealt with or varied by the creation or issue of further shares ranking pari passu therewith.	<b>New Issue of Shares not to affect rights attached to existing shares of that class.</b>
<b>19.</b>	Subject to the provisions of Section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and with the sanction of the company in the General Meeting to give to any person or persons the option or right to call for any shares either at par or premium during such time and for such consideration as the Directors think fit, and may issue and allot shares in the capital of the company on payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares.	<b>Shares at the disposal of the Directors.</b>
<b>20.</b>	The Company may issue shares or other securities in any manner whatsoever including by way of a preferential offer, to any persons whether or not those persons include the persons referred to in clause (a) or clause (b) of sub-section (1) of section 62 subject to compliance with section 42 and 62 of the Act and rules framed thereunder.	<b>Power to issue shares on preferential basis.</b>
<b>21.</b>	The shares in the capital shall be numbered progressively according to their several denominations, and except in the manner hereinbefore mentioned no share shall be sub-divided. Every forfeited or surrendered share shall continue to bear the number by which the same was originally distinguished.	<b>Shares should be Numbered progressively and no share to be subdivided.</b>
<b>22.</b>	An application signed by or on behalf of an applicant for shares in the Company, followed by an allotment of any shares therein, shall be an acceptance of shares within the meaning of these Articles, and every person who thus or otherwise accepts any shares and whose name is on the Register shall for the purposes of these Articles, be a Member.	<b>Acceptance of Shares.</b>
<b>23.</b>	Subject to the provisions of the Act and these Articles, the Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property (including goodwill of any business) sold or transferred, goods or machinery supplied	<b>Directors may allot shares as full paid-up</b>

	or for services rendered to the Company either in or about the formation or promotion of the Company or the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than in cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares as aforesaid.	
<b>24.</b>	The money (if any) which the Board shall on the allotment of any shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any shares allotted by them shall become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him, accordingly.	<b>Deposit and call etc. to be a debt payable immediately.</b>
<b>25.</b>	Every Member, or his heirs, executors, administrators, or legal representatives, shall pay to the Company the portion of the Capital represented by his share or shares which may, for the time being, remain unpaid thereon, in such amounts at such time or times, and in such manner as the Board shall, from time to time in accordance with the Company's regulations, require on date fixed for the payment thereof.	<b>Liability of Members.</b>
<b>26.</b>	Shares may be registered in the name of any limited company or other corporate body but not in the name of a firm, an insolvent person or a person of unsound mind.	<b>Registration of Shares.</b>
<b>RETURN ON ALLOTMENTS TO BE MADE OR RESTRICTIONS ON ALLOTMENT</b>		
<b>27.</b>	The Board shall observe the restrictions as regards allotment of shares to the public, and as regards return on allotments contained in Sections 39 of the Act	
<b>CERTIFICATES</b>		
<b>28.</b>	<p>(a) Every member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as provided in the relevant laws) to several certificates, each for one or more of such shares and the company shall complete and have ready for delivery such certificates within two months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application for registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the directors may prescribe or approve, provided that in respect of a share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be sufficient delivery to all such holder. Such certificate shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupons of requisite value, save in cases of issues against letter of acceptance or of renunciation or in cases of issue of bonus shares. Every such certificate shall be issued under the seal of the Company, which shall be affixed in the presence of two Directors or persons acting on behalf of the Directors under a duly registered power of attorney and the Secretary or some other person appointed by the Board for the purpose and two Directors or their attorneys and the Secretary or other person shall sign the share certificate, provided that if the composition of the Board permits of it, at least one of the aforesaid two Directors shall be a person other than a Managing or whole-time Director. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the person, to whom it has been issued, indicating the date of issue.</p> <p>(b) Any two or more joint allottees of shares shall, for the purpose of this Article, be treated as a single member, and the certificate of any shares which may be the subject of joint ownership, may be delivered to anyone of such joint owners on behalf of all of them. For any further certificate the Board shall be entitled, but shall not be bound, to prescribe a charge not exceeding Rupees Fifty. The Company shall comply with the provisions of Section 39 of the Act.</p> <p>(c) A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used</p>	<b>Share Certificates</b>

	for the purpose. (d) When a new Share certificate has been issued in pursuance of the preceding clause of this Article, it shall state on the face of it and against the stub or counterfoil to the effect that it is —"Issued in lieu of Share Certificate No..... sub-divided/replaced/on consolidation of Shares".	
<b>29.</b>	If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new Certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Article shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding Rs.50/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the backthereof for endorsement of transfer. Provided that notwithstanding what is stated above the Directors shall comply with such Rules or Regulation or requirements of any Stock Exchange or the Rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956, or any other Act, or rules applicable in this behalf. The provisions of this Article shall mutatis mutandis apply to debentures of the Company.	<b>Issue of new certificates in place of those defaced, lost or destroyed.</b>
<b>30.</b>	(a) If any share stands in the names of two or more persons, the person first named in the Register shall as regard receipts of dividends or bonus or service of notices and all or any other matter connected with the Company except voting at meetings, and the transfer of the shares, be deemed sole holder thereof but the joint- holders of a share shall be severally as well as jointly liable for the payment of all calls and other payments due in respect of such share and for all incidentals thereof according to the Company's regulations.	<b>The first named joint holder deemed Sole holder.</b>
	(b) The Company shall not be bound to register more than three persons as the joint holders of any share.	<b>Maximum number of joint holders.</b>
<b>31.</b>	Except as ordered by a Court of competent jurisdiction or as by law required, the Company shall not be bound to recognise any equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto, in accordance with these Articles, in the person from time to time registered as the holder thereof but the Board shall be at liberty at its sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.	<b>Company not bound to recognise any interest in share other than that of registered holders.</b>
<b>32.</b>	If by the conditions of allotment of any share the whole or part of the amount or issue price thereof shall be payable by installment, every such installment shall when due be paid to the Company by the person who for the time being and from time to time shall be the registered holder of the share or his legal representative.	<b>Installment on shares to be duly paid.</b>
<b>UNDERWRITING AND BROKERAGE</b>		
<b>33.</b>	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing, to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares or debentures in the Company but so that the commission shall not exceed the maximum rates laid down by the Act and the rules made in that regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid shares or partly in one way and partly in the other.	<b>Commission</b>
<b>34.</b>	The Company may pay on any issue of shares and debentures such brokerage as may be reasonable and lawful.	<b>Brokerage</b>
<b>CALLS</b>		
<b>35.</b>	(1) The Board may, from time to time, subject to the terms on which any shares may have been issued and subject to the conditions of allotment, by a resolution passed at a meeting of the Board and not by a circular resolution, make such calls as it thinks fit, upon the Members in respect of all the moneys unpaid on the shares held by them	<b>Directors may make calls</b>



	<p>respectively and each Member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board.</p> <p>(2) A call may be revoked or postponed at the discretion of the Board.</p> <p>(3) A call may be made payable by installments.</p>	
<b>36.</b>	Fifteen days' notice in writing of any call shall be given by the Company specifying the time and place of payment, and the person or persons to whom such call shall be paid.	<b>Notice of Calls</b>
<b>37.</b>	A call shall be deemed to have been made at the time when the resolution of the Board of Directors authorising such call was passed and may be made payable by the members whose names appear on the Register of Members on such date or at the discretion of the Directors on such subsequent date as may be fixed by Directors.	<b>Calls to date from resolution.</b>
<b>38.</b>	Whenever any calls for further share capital are made on shares, such calls shall be made on uniform basis on all shares falling under the same class. For the purposes of this Article shares of the same nominal value of which different amounts have been paid up shall not be deemed to fall under the same class.	<b>Calls on uniform basis.</b>
<b>39.</b>	The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the members who on account of the residence at a distance or other cause, which the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.	<b>Directors may extend time.</b>
<b>40.</b>	If any Member fails to pay any call due from him on the day appointed for payment thereof, or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment at such rate as shall from time to time be fixed by the Board not exceeding 21% per annum but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such member.	<b>Calls to carry interest.</b>
<b>41.</b>	If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed time (whether on account of the amount of the share or by way of premium) every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice has been given and all the provisions herein contained in respect of calls shall apply to such amount or installment accordingly.	<b>Sums deemed to be calls.</b>
<b>42.</b>	On the trial or hearing of any action or suit brought by the Company against any Member or his representatives for the recovery of any money claimed to be due to the Company in respect of his shares, if shall be sufficient to prove that the name of the Member in respect of whose shares the money is sought to be recovered, appears entered on the Register of Members as the holder, at or subsequent to the date at which the money is sought to be recovered is alleged to have become due on the share in respect of which such money is sought to be recovered in the Minute Books: and that notice of such call was duly given to the Member or his representatives used in pursuance of these Articles: and that it shall not be necessary to prove the appointment of the Directors who made such call, nor that a quorum of Directors was present at the Board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.	<b>Proof on trial of suit for money due on shares.</b>
<b>43.</b>	Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereunder nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member of the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce forfeiture of such shares as hereinafter provided.	<b>Judgment, decree, partial payment motto proceed for forfeiture.</b>
<b>44.</b>	(a) The Board may, if it thinks fit, receive from any Member willing to advance the same, all or any part of the amounts of his respective shares beyond the sums, actually called up and upon the moneys so paid in advance, or upon so much thereof, from time to time, and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares on account of which such advances are made the Board may pay or allow interest, at such rate as the member paying the sum in advance and the Board agree upon. The Board may agree to	<b>Payments in Anticipation of calls may carry interest</b>

	<p>repay at any time any amount so advanced or may at any time repay the same upon giving to the Member three months' notice in writing: provided that moneys paid in advance of calls on shares may carry interest but shall not confer a right to dividend or to participate in profits.</p> <p>(b) No Member paying any such sum in advance shall be entitled to voting rights in respect of the moneys so paid by him until the same would but for such payment become presently payable. The provisions of this Article shall mutatis mutandis apply to calls on debentures issued by the Company.</p>	
<b>LIEN</b>		
<b>45.</b>	<p>The Company shall have a first and paramount lien upon all the shares/debentures (other than fully paid-up shares/debentures) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares/debentures. Unless otherwise agreed the registration of a transfer of shares/debentures shall operate as a waiver of the Company's lien if any, on such shares/debentures. The Directors may at any time declare any shares/debentures wholly or in part to be exempt from the provisions of this clause.</p> <p>Provided that the fully paid shares shall be free from all lien, while in the case of partly paid shares, the company's lien, if any, shall be restricted to moneys called or payable at a fixed time in respect of such shares.</p>	<b>Company to have Lien on shares.</b>
<b>46.</b>	<p>For the purpose of enforcing such lien the Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made until such period as aforesaid shall have arrived and until notice in writing of the intention to sell shall have been served on such member or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment, fulfillment of discharge of such debts, liabilities or engagements for seven days after such notice. To give effect to any such sale the Board may authorise some person to transfer the shares sold to the purchaser thereof and purchaser shall be registered as the holder of the shares comprised in any such transfer. Upon any such sale as the Certificates in respect of the shares sold shall stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a new Certificate or Certificates in lieu thereof to the purchaser or purchasers concerned.</p>	<b>As to enforcing lien by sale.</b>
<b>47.</b>	<p>The net proceeds of any such sale shall be received by the Company and applied in or towards payment of such part of the amount in respect of which the lien exists as is presently payable and the residue, if any, shall (subject to lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.</p>	<b>Application of proceeds of sale.</b>
<b>FORFEITURE AND SURRENDER OF SHARES</b>		
<b>48.</b>	<p>If any Member fails to pay the whole or any part of any call or installment or any moneys due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same, the Directors may, at any time thereafter, during such time as the call or installment or any part thereof or other moneys as aforesaid remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on such Member or on the person (if any) entitled to the shares by transmission, requiring him to pay such call or installment of such part thereof or other moneys as remain unpaid together with any interest that may have accrued and all reasonable expenses (legal or otherwise) that may have been accrued by the Company by reason of such non-payment. Provided that no such shares shall be forfeited if any moneys shall remain unpaid in respect of any call or installment or any part thereof as aforesaid by reason of the delay occasioned in payment due to the necessity of complying with the provisions contained in the relevant exchange control laws or other applicable laws of India, for the time being in force.</p>	<b>If call or installment not paid, notice may be given.</b>
<b>49.</b>	<p>The notice shall name a day (not being less than fourteen days from the date of notice) and a place or places on and at which such call or installment and such interest thereon as the Directors shall determine from the day on which such call or installment ought to have been paid and expenses as aforesaid are to be paid.</p>	<b>Terms of notice.</b>



	The notice shall also state that, in the event of the non-payment at or before the time and at the place or places appointed, the shares in respect of which the call was made or installment is payable will be liable to be forfeited.	
<b>50.</b>	If the requirements of any such notice as aforesaid shall not be complied with, every or any share in respect of which such notice has been given, may at any time thereafter but before payment of all calls or installments, interest and expenses, due in respect thereof, be forfeited by resolution of the Board to that effect. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited share and not actually paid before the forfeiture.	<b>On default of payment, shares to be forfeited.</b>
<b>51.</b>	When any shares have been forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register of Members.	<b>Notice of forfeiture to a Member</b>
<b>52.</b>	Any shares so forfeited, shall be deemed to be the property of the Company and may be sold, re-allotted, or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board in their absolute discretion shall think fit.	<b>Forfeited shares to be property of the Company and may be sold etc.</b>
<b>53.</b>	Any Member whose shares have been forfeited shall notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand all calls, installments, interest and expenses owing upon or in respect of such shares at the time of the forfeiture, together with interest thereon from the time of the forfeiture until payment, at such rate as the Board may determine and the Board may enforce the payment of the whole or a portion thereof as if it were a new call made at the date of the forfeiture, but shall not be under any obligation to do so.	<b>Members still liable to pay money owing at time of forfeiture and interest.</b>
<b>54.</b>	The forfeiture shares shall involve extinction at the time of the forfeiture, of all interest in all claims and demand against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.	<b>Effect of forfeiture.</b>
<b>55.</b>	A declaration in writing that the declarant is a Director or Secretary of the Company and that shares in the Company have been duly forfeited in accordance with these articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares.	<b>Evidence of Forfeiture.</b>
<b>56.</b>	The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and the person to whom such share is sold, re-allotted or disposed of may be registered as the holder of the share and he shall not be bound to see to the application of the consideration: if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or other disposal of the shares.	<b>Title of purchaser and allottee of Forfeited shares.</b>
<b>57.</b>	Upon any sale, re-allotment or other disposal under the provisions of the preceding Article, the certificate or certificates originally issued in respect of the relative shares shall (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting member) stand cancelled and become null and void and of no effect, and the Directors shall be entitled to issue a duplicate certificate or certificates in respect of the said shares to the person or persons entitled thereto.	<b>Cancellation of share certificate in respect of forfeited shares.</b>
<b>58.</b>	In the meantime and until any share so forfeited shall be sold, re-allotted, or otherwise dealt with as aforesaid, the forfeiture thereof may, at the discretion and by a resolution of the Directors, be remitted as a matter of grace and favour, and not as was owing thereon to the Company at the time of forfeiture being declared with interest for the same unto the time of the actual payment thereof if the Directors shall think fit to receive the same, or on any other terms which the Director may deem reasonable.	<b>Forfeiture may be remitted.</b>
<b>59.</b>	Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some person to execute an instrument of transfer of the Shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the Shares sold, and the purchasers shall not be bound to see to the regularity of the proceedings or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such Shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.	<b>Validity of sale</b>
<b>60.</b>	The Directors may, subject to the provisions of the Act, accept a surrender of any share from or by any Member desirous of surrendering on such terms the Directors may think	<b>Surrender of shares.</b>

	fit.	
<b>TRANSFER AND TRANSMISSION OF SHARES</b>		
<b>61.</b>	(a) The instrument of transfer of any share in or debenture of the Company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share or debenture until the name of the transferee is entered in the Register of Members or Register of Debenture holders in respect thereof.	<b>Execution of the instrument of shares</b>
<b>62.</b>	The instrument of transfer of any share or debenture shall be in writing and all the provisions of Section 56 and statutory modification thereof including other applicable provisions of the Act shall be duly complied with in respect of all transfers of shares or debenture and registration thereof. Provided that the company shall use a common form of transfer;	<b>Transfer Form.</b>
<b>63.</b>	The Company shall not register a transfer in the Company other than the transfer between persons both of whose names are entered as holders of beneficial interest in the records of a depository, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or if no such share certificate is in existence along with the letter of allotment of the shares: Provided that where, on an application in writing made to the Company by the transferee and bearing the stamp, required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit, provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.	<b>Transfer not to be registered except on production of instrument of transfer.</b>
<b>64.</b>	Subject to the provisions of Section 58 of the Act and Section 22A of the Securities Contracts (Regulation) Act, 1956, the Directors may, decline to register— (a) any transfer of shares on which the company has a lien. That registration of transfer shall however not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever;	<b>Directors may refuse to register transfer.</b>
<b>65.</b>	If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within one month from the date on which the instrument of transfer or intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission, as the case may be, and there upon the provisions of Section 56 of the Act or any statutory modification thereof for the time being in force shall apply.	<b>Notice of refusal to be given to transferor and transferee.</b>
<b>66.</b>	No fee shall be charged for registration of transfer, transmission, Probate, Succession Certificate and letter of administration, Certificate of Death or Marriage, Power of Attorney or similar other document with the Company.	<b>No fee on transfer.</b>
<b>67.</b>	The Board of Directors shall have power on giving not less than seven days previous notice in accordance with section 91 and rules made thereunder close the Register of Members and/or the Register of debentures holders and/or other security holders at such time or times and for such period or periods, not exceeding thirty days at a time, and not exceeding in the aggregate forty five days at a time, and not exceeding in the aggregate forty five days in each year as it may seem expedient to the Board.	<b>Closure of Register of Members or debenture holder or other security holders.</b>
<b>68.</b>	The instrument of transfer shall after registration be retained by the Company and shall remain in its custody. All instruments of transfer which the Directors may decline to register shall on demand be returned to the persons depositing the same. The Directors may cause to be destroyed all the transfer deeds with the Company after such period as they may determine.	<b>Custody of transfer Deeds.</b>
<b>69.</b>	Where an application of transfer relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee and the transferee makes no objection to the transfer within two weeks from the receipt of the notice.	<b>Application for transfer of partly paid shares.</b>
<b>70.</b>	For this purpose the notice to the transferee shall be deemed to have been duly given if it is dispatched by prepaid registered post/speed post/ courier to the transferee at the address given in the instrument of transfer and shall be deemed to have been duly	<b>Notice to transferee.</b>

	delivered at the time at which it would have been delivered in the ordinary course of post.	
<b>71.</b>	<p>(a) On the death of a Member, the survivor or survivors, where the Member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only person recognized by the Company as having any title to his interest in the shares.</p> <p>(b) Before recognising any executor or administrator or legal representative, the Board may require him to obtain a Grant of Probate or Letters Administration or other legal representation as the case may be, from some competent court in India. Provided nevertheless that in any case where the Board in its absolute discretion thinks fit, it shall be lawful for the Board to dispense with the production of Probate or letter of Administration or such other legal representation upon such terms as to indemnity or otherwise, as the Board in its absolute discretion, may consider adequate</p> <p>Nothing in clause (a) above shall release the estate of the deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>	<b>Recognition of legal representative.</b>
<b>72.</b>	The Executors or Administrators of a deceased Member or holders of a Succession Certificate or the Legal Representatives in respect of the Shares of a deceased Member (not being one of two or more joint holders) shall be the only persons recognized by the Company as having any title to the Shares registered in the name of such Members, and the Company shall not be bound to recognize such Executors or Administrators or holders of Succession Certificate or the Legal Representative unless such Executors or Administrators or Legal Representative shall have first obtained Probate or Letters of Administration or Succession Certificate as the case may be from a duly constituted Court in the Union of India provided that in any case where the Board of Directors in its absolute discretion thinks fit, the Board upon such terms as to indemnity or otherwise as the Directors may deem proper dispense with production of Probate or Letters of Administration or Succession Certificate and register Shares standing in the name of a deceased Member, as a Member. However, provisions of this Article are subject to Sections 72 of the Companies Act.	<b>Titles of Shares of deceased Member</b>
<b>73.</b>	Where, in case of partly paid Shares, an application for registration is made by the transferor, the Company shall give notice of the application to the transferee in accordance with the provisions of Section 56 of the Act.	<b>Notice of application when to be given</b>
<b>74.</b>	Subject to the provisions of the Act and these Articles, any person becoming entitled to any share in consequence of the death, lunacy, bankruptcy, insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give) upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of this title as the Director shall require either be registered as member in respect of such shares or elect to have some person nominated by him and approved by the Directors registered as Member in respect of such shares; provided nevertheless that if such person shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee an instrument of transfer in accordance so he shall not be freed from any liability in respect of such shares. This clause is hereinafter referred to as the 'Transmission Clause'.	<b>Registration of persons entitled to share otherwise than by transfer. (Transmission clause).</b>
<b>75.</b>	Subject to the provisions of the Act and these Articles, the Directors shall have the same right to refuse or suspend register a person entitled by the transmission to any shares or his nominee as if he were the transferee named in an ordinary transfer presented for registration.	<b>Refusal to register nominee.</b>
<b>76.</b>	Every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.	<b>Board may require evidence of transmission.</b>
<b>77.</b>	The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made, or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register or Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares notwithstanding that the Company may have had notice of such	<b>Company not liable for disregard of a notice prohibiting registration of</b>

	equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto in any book of the Company and the Company shall not be bound or require to regard or attend or give effect to any notice which may be given to them of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto, if the Directors shall so think fit.	<b>transfer.</b>
<b>78.</b>	In the case of any share registered in any register maintained outside India the instrument of transfer shall be in a form recognized by the law of the place where the register is maintained but subject thereto shall be as near to the form prescribed in Form no. SH-4 hereof as circumstances permit.	<b>Form of transfer Outside India.</b>
<b>79.</b>	No transfer shall be made to any minor, insolvent or person of unsound mind.	<b>No transfer to insolvent etc.</b>
<b>NOMINATION</b>		
<b>80.</b>	<p>Notwithstanding anything contained in the articles, every holder of securities of the Company may, at any time, nominate a person in whom his/her securities shall vest in the event of his/her death and the provisions of Section 72 of the Companies Act, 2013 shall apply in respect of such nomination.</p> <p>No person shall be recognized by the Company as a nominee unless an intimation of the appointment of the said person as nominee has been given to the Company during the lifetime of the holder(s) of the securities of the Company in the manner specified under Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014</p> <p>The Company shall not be in any way responsible for transferring the securities consequent upon such nomination.</p> <p>If the holder(s) of the securities survive(s) nominee, then the nomination made by the holder(s) shall be of no effect and shall automatically stand revoked.</p>	<b>Nomination</b>
<b>81.</b>	<p>A nominee, upon production of such evidence as may be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(i) to be registered himself as holder of the security, as the case may be; or</p> <p>(ii) to make such transfer of the security, as the case may be, as the deceased security holder, could have made;</p> <p>(iii) if the nominee elects to be registered as holder of the security, himself, as the case may be, he shall deliver or send to the Company, a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased security holder as the case may be;</p> <p>(iv) a nominee shall be entitled to the same dividends and other advantages to which he would be entitled to, if he were the registered holder of the security except that he shall not, before being registered as a member in respect of his security, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.</p> <p>Provided further that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share or debenture, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable or rights accruing in respect of the share or debenture, until the requirements of the notice have been complied with.</p>	<b>Transmission of Securities by nominee</b>
<b>DEMATERIALISATION OF SHARES</b>		
<b>82.</b>	Subject to the provisions of the Act and Rules made thereunder the Company may offer its members facility to hold securities issued by it in dematerialized form.	<b>Dematerialisation of Securities</b>
<b>JOINT HOLDER</b>		
<b>83.</b>	Where two or more persons are registered as the holders of any share they shall be deemed to hold the same as joint Shareholders with benefits of survivorship subject to the following and other provisions contained in these Articles.	<b>Joint Holders</b>

84.	(a) The Joint holders of any share shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.	<b>Joint and several liabilities for all payments in respect of shares.</b>
	(b) on the death of any such joint holders the survivor or survivors shall be the only person recognized by the Company as having any title to the share but the Board may require such evidence of death as it may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability of shares held by them jointly with any other person;	<b>Title of survivors.</b>
	(c) Any one of two or more joint holders of a share may give effectual receipts of any dividends or other moneys payable in respect of share; and	<b>Receipts of one sufficient.</b>
	(d) only the person whose name stands first in the Register of Members as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share or to receive documents from the Company and any such document served on or sent to such person shall deemed to be service on all the holders.	<b>Delivery of certificate and giving of notices to first named holders.</b>
<b>SHARE WARRANTS</b>		
85.	The Company may issue warrants subject to and in accordance with provisions of the Act and accordingly the Board may in its discretion with respect to any Share which is fully paid upon application in writing signed by the persons registered as holder of the Share, and authenticated by such evidence(if any) as the Board may, from time to time, require as to the identity of the persons signing the application and on receiving the certificate (if any) of the Share, and the amount of the stamp duty on the warrant and such fee as the Board may, from time to time, require, issue a share warrant.	<b>Power to issue share warrants</b>
86.	(a) The bearer of a share warrant may at any time deposit the warrant at the Office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for call in a meeting of the Company, and of attending and voting and exercising the other privileges of a Member at any meeting held after the expiry of two clear days from the time of deposit, as if his name were inserted in the Register of Members as the holder of the Share included in the deposit warrant. (b) Not more than one person shall be recognized as depositor of the Share warrant. (c) The Company shall, on two day's written notice, return the deposited share warrant to the depositor.	<b>Deposit of share warrants</b>
87.	(a) Subject as herein otherwise expressly provided, no person, being a bearer of a share warrant, shall sign a requisition for calling a meeting of the Company or attend or vote or exercise any other privileges of a Member at a meeting of the Company, or be entitled to receive any notice from the Company. (b) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the Register of Members as the holder of the Share included in the warrant, and he shall be a Member of the Company.	<b>Privileges and disabilities of the holders of share warrant</b>
88.	(a) The Board may, from time to time, make bye-laws as to terms on which (if it shall think fit), a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.	<b>Issue of new share warrant coupons</b>
<b>CONVERSION OF SHARES INTO STOCK</b>		
89.	The Company may, by ordinary resolution in General Meeting. (a) convert any fully paid-up shares into stock; and (b) re-convert any stock into fully paid-up shares of any denomination.	<b>Conversion of shares into stock or reconversion.</b>
90.	The holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulation under which the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, provided that, the Board may, from time to time, fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose.	<b>Transfer of stock.</b>



<b>91.</b>	The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, participation in profits, voting at meetings of the Company, and other matters, as if they hold the shares for which the stock arose but no such privilege or advantage shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.	<b>Rights of stock holders.</b>
<b>92.</b>	Such of the regulations of the Company (other than those relating to share warrants), as are applicable to paid up share shall apply to stock and the words “share” and “shareholders” in those regulations shall include “stock” and “stockholders” respectively.	<b>Regulations.</b>
<b>BORROWING POWERS</b>		
<b>93.</b>	Subject to the provisions of the Act and these Articles, the Board may, from time to time at its discretion, by a resolution passed at a meeting of the Board generally raise or borrow money by way of deposits, loans, overdrafts, cash credit or by issue of bonds, debentures or debenture-stock (perpetual or otherwise) or in any other manner, or from any person, firm, company, co-operative society, any body corporate, bank, institution, whether incorporated in India or abroad, Government or any authority or any other body for the purpose of the Company and may secure the payment of any sums of money so received, raised or borrowed; provided that the total amount borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not without the consent of the Company in General Meeting exceed the aggregate of the paid up capital of the Company and its free reserves that is to say reserves not set apart for any specified purpose.	<b>Power to borrow.</b>
<b>94.</b>	Subject to the provisions of the Act and these Articles, any bonds, debentures, debenture-stock or any other securities may be issued at a discount, premium or otherwise and with any special privileges and conditions as to redemption, surrender, allotment of shares, appointment of Directors or otherwise; provided that debentures with the right to allotment of or conversion into shares shall not be issued except with the sanction of the Company in General Meeting.	<b>Issue of discount etc. or with special privileges.</b>
<b>95.</b>	The payment and/or repayment of moneys borrowed or raised as aforesaid or any moneys owing otherwise or debts due from the Company may be secured in such manner and upon such terms and conditions in all respects as the Board may think fit, and in particular by mortgage, charter, lien or any other security upon all or any of the assets or property (both present and future) or the undertaking of the Company including its uncalled capital for the time being, or by a guarantee by any Director, Government or third party, and the bonds, debentures and debenture stocks and other securities may be made assignable, free from equities between the Company and the person to whom the same may be issued and also by a similar mortgage, charge or lien to secure and guarantee, the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or Company as the case may be.	<b>Securing payment or repayment of Moneys borrowed.</b>
<b>96.</b>	Any bonds, debentures, debenture-stock or their securities issued or to be issued by the Company shall be under the control of the Board who may issue them upon such terms and conditions, and in such manner and for such consideration as they shall consider to be for the benefit of the Company.	<b>Bonds, Debentures etc. to be under the control of the Directors.</b>
<b>97.</b>	If any uncalled capital of the Company is included in or charged by any mortgage or other security the Directors shall subject to the provisions of the Act and these Articles make calls on the members in respect of such uncalled capital in trust for the person in whose favour such mortgage or security is executed.	<b>Mortgage of uncalled Capital.</b>
<b>98.</b>	Subject to the provisions of the Act and these Articles if the Directors or any of them or any other person shall incur or be about to incur any liability whether as principal or surety for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person becoming liable as aforesaid from any loss in respect of such liability.	<b>Indemnity may be given.</b>
<b>MEETINGS OF MEMBERS</b>		

<b>99.</b>	All the General Meetings of the Company other than Annual General Meetings shall be called Extra-ordinary General Meetings.	<b>Distinction between AGM &amp; EGM.</b>
<b>100.</b>	(a) The Directors may, whenever they think fit, convene an Extra- Ordinary General Meeting and they shall on requisition of requisition of Members made in compliance with Section 100 of the Act, forthwith proceed to convene Extra-Ordinary General Meeting of the members	<b>Extra-Ordinary General Meeting by Board and by requisition</b>
	(b) If at any time there are not within India sufficient Directors capable of acting to form a quorum, or if the number of Directors be reduced in number to less than the minimum number of Directors prescribed by these Articles and the continuing Directors fail or neglect to increase the number of Directors to that number or to convene a General Meeting, any Director or any two or more Members of the Company holding not less than one-tenth of the total paid up share capital of the Company may call for an Extra-Ordinary General Meeting in the same manner as nearly as possible as that in which meeting may be called by the Directors.	<b>When a Director or any two Members may call an Extra Ordinary General Meeting</b>
<b>101.</b>	No General Meeting, Annual or Extraordinary shall be competent to enter upon, discuss or transfer any business which has not been mentioned in the notice or notices upon which it was convened.	<b>Meeting not to transact business not mentioned in notice.</b>
<b>102.</b>	The Chairman (if any) of the Board of Directors shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board of Directors, or if at any meeting he is not present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the chair, then the Members present shall elect another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair then the Members present shall elect one of the members to be the Chairman of the meeting.	<b>Chairman of General Meeting</b>
<b>103.</b>	No business, except the election of a Chairman, shall be discussed at any General Meeting whilst the Chair is vacant.	<b>Business confined to election of Chairman whilst chair is vacant.</b>
<b>104.</b>	a) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place. b) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. c) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.	<b>Chairman with consent may adjourn meeting.</b>
<b>105.</b>	In the case of an equality of votes the Chairman shall both on a show of hands, on a poll (if any) and e-voting, have casting vote in addition to the vote or votes to which he may be entitled as a Member.	<b>Chairman's casting vote.</b>
<b>106.</b>	Any poll duly demanded on the election of Chairman of the meeting or any question of adjournment shall be taken at the meeting forthwith.	<b>In what case poll taken without adjournment.</b>
<b>107.</b>	The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	<b>Demand for poll not to prevent transaction of other business.</b>

#### VOTES OF MEMBERS

<b>108.</b>	No Member shall be entitled to vote either personally or by proxy at any General Meeting or Meeting of a class of shareholders either upon a show of hands, upon a poll or electronically, or be reckoned in a quorum in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised, any right or lien.	<b>Members in arrears not to vote.</b>
<b>109.</b>	Subject to the provision of these Articles and without prejudice to any special privileges, or restrictions as to voting for the time being attached to any class of shares for the time being forming part of the capital of the company, every Member, not disqualified by the last preceding Article shall be entitled to be present, and to speak and to vote at such meeting, and on a show of hands every member present in person shall have one vote and upon a poll the voting right of every Member present in person or by proxy shall be in proportion to his share of the paid-up equity share capital of the Company, Provided, however, if any preference shareholder is present at any meeting of the Company, save as provided in sub- section (2) of Section 47 of the Act, he shall have a right to vote only on resolution placed before the meeting which directly affect the rights attached to his preference shares.	<b>Number of votes each member entitled.</b>
<b>110.</b>	On a poll taken at a meeting of the Company a member entitled to more than one vote or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the votes he uses.	<b>Casting of votes by a member entitled to more than one vote.</b>
<b>111.</b>	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, or a minor may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.	<b>Vote of member of unsound mind and of minor</b>
<b>112.</b>	Notwithstanding anything contained in the provisions of the Companies Act, 2013, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business/ resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.	<b>Postal Ballot</b>
<b>113.</b>	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.	<b>E-Voting</b>
<b>114.</b>	In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. If more than one of the said persons remain present than the senior shall alone be entitled to speak and to vote in respect of such shares, but the other or others of the joint holders shall be entitled to be present at the meeting. Several executors or administrators of a deceased Member in whose name share stands shall for the purpose of these Articles be deemed jointsholders thereof. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.	<b>Votes of joint members.</b>
<b>115.</b>	Votes may be given either personally or by attorney or by proxy or in case of a company, by a representative duly Authorised as mentioned in Articles	<b>Votes may be given by proxy or by representative</b>
<b>116.</b>	A body corporate (whether a company within the meaning of the Act or not) may, if it is member or creditor of the Company (including being a holder of debentures) authorise such person by resolution of its Board of Directors, as it thinks fit, in accordance with the provisions of Section 113 of the Act to act as its representative at any Meeting of the members or creditors of the Company or debentures holders of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate as if it were an individual member, creditor or holder of debentures of the Company.	<b>Representation of a Body Corporate.</b>



<b>117.</b>	(a) A member paying the whole or a part of the amount remaining unpaid on any share held by him although no part of that amount has been called up, shall not be entitled to any voting rights in respect of the moneys paid until the same would, but for this payment, become presently payable.	<b>Members paying money in advance.</b>
	(b) A member is not prohibited from exercising his voting rights on the ground that he has not held his shares or interest in the Company for any specified period preceding the date on which the vote was taken.	<b>Members not prohibited if share not held for any specified period.</b>
<b>118.</b>	Any person entitled under Article 73 (transmission clause) to transfer any share may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be at which he proposes to vote he shall satisfy the Directors of his right to transfer such shares and give such indemnify (if any) as the Directors may require or the directors shall have previously admitted his right to vote at such meeting in respect thereof.	<b>Votes in respect of shares of deceased or insolvent members.</b>
<b>119.</b>	No Member shall be entitled to vote on a show of hands unless such member is present personally or by attorney or is a body Corporate present by a representative duly Authorised under the provisions of the Act in which case such members, attorney or representative may vote on a show of hands as if he were a Member of the Company. In the case of a Body Corporate the production at the meeting of a copy of such resolution duly signed by a Director or Secretary of such Body Corporate and certified by him as being a true copy of the resolution shall be accepted by the Company as sufficient evidence of the authority of the appointment.	<b>No votes by proxy on show of hands.</b>
<b>120.</b>	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.	<b>Appointment of a Proxy.</b>
<b>121.</b>	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.	<b>Form of proxy.</b>
<b>122.</b>	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the Member, or revocation of the proxy or of any power of attorney which such proxy signed, or the transfer of the share in respect of which the vote is given, provided that no intimation in writing of the death or insanity, revocation or transfer shall have been received at the office before the meeting or adjourned meeting at which the proxy is used.	<b>Validity of votes given by proxy not withstanding death of a member.</b>
<b>123.</b>	No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.	<b>Time for objections to votes.</b>
<b>124.</b>	Any such objection raised to the qualification of any voter in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.	<b>Chairperson of the Meeting to be the judge of validity of any vote.</b>

#### DIRECTORS

<b>125.</b>	<p>The following are the First Directors of the Company:</p> <ol style="list-style-type: none"> <li>1. Shri Lallit Tripathi</li> <li>2. Smt. Priyanka Maheshwari</li> </ol> <p>Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 149 of the Act, the number of Directors (including Debenture and Alternate Directors) shall not be less than three and not more than fifteen. Provided that a company may appoint more than fifteen directors after passing a special resolution</p>	<b>Number of Directors</b>
<b>126.</b>	A Director of the Company shall not be bound to hold any Qualification Shares in the Company.	<b>Qualification shares.</b>
<b>127.</b>	<p>(a) Subject to the provisions of the Companies Act, 2013 and notwithstanding anything to the contrary contained in these Articles, the Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any law for the time being in force or of any agreement</p> <p>(b) The Nominee Director/s so appointed shall not be required to hold any qualification shares in the Company nor shall be liable to retire by rotation. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s so appointed. The said Nominee Director/s shall be entitled to the same rights and privileges including receiving of notices, copies of the minutes, sitting fees, etc. as any other Director of the Company is entitled.</p> <p>(c) If the Nominee Director/s is an officer of any of the financial institution the sitting fees in relation to such nominee Directors shall accrue to such financial institution and the same accordingly be paid by the Company to them. The Financial Institution shall be entitled to depute observer to attend the meetings of the Board or any other Committee constituted by the Board.</p> <p>(d) The Nominee Director/s shall, notwithstanding anything to the Contrary contained in these Articles, be at liberty to disclose any information obtained by him/them to the Financial Institution appointing him/them as such Director/s.</p>	<b>Nominee Directors.</b>
<b>128.</b>	The Board may appoint an Alternate Director to act for a Director (hereinafter called "The Original Director") during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the Original Director returns to India. If the term of Office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic re- appointment of retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director.	<b>Appointment of alternate Director.</b>
<b>129.</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint any other person to be an Additional Director. Any such Additional Director shall hold office only upto the date of the next Annual General Meeting.	<b>Additional Director</b>
<b>130.</b>	Subject to the provisions of the Act, the Board shall have power at any time and from time to time to appoint a Director, if the office of any director appointed by the company in general meeting is vacated before his term of office expires in the normal course, who shall hold office only upto the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.	<b>Director's power to fill casual vacancies.</b>
<b>131.</b>	Until otherwise determined by the Company in General Meeting, each Director other than the Managing/Whole-time Director (unless otherwise specifically provided for) shall be entitled to sitting fees not exceeding a sum prescribed in the Act (as may be amended from time to time) for attending meetings of the Board or Committees thereof.	<b>Sitting Fees.</b>

<b>132.</b>	The Board of Directors may subject to the limitations provided in the Act allow and pay to any Director who attends a meeting at a place other than his usual place of residence for the purpose of attending a meeting, such sum as the Board may consider fair, compensation for travelling, hotel and other incidental expenses properly incurred by him, in addition to his fee for attending such meeting as above specified.	<b>Travelling expenses Incurred by Director on Company's business.</b>
<b>PROCEEDING OF THE BOARD OF DIRECTORS</b>		
<b>133.</b>	The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings as it thinks fit. (b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.	<b>Meetings of Directors.</b>
<b>134.</b>	a) The Directors may from time to time elect from among their members a Chairperson of the Board and determine the period for which he is to hold office. If at any meeting of the Board, the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting. b) Subject to Section 203 of the Act and rules made there under, one person can act as the Chairman as well as the Managing Director or Chief Executive Officer at the same time.	<b>Chairperson</b>
<b>135.</b>	Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman will have a second or casting vote.	<b>Questions at Board meeting how decided.</b>
<b>136.</b>	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.	<b>Continuing directors may act notwithstanding any vacancy in the Board</b>
<b>137.</b>	Subject to the provisions of the Act, the Board may delegate any of their powers to a Committee consisting of such member or members of its body as it thinks fit, and it may from time to time revoke and discharge any such committee either wholly or in part and either as to person, or purposes, but every Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee in conformity with such regulations and in fulfillment of the purposes of their appointment but not otherwise, shall have the like force and effect as if done by the Board.	<b>Directors may appoint committee.</b>
<b>138.</b>	The Meetings and proceedings of any such Committee of the Board consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under the last preceding Article.	<b>Committee Meetings how to be governed.</b>
<b>139.</b>	a) A committee may elect a Chairperson of its meetings. b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.	<b>Chairperson of Committee Meetings</b>
<b>140.</b>	a) A committee may meet and adjourn as it thinks fit. b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.	<b>Meetings of the Committee</b>
<b>141.</b>	Subject to the provisions of the Act, all acts done by any meeting of the Board or by a Committee of the Board, or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such	<b>Acts of Board or Committee shall be valid notwithstanding defect in appointment.</b>

	person had been duly appointed, and was qualified to be a Director.	
<b>RETIREMENT AND ROTATION OF DIRECTORS</b>		
<b>142.</b>	Subject to the provisions of Section 161 of the Act, if the office of any Director appointed by the Company in General Meeting vacated before his term of office will expire in the normal course, the resulting casual vacancy may in default of and subject to any regulation in the Articles of the Company be filled by the Board of Directors at the meeting of the Board and the Director so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if had not been vacated as aforesaid.	<b>Power to fill casual vacancy</b>
<b>POWERS OF THE BOARD</b>		
<b>143.</b>	The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as may be necessary, unless otherwise restricted by the Act, or by any other law or by the Memorandum or by the Articles required to be exercised by the Company in General Meeting. However no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.	<b>Powers of the Board</b>
<b>144.</b>	Without prejudice to the general powers conferred by the Articles and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the Articles, it is hereby, declared that the Directors shall have the following powers, that is to say	<b>Certain powers of the Board</b>
	(1) Subject to the provisions of the Act, to purchase or otherwise acquire any lands, buildings, machinery, premises, property, effects, assets, rights, creditors, royalties, business and goodwill of any person firm or company carrying on the business which this Company is authorised to carry on, in any part of India.	<b>To acquire any property, rights etc.</b>
	(2) Subject to the provisions of the Act to purchase, take on lease for any term or terms of years, or otherwise acquire any land or lands, with or without buildings and out-houses thereon, situate in any part of India, at such conditions as the Directors may think fit, and in any such purchase, lease or acquisition to accept such title as the Directors may believe, or may be advised to be reasonably satisfy.	<b>To take on Lease.</b>
	(3) To erect and construct, on the said land or lands, buildings, houses, warehouses and sheds and to alter, extend and improve the same, to let or lease the property of the company, in part or in whole for such rent and subject to such conditions, as may be thought advisable; to sell such portions of the land or buildings of the Company as may not be required for the company; to mortgage the whole or any portion of the property of the company for the purposes of the Company; to sell all or any portion of the machinery or stores belonging to the Company.	<b>To erect &amp; construct.</b>
	(4) At their discretion and subject to the provisions of the Act, the Directors may pay property rights or privileges acquired by, or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such share may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.	<b>To pay for property.</b>
	(5) To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of	<b>To insure properties of the Company.</b>

	this power.	
	(6) To open accounts with any Bank or Bankers and to pay money into and draw money from any such account from time to time as the Directors may think fit.	<b>To open Bank accounts.</b>
	(7) To secure the fulfillment of any contracts or engagement entered into by the Company by mortgage or charge on all or any of the property of the Company including its whole or part of its undertaking as a going concern and its uncalled capital for the time being or in such manner as they think fit.	<b>To secure contracts by way of mortgage.</b>
	(8) To accept from any member, so far as may be permissible by law, a surrender of the shares or any part thereof, on such terms and conditions as shall be agreed upon.	<b>To accept surrender of shares.</b>
	(9) To appoint any person to accept and hold in trust, for the Company property belonging to the Company, or in which it is interested or for any other purposes and to execute and to do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.	<b>To appoint trustees for the Company.</b>
	(10) To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its Officer, or otherwise concerning the affairs and also to compound and allow time for payment or satisfaction of any debts, due, and of any claims or demands by or against the Company and to refer any difference to arbitration, either according to Indian or Foreign law and either in India or abroad and observe and perform or challenge any award thereon.	<b>To conduct legal proceedings.</b>
	(11) To act on behalf of the Company in all matters relating to bankruptcy insolvency.	<b>Bankruptcy &amp; Insolvency</b>
	(12) To make and give receipts, release and give discharge for moneys payable to the Company and for the claims and demands of the Company.	<b>To issue receipts &amp; give discharge.</b>
	(13) Subject to the provisions of the Act, and these Articles to invest and deal with any moneys of the Company not immediately required for the purpose thereof, upon such authority (not being the shares of this Company) or without security and in such manner as they may think fit and from time to time to vary or realise such investments. Save as provided in Section 187 of the Act, all investments shall be made and held in the Company's own name.	<b>To invest and deal with money of the Company.</b>
	(14) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability whether as principal or as surety, for the benefit of the Company, such mortgage of the Company's property (present or future) as they think fit, and any such mortgage may contain a power of sale and other powers, provisions, covenants and agreements as shall be agreed upon;	<b>To give Security by way of indemnity.</b>
	(15) To determine from time to time persons who shall be entitled to sign on Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose, whether by way of a resolution of the Board or by way of a power of attorney or otherwise.	<b>To determine signing powers.</b>
	(16) To give to any Director, Officer, or other persons employed by the Company, a commission on the profits of any particular business or transaction, or a share in the general profits of the company; and such commission or share of profits shall be treated as part of the working expenses of the Company.	<b>Commission or share in profits.</b>
	(17) To give, award or allow any bonus, pension, gratuity or compensation to any employee of the Company, or his widow, children, dependents that may appear just or proper, whether such employee, his widow, children or dependents have or have not a legal claim on the Company.	<b>Bonus etc. to employees.</b>



	<p>(18) To set aside out of the profits of the Company such sums as they may think proper for depreciation or the depreciation funds or to insurance fund or to an export fund, or to a Reserve Fund, or Sinking Fund or any special fund to meet contingencies or repay debentures or debenture-stock or for equalizing dividends or for repairing, improving, extending and maintaining any of the properties of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may, in the absolute discretion think conducive to the interests of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as may be required to be invested, upon such investments (other than shares of this Company) as they may think fit and from time to time deal with and vary such investments and dispose of and apply and extend all or any part thereof for the benefit of the Company notwithstanding the matters to which the Board apply or upon which the capital moneys of the Company might rightly be applied or expended and divide the reserve fund into such special funds as the Board may think fit; with full powers to transfer the whole or any portion of a reserve fund or division of a reserve fund to another fund and with the full power to employ the assets constituting all or any of the above funds, including the depredation fund, in the business of the company or in the purchase or repayment of debentures or debenture-stocks and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with the power to the Board at their discretion to pay or allow to the credit of such funds, interest at such rate as the Board may think proper.</p>	<b>Transfer to Reserve Funds.</b>
	<p>(19) To appoint, and at their discretion remove or suspend such general manager, managers, secretaries, assistants, supervisors, scientists, technicians, engineers, consultants, labourers, clerks, agents and servants, for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and to fix their salaries or emoluments or remuneration and to require security in such instances and for such amounts they may think fit and also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit and the provisions contained in the next following clauses shall be without prejudice to the general powers conferred by this clause.</p>	<b>To appoint and remove officers and other employees.</b>
	<p>(20) At any time and from time to time by power of attorney under the seal of the Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in their limits authorised by the Board the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit, and such appointments may (if the Board think fit) be made in favour of the members or any of the members of any local Board established as aforesaid or in favour of any Company, or the shareholders, directors, nominees or manager of any Company or firm or otherwise in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board and any such powers of attorney may contain such powers for the protection or convenience for dealing with such Attorneys as the Board may think fit, and may contain powers enabling any such delegated Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretion for the time being vested in them.</p>	<b>To appoint Attorneys.</b>
	<p>(21) Subject to Sections 188 of the Act, for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient.</p>	<b>To enter into contracts.</b>
	<p>) From time to time to make, vary and repeal rules for the regulations of the business of the Company its Officers and employees.</p>	<b>To make rules.</b>

	)To effect, make and enter into on behalf of the Company all transactions, agreements and other contracts within the scope of the business of the Company.	<b>To effect contracts etc.</b>
	)To apply for, promote and obtain any act, charter, privilege, concession, license, authorization, if any, Government, State or municipality, provisional order or license of any authority for enabling the Company to carry any of this objects into effect, or for extending and any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose, which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.	<b>To apply &amp; obtain concessions licenses etc.</b>
	)To pay and charge to the capital account of the Company any commission or interest lawfully payable there out under the provisions of Sections 40 of the Act and of the provisions contained in these presents.	<b>To pay commissions or interest.</b>
	)To redeem preference shares.	<b>To redeem preference shares.</b>
	)To subscribe, incur expenditure or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or subjects which shall have any moral or other claim to support or aid by the Company, either by reason of locality or operation or of public and general utility or otherwise.	<b>To assist charitable or benevolent institutions.</b>
	)To pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company. )To pay and charge to the capital account of the Company any commission or interest lawfully payable thereon under the provisions of Sections 40 of the Act.	
	)To provide for the welfare of Directors or ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwelling or chawls, or by grants of moneys, pension, gratuities, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing, to provide other associations, institutions, funds or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit and subject to the provision of Section 181 of the Act, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, )religious, scientific, national or other institutions or object which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation, or of the public and general utility or otherwise.	

	<p>) To purchase or otherwise acquire or obtain license for the use of and to sell, exchange or grant license for the use of any trade mark, patent, invention or technical know-how.</p> <p>) To sell from time to time any Articles, materials, machinery, plants, stores and other Articles and thing belonging to the Company as the Board may think proper and to manufacture, prepare and sell waste and by-products.</p> <p>) From time to time to extend the business and undertaking of the Company by adding, altering or enlarging all or any of the buildings, factories, workshops, premises, plant and machinery, for the time being the property of or in the possession of the Company, or by erecting new or additional buildings, and to expend such sum of money for the purpose aforesaid or any of them as they be thought necessary or expedient.</p> <p>) To undertake on behalf of the Company any payment of rents and the performance of the covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company and to purchase the reversion or reversions, and otherwise to acquire on free hold sample of all or any of the lands of the Company for the time being held under lease or for an estate less than freehold estate.</p> <p>) To improve, manage, develop, exchange, lease, sell, resell and re-purchase, dispose off, deal or otherwise turn to account, any property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested.</p> <p>) To let, sell or otherwise dispose of subject to the provisions of Section 180 of the Act and of the other Articles any property of the Company, either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as it thinks fit and to accept payment in satisfaction for the same in cash or otherwise as it thinks fit.</p> <p>) Generally subject to the provisions of the Act and these Articles, to delegate the powers/authorities and discretions vested in the Directors to any person(s), firm, company or fluctuating body of persons as aforesaid.</p> <p>) To comply with the requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.</p>	
<b>MANAGING AND WHOLE-TIME DIRECTORS</b>		
<b>145.</b>	<p>a) Subject to the provisions of the Act and of these Articles, the Directors may from time to time in Board Meetings appoint one or more of their body to be a Managing Director or Managing Directors or whole-time Director or whole-time Directors of the Company for such term not exceeding five years at a time as they may think fit to manage the affairs and business of the Company, and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.</p> <p>b) The Managing Director or Managing Directors or whole-time Director or whole-time Directors so appointed shall be liable to retire by rotation. A Managing Director or Whole-time Director who is appointed as Director immediately on the retirement by rotation shall continue to hold his office as Managing Director or Whole-time Director and such re-appointment as such Director shall not be deemed to constitute a break in his appointment as Managing Director or Whole-time Director.</p>	<b>Powers to appoint Managing/Whole-Time Directors.</b>
<b>146.</b>	The remuneration of a Managing Director or a Whole-time Director (subject to the provisions of the Act and of these Articles and of any contract between him and the Company) shall from time to time be fixed by the Directors, and may be, by way of fixed salary, or commission on profits of the Company, or by participation in any such profits, or by any, or all of these modes.	<b>Remuneration of Managing or Whole-Time Director.</b>
<b>147.</b>	<p>(1) Subject to control, direction and supervision of the Board of Directors, the day-to-day management of the company will be in the hands of the Managing Director or Whole-time Director appointed in accordance with regulations of these Articles of Association with powers to the Directors to distribute such day-to-day management functions among such Directors and in any manner as may be directed by the Board.</p> <p>(2) The Directors may from time to time entrust to and confer upon the Managing Director or Whole-time Director for the time being save as prohibited in the Act, such of the powers exercisable under these presents by the Directors as they may</p>	<b>Powers and duties of Managing Director or Whole-Time Director.</b>



	<p>think fit, and may confer such objects and purposes, and upon such terms and conditions, and with such restrictions as they think expedient; and they may subject to the provisions of the Act and these Articles confer such powers, either collaterally with or to the exclusion of, and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any such powers.</p> <p>(3) The Company's General Meeting may also from time to time appoint any Managing Director or Managing Directors or Wholetime Director or Wholetime Directors of the Company and may exercise all the powers referred to in these Articles.</p> <p>(4) The Managing Director shall be entitled to sub-delegate (with the sanction of the Directors where necessary) all or any of the powers, authorities and discretions for the time being vested in him in particular from time to time by the appointment of any attorney or attorneys for the management and transaction of the affairs of the Company in any specified locality in such manner as they may think fit.</p>	
<b>Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer</b>		
<b>148.</b>	<p>a) Subject to the provisions of the Act,—</p> <p>i. A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;</p> <p>ii. A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.</p> <p>b) A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.</p>	<b>Board to appoint Chief Executive Officer/ Manager/ Company Secretary/ Chief Financial Officer</b>
<b>THE SEAL</b>		
<b>149.</b>	<p>(a) The Board shall provide a Common Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of the Board or a Committee of the Board previously given.</p> <p>(b) The Company shall also be at liberty to have an Official Seal in accordance with of the Act, for use in any territory, district or place outside India.</p>	<b>The seal, its custody and use.</b>
<b>150.</b>	The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorized by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.	<b>Deeds how executed.</b>
<b>Dividend and Reserves</b>		
<b>151.</b>	<p>(1) 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.</p> <p>(2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.</p> <p>(3) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.</p>	<b>Division of profits.</b>
<b>152.</b>	The Company in General Meeting may declare dividends, to be paid to members according to their respective rights and interests in the profits and may fix the time for	<b>The company in General Meeting may</b>

	payment and the Company shall comply with the provisions of Section 127 of the Act, but no dividends shall exceed the amount recommended by the Board of Directors, but the Company may declare a smaller dividend in general meeting.	<b>declare Dividends.</b>
<b>153.</b>	<p>a) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, thinks fit.</p> <p>b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.</p>	<b>Transfer to reserves</b>
<b>154.</b>	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.	<b>Interim Dividend.</b>
<b>155.</b>	The Directors may retain any dividends on which the Company has a lien and may apply the same in or towards the satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	<b>Debts may be deducted.</b>
<b>156.</b>	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this articles as paid on the share.	<b>Capital paid up in advance not to earn dividend.</b>
<b>157.</b>	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such share shall rank for dividend accordingly.	<b>Dividends in proportion to amount paid-up.</b>
<b>158.</b>	The Board of Directors may retain the dividend payable upon shares in respect of which any person under Articles has become entitled to be a member, or any person under that Article is entitled to transfer, until such person becomes a member, in respect of such shares or shall duly transfer the same.	<b>Retention of dividends until completion of transfer under Articles .</b>
<b>159.</b>	No member shall be entitled to receive payment of any interest or dividend or bonus in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares (or otherwise however, either alone or jointly with any other person or persons) and the Board of Directors may deduct from the interest or dividend payable to any member all such sums of money so due from him to the Company.	<b>No Member to receive dividend whilst indebted to the company and the Company's right of reimbursement thereof.</b>
<b>160.</b>	A transfer of shares does not pass the right to any dividend declared thereon before the registration of the transfer.	<b>Effect of transfer of shares.</b>
<b>161.</b>	Any one of several persons who are registered as joint holders of any share may give effectual receipts for all dividends or bonus and payments on account of dividends in respect of such share.	<b>Dividend to joint holders.</b>
<b>162.</b>	<p>a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.</p> <p>b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.</p>	<b>Dividends how remitted.</b>
<b>163.</b>	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.	<b>Notice of dividend.</b>
<b>164.</b>	No unclaimed dividend shall be forfeited before the claim becomes barred by law and no unpaid dividend shall bear interest as against the Company.	<b>No interest on Dividends.</b>
<b>CAPITALIZATION</b>		
<b>165.</b>	(1) The Company in General Meeting may, upon the recommendation of the Board, resolve:	<b>Capitalization.</b>

	<p>(a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(2) The sums aforesaid shall not be paid in cash but shall be applied subject to the provisions contained in clause (3) either in or towards:</p> <p>(i) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or</p> <p>(iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).</p> <p>(3) A Securities Premium Account and Capital Redemption Reserve Account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company and fully paid bonus shares.</p> <p>The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.</p>	
<b>166.</b>	<p>(1) Whenever such a resolution as aforesaid shall have been passed, the Board shall —</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares, if any, and</p> <p>(b) generally to do all acts and things required to give effect thereto.</p> <p>(2) The Board shall have full power -</p> <p>(a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in fractions; and also</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions, of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.</p> <p>(3) Any agreement made under such authority shall be effective and binding on all such members.</p> <p>That for the purpose of giving effect to any resolution, under the preceding paragraph of this Article, the Directors may give such directions as may be necessary and settle any questions or difficulties that may arise in regard to any issue including distribution of new equity shares and fractional certificates as they think fit.</p>	<b>Fractional Certificates.</b>
<b>167.</b>	<p>(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall be open to inspection of members without charge on such days and during such business hours as may consistently with the provisions of Section 119 of the Act be determined by the Company in General Meeting and the members will also be entitled to be furnished with copies thereof on payment of regulated charges.</p> <p>(2) Any member of the Company shall be entitled to be furnished within seven days after he has made a request in that behalf to the Company with a copy of any minutes referred to in sub-clause (1) hereof on payment of Rs. 10 per page or any part thereof.</p>	<b>Inspection of Minutes Books of General Meetings.</b>
<b>168.</b>	<p>a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.</p> <p>b) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.</p>	<b>Inspection of Accounts</b>

<b>FOREIGN REGISTER</b>		
<b>169.</b>	The Company may exercise the powers conferred on it by the provisions of the Act with regard to the keeping of Foreign Register of its Members or Debenture holders, and the Board may, subject to the provisions of the Act, make and vary such regulations as it may think fit in regard to the keeping of any such Registers.	<b>Foreign Register.</b>
<b>DOCUMENTS AND SERVICE OF NOTICES</b>		
<b>170.</b>	Any document or notice to be served or given by the Company be signed by a Director or such person duly authorised by the Board for such purpose and the signature may be written or printed or lithographed.	<b>Signing of documents &amp; notices to be served or given.</b>
<b>171.</b>	Save as otherwise expressly provided in the Act, a document or proceeding requiring authentication by the company may be signed by a Director, the Manager, or Secretary or other Authorised Officer of the Company and need not be under the Common Seal of the Company.	<b>Authentication of documents and proceedings.</b>
<b>WINDING UP</b>		
<b>172.</b>	Subject to the provisions of Chapter XX of the Act and rules made thereunder— (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	
<b>INDEMNITY</b>		
<b>173.</b>	Subject to provisions of the Act, every Director, or Officer or Servant of the Company or any person (whether an Officer of the Company or not) employed by the Company as Auditor, shall be indemnified by the Company against and it shall be the duty of the Directors to pay, out of the funds of the Company, all costs, charges, losses and damages which any such person may incur or become liable to, by reason of any contract entered into or act or thing done, concurred in or omitted to be done by him in any way in or about the execution or discharge of his duties or supposed duties (except such if any as he shall incur or sustain through or by his own wrongful act neglect or default) including expenses, and in particular and so as not to limit the generality of the foregoing provisions, against all liabilities incurred by him as such Director, Officer or Auditor or other officer of the Company in defending any proceedings whether civil or criminal in which judgment is given in his favor, or in which he is acquitted or in connection with any application under Section 463 of the Act on which relief is granted to him by the Court.	<b>Directors' and others right to indemnity.</b>
<b>174.</b>	Subject to the provisions of the Act, no Director, Managing Director or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Directors or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, company or corporation, with whom any moneys, securities or effects shall be entrusted or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same happens through his own dishonesty.	<b>Not responsible for acts of others</b>
<b>SECRECY</b>		
<b>175.</b>	(a) Every Director, Manager, Auditor, Treasurer, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the company shall, if so required by the Directors, before entering upon his duties, sign a declaration pleading himself to observe strict secrecy respecting all	<b>Secrecy</b>

	transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matter which may come to his knowledge in the discharge of his duties except when required so to do by the Directors or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents contained.	
	(b) No member or other person (other than a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties or the books of accounts of the Company without the permission of the Board of Directors of the Company for the time being or to require discovery of or any information in respect of any detail of the Company's trading or any matter which is or may be in the nature of trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to disclose or to communicate.	<b>Access to property information etc.</b>

## **SECTION IX – OTHER INFORMATION**

### **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of the Prospectus) which are or may be deemed material have been entered or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Prospectus to be filed with the Registrar of Companies, for filing. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all working days from the date of this Prospectus until the Issue Closing Date.

#### **Material Contracts:**

1. Agreement dated September 7, 2022 between our Company and Lead Manager to the Issue.
2. Agreement dated September 6, 2022 between our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated September 16, 2022 among our Company, Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Market Making Agreement dated September 16, 2022 between our Company, Lead Manager and Market Maker.
5. Underwriting Agreement dated September 16, 2022 between our Company, Lead Manager and Underwriter.
6. Tripartite Agreement dated September 21, 2022 among CDSL, the Company and the Registrar to the Issue.
7. Tripartite Agreement dated September 21, 2022 among NDSL, the Company and the Registrar to the Issue.

#### **Material Documents:**

1. Certified copies of the Memorandum and Articles of Association of the Company as amended.
2. Copy of Certificate of Incorporation dated July 7, 2015 issued by the Registrar of Companies, Jharkhand.
3. Fresh Certificate of Incorporation dated November 29, 2017 issued by the Registrar of Companies, Jharkhand consequent upon change of name of our Company.
4. Fresh Certificate of Incorporation dated June 3, 2022 issued by the Registrar of Companies, Jharkhand consequent upon Conversion of the Company to Public Company.
5. Copy of the Board Resolution dated August 25, 2022 authorizing the Issue and other related matters.
6. Copy of Shareholder's Resolution dated August 29, 2022 authorizing the Issue and other related matters.
7. Copies of Audited Financial Statements of our Company for the financial years ended March 31, 2022, 2021 and 2020.
8. Peer Review Auditor's Report dated September 10, 2022 on Restated Financial Statements of our Company for the March 31, 2022, 2021 and 2020.
9. Copy of the Statement of Tax Benefits dated September 10, 2022 from the Peer Review Auditor.
10. Consents of the Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriter, Banker to the Issue/ Sponsor Bank, Statutory Auditor of the Company, Peer Review Auditor of the Company, Bankers to our Company, Promoters, Directors, Company Secretary and Compliance Officer and Chief Financial Officer, as referred to, in their respective capacities.
11. Board Resolution dated September 10, 2022 for approval of Draft Prospectus, dated September 26, 2022 for approval of Prospectus
12. Due Diligence Certificate from the Lead Manager dated September 10, 2022
13. Approval from BSE vide letter dated September 26, 2022 to use the name of BSE in the Prospectus for listing of Equity Shares on the SME Platform of the BSE Limited.

### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
Mr. Lallit Tripathi Chairman & Managing Director DIN: 07220161	Sd/-

Date: September 26, 2022

Place: Ranchi, Jharkhand

### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

Name and Designation	Signature
Mrs. Rama Tripathi Whole Time Director DIN: 02490570	Sd/-

Date: September 26, 2022

Place: Ranchi, Jharkhand



### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

**SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mrs. Priyanka Maheshwari Non-Executive Director DIN: 06920471	Sd/-

Date: September 26, 2022

Place: Ranchi, Jharkhand

### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

#### **SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mr. Gautam Jain Independent Director DIN: 00367524	Sd/-

Date: September 26, 2022

Place: Ranchi, Jharkhand

### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

#### **SIGNED BY THE BOARD OF DIRECTORS OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mr. Gaurav Bagroy Independent Director DIN: 02862294	Sd/-

Date: September 26, 2022

Place: Ranchi, Jharkhand

### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

#### **SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Ms. Sradha Sengupta Chief Financial officer	Sd/-

Date: September 26, 2022

Place: Ranchi, Jharkhand

### **DECLARATION**

I certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Prospectus are true and correct.

#### **SIGNED BY THE COMPANY SECRETARY OF OUR COMPANY:**

<b>Name and Designation</b>	<b>Signature</b>
Mr. Shobhan Gupta Company Secretary & Compliance officer M. No. : A52759	Sd/-

Date: September 26, 2022

Place: Ranchi, Jharkhand