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DRAFT RED HERRING PROSPECTUS
Dated February 26, 2025
(*This Draft Red Herring Prospectus will be updated upon filing with the RoC*)
(*Please read Section 32 of the Companies Act, 2013*)
100% Book Built Issue

ARMEE INFOTECH LIMITED

Corporate Identity Number: U72100GJ2011PLC063953

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
17, Goyal Intercity, B/h Drive in Cinema, Thaltej Road, Ahmedabad, Gujarat – 380058, India	Purnima Jain, Company Secretary and Compliance Officer	**Telephone no.**: + 91 79 4911 4911 **Email**: cs@armeeinfotech.com	www.armeeinfotech.com

OUR PROMOTERS: AMI RIDHISH PATEL, KIRITKUMAR CHIMANBHAI PATEL AND RIDHISH KIRITBHAI PATEL

DETAILS OF THE ISSUE TO THE PUBLIC

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL ISSUE SIZE	ELIGIBILITY AND RESERVATIONS
Fresh Issue	Up to [●] Equity Shares of face value of ₹ 10 each, aggregating up to ₹ 30,000 lakhs	Not Applicable	Up to [●] Equity Shares of face value of ₹ 10 each, aggregating up to ₹ 30,000 lakhs	The Issue is being made pursuant to Regulation 6(1) of the SEBI ICDR Regulations. For further details, please see "*Other Regulatory and Statutory Disclosures – Eligibility for the Issue*" on page 343. For details in relation to share reservation among QIBs, NIBs and RIBs, please see "*Issue Structure*" on page 112.

RISKS 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 our Equity Shares is ₹ 10 each. The Floor Price, Cap Price, and the Issue Price (as determined and justified by our Company, in consultation with the BRLMs, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process and in accordance with SEBI ICDR Regulations, and as stated in "*Basis for Issue Price*" on page 112) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/ or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments 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 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 offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 26.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING
The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the stock exchanges being BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"** together with BSE, the **"Stock Exchanges"**). For the purposes of the Issue, [●] is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS			
LOGO OF BOOK RUNNING LEAD MANAGERS	**NAME OF BOOK RUNNING LEAD MANAGERS**	**CONTACT PERSON**	**TELEPHONE AND EMAIL**
KHANDWALA SECURITIES LIMITED	**Khandwala Securities Limited**	Rinav Manseta/ Abhishek Joshi	**Tel:** + 91 22 4076 7373 **Email:** ipo@kslindia.com
SAFFRON energising ideas	**Saffron Capital Advisors Private Limited**	Amit Wagle/ Pooja Jain	**Tel:** +91 22 4973 0394 **Email:** ipos@saffronadvisor.com

REGISTRAR TO THE ISSUE			
LOGO OF REGISTRAR	**NAME OF THE REGISTRAR**	**CONTACT PERSON**	**TELEPHONE AND EMAIL**
CAMEO	**Cameo Corporate Services Limited**	K. Sreepriya	**Tel:** + 91 44 4002 0700 **Email:** priya@cameoindia.com

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

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

^ *The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Issue Closing Day.*

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

DRAFT RED HERRING PROSPECTUS
Dated February 26, 2025
(This Draft Red Herring Prospectus will be updated upon filing with the RoC)
(Please read Section 32 of the Companies Act, 2013)
100% Book Built Issue

ARMEE INFOTECH LIMITED

Our Company was originally incorporated as "*Blossom Infraspace Private Limited*" a private limited company under the Companies Act, 1956 through a certificate of incorporation dated February 8, 2011, issued by the Registrar of Companies, Gujarat at Dadra and Nagar Haveli. On March 1, 2017, our Company was admitted into a partnership, namely, M/s Armee Infotech (the "**Partnership Firm**"). Subsequently, through a deed of dissolution dated April 1, 2017, the Partnership Firm was dissolved, and the business of M/s Armee Infotech was transferred to our Company. Pursuant to a resolution passed by our Board at its meeting held on March 31, 2017 and the special resolution passed by our Shareholders at their meeting held on April 8, 2017, the name of our Company was changed to "*ArMee Infotech Private Limited"* and a fresh certificate of incorporation consequent upon change of name was issued by the Registrar of Companies, Gujarat at Ahmedabad ("**RoC**") on April 21, 2017. Upon conversion of our Company into a public limited company, pursuant to the approval accorded by our Shareholders at their extra-ordinary general meeting held on February 20, 2024, the name of our Company was changed to "*ArMee Infotech Limited*" and a fresh certificate of incorporation consequent upon change of name upon conversion to public limited company was issued to our Company by the RoC on April 24, 2024. For further details, relating to the changes in the name of our Company and the Registered Office of our Company, please see the section titled "*History and Certain Corporate Matters*" on page 262.

Registered and Corporate Office: 17, Goyal Intercity, B/h Drive in Cinema, Thaltej Road, Ahmedabad, Gujarat – 380058, India; **Tel:** + 91 79 4911 4911; **Website**: www.armeeinfotech.com;
Contact Person: Purnima Jain, Company Secretary and Compliance Officer; **E-mail**: cs@armeeinfotech.com
Corporate Identity Number: U72100GJ2011PLC063953

OUR PROMOTERS: AMI RIDHISH PATEL, KIRITKUMAR CHIMANBHAI PATEL AND RIDHISH KIRITBHAI PATEL

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF ARMEE INFOTECH LIMITED ("OUR COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE ("ISSUE PRICE") AGGREGATING UP TO ₹ 30,000 LAKHS (THE "ISSUE"). THE ISSUE COMPRISES OF A FRESH ISSUE OF UPTO [●] EQUITY SHARES BY OUR COMPANY AGGREGATING UPTO ₹ 30,000 LAKHS.

THE PRICE BAND AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLMS AND WILL BE ADVERTISED IN [●] EDITIONS OF THE [●], AN ENGLISH LANGUAGE NATIONAL DAILY WITH WIDE CIRCULATION, [●] EDITIONS OF [●], A HINDI LANGUAGE NATIONAL DAILY WITH WIDE CIRCULATION, [●] EDITIONS OF [●], A GUJARATI LANGUAGE DAILY WITH WIDE CIRCULATION (GUJARATI BEING THE REGIONAL LANGUAGE OF GUJARAT WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE STOCK EXCHANGES FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES, IN ACCORDANCE WITH THE SEBI ICDR REGULATIONS. THE ISSUE AND THE NET ISSUE SHALL CONSTITUTE [●]% AND [●]% OF OUR POST-ISSUE PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

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

The Issue is being made in terms of Rule 19(2)(b) of the Securities Contacts (Regulation) Rules, 1957, read with Regulation 31 of the SEBI ICDR Regulations. The Issue is being made in accordance with Regulation 6(1) of the SEBI ICDR Regulations, through the Book Building Process wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIBs**" and such portion, the "**QIB Portion**"), provided that our Company, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis ("**Anchor Investor Portion**"), out of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is made to Anchor Investors ("**Anchor Investor Allocation Price**"), in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received from them at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders ("**Non-Institutional Portion**") (of which one third of the Non-Institutional Portion shall be reserved for Bidders with an application size between ₹ 2 lakhs up to ₹ 10 lakhs and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size exceeding ₹ 10 lakhs) and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Issue Price and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Issue through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders using the UPI Mechanism, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA Process. For further details, see "*Issue Procedure*" on page 363.

RISKS IN RELATION TO 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 our Equity Shares is ₹ 10 each. The Floor Price, Cap Price, and the Issue Price (as determined and justified by our Company, in consultation with the BRLMs, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process and in accordance with SEBI ICDR Regulations, and as stated in "*Basis for Issue Price*" on page 112 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/ or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments 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 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 offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does the SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 26.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares to be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●], and [●], respectively. For the purposes of the Issue, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Section 26(4) and 32 of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Draft Red Herring Prospectus up to the Bid/Issue Closing Date, please see "*Material Contracts and Documents for Inspection*" on page 403.

BOOK RUNNING LEAD MANAGERS		REGISTRAR TO THE ISSUE
KHANDWALA SECURITIES LIMITED	SAFFRON energising ideas	CAMEO
Khandwala Securities Limited G-II, Ground Floor, Dalamal House, Nariman Point, Mumbai – 400 021, Maharashtra, India **Tel.**: +91 22 4076 7373 **E-mail** : ipo@kslindia.com **Website**: www.kslindia.com **Investor grievance e-mail**: mbinvestorsgrievances@kslindia.com **Contact person**: Rinav Manseta/ Abhishek Joshi **SEBI Registration Number**: INM000001899	**Saffron Capital Advisors Private Limited** 605, Center Point, 6th floor, Andheri Kurla Road, J. B. Nagar, Andheri (East), Mumbai, Maharashtra - 400059, India. **Tel.:** +91 22 4973 0394 **E-mail**: ipos@saffronadvisor.com **Website:** www.saffronadvisor.com **Investor grievance e-mail**: investorgrievance@saffronadvisor.com **Contact person:** Amit Wagle/Pooja Jain **SEBI Registration Number:** INM000011211	**Cameo Corporate Services Limited** "Subramanian Building" No. 01, Club House Road, Chennai, Tamil Nadu– 600002, India **Tel:** +91 44 4002 0700 **E-mail:** priya@cameoindia.com **Website:** www.cameoindia.com **Investor grievance e-mail:** ArMee@cameoindia.com **Contact person:** K. Sreepriya **SEBI Registration No.:** INR000003753

BID/ISSUE PROGRAMME

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

* *Our Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investors shall Bid during the Anchor Investor Bidding Date, i.e., one Working Day prior to the Bid/Issue Opening Date.*
** *Our Company, in consultation with the BRLMs may consider closing the Bid/Issue Period for QIBs one day prior to the Bid/Issue Closing Date, in accordance with the SEBI ICDR Regulations.*
^ *UPI mandate end time and date shall be at 5:00 pm on the Bid/Issue Closing Date.*

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TABLE OF CONTENTS

SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless otherwise specified or the context otherwise indicates, requires or implies, shall have the meanings as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be deemed to include all amendments, supplements, re-enactments and modifications thereto, from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time thereunder.

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the SEBI Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act and the rules and regulations made thereunder, as applicable.

Notwithstanding the foregoing, the terms used in "Objects of the Issue", "Basis for Issue Price", "Statement of Special Tax Benefits", "Industry Overview", "Key Regulations and Policies", "History and Certain Corporate Matters", "Financial Information", "Financial Indebtedness", "Legal and Other Information", "Other Regulatory and Statutory Disclosures", and "Main Provisions of the Articles of Association" on pages 96, 112, 122, 126, 250, 262, 296, 299, 334, 343, and 382, respectively, shall have the respective meanings ascribed to them in the relevant sections.

General terms

Term(s)	Description
"Our Company" or "the Company" or "the Issuer"	ArMee Infotech Limited, a company incorporated under the Companies Act, 1956, whose registered and corporate office is situated at 17, Goyal Intercity, B/h Drive in Cinema, Thaltej Road, Ahmedabad, Gujarat – 380058, India
"We" or "us" or "our"	Unless the context otherwise indicates, requires or implies, refers to our Company, together with our Subsidiary, on a consolidated basis

Company related terms

Term(s)	Description
ARMEE ESOP PLAN 2024	ARMEE ESOP PLAN 2024 approved by our Board in its meeting held on May 7, 2024, and approved by our Shareholders' in their meeting held on May 9, 2024
"Articles of Association" or "Articles" or "AoA"	The articles of association of our Company, as amended
Audit Committee	The audit committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations and as described in "*Our Management – Committees of our Board – Audit Committee*" on page 276
"Auditors" or "Statutory Auditors"	The statutory auditors of our Company, namely, M/s Kantilal Patel & Co., Chartered Accountants
"Board" or "Board of Directors"	The board of directors of our Company, as described in "*Our Management – Board of Directors*" on page 270
Chairman and Managing Director	The chairman of the Board of Directors, and the managing director of our Company, being Ridhish Kiritbhai Patel
"Chief Financial Officer" or "CFO"	The chief financial officer of our Company, being Aruna Maheshwari
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, being Purnima Jain
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Board constituted in accordance with the Companies Act, 2013 as described in "*Our Management – Committees of our Board of Directors – Corporate Social Responsibility Committee*" on page 280
D&B	Dun & Bradstreet Information Services India Private Limited, appointed by the Company pursuant to an engagement letter dated February 8, 2024
D&B Report	Report titled "*Industry Report on IT Infrastructure Industry & Solar EPC Industry in India*" issued on February 11, 2025, prepared by D&B, commissioned and paid for by our Company, exclusively in connection with the Issue.
Director(s)	The director(s) on the Board of Directors
Equity Shares	The equity shares of our Company of face value of ₹10 each
"Executive Director(s)" or "Whole-time Director(s)"	The executive or whole-time director(s) on the Board of Directors. For further details of the Executive Directors, please see "*Our Management – Board of Directors*" on page 270
Group Company	Arrow Powertech Private Limited
Independent Chartered Accountant	N B T & Co., Chartered Accountants

Term(s)	Description
Independent Director(s)	An independent Director appointed as per the Companies Act, 2013 and the SEBI Listing Regulations. For further details of our Independent Directors, please see "*Our Management – Board of Directors*" on page 270
Independent Valuer	Induprasad C. Patel, a government registered valuer
IPO Committee	The IPO committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management – Committees of our Board – IPO Committee*" on page 281
"Key Managerial Personnel(s)" or "KMP(s)"	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013, as disclosed in "*Our Management – Key Managerial Personnel and Senior Management Personnel*" on page 286
Materiality Policy	The policy adopted by our Board of Directors on its meeting held on February 17, 2025, for identifying outstanding dues to material creditors, in accordance with the disclosure requirements under the SEBI ICDR Regulations
"Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, and as described in "*Our Management – Committees of our Board – Nomination and Remuneration Committee*" on page 278
Non-Executive Director(s)	A non-executive Director appointed as per the Companies Act, 2013 and the SEBI Listing Regulations. For further details of our Non-Executive Directors, please see "*Our Management – Board of Directors*" on page 270
Partnership Firm	M/s Armee Infotech
Promoter(s)	The promoters of our Company, being Ami Ridhish Patel, Kiritkumar Chimanbhai Patel and Ridhish Kiritbhai Patel
Promoter Group	The persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in "*Our Promoter and Promoter Group*" on page 289
Registered and Corporate Office	The registered and corporate office of our Company, situated at 17, Goyal Intercity, B/h Drive in Cinema, Thaltej Road, Ahmedabad, Gujarat - 380058, India
"Registrar of Companies" or "RoC"	Registrar of companies, Gujarat at Ahmedabad
Restated Consolidated Financial Information	The restated consolidated financial information of the Company, together with its Subsidiary, which comprises of the restated consolidated statement of asset and liabilities as at September 30, 2024 and March 31, 2024, restated consolidated statements of profit and loss (including other comprehensive income), restated consolidated statement of changes in equity, and the restated consolidated cash flow statement for the period ended September 30, 2024 and the year ended March 31, 2024, as approved by the Board of Directors and prepared as per the requirements of Section 26(1) of Part I of Chapter III of the Companies Act, 2013, relevant provisions of SEBI ICDR and the Guidance Note on Reports in Company's Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time
Restated Standalone Financial Information	The restated financial information of the Company, which comprises of the restated balance sheet for the period ended September 30, 2024, and fiscal years ended March 31, 2024, March 31, 2023 and March 31, 2022, the restated statement of profit and loss (including other comprehensive income), the restated statement of changes in equity, and the restated statement of cash flows for the period ended September 30, 2024 and fiscal years ended March 31, 2024, March 31, 2023 and March 31, 2022, and the Significant Accounting Policies and explanatory notes to restated financial information, as approved by the Board of Directors and prepared as per the requirements of Section 26(1) of Part I of Chapter III of the Companies Act, 2013, relevant provisions of SEBI ICDR Regulations the Guidance Note on Reports in Company's Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time
Restated Financial Information	The restated financial information of the Company comprising of Restated Consolidated Financial Information together with Restated Standalone Financial Information
"Senior Management Personnel" or "SMP"	Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in "*Our Management – Key Managerial Personnel and Senior Management Personnel*" on page 286
Shareholder(s)	The holders of the Equity Shares from time to time
Stakeholders Relationship Committee	The stakeholders' relationship committee of our Board constituted in accordance with the Companies Act, 2013 and the SEBI Listing Regulations, as described in "*Our Management – Committees of our Board– Stakeholders' Relationship Committee*" on page 279
"Subsidiary" or "Wholly Owned Subsidiary" or "ATSPL"	The wholly owned subsidiary of our Company, being ArMee Technology Services Private Limited, the details of which are set out in "*Our Subsidiary*" on page 268

Issue related terms

Term	Description
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Allotment of the Equity Shares pursuant to the Issue to the successful Bidders
Allotment Advice	The note or advice or intimation of Allotment, sent to each successful Bidder who has been or is to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, who applies under the Anchor Investor Portion in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus who has Bid for an amount of at least ₹1,000 lakhs
Anchor Investor Allocation Price	The price at which allocation will be done to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus. The Anchor Investor Allocation Price shall be determined by our Company in consultation with the BRLMs
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion in accordance with the requirements specified under the SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Bid/ Issue Period	One Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted and allocation to the Anchor Investors shall be completed
Anchor Investor Issue Price	The final price at which the Equity Shares will be Allotted to Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price The Anchor Investor Issue Price will be decided by our Company in consultation with the BRLMs
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Issue Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Issue Price, not later than two Working Days after the Bid/Issue Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BRLMs, to Anchor Investors, on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
"Application Supported by Blocked Amount" or "ASBA"	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and to authorize an SCSB to block the Bid Amount in the relevant ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of the UPI Mandate Request by UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders, for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder, which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidder using the UPI Mechanism
ASBA Bidders	Bidder(s), except Anchor Investors
ASBA Form	An application form, whether physical or electronic, used by ASBA Bidders to submit Bids which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bankers to the Issue	The Escrow Collection Bank(s), the Refund Bank(s), the Public Issue Account Bank(s) and the Sponsor Bank(s), as the case may be
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Issue, described in "*Issue Procedure*" on page 363
Bid	An indication to make an offer during the Bid/Issue Period by ASBA Bidders pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by the Anchor Investors pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto, in accordance with the SEBI ICDR Regulations and the Red Herring Prospectus and the relevant Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	In relation to each Bid, the highest value of the Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders, Bidding at the Cut- off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder, and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of such Bid, as applicable
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the case may be
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Bid/Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati

Term	Description
	daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation Our Company may, in consultation with the BRLMs, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges and shall also be notified on the websites of the BRLMs and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/Issue Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Issue Opening Date	Except in relation to any Bids received from Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation
Bid/Issue Period	Except in relation to Anchor Investors, the period between the Bid/Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof
Bidder(s)	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., the Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process as described in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made
"Book Running Lead Managers" or "BRLMs"	The book running lead managers to the Issue, being Khandwala Securities Limited ("**KSL**") and Saffron Capital Advisors Private Limited ("**Saffron**")
Broker Centres	The broker centres notified by the Stock Exchanges where ASBA Bidders can submit the ASBA Forms to a Registered Broker (in case of UPI Bidders, using the UPI Mechanism). The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), updated from time to time
"CAN" or "Confirmation of Allocation Note"	Notice or intimation of allocation of the Equity Shares to be sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/ Issue Period
Cap Price	The higher end of the Price Band, subject to any revision thereto, above which the Issue Price and Anchor Investor Issue Price will not be finalized and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and shall not exceed 120% of the Floor Price
Cash Escrow and Sponsor Bank(s) Agreement	The agreement to be entered into among our Company, the Registrar to the Issue, the BRLMs, the Syndicate Members and the Bankers to the Issue for, among other things, collection of the Bid Amounts from Anchor Investors, transfer of funds to the Public Issue Account(s) and where applicable, remitting refunds of the amounts collected from Bidders, on the terms and conditions thereof
Client ID	Client identification number maintained with one of the Depositories in relation to a dematerialised account
"Collecting Depository Participant" or "CDP"	A depository participant, as defined under the Depositories Act and registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the UPI Circulars, issued by SEBI as per the list available on the websites of the Stock Exchanges, as updated from time to time
Cut-off Price	The Issue Price, finalized by our Company, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Bidders Bidding in the Retail Portion are entitled to Bid at the Cut- off Price. No other category of Bidders is entitled to Bid at the Cut-off Price
Demographic Details	The demographic details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation, bank account details and UPI ID, as applicable
Designated Branches	Such branches of the SCSBs which will collect the ASBA Forms used by the ASBA Bidders and a list of which is available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes and updated from time to time, or any such other website as may be prescribed by the SEBI
Designated CDP Location(s)	Such centres of the CDPs where ASBA Bidders can submit the ASBA Forms The details of such Designated CDP Locations, along with the names and contact details of the CDPs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account(s) to the Public Issue Account(s) or the Refund Account(s), as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instructions issued through the Sponsor Bank(s)) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account(s), in terms of the Red Herring Prospectus and the Prospectus, following which Equity Shares will be Allotted in the Issue

Term	Description
Designated Intermediaries	In relation to ASBA Forms submitted by RIBs, non-institutional bidders bidding with an application of upto ₹ 5,00,000 (not using the UPI mechanism), Designated Intermediaries shall mean SCSBs In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate, Registered Brokers, CDPs and RTAs In relation to ASBA Forms submitted by QIBs and NIBs (not using the UPI Mechanism), Designated Intermediaries shall mean SCSBs, Syndicate, sub- syndicate, Registered Brokers, CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to the RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) and updated from time to time
Designated Stock Exchange	[●]
"Draft Red Herring Prospectus" or "DRHP"	This draft red herring prospectus dated February 26, 2025 filed with SEBI and issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Issue, including any addenda or corrigenda hereto
Eligible FPIs	FPIs that are eligible to participate in the Issue from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Issue and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constitutes an invitation to purchase the Equity Shares offered thereby.
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Red Herring Prospectus and the Bid cum Application Form will constitute an invitation to subscribe to or purchase the Equity Shares
Escrow Account(s)	Account(s) to be opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors will transfer money through direct credit or NACH or NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank(s)	The bank(s), which are clearing member(s) and registered with SEBI as a banker to an issue under the SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, and with whom the Escrow Account(s) will be opened, in this case, being [●]
First Bidder	The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name appears as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revisions thereof, at or above which the Issue Price and Anchor Investor Issue Price will be finalize and below which no Bids will be accepted and which shall not be less than the face value of the Equity Shares
"Fresh Issue" or "Issue"	The issue of up to [●] Equity Shares aggregating up to ₹ 30,000 lakhs by our Company
"General Information Document" or "GID"	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI / HO / CFD / DIL1 / CIR / P / 2020 / 37 dated March 17, 2020 and the UPI Circulars, as amended from time to time The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Gross Proceeds	The gross proceeds from the Issue which shall be available to our Company
Issue Agreement	The agreement dated February 26, 2025 entered into among our Company, and the BRLMs, pursuant to which certain arrangements have been agreed to in relation to the Issue
Issue Price	The final price (within the Price Band) at which Equity Shares will be Allotted to the successful Bidders (except for the ASBA), in terms of the Red Herring Prospectus and the Prospectus, which shall not be lower than the face value of the Equity Shares Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price which will be decided by our Company, in consultation with the BRLMs in terms of the Red Herring Prospectus. The Issue Price will be determined by our Company, in consultation with the BRLMs, on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus
Monitoring Agency	[●]
Monitoring Agency Agreement	The agreement to be entered into between our Company and the Monitoring Agency
Mutual Fund(s)	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended from time to time
Mutual Fund Portion	5% of the QIB Portion or [●] Equity Shares which shall be available for allocation to Mutual Funds only, on a proportionate basis, subject to valid Bids being received at or above the Issue Price
Net Proceeds	Proceeds of the Issue less the Issue expenses. For further details regarding the use of the Net Proceeds and the Issue expenses, please see "*Objects of the Issue*" on page 96
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares allocated to the Anchor Investors

Term	Description
"Non-Institutional Bidders" or "NIBs"	All Bidders, including FPIs other than individuals, corporate bodies and family offices, registered with SEBI that are not QIBs (including Anchor Investors) or Retail Individual Bidders who have Bid for Equity Shares for an amount of more than ₹ 2,00,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Issue consisting of [●] Equity Shares, which shall be available for allocation to Non-Institutional Bidders in accordance with the SEBI ICDR Regulations, out of which (a) one-third of such portion shall be reserved for Bidders with application size of more than ₹2,00,000 and up to ₹10,00,000; and (b) two-thirds of such portion shall be reserved for Bidders with application size of more than ₹10,00,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Issue Price
Price Band	Price band of a minimum price of ₹[●] per Equity Share (*i.e.*, the Floor Price) and the maximum price of ₹[●] per Equity Share (*i.e.*, the Cap Price), including any revisions thereof The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the BRLMs, and shall be notified in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	The date on which our Company, in consultation with the BRLMs, shall finalize the Issue Price
Prospectus	The prospectus for the Issue to be filed with the RoC on or after the Pricing Date in accordance with the provisions of Section 26 of the Companies Act, 2013 and the SEBI ICDR Regulations, and containing, *inter alia*, the Issue Price that is determined at the end of the Book Building Process, the size of the Issue and certain other information, including any addenda or corrigenda thereto
Public Issue Account(s)	'No-lien' and 'non-interest-bearing' bank account(s) opened in accordance with Section 40(3) of the Companies Act, 2013, with the Public Issue Account Bank(s) to receive money from the Escrow Account(s) and the ASBA Accounts maintained with the SCSBs on the Designated Date
Public Issue Account Bank(s)	The bank(s) which are clearing members and registered with the SEBI as a banker to an issue under the Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994, as amended from time to time, with which the Public Issue Account(s) shall be opened, being [●]
QIB Portion	The portion of the Issue (including Anchor Investor Potion) being not more than 50% of the Issue comprising [●] Equity Shares, which shall be available for allocation on a proportionate basis to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Issue Price or the Anchor Investor Issue Price, as applicable
"Qualified Institutional Buyer(s)" or "QIB Bidders" or "QIBs"	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	The red herring prospectus for the Issue to be issued by our Company in accordance with the Section 32 of the Companies Act, 2013 and the SEBI ICDR Regulations which will not have complete particulars of the Issue Price, including any addenda or corrigenda thereto. The Red Herring Prospectus will be filed with the RoC at least three Working Days before the Bid/Issue Opening Date and will become the Prospectus after filing with the RoC after the Pricing Date, including any addenda or corrigenda thereto
Refund Account(s)	The account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be made to Anchor Investors
Refund Bank	The bank which is a clearing member registered with SEBI under the SEBI (Bankers to an Issue) Regulations, 1994, as amended from time to time, with whom the Refund Account(s) will be opened, in this case being [●]
Registered Brokers	Stock brokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers) Regulations, 1992 and stock exchanges having nationwide terminals, other than the members of the Syndicate, and eligible to procure Bids in terms of circular number no. CIR/CFD/14/2012 dated October 4, 2012 and the UPI Circulars, issued by SEBI
Registrar Agreement	The agreement dated February 26, 2025 entered into among 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
"Registrar and Share Transfer Agents" or "RTAs"	Registrar and share transfer agents registered with SEBI and eligible to procure Bids from relevant Bidders at the Designated RTA Locations as per the list available on the websites of BSE and NSE, and the UPI Circulars
"Registrar to the Issue" or "Registrar"	Cameo Corporate Services Limited
"Retail Individual Bidders" or "RIBs"	Individual Bidders who have Bid for Equity Shares for an amount of not more than ₹ 2,00,000 in any of the bidding options in the Issue (including HUFs applying through the *karta* and Eligible NRIs)
Retail Portion	Portion of the Issue being not less than 35% of the Issue, consisting of [●] Equity Shares, which shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid bids being received at or above the Issue Price
Revision Form	The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in their Bid cum Application Forms or any previous Revision Forms. QIBs and Non-Institutional Bidders are not allowed to

Term	Description
	withdraw or lower their Bids (in terms of the quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders bidding in the Retail Portion (subject to the Bid Amount being up to ₹ 2,00,000) can revise their Bids during the Bid/Issue Period and can withdraw their Bids until the Bid/Issue Closing Date
"Self-Certified Syndicate Banks" or "SCSBs"	The banks registered with SEBI, offering services: (a) in relation to ASBA (other than using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35, as applicable or such other website as may be prescribed by SEBI from time to time; and (b) in relation to ASBA (using the UPI Mechanism), a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40, or such other website as may be prescribed by SEBI from time to time Applications through UPI in the Issue can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which, are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=4 0) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019
Specified Locations	Bidding Centres where the Syndicate shall accept ASBA Forms from the Bidders, a list of which is available on the website of SEBI (www.sebi.gov.in) and updated from time to time
Sponsor Bank(s)	Bank(s) registered with SEBI which will be appointed by our Company to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and/or payment instructions of the UPI Bidders into the UPI, in this case being [●]
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
"Syndicate" or "members of the Syndicate"	Collectively, the BRLMs and the Syndicate Members
Syndicate Agreement	The agreement to be entered into among the members of the Syndicate, our Company, and the Registrar to the Issue in relation to the collection of Bid cum Application Forms by the Syndicate
Syndicate Members	Syndicate members as defined under Regulation 2(1)(hhh) of the SEBI ICDR Regulations, namely, [●]
Underwriters	[●]
Underwriting Agreement	The agreement to be entered into among our Company and the Underwriters, on or after the Pricing Date but before filing of the Prospectus with the RoC
UPI Bidders	Collectively, individual investors applying as Retail Individual Bidders in the Retail Portion and individuals applying as Non-Institutional Bidders with a Bid Amount of up to ₹5,00,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual investors applying in public issues where the application amount is up to ₹5,00,000 shall use the UPI Mechanism and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, to the extent applicable, along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE Limited

Term	Description
	having reference no. 20220803-40 dated August 3, 2022, and any subsequent circulars or notifications issued by SEBI or the Stock Exchanges in this regard
UPI ID	An ID created on UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidder by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidder to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank(s) to authorize blocking of funds in the relevant ASBA Account through the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The bidding mechanism that shall be used by a UPI Bidder in accordance with the UPI Circulars to make an ASBA bids in the Issue
UPI PIN	Password to authenticate UPI transaction
Working Day(s)	All days on which commercial banks in Mumbai, Maharashtra, India are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/Issue Period, the term Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai, Maharashtra, India are open for business; and (c) the time period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars

Technical/ Industry and business-related terms

Term	Description
AI	Artificial intelligence
AR	Augmented reality
BFSI	Banking, financial services and insurance
BOO	Build own and operate
BOOT	Build own operate and transfer
CSR	Corporate social responsibility
DIKSHA	Digital Infrastructure for Knowledge Sharing
Experience Zones	Integrated centres where prospective customers may engage in hands-on interaction with operational units of digital devices and associated peripherals and accessories offerings for an immersive and holistic retail experience for our prospective customers
EdTech	Education technology
EMD(s)	Earnest Money Deposit(s)
EPC	Engineering, procurement, and construction
GCC	Global capacity centres
GCEE-SSA	Gujarat Council of Elementary Education - Sarva Shikha Abhiyan
IAM	Identity and access management
ICT labs	Information and communication technology labs
IoT	Internet of things
ISO 14001:2015	The international standard for environmental management system
ISO/IEC 20000-1:2018	The international standard for IT service management
ISO/IEC 27001:2022	The international standard for information security management system
IT Infrastructure	Services category under which the Company provides IT hardware and software (e.g. computers, servers, interactive panels and their peripherals), works on the installation and integration of the hardware and software as per the client requirements, and also provides maintenance of the IT Infrastructure installed for periods as may be specified under the relevant contracts
IT managed services	Services category under which the Company provides technical manpower, skill development training and offer annual maintenance services to clients, offsite as well as onsite.
L1	Lowest bidder
LOI	Letter of intent
ML	Machine learning
MOOC	Massive open online course
MoU	Memorandum of understanding
NASSCOM	National Association of Software and Service Companies
NOC	Network operation center
O&M	Operations and maintenance
OEM(s)	Original equipment manufacturers
OCI	Oracle cloud infrastructure
Ongoing Project(s)	The projects wherein we have received contract/purchase orders and there is pending obligation either for supply and/or installation and/or maintenance as per the terms and conditions of the contract/purchase orders
Order Book	Order Book for the purposes of this Draft Red Herring Prospectus means the total value of projects for which our Company has entered into contracts minus the revenue already recognized from such projects. The total project value in our Order Book is exclusive of GST

PAC(s)	Primary Agricultural Credit Societies
PBG(s)	Performance bank guarantee(s)
PMGDL Mission	Pradhan Mantri Gramin Digital Literacy Mission
PMGDSA	Pradhan Mantri Gramin Digital Saksharta Abhiyan
PoS	Point of sale
PPA(s)	Power purchase agreement(s)
PSUs	Public sector undertakings
SI	System integrator
Technology Partner(s)	Distributor(s) and OEM(s) from which the Company sources hardware and software, including such as servers, laptops, desktops, printers, webcams, interactive panels, point of sale machines, storage hardware, and third-party software products such as operating system software, database software, antivirus software and other allied hardware and software products
UPDESCO	Uttar Pradesh Development Systems Cooperation Limited
VM	Virtual machine
VR	Virtual reality

Conventional and general terms/Abbreviations

Term	Description
AGM	Annual General Meeting
“Alternative Investment Funds” or “AIFs”	Alternative investment funds as defined in, and registered under the SEBI AIF Regulations
“Basic Earnings per Share” or “Basic EPS”	Restated profit for the year/period attributable to the equity Shareholders divided by the weighted average number of Equity Shares outstanding during the year/period
BSE	BSE Limited
CAGR	Compounded annual growth rate
Category I FPIs	FPIs registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II FPIs	FPIs registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III AIFs	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations.
CDSL	Central Depository Services (India) Limited
CIN	Corporate identity number
Companies Act, 1956	The Companies Act, 1956, read with the rules, regulations, clarifications and modifications notified thereunder
“Companies Act” or “Companies Act, 2013”	The Companies Act, 2013, read with the rules, regulations, clarifications and amendments notified thereunder
COVID-19	Coronavirus disease
Debt equity ratio	Debt equity ratio is calculated as Total Borrowings divided by total equity
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
“Depository Participant” or “DP”	A depository participant as defined under the Depositories Act
“Diluted Earnings per Share or “Diluted EPS”	Restated profit for the year/period attributable to equity Shareholders divided by weighted average number of Equity Shares outstanding during the year/period as adjusted for the effects of all dilutive potential Equity Shares during the year/period
DIN	Director Identification Number
DP ID	Depository Participant’s identity number
DPDP Act	Digital Personal Data Protection Act, 2023
DPIIT	Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EBITDA	Earnings before interest, tax, depreciation and amortisation or EBITDA is calculated as profit for the year plus tax expense, depreciation and amortisation and finance cost less other income for the year/period
EBITDA margin	EBITDA margin is calculated as a percentage of EBITDA divided by revenue from operations as per the Restated Financial Information
EPF Act	Employees’ Provident Funds and Miscellaneous Provisions Act, 1952, as amended
ESI Act	Employees’ State Insurance Act, 1948, as amended
FDI	Foreign direct investment
FDI Policy	The Consolidated Foreign Direct Investment Policy notified by the DPIIT through notification dated October 15, 2020, effective from October 15, 2020
FEMA	The Foreign Exchange Management Act, 1999, as amended from time to time and read with rules and regulations notified thereunder
“FEMA Non-debt Instruments Rules” or the “NDI Rules”	The Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended from time to time
“Financial Year” or “Fiscal(s)” or “Fiscal Year” or “FY”	The period of 12 months ending March 31 of that particular calendar year

Term	Description
FPIs	Foreign portfolio investors as defined in, and registered with SEBI under the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent Borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
Fugitive Economic Offender	Fugitive Economic Offender as defined under Regulation 2(1)(p) of the SEBI ICDR Regulations
FVCI(s)	Foreign Venture Capital Investors (as defined under the SEBI FVCI Regulations) registered with SEBI
GAAR	General anti-avoidance rules
GDP	Gross domestic product
Government	The Government of India and State Governments, unless the context otherwise requires
"Government of India" or "Central Government" or "GoI"	The Government of India
Gross margin	Gross margin is calculated as a percentage of gross profit divided by revenue from operations as per the Restated Financial Information
Gross profit	Gross Profit is calculated as revenue from operations less cost of goods sold and direct costs incurred for the project, whereas cost of goods sold is calculated as sum of 'purchase stock in trade' and 'changes in inventories of traded goods', as per the Restated Financial Information and direct costs incurred includes project costs as well as direct salary paid related to the project
GST	Goods and Services Tax
GVA	Gross value added
HUF(s)	Hindu undivided family(ies)
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	The Income-tax Act, 1961, as amended from time to time and read along with rules, circulars and notifications notified thereunder
Ind AS	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013
Ind AS 24	Indian Accounting Standard 24 on Related Party Disclosure issued by the Ministry of Corporate Affairs
"INR" or "Rupee" or "₹" or "Rs."	Indian Rupee, the official currency of the Republic of India
IPO	Initial public offering
IRDAI	Insurance Regulatory and Development Authority of India
IRDAI Investment Regulations	Insurance Regulatory and Development Authority of India (Investment) Regulations, 2016, as amended
IST	Indian Standard Time
IT	Information technology
KPI	Key Performance Indicators
KYC	Know your customer
LLP(s)	Limited liability partnerships as incorporated under the Limited Liability Partnership Act, 2008
MSME	Micro, small and medium enterprises
Mutual Funds	Mutual fund(s) registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
N.A.	Not applicable
NACH	National Automated Clearing House
NBFC	Non-Banking Financial Companies
NEFT	National electronic fund transfer
"Net asset value" or "NAV"	NAV is calculated as Net Worth of the Company as at the end of year/period, divided by the weighted average number of Equity Shares used in calculating basic earnings per share
Net worth	Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account. Net Worth represents the equity attributable to equity holders of the Company
NPCI	National Payments Corporation of India
NRI	A person resident outside India, as defined under FEMA
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB(s)" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Issue
p.a.	Per annum
P/E Ratio	Price/earnings ratio
PAN	Permanent Account Number allotted under the Income Tax Act
PAT	Profit after tax for the year/period as per the Restated Financial Information
PAT Margin	PAT margin is calculated as a percentage of PAT divided by revenue from operations as per the Restated Financial Information

Term	Description
PBT	Profit before tax for the year/period as per the Restated Financial Information
PBT margin	PBT margin is calculated as a percentage of PBT divided by revenue from operations as per the Restated Financial Information
RBI	The Reserve Bank of India
"Return on capital employed" or "ROCE%"	ROCE is calculated as earnings before interest and tax divided by capital employed, whereas capital employed is calculated as total equity plus total debt plus deferred tax liabilities.
"Return on Equity" or "ROE%"	Return on Equity is calculated as a percentage of PAT divided by average of opening and closing Shareholders fund for the year/period
"Return on Net Worth" or "RoNW%"	RoNW% is the restated profit for the year/ period Company divided by net worth
Revenue from operations	Revenue from operations is calculated as revenue from sale of products and services as per the Restated Financial Information
Revenue from operations growth (y-o-y)	Revenue from operations growth (year on year) means the annual growth revenue from operations
RTGS	Real time gross settlement
SCORES	SEBI Complaints Redressal System
SCRA	The Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	The Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	The Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended from time to time
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended from time to time
SEBI FVCI Regulations	The Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended from time to time
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed pursuant to the SEBI AIF Regulations, as amended from time to time
SMS	Short message service
Stock Exchanges	The BSE and the NSE
Total Borrowings	Total borrowings mean aggregate of current and non-current borrowings
Total Debt	Total debt is sum of current borrowing and non-current borrowing
Trade Marks Act	The Trade Marks Act, 1999, as amended from time to time
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
U.S. GAAP	Generally accepted accounting principles in the US
U.S. Securities Act	U.S. Securities Act of 1933
"US$" or "USD" or "US Dollar"	United States Dollar, the official currency of the United States of America
"USA" or "U.S." or "US"	United States of America
VCFs	Venture capital funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
Weighted average	Weighted average is the aggregate of year-wise weighted return on net worth divided by the aggregate of weights i.e. (RoNW x weight) for each year / total of weights
Wilful Defaulter	Wilful Defaulter as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
"Year" or "calendar year" or "CY"	Unless the context otherwise requires, shall mean the twelve-month period ending December 31

ISSUE DOCUMENT SUMMARY

The following is a general summary of certain disclosures and terms of the Issue included in this Draft Red Herring Prospectus and is neither exhaustive, nor purports to contain a summary of all the disclosures in this Draft Red Herring Prospectus or the Red Herring Prospectus or the Prospectus when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Draft Red Herring Prospectus, including "Risk Factors", "The Issue", "Capital Structure", "Objects of the Issue", "Industry Overview", "Our Business", "Financial Information", "Legal and Other Information", "Issue Procedure" and "Main Provisions of the Articles of Association" on pages 26, 67, 83, 96, 126, 224, 296, 334, 363, and 382, respectively.

Summary of the primary business of our Company

We are an IT infrastructure and IT managed services Company, which has ventured into the retail sales space through Experience Zones engaged in the sale of IT, consumer electronics, and gaming and merchandise products, and into the renewable energy sector vide solar EPC and PPAs. We are headquartered in Ahmedabad, Gujarat. We service both Government/public sector undertakings (PSUs) and private sector clients which operate across a wide variety of industries. A majority of our revenues are currently derived from servicing Government/PSU projects.

- Under the **IT Infrastructure** category, we provide IT hardware and software (e.g., computers, servers, interactive panels and their peripherals), work on the installation and integration of the hardware and software as per client requirements, and also provide maintenance of the IT Infrastructure installed by us for periods as may be specified under the relevant contracts. To ensure seamless transition for our clients, we also provide functional training of the IT Infrastructure installed by us.

- Under the **IT managed services** category, in addition to providing IT Infrastructure as mentioned above, we also provide technical manpower, skill development training and offer annual maintenance services. Our employees provide on-site and off-site operational support and maintenance of the IT infrastructure, as may be specified under the relevant contracts. IT managed services are typically delivered under a service level agreement and payments are made at pre-defined intervals or as per contractual terms.

- Our **renewable energy vide solar EPC and PPAs** business caters to the burgeoning renewable energy vide solar EPC and PPAs market. We have engaged in EPC services for executing turnkey projects and may also consider acting as a developer entering into solar PPAs with consumers.

- **Experience Zones** are integrated centres where prospective customers may engage in hands-on interaction with operational units of digital devices and associated peripherals and accessories offerings for an immersive and holistic retail experience for our prospective customers. The "experience zones" are interactive spaces designed to engage all five senses and create a deeper connection between brands and consumers. [*Source: D&B Report*] Experience zones provide a unique platform for brands to differentiate themselves from competitors, they can showcase product functionalities, highlight brand values, and create a lasting impression. [*Source: D&B Report*]

For further details of our business, please see "*Our Business*" on page 224.

Summary of the industry in which our Company operates

The IT industry plays a pivotal role in driving India's overall economic growth. The industry contributed 7.5% to India's GDP in FY 2023, up from 7.4% in FY 2022. The IT industry added an impressive 3.2 lakh new jobs in FY 2023, taking the total workforce to 5.72 million people. IT infrastructure services provide the foundation for India's digital transformation by building and managing data centers, networks, and cloud platforms. This ensures ubiquitous internet access, critical for connecting citizens, businesses, and government entities. IT Infrastructure Management Services (IMS) encompass a range of services focused on the planning, design, implementation, operation, and ongoing management of an organization's IT infrastructure. Additionally, the rapid growth of internet penetration in the country have facilitated the integration of ICT into public education domain. Also, the integration of STEM (Science, Technology, Engineering, and Mathematics) labs in the Indian educational system represents a transformational shift towards experiential and skill-based learning. STEM labs empower students to engage with real-world problems, explore solutions, and acquire critical thinking skills through hands-on activities. [*Source: D&B Report*]

Further, India's solar power sector has seen significant growth and development, reflecting the country's commitment to renewable energy. As of 2024, India aims to achieve a solar power capacity of 280 GW by 2030, with current installations reaching 85 GW. [*Source: D&B Report*]

Experience zones are poised for significant growth in India. With increasing urbanization, rising living standards, and a growing tech-savvy population, the demand for engaging and interactive experiences will continue to rise. Brands across various sectors – from automobiles and electronics to fashion and beauty – are likely to embrace this trend to enhance their customer connect. [*Source: D&B Report*]

Name of our Promoters

Our Promoters are Ami Ridhish Patel, Kiritkumar Chimanbhai Patel, and Ridhish Kiritbhai Patel. For further details, please see "*Our Promoters and Promoter Group*" on page 289.

Issue size

Issue of up to [●] Equity Shares, for cash at a price of ₹ [●] per Equity Shares aggregating up to ₹ 30,000 lakhs. The Issue would constitute [●] % of the post-Issue paid-up Equity Share capital of our Company. For further details, please see '*The Issue*' on page 67.

The Issue has been authorised by a resolution of our Board of Directors at their meeting held on May 3, 2024, and by our Shareholders pursuant to a special resolution passed at their meeting held on May 9, 2024.

Objects of the Issue

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

(in ₹ lakhs)

Sr. No.	Particulars	Total estimated amount^	Estimated utilization of Net Proceeds^	
			Fiscal 2026	Fiscal 2027
1.	Expansion of business by procuring new Government/PSU projects	15,500	9,000	6,500
2.	Funding our working capital requirements	6,000	6,000	-
3.	Prepayment or repayment of certain outstanding borrowings availed by our Company	899.04	899.04	-
4.	General corporate purposes#	[●]	[●]	-
5.	**Total**	**[●]**	**[●]**	**[●]**

 # The amount utilized for general corporate purposes shall not exceed 25% of the amount raised by our Company, and will be finalized upon determination of the Issue Price and shall be updated in the Prospectus prior to filing with the RoC.
^ There is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges.

For further details, please see "*Objects of the Issue*" on page 96.

Aggregate pre-Issue shareholding of our Promoters and members of our Promoter Group

The aggregate pre-Issue shareholding and percentage of the pre-Issue paid-up Equity Share capital, of each of our Promoters and members of our Promoter Group as on the date of this Draft Red Herring Prospectus is set forth below:

S. No.	Name of Shareholder	Number of Equity Shares (of face value of ₹ 10 each) held	Percentage of the pre-Issue Equity Share capital (%)
Promoters			
1.	Ridhish Kiritbhai Patel	14,01,492	5.91 %
2.	Kiritkumar Chimanbhai Patel	25,21,542	10.62 %
3.	Ami Ridhish Patel	1,80,81,180	76.19%
Promoter Group			
NIL			
Total		**2,20,04,214**	**92.72**

For further details, please see "*Capital Structure*" on page 83.

Summary of Financial Information

A summary of the financial information of our Company, as at and for the six months period ended September 30, 2024, and Fiscal Years ended March 31, 2024, 2023, and 2022 based on our Restated Financial Information, respectively, is as follows:

(in ₹ lakhs, except share data)

Particulars	As at and for the six months period ended September 30, 2024	As at and for the Fiscal Year		
		March 31, 2024	March 31, 2023	March 31, 2022
	(Consolidated)		(Standalone)	
(A) Share capital	2,373.14	2,373.14	395.52	395.52
(B) Net worth[(1)]	11,338.62	9,517.62	4,669.77	3,008.65
(C) Revenue from operations	60,440.57	1,02,057.47	50,269.51	12,517.98
(D) Profit/ (loss) after tax	1,821.03	5,013.04	1,657.46	336.41
(E) Restated basic earnings per equity share (in ₹/share)[(2)]	7.67	21.12	6.98	1.42
(F) Restated diluted earnings per equity share (in ₹/share)[(2)]	7.67	21.12	6.98	1.42
(G) Net Asset value per share (in ₹/share)[(3)]	47.78	40.11	19.68	12.68
(H) Total borrowings (as per balance sheet)[(4)]	3,480.64	2,725.65	3,208.25	2,581.03

Notes:

(1) *Net worth is the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account. Net worth represents equity attributable to equity holders of the Company.*

(2) *Restated earnings per share (basic and diluted) are computed in accordance with Ind AS –33 - Earnings Per Share notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).*

(3) *NAV per Equity Share is calculated as net worth of the Company as at the end of the year / period, divided by the weighted average number of Equity Shares used in calculating basic EPS. The weighted average number of Equity Shares outstanding during the year for the Company is adjusted for bonus issue of equity shares for Fiscal 2023 and Fiscal 2022, in accordance with Indian Accounting Standard 33 – 'Earnings per Share'.*

(4) *Total borrowings include current and non-current borrowings.*

For further details, please see "*Restated Financial Information*" on page 296.

Auditor qualifications which have not been given effect to in the Restated Financial Information

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

Summary of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, Directors, Promoters, and Subsidiary, as of the date of this Draft Red Herring Prospectus is disclosed below:

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or the stock exchanges against our Promoters in the last five Fiscal Years	Other pending proceedings	Aggregate amount involved (in ₹ lakh)*
Company						
Against our Company	1	5	Nil	Not applicable	2	143.54
By our Company	Nil	Nil	Nil	Not applicable	Nil	-
Directors						
Against our Directors	Nil	2	Nil	Not applicable	1	2.86
By our Directors	Nil	Nil	Nil	Not applicable	Nil	-
Promoters						
Against our Promoters	Nil	3	Nil	Nil	1	2.86
By our Promoters	Nil	Nil	Nil	Not applicable	Nil	-
Subsidiary						
Against our Subsidiary	Nil	Nil	Nil	Not applicable	Nil	-
By our Subsidiary	Nil	Nil	Nil	Not applicable	Nil	-

**To the extent quantifiable.*

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigation proceedings involving our Group Company, the outcome of which may have a material impact on our Company. For further details, please see "*Legal and Other Information*" on page 334.

Risk Factors

Investors should please see the section entitled *"Risk Factors"* beginning on page 26 to have an informed view before making an investment decision. The following are the top 10 (ten) risk factors affecting the Company:

1. Most of our business operations are concentrated in the state of Gujarat. As of September 30, 2024 more than 39.72% of the revenue was recognized from projects executed in the state of Gujarat. Due to this geographic concentration of our business operations, our results of operations and growth might be restricted to the economic and demographic conditions of Gujarat.

2. We depend on orders from the Government/PSU clients. As of September 30, 2024, more than 83.65% of the revenue was recognized from Government/PSU clients. Additionally, the loss of or inability to qualify for such orders may adversely affect our business, financial condition, results of operations and prospects.

3. We are dependent on our Technology Partners for various hardware and software products which we provide to our clients. As of September 30, 2024, 84.29% of our purchase from Technology Partners are from top three Technology Partners. The failure of our Technology Partners to deliver these products in the necessary quantities, on time or to meet specified quality standards or technical specifications, could adversely affect our business and our ability to deliver orders on time.

4. Most projects we operate have been awarded primarily through a competitive bidding process and our financial performance is largely dependent on our successful bidding for new projects. We may not always be able to qualify for, compete and win projects. If we are not able to successfully bid for new projects, it may adversely affect our business operations and financial conditions.

5. We have experienced negative cash flow in the past and any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting ourfinancial condition.

6. We derive a significant portion of our revenues from a limited number of clients. As of September 30, 2024, 91.99% of the revenue was recognized from our top five clients for the said period. The loss of any significant clients may have an adverse effect on our business, financial condition, results of operations, and prospects.

7. Our projects with Government/PSU clients usually contain terms that are premeditated by the Government/PSU clients and our ability to negotiate terms of these projects is limited and we may have to accept restrictive or onerous provisions. Our inability to negotiate terms that are favorable to us may have a material adverse impact on our financial condition and results of operations.

8. We are required to furnish bank guarantees as part of our business contracts. Our inability to arrange such guarantees or the invocation of such guarantees may adversely affect our cash flows and financial condition.

9. Multi locational projects subject us to additional execution risks. If such risks materialize it could have a material adverse effect on our business, financial condition and results of operations.

10. We competitively bid for projects, where PBGs may be required. We cannot assure you that we will apply for, win, and service enough bids to ensure the utilization of funds sought against the object of "expansion of business by procuring new Government/PSU projects" in the manner projected in this Draft Red Herring Prospectus.

Summary of contingent liabilities

The following is a summary of contingent liabilities as of September 30, 2024, derived from our Restated Financial Information:

Particulars	As of September 30, 2024

		(in ₹ lakhs)
(A)	**Claims against the Company /disputed liabilities not acknowledged as debts**	41.76
(B)	**Disputed Statutory Claims**	-
	Income Tax - Appeals preferred by Company	30.88
	Central Goods and Services Act, 2017	38.55
	Total	**111.19**

(C) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) as at September 30, 2024, amounted to ₹ 1,475.33 lakh.
(D) We operate majorly with Government departments and we are required to give bank guarantees for each and every orders. The Bank guarantees are contingent upon the completion of orders, products warranties and other conditions. The total amount of bank guarantees given as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 are ₹ 3971.46, ₹ 4,024.28 Lakhs, ₹ 2,553.34 Lakhs and ₹ 1,304.13 Lakhs, respectively, and the same should be considered as contingent liability.

For details on our contingent liabilities, please see "*Restated Financial Information – Note-32*" on page F-34.

Summary of Related Party Transactions

A summary of the related party transactions for the six months ended September 30, 2024, and Fiscal Years ended March 31, 2024, 2023, and 2022 as per Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations and derived from our Restated Financial Information is set out below:

(*in ₹ lakhs*)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	(Consolidated)	(Consolidated)	(Standalone)	(Standalone)
I. Transactions in ordinary course of business				
Purchase of IT Infrastructure and related services				
Ridhish Kiritbhai Patel- HUF	-	17.51	18.25	9.25
Kiritkumar Chimanbhai Patel – HUF	-	18.35	18.36	-
ArMee Technology Services Pvt Ltd*	-	-	132.13	100.00
Arrow Powertech Pvt Ltd	2.02	1745.20	155.04	1,175.24
Communifi Technologies LLP	-	-	-	0.41
iLeads Business Advisory LLP **	-	-	-	351.37
Abhav Enterprise	-	198.51	-	-
Total	**2.02**	**1979.57**	**323.78**	**1,636.27**
Revenue from Operation				
ArMee Technology Services Pvt Ltd*	-	2.99	1,485.38	958.29
Arrow Powertech Pvt Ltd	39.90	1641.56	1,540.21	293.43
Communifi Technologies LLP	0.32	0.21	0.80	-
Kenya Watch & Co	-	-	-	0.07
Total	**40.22**	**1644.76**	**3,026.39**	**1,251.79**
Managerial Remuneration				
Ami Ridhish Patel	26.00	52.00	52.00	48.00
Kiritkumar Chimanbhai Patel	9.48	16.25	31.25	27.00
Ridhish Kiritbhai Patel	60.00	98.25	98.25	35.54
Aruna Maheshwari	11.00	1.83	-	-
Nirajkumar K Malaviya	0.89	1.42		
Purnima Jain	4.74	-	-	-
Total	**112.11**	**169.75**	**181.50**	**110.54**
Salary				
Nehal N. Desai	2.22	1.91	-	-
Vihang Pathak	9.00	9.00	-	-
Devangini Pathak	6.00	6.00	-	-
Total	**17.22**	**16.91**	**-**	**-**
Rent				
Kiritkumar Chimanbhai Patel	-	-	-	3.00
Ridhish Kiritbhai Patel	2.10	4.20	4.20	4.20

Ami Ridhish Patel	2.20	1.75	-	3.00
Arrow Powertech Pvt Ltd	-	54.08	-	-
Nehal N. Desai	0.72	-	-	-
Total	**5.02**	**60.03**	**4.20**	**10.20**
Director Sitting Fees				
Sudhin Bhagwandas Choksey	3.10	-	-	-
Sujit Gulati	2.60	-	-	-
Preet Prakashbhai Shah	1.45	-	-	-
Dukhabandhu Rath	2.90	-	-	-
Total	**10.05**	-	-	-
Commission				
Maithali Patel	-	4.74	-	-
Total	-	**4.74**	-	-
Other expenses				
Kenya Watch & Co	2.90	-	-	-
Total	**2.90**	-	-	-
Loans Taken				
Kiritkumar Chimanbhai Patel	-	111.08	91.80	20.87
Ami Ridhish Patel	-	528.81	314.38	97.12
Ridhish Kiritbhai Patel	168.55	1517.56	410.74	104.00
Kiritkumar Chimanbhai Patel – HUF	-	-	-	2.40
Grishma Patel	-	-	-	4.30
Maithali Patel	-	-	40.30	44.99
Minaxiben Patel	-	0.68	-	-
Total	**168.55**	**2158.13**	**857.22**	**273.68**
Repayment of Loan Taken				
Kiritkumar Chimanbhai Patel	-	180.82	101.43	15.87
Ami Ridhish Patel	33.58	129.26	335.91	90.72
Ridhish Kiritbhai Patel – HUF	-	-	4.25	-
Ridhish Kiritbhai Patel	213.88	1489.63	414.02	88.00
Kiritkumar Chimanbhai Patel – HUF	-	-	3.96	-
Grishma Patel	-	-	-	4.30
Maithali Patel			49.74	35.55
Minaxiben Patel	-	0.68	-	-
Total	**247.46**	**1800.39**	**909.31**	**234.44**
Loan Given				
iLeads Business Advisory LLP **	-	25.00	217.46	269.11
Communifi Technologies LLP	-	2.00	-	-
Total	-	**27.00**	**217.46**	**269.11**
Repayment of loan given				
iLeads Business Advisory LLP **	-	89.83	152.63	45.37
Arrow Powertech Pvt.Ltd.	-	-	-	16.29
Total	-	**89.83**	**152.63**	**61.66**
Purchase of Equity share of ATSPL				
Ami Ridhish Patel	-	127.12	-	-
Kiritkumar Chimanbhai Patel	-	12.93	-	-
Minaxiben Patel	-	12.93	-	-
Ridhish Kiritbhai Patel	-	32.32	-	-
Total	-	**185.30**	-	-
II. Balances outstanding as at the year / period end				
Amount Payable				
Purchase				
Ridhish Kiritbhai Patel – HUF	-	17.51	18.07	9.16
Kiritkumar Chimanbhai Patel – HUF	-	18.35	18.18	-
ArMee Technology Services Pvt. Ltd*	-	-	3.71	-

Arrow Powertech Pvt Ltd	31.21	1740.31	-	1,116.73
Abhav Enterprise	-	6.96	-	-
Total	**31.21**	**1783.13**	**39.96**	**1,125.89**
Loan Taken				
Ridhish Kiritbhai Patel – HUF	-	-	-	4.25
Kiritkumar Chimanbhai Patel	0.33	0.33	1.74	11.37
Ami Ridhish Patel	446.96	480.54	42.56	64.08
Ridhish Kiritbhai Patel	1.00	46.33	16.73	20.01
Kiritkumar Chimanbhai Patel HUF	-	-	-	3.96
Maithali Patel	-	-	-	9.44
Total	**448.29**	**527.20**	**61.03**	**113.11**
Remuneration				
Kiritkumar Chimanbhai Patel	1.63	-	-	2.15
Ridhish Kiritbhai Patel	10.00	-	-	1.26
Ami Ridhish Patel	4.33	-	-	28.02
Aruna Maheshwari	1.83	-	-	-
Purnima Jain	1.00	-	-	-
Total	**18.79**	-	-	**31.43**
Salary Payable				
Devangini Pathak	1.00	1.00	-	-
Vihang Pathak	1.50	1.50	-	-
Nehal Desai	0.38	0.33	-	-
Total	**2.88**	**2.83**		
Rent				
Kiritkumar Chimanbhai Patel	-	-	-	7.26
Ridhish Kiritbhai Patel	-	-	-	1.78
Total	-	-	-	**9.04**
Amount Receivable				
Trade receivable				
ArMee Technology Services Pvt. Ltd*	-	-	1,592.25	911.37
Arrow Powertech Pvt Ltd	51.20	1558.66	535.54	-
Communifi Technologies LLP	-	0.98	-	0.73
Stratacon Business Advisory LLP	161.30	161.30	161.60	-
Total	**212.5**	**1720.94**	**2,289.39**	**912.10**
Loans and Advances				
iLeads Business Advisory LLP **	-	-	64.83	261.64
Arrow Powertech Pvt Ltd	16.32	-	-	-
Total	**16.32**	-	**64.83**	**261.64**

** ArMee Technology Services Private Limited became Wholly Owned Subsidiary on October 10, 2023.*
*** Ceased to be related party from November 29, 2023 due to change of composition of partners.*

Note: The Group has obtained secured and unsecured borrowing from banks and other financial institutions. Personal guarantees as on: September 30, 2024 amounted to ₹ 2,732.76 Lakhs, March 31, 2024 amounted to ₹ 2,018.95 Lakhs, March 31, 2023 amounted to ₹ 2,418.55 Lakhs, March 31, 2022 amounted to ₹ 1,421.79 Lakhs have been provided in connection with such borrowing by Key Managerial Personnel and their relatives.

For further details of the related party transactions, see "*Restated Financial Information – Note-33*" on page F-34.

Details of all financing arrangements

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

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

The weighted average price at which the Equity Shares were acquired by each of our Promoters in the last one year preceding the date of this Draft Red Herring Prospectus is NIL.

Average cost of acquisition of shares for our Promoters

The average cost of acquisition of Equity Shares for our Promoters is as set out below:

Name	Number of Equity Shares (of face value of ₹ 10 each)	Acquisition price per Equity Share (in ₹)*
Ami Ridhish Patel	1,80,81,180	5.63
Kiritkumar Chimanbhai Patel	25,21,542	6.26
Ridhish Kiritbhai Patel	14,01,492	18.09

**As certified by M/s Kantilal Patel & Co., Chartered Accountants, by way of their certificate dated February 26, 2025.*

The weighted average cost of acquisition of all Equity Shares transacted in the last eighteen months, one year and three years preceding the date of this Draft Red Herring Prospectus

The weighted average cost of acquisition of all Equity Shares transacted in the last eighteen months, one year and three years preceding the date of this Draft Red Herring Prospectus is as follows:

Period	Weighted average cost of acquisition*	Upper end of the price band (₹[●]) is 'X' times the weighted average cost of acquisition#	Range of acquisition price: Lowest price – Highest price (in ₹)*
Last eighteen months	NIL	[●]	NA
Last one year	NIL	[●]	NA
Last three years	NIL	[●]	NA

**As certified by M/s Kantilal Patel & Co., Chartered Accountants, by way of their certificate dated February 26, 2025.*
\# *Information to be included in the Prospectus.*

Details of price at which Equity Shares were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoters, the Promoter Group, or Shareholder(s) with rights to nominate Director(s) or other special rights

Except as stated below, there are no Equity Shares that were acquired in the last three years preceding the date of this Draft Red Herring Prospectus, by our Promoters, and members of our Promoter Group. There are no Shareholders with nominee director or other special rights. The details of the price at which these acquisitions were undertaken are stated below:

Name of the acquirer	Date of acquisition of Equity Shares	Number of Equity Shares (of face value of ₹ 10 each) acquired	Acquisition price per Equity Share (in ₹)*
Promoters			
Ami Ridhish Patel	February 12, 2024	1,50,67,650**	NIL
Kiritkumar Chimanbhai Patel	February 12, 2024	21,01,285**	NIL
Ridhish Kiritbhai Patel	February 12, 2024	11,67,910**	NIL
Promoter Group			
NIL			

**As certified by M/s Kantilal Patel & Co., Chartered Accountants, by way of their certificate dated February 26, 2025.*
***Equity Shares acquired pursuant to a bonus issue. For further details, please see "Capital Structure" on page 83.*

Pre-IPO Placement

Our Company is not contemplating a pre-IPO placement.

Issuance of Equity Shares in the last one year for consideration other than cash or bonus issue

Excepted as mentioned in this Draft Red Herring Prospectus, our Company has not issued any Equity Shares in the last one year from the date of this Draft Red Herring Prospectus, for consideration other than cash. For details of bonus issuance, please see "*Capital Structure – Details of shares issued for consideration other than cash or by way of bonus issue*" on page 85.

Split/consolidation of Equity Shares in the last one year

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

Exemption from complying with provisions of securities laws granted by SEBI

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

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain conventions

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

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

Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time ("**IST**"). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

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

Financial data

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

Unless the context requires otherwise or as otherwise stated, the financial information comprising the restated consolidated statement of assets and liabilities as at September 30, 2024 and March 31, 2024 and restated standalone statement of assets and liabilities as at March 31, 2023 and March 31, 2022, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated cash flow statement for the Six month ended September 30, 2024 and March 31, 2024 and the restated standalone statement of profit and loss (including other comprehensive income), the restated standalone statement of changes in equity and the restated standalone cash flow statement for the year ended March 31, 2023 and March 31, 2022 and the summary statement of material accounting policies and other explanatory information, each prepared in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, as amended, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time. For further details, see '*Financial Information*' on page 296. Unless otherwise stated or the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 26, 224, and 302, respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Financial Information.

Ind AS and Indian GAAP differ in certain significant respects from other accounting principles and standards with which investors may be more familiar. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus, nor do we provide a reconciliation of our financial statements to those of Indian GAAP or any other accounting principles or standards. If we were to prepare our financial statements in accordance with such other accounting principles, our results of operations, financial condition and cash flows may be substantially different. For details in connection with risks involving differences between Ind AS and Indian GAAP see "*Risk Factors – 80. Significant differences exist between Ind AS and other accounting principles which investors may be more familiar with and may consider material to their assessment of our financial condition.*" on page 64. Prospective investors should consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. The degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, Ind AS, the Companies Act and the SEBI ICDR Regulations. Any reliance by persons not familiar with these accounting principles and regulations on our financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

All figures, including financial information, in decimals (including percentages) have been rounded off to two decimals. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded-off to such number of decimal points as provided in such respective sources. In this Draft Red Herring Prospectus, (i) the sum or percentage change of certain numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row; any such discrepancies are due to rounding off.

All figures in diagrams and charts, including those relating to financial information, operational metrics and key performance indicators, have been rounded to the nearest decimal place, whole number, thousand or lakhs, as applicable.

Currency and units of presentation

All references to:

- "₹" or "Rupees" or "Rs." or "INR" are to Indian Rupees, the official currency of the Republic of India; and

- "US$" or "USD" are to United States Dollars, the official currency of the United States of America.

In this Draft Red Herring Prospectus, our Company has presented certain numerical information. All figures have been expressed in lakhs, except where specifically indicated. 10 lakhs represent one million or 10,00,000 and 1 crore represents ten million or 10,000,000. However, where any figures that may have been sourced from third party industry sources are expressed in denominations other than lakhs in their respective sources, such figures appear in this Draft Red Herring Prospectus expressed in such denominations as provided in such respective sources.

Exchange rates

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

The information with respect to the exchange rate between the Indian Rupee and the U.S. Dollar, as on the dates indicated, is set forth below:

(in ₹)

Currency	Six months ended		Exchange Rate as on		
	September 30, 2024*	September 30, 2023*	March 31, 2024*	March 31, 2023	March 31, 2022
1 US$	85.6232	83.0580	83.3739	82.22	75.80

Source: www.rbi.org.in and www.fbil.org.in
Note: Exchange rate is rounded off to two decimal places
**Excluding public holidays*

Industry and market data

Unless stated otherwise, industry related information contained in this Draft Red Herring Prospectus, including in "*Risk Factors*", "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 26, 126, 224, and 302, respectively, have been obtained or derived from the report titled "*Industry Report on IT Infrastructure Industry & Solar EPC Industry in India*" issued February 11, 2025 that has been prepared by Dun & Bradstreet Information Services India Private Limited. For risks in relation to the D&B Report, please see "*Risk Factor- 59. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Dun & Bradstreet Information Services India Private Limited exclusively commissioned and paid for by us for such purpose.*" on page 57. The D&B Report is available on the website of our Company at www.armeeinfotech.com.

The D&B Report is subject to the following disclaimer:

"*This study has been undertaken through extensive secondary research, which involves compiling inputs from publicly available sources, including official publications and research reports. Estimates provided by Dun & Bradstreet ("**Dun & Bradstreet**") and its assumptions are based on varying levels of quantitative and qualitative analysis including industry journals, company reports and information in the public domain.*

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

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

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

Industry publications generally state that the information contained in those publications has been obtained from sources believed to be reliable. The data used in these sources may have been reclassified or re-ordered by us for the purposes of presentation. Data from these sources may also not be comparable. Industry sources and publications may also base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Draft Red Herring Prospectus is meaningful depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those disclosed in "*Risk Factors*" on page 26.

In accordance with the SEBI ICDR Regulations, "*Basis for Issue Price*" on page 112 includes information relating to our peer group company. Such information relating to our peer group has been derived from publicly available sources, accordingly, no investment decision should be made solely on the basis of such information.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain forward-looking statements. All statements contained in this Draft Red Herring Prospectus that are not statements of historical fact constitute "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "are likely", "believe", "can", "continue", "expect", "estimate", "intend", "may", "objective", "plan", "project", "propose", "seek to", "shall", "likely", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our expected financial condition, results of operations, business, prospects, strategies, objectives, plans, or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward looking statements. The forward-looking statements are based on our current plans, estimates, presumptions and expectations and 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.

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

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

Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- Acquire new private clients;
- Retain our relationships with third-party service providers, and attracts new relationships;
- Expand in new geographies;
- Continue to innovate and adapt to changes in our industry;
- Successfully integrate the business, technologies, services and products that we acquire or invest in, our business;
- Inability to qualify for, compete and win projects or identify and acquire new projects;
- Any adverse changes in the central or state government policies;
- Inability to sustain growth in future; and
- Delays or defaults in client payments and receivables may have an adversely impact our profits and cash flows.

For further discussion of factors that could cause the actual results to differ from the expectations, please see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 26, 224, and 302, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses in the future could materially differ from those that have been estimated and are not a guarantee of future performance.

We cannot assure investors that the expectations reflected in these forward-looking statements will prove to be correct. Given the uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. None of our Company, our Directors, our KMPs, the Syndicate or any of their respective affiliates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI ICDR Regulations, our Company and the BRLMs will ensure that investors are informed of material developments from the date of the Red Herring Prospectus until the date of Allotment pursuant to the Issue.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks described below are not the only ones relevant to us or ourEquity Shares, the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with "Industry Overview", "Our Business", "Restated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 126, 224, 296, and 302, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the meritsand risks involved.

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

This Draft Red Herring Prospectus also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 24.

Unless otherwise indicated, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Restated Financial Information" on page 296.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report on IT Infrastructure Industry & Solar EPC Industry in India" issued on February 11, 2025, prepared and issued by Dun and Bradstreet, appointed by us on February 8, 2024 and exclusively commissioned and paid for by us in connection with the Issue. The data included herein includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the D&B Report is available on the website of our Company at www.armeeinfotech.com. For more information, please see "Risk Factors - 59. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Dun & Bradstreet Information Services India Private Limited exclusively commissioned and paid for by us for such purpose." on page 57. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 21.

Internal Risks

Risks Relating to the Business of our Company

1. ***Most of our business operations are concentrated in the state of Gujarat. As of September 30, 2024 more than 39.72% of the revenue was recognized from projects executed in the state of Gujarat. Due to this geographic concentration of our business operations, our results of operations and growth might be restricted to the economic and demographic conditions of Gujarat.***

As of September 30, 2024, out of our 20 Ongoing Projects, 13 projects are based in the state of Gujarat, four Projects in Maharashtra and one Project each is based in Madhya Pradesh, Uttarakhand, and Bihar. For the six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022, 39.72%, 86.49%, 82.81%, and 58.77% of our revenue from operations for the respective periods came from the projects executed by us in the state of Gujarat. The following table sets forth the revenue from operations generated during the six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022, presented according to the states where we have provided our comprehensive range of services:

(In ₹ lakhs, except for percentages)

Particulars	Six months ended September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations	Amount	% of revenue from operations
Gujarat	24,007.24	39.72%	88,273.49	86.49%	41,627.67	82.81%	7,356.45	58.77%
Bihar	669.69	1.11%	1,410.62	1.38%	4,179.10	8.32%	Nil	0.00%
Karnataka	804.65	1.33%	3,592.84	3.52%	679.69	1.35%	442.94	3.53%
Maharashtra	8,547.05	14.14%	29.57	0.03%	37.27	0.07%	600.53	4.80%
Rajasthan	Nil	0.00%	0.91	0.00%	Nil	0.00%	517.06	4.13%
Tamil Nadu	150.00	0.25%	1.74	0.00%	Nil	0.00%	Nil	0.00%
Haryana	55.36	0.09%	Nil	Nil	Nil	0.00%	Nil	0.00%
Uttar Pradesh	26,204.21	43.36%	8,745.83	8.57%	3,745.78	7.45%	3,601.00	28.77%
Others	2.37	0.00%	2.47	0.00%	Nil	Nil	Nil	Nil
Total	**60,440.57**	**100.00%**	**1,02,057.47**	**100.00%**	**50,269.51**	**100.00%**	**12,517.98**	**100.00%**

While our dependence on our business operations in Gujarat have reduced over the six months ended September 30, 2024, a natural calamity, economic slowdown or any disruption in Gujarat may hinder us from conducting our business operations in Gujarat, economically and otherwise. Due to such factors, we may experience adverse effects on our results of operations, financial condition and cash flows than if it were further diversified across different geographical locations. Further, since majority of our projects are projects from Government/PSU entities of state of Gujarat, any change in the policy by the state Government of Gujarat which curtails the government spend on the IT infrastructure in the state may impact our project pipelines. In order to mitigate this risk of client concentration, we intend to continue to increase our presence pan India by securing and servicing projects in other states of India. For further details, please see, "*Our Business. Strategies - Continue to expand our geographical footprints*" on page 231.

2. ***We depend on orders from the Government/PSU clients. As of September 30, 2024, more than 83.65% of the revenue was recognized from Government/PSU clients. Additionally, the loss of or inability to qualify for such orders may adversely affect our business, financial condition, results of operations, and prospects.***

The tender processes conducted by the Government may be subject to changes in qualification criteria, unexpected delays and uncertainties. While we actively track request for proposals and tenders being publicised by prospective clients, including over the government e-marketplace to identify projects to bid for, there can be no assurance that the projects for which we bid will be tendered within a reasonable time, or at all. In the event that new projects which have been announced and which we plan to bid for are not put up for tender within the announced timeframe, or qualification criteria are modified such that we are unable to qualify, our business, prospects, financial condition, cash flows and results of operations could be materially and adversely affected.

While we serve private clients as well, as of date, our services majorly cater to the needs of Government/PSU clients. Revenue from operations generated from our Government/PSU clients during the six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022 are as follows:

(In ₹ lakhs, except for percentages)

Particulars	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(Consolidated)		(Standalone)	

Revenue from operations generated from Government/PSU clients	50,556.74	92,830.73	42,552.85	7,287.95
Percentage of total revenue from operations	83.65%	90.96%	84.65%	58.22%

The projects undertaken for Government/PSU clients are subject to certain restrictions including mandatory inspections by authorities of departments which awarded that particular project. While we endeavor to adhere strictly to the terms of contract binding us, if we fail to comply with contractual obligations or any other requirements of the project terms there may be penalties imposed like monetary damages, forfeiture of bank guarantees, or any other legal action as may become applicable under the terms of the projects. In certain instances, we may also face delays associated with collection of receivables from Government/PSU clients. Further, any default in the agreement with the Government or public sector clients could lead to a potential debarring and/or blacklisting of the Company for further dealing with respective Government or public sector clients. The occurrence of any of these actions could harm our reputation and ability to generate new business and in turn could have a material adverse effect on our business, results of operations and financial condition.

In addition, we obtain majority of our projects by bidding on government e-marketplace, which subjects us to additional terms and conditions applicable to the bidders listed on e-marketplace. Failure to adhere to such terms and conditions may lead us to facing administrative action as maybe deemed fit by the government e-marketplace, including but not limited to debarring us from bidding for projects on the e-marketplace platform. This could hamper our ability to bid for Government/PSU tenders. For the bidding process in a project cycle, please see "*Our Business*" on page 224.

Further, while we track and adapt to the any change in policies of the Government, impacting the public at large, scaling back of Government policies or initiatives towards IT infrastructure projects and/or changes in Governmental or external budgetary allocation, can significantly and adversely affect the business, financial condition and results of operations.

3. ***We are dependent on our Technology Partners for various hardware and software products which we provide to our clients. As of September 30, 2024, 84.29% of our purchase from Technology Partners are from top three Technology Partners. The failure of our Technology Partners to deliver these products in the necessary quantities, on time or to meet specified quality standards or technical specifications, could adversely affect our business and our ability to deliver orders on time.***

We source various hardware products such as servers, laptops, desktops, printers, webcams, interactive panels, point of sale machines, storage hardware, and third-party software products such as operating system software, database software, antivirus software and other allied hardware and software products from our Technology Partners.

Our business is, therefore, heavily dependent on our relationships with Technology Partners. The share of our top three Technology Partners as a percentage of our purchases in each respective period are as follows:

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Purchases from top three Technology Partners (in ₹ lakhs)	48,171.65	74,465.71	26,585.35	3,463.67
% of purchases from top three Technology Partners, cumulatively	84.29%	84.89%	72.82%	51.04%

We place purchase orders with Technology Partners from time to time basis our requirements and prices for products are normally based on the quotes we receive from these Technology Partners; We do not enter into any long-term contracts with our Technology Partners for supply of these products. Further, the client acceptance of our products depends on the quality of products delivered by a Technology Partner. In past, there has been an instance where we had to return few PoS devices back to our Technology Partners on account of quality concerns. Company purchased 733 Point of Sale (PoS) devices in Fiscal 2019 at a cost of ₹80.64 lakhs, however, due to a manufacturing defect in the Printed Circuit Board (PCB) that led to rapid battery drain and prolonged charging times, these 733 PoS devices were returned in April 2021. As a result, Company accounted a depreciation of ₹ 32.26 lakhs, which were then written-back. However, this did not cause any delays in the performance obligation on part of the Company, but, any failure on part of our Technology Partners to deliver products in necessary quantities, to adhere to delivery schedules or to meet specified quality standards or technical specifications, could adversely affect our ability to deliver orders on time to our clients. In order to avoid occurrence of such instances, we place orders with our Technology Partners as soon as an LOI is awarded to us. This ensures that we have enough time on our hand to conduct multiple quality checks. Additionally, we safeguard our interest by taking product warranties for such period which may extend beyond our project completion timelines.

Certain other factors affecting supply of products we source from Technology Providers and thereby impeding our access to products are political and economic instability in India or political instability in certain states of India where our Technology Partners are located, labour problems experienced by them, the availability of raw materials, merchandise quality issues, transport availability and cost, transport security, inflation,and other factors. The operations of the Technology Partners are further subject to various operating risks, including breakdowns and failure of equipment, industrial accidents, employee unrest, severe weather conditions and natural disasters. In addition, if any of our Technology Partners experience any financial distress or bankruptcy, this may cause disruption in our supply chain. If such events take place, we may be unable to meet our desired level of quantity or quality, which may give rise to contractual penalties or liability for failure to perform contracts, which we may not be able to recover from our Technology Partners. We may also lose clients and suffer damage to our reputation. Any of the above could adversely affect our results of operations.

4. ***Most projects we operate have been awarded primarily through a competitive bidding process and our financial performance is largely dependent on our successful bidding for new projects. We may not always be able to qualify for, compete and win projects. If we are not able to successfully bid for new projects, it may adversely affect our business operations and financial conditions.***

As a part of our business and operations, we bid for projects on an on-going basis across our IT Infrastructure, IT managed services, and renewable energy vide solar EPC and PPAs lines of business. Projects are awarded following competitive bidding processes and satisfaction of prescribed qualification criteria. While service quality, technological capacity and performance, as well as reputation, experience and sufficiency of financial resources are important considerations in authority decisions, there can be no assurance that we would be able to meet such qualification criteria, particularly for multilocational projects. Further, once the prospective bidders satisfy the qualification requirements of the tender, the project is usually awarded based on the quote by the prospective bidder and reverse auction. We spend considerable time and resources in the preparation and submission of bids. We cannot assure you that we would bid where we have been prequalified to submit a bid or that our bids, when submitted or if already submitted, would be accepted. If we do pre-qualify in our own right to bid for large projects, we may be required to partner and collaborate with other companies in bids for such projects. If we are unable to partner with other companies or lack the credentials to be the partner-of-choice for other companies, we may lose the opportunity to bid for large projects, which could affect our growth plans.

The growth of our business mainly depends on our ability to obtain new projects. Therefore, it is critical that we are able to secure new projects of similar or greater value and volume. We are not in a position to predict whether and when we will be awarded a new contract. In the event that we are not able to continually and consistently secure new projects of similar or higher value this would have an adverse impact on our financial performance. Further, our future results of operations and cash flows can fluctuate materially depending on the timing of contract awards. In addition, the scope of work in a project, which is dependent on its scale and complexity, will affect the profit margin of the project and our financial performance.

All our Ongoing Projects have been awarded to us for a definite term and the relevant authorities may float further tenders for such/similar projects after expiry of the current term. While we continue to bid for projects, there is no assurance that we will be awarded such future projects. Any cancellation or delay of projects could lead to idle or excess capacity, this may adversely affect our business operations and financial conditions.

In addition, projects awarded to us may be subject to litigation by unsuccessful bidders. Legal proceedings may result in delay in award of the projects and/or notification of appointed dates, for the bids where we have been successful, which may result in us having to retain unallocated resources and as a result, it would adversely affect our results of operations and financial condition.

5. ***We have experienced negative cash flow in the past and any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting ourfinancial condition.***

The following table sets forth certain information relating to our cash flows for the six months ended September 30, 2024, and Fiscals 2024, 2023, and 2022:

(In ₹ lakhs)

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022

Net cash from/ (used in) operating activities	(1,651.00)	5,518.60	(677.76)	(217.44)
Net cash from/ (used in) investing activities	785.17	(2,131.56)	551.06	233.46
Net cash from/ (used in) financing activities	598.67	(1,304.89)	148.62	(193.88)
Net increase/ (decrease) in cash and cash equivalents	(267.16)	2,082.15	21.92	(177.86)
Cash and cash equivalents at the end of the period/ year	1,864.04	2,131.20	46.07	24.15

The major reason for negative cash flow from operating activities as on September 30, 2024 was on account of decrease in trade payable by ₹ 21,451.67 Lakhs and as on Fiscals 2023 was on account of increase in trade receivable by ₹ 6,357.90 Lakhs and Other current financial assets by ₹ 4,652.83 Lakhs and as on Fiscal 2022 increase in other current financial assets by ₹1,042.16 Lakhs. Further, we have sustained negative cash flow in investing activities for Fiscal 2024 mainly on account of investment in fixed deposits issued as margin for bank guarantee. In addition, we sustained negative cash flow in Fiscal 2024 and Fiscal 2022 from financing activities on account of repayment of current borrowings and finance charge. For further details, see, "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Cash Flow*" on page *324*. There can be no assurances that cash flows will be positive in the future thereby creating an adverse impact on our ability to meet working capital expenditure, repay loans without raising finance from external resources. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations.

6. ***We derive a significant portion of our revenues from a limited number of clients. As of September 30, 2024, 91.99% of the revenue was recognized from our top five clients for the said period. The loss of any significant clients may have an adverse effect on our business, financial condition, results of operations, and prospects.***

While we service private clients, the majority of our revenue is generated from projects that we undertake for our Government/PSU clients. Owing to the nature of our business, our clients may vary annually. Depending upon the projects undertaken by us, our business and financial condition in any given period could be heavily reliant on few projects/clients. Set forth below are the details of revenue generated, along with percentage of revenue contributed, by our top five clients in six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022:

Clients	**September 30, 2024**		**Fiscal 2024**		**Fiscal 2023**		**Fiscal 2022**	
	Revenue contribution (*In ₹ lakhs*)	**As a percentage of revenue from operations**	**Revenue contribution (*In ₹ lakhs*)**	**As a percentage of revenue from operations**	**Revenue contribution (*In ₹ lakhs*)**	**As a percentage of revenue from operations**	**Revenue contribution (*In ₹ lakhs*)**	**As a percentage of revenue from operations**
Client 1	26,202.05	43.35%	71,861.25	70.41%	24,985.05	49.70%	3,601.00	28.77%
Client 2	15,764.93	26.08%	4,662.66	4.57%	4,791.41	9.53%	1,532.33	12.24%
Client 3	8,251.71	13.65%	4,597.65	4.50%	4,179.10	8.31%	1,274.76	10.18%
Client 4	3,331.67	5.51%	4,173.84	4.09%	3,745.78	7.45%	1,075.95	8.60%
Client 5	2,054.88	3.40%	4,146.81	4.06%	1,540.21	3.06%	958.29	7.64%
Total	**55,605.25**	**91.99%**	**89,442.21**	**87.63%**	**39,241.55**	**78.05%**	**8,442.33**	**67.43%**

As we continue to bid for projects in the normal course of our business, the composition of revenue generated from these clients might change. However, our revenue may be adversely affected if there is an adverse development with such top five clients during the course of our projects. And there can be no assurance that we will not lose all or a portion of the revenue generated from these clients or will be able to offset such loss by obtaining new clients in a timely manner. Further, since we bid for projects, we may be required to accept onerous contractual terms in projects awarded to us by such clients. While our Company has not experienced any such instances in the past, in the event that our Company is unable to comply with its obligations as per the terms of the projects with such top five clients, it could result in possible termination of such projects. This in turn could adversely affect our business, financial condition and results of operations.

While we endeavour to maintain good client relationships, considering the nature of our business, we are subject to external factors such as pre-qualification, availability of tender and aggressive price bidding by peers which limits our ability to receive repeated orders from our existing clients. We believe that our experience in the IT infrastructure industry and efficient track record has enabled us to maintain our continued eligibility and qualification for bidding for projects. However, due to certain unforeseen circumstances such as, failure to get requisite clearances and approvals or litigations filed against the projects awarded to us by unsuccessful bidders, our clients may either terminate our project or may delay or default in payments owed to us, which may adversely affect our Order Book. During the disclosed financial period, neither have we experienced any event wherein any litigation was filed against the projects awarded to us by an unsuccessful bidder, nor have we experienced any material bad debts. Further, in the event we are unable to complete our projects within the time period prescribed under our projects or within the extended period of projects, or the quality of our work deteriorates, then our relationship with our clients may get severed and cause use reputational harm, which may adversely affect our business. In addition, for the purpose of the Issue, our Company has sent out request letters seeking consents from our top five clients for inclusion of their names in the Draft Red Herring Prospectus. However, we have not received consents from any of our top five clients and there is no assurance that we will receive these consents before filing of the Prospectus.

7. ***Our projects with Government/PSU clients usually contain terms that are framed by the Government/PSU clients and our ability to negotiate terms of these projects is limited and we may have to accept exacting provisions. Our inability to negotiate terms that are favorable to us may have a material adverse impact on our financial condition and results of operations.***

While we attempt to negotiate with the Government/PSU clients in an effort to limit our liability and garner more favorable terms, the projects with Government/PSU clients are usually based on forms chosen by the Government/PSU clients. As a result, we have limited ability to negotiate the terms of these projects, which tend to favour our Government/PSU clients. The contractual terms may present risks to our business, including:

a) liability for defects arising during the warranty period;

b) clients' discretion to grant time extensions, which may result in project delays and/or cost overruns;

c) clients' discretion to increase or decrease the quantity of order up to 25% of bid quantity at the time of placement of order or during the currency of the projects;

d) the right of the Government/PSU clients to terminate the projects without cause after providing us with the required written notice; and

e) the right of the Government/PSU clients to debar us from bidding from future projects with them upon failure on our part to perform or remedy failure after providing us with the required written notice.

In addition, we undertake skill development projects for Government/PSU clients. Under these projects we are required to conduct multiple skill development training programmes and provide trainings to a certain number of trainees. The total number of trainees is ascertained by these Government/PSU clients. However, if a trainee leaves in the middle of such training programmes, we may not be able to recover all dues payable to us on completion, even though we have put in a considerable amount of resource and capital.

Our ability to continue operating or undertake projects thus largely depends on our Government/PSU clients, who may terminate the relevant projects for reasons set forth in these agreements. Further, under our projects, the project value and scheduled completion date of the project may not be adjusted for any unforeseen difficulties or costs, and we are responsible for having unforeseen difficulties that may arise in completing the project. In the event we commit a delay in delivering the products, we may be subjected to a penalty amounting to a maximum of 10% of the project value. Such onerous conditions in the Government/PSU clients projects may have adverse effects on our profitability.

8. ***We are required to furnish bank guarantees as part of our business contracts. Our inability to arrange such guarantees or the invocation of such guarantees may adversely affect our cash flows and financial condition.***

As part of our business and as is customary, we are required to provide performance bank guarantees in favor of our clients under respective projects. The PBGs furnished by us usually range from 3% to 10% of the project value. These PBGs are required to be furnished at the beginning of the project and could remain valid up to a period beyond the date of completion of all contractual obligations, including warrantee obligations depending upon the terms of the projects. If we are unable to maintain required margins to secure the PBGs, we may not be able to continue obtaining new PBGs in sufficient quantities to match our business requirements and this can impact our ability to bid for and enter into new contracts.

While we serve private clients as well, as of date, our services majorly cater to the needs of Government/PSU clients. Revenue from operations generated from our Government/PSU clients during the six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022 are as follows:

(*In ₹ lakhs, except for percentages*)

Particulars	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(Consolidated)		(Standalone)	
Revenue from operations generated from Government/PSU clients	50,556.74	92,830.73	42,552.85	7,287.95
Percentage of total revenue from operations	83.65%	90.96%	84.65%	58.22%

The following table outlines the Company's PBGs as a percentage of order values:

(in ₹ lakhs, except for percentages)

Period	Revenue from Operations*	Outstanding Order Book*	Incremental addition to Order Book*	Order to Revenue Ratio	Total Government Order Received*	Order Value Where PBG is Given*	Amount of PBG*	% of PBG to Order Value
Fiscal Year 2022[(1)]	12,517.98	35,720.66	38,432.27	3.07	33,127.76	33,076.45	500.14	1.51%
Fiscal Year 2023[(2)]	50,269.51	45,263.51	59,812.36	1.19	52009.96	51,623.74	3,143.16	6.09%
Fiscal Year 2024[(2)]	1,00,452.26	68,313.05	1,23,501.81	1.23	1,16,005.23	1,15,127.44	6,107.58	5.31%
Six months ended September 30, 2024	60,111.29	31,986.52	23,785.21	0.40	10,215.86	10,016.19	499.44	4.99%
Total	**2,23,351.04**	**1,81,283.74**	**2,45,531.65**	**1.10**	**2,11,358.81**	**2,09,843.82**	**10,250.32**	**4.88%**

** All figures are excluding applicable GST.*

Notes:

(1) In Fiscal 2022, the Company was awarded a project worth ₹20,505.60 lakhs for the supply of 1,579 technical personnel over a five-year period. For the said contract, Company was required to provide a Performance Bank Guarantee (PBG) on the 3% of annual service charges which amounted to ₹15.81 lakhs only. As a result, the PBG% relative to the total order value is relatively low.

(2) In Fiscals 2023 and 2024, Acer's bankers had advanced certain PBG limits to the Company's bankers in connection with some of the projects. These PBG limits amounted to ₹2,716.15 lakhs for an order valued at ₹46,036.44 lakhs in Fiscal 2023 and ₹4,136.08 lakhs for an order worth ₹70,102.91 lakhs in Fiscal 2024. The value of assets which Acer's bankers had taken as collateral or security to advance PBG limits to the Company's bankers, being the assets of a third-party, are not reflected in the Company's Audited Financial Statements.

The value of assets which Acer's bankers had taken as collateral or security to advance PBG limits to our bankers, being the assets of a third-party, are not reflected in our Audited Financial Statements. Resultantly, our funding requirements with respect to our operational revenues in Fiscals 2023 and 2024 are only a portion of the total funding requirement deployed on the aforementioned projects. Without Acer's bankers advancing the aforementioned PBG limits to our bankers, our fund requirements towards PBGs may have been greater in the corresponding period.

We may be unable to fulfil any or all of our obligations under our Ongoing Projects due to unforeseen circumstances which may result in a default under our contracts resulting in invocation of the PBGs issued by us. Although as of date none of the PGGs were invoked, however if any or all the PBGs are invoked in future, it may result in a material adverse effect on our business and financial condition. Also see, "*Risk Factor– 48. As of September 30, 2024, we had contingent liabilities which have not been provided for in our financial statements and could adversely affect our financial condition*." on page 52.

9. *Multi locational projects subject us to additional execution risks. If such risks materialize, it could have a material adverse effect on our business, financial condition and results of operations.*

We have been involved in and will continue to be involved in a number of multi locational projects. While multi locational projects can reduce geographic concentration risks, multi locational projects are often undertaken in phases, and a client may cancel or delay any additional planned phases. These terminations, cancellations or delays may result from the business or financial condition of our clients or the economy generally, as opposed to factors related to the quality of our products and services. Cancellations or delays make it difficult to plan for project resource requirements and resource planning inaccuracies may have an adverse impact on our profitability. In addition, such larger projects may involve multiple parties in the delivery of services and require greater project management efforts on our part. Any failure in this regard may adversely impact our performance.

Further, multilocational projects have stringent procedural requirements at various stages of the project. For example, upon delivery of products we are required to get delivery registered in the date stock register, until such an entry is made by the local administrator, the products are not considered delivered. Since, such procedural requirements involve multiple stakeholders at multiple check points, we cannot assure that all such necessary procedural requirements will be completed in a timely manner, which could delay timely completion of our contractual obligations.

In addition, multi locational projects are more complex and generally require us to establish closer relationships with our clients and potentially with other technology service providers and vendors, and require a more thorough understanding of our clients' operations. Our ability to establish these relationships will depend on a number of factors including the proficiency of our technology professionals and our management personnel.

These risks are particularly relevant for our turnkey solutions offerings which require us to develop advanced IT Infrastructure or renewable energy vide solar EPC and PPAs that are tailored to different circumstances and in relation to which we may not have any prior direct experience. For example, at present, our experience in the execution of projects to provide turnkey solutions is limited to services such as setting-up of ICT labs, setting up of PoS devices for automation of fair price shops, and digitization of classrooms in rural areas. There can be no assurance as to our capability to execute future turnkey solutions projects based upon our past experience.

While we have a predominant presence in the state of Gujarat, we intend to increase our presence pan India by securing and servicing projects in other states of India, as demonstrated by us undertaking projects in other states of India. We may be exposed to risks, which may arise due to lack of familiarity and understanding of the economic conditions, demography, trends, client tastes and preference and culture of such areas. For further information, see "*Our Business – Strategies - Continue to expand our geographical footprints*" on page 231. The risks involved in entering a new geographical areas and expanding operations, may be higher than expected, and we may face significant competition in such markets. Any potential expansions into new geographical regions, could subject us to additional risks associated with establishing and conducting operations, including:

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

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

10. We competitively bid for projects, where PBGs may be required. We cannot assure you that we will apply for, win, and service enough bids to ensure the utilization of funds sought against the object of "expansion of business by procuring new Government/PSU projects" in the manner projected in this Draft Red Herring Prospectus.

Our PBG requirements are subject to the applicable terms of tender, the project documents executed thereafter, and vary on a project to project basis. We cannot specify the projects and the quantum of PBGs necessary for such projects beforehand, since they depend on tenders being floated by third parties in the future, and us winning competitive bids thereon. While we continue to identify and bid for Government/PSU entities, we cannot assure you that Government/PSU entities will continue to float tenders having requirements that are similar to those stipulated currently. Since the amount of PBGs which we must extend and maintain depends on us winning future bids on terms which will be present in future project documentation which cannot be predicted with certainty, we therefore cannot identify with certainty the projects or the commensurate PBG requirements thereon. While we continuously attempt to understand Government/PSU prospective clients' evolving requirements by analyzing the tender documents they place on the government e-marketplace, we can only provide reasonable estimates based on certain assumptions for future PBG requirements.

The utilization of funds sought against the object of "expansion of business by procuring new Government/PSU projects" is contingent upon our Company meeting the expected order value where PBG is required through Fiscals 2026 and 2027. The following table outlines projected PBG requirements for Fiscals 2026 and 2027:

(in ₹ lakhs, except for percentages)

FY	Expected Order Value where PBG is required	Amount of PBG*	% of PBG to Expected Order Value
2025-26	1,77,733.59	10,521.28	5.92
2026-27	2,21,930.03	13,143.87	5.92
Total	**3,99,663.62**	**23,665.15**	**5.92**

**including GST.*

The expected order value for which PBG is required as well as the expected percentage of PBG to expected order value are based on management estimates, our past performance, and certain assumptions deemed reasonable by the Company's management. The figure for the expected order value where PBG is required is based on bids and projects which may be obtained in the future, and we currently do not have adequate identified projects where funds can be fully utilized against the said object through Fiscals 2026 and 2027. We further cannot assure you that the expected percentage to expected order value which we have estimated will hold in the future, considering policy changes by the state Governments and the Government of India can change the rates at which PBGs are sought by prospective clients. We also cannot assure you that our Company will obtain sufficient successful bids and projects in the future to attain the expected order value for which PBG is required for us to fully utilize funds sought against the said object. For more details, please see *"Objects of the Issue - Expansion of business by procuring new Government/PSU projects"* on page 97.

11. ***We rely on independent contractors and third party service providers for some part of our services and on third party suppliers for our products and any failure on their part to perform their obligations could adversely affect our reputation, business, results of operations and cash flows.***

From time to time, we utilize independent contractors and third party service providers for some part of our services such as electrification, installation, networking, logistics, contractual employees/worker, depending upon the requirements of projects awarded to us. The timely execution of these services depends on the availability and skill of these independent contractors and third party service providers, as well as contingencies affecting them, including labour shortages, the availability of equipment, merchandise quality issues, transport availability and cost, transport security, inflation, and other various reasons including industrial action such as strikes and lockouts. Since we utilize independent contractors and third party service providers, we cannot control all of the factors that might affect the quality and fulfilment of these services and products. Further, to ensure timely execution of these services, we furnish a copy of our standard operating procedure while entering into agreements with these independent contractors and third party service providers. And our team regularly monitors whether or not these independent contractors and third party service providers are complying with our standard operating procedures. In past, such instances haven't occurred, however, if the independent contractors and third party service providers on which we depend are unable to continue to provide their services, or experience difficulty in meeting our requirements or standards, or revoke or fail to renew our service agreements with them, we could have difficulty in operating key aspects of our business, which could damage our business and reputation. we cannot assure you that the services rendered by any of our independent contractors and third party service providers will always be satisfactory or match our requirements for quality, which may affect our results of operations and cash flows.

As of the date of the DRHP, our Company operates warehouses on a leasehold basis and enters into warehousing agreements with third party service providers from time to time to meet other warehousing requirements. The agreements with warehouse providers are entered on a need basis depending upon the locations of the projects being serviced by us at any time. We store our project-based inventories in these serviced warehouses, and transport products from these serviced warehouses to our clients, based on project requirements. As on date, we have taken two warehouses on leasehold basis from third party service providers. There is no assurance that we will be able to enter into warehousing agreements for our additional needs as per our terms in a timely manner. Further the operations of the third party service providers are subject to various operating risks, including breakdowns and failure of equipment, industrial accidents, employee unrest, severe weather conditions and natural disasters. If there is any disruption to the operations at these serviced warehouses, our supply chain and operations will be adversely affected, impacting our ability to honour our contractual obligations.

We rely on third party transportation and other logistic facilities at every stage of our business activity and for transportation from our suppliers' facilities to various Experience Zones. For this purpose, we hire services of transportation companies. However, we have not entered into any definitive agreements with any third party transport service providers and engage them on a needs basis. We rarely enter into written documentation in relation to the transportation services we hire which poses various additional risks including our inability to claim insurance. Further, the cost of our goods carried by such third party transporters is typically much higher than the consideration paid for transportation, due to which it may be difficult for us to recover compensation for damaged, delayed or lost goods. Our operations and profitability are dependent upon the availability of transportation and other logistic facilities in a time and cost efficient manner. Accordingly, our business is vulnerable to increased transportation costs including as a result of increase in fuel costs, transportation strikes, delays, damage or losses of goods in transit and disruption of transportation services because of weather related problems, strikes, lock-outs, accidents, inadequacies in road infrastructure or other events. Although we have experienced few disruptions in the past, there can be no assurance that such disruptions may not occur in future and any such prolonged disruption or unavailability of such facilities in a timely manner could result in delays or non-supply or may require us to look for alternative sources which may be cost inefficient, thereby adversely affecting our operations, profitability, reputation and market position.

Further, the quality and timely supply of our products (and consequently, customer acceptance of such products) depends on the quality of the products, components and spares for our offerings to timely deliver such materials. The prices and supply of such materials and components depend on factors beyond our control, including general economic conditions, competition, production levels, transportation costs and import duties. Suitable alternative suppliers who can meet our technical and quality standards, and who can supply the necessary quantities, may be hard to find in the event of a supply failure. The failure of any of our suppliers to deliver these materials or components in the necessary quantities, to adhere to delivery schedules for supply, or to comply with specified quality standards and technical specifications, could adversely affect our projects. We cannot assure you that we will not face such issues with the failure of our suppliers which could adversely affect our projects.

If we fail to properly operate and maintain our equipment and inventories, it may result in decreased performance, reduced useful life, or disruptions in operations. There is no assurance that our assets will continue to perform as expected due to several risks including local conditions, wear and tear, latent defects, design or operator errors, early obsolescence, force majeure events, and inconsistencies in the quality of maintenance services. This, in turn, could give rise to contractual penalties or liabilities for us, loss of customers and damage to our reputation. In certain cases, this can lead to, delay in supplying and commissioning or maintenance of break down and thus delay our ability to recognize revenues in relation to our ongoing projects and also may lead to payment of liquidated damages and performance guarantees.

Further, the Government of India may change its laws from time to time. We cannot assure you that any change in the policies from the Government of India will not have an impact on our operations in terms of price. Additionally, some of our suppliers are companies of a modest scale that may be unable to supply our increasing demand for raw materials and components as we expand our business. We may be unable to identify suppliers in new markets or qualify their products for use in our business in a timely manner and on commercially reasonable terms. We may also be subject to adverse local regulations for appointing suppliers. Some of our contracts require us to comply with "Make in India" requirements for procurement of components. Any constraints on our suppliers may result in an inability for us to meet our development plans and our obligations under our customer contracts, which may have a material adverse effect on our business. In addition, reductions in our order volume may put pressure on suppliers and could result in increased material and component costs, materially and adversely affecting our business, financial condition and results of operations.

12. We have delayed in payments of employee state insurance contributions, provident fund and other statutory dues in the past. We may be subject to regulatory actions and penalties for any such past or future delays which in turn could have an adverse impact on our business, financial condition, results of operations and cash flows.

We are required to make payments to various statutory authorities from time to time, including but not limited to payments pertaining to provident fund, employee state insurance contributions ("**ESIC**") and other statutory dues. There have been instances in the past where we have failed to make payments for these statutory dues within the requisite timeframe on account of some administrative delays. The table below sets out the details of delays on such statutory dues paid by our Company and Subsidiary and pending for the six months ended September 30, 2024 and Fiscals 2024, 2023, and 2022:

(In ₹ lakhs, except for number of employees)

Period	Number of employees on which Provident Fund payments are applicable	Provident Fund		ESIC		Income tax	
		Dues pending	Dues paid	Dues pending	Dues paid	Dues pending	Dues paid
As of September 30, 2024*	1,906	0.53	206.55	-	37.52	-	17.48
Fiscal 2024*	1,791	0.04	370.95	-	38.52	-	80.67
Fiscal 2023	1,567	-	328.13	-	29.64	-	81.07
Fiscal 2022	1,179	-	51.69	-	4.75	-	52.35

**On a consolidated basis.*

We cannot assure you that we will be able to pay our statutory dues in a timely manner, or at all, in the future. Further, we endeavor to make payments of our statutory dues and comply with the applicable laws, and although no penalties have been levied in the past by any of the relevant statutory authorities, any further delay in payment of statutory dues which may arise in the future could lead to imposition of financial penalties from the relevant statutory authorities which in turn may have a material adverse impact on our business, financial condition and cash flows.

13. ***Our Statutory Auditors have included matters of emphasis on the basis of preparation of the Restated Financial Information.***

Our Statutory Auditors have included the following emphasis of matter in the audit reports in our Restated Financial Information:

As at and for the year ended March 31, 2023:

1. *The balances of Trade Receivables over Six Months old amounting Rs. 179.20/- Lakhs (P.Y. 201.42Lakhs) are being pursued by the Company. In the Opinion of the Management they are considered as good and fully recoverable.*
2. *The balances of loans and advances to others and company amounting to Rs.458.91/- Lakhs (P.Y. - Rs.756.23 Lakhs) are being pursued by the company. In the opinion of the management they are considered as good and fully recoverable.*

Our opinion is not modified in respect of this matter.

As at and for the year ended March 31, 2022:

1. *The balances of Trade Receivables outstanding for over six months amounting to 201.42 /- lakh (P.Y. 26.24 lakh) which are being pursued by the Company. In the Opinion of the Management, they are considered as good and fully recoverable.*
2. *The balances of Loan to others amounting to Rs. 756.23 lakh (P.Y. 410.62 lakh) are being pursued by the Company. In the opinion of the management, they are considered as good and fully recoverable.*

Our opinion is not modified in respect of this matter."

Our Statutory Auditors have also included the following comments pursuant to the Companies (Auditor's Report) Order, 2020:

As at and for the year ended March 31, 2024:

Clause (vii)(a): There were no undisputed amounts payable in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other material statutory dues, as applicable, in arrears as at March 31, 2024 for a period of more than six months from the date they became payable except as given below:

Name of the Statute	Nature of the Dues	Amount (₹ in lakhs)	Period to which the amount relates	Due Date	Date of Payment
The Employees Provident Funds and Miscellaneous Provisions Act, 1952	*Provident Fund*	*1.22*	*April 2023 to September 2023*	*Various dated till October 15, 2023*	*July 29, 2024*

Clause (vii)(b): The details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes, are given below:

Name of the Statute	Nature of the Dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	*Income Tax*	*18.61*	*AY-2017-18*	*CIT (Appeal)*
Income-tax Act, 1961	*Income Tax*	*1.20*	*AY-2022-23*	*Assessing Officer*

Income-tax Act, 1961	*Income Tax*	*5.33*	*AY-2021-22*	*CIT (Appeal)*
Central Goods and Service tax Act, 2017	*Goods and Service Tax*	*30.90*	*F.Y. 2018-19*	*Commissioner of Central Tax Audit*

As at and for the year ended March 31, 2023:

Clause (vii) (c):The details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes, are given below:

Name of the Statute	***Nature of the Dues***	***Amount (₹ in lakhs)***	***Period to which the amount relates***	***Forum where dispute is pending***
Income-tax Act, 1961	*Income Tax*	*23.27*	*AY-2017-18*	*CIT (Appeal)*
Income-tax Act, 1961	*Income Tax*	*12.85*	*AY-2019-20*	*Assessing Officer*
Income-tax Act, 1961	*Income Tax*	*5.59*	*AY-2021-22*	*CIT (Appeal)*

As at and for the year ended March 31, 2022:

Clause (vii)(a): The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, except the following:

Name of the Statute	***Nature of the Dues***	***Amount (₹ in lakhs)***	***Period to which the amount relates***	***Due Date***	***Date of Payment***
Income-tax Act, 1961	*Income Tax*	*9.27*	*April, 2021 to June, 2021*	*June 15, 2021*	*Not paid till August 01, 2022*
Income-tax Act, 1961	*Income Tax*	*18.54*	*July, 2021 to September, 2021*	*September 15, 2021*	*Not paid till August 01, 2022*

Clause (vii)(b): The details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes, are given below:

Name of the Statute	***Nature of the Dues***	***Amount (₹ in lakhs)***	***Period to which the amount relates***	***Forum where dispute is pending***
Income-tax Act, 1961	*Income Tax*	*23.27*	*AY-2017-18*	*CIT (Appeal)*
Income-tax Act, 1961	*Income Tax*	*12.85*	*AY-2019-20*	-

14. ***We had not spent certain allocated portions of our profits towards CSR, as required under the Companies Act, 2013. The unspent amounts were transferred to the CSR unspent account and have since been fully utilized in terms of our CSR policy. Failure to adhere to applicable regulation may subject us to penalties, and have an adverse effect on our reputation, financial condition, cash flows and results of operations.***

The Companies Act, 2013 mandates that the Board of Directors ensure that we spend, in each Fiscal, at least two percent of our average net profits during the three immediately preceding Fiscals. We have adopted a CSR policy ("**CSR Policy**") on October 13, 2022, in compliance with requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014, as amended, since we booked a profit of more than ₹ 500 lakhs in Fiscal 2022. Our CSR Committee was thus constituted on October 13, 2022. In line with the CSR Policy adopted by us, our CSR activities are focused on areas of promoting education and skill development. For Fiscal 2025, our CSR obligation amounts to ₹56.27 lakh. While we allocated a portion of our profits in Fiscal 2022 and 2023 for CSR initiatives in accordance with our policy, we were unable to fully expend the required amounts. Consequently, an unspent amount of ₹9.74 lakh was transferred to the CSR Unspent Account on April 29, 2023, for use in ongoing projects. As per applicable law, the transferred amount must be utilized within three fiscal years from the date of transfer. Additionally, on July 12, 2024, an amount of ₹20.94 lakh was transferred to the CSR Unspent Account, and ₹30.26 lakh was subsequently disbursed for carrying out CSR activities on July 23, 2024. We have ensured that portions of our allocated profits are spent on CSR activities, as required under the Companies Act, 2013. We were in compliance with our CSR requirements during and after Fiscal 2024 and till the date of the Draft Red Herring Prospectus. While no action has been initiated by the RoC or the Ministry of Corporate Affairs for the abovementioned delay in depositing unspent amounts, we cannot assure you that there will not be any regulatory or statutory investigation or action in relation to the delay. Failure to adhere to applicable regulation may subject us to penalties, and have an adverse effect on our reputation, financial condition, cash flows and results of operations.

15. ***Our Promoters have provided personal guarantees in respect of the secured and unsecured borrowings availed by the Company and its Subsidiary. As of September 30, 2024, 96.98% of the total secured borrowings of the Company are secured by personal guarantees and property of the Promoters. Any default in repaying such borrowings will trigger repayment obligation on our Promoters. In case Promoters fail to effectively satisfy their obligations to the lenders, it could lead to termination of the credit facilities availed by us which could adversely impact our business and operations. Additionally, these obligations may impact our Promoters' ability to provide guarantees on future borrowings, affecting our potential to avail credit facilities in future.***

The total amount of guarantees provided by our Promoters as of September 30, 2024, for our secured and unsecured borrowings, are ₹ 2,535.79 lakhs and ₹ 196.97 lakhs, respectively. Out of the total secured borrowings, ₹ 2,614.73 lakhs, constituting 96.98% of the total secured borrowings of the Company has been secured by the personal guarantee and personal property of the Promoters. Out of the total unsecured borrowings, ₹ 865.91 lakhs, constituting 22.75% of the total unsecured borrowings of the Company has been secured by the personal guarantee of the Promoters.Any default or failure by our Company or its Subsidiary to repay loans in a timely manner or at all could trigger repayment obligations on the part of our Promoters. In case, our Promoters are unable to satisfy their guarantee obligations under such loans, it could result in a breach of such facility agreements. Such breach may lead to termination of the credit facilities and/or accelerated repayment of all amounts due under such credit facilities, this could have an adverse effect on our business, results of operation and financial condition. Further, if our Promoters were to withdraw or terminate their guarantee obligations, our lenders may ask for alternate guarantees, or repayment of all outstanding amounts under such facilities, or terminate such facilities.

We cannot assure you that, (a) our Company or its Subsidiary will not default in repayment of loans, or (b) our Promoters will continue to provide such guarantees in respect of the credit facilities availed by us in future, or (c) that our Promoters will continue to be associated with us as our promoters, or (d) Promoters shall not withdraw or terminate the guarantees, provided by them. In the absence of guarantees or collateral security extended by our Promoters on behalf of our Company and/or its Subsidiary, we may not be successful in procuring guarantees satisfactory to the lenders, and as a result we may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our business prospects, financial condition, results of operations and cash flows, which in turn, will also impact our ability to avail future credit facilities.

16. ***Our business is manpower intensive, and the success of our business depends on employees who are able to maintain quality and consistency in client service. Our inability to attract or retain employees could adversely affect our business, financial condition and results of operations. If we cannot attract and retain highly-skilled IT professionals, our ability to obtain, manage and staff new projects and to continue to expand existing projects may result in loss of revenue and an inability to expand our business.***

Our business is manpower intensive and the success of our business depends on maintaining skilled employees, who are able to liaise with the Technology Partners, as well as our clients. This is dependent on our ability to attract, hire, train, and retain skilled personnel, monitor them continuously on key service parameters and guide them regularly. Our ability to execute and expand existing projects and obtain new clients depends largely on our ability to hire, train and retain highly skilled IT professionals, particularly project managers, IT engineers, other senior technical personnel and other technical support staff. As of September 30, 2024, we had a total of 1,772 employees. Across our operations, we experienced attrition (calculated as employees who have left/ total employees) of 5.64%, 6.93%, 3.27%, and 2.81% in the six months ended September 30, 2024 and Fiscals 2024, 2023, 2022, respectively. For further details in relation to our manpower, please see "*Our Business – Human Resources*" on page 247.

Given our recent growth and strong demand for IT professionals from our competitors, we cannot assure you that we will be able to hire or retain the number of technical personnel necessary to satisfy our current and future client needs. We need to staff a number of locations across India to provide a pan-India service, including across tier 3 and tier 4 cities in India. We also may not be able to hire and retain enough skilled and experienced IT professionals to replace those who leave. If we have to replace personnel who have left our employment, we will incur increased costs not only in hiring replacements but also in training such replacements until their productivity is enhanced. We tend to hire IT professionals for particular projects as and when needed and as such there is no assurance that we will be able to find such IT professionals in time, or at all. We may have to increase the levels of employee compensation in order to retain our employees and may be unable to pass on this increase to our clients. In addition, we may not be able to redeploy and retrain our IT professionals in anticipation of continuing changes in technology, evolving standards and changing client preferences. Our inability to attract and retain IT professionals could have a material adverse effect on our business, financial condition and results of operations. We may not always be able to retain our personnel or find and hire personnel with the necessary experience or expertise. In addition, we may need to increase the overall compensation and other benefits in order to attract and retain personnel in the future and that may affect our costs and profitability. There can be no assurance that we will be able to recruit and retain the right personnel and functional experts or will be successful in delivering consistent services.

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

As on the date of this Draft Red Herring Prospectus, our Company has registered four trademarks in India for which we have obtained valid registration certificates under classes 9, 36, 37 and 42 from the Trade Marks Registry, Government of India under the Trade Marks Act, 1999 ("**Trade Marks Act**"), as amended. The following table provides the details of registered trademarks which are currently being used by our Company:

Registered Trademark	Class of trademark under the Trade Marks Act	Registering Authority
ArMee	9	Trade Marks Registry, Ahmedabad
ArMee	36	Trade Marks Registry, Ahmedabad
ArMee	37	Trade Marks Registry, Ahmedabad
ArMee	42	Trade Marks Registry, Ahmedabad

Our Company has also filed for four applications for trademark of the logo of our Company, under classes 11, 35, 38 and 41 respectively, which are currently pending. The application made under class 11 has been accepted and advertised, where it may be opposed by filing a valid notice of opposition. Two of these applications have been objected by the Registrar of Trademarks, Ahmedabad on the grounds that they are identical with or similar to earlier marks in respect of identical or similar description of goods or services, and we have filed replies to these objections. One of these applications has been objected on the grounds that the mark is a common surname/personal name or a non-distinctive. Our Company has filed replies to the examination reports received in connection with these applications.

There can be no assurance that we will be able to successfully obtain such registrations in a timely manner or at all. In the event of rejection of applications of the trademarks of our logo, our ability to protect our intellectual property may be diluted to such extent, and could adversely affect our reputation and business, which could in turn adversely affect our financial performance and the market price of the Equity Shares. We cannot assure you that our logo will be registered in our name, and we will continue to enjoy uninterrupted use of the said logo. Any claim of intellectual property infringement from third parties, regardless of merit or resolution of such claims, could force us to incur significant costs in responding to, defending, and resolving such claims, and may divert the efforts and attention of our management and technical personnel away from our business. Our inability to obtain or maintain our trademarks in our business, could adversely affect our reputation, goodwill, business prospectus, and results of operations.

18. Failure to obtain or renew approvals, licenses, registration and permits to operate our business and/or undertake a project in a timely manner may adversely affect our operations.

We require certain statutory and regulatory permits, approvals, licenses, registrations and permissions (hereinafter collectively referred to as "**Permits**") that are necessary to conduct our business and operations. These Permits may be subject to numerous conditions. As on the date of this Draft Red Herring Prospectus, our Company does not have any material Permits pending before relevant authorities:

In addition, some of these Permits are granted for a fixed period of time and need renewal from time to time. Non-renewal of the said Permits would adversely affect our operations. Our operations are subject to certain state specific approvals, for instance, shops and establishment certificates under the respective state shops and establishment legislations and GST registrations. These certificates are subject to expiry or cancellation and, we cannot guarantee that we will receive the renewed certificates in a timely manner or at all.

Further as of date, we are not required to obtain any additional approvals, licenses, registrations and permits for any of our Ongoing Projects. However, in future we could undertake a project under which we may be required to obtain certain additional approvals, licenses, registrations and permits. The process to obtain such Permits may be time consuming and there can be no assurance that we shall obtain such Permits in time or at all.

There can be no assurance that the relevant authorities will issue any or all such Permits in the time-frame anticipated by us or at all. Any failure by us to apply in time, renew, maintain or obtain the required permits, licenses or approvals, or revocation, cancellation or suspension of any of the permits, licenses or approvals may result in the interruption of our operations or interruption of the continuity of the project undertaken, either of which could have a material adverse effect on our business, results of operations and financial condition.

19. ***We engage contractual workers for carrying out certain functions in relation to few of our Ongoing Projects. In the event of non-availability of such contractual workers at reasonable cost, any adverse regulatory orders or any default on payments to them by the independent contractors could lead to disruption of our business operations.***

We engage independent contractors through whom we engage contractual workers for performance of certain functions in relation to few of our projects. As on September 30, 2024, we have engaged 693 contractual workers for various functions. Although we do not engage contractual workers directly, we may be responsible for any wage payments in terms of the applicable laws and the Code on Wages, 2019, to be made to such employees in the event of default by such independent contractors, who employ them. If we are required to pay the wages of the contractual workers, our results of operations and financial condition could be adversely affected. While there has been no past instance where we were held responsible for payment of wages to contractual workers, we cannot assure you that we would not be held liable for payment of wages in the future. Further, we could be held liable for the acts committed by, or omission on the part of, personnel engaged by us on a contract basis.

Our status as a principal employer is recognised under the Contract Labour (Regulation and Abolition) Act, 1970 (the "**Act**") by the Labour Superintendent, Patna, as on the date of the Draft Red Herring Prospectus. The Act stipulates that if the amenities (like canteens, rest-rooms and first-aid facilities) required to be provided to the contractual workers are not provided by the independent contractor, such amenities shall be provided by the principal employer. If we are responsible to provide such amenities to the contractual workers, our results of operations and financial condition could be adversely affected. While there has been no past instance where we were held responsible to provide any amenities to contractual workers, we cannot assure you that we would not be held liable for provision of amenities in the future.

Additionally, pursuant to the Contract Labour (Regulation and Abolition) Act, 1970, as amended, the appropriate government may, after consultation with the Central Advisory Contract Labour Board or the State Advisory Contract-Labour Board, as the case may be, prohibit by notification, the employment of contract labour in any process, operation or other work in any establishment. We cannot assure you that such a notification will not be issued by the appropriate government in respect to our Ongoing Projects or future projects. If such a notification prohibiting the employment of contract labour is issued with respect to our operations, it will have an adverse impact on our ability to employ contract labour in our business operations, and may adversely affect our business, results of operations, financial condition, cash flows and future prospects.

20. ***Some premises under our possession do not have subsisting valid lease agreements.***

Some premises under our possession do not have a valid lease agreement. The premises which are currently in the Company's possession at First Floor, Site no – 01, Lochan Tower, AB Vajpayee Road, VSR Layout, Kadugodi, Bengaluru, Karnataka - 560067, do not have a valid lease or license agreement in place. The said premises are currently designated as a branch office for our Company. The said premises' last available lease agreement expired on January 25, 2025, and our possession of the premises has been extended vide a verbal understanding while negotiations continue between the former lessor and our Company for a fresh lease agreement to be entered into with the owner of the said premises, or the Company finding alternative properties to be taken on lease, as the case may be. We are in the process of identifying and finalizing office premises and entering into an agreement for a branch office in Bengaluru, Karnataka. For details, please refer *"Our Business – Material Properties"*.

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

Our business is working capital intensive. We have a continued and sustained working capital requirements to maintain sufficient inventory of products for steady supply. In addition, we require working capital for certain costs such as employee expense, lease payments, payment for inventory and project execution expenses, etc. Our working capital requirements in the six months ended September 30, 2024 and Fiscals 2024, 2023, and 2022 were as follows:

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Working capital requirements (in ₹ lakhs)	9,323.49	5,757.62	5,684.53	3,877.39
Working capital requirements as a percentage of revenue from operations	15.51%	5.73%	11.31%	30.97%

We may meet part of the working capital requirements through additional borrowings in future. A significant amount of our working capital is required for meeting operating expenses of our business. Our working capital requirements may increase if we secure new projects. This may result in increases in the amount of our receivables, short-term borrowings and the cost of availing such working capital funding.

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

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

We intend to use the Net Proceeds for the purposes described in "*Objects of the Issue*" on page 96. As on the date of this Draft Red Herring Prospectus, our funding requirements are based on management estimates in view of past expenditures, and have not been appraised by any bank or financial institution. Our funding requirements and proposed deployment of the Net Proceeds are based on current conditions and are subject to change in light of changes in external circumstances, costs, business initiatives, other financial conditions or business strategies. While we will use the Net Proceeds for (i) expansion of business by procuring new Government/PSU projects; (ii) funding our working capital requirements; (iii) prepayment or repayment of certain outstanding borrowings availed by our Company; (iv) general corporate purposes, in the manner specified in "*Objects of the Issue*" on page 96, the amount of Net Proceeds to be actually used will be based on our management's discretion. Owing to the nature of the Objects for which we propose to use the Net Proceeds, we have not entered into any definitive agreements to use the Net Proceeds. However, the deployment of the Net Proceeds will be monitored by a monitoring agency appointed pursuant to the SEBI ICDR Regulations. Our internal management estimates may exceed fair market value or the value that would have been determined by third-party appraisals, which may require us to reschedule or reallocate our capital expenditure and may have an adverse impact on our business, financial condition, results of operations and cash flows. We may have to reconsider our estimates or business plans due to changes in underlying factors, some of which are beyond our control, such as interest rate fluctuations and other financial and operational factors. Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to deploy the Net Proceeds in a timely or an efficient manner, it may affect our business and the results of operations. For further details, please see "*Objects of the Issue*" on page 96.

23. An inability to effectively manage our growth and expansion may have a material adverse effect on our business prospects and future financial performance.

The success of our business will depend greatly on our ability to effectively implement our business and growth strategy. Our ability to achieve our growth strategies will be subject to a range of factors, including our ability to identify market opportunities and demands in the industry, compete with existing companies in our markets, consistently exercise effective quality control, hire and train qualified personnel to provide our services. Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategies. We may face increased risks when we enter new markets in India, and may find it more difficult to hire, train and retain qualified employees in new regions.

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

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

We have entered into transactions with related parties in the past and may enter into related party transactions in the future from time to time. These transactions, among others include sales, purchases, services, salaries, wages and bonus to KMPs, salary to a relative of KMPs by virtue of the relative being an employee of the Company, rent expenses, borrowings availed, etc. All such transactions have been conducted on an arm's length basis, in accordance with the Companies Act and other applicable regulations pertaining to the evaluation and approval of such transactions and have not been prejudicial to the interests of our Company. All related party transactions that we may enter into post-listing, will be subject to an approval by our Audit Committee, Board, or Shareholders, as required under the Companies Act and the SEBI Listing Regulations. Such related party transactions in the future or any other future transactions may potentially involve conflicts of interest which may be detrimental to the interest of our Company and we cannot assure you that such transactions, individually or in the aggregate, will always be in the best interests of our minority shareholders and will not have an adverse effect on our business, financial condition, results of operations, cash flows and prospects. For instance, our Company uses certain properties that are leased from one of our Promoter, please see "*Our Promoters and Promoter Group—Interest of our Promoters"* on page 290. For further information, please see "*Issue Document Summary - Summary of Related Party Transactions*", and "*Restated Financial Information - Related Party Disclosure – Note-33*" on pages 16, and F-34, respectively.

25. We may seek to expand our service portfolio by tapping into niche categories of IT Infrastructure and IT managed services. If such services do not witness demand that we expect them to, our business and results of operations may be adversely affected.

We plan to expand into niche high-growth service categories such as data migration, payment devices and Experience Zones. For further information, please see "*Our Business –Strategies – Expanding and augmenting our products and service portfolio*" on page 230. Our focus on such service diversification may expose us to new operational, regulatory and market risks as well as risks associated with additional capital requirements as well as other considerable risks, including:

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

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

26. Our installation and construction activities for our renewable energy vide solar EPC and PPAs are subject to cost

overruns or delays or completion risks which may have an adverse impact on our operations.

Submitting a competitive bid for our renewable energy vide solar EPC and PPAs' EPC projects auction requires extensive research, planning, due diligence and a willingness to operate with low operating margins for sustained periods of time. If we miscalculate or misjudge and incorrectly factor the costs of construction, development, land acquisition and price of the components, the economics of successful bids may be affected, and the projects may become economically unviable. For instance, we estimate prices for system components and factor these costs into our bids, and if these prices vary from what was anticipated, the profitability of our successful bids may be adversely affected. Further, our suppliers may attempt to renegotiate supply contracts, if there is an increase in raw material prices, which may also increase our capital expenditures. We may also be required to incur unanticipated capital expenditures for interconnection rights, regulatory approvals, preliminary engineering permits, and legal and other expenses which could adversely affect the profitability of the solar power projects and, as a result, our profitability. The installation and construction of our solar power projects has been and may be adversely affected by circumstances outside of our control, including inclement weather, delays in receiving possession of land parcels, adverse geological and environmental conditions, a failure to receive regulatory approvals on schedule, third party delays in providing supplies and other materials or the filing of injunctions by other parties to stop us from taking certain actions. These have resulted in substantial uncertainty in the implementation and timeline of these projects, which we have not included in our portfolio capacity calculations. Increases in the prices of materials and components or shortages of materials and components may also increase procurement costs. Moreover, local political changes as well as demonstrations or protests by local communities or special interest groups could result in, or contribute to, project development time and cost overruns for us. We utilize and rely on a limited number of third-party sub-contractors to construct and install portions of our renewable energy vide solar EPC and PPAs projects. We cannot assure you that, if our third-party contractors do not satisfy their obligations or do not perform work that meet our quality standards or if there is a shortage of third-party contractors or if there are labour strikes that interfere with the ability of our contractors to complete their work on time or within budget, we would not experience significant delays and potential cost overruns. We may face difficulties converting a construction project into an operational project, which is subject to the receipt of various licenses and approvals, among other factors. We may incur substantial expenses in the construction and development of our projects and if these projects cannot be operationalized, we may have to write-off such expenses, which could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows. For further details about our service offerings and our operations, please see *"Our Business"* on page 224.

We intend to enter into fixed-price EPC contracts with some of our prospective customers pursuant to our renewable energy vide solar EPC and PPAs. Under these contracts, we may estimate essential costs, such as the cost of construction materials and direct project costs, at the time of entering into the agreement with our customers. However, these cost estimates are preliminary, and at the time we submit bids or enter into renewable energy vide solar EPC and PPAs EPC contracts, we may not have finalized agreements with subcontractors, suppliers, or other parties involved in the project. Once an EPC contract is signed, we will not be able to renegotiate or reprice it unless there are technical deviations or unless both parties mutually agree. Any inaccuracies in estimating costs could lead to our actual costs exceeding estimated ones, increasing construction expenses and working capital requirements. Additionally, if price negotiations with clients fail, we are unable to exit the contract except under force majeure conditions, and attempting to do so could result in significant penalties. There may also be changes to our projects costs owing to changes in technical specifications. We cannot assure that such incidents may not occur in the future and not have an adverse effect on our business, results of operations, and financial condition. If we cannot accurately estimate costs or manage our subcontractor and supplier relationships, we may incur substantial losses, which could have a material adverse effect on our financial condition, cash flow, and results of operations.

27. As we undertake the process of our renewable energy vide solar EPC and PPAs operations in-house, we are exposed to certain risks such as changes in economic conditions, increasing cost of labour, delays and other unforeseen expenses, which may have an adverse impact on our business operations.

We undertake process of our renewable energy vide solar EPC and PPAs operations in-house, ensuring back-to-back arrangements once our contracts have been secured. To the extent our renewable energy vide solar EPC and PPAs operations are undertaken in-house which exposes us to certain risks that would be borne by third parties if we outsourced these services. For example, entering into third-party EPC contracts on the basis of fixed price contracts would have insulated us from adverse price fluctuations for the equipment and materials we use for constructing solar power projects. As a result, we are exposed to construction cost risks that could be caused by various factors, including:

- changes in economic conditions;
- increases in the price and availability of labour, equipment and materials;
- inaccuracies of drawings and technical information;
- delays in the delivery of equipment and materials to project sites;
- unanticipated increases in equipment costs;
- delays caused by local and seasonal weather conditions; and
- any other unforeseen design and engineering issues, or physical, site and geological conditions, that may result in delays.

Additionally, we will be primarily responsible for all equipment defects and construction defects, potentially adding to the cost of construction of our solar power projects. Although we generally obtain warranties from our equipment suppliers, we are responsible for initiating claims against equipment suppliers during the warranty period which will also delay the construction of the project and divert personnel attention on the construction of the project. We cannot assure you that we will be successful with such claims against our suppliers or that these claims will be resolved in a timely manner, or at all.

Further, the electricity produced and revenues generated by our solar PPA projects are highly dependent on suitable solar irradiation levels, associated weather conditions and other climate conditions (including conditions resulting from man-made causes, such as smog conditions from crop burning or industrial pollution), which are beyond our control. Unfavorable weather and atmospheric conditions could impair the effectiveness of our assets or reduce their output beneath their rated capacity or require the shutdown of key equipment, impeding the operations of our solar assets and our ability to achieve certain performance thresholds pursuant to any prospective PPAs we may enter into, forecasted revenues and cash flows. The occurrence of natural disasters, which may lead to or exacerbate any existing technical defaults in our grid systems, may result in a complete shutdown of certain of our projects for a prolonged period of time.

28. Our Experience Zone is presently situated in Ahmedabad, Gujarat. However, we plan to expand into new geographies and may be exposed to significant liability and could lose some or all of our investment in such regions, as a result of which our business, financial condition and results of operations could be adversely affected.

While our Experience Zone is presently situated in Ahmedabad, Gujarat, we plan to expand into new geographies in the future. As a part of our strategy, our Company intends to expand in Gujarat as well as to new geographies and to other untapped markets. For further details, please see, "*Our Business. Strategies - Continue to expand our geographical footprints*" on page 231. Pursuant to such a growth strategy, we may be exposed to risks, which may arise due to lack of familiarity and understanding of the economic conditions, demography, trends, consumer tastes and preference and culture of such areas. The risks involved in entering new geographies and expanding operations in those areas, may be higher than expected. As we enter new locations, we will face competition from regional or national players, who may have an established local presence, and may be more familiar with local customers' design preferences, business practices and customs. By expanding into new geographical regions, we could be subject to additional risks associated with establishing and conducting operations, including:

- compliance with a wide range of laws, regulations and practices, including uncertainties associated with changes in laws, regulations and practices and their interpretation in that region;
- ability to understand consumer preferences and local trends in such new regions;
- exposure to expropriation or other government actions; and political, economic and social instability; and
- right location for opening the Experience Zones. Further, there can be no assurance that even if we are able to successfully implement our geographical expansion plans, we may be able to effectively manage our expanded operations. If we are not able to manage the risk of such expansion, it could have a material adverse effect on our operations.

Existing and potential competitors to our businesses in Gujarat may increase their focus on these new geographies, which could reduce our market share. For example, our competitors may intensify their efforts in these states to capture a larger market share by launching aggressive promotional campaigns. The concentration of our operations heightens our exposure to adverse developments related to competition, as well as economic, political, demographic and other changes, which may adversely affect our business prospects, financial conditions and results of operations. Any adverse development that affects the performance of the Experience Zones could have a material adverse effect on our business, financial condition and results of operations.

29. ***Competition from online retailers who are able to offer products at competitive prices and are also able to offer wide range of products may adversely affect our business and our financial condition, results of operations and cash flows.***

We are subject to competition from online retailers who have been able to offer products at competitive prices. Due to various factors, including efficient logistics management and strategic tie-ups, online retailers are not only able to offer more discounts, but also a wider range of consumer durables. Due to the above reasons, online retailing has been witnessing noticeable growth in the recent years and increased competition from them could reduce footfalls and sales in our Experience Zones.

There is no assurance that we would be able to effectively offset the advantages that our competitors in the online business may have and grow our business in a similar fashion like our online competitors, or that the competition we face would not drain our financial or other resources. If we are unable to adequately address such competitive pressures, our business, financial condition, results of operations and cash flows may be adversely affected.

30. ***Our business revenues from the Experience Zones are currently dependent upon a single brand. The loss of any of our major brands or a decrease in the supply or volume from such brands, will materially and adversely affect our revenues and profitability.***

At present, we derive the entirety of our revenues from our Experience Zones from the sale of products of a single brand (Acer), which amounted to ₹ 19.52 lakh from the date of inauguration, i.e. November 20, 2024 till December 31, 2024. While we are free to open multi-brand Experience Zones, or single-brand exclusive Centres with original equipment manufacturers apart from Acer, the continuation of our business relationship with Acer, our business and results of operations may be materially and adversely affected if we are unable to maintain a continuing business relationship with Acer, or if the Acer Agreement is terminated or suspended. The loss of a significant brand or a number of significant brands going forward due to any reason will result in sales getting impacted which will have a material adverse effect on our business prospects and results of operations. We cannot assure you that we will be able to maintain historic levels of business from Acer, or that we will be able to significantly reduce our dependence on such limited number of brands in the future.

31. ***While we have entered into long-term leasehold arrangements or have entered into rental agreements at certain locations, we are yet to purchase real estate or entered into long-term leasehold arrangements or enter into rental agreements at certain locations suitable for new Experience Zones for our expansion in relation to setting up and operation of our proposed new Experience Zones. In case we are unable to open the Experience Zones in a timely manner, we may fall short of the revenue targets of the Company and this would have an adverse effect on our business, financial condition, results of operations and growth prospects.***

As we expand our Experience Zone network, we will be exposed to various challenges, including those relating to identification of potential markets and suitable locations for our new Experience Zones, obtaining land / buildings or leases for such Experience Zones, competition, different cultures and customer preferences, regulatory regimes, business practices, hiring of new staff and customs. Our success also depends on our ability to identify and acquire key retail spaces in a timely manner at such shopping locations with attractive commercial propositions, suitable locations and reasonable costs.

As on the date of this Draft Red Herring Prospectus, our Company has already opened one Experience Zone in Ahmedabad. A new store location should satisfy various parameters to make an attractive commercial proposition, finalisation of location and property acquisition for our new Experience Zones is an evolving process which may not progress at the same pace as it did in the past or at the expected pace. Further, the ownership model requires greater capital for opening of each store due to which we may not be able to expand at our historical rates. If we are unable to identify and obtain suitable locations for our expansion through the Experience Zones proposed to be set up in other locations on terms commercially beneficial to us, it may adversely affect our expansion and growth plans. As a consequence of any increased costs or delays in implementation, the actual costs to set up new Experience Zones may be higher than our management's estimates, as a result of which, our financial condition and results of operations and cash flows could be materially and adversely impacted. Further, delay in setting up new Experience Zones will impact the revenue targets of the Company which may also have an adverse impact on the revenues of the Company.

While certain approvals have been received, we are yet to obtain certain other requisite approvals under applicable laws in relation to the setting up and operation of our new Experience Zones.

We cannot assure you that we will be able to obtain the consent and acknowledgements from the regulatory authorities in a timely manner or at all and any delays in getting the required approvals could give rise to cost overruns and delays in our implementation schedules. No assurance can be given that at the time of grant of consent, the regulatory authorities will not impose any restrictions on us. Further, we expect our expansion plans to place significant demands on our managerial, operational and financial resources, and our expanded operations will require further training and management of our employees and the training and induction of new employees. In addition, as we enter new locations, we will face competition from regional, national or international players, who may have an established local presence, and may be more familiar with local customers' design preferences, business practices and customs. Further, there could be delays in setting up the new Experience Zones as a result of, among other things, contractors' failing to perform, disputes with workers, or force majeure events, any of which could give rise to cost overruns and delays in our implementation schedule.

32. Our business is highly dependent on the brand owners effectively maintaining, promoting or developing their brands and maintaining standard quality products including launching new electronic products at regular intervals. In case any of our brand partners is unable to do so, our sales would get impacted which would have an adverse impact on the operations and financial performance of our Company.

Our Company is not an original equipment manufacturer of electronic items and accessories, and we depend on third party procurements for our operations under IT Infrastructure, IT managed services, and Experience Zones. We do not exercise control over how the brands of these third parties are perceived by customers, and our business is dependent on such parties maintaining their brand value. Many factors are important for maintaining, developing and enhancing the brands and their value, including by increasing brand awareness through brand building initiatives and ensuring customer satisfaction by providing quality customer service. There can be no assurance that companies which are owners of various leading electronic products will be able to effectively promote, develop their brands or maintain standard quality of the electronic products. If any of the offerings which we launch from our Experience Zones from time to time do not meet standards for quality and performance or customers' subjective expectations, our Company's reputation and customer retention may be impacted. If we fail to maintain our reputation or increase positive awareness of electronic products, or the quality of the electronic products declines due to our brand partners unable to maintain the required quality at their end, our business, financial condition and cash flows, results of operations may be adversely affected.

33. Our inability to promptly identify and respond to changing customer preferences or evolving trends may decrease the demand for our merchandise among our customers, which may adversely affect our business.

We offer a wide variety of electronic products such as large appliances, mobiles and small appliances, IT and others to our customers. Our success depends upon our ability to forecast, anticipate and respond to the changing customer preferences and trends in a timely manner. Though we do not design or manufacture the products that we sell in our store and only procure the same through vendors and third party manufacturers, any failure by us to understand prevailing trends or to forecast changes could result in merchandise obsolescence, thereby increasing the dead stock and loss of our brand image amongst our customers, which could have a material adverse effect on our business and results of operations. Any inability to respond to changes in consumer demands and market trends in a timely manner could have material adverse effect on our business, financial condition and results of operations.

34. We may in the future face potential liabilities from lawsuits or claims from third parties, should they perceive any deficiency in the products we sell or the services we may provide. We may also face the risk of legal proceedings initiated against our Company which may result in loss of business and reputation.

Our Company believes in providing quality products and service offerings and due care is taken to mitigate the associated risks which may happen due to factors beyond our control. We may face the risk of legal proceedings and claims being brought against us by our customers amongst others on account of sale of any defective or misbranded products. Further, we could also face liabilities should our customers face any loss or damage due to any unforeseen incident such as fire, accident, etc., which could cause financial and other damage to our customers. This may result in lawsuits and / or claims against our Company, which may materially and adversely affect the results of our operations and may also result in loss of business and reputation.

In the six months ended September 30, 2024, and Fiscals 2022, 2023, 2024, no such lawsuits/claims have been instituted or brought against the Company. For details, see *"Legal and Other Information"* on page 334.

35. Any failure to maintain quality of customer service, products and deal with customer complaints and to further attract and retain customers and maintain consistency in customer service could materially and adversely affect our business and operating results

Our business is significantly affected by the overall size of our customer base, which is determined by our ability to provide quality customer service. We provide customer support at all stages to our customers, through e-mail and telephone support. If we fail to provide quality customer service, our customers may be less inclined to buy our products and services or recommend us to new customers, and may channel their purchase through our competitors. Our ability to ensure satisfactory customer experience for a large part depends on our suppliers' ability to provide high-quality products and services. Our business can also be adversely affected by customer complaints relating to the non-performance or sub-standard performance of our products, our operations, and quality of products. Failure to maintain the quality of customer services, or satisfactorily resolving customer complaints, could harm our reputation and our ability to retain existing customers and attract new customers, which may materially and adversely affect our business, financial condition, cash flows and results of operations. Further, negative customer feedback, complaints or claims against us in consumer forums or otherwise, can result in diversion of management attention and other resources, which may adversely affect our business operations.

36. Our Promoters and the Company's management do not have adequate experience in some of the business activities we undertake, which may have an adverse impact on the management and operations of our Company.

Our Promoters and the Company's management do not have adequate experience in the renewable energy vide solar EPC and PPAs and Experience Zones' line of business. For further details of our Promoters, see *"Our Promoters and Promoter Group"* on page 289. Further, the renewable energy vide solar EPC and PPAs as well as Experience Zones' lines of business may require us to incur heavy costs to scale our operations, acquire clients, and service our contracts. We cannot guarantee that the income generated from these new lines of business will be commensurate with the costs to be incurred. While the Company is committed to engaging adequate experienced personnel based on business requirements, pursuant to which we have appointed our Senior Vice President—Capacity Building & Renewable Energy as well as dedicated professionals for managing our Experience Zone line of business, we cannot assure you that this lack of adequate experience will not have any adverse impact on the management and operations of our Company. For further details, see *"Our Management"* on page 270.

37. Our strategic diversification into new lines of business, being renewable energy vide solar EPC and PPAs and retail sales through Experience Zones, may expose us to more challenges and new risks.

We are undertaking a strategic diversification into new lines of business, being renewable energy vide solar EPC and PPAs and retail sales through Experience Zones engaged in the sale of IT, consumer electronics, gaming and merchandise products. For more details, see *"Our Business"* on page 224. These new lines of business require us to understand or make informed judgements as to consumer demands, trends and preferences. We may misjudge consumer demands, trends and preferences for new products offered by suppliers, sellers and brand relationships on our platforms and face challenges in inspecting and controlling quality, third party manufacturers, regulatory requirements, handling, storage and delivery of such new products. We may also need to price aggressively in new categories to obtain traction with consumers improve brand awareness, which may not be possible in instances where a product manufacturer imposes restrictions on our ability to offer such products at a discount and which would adversely affect our gross margins.

We may also make substantial investments in undertaking activities relating to these new lines of business. Expansion of our offerings or business verticals may also strain our management and operational resources. It may also be difficult for us to achieve profitability with new product categories and business verticals, and as a result, our profit margins may be lower than we anticipate, which would adversely affect our results of operations. We cannot assure you that we will be able to recover our investments in these new lines of business or that any products or services being rendered pursuant to these new lines of business will be successful by any measure.

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

Our Company has software driven systems which integrate and collate data of purchase, sales, reporting, accounting, stocks, etc. for all its lines of business. A downtime in services of any of these providers or if any of these softwares, hardware or applications become unavailable due to extended outages, interruptions or because they are no longer available on commercially reasonable terms, it could result in delays. Delays in order processing are reduced as our Company utilizes the physical billing procedure in case there is a downtime in the information technology systems. The physical billing procedure is subject to human errors and frauds, which may affect our reputation and profitability. Our Company utilizes its information technology systems to monitor all aspects of its businesses and relies to a significant extent on such systems for the efficient operation of its business, including, the monitoring of inventory levels, the allocation of products to our Experience Zones and budget planning.

Our Company's information technology systems may not always operate without interruption and may encounter temporary abnormality or become obsolete, which may affect its ability to maintain connectivity with our Experience Zones and warehouses. We cannot assure that we will be successful in developing, installing, running and migrating to new software systems or systems as required for its overall operations. Even if our Company is successful in this regard, significant capital expenditures may be required, and it may not be able to benefit from the investment immediately. All of these may have a material adverse impact on our Company's operations and profitability.

Also, our Company cannot guarantee that the level of security it presently maintains is adequate or that its systems can withstand intrusions from or prevent improper usage by third parties. Also, our computer networks may be vulnerable to unauthorised access, computer hackers, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by third parties or employees. Although we have not experienced such attacks in the past, we cannot assure you that our security systems in place can prevent any such attacks in the future or that we will be able to handle such attacks effectively. Our Company's failure to continue its operations without interruption due to any of these reasons may adversely affect our Company's results of operations.

39. ***Our inability to continue to implement our marketing and advertising initiatives and brand building exercises could adversely affect our business and financial condition.***

The ability to differentiate our offerings from our competitors through our branding, marketing and advertising programs is an important factor in attracting customers. We undertake regular advertising and marketing activities to create visibility, stimulate demand and promote our offerings, through various mediums of mass communication. Creating and maintaining public awareness of our brand is crucial to our business and we accordingly invest in various marketing and advertising campaigns. If these campaigns are poorly executed or fail to elicit interest in potential customers, or customers lose confidence in our brand for any reason, it could harm our ability to attract and retain customers. Developing, promoting and positioning our brand will depend largely on the success of our marketing and advertising initiatives, the relationships we have with our customers and our ability to provide a consistent, high quality experience for our customers. In particular, we may face brand dilution to the extent we fail to develop, promote and position our brand effectively and consistently with respect to new products or any new product categories. To promote our brand and products, we have incurred, and expect to continue to incur, substantial expenses related to advertising and other marketing initiatives, including advertisements in newspapers, radio, social media and television. Furthermore, there can be no assurance that our marketing efforts will succeed in maintaining our brand and its perception with customers. Details of our sales promotion expenses are as follows:

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Sales promotion expenses (in ₹lakh)	135.31	270.09	342.75	127.82
Sales promotion expenses as a percentage of other expenses	5.88%	4.71%	4.83%	3.70%

40. ***We purchase inventory basis the projects awarded to us, and if we fail to manage our inventory effectively during that period, our business and results of operations could be adversely affected.***

The inventory levels of our company are primarily driven by the requirements of ongoing and upcoming projects. We maintain IT infrastructure inventory based on the requirements of our ongoing projects. Going forward, we will need to maintain additional inventory for projects under our renewable energy vide solar EPC and PPAs line of business and for Experience Zones as well.

We purchase inventory from vendors and manufacturers based on the projects awarded to us and, if we fail to procure our inventory effectively during the project execution period, our business and results of operations may be adversely affected. Details of our inventory levels (on a standalone basis) are as follows:

Particulars	Units	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at September 30, 2024
		(Standalone)			
Inventory	₹ lakhs	1,946.86	724.01	3,534.17	7,345.37
Holding Period	Days	57	6	13	22

Natural disasters such as earthquakes, extreme climatic or weather conditions such as floods or droughts, or natural conditions may adversely impact the supply of the products and local transportation. Should our supply of products be disrupted, we may not be able to procure an alternate source of supply of products in time to meet the demands of our customers, or we may not be able to procure products of equal quality or on equally competitive terms, or at all. Such disruption to supply would mean that our customer does not get the product he/she wants which would allow the customer to go to our competitors and this would materially and adversely affect our business, profitability and reputation. In addition, disruptions in the delivery of products to our Experience Zones may occur for reasons such as poor handling, transportation bottlenecks, or labour strikes, which could lead to delayed or lost deliveries or damaged products and disrupt supply of these products.

41. We do not have in-transit insurance for all the products that are delivered to our customers by the transport agent. Our Company is liable for any damages that are caused to the products in such a process. Such losses can adversely affect our profitability and our Company's reputation.

Based on our contractual obligations or business considerations vis-à-vis our customers, our Company undertakes in-transit insurance for certain goods on a case-to-case basis. However, our Company does not have in-transit insurance for all the goods that are delivered from our warehouses to the customers. There may be projects where we do not undertake in-transit insurance for goods being transported, or we may not undertake in-transit insurance for all goods. If damage is caused to the goods during the process of such deliveries or in case of accidents or in case of theft by the delivery persons, such damages are to be borne by our Company, which may increase our Company's liability and can adversely affect the profitability and reputation of our Company.

42. Our ability to attract customers is dependent on the location of our Experience Zones and any adverse development impairing the success and viability of our Experience Zones could adversely affect our business, financial condition and results of operations.

Our Experience Zones are typically located in densely populated residential areas and neighbourhoods keeping in mind accessibility and potential for future development. Sales are derived, in part, from the volume of footfalls in the Experience Zones located in these locations. Store locations may become unsuitable and our sales volume and customer traffic generally may be adversely affected by, among other things, change in primary occupancy in a particular area from residential to commercial, competition from nearby retailers, changing customer demographics, changing lifestyle choices of customers in a particular market and the popularity of other businesses located near our Experience Zones. Changes in areas around our store locations that result in reductions in footfalls or otherwise render the locations unsuitable, could result in reduced sales volume, which could materially and adversely affect our business, financial condition and results of operations.

43. Our inability to manage losses due to fraud, employee negligence, theft or similar incidents may have an adverse impact on our profitability and our reputation.

Our business and the industry we operate in are vulnerable to the problem of product shrinkage. Shrinkage at our Experience Zones or through our supply chains and logistics may occur through a combination of shoplifting by customer, pilferage by employees, damages, obsolescence and expiry and error in documents and transactions that go un-noticed. The retail industry also typically encounters some inventory loss on account of employee theft, shoplifting, vendor fraud, credit card fraud and general administrative error. An increase in product shrinkage levels at our existing and future Experience Zones may force us to install additional security and surveillance equipment, which will increase our operational costs and may have an adverse impact on our profitability. Further, we cannot assure you whether these measures will successfully prevent product shrinkage. Furthermore, although we have cash management procedures and controls in place, there are inherent risks in cash management including, theft and robbery, employee fraud and the risks involved in transferring cash from our Experience Zones to banks. Finally, there have been instances of employee misconduct in the past which have not been material and we cannot assure you that we will be able to completely prevent such incidents in the future.

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

As of September 30, 2024, we have 1,772 permanent employees. As on the date of this Draft Red Herring Prospectus, our employees are not unionised. However, in the event that employees seek to unionise, it may become difficult for us to maintain flexible labour policies, which may increase our costs and adversely affect our business. We believe our employees and personnel are critical to maintain our competitive position. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal, and legislation that imposes certain financial obligations on employers upon retrenchment. Although we have not experienced any labour unrest, we cannot assure you that we will not experience disruptions in our work due to disputes or other problems with our workforce, which may adversely affect our ability to continue our business operations. Any employee unrest directed against us, could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to disruptions in our operations. Due to the nature of our business, we need to hire temporary and contractual labourers which makes our operations vulnerable to regional labour unions. Further, our third-party suppliers may experience strikes or other labour disruptions and shortages that could affect our operations, possibly for a significant period of time, resulting in increased wages, shortage in manpower and other costs and otherwise have a material adverse effect on our business, results of operations or financial condition. These actions are very difficult for us to predict or control and any such event could adversely affect our business, results of operations and financial condition. A potential increase in the salary scale of our employees as a result of organisation or unrest, or a disruption in services from our employees or contract manufacturers due to potential strikes, could adversely affect our business operations and financial condition. Details of our employee benefits expenses are as follows:

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Employee benefits expenses (in ₹ lakh)	2,341.37	4,229.55	3,739.55	716.91
Employee benefits expenses as a percentage of our revenue from operations	3.87%	4.14%	7.44%	5.73%

45. We have to invest a substantial amount of resources to procure new projects which, if we are unable to procure, could have an adverse effect on our business, financial condition and results of operations.

We are constantly seeking to expand our business with existing clients and secure new clients. In addition, in order to continue expanding our business, we may need to significantly expand our sales and marketing efforts, which would increase our expenses and may not necessarily result in a substantial increase in business. If we are unable to generate a substantial number of new engagements for projects on a continued basis, our business, financial condition and results of operations would likely be adversely affected.

Furthermore, our business involves identifying IT Infrastructure that will be useful and relevant to the business of the client in question and then developing the IT Infrastructure once we secure the project. The period between our initial contact with a potential client and our securing of the project can extend over one or more fiscal quarters. To secure projects related to IT Infrastructure, we generally have to educate our potential clients about the use and benefits of our IT Infrastructure, which may require significant time and efforts without assurance of guaranteed business. In addition, we may have to incur expenditure and spend considerable amount of time in identifying, bidding and successfully securing new projects.

Overall, any significant failure to generate revenue or delays in recognising revenue after incurring costs related to our sales or services process could have a material adverse effect on our business, financial condition and results of operations.

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

There are outstanding legal and regulatory proceedings involving our Company, Directors, Promoters and Subsidiary which are pending at different levels of adjudication before various courts, tribunals and other authorities. Such proceedings could divert the management's time and attention and consume financial resources in their defence or prosecution. The amounts claimed in these proceedings have been disclosed to the extent that such amounts are ascertainable and quantifiable and include amounts claimed jointly and severally, as applicable. Any unfavorable decision in connection with such proceedings, individually or in the aggregate, could adversely affect our reputation, business, financial condition and results of operations. The summary of such outstanding material legal and regulatory proceedings as on the date of this Draft Red Herring Prospectus is set out below:

Name of entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or the stock exchanges against our Promoters in the last five Fiscal Years	Other pending proceedings	Aggregate amount involved (in ₹ lakh)*
Company						
Against our Company	1	5	Nil	Not applicable	2	143.54
By our Company	Nil	Nil	Nil	Not applicable	Nil	-
Directors						
Against our Directors	Nil	2	Nil	Not applicable	1	2.86
By our Directors	Nil	Nil	Nil	Not applicable	Nil	-
Promoters						
Against our Promoters	Nil	3	Nil	Nil	1	2.86
By our Promoters	Nil	Nil	Nil	Not applicable	Nil	-
Subsidiary						
Against our Subsidiary	Nil	Nil	Nil	Not applicable	Nil	-
By our Subsidiary	Nil	Nil	Nil	Not applicable	Nil	-

**To the extent quantifiable.*

Our Group Company is currently not a party to any pending litigation which would have a material impact on our Company. We cannot assure you that any of these on-going matters will be settled in favour of our Company, Directors or Promoters, respectively, or that no additional liability will arise out of these proceedings. Further, we cannot assure you that there will be no new legal and regulatory proceedings involving our Company, Promoters, Subsidiary, Directors and Group Company in the future. An adverse outcome in any such proceedings may have an adverse effect on our business, financial position, prospects, results of operations and our reputation and divert the time and attention of our management. For further information, see "*Legal and Other Information*" on page 334.

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

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

48. As of September 30, 2024, we had contingent liabilities which have not been provided for in our financial statements and could adversely affect our financial condition.

As of September 30, 2024, our contingent liabilities that have not been accounted for in the Restated Financial Information, were as follows:

Particulars		As of September 30, 2024
		(in ₹ lakhs)
(A)	**Claims against the Company /disputed liabilities not acknowledged as debts**	41.76
(B)	**Disputed Statutory Claims**	-
	Income Tax - Appeals preferred by Company	30.88
	Central Goods and Services Act, 2017	38.55
	Total	**111.19**

(C) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) as at September 30, 2024, amounted to ₹ 1,475.33 lakh.

(D) We operate majorly with Government departments and we are required to give bank guarantees for each and every orders. The Bank guarantees are contingent upon the completion of orders, products warranties and other conditions. The total amount of bank guarantees given as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 are ₹ 3971.46 and ₹ 4,024.28 Lakhs, ₹ 2,553.34 Lakhs and ₹ 1,304.13 Lakhs, respectively, and the same should be considered as contingent liability.

If a significant portion of these liabilities materialize, it could have an adverse effect on our business, financial condition and results of operations. For further information, see "*Restated Financial Information –Note-32*" on page F-33.

49. Our branch offices and warehouses are located on premises held by us on a leasehold basis. We cannot assure you that the lease deeds governing these premises will be renewed upon termination or that we will be able to obtain other premises on same or similar commercial terms.

Our branch offices, and warehouses are located on leasehold premises, and the agreements governing the premises may expire in the ordinary course. The respective leases for our branch offices and warehouses have a term ranging between one year and three years. We cannot assure you that we will be able to continue operating out of our existing premises or renew our existing leases on acceptable terms or at all. Any such event may adversely impact our operations and cash flows and may divert management attention from our business operations. In case of any deficiency in the title of the owners from whose premises we operate, breach of the contractual terms of any lease deed, or leave and license agreements, or if any of the owners of these premises do not renew the agreements under which we occupy the premises, or if they seek to renew such agreements on terms and conditions unfavorable to us, or if they terminate our agreements, we may suffer a disruption in our operations and will have to look for alternate premises.

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

Where we do not have an option to renew a lease deed, we must negotiate the terms of renewal with the lessor, who may insist on a significant modification to the terms and conditions of the lease deed. If a lease deed is renewed at a rate substantially higher than the existing rate, or if any existing favorable terms granted by the lessor are not extended, we must determine whether it is desirable to renew on such modified terms.

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

For more information concerning our material properties, please see *"Our Business – Material Properties"* on page 248.

50. Our Registered and Corporate Office is located on leased premises and there can be no assurance that the lease agreement will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms.

We do not own the premises on which our Registered and Corporate Office is located, and we operate from premises which are taken on leave and license from our Promoter and Managing Director, Ridhish Kiritbhai Patel. The leave and license is valid for three years starting from February 9, 2025. We cannot assure that there won't be any adverse impact on the lease in case of the Promoter's disassociation with the Company or that we will be able to retain or renew our lease on commercially acceptable terms or at all. In the event that we are required to vacate our current premises, we would be required to make alternative arrangements for new offices and other infrastructure and we cannot assure that the new arrangements will be on commercially acceptable terms. If we are required to relocate our business operations during this period, we may suffer a disruption in our operations or have to pay increased charges, which could have an adverse effect on our business, financial condition, cash flows and results of operations.

51. We are dependent on our Promoters, our Senior Managerial Personnels, and Key Managerial Personnels, and the loss of our Senior Managerial Personnels or Key Managerial Personnels may adversely affect our growth and performance.

We are dependent on the contributions, inputs and experience of our Promoters, Key Managerial Personnel, and Senior Managerial Personnels and we believe that they are valuable for the growth and development of business and operations and the strategic directions taken by our Company. In addition, while we remunerate our Senior Managerial Personnel and Key Managerial Personnel based on performance to maintain lower costs, we may need to increase their overall compensation and other benefits in order to attract and retain such personnel in the future and that may affect our costs and profitability. While there have not been any resignations or changes to our key managerial personnel in the six months period ended September 30, 2024 and Fiscals 2024, 2023, and 2022, except as disclosed in "*Our Management- Changes in the Key Managerial Personnel or Senior Management Personnel in last three years*" on page 287, we cannot assure you that we will be able to retain these individuals or find adequate replacements in a timely manner, or at all.

52. We have incurred indebtedness and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.

While we have received all relevant consents/NOCs required for the purposes of this Issue and have complied with these covenants, a failure to comply with such covenants in the future may restrict or delay certainactions or initiatives that we may propose to take from time to time. While we have not defaulted on any covenants in financing agreements as on September 30, 2024 or in last three Fiscals, we cannot assure you that this will continue to be the case in the future. We may avail non-fund based bank guarantees which contain restrictive covenants, which may in turn adversely affect our business, results of operations, cash flows and financial condition.

There are certain financing arrangements entered into by us include conditions that require our Company to obtain consents/NOCs from respective lenders prior to carrying out certain activities and entering into certain transactions. Failure to meet these conditions or obtain these consents/NOCs could have significant consequences on our business and operations. These covenants vary depending on the requirements of the financial institution extending such loan and the conditions negotiated under each financing agreement. Some of the corporate actions that require prior consents/NOCs from or intimations to certain lenders include, amongst others, are (i) adverse changes in capital structure; (ii) undertaking any new project, scheme of expansion or diversification or capital expenditure; (iii) change in our constitution, structure, members, management control and legal and/or beneficial ownership; (iv) dilution of the shareholding of the existing Promoters and/or directors below current levels or dilution in their controlling stake whether by way of pledge, transfer, attachment, lien, charge or in any other manner for any reason; (v) change in the shareholding pattern; (vi) opening any account with other bank; (vii) change the practice with regard to remuneration of our Directors by means of ordinary remuneration or commission, scale of sitting fees etc. except where mandated by any legal or regulatory provisions; (viii) take any action which might have material adverse effect on the constitution of borrower; and (ix) approaching the capital market for mobilizing additional resources.

A failure to observe the covenants under our financing arrangements constitute defaults under the relevant financing agreements and will entitle the respective lenders to declare a default against us and enforce remedies under the terms of the financing agreements, that include, among others, (i) termination or cancellation of either part or whole of the facility; (ii) modification or revision of the terms of the facility; (iii) lender possessing the assets hypothecated and/or mortgaged to the lenders; (iv) appointing a nominee director on the Board of our Company to look after lender's interest; (v) imposition of monetary penalty; (vi) enforcement of security; and (vii) acceleration of repayment or initiation of recalling of the loans. If the obligations under any of our financing documents are accelerated, we may have to dedicate a portion of our cash flow from operations to make payments under such financing documents, thereby reducing the availability of cash for our working capital requirements and other general corporate purposes. In addition, during any period in which we are in default, we may be unable to raise, or face difficulties raising, further financing. A default by us under the terms of any financing agreement may also trigger a cross-default under some of our other financing agreements, or any other agreements or instruments of our containing cross-default provisions, which may individually or in aggregate, have an adverse effect on our operations, financial position and any credit ratings. For further information regarding our borrowings, please see "*Financial Indebtedness*" on page 299.

53. Our Company and its Subsidiary have availed unsecured loans that are repayable on demand. Any demand for repayment of such unsecured loans, may adversely affect our cash flows.

As of December 31, 2024, our Company and Subsidiary had availed unsecured loans for business purposes aggregating to ₹ 1,555.43 lakhs, out of which ₹ 803.65 lakhs are from banks and financial institutions and ₹ 751.78 lakhs are from our Promoter-Directors. The unsecured loans which our Company and Subsidiary have availed are repayable on demand. Please see below table indicating the unsecured loans our Company and Subsidiary have availed from our Directors and Promoters, as at December 31, 2024:

Unsecured loans availed by Company from:

(In ₹ lakhs)

Name of Party	As at December 31, 2024
Ami Ridhish Patel	358.88
Ridhish K Patel	351.49
Kiritkumar C Patel	0.00
Banks and financial institutions	803.65
Total	**1,514.02**

Unsecured loans availed by the Subsidiary from:

(In ₹ lakhs)

Name of Party	As at December 31, 2024
Ami R Patel	40.08
Ridhish K Patel	1.00
Kiritkumar C Patel	0.33
Banks and financial institutions	-
Total	**41.41**

Any failure to service such indebtedness, or otherwise perform any obligations under such financing agreements may lead to acceleration of payments under such credit facilities, which may have a material adverse effect on our business, cash flows and financial conditions. For further information regarding our loans, please see *"Financial Indebtedness"* on page 299.

54. We rely on financing from banks or financial institutions to carry on our business operations, and inability to obtain additional financing on terms favorable to us or at all could have an adverse impact on our financial condition. Further, certain of our financing agreements involve variable interest rates and an increase in interest rates may adversely affect our results of operations and financial condition. If we are unable to raise additional capital, our business and future financial performance could be adversely affected.

As of December 31, 2024, we had total outstanding consolidated financial indebtedness of ₹ 9,781.97 lakhs. Our existing operations and execution of our business strategy may require substantial capital resources and we may incur additional debt to finance these requirements in the future. However, we may be unable to obtain sufficient financing on terms satisfactory to us, or at all. If interest rates increase it will be difficult to obtain credit. We will continue to incur significant expenditure in maintaining and growing our existing infrastructure. We cannot assure you that we will have sufficient capital for our current operations, any future expansion plans that we may have and our ability to complete such expansion plans. Our ability to arrange financing and the costs of capital of such financing are dependent on numerous factors, including general economic and capital market conditions, credit availability from banks, investor confidence, the continued success of our operations and other laws that are conducive to our raising capital in this manner. Any unfavorable change to terms of borrowings may adversely affect our cash flows, results of operations and financial conditions. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. If we are unable to raise adequate capital in a timely manner and on acceptable terms, or at all, our business, results of operations, financial condition and cash flows could be adversely affected.

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

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

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

The cost and availability of our capital depends on our credit ratings. Credit ratings reflects the opinion of the rating agency on our management, track record, diversified clientele, increase in scale and operations and margins,medium term revenue visibility and operating cycle.

Infomerics Valuation and Ratings Private Limited (**"Infomerics"**) has assigned to our Company long-term and short-term instruments ratings of "IVR BBB with a stable outlook" and "IVR A3+" for bank facilities as well as enhanced short term bank facilities vide credit rationale issued June 24, 2024. This was an upgrade from Infomerics' earlier ratings of "IVR BBB-" and "IVR A3", respectively, issued vide rating rationale dated April 26, 2023. Acuité Ratings & Research Limited (**"Acuite"**) has assigned to our Company's instruments long-term ratings of "ACUITE B+" and short-term ratings of "ACUITE A4" vide ratings rationale dated November 12, 2024.

We have had the following instances of ratings downgrades during Fiscals 2022, 2023, and 2024, and the period from April 1, 2024 to the date of this Draft Red Herring Prospectus:

Issuer	Date	Name of Instrument / Facilities	Term	Rating Outlook	Previous Rating Outlook
Acuite	November 12, 2024	Bank Loan Ratings	Long Term	ACUITE B+	ACUITE BB-
			Short Term	ACUITE A4	ACUITE A4+
Acuite	May 19, 2022	Cash Credit	Long Term	ACUITE BB-	ACUITE BB
		Proposed Long Term Bank Facility	Long Term	ACUITE BB-	ACUITE BB

We cannot assure you that our Company's instruments will not face ratings downgrades in the future. Any downgrade in our credit ratings could increase borrowing costs, result in an event of default under our financing arrangements and adversely affect our access to capital and debt markets, which could in turn adversely affect ourinterest margins, our business, results of operations, financial condition and cash flows. In addition, anydowngrade in our credit ratings could increase the probability that our lenders impose additional terms and conditions to any financing or refinancing arrangements we enter into in the future and adversely affect our business, results of operations and financial condition.

56. Demand for our business is dependent on industry, Government spending and general economic conditions, there can be no assurance that future fluctuations in economic or business cycles, or other events that could influence GDP growth, will not have an adverse effect on our business and as a result our results of operations.

The demand for our business is also dependent on the level of domestic, regional and global economic growth and we are vulnerable to general economic downturns with respect to our business. Our business is also directly affected by changes in Government spending.

During periods of strong economic growth, demand for our business may grow at a rate equal to, or even greater than, that of the Indian GDP. Conversely, during periods of slow GDP growth, such demand may exhibit slow or even negative growth. Recent global economic developments have adversely affected the Indian markets. India's economy is showing signs of resilience with GDP growing to estimated 7.3% in FY 2024. Although this translates into only a slight uptick in demand (compared to FY 2023- 7.2%), the GDP growth in FY 2023 represents a return to pre pandemic era growth path. Despite this moderation in growth, India continues to remain one of the fastest growing economies in the world. [*Source: D&B Report*] However, there can be no assurance that future fluctuations in economic or business cycles, or other events that could influence GDP growth, will not have an adverse effect on our business and as a result our results of operations.

57. ***Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our operations and profitability.***

We have obtained insurance policies that we believe are customary in our industry, such as 'property insurance' for our registered office and 'stock insurance policy' for our products in warehouses. Additionally, we have also obtained group mediclaim policy, employee personal accident policy and employees compensation insurance policy for our employees. Further, due to our contractual obligation for our Ongoing Projects, we have also obtained 'fire insurance policy', 'burglary insurance' and 'goods storage policy' for our project locations and we may have to maintain aforementioned as well as any additional insurance policies for our ongoing and future projects. For further information regarding the insurance policies obtained by us, see "*Our Business – Insurance*" on page 247. Our insurance coverage may not adequately protect us against all material hazards as the policies may not be sufficient to cover all our economic losses.

Information pertaining to our insurance coverage is as follows:

Particulars	As of			
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
Net tangible assets* (in ₹ lakhs)	8,372.83	4,535.82	1,815.72	3,459.89
Insurance coverage (in ₹ lakhs)	1,199.99	10,699.99	1,106.46	316.20
Insurance coverage as a percentage of net tangible assets (in %)	14.33%	235.90%	60.94%	9.14%

**Includes net carrying amount of property, plant and equipment and inventories*

Further, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time. Our inability to maintain adequate insurance cover in connection with our business or honour the contractual obligations could cause reputational damage and adversely affect our operations. In addition, our insurance policies are subject to annual review, and we cannot assure you that we will be able to renew these policies on similar or otherwise acceptable terms, or at all. To the extent that we suffer loss as a result of events for which we are not insured, or for which we did not obtain or maintain insurance, or which is not covered by insurance, exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, financial performance and cash flows could be adversely affected.

58. ***Our Promoter-Directors are interested in our Company's performance in addition to their remuneration and reimbursement of expenses.***

In addition to regular remuneration or benefits and reimbursement of expenses, our Promoter-/Directors are otherwise interested in our Company. This interest is to the extent of their shareholding in our Company, their rights to the extent of any dividends, bonuses or other distributions on such Equity Shares, repayment of unsecured loans Company availed from our Promoter-Directors, and their rights in relation to certain properties leased by them to our Company. We cannot assure you that our Promoter-Directors will exercise their rights as Shareholders to the benefit and best interest of our Company. As Shareholders of our Company, our Promoter-Directors may take or block actions with respect to our business which may conflict with the best interests of the Company or that of minority shareholders. For further information on the interest of our Promoter-Directors of our Company, other than reimbursement of expenses incurred or normal remuneration or benefits, see "*Our Management*", "*Related Party Transactions*", and "*Our Promoters and Promoter Group- Interests of Our Promoters*" on pages 270, 327, and 290, respectively.

59. ***Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Dun & Bradstreet Information Services India Private Limited exclusively commissioned and paid for by us for such purpose.***

We have availed the services of an independent third-party research agency, Dun & Bradstreet Information Services India Private Limited, appointed by our Company on February 8, 2024, to prepare an industry report titled "*Industry Report on IT*

Infrastructure Industry & Solar EPC Industry in India" issued on February 11, 2025 for purposes of inclusion of such information in this Draft Red Herring Prospectus to confirm our understanding of the industry in which we operate. The D&B Report is a paid report and is subject to various limitations and based upon certain assumptions that are subjective in nature. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Red Herring Prospectus. The D&B Report uses certain methodologies for market sizing and forecasting. Accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context. Given the scope and extent of the D&B Report, disclosures are limited to certain excerpts and the D&B Report has not been reproduced in its entiretyin this Draft Red Herring Prospectus, but is available on the website of the Company at www.armeeinfotech.com. For further information, including disclosures made by Dun & Bradstreet Information Services India Private Limited in connection with the preparation and presentation of their report, please see "*Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data*" on page 21.

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

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

S. No.	**Name of the Promoter**	**Number of Equity Shares (of face value of ₹ 10 each) held on a fully diluted basis**	**Average cost of acquisition per Equity Shares* (*in ₹ lakhs*)**
1.	Ami Ridhish Patel	1,80,81,180	5.63
2.	Kiritkumar Chimanbhai Patel	25,21,542	6.26
3.	Ridhish Kiritbhai Patel	14,01,492	18.09

**As certified by M/s Kantilal Patel & Co, Chartered Accountants, by way of their certificate dated February 26, 2025.*

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

As on the date of this Draft Red Herring Prospectus, our Promoters and Promoter Group held 92.72% of the issued and outstanding equity share capital of our Company. Post listing, our Promoters and Promoter Group will continue to exercise significant influence over us through their shareholding after the Issue. In accordance with applicable laws and regulations, our Promoters will have the ability to exercise, directly or indirectly, a significant influence over our business.

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

Any dividends to be declared and paid in the future are required to be recommended by our Company's Board of Directors and approved by its Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Company's ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements. Our Company has not paid any dividends since its incorporation. We cannot assure you that we will generate sufficient revenues to cover our operating expenses and, as such, pay dividends to our Shareholders in future, or at all. Please see "*Dividend Policy*" on page 295 of this Draft Red Herring Prospectus.

63. None of the Promoters of our Company have experience of being a promoter of a public listed company.

The Promoters of our Company do not have the experience of being a promoter or director of public listed company. Accordingly, they have no exposure to management of affairs of the listed company which inter-alia entails several compliance requirements and scrutiny of affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, the Company will require to adhere strict standards pertaining to accounting, corporate governance and reporting that it did not require as an unlisted company. The Company will also be subject to the SEBI Listing Regulations, which will require it to file audited annual and unaudited quarterly reports with respect to its business and financial condition. If the Company experiences any delays, we may fail to satisfy its reporting obligations and/or it may not be able to readily determine and accordingly report any changes in its results of operations as promptly as other listed companies. Further, as a publicly listed company, the Company will need to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, including keeping adequate records of daily transactions. In order to maintain and improve the effectiveness of the Company's disclosure controls and procedures and internal control over financial reporting, significant resources and management attention will be required. As a result, the Promoters of our Company may have to provide increased attention to such procedures and their attention may be diverted from our business concerns, which may adversely affect our business, prospects, results of operations and financial condition.

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

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

These non-GAAP financial measures and such other industry related statistical and other information relating to our operations and financial performance may not be computed on the basis of any standard methodology that is applicable across the industry and therefore may not be comparable to financial measures and industry related statistical information of similar nomenclature that may be computed and presented by other companies. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*" on page 328.

Risks Related to India

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

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

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

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

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

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

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

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

The regulatory environment in which we operate is evolving and is subject to change. The GoI may implement new laws or other regulations that could affect the industry in which we operate, which could lead to new compliance requirements. New compliance requirements could increase our costs or otherwise adversely affect our business, financial condition and results of operations. Further, the manner in which new requirements will be enforced or interpreted can lead to uncertainty in our operations and could adversely affect our operations. Accordingly, any adverse regulatory change in this regard could lead to fluctuation of prices of raw materials and thereby increase our operational costs. For information on the laws applicable to us, see "*Key Regulations and Policies*" on page 250.

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

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

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

Further, the GoI has notified the Finance Act, 2024 ("**Finance Act**"), which has introduced various amendments to the IT Act. As such, there is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. In addition, unfavorable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business and operations, could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs relating to compliance with such new requirements, which may also require management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent, may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

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

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

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

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

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

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

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

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

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

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

Risks Relating to the Equity Shares and this Issue

72. The trading volume and market price of the Equity Shares may be volatile following the Issue.

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

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

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

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

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

74. Pursuant to listing of the Equity Shares, we may be subject to pre-emptive surveillance measures like Additional Surveillance Measure ("ASM") and Graded Surveillance Measures ("GSM") by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.

SEBI and the Stock Exchanges have introduced various pre-emptive surveillance measures in order to enhance market integrity and safeguard the interests of investors, including ASM and GSM. ASM and GSM are imposed on securities of companies based on various objective criteria such as significant variations in price and volume, concentration of certain client accounts as a percentage of combined trading volume, average delivery, securities which witness abnormal price rise not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net worth, price/earnings multiples and market capitalization, among others. Upon listing, the trading of our Equity Shares would be subject to differing market conditions as well as other factors which may result in high volatility in price, low trading volumes, and a large concentration of client accounts as a percentage of combined trading volume of our Equity Shares. The occurrence of any of the abovementioned factors or other circumstances may trigger any of the parameters prescribed by SEBI and the Stock Exchanges for placing our securities under the GSM and/or ASM framework or any other surveillance measures, which could result in significant restrictions on trading of our Equity Shares being imposed by SEBI and the Stock Exchanges. These restrictions may include requiring higher margin requirements, requirement of settlement on a trade for trade basis without netting off, limiting trading frequency, reduction of applicable price band, requirement of settlement on gross basis or freezing of price on upper side of trading, as well as the mentioning of our Equity Shares on the surveillance dashboards of the Stock Exchanges. The imposition of these restrictions and curbs on trading may have an adverse effect on market price, trading and liquidity of our Equity Shares and on the reputation and conditions of our Company.

In the event our Equity Shares are subject to such pre-emptive surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares and the same may in cause disruptions in the development of an active trading market for our Equity Shares.

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

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realized on the sale of listed equity shares held for more than 12 months may be subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as STT paid, the quantum of gains and any available treaty exemptions. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less will be subject to short-term capital gains tax in India.

Furthermore, if non-resident shareholders of entities holding the Equity Shares exit by way of sale or redemption of the shares held by them abroad in such entities, such non-resident shareholders could be taxed on capital gains in India if the offshore shares derive substantial value from Indian assets, subject to certain exemptions. Capital gains arising from the sale of the Equity Shares will be exempt from taxation in India only in limited situations and generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares. Similarly, any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller.

Furthermore, the Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020 clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Our Company cannot predict whether any tax laws or other regulations impacting it will be enacted, or predict the nature and impact of any such laws or regulations or whether, if at all, any laws or regulations would have a material adverse effect on our Company's business, results of operations, financial condition and cash flows. Investors should consult their own tax advisors about the consequences of investing in or trading in Equity Shares.

76. Our Equity Shares have never been publicly traded and the Issue may not result in an active or liquid market for our Equity Shares.

Prior to this Issue, there has been no public market for our Equity Shares. Listing and quotation do not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares. We cannot assure you that an active trading market for the Equity Shares will develop or be sustained after this Issue. The Issue Price of our Equity Shares will be determined through the Book Building Process and may not be indicative of the market price of our Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of our Equity Shares may be subject to significant fluctuations in response to various factors, including variation in our operating results, market conditions specific to our industry, and volatility in stock exchanges and securities markets.

Further, the stock market often experiences price and volume fluctuations that are unrelated or disproportionate to the operating performance of a company. These broad market fluctuations and industry factors may materially reduce the market price of our Equity Shares, regardless of our Company's performance. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

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

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

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

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

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

Under the foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then a prior regulatory approval will be required. Additionally, shareholders who seek to convert Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income tax authorities.

In addition, pursuant to the Press Note No. 3 (2020 Series), dated April 17, 2020, issued by the DPIIT, which has been incorporated as the proviso to Rule 6(a) of the FEMA Non-debt Instruments Rules, all investments under the foreign direct investment route by entities of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of any such country, can only be made through the Government approval route, as prescribed in the FDI Policy dated October 15, 2020 and the FEMA Non-debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government of India.

We cannot assure investors that any required approval from the RBI or any other governmental agency can be obtained on any particular terms or at all. For further information, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 381.

80. Significant differences exist between Ind AS and other accounting principles, which investors may be more familiar with and may consider material to their assessment of our financial condition.

Our Restated Financial Information for the six months period ended September 30, 2024 and Fiscals 2024, 2023, 2022 have been prepared and presented in conformity with Ind AS. Ind AS differs in certain significant respects from other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, cash flows and financial position may be substantially different. Prospective investors should review the accounting policies applied in the preparation of our financial statements and consult their own professional advisers for an understanding of the differences between these accounting principles and those with which they may be more familiar. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should be limited accordingly.

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

The determination of the Price Band is based on various factors and assumptions and will be determined by our Company in consultation with the BRLMs. Furthermore, the Issue Price of the Equity Shares will be determined by our Company in consultation with the BRLMs through the Book Building Process. These will be based on numerous factors, including factors as described under "*Basis for Issue Price*" on page 112 and may not be indicative of the market price for the Equity Shares after the Issue.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the BRLMs is below their respective issue price. For further information, see "*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the BRLMs*" on page 349. The factors that could affect the market price of Equity Shares include, among others, broad market trends, financial performance and results of our Company post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provideany assurance regarding the price at which the Equity Shares will be traded after listing.

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

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

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

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

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

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

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

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

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

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

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

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

SECTION III: INTRODUCTION

THE ISSUE

The following table summarises details of the Issue:

Issue of Equity Shares(1)	Up to [●] Equity Shares aggregating up to ₹ 30,000 lakhs
which includes	
QIB Portion(2)(3)	Not more than [●] Equity Shares
of which	
- Anchor Investor Portion(3)	Up to [●] Equity Shares
- Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Up to [●] Equity Shares
of which	
- Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	[●] Equity Shares
- Balance of Net QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares
Non-Institutional Portion(4)(5)	Not less than [●] Equity Shares
of which	
One-third of the Non-Institutional Portion, available for allocation to Bidders with an application size between ₹2,00,000 to ₹10,00,000	[●] Equity Shares
Two-thirds of the Non-Institutional Portion, available for allocation to Bidders with an application size of more than ₹10,00,000	[●] Equity Shares
Retail Portion(5)	Not less than [●] Equity Shares
Pre-Issue and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue (as on the date of this Draft Red Herring Prospectus)	2,37,31,386 Equity Shares of face value of ₹ 10 each
Equity Shares outstanding after the Issue	[●] Equity Shares
Use of Net Proceeds by our Company	For details of the use of proceeds from the Issue, see "*Objects of the Issue*" on page 96 .

Notes:

(1) Our Board has authorised the Issue, pursuant to a resolution dated May 3, 2024. Our Shareholders have authorised the Issue pursuant to a special resolution dated May 9, 2024.

(2) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company and the Promoters, in consultation with the BRLMs, and the Designated Stock Exchange, subject to applicable laws. In case of under-subscription in the Issue, subject to receipt of minimum subscription for 90%of the Issue, compliance with Rule 19(2)(b) of the SCRR and allotment of not more than 50% of the Net Issue to QIBs, Equity Shares shall be allocated in the manner specified in the section "Terms of the Issue" beginning on page 354 of this Draft Red Herring Prospectus.

(3) Our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. The QIB Portion will be accordingly reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. In case of under-subscription or non- Allotment in the Anchor Investor Portion, the remaining Equity Shares will be added back to the Net QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the QIB Portion and allocated proportionately to the QIBs (other than Anchor Investors) in proportion to their Bids. Please see "Issue Procedure" on page 363. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non- Institutional Bidders, and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

(4) Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company, the BRLMs and the Designated Stock Exchange subject to applicable law. For further details, please see "Issue Structure" on page 360.

(5) Allocation to bidders in all categories, except the Anchor Investor Portion and the Retail Portion, shall be made on a proportionate basis subject to valid Bids having being received at or above the Issue Price, as applicable. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, may be allocated on a proportionate basis. Not less than 15% of the Issue shall be available for allocation to Non-Institutional Bidders of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. The allocation to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability of Equity Shares in the Non-Institutional Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI ICDR Regulations.

Pursuant to Rule 19(2)(b) of the SCRR, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. Allocation to all categories, except the Anchor Investor Portion, if any, the Non-Institutional Portion and the Retail Portion, shall be made on a proportionate basis, subject to valid Bids being received at or above the Issue Price. The allocation to each Retail Individual Bidders shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Allocation to Anchor Investors shall be on a discretionary basis. For further details, please see "*Issue Structure*", "*Terms of the Issue*" and "*Issue Procedure*" on pages 360, 354, and 363, respectively.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information (excluding the notes) derived from the Restated Financial Information. The summary financial information presented below should be read in conjunction with "*Restated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 296, and 302, respectively.

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SUMMARY OF RESTATED BALANCE SHEET

Particulars		As at September 30, 2024 (Consolidated)	As at March 31, 2024 (Consolidated)	As at March 31, 2023 (Standalone)	As at March 31, 2022 (Standalone)
(All amounts are in ₹ lakhs)					
ASSETS					
Non-current assets					
	Property, plant and equipment	854.32	847.54	1,091.71	1,513.03
	Right of use assets	1.27	6.45	7.10	10.97
	Intangible assets	172.74	-	-	-
	Financial assets				
	(i) Investments	0.40	0.40	21.81	21.81
	(ii) Trade Receivables	3,516.93			
	(iii) Other financial assets	1,496.75	2,195.80	812.15	85.28
	Non-current tax assets (net)	311.40	311.40	94.23	217.09
	Deferred tax assets	191.07	193.55	101.02	-
	Other non-current assets	184.92	-	-	2.59
	Total non-current assets	**6,729.80**	**3,555.14**	**2,128.02**	**1,850.77**
Current assets					
	Inventories	7,518.51	3,688.28	724.01	1,946.86
	Financial assets				
	i)Trade receivables	22,956.84	29,247.17	10,971.78	4,613.88
	ii) Cash and cash equivalents	1,864.04	2,131.20	46.07	24.15
	iii) Other bank balance	1,346.20	1,638.23	748.13	1,186.23
	iv) Loans	531.63	543.03	288.39	712.15
	v) Other financial assets	5,855.75	22,631.66	6,024.58	1,427.99
	Other current assets	2,293.94	3,915.38	673.62	679.47
	Total current assets	**42,366.91**	**63,794.95**	**19,476.58**	**10,590.73**
Total assets		**49,096.71**	**67,350.09**	**21,604.60**	**12,441.50**
EQUITY AND LIABILITIES					
Equity					
	Equity share capital	2,373.14	2,373.14	395.52	395.52
	Other equity	8,965.48	7,144.48	4,274.25	2,613.13
	Total equity	**11,338.62**	**9,517.62**	**4,669.77**	**3,008.65**
Non-current liabilities					
	Financial liabilities				
	i) Borrowings	935.82	1,057.24	353.53	741.57
	ii) Lease liabilities	-	-	3.73	7.68
	Provisions	511.84	502.12	499.29	17.99
	Deferred tax liabilities	-	-	-	71.49
	Other non-current liabilities	902.35	444.49	-	1,248.30
	Total non-current liabilities	**2,350.01**	**2,003.85**	**856.55**	**2,087.03**
CURRENT LIABILITIES					
(a)	Financial liabilities				
	i) Borrowings	2,544.82	1,668.41	2,854.72	1,839.46
	ii) Lease liabilities	1.53	7.46	3.95	3.40
	iii) Trade payables				
	- (a) Total outstanding dues of micro enterprises and small enterprises	433.36	1,975.97	-	-
	- (b) Total Outstanding dues of creditors other than micro enterprises and small enterprises	30,657.38	50,566.44	12,647.07	4,984.81
	iv) Other financial liabilities	161.56	468.70	7.61	3.81
	Provisions	137.07	120.49	147.64	9.21
	Other current liabilities	1,120.01	1,021.15	387.41	437.74
	Liabilities for current tax (net)	352.35	-	29.88	67.39

Particulars		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
		(Consolidated)	**(Consolidated)**	**(Standalone)**	**(Standalone)**
(All amounts are in ₹ lakhs)					
	Total current liabilities	**35,408.08**	**55,828.62**	**16,078.28**	**7,345.82**
Total equity and liabilities		**49,096.71**	**67,350.09**	**21,604.60**	**12,441.50**

SUMMARY OF RESTATED STATEMENT OF PROFIT AND LOSS

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	(Consolidated)	(Consolidated)	(Standalone)	(Standalone)
(All amounts are in ₹ lakhs)				
Revenue from operations	60,440.57	1,02,057.47	50,269.51	12,517.98
Other income	49.58	341.87	1,297.91	226.92
Total Income	**60,490.15**	**1,02,399.34**	**51,567.42**	**12,744.90**
Expenses:				
Purchase of stock in trade	57,149.77	87,721.45	36,510.67	6,786.47
Changes in inventories of finished goods	(3,830.23)	(2,784.68)	1,222.85	334.03
Employee benefits expense	2,341.37	4,229.55	3,739.55	716.91
Finance Costs	208.73	667.82	592.48	556.11
Depreciation and amortization expense	38.20	453.38	459.52	426.60
Other expenses	2,300.02	5,733.57	7,092.39	3,457.57
Total expenses	**58,207.86**	**96,021.09**	**49,617.46**	**12,277.69**
Profit before Tax	**2,282.29**	**6,378.25**	**1,949.96**	**467.21**
Tax Expense:				
Current Tax	458.77	1,409.64	544.05	175.45
Excess provision of earlier year	-	(9.30)	(77.81)	-
Deferred Tax	2.49	(35.13)	(173.74)	(44.65)
Total Tax Expense	461.26	1,365.21	292.50	130.80
Net Profit after Tax	**1,821.03**	**5,013.04**	**1,657.46**	**336.41**
Other Comprehensive Income/(Loss)				
Items that will not be reclassified to Profit or Loss				
Remeasurement (Loss)/Gain of defined benefits plans	(0.04)	0.52	4.89	3.85
Income Tax effect	0.01	(0.13)	(1.23)	(0.97)
Total other comprehensive income for the year	(0.03)	0.39	3.66	2.88
Total comprehensive income	**1,821.00**	**5,013.43**	**1,661.12**	**339.29**
Earnings per share	7.67	21.12	6.98	1.42

SUMMARY OF RESTATED STATEMENT OF CASH FLOWS

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	(Consolidated)		(Standalone)	
(All amounts are in ₹ lakhs)				
A. Cash flow from operating activities				
Profit before tax	2,282.29	6,378.25	1,949.96	467.21
Adjustment for non cash flows:				
Depreciation and amortization expenses	38.20	453.38	459.52	426.60
Expected Credit Loss Allowance	34.22	96.57	-	90.11
Finance charges	153.63	521.97	479.00	503.82
Interest income	(46.37)	(97.43)	(91.02)	(89.27)
Dividend income*	-	(0.02)	(0.02)	-
Balances written back	-	(170.25)	(1,206.80)	(40.96)
Depreciation written back	-	-	-	(91.08)
Profit on sale of property, plant and equipment	-	(2.34)	-	-
Profit on sale of Mutual Fund	(2.92)	-	-	-
Fair valuation of investment	-	(9.02)	-	(5.61)
Provision for contingencies and claims	15.00	(57.57)	609.27	-
Foreign exchange fluctuation loss/ (gain)	-	-	(0.07)	1.96
Operating profit before working capital changes	**2,474.05**	**7,113.54**	**2,199.84**	**1,262.78**
Adjustments for (increase)/ decrease in operating assets:				
Inventories	(3,830.23)	(2,784.68)	1,222.85	334.03
Trade receivables	2,739.35	(17,300.37)	(6,357.90)	328.17
Loans (current & non-current)	11.40	93.04	423.76	(339.36)
Other current financial assets	16,780.22	(16,468.23)	(4,652.83)	(1,042.16)
Other current assets	1,621.44	(3,211.76)	5.85	(600.64)
Other non-current assets	(149.81)	-	2.59	(0.41)
Other non-current financial assets	-	(465.74)	(726.87)	(11.76)
Adjustments for increase/ (decrease) in operating liabilities:				
Trade Payables	(21,451.67)	39,011.29	7,662.33	51.51
Current provisions	16.58	(28.26)	10.16	0.22
Other current liabilities	98.86	249.00	(50.33)	267.37
Other non-current liabilities	457.86	444.49	(41.50)	(361.22)
Other current Financial liabilities	(307.15)	455.72	-	-
Non-current provisions	(5.28)	9.84	5.18	3.03
Cash generated from operations	(1,544.38)	7,117.88	(296.87)	(108.44)
Direct taxes paid	(106.62)	(1,599.28)	(380.89)	(109.00)
Net cash generated from/ (used in) operating activities	**(1,651.00)**	**5,518.60**	**(677.76)**	**(217.44)**
B. Cash flow from investing activities:				
Purchase of property, plant and equipment, and intangible assets (including capital advances)	(400.70)	(213.34)	(35.02)	(72.57)
Proceeds from sale of property, plant & equipment	-	19.55	0.70	235.43
Investment in Subsidiary	-	(185.29)	-	-
Investment in Mutual Fund	(700.00)	-	-	-
Redemption of investment/Mutual Fund	702.92	0.26	-	-
Redemption of/ (Investment in) deposits with banks (net)	1,141.01	(1,796.30)	438.10	(41.44)
Interest received	41.94	43.54	147.26	112.04
Dividend Income*	-	0.02	0.02	-
Net cash flows generated from/ (used in) investing activities	**785.17**	**(2,131.56)**	**551.06**	**233.46**
C. Cash flow from financing activities:				
Payment of lease liabilities	(3.01)	(6.32)	(4.23)	(0.71)
Proceeds/(repayment) of current borrowings (net)	876.41	(1,377.92)	1,015.26	501.15
Finance charges paid	(153.31)	(515.94)	(474.37)	(508.53)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	(Consolidated)		(Standalone)	
(All amounts are in ₹ lakhs)				
Proceeds/(repayment) of non-current borrowings (net)	(121.42)	595.29	(388.04)	(185.79)
Net cash generated from/ (used in) financing activities	**598.67**	**(1,304.89)**	**148.62**	**(193.88)**
Net increase/(decrease) in cash and cash equivalents	**(267.16)**	**2,082.15**	**21.92**	**(177.86)**
Cash and cash equivalents- Opening balance	2,131.20	46.07	24.15	202.01
Cash and cash equivalents of the subsidiary acquired during the year/Period	-	2.98	-	-
Cash and Cash Equivalents at the end of the period/year	**1,864.04**	**2,131.20**	**46.07**	**24.15**

**Dividend received on investment in Progressive Mercantile Co-Operative Bank*

Cash and Cash Equivalents consists of :	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	(Consolidated)		(Standalone)	
	(All amounts are in ₹ lakhs)			
(a) Cash in hand	2.53	2.75	2.94	8.08
(b) Balances with banks				
- In current account	1,861.51	2,128.45	43.13	16.07
	1,864.04	**2,131.20**	**46.07**	**24.15**

GENERAL INFORMATION

Our Company was originally incorporated as "*Blossom Infraspace Private Limited*", a private limited company under the Companies Act, 1956 through a certificate of incorporation dated February 8, 2011 issued by the Registrar of Companies, Gujarat at Dadra and Nagar Haveli. On March 1, 2017 our Company was admitted into a partnership, namely, M/s Armee Infotech. Subsequently, through a deed of dissolution dated April 1, 2017 the Partnership Firm was dissolved, and the business of M/s Armee Infotech was transferred to our Company. Pursuant to a resolution passed by our Board at its meeting held on March 31, 2017 and the special resolution passed by our Shareholders at their meeting held on April 8, 2017, the name of our Company was changed to "*ArMee Infotech Private Limited"* and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on April 21, 2017. Upon conversion of our Company into a public limited company, pursuant to the approval accorded by our Shareholders at their extra-ordinary general meeting held on February 20, 2024, the name of our Company was changed to "*ArMee Infotech Limited*" and a fresh certificate of incorporation consequent upon change of name upon conversion to public limited company was issued to our Company by the RoC on April 24, 2024.

Registered and Corporate Office of our Company

The address of our Registered and Corporate Office is as follows:

ArMee Infotech Limited
17, Goyal Intercity, B/h Drive in Cinema,
Thaltej Road, Ahmedabad,
Gujarat– 380058, India

Corporate Identity Number and Company registration number

Corporate Identity Number: U72100GJ2011PLC063953
Company registration number: 063953

Details of incorporation and changes in the name of our Company

For details of our incorporation and changes to our name, see "*History and Certain Corporate Matters*" on page 262.

Registrar of Companies

Our Company is registered with the Registrar of Companies, Gujarat at Ahmedabad, situated at the following address:

Address of the RoC

RoC Bhavan, Opp. Rupal Park Society,
Behind Ankur Bus Stop,
Naranpura, Ahmedabad,
Gujarat - 380013, India

Filing

A copy of this Draft Red Herring Prospectus is being filed electronically through the SEBI Intermediary Portal at https://siportal.sebi.gov.in/intermediary/index.html, as required under Regulation 25(8) of the SEBI ICDR Regulations and in accordance with SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023. It will also be filed with Securities and Exchange Board of India at:

Securities and Exchange Board of India

Corporation Finance Department
Division of Offers and Listing
SEBI Bhavan, Plot No. C4 A, 'G' Block
Bandra Kurla Complex, Bandra (E)
Mumbai, Maharashtra - 400051, India.

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

Board of Directors

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

Name	Designation	DIN	Address
Ridhish Kiritbhai Patel	Chairman and Managing Director	02876453	17 Aradhana Society Near Vibhusha Bunglow, Daskroi, Ghuma, Ahmedabad, Gujarat- 380058, India.
Ami Ridhish Patel	Executive Director	03330034	17 Aradhana Society Near Vibhusha Bunglow, Daskroi, Ghuma, Ahmedabad, Gujarat- 380058, India.
Dukhabandhu Rath	Independent Director	08965826	Anandapur, Near Gundicha Mandir, District: Kendujhar, Odisha – 758021, India.
Preet Prakashbhai Shah	Independent Director	05131516	Sector 1-43, Kalhaar Bunglows, Shilaj, Ahmedabad, Gujarat - 380059, India.
Sudhin Bhagwandas Choksey	Independent Director	00036085	4, Shivalik Florette, Off Iscon Ambali Road, Opp. Khodiar Mata Mandir, Ambali, Ahmedabad, Gujarat - 380058, India.
Sujit Gulati	Independent Director	00177274	D-3, Sector 30, Noida, Gautam Buddha Nagar, Uttar Pradesh- 201301, India.

For brief profiles and further details of our Board of Directors, please see "*Our Management*" on page 270.

Company Secretary and Compliance Officer

Purnima Jain is the Company Secretary and Compliance Officer of our Company. Her contact details are set forth below:

Purnima Jain
17, Goyal Intercity, B/h Drive in Cinema,
Thaltej Road, Ahmedabad,
Gujarat– 380058, India
Tel.: +91 79 4911 4911
E-mail: cs@armeeinfotech.com

Statutory Auditors of our Company

M/s Kantilal Patel & Co., Chartered Accountants
KPC House, Besides High Court Auditorium Gate,
Sola, Ahmedabad, 380060
Tel.: +91 98242 49633
E-mail: jinal.patel@kpcindia.com
ICAI Firm Registration Number: 104744W
Peer Review Certificate Number: 014679

Changes in Statutory Auditors

There has been no change in our statutory auditors in the three years immediately preceding the date of this Draft Red Herring Prospectus.

Investor grievances

Investors can contact our Company Secretary and Compliance Officer, the BRLMs or the Registrar to the Issue in case of any pre-Issue or post-Issue related grievances, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode etc. For all Issue related queries and for redressal of complaints, investors may also write to the BRLMs. All Issue related grievances, other than that of Anchor Investors, may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediaries to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder's DP ID, Client ID, PAN, date of submission of the Bid cum Application Form, address of the Bidder, number of Equity Shares applied for, the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the information mentioned hereinabove.

All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Issue. The Registrar to the Issue shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

In terms of the SEBI Master Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (to the extent applicable), any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. In terms of the SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (to the extent applicable), SCSBs are required to compensate the investor immediately on the receipt of complaint.

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

Book Running Lead Managers

Khandwala Securities Limited
G-II, Ground Floor, Dalamal House,
Nariman Point, Mumbai – 400 021,
Maharashtra, India.
Tel.: +91 22 4076 7373
E-mail: ipo@kslindia.com
Website: www.kslindia.com
Investor grievance e-mail: mbinvestorsgrievances@kslindia.com
Contact Person: Rinav Manseta/ Abhishek Joshi
SEBI Registration Number: INM000001899

Saffron Capital Advisors Private Limited
605, Center Point, 6th floor,
Andheri Kurla Road, J. B. Nagar,
Andheri (East), Mumbai,
Maharashtra - 400 059, India.
Tel.: +91 22 4973 0394
E-mail: ipos@saffronadvisor.com
Website: www.saffronadvisor.com
Investor grievance e-mail: investorgrievance@saffronadvisor.com
Contact person: Amit Wagle/ Pooja Jain
SEBI Registration Number: INM000011211

Inter-se Allocation of Responsibilities between the BRLMs

The table below sets forth the *inter-se* allocation of responsibilities for various activities among the BRLMs.

S. No.	Activities	Responsibility	Coordinator
1.	Capital structuring with the relative components and formalities such as type of instruments, allocation between primary and secondary, etc.	KSL & Saffron	Saffron
2.	Due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of RHP, Prospectus, Issue Agreement, Syndicate and Underwriting Agreements and RoC filing, follow up and coordination till final approval from all regulatory authorities	KSL & Saffron	KSL
3.	Drafting and approval of statutory advertisements	KSL & Saffron	Saffron
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned in point 3 above, including corporate advertising, brochure, etc. and filing of media compliance report with SEBI	KSL & Saffron	Saffron

S. No.	Activities	Responsibility	Coordinator
5.	Appointment of all other intermediaries (e.g., Registrar to the Issue, Printer(s), Monitoring Agency, Banker(s) to the Issue and Sponsor Bank(s), advertising agency etc.) including coordinating all agreements to be entered with such parties	KSL & Saffron	KSL
6.	Preparation of road show presentation and frequently asked questions	KSL & Saffron	KSL
7.	International institutional marketing of the Issue, which will cover, *inter alia*: • Marketing strategy; • Finalizing the list and division of international investors for one- to-one meetings; and • Finalizing road show and investor meeting schedules	KSL & Saffron	KSL
8.	Domestic institutional marketing of the Issue, which will cover, *inter alia*: • Marketing strategy; • Finalizing the list and division of domestic investors for one-to- one meetings; • Finalizing domestic road show schedules and investor meeting schedules	KSL & Saffron	KSL & Saffron
9.	Non-institutional marketing of the Issue, which will cover, *inter alia*, • Finalizing media, marketing and public relations strategy including list of frequently asked questions at non-institutional road shows; and • Finalizing centres for holding conferences for brokers, etc.;	KSL & Saffron	Saffron
10.	Retail marketing of the Issue, which will cover, *inter alia*, • Formulating marketing strategies, preparation of publicity budget • Finalizing media and PR strategy; • Finalizing centres for holding conferences for brokers, etc.; • Finalizing collection centres; and • Follow-up on distribution of publicity and Issue material including application form, prospectus and deciding on the quantum of the Issue material	KSL & Saffron	KSL
11.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, anchor coordination, anchor CAN and intimation of anchor allocation	KSL & Saffron	Saffron
12.	Managing the book and finalization of pricing in consultation with the Company	KSL & Saffron	Saffron
13.	Post-Issue activities, which shall involve essential follow-up with Banker(s) to the Issue and SCSBs to get quick estimates of collection and advising Company about the closure of the Issue, based on correct figures, finalisation of the basis of allotment or weeding out of multiple applications, unblocking of application monies, listing of instruments, dispatch of certificates or demat credit and refunds, and coordination with various agencies connected with the post-Issue activity such as Registrar to the Issue, Banker(s) to the Issue, Sponsor Bank(s), SCSBs including responsibility for underwriting arrangements, as applicable Coordinating with Stock Exchanges and SEBI for submission of all post-Issue reports including the initial and final post-Issue report to SEBI.	KSL & Saffron	Saffron

Legal Counsel to the Issue

Luthra and Luthra Law Offices, India
1st and 9th Floor,
Ashoka Estate,
Barakhamba Road,
Delhi-110001, India
E-mail: a.kapoor@luthra.com
Tel: +91 11 4121 5100

Registrar to the Issue

Cameo Corporate Services Limited
"Subramanian Building" No. 01,
Club House Road, Chennai,
Tamil Nadu– 600002, India
Tel: + 91 44 4002 0700
E-mail: priya@cameoindia.com
Website: www.cameoindia.com
Investor grievance e-mail: ArMee@cameoindia.com
Contact person: K. Sreepriya
SEBI Registration No.: INR000003753

Banker(s) to the Issue

Escrow Collection Bank(s)

[●]

Refund Bank(s)

[●]

Public Issue Account Bank(s)

[●]

Sponsor Bank(s)

[●]

Bankers to our Company

Bank of India First Floor, Super Market, Near Handloom House, Ashram Road, Ahmedabad, Gujarat- 380009, India **Tel**: 079-26589706, 26582395 **E-mail**: ashramroad.ahmedabad@bankofindia.co.in **Website**: www.bankofindia.co.in **Contact person**: Amritlal Meena	***ICICI Bank*** ICICI Bank Ltd., 1st Floor, Shaligram Corporate, b/h Dishman Corporate House, CJ Road, Ambli, Ahmedabad, Gujarat- 380058, India **Tel**: +91 9879594746 **E-mail**: kunal.shah@icicibank.com **Website**: www.icicibank.com **Contact person**: Kunal Shah

Designated Intermediaries

Self Certified Syndicate Banks

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

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, and SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (to the extent applicable), UPI Bidders using the UPI Mechanism may only apply through the SCSBs and mobile applications whose names appears on the website of the SEBI, which may be updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI Mechanism is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 for SCSBs and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 for mobile applications or at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

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

Registered Brokers

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

Registrar and Share Transfer Agents

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

Collecting Depository Participants

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

Credit Rating

As the Issue is an initial public offering of Equity Shares, the appointment of a credit rating agency is not required.

IPO Grading

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

Debenture Trustees

As the Issue is an initial public offering of Equity Shares, the appointment of debenture trustees is not required.

Monitoring Agency

In terms of Regulation 41 of the SEBI ICDR Regulations, our Company will appoint a monitoring agency, prior to the filing of the Red Herring Prospectus with the RoC for monitoring the utilization of the Gross Proceeds. For further details in relation to the proposed utilization of the Net Proceeds, please see '*Objects of the Issue*' on page 96.

Appraising Agency

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

Green Shoe Option

No green shoe option is contemplated under the Issue.

Experts

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

(i) Our Company has received written consent dated February 26, 2025 from the Statutory Auditors, namely, M/s Kantilal Patel & Co., Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditors and (i) in respect of their examination report dated December 20, 2024 on the Restated Financial Information; (ii) the statement of special tax benefits dated February 26, 2025, included in this Draft Red Herring Prospectus; and (iii) certificates issued by them in connection with the Issue. Such consent has not been withdrawn until the filing of this Draft Red Herring Prospectus with the SEBI. The term 'expert' shall be not construed to mean an 'expert' as defined under U.S. Securities Act.

(ii) Our Company has received written consent dated February 26, 2025 from the Independent Chartered Accountants, namely, N B T & Co., Chartered Accountants, to include their name as an 'expert' as defined under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as the independent chartered accountant and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term 'expert' shall be not construed to mean an 'expert' as defined under U.S. Securities Act.

Book Building Process

Book building process, in the context of the Issue, refers to the process of collection of Bids from Bidders on the basis of the Red Herring Prospectus and the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and the minimum Bid Lot size will be decided by our Company in consultation with the BRLMs and shall be advertised in [●] editions of the [●], an English language national daily with wide circulation, [●] editions of the [●], a Hindi language national daily with wide circulation, and [●] editions of [●], a Gujarati language national daily with wide circulation (Gujarati being the regional language of Gujarat where our Registered and Corporate Office is located), each with wide circulation, and advertised at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges to upload on their respective websites. The Issue Price shall be determined by our Company, in consultation with the BRLMs, after the Bid/Issue Closing Date. For further details, please see "*Issue Procedure*" on page 363.

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

In accordance with the SEBI ICDR Regulations, QIBs Bidding and Non-Institutional Bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders (subject to the Bid Amount being up to ₹ 2,00,000) can revise their Bids during the Bid/Issue Period and can withdraw their Bids on or before the Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw Bids after the Anchor Investor Bid/ Issue Period. Further, allocation to QIBs in the Net QIB Portion will be on a proportionate basis and allocation to Anchor Investors in the Anchor Investor Portion will be on a discretionary basis. Additionally, allotment to each Non-Institutional Bidder shall not be less than the minimum application size, subject to the availability of Equity Shares in the Non -Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

For further details on the method and procedure for Bidding and book building procedure, see '*Terms of the Issue*', '*Issue Structure*' and *'Issue Procedure'* on pages 354, 360, and 363, respectively.

The Book Building Process is in accordance with guidelines, rules, regulations prescribed by SEBI, which are subject to change from time to time. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

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

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Issue Procedure"* on page 363.

Underwriting Agreement

The Underwriting Agreement has not been executed as on the date of this Draft Red Herring Prospectus but will be executed after the determination of the Issue Price and allocation of Equity Shares, prior to the filing of the Prospectus with the RoC. Our Company intends to enter into an Underwriting Agreement with the Underwriters, who shall be merchant bankers or stockbrokers registered with SEBI, for the Equity Shares. The Underwriting Agreement is dated [●]. The extent of underwriting obligations and the Bids to be underwritten by each Underwriter shall be as per the Underwriting Agreement, it is proposed that pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters will be several and will be subject to conditions specified therein.

The Underwriters have indicated their intention to underwrite such number of Equity Shares as disclosed below:

(This portion has been intentionally left blank and will be filled in before the Prospectus is filed with the RoC.)

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

The abovementioned underwriting commitments are indicative and will be finalized after determination of the Issue Price and Basis of Allotment and the allocation of Equity Shares, subject to and in accordance with the provisions of the SEBI ICDR Regulations.

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

Allocation among the Underwriters may not necessarily be in the proportion of their underwriting commitments set forth in the table above.

CAPITAL STRUCTURE

Our Company's share capital, as on the date of this Draft Red Herring Prospectus, is disclosed below.

(In ₹ except share data)

S. No.	Particulars	Aggregate value at face value	Aggregate value at Issue Price*
A	**AUTHORISED SHARE CAPITAL**(1)		
	4,00,00,000 Equity Shares of face value of ₹ 10 each	40,00,00,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE**		
	2,37,31,386 Equity Shares of face value of ₹ 10 each	23,73,13,860	-
C	**PRESENT ISSUE**(2)		
	Fresh Issue of up to [●] Equity Shares aggregating up to ₹ 30,000 lakhs	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE***		
	[●] Equity Shares(3)	[●]	[●]
E	**SECURITIES PREMIUM ACCOUNT**		
	Before the Issue	10,91,42,325	
	After the Issue	[●]	

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

(1) *For details in relation to the changes in the authorised share capital of our Company in the last 10 years, please see "History and Certain Corporate Matters—Amendments to the Memorandum of Association" on page 263.*

(2) *Our Board has authorised the Issue, pursuant to its resolution dated May 3, 2024. Our Shareholders have authorised the Issue pursuant to a special resolution dated May 9, 2024.*

(3) *Assuming full subscription to the Issue.*

Notes to Capital Structure

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

(a) *History of Equity Share capital of our Company:*

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason for/ Nature of allotment	Nature of consideration	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital	Name of allottees
February 1, 2011	10,000	10	10	Initial subscription to the Memorandum of Association	Cash	10,000	1,00,000	5,000 Equity Shares each were allotted to Kiritkumar Chimanbhai Patel and Ami Ridhish Patel.
January 1, 2013	9,90,000	10	10	Preferential allotment	Cash	10,00,000	1,00,00,000	3,00,000 Equity Shares each were allotted to Ami Ridhish Patel and Ridhish Kiritbhai Patel; and 97,500 Equity Shares each were allotted to Ridhish Kiritbhai Patel HUF, Kiritkumar Chimanbhai Patel HUF, Maithilli Patel and Grishma Patel.
February 27, 2013	15,00,000	10	10	Preferential allotment	Cash	25,00,000	2,50,00,000	12,50,000 Equity Shares were allotted to Ami Ridhish Patel and 2,50,000 Equity Shares were allotted to Ridhish Kiritbhai Patel.
March 30, 2018	14,55,231	10	85	Rights issue in the ratio of 1:0.58209, i.e. 58,209 Equity Shares against every 1,00,000 Equity Shares	Cash	39,55,231	3,95,52,310	10,13,630 Equity Shares were allotted to Ami Ridhish Patel, 1,85,670 Equity Shares were allotted to Kiritkumar Chimanbhai Patel, 1,529 Equity Shares were allotted to Kiritkumar Chimanbhai Patel HUF, 20,820 Equity Shares were allotted to Ridhish Kiritbhai Patel HUF and 2,33,582 Equity Shares were allotted to Ridhish Kiritbhai Patel.
February 12, 2024[(1)]	1,97,76,155	10	-	Bonus issue in the ratio of 5:1, i.e., five Equity Shares for every one Equity Share held.	Not applicable	2,37,31,386	23,73,13,860	21,01,285 Equity Shares were allotted to Kiritkumar Chimanbhai Patel, 1,50,67,650 Equity Shares were allotted to Ami Ridhish Patel, 11,67,910 Equity Shares were allotted to Ridhish Kiritbhai Patel, 500 Equity Shares were allotted to Hetal Narendrakumar Shah HUF, 3,29,600 Equity Shares were allotted to Narendrakumar Chhotalal Shah, 3,29,605 Equity Shares were allotted to Narendrakumar Chhotalal Shah HUF, 3,29,605 Equity Shares were allotted to Geetaben Narendrakumar Shah, 4,50,000 Equity Shares were allotted to Jayshree Kamal Patel.

[(1)] *The issuance made pursuant to bonus issue was done from the free reserves of the Company.*

(b) *History of Preference Share Capital of our Company:*

Our Company has not issued any preference shares since its incorporation.

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

Except as stated below, our Company has not issued any Equity Shares in the past for consideration other than cash or by way of bonus issue.

Date of allotment	Number of Equity Shares allotted	Face value per Equity Share (₹)	Issue price per Equity Share (₹)	Reason for allotment	Name of allottees
February 12, 2024[1]	1,97,76,155	10	-	Bonus issue in the ratio of 5:1, i.e., five Equity Shares for every one Equity Share held.	21,01,285 Equity Shares were allotted to Kiritkumar Chimanbhai Patel, 1,50,67,650 Equity Shares were allotted to Ami Ridhish Patel, 11,67,910 Equity Shares were allotted to Ridhish Kiritbhai Patel, 500 Equity Shares were allotted to Hetal Narendrakumar Shah HUF, 3,29,600 Equity Shares were allotted to Narendrakumar Chhotalal Shah, 3,29,605 Equity Shares were allotted to Narendrakumar Chhotalal Shah HUF, 3,29,605 Equity Shares were allotted to Geetaben Narendrakumar Shah, 4,50,000 Equity Shares were allotted to Jayshree Kamal Patel.

(1) *The issuance made pursuant to bonus issue was done from free reserves of the Company.*

3. **Issue of Equity Shares at a price lower than the Issue Price in the last one year**

Our Company has not issued any Equity Shares at a price lower than the Issue Price in the last one year preceding the date of this Draft Red Herring Prospectus.

4. **Issue of shares out of revaluation reserves**

Our Company has not issued any Equity Shares out of revaluation reserves since its incorporation.

5. **Issue of shares pursuant to any scheme of arrangement**

Our Company has not issued or allotted any Equity Shares in terms of a scheme of arrangement approved under Sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013 since its incorporation.

6. **Details of build-up, contribution and lock-in of Promoters' shareholding and lock-in of other Equity Shares**

As on the date of this Draft Red Herring Prospectus, our Promoters cumulatively hold 2,20,04,214 Equity Shares of face value of ₹ 10 each constituting 92.72 % of the issued, subscribed and paid-up share capital of our Company.

(a) *Build-up of Promoters' equity shareholding in our Company:*

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

Ami Ridhish Patel							
Date of allotment/ transfer	**Number of fully paid- up Equity Shares**	**Face value (₹)**	**Issue/ Transfer price per Equity Share (₹)**	**Nature of consideration**	**Nature of acquisition/ allotment/ transfer**	**Percentage of pre- Issue Equity Share capital (%)**	**Percentage of post- Issue Equity Share capital (%)**
February 1, 2011	5,000	10	10	Cash	Initial subscription to the Memorandum of Association	0.02	[●]
January 1, 2013	3,00,000	10	10	Cash	Preferential allotment	1.26	[●]
February 27, 2013	12,50,000	10	10	Cash	Preferential allotment	5.27	[●]
March 15, 2017	55,000	10	Nil	Not applicable	Transfer of Equity Shares by way of gift from Ridhish Kiritbhai Patel	0.23	[●]
March 15, 2017	97,500	10	Nil	Not applicable	Transfer of Equity Shares by way of gift from Ridhish Kiritbhai Patel HUF	0.41	[●]
March 15, 2017	97,500	10	Nil	Not applicable	Transfer of Equity Shares by way of gift from Kiritkumar Chimanbhai Patel HUF	0.41	[●]
March 15, 2017	97,500	10	Nil	Not applicable	Transfer of Equity Shares by way of gift from Maithali Ridhish Patel(1)	0.41	[●]
March 15, 2017	97,500	10	Nil	Not applicable	Transfer of Equity Shares by way of gift from Grishma Ridhish Patel(2)	0.41	[●]
March 30, 2018	10,13,630	10	85	Cash	Rights issue in the ratio of 1:0.58209, i.e. 58,209 Equity Shares against	4.27	[●]

Ami Ridhish Patel							
Date of allotment/ transfer	**Number of fully paid- up Equity Shares**	**Face value (₹)**	**Issue/ Transfer price per Equity Share (₹)**	**Nature of consideration**	**Nature of acquisition/ allotment/ transfer**	**Percentage of pre- Issue Equity Share capital (%)**	**Percentage of post- Issue Equity Share capital (%)**
					every 1,00,000 Equity Shares		
December 1, 2018	(100)	10	10	Cash	Transfer of Equity Shares to Hetal Narendrakumar Shah HUF	(Negligible)	[●]
February 12, 2024	1,50,67,650	10	-	Not applicable	Bonus issue in the ratio of 5:1, i.e., five Equity Shares for every one Equity Share held	63.50	[●]
Total	**1,80,81,180**					**76.19**	**[●]**

(1) *97,500 Equity Shares of face value of ₹ 10 each were transferred by way of gift from Maithali Ridhish Patel (minor, on the date of transfer) by her natural guardian, Ridhish Kiritbhai Patel.*
(2) *97,500 Equity Shares of face value of ₹ 10 each were transferred by way of gift from Grishma Ridhish Patel (minor, on the date of transfer) by her natural guardian, Ridhish Kiritbhai Patel.*

Kiritkumar Chimanbhai Patel							
Date of allotment/ transfer	**Number of fully paid- up Equity Shares**	**Face value (₹)**	**Issue/ Transfer price per Equity Share (₹)**	**Nature of consideration**	**Nature of acquisition/ allotment/ transfer**	**Percentage of pre- Issue Equity Share capital (%)**	**Percentage of post- Issue Equity Share capital (%)**
February 1, 2011	5,000	10	10	Cash	Initial subscription to the Memorandum of Association	0.02	[●]
March 15, 2017	2,40,000	10	Nil	Not applicable	Transfer of Equity Shares by way of gift from Ridhish Kiritbhai Patel	1.01	[●]
March 15, 2017	5,000	10	Nil	Not applicable	Transfer of Equity Shares by way of gift from Ridhish Kiritbhai Patel	0.02	[●]
March 15, 2017	2,50,000	10	Nil	Not applicable	Transfer of Equity Shares by way of gift from Ridhish Kiritbhai Patel	1.05	[●]
March 30, 2018	1,85,670	10	85	Cash	Rights issue in the ratio of 1:0.58209, i.e. 58,209 Equity Shares against every 1,00,000 Equity Shares	0.78	[●]
March 25, 2023	(65,921)	10	75.85	Cash	Transfer of Equity Shares to Narendrakumar Chhotalal Shah HUF	(0.28)	[●]
March 25, 2023	(65,921)	10	75.85	Cash	Transfer of Equity Shares to Geetaben Narendrakumar Shah	(0.28)	[●]
March 25, 2023	(43,571)	10	75.85	Cash	Transfer of Equity Shares to Narendrakumar Chhotalal Shah	(0.18)	[●]

Kiritkumar Chimanbhai Patel							
Date of allotment/ transfer	**Number of fully paid- up Equity Shares**	**Face value (₹)**	**Issue/ Transfer price per Equity Share (₹)**	**Nature of consideration**	**Nature of acquisition/ allotment/ transfer**	**Percentage of pre- Issue Equity Share capital (%)**	**Percentage of post- Issue Equity Share capital (%)**
February 5, 2024	(90,000)	10	150	Cash	Transfer of Equity Shares to Jayshree Kamal Patel	(0.38)	[●]
February 12, 2024	21,01,285	10	-	Not applicable	Bonus issue in the ratio of 5:1, i.e., five Equity Shares for every one Equity Share held	8.86	[●]
Total	**25,21,542**					**10.62**	**[●]**

Ridhish Kiritbhai Patel							
Date of allotment/ transfer	**Number of fully paid- up Equity Shares**	**Face value (₹)**	**Issue/ Transfer price per Equity Share (₹)**	**Nature of consideration**	**Nature of acquisition/ allotment/ transfer**	**Percentage of pre- Issue Equity Share capital (%)**	**Percentage of post- Issue Equity Share capital (%)**
January 1, 2013	3,00,000	10	10	Cash	Preferential allotment	1.26	[●]
February 27, 2013	2,50,000	10	10	Cash	Preferential allotment	1.05	[●]
March 15, 2017	(55,000)	10	Nil	Not applicable	Transfer of Equity Shares by way of gift to Ami Ridhish Patel	(0.23)	[●]
March 15, 2017	(2,40,000)	10	Nil	Not applicable	Transfer of Equity Shares by way of gift to Kiritkumar Chimanbhai Patel	(1.01)	[●]
March 15, 2017	(5,000)	10	Nil	Not applicable	Transfer of Equity Shares by way of gift to Kiritkumar Chimanbhai Patel	(0.02)	[●]
March 15, 2017	(2,50,000)	10	Nil	Not applicable	Transfer of Equity Shares by way of gift to Kiritkumar Chimanbhai Patel	(1.05)	[●]
March 30, 2018	2,33,582	10	85	Cash	Rights issue in the ratio of 1:0.58209, i.e. 58,209 Equity Shares against every 1,00,000 Equity Shares	0.98	[●]
February 12, 2024	11,67,910	10	-	Not applicable	Bonus issue in the ratio of 5:1, i.e., five Equity Shares for every one Equity Share held	4.93	[●]
Total	**14,01,492**					**5.91**	**[●]**

(b) Details of Promoters' contribution and lock-in

Pursuant to Regulations 14 and 16 (1)(a) of the SEBI ICDR Regulations, an aggregate of at least 20% of the fully diluted post-Issue Equity Share capital of our Company held by our Promoters shall be considered as the minimum Promoters' contribution and is required to be locked-in for a period of eighteen months from the date of Allotment ("**Minimum Promoters' Contribution**"). Our Promoters' shareholding in excess of 20% shall be locked in for a period of six months from the date of Allotment.

The details of the Equity Shares held by our Promoters, which shall be locked-in for Minimum Promoters' Contribution for a period of eighteen months, from the date of Allotment are set forth below:*

Name of the Promoter	Number of Equity Shares locked-in	Date up to which Equity Shares are subject to lock-in	Date of acquisition of Equity Shares and when made fully paid-up	Nature of transaction	Face value (₹)	Issue/Acquisition price per Equity Share (₹)	Pre- Issue Equity Share capital (%)	Percentage of post- Issue Equity Share capital
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

**To be completed prior to filing of the Prospectus with the RoC.*

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

Our Company undertakes that the Equity Shares that are being locked-in will not be ineligible for computation of Minimum Promoters' Contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, please see "*Capital Structure —Details of build-up, contribution and lock-in of Promoters' shareholding and lock-in of other Equity Shares – Build-up of Promoters' Equity shareholding in our Company*" on page 86.

In this connection, we confirm the following:

(i) The Equity Shares offered towards Minimum Promoters' Contribution have not been acquired during the three immediately preceding years (a) for consideration other than cash and revaluation of assets or capitalization of intangible assets, or (b) arising from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or from a bonus issue against Equity Shares, which are otherwise ineligible for computation of Minimum Promoters' Contribution;

(ii) The Equity Shares offered towards Minimum Promoters' Contribution have not been acquired by our Promoters during the year immediately preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price;

(iii) Our Company has not been formed by the conversion of one or more partnership firms or an LLP firm into a company;

(iv) The Equity Shares forming part of Minimum Promoters' Contribution are not subject to any pledge; and

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

(c) Details of Equity Shares locked-in for six months:

In addition to the Equity Shares proposed to be locked-in as part of the Minimum Promoters' Contribution as stated above, the entire pre-Issue Equity Share capital of our Company will be locked-in for a period of six months from the date of Allotment in terms of Regulation 16(1)(b) and 17 of the SEBI ICDR Regulations.

(d) Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors:

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

(e) Other requirements in respect of lock-in:

Pursuant to Regulation 20 of the SEBI ICDR Regulations, details of locked-in Equity Shares will be recorded by relevant depositories.

Pursuant to Regulation 21 of the SEBI ICDR Regulations, the locked-in Equity Shares held by our Promoters may be pledged only with scheduled commercial banks or public financial institutions or a systemically important NBFC or a housing finance company as collateral security for loans granted by such scheduled commercial bank or public financial institution or systemically important NBFC or housing company, provided that specified conditions under the SEBI ICDR Regulations are complied with. However, the relevant lock-in period shall continue pursuant to the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

Pursuant to Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by our Promoters, which are locked-in in accordance with Regulation 16 of the SEBI ICDR Regulations, may be transferred to and among our Promoters and any member of the Promoter Group, or to a new promoter of our Company and the Equity Shares held by any persons other than our Promoters, which are locked-in in accordance with Regulation 17 of the SEBI ICDR Regulations, may be transferred to and among such other persons holding specified securities that are locked in, subject to continuation of the lock-in in the hands of the transferee for the remaining period and compliance with the SEBI Takeover Regulations, as applicable.

7. **Shareholding pattern of our Company**

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

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid-up Equity Shares held (IV)	Number of partly paid-up Equity Shares held (V)	Number of shares underlying depository receipts (VI)	Total number of shares held (VII)=(IV)+(V) + (VI)	Shareholding as a % of total number of shares (calculate as per SCRR) (VIII) As a % of (A+B+C2)	Number of voting rights held in each class of securities (IX)				Number of shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of locked in shares (XII)		Number of shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialised form (XIV)
								Number of voting rights			Total as a % of (A+B+ C)							
								Class e.g.: Equity Shares	Class e.g.: others	Total				Number (a)	As a % of total shares held (b)	Number (a)	As a % of total shares held (b)	
(A)	**Promoters and Promoter Group**	3	2,20,04,214	0	0	2,20,04,214	92.72	2,20,04,214	0	2,20,04,214	92.72	0	92.72	0	0	0	0	2,20,04,214
(B)	**Public**	5	17,27,172	0	0	17,27,172	7.28	17,27,172	0	17,27,172	7.28	0	7.28	0	0	0	0	17,27,172
(C)	**Non-Promoter Non-Public**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	**Shares underlying depository receipts**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	**Shares held by employee trusts**	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
	Total	**8**	**2,37,31,386**	**0**	**0**	**2,37,31,386**	**100.00**	**2,37,31,386**	**0**	**2,37,31,386**	**100.00**	**0**	**100.00**	**0**	**0**	**0**	**0**	**2,37,31,386**

8. **Details of shareholding of the major Shareholders of our Company:**

(a) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as on the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)*
1.	Kiritkumar Chimanbhai Patel	25,21,542	10.62
2.	Ami Ridhish Patel	1,80,81,180	76.19
3.	Ridhish Kiritbhai Patel	14,01,492	5.91
4.	Narendrakumar Chhotalal Shah	3,95,520	1.67
5.	Narendrakumar Chhotalal Shah HUF	3,95,526	1.67
6.	Geetaben Narendrakumar Shah	3,95,526	1.67
7.	Jayshree Kamal Patel	5,40,000	2.27
Total		**2,37,30,786**	**100.00**

**Rounded to the nearest decimal place.*

(b) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of 10 days prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)*
1.	Kiritkumar Chimanbhai Patel	25,21,542	10.62
2.	Ami Ridhish Patel	1,80,81,180	76.19
3.	Ridhish Kiritbhai Patel	14,01,492	5.91
4.	Narendrakumar Chhotalal Shah	3,95,520	1.67
5.	Narendrakumar Chhotalal Shah HUF	3,95,526	1.67
6.	Geetaben Narendrakumar Shah	3,95,526	1.67
7.	Jayshree Kamal Patel	5,40,000	2.27
Total		**2,37,30,786**	**100.00**

**Rounded to the nearest decimal place.*

(c) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of one year prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)*
1.	Kiritkumar Chimanbhai Patel	25,21,542	10.62
2.	Ami Ridhish Patel	1,80,81,180	76.19
3.	Ridhish Kiritbhai Patel	14,01,492	5.91
4.	Narendrakumar Chhotalal Shah	3,95,520	1.67
5.	Narendrakumar Chhotalal Shah HUF	3,95,526	1.67
6.	Geetaben Narendrakumar Shah	3,95,526	1.67
7.	Jayshree Kamal Patel	5,40,000	2.27
Total		**2,37,30,786**	**100.00**

**Rounded to the nearest decimal place.*

(d) Set forth below are details of Shareholders holding 1% or more of the paid-up share capital of our Company as of two years, prior to the date of this Draft Red Herring Prospectus:

S. No.	Name of Shareholder	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)*
1.	Kiritbhai Chimanbhai Patel	6,85,670	17.34
2.	Ami Ridhish Patel	30,13,530	76.19
3.	Ridhish Kiritbhai Patel	2,33,582	5.91
Total		**39,32,782**	**99.44**

**Rounded to the nearest decimal place.*

9. **Details of the shareholding of our Directors, our Promoters and members of our Promoter Group**

Except as disclosed below, as on the date of this Draft Red Herring Prospectus, none of our Promoters and members of our Promoter Group hold any Equity Shares in our Company:

S. No.	Name of the Shareholder	Number of Equity Shares held	Percentage of the pre- Issue Equity Share capital (%)	Percentage of the post-Issue Equity Share capital (%)
Promoters				
1.	Ami Ridhish Patel	1,80,81,180	76.19	[●]
2.	Kiritkumar Chimanbhai Patel	25,21,542	10.62	[●]
3.	Ridhish Kiritbhai Patel	14,01,492	5.91	[●]
Promoter Group				
NIL				
Total		**2,20,04,214**	**92.72**	**[●]**

For details, with respect to the shareholding of the Directors, please see "*Our Management – Shareholding of Directors in our Company*" on page 274.

10. Our Company has complied with requirements of Companies Act, 1956 and Companies Act, 2013 with respect to issuance of its shares since its inception.

11. None of the BRLMs or their respective associates, as defined in the SEBI Merchant Bankers Regulations, hold any Equity Shares in our Company as of the date of this Draft Red Herring Prospectus.

12. Our Company, our Directors and the BRLMs have not entered into any buy-back arrangements for purchase of Equity Shares.

13. Our Company has not made any public issue since its incorporation, and has not made any rights issue of any kind or class of securities since its incorporation, other than as disclosed in "*Capital Structure– Share Capital History of our Company*" on page 84.

14. Our Company does not have any partly paid-up Equity Shares as of the date of this Draft Red Herring Prospectus and all Equity Shares Allotted in the Issue will be fully paid-up at the time of Allotment.

15. Except for the Equity Shares allotted pursuant to the Issue, there will be no further issue of Equity Shares whether by way of issue of bonus shares, rights issue, preferential issue or any other manner during the period commencing from the date of filing of this Draft Red Herring Prospectus until the listing of the Equity Shares on the Stock Exchanges pursuant to the Issue or refund of application monies.

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

17. Neither the members of our Promoter Group nor our Directors, nor any of their relatives have purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

18. Except the Issue, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/ Issue Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or qualified institutions placements or otherwise.

19. As of the date of this Draft Red Herring Prospectus, the total number of holders of the Equity Shares is eight.

20. Our Company shall ensure that any transactions in the Equity Shares by our Promoters and members of our Promoter Group during the period between the date of this Draft Red Herring Prospectus and the date of closure of the Issue shall be reported to the Stock Exchanges within 24 hours of the transactions.

21. Except for any employee stock options that may be granted pursuant to the ARMEE ESOP PLAN 2024, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus.

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

23. Neither the Book Running Lead Managers nor any associate of the Book Running Lead Managers (except Mutual Funds sponsored by entities which are associates of the Book Running Lead Managers or insurance companies promoted by entities which are associate of Book Running Lead Managers or AIFs sponsored by the entities which are associate of the Book Running Lead Managers or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the Book Running Lead Managers) shall apply in the Issue under the Anchor Investor Portion.

24. None of the investors of the Company are directly or indirectly related with the Book Running Lead Managers and/or their associates.

25. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoters and members of our Promoter Group are pledged or otherwise encumbered.

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

27. **Employee Stock Option Scheme**

Our Company, pursuant to the resolutions passed by our Board in its meeting dated May 7, 2024 and our Shareholders in its meeting dated May 9, 2024, adopted ARMEE ESOP PLAN 2024 which is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended. The maximum number of Equity Shares that may be issued pursuant to the exercise of options granted to participants under ARMEE ESOP PLAN 2024 are such number of Equity Shares not exceeding 5% of the paid-up share capital of our Company (subject to adjustments for corporate actions such as subdivision of Equity Shares or consolidation of Equity Shares). Further, our Company undertakes that any options that may be granted under ARMEE ESOP PLAN 2024 will be in compliance with the requirements of the Companies Act, 2013 and shall only be granted to such individuals who as of the date of the grant are employees of the Company.

Our Company has not undertaken any other employee stock option scheme and has not granted any options since its incorporation.

The following table sets forth the particulars of ARMEE ESOP PLAN 2024, as certified by the Independent Chartered Accountants, namely, N B T & Co., Chartered Accountants, by way of their certificate dated February 26, 2025 as on the date of this Draft Red Herring Prospectus:

Particulars	Details
	From September 30 2024 until the date of filing of this Draft Red Herring Prospectus
Total options granted	NIL
Exercise price of options in ₹ (as on the date of grant options)	NIL
Options forfeited/lapsed/cancelled	NIL
Variation of terms of options	NIL
Money realized by exercise of options	NIL
Total number of options outstanding in force	NIL
Total options vested (excluding the options that have been exercised)	NIL
Options exercised (since implementation of the ARMEE ESOP PLAN 2024)	NIL
The total number of Equity Shares arising as a result of exercise of granted options (excluding options that have been exercised)	NIL

Particulars	Details
	From September 30 2024 until the date of filing of this Draft Red Herring Prospectus
Employee wise details of options granted to:	
(a) Key Managerial Personnel	NIL
(b) Senior Management Personnel	NIL
(c) Any other employee who receives a grant in any one year of options amounting to 5% or more of the options granted during the year	NIL
(d) Identified employees who were granted options during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	NIL
Diluted earnings per share pursuant to the issue of Equity Shares on exercise of options in accordance with IND AS 33 'Earnings Per Share'	NIL
Where the Company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference, if any, between employee compensation cost so computed and the employee compensation calculated on the basis of fair value of the stock options and the impact of this difference, on the profits of the Company and on the earnings per share of the Company	NIL
Description of the pricing formula and method and significant assumptions used to estimate the fair value of options granted during the year including, weighted average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends, and the price of the underlying share in the market at the time of grant of option	NA
Impact on the profits and on the Earnings Per Share of the last three years if the accounting policies specified in the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended had been followed, in respect of options granted in the last three Years	NIL
Intention of Key Managerial Personnel, Senior Management Personnel, and Whole-time Directors who are holders of Equity Shares allotted on exercise of options to sell their shares within three months after the listing of Equity Shares pursuant to the Issue	NIL
Intention to sell Equity Shares arising out of ARMEE ESOP PLAN 2024 or allotted under the ARMEE ESOP PLAN 2024 within three months after the listing of Equity Shares by Directors, Key Managerial Personnel, Senior Management Personnel and employees having Equity Shares arising out of the ARMEE ESOP PLAN 2024, amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions)	NIL

OBJECTS OF THE ISSUE

The Issue comprises of up to [●] Equity Shares by our Company aggregating up to ₹ 30,000 lakh. For details, see "*The Issue*" beginning on page 67.

Net Proceeds

The details of the proceeds of the Issue are summarised in the table below:

(In ₹ lakhs)

Particulars	Amount
Gross Proceeds from the Issue[(2)]	Up to 30,000.00[(3)]
(Less) Issue expenses	[●][(1)]
Net Proceeds	[●][(1)]

Notes:
(1) To be finalized upon determination of the Issue Price and updated in the Prospectus at the time of filing with the RoC
(2) See "Objects of the Issue – Issue related expenses" on page 108.
(3) There is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges.

Requirement of funds

The net proceeds of the Issue, *i.e.*, gross proceeds of the Fresh Issue less Issue related expenses ("**Net Proceeds**") are proposed to be utilized by our Company in the following manner:

1. Expansion of business by procuring new Government/PSU projects;
2. Funding our working capital requirements;
3. Prepayment or repayment of certain outstanding borrowings availed by our Company; and
4. General corporate purposes. (collectively, the "**Objects**").

In addition to the aforementioned Objects, our Company expects that the listing of the Equity Shares will result in the enhancement of our visibility and our brand image among our existing and potential customers and creation of a public market for our Equity Shares.

The main objects and objects incidental and ancillary to the main objects of our Memorandum of Association enables our Company (i) to undertake our existing business activities; and (ii) to undertake the activities proposed to be funded from the Net Proceeds.

Utilization of Net Proceeds and Schedule of Deployment

The Net Proceeds are proposed to be utilized and are currently expected to be deployed in accordance with the schedule set forth below:

(in ₹ lakhs)

Sr. No.	Particulars	Total estimated amount^	Estimated utilization of Net Proceeds^	
			Fiscal 2026	Fiscal 2027
1.	Expansion of business by procuring new Government/PSU projects	15,500	9,000	6,500
2.	Funding our working capital requirements	6,000	6,000	-
3.	Prepayment or repayment of certain outstanding borrowings availed by our Company	899.04	899.04	-
4.	General corporate purposes[#]	[●]	[●]	-
5.	**Total**	**[●]**	**[●]**	**[●]**

[#] *The amount utilized for general corporate purposes shall not exceed 25% of the amount raised by our Company, and will be finalized upon determination of the Issue Price and shall be updated in the Prospectus prior to filing with the RoC.*
^ There is no guarantee that our Company may proceed with the Issue or the Issue may be successful and will result into listing of the Equity Shares on the Stock Exchanges.

We plan to allocate net proceeds to strategic business objectives, ensuring alignment with growth priorities and operational requirements. The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan, management estimates and other commercial and technical factors. However, the actual deployment of funds will depend on a number of factors, including the timing of completion of the Issue, market conditions, our Board's analysis of economic trends and business requirements, demand for our service offerings, contractual obligations, competitive landscape, as well as general factors affecting our results of operations and financial condition. We may have to revise our funding requirements and deployment on account of possible changes due to a variety of factors such as our financial and market condition, business and strategy, competition, variation in cost estimates, incremental pre-operative expenses and other external factors such as changes in the business environment and interest or exchange rate fluctuations, which may not be within the control of our management. In the event that the estimated utilization of the Net Proceeds in a scheduled Fiscal is not completely met, including due to the reasons stated above, the same shall be utilized in the next Fiscal, as may be determined by our Company in the best interest of the Company and subject to applicable laws. Our historical expenditure may not be reflective of our future expenditure plans. No bank, financial institution or other appraising entity has been appointed in relation to assessing any aspects of the Issue, the deployment of the Net Proceeds, or any aspect of our operations subsequent to such deployment of the Net Proceeds. For further information, see "*Risk Factors – 22. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.*" on page 41.

In case of any surplus amount after utilization of the Net Proceeds towards any of the aforementioned Objects, we may use such surplus amount towards other Objects as set out above. Further, our Company may decide to accelerate the estimated Objects ahead of the schedule specified above. However, in the event that estimated utilization out of the Net Proceeds in a scheduled Fiscal being not undertaken in its entirety, the remaining Net Proceeds shall be utilized in subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. Any such change in our plans may require rescheduling of our expenditure programs and increasing or decreasing expenditure for a particular object vis-à-vis the utilization of Net Proceeds.

Subject to applicable laws, in the event of any increase in the actual utilization of funds earmarked for the purposes set forth above, such additional funds for a particular activity will be met by way of means available to us, including from internal accruals and any additional equity and/or debt arrangements. Further, 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 other existing Objects.

Means of Finance

The fund requirements for the Objects above are proposed to be entirely funded from the Net Proceeds and hence, no amount is proposed to be raised through any other means of finance. Accordingly, we are in compliance with the requirements prescribed under Paragraph 9(C)(1) of Part A of Schedule VI and Regulation 7(1)(e) of the SEBI ICDR Regulations which require firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Fresh Issue and existing internal accruals. In case of a shortfall in meeting the aforementioned Objects, we may explore a range of alternate funding options including utilising our internal accruals and availing future debt from lenders. We believe that such alternate funding arrangements would be available to fund any such shortfalls.

Details of the utilization of Net Proceeds

1. Expansion of business by procuring new Government/PSU projects

The Company currently operates in the IT Infrastructure and IT Managed Services lines of business, and primarily caters to Government and PSU clients. Additionally, our Company has entered a new line of business, being solar energy projects in the renewable energy sector as an EPC service provider and as a developer under PPAs. Given the nature of these projects, particularly those involving Government and PSU clients, the Company will be required to provide PBGs and EMDs to prospective clients. These facilities are essential for securing contracts and ensuring compliance with performance obligations under the terms of contract for projects so secured.

As is intrinsic to and customary in our business, we are required to provide PBGs in favour of our clients under respective projects. These PBGs are mandated by the terms of contract in tenders awarded to us and are required to be furnished at the beginning of a project being awarded to us consequent to a successful bid and could remain valid up to a period beyond the date of completion of all contractual obligations, including warrantee obligations, depending upon the specific terms of the corresponding projects. PBGs, typically ranging from 3% to 10% of project value, are secured through fixed deposit accounts that remain locked until contractual obligations are fulfilled. Hence, moneys deposited in FD accounts against which banks have issued PBGs are essential for us to fulfil our contractual obligations towards our clients.

Our Company is currently dependent on non-fund based limits extended to us by various banks for satisfying our PBG and EMD requirements. Basis the limits expended Company is required to place fixed deposit with Bank(s) as collateral. Once these limits are exhausted, our Company has to provide 100% security coverage by way of FDs to avail of any further PBGs or EMDs.

As of September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022, we had issued PBGs amounting to ₹ 499.44 lakhs, ₹ 6,107.58 lakhs, ₹ 3,143.16 lakhs and ₹ 500.14 lakhs, respectively, towards securing our financial/ performance obligations under our Ongoing Projects. The said PBGs amounted to 4.99%, 5.31%, 6.09% and 1.51% of our contract value of projects awarded during six months ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively.

As of September 30, 2024, the company has been sanctioned non-fund-based limits of ₹5,540.00 lakhs, of which ₹4,895.01 lakhs have been utilized. These facilities are essential for issuing PBGs and EMDs to secure contracts, particularly in the Government and PSU sectors.

Our Company requires fund-based and non-fund based limits (which include limits for PBGs) to fulfil our contractual obligations towards clients. With an increasing number of projects being undertaken by us, we require increased funding to fulfil our contractual obligations in relation to such projects. Majorly, our Company requires non-fund based limits (secured by underlying FDs) to provide PBGs to clients after being awarded projects. Since revenues from a project accrue over the project's lifetime, while PBGs and their underlying FDs are required to be provided at the beginning of a project when a PBG is mandated, we require a large up-front commitment in the form of FD deposits to procure and service projects. Therefore, for us to continue our revenue growth and bid for larger or an increased number of projects, we will require additional funds to be deposited in FDs against which PBGs may be advanced. Therefore, our fund requirement has thus increased due to an increase in the contract value of the projects awarded to us where PBGs had to be advanced, as shown below:

(in ₹ lakhs, except percentages)

Particulars	Six months ended September 30, 2024	Fiscal Year 2024	Fiscal Year 2023	Fiscal Year 2022
	(Standalone)			
Contract value of projects awarded where PBGs were advanced	10,016.19	1,15,127.44	51,623.74	33,076.45
PBGs issued	499.44	6,107.58*	3,143.16*	500.14
PBGs as a % of order value of projects awarded where PBGs were advanced	4.99%	5.31%*	6.09%*	1.51%

** In Fiscals 2023 and 2024, Acer's bankers had advanced certain PBG limits to the Company's bankers in connection with some of the projects. These PBG limits amounted to ₹2,716.15 lakhs for an order valued at ₹46,036.44 lakhs in Fiscal 2023 and ₹4,136.08 lakhs for an order worth ₹70,102.91 lakhs in Fiscal 2024. The value of assets which Acer's bankers had taken as collateral or security to advance PBG limits to the Company's bankers, being the assets of a third-party, are not reflected in the Company's Audited Financial Statements.*

Concomitantly, the Company has to pay financing costs by way of interest paid over indebtedness, as well as block funds for margin towards advancing PBGs and EMDs.

(in ₹ lakhs, except for percentages)

Particulars	Six months ended September 30, 2024	Fiscal 2024**	Fiscal 2023**	Fiscal 2022
	(Standalone)			
Total Revenue	60,111.29	1,00,452.26	50,269.51	12,517.98
Funds blocked as margin for issuance of Bank Guarantee*	1,398.57	2,541.18	748.13	1,186.23
Funds blocked as margin for issuance of Bank Guarantee as a percentage of revenue	2.33%	2.53%	1.49%	9.48%

** Fund blocked as margin does not include tangible assets and fund requirement for PBG advanced by Acer's banker*
** In Fiscals 2023 and 2024, Acer's bankers had advanced certain PBG limits to the Company's bankers in connection with some of the projects. These PBG limits amounted to ₹2,716.15 lakhs for an order valued at ₹46,036.44 lakhs in Fiscal 2023 and ₹4,136.08 lakhs for an order worth ₹70,102.91 lakhs in Fiscal 2024. The value of assets which Acer's bankers had taken as collateral or security to advance PBG limits to the Company's bankers, being the assets of a third-party, are not reflected in the Company's Audited Financial Statements.*

In Fiscal 2022, the Company was awarded a project worth ₹20,505.60 lakhs for the supply of 1,579 technical personnel over a five-year period. For the said contract, we were required to provide a PBG on the 3% of annual service charges which amounted to ₹15.81 lakhs only. As a result, the PBG% relative to the total order value is relatively low. Further, the value of assets which Acer's bankers had taken as collateral or security to advance PBG limits to our bankers, being the assets of a third-party, are not reflected in our Audited Financial Statements. Resultantly, our funding requirements with respect to our operational revenues in Fiscals 2023 and 2024 are only a portion of the total funding requirement deployed on the aforementioned projects. Without Acer's bankers advancing the aforementioned PBG limits to our bankers, our fund requirements towards PBGs may have been greater in the corresponding period.

Fixed deposit towards Bank Guarantees

(in ₹ lakhs, except for percentages)

Particulars	Units	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
		(Standalone)			
Fixed deposit towards Bank Guarantee	₹ lakhs	1,398.57	2,541.18	748.13	1,186.23
Holding Period	Days	5	10	6	35

Note: In Fiscals 2023 and 2024, Acer's bankers had advanced certain PBG limits to the Company's bankers in connection with some of the projects. These PBG limits amounted to ₹2,716.15 lakhs for an order valued at ₹46,036.44 lakhs in Fiscal 2023 and ₹4,136.08 lakhs for an order worth ₹70,102.91 lakhs in Fiscal 2024. The value of assets which Acer's bankers had taken as collateral or security to advance PBG limits to the Company's bankers, being the assets of a third-party, are not reflected in the Company's Audited Financial Statements.

The PBGs furnished by us usually range from 3% to 10 % of the project value. However, the majority of the projects we are currently engaged in require a 5% PBG on their order value (including GST). These PBGs are required to be furnished at the beginning of the project and could remain valid up to a period beyond the date of completion of all contractual obligations, including warrantee obligations depending upon the terms of the project. PBGs extended by us remain valid for the duration specified in the terms of projects, and are on an average close to five years.

The values of PBGs advanced, and hence their underlying FDs, are based upon the value of the projects we bid for and projects which are awarded to us. Our eligibility to bid for and service projects which have large outlays requires correspondingly large PBGs to be advanced, and the number of projects we can bid for and service are also dependent upon the funds we can provide as FDs and margin money to obtain PBGs to advance to clients. Since revenues from a project accrue over the project's lifetime, while PBGs and their underlying FDs are required to be provided at the beginning of a project when a PBG is mandated, we require a large up-front commitment of liquid funds in the form of FD deposits to service correspondingly large projects, or larger number of projects. Thus, for us to continue our revenue growth and bid for larger or an increased number of projects, we will require additional funds to be deposited in FDs against which PBGs may be advanced.

As of September 30, 2024, a significant number of our projects are with the Government and PSU clients. Revenue from operations generated from our Government and PSU clients during the six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022 amounted to 83.65%, 90.96%, 84.65%, and 58.22% as a percentage of total revenue from operations, for the corresponding periods.

The following table outlines the Company's PBGs as a percentage of order values:

(in ₹ lakhs, except for percentages)

Period	Revenue from Operations*	Outstanding Order Book*	Incremental addition to Order Book*	Order to Revenue Ratio	Total Government Order Received*	Order Value Where PBG is Given*	Amount of PBG*	% of PBG to Order Value
Fiscal Year 2022[(1)]	12,517.98	35,720.66	38,432.27	3.07	33,127.76	33,076.45	500.14	1.51%
Fiscal Year 2023[(2)]	50,269.51	45,263.51	59,812.36	1.19	52009.96	51,623.74	3,143.16	6.09%
Fiscal Year 2024[(2)]	1,00,452.26	68,313.05	1,23,501.81	1.23	1,16,005.23	1,15,127.44	6,107.58	5.31%
Six months ended September 30, 2024	60,111.29	31,986.52	23,785.21	0.40	10,215.86	10,016.19	499.44	4.99%
Total	**2,23,351.04**	**1,81,283.74**	**2,45,531.65**	**1.10**	**2,11,358.81**	**2,09,843.82**	**10,250.32**	**4.88%**

** All figures are excluding applicable GST; Figures are on a standalone basis.*

Notes:

(1) In Fiscal 2022, the Company was awarded a project worth ₹20,505.60 lakhs for the supply of 1,579 technical personnel over a five-year period. For the said contract, Company was required to provide a Performance Bank Guarantee (PBG) on the 3% of annual service charges which amounted to ₹15.81 lakhs only. As a result, the PBG% relative to the total order value is relatively low.

(2) In Fiscals 2023 and 2024, Acer's bankers had advanced certain PBG limits to the Company's bankers in connection with some of the projects. These PBG limits amounted to ₹2,716.15 lakhs for an order valued at ₹46,036.44 lakhs in Fiscal 2023 and ₹4,136.08 lakhs for an order worth ₹70,102.91 lakhs in Fiscal 2024. The value of assets which Acer's bankers had taken as collateral or security to advance PBG limits to the Company's bankers, being the assets of a third-party, are not reflected in the Company's Audited Financial Statements.

The value of assets which Acer's bankers had taken as collateral or security to advance PBG limits to our bankers, being the assets of a third-party, are not reflected in our Audited Financial Statements. Resultantly, our funding requirements with respect to our operational revenues in Fiscals 2023 and 2024 are only a portion of the total funding requirement deployed on the aforementioned projects. Without Acer's bankers advancing the aforementioned PBG limits to our bankers, our fund requirements towards PBGs may have been greater in the corresponding period.

The value of assets which Acer's bankers had taken as collateral or security to advance PBG limits to our bankers, being the assets of a third-party, are not reflected in our Audited Financial Statements. Resultantly, our funding requirements with respect to our operational revenues in Fiscals 2023 and 2024 are only a portion of the total funding requirement deployed on the aforementioned projects. Without Acer's bankers advancing the aforementioned PBG limits to our bankers, our fund requirements towards PBGs may have been greater in the corresponding period.

In light of the foregoing and based on the expected order value where PBGs may be required in Fiscals 2026 and 2027, the following table outlines projected PBG requirements for Fiscals 2026 and 2027:

(in ₹ lakhs, except for percentages)

FY	Expected Order Value where PBG is required	Amount of PBG*	% of PBG to Expected Order Value
2025-26	1,77,733.59	10,521.28	5.92
2026-27	2,21,930.03	13,143.87	5.92
Total	**3,99,663.62**	**23,665.15**	**5.92**

**including GST.*

The Company proposes to utilize ₹ 15,500 lakhs of the Net Proceeds towards creating FDs as collateral to fund the PBG requirements of the Company. This will free up the Company's internal accruals towards funding its operational and capital expenditure by reducing its financing requirements towards availing PBGs and EMDs. This may also enhance the Company's ability to bid for projects having higher project/order values.

2. Funding our working capital requirements

We fund a majority of our working capital requirements in the ordinary course of business from various banks and internal accruals. For details, please see the section titled *"Financial Indebtedness"* beginning on page 299. We are continuously expanding our business and planning to increase the size of the projects we bid for and service, improve our pre-qualification credentials, expand our geographical footprint, and to increase the number of bids we undertake under our extant business plan. In light of the above, our Company will require incremental working capital to fund inventories, trade receivables, trade payables. In order to support our growing business requirements, our Company will require incremental working capital over Fiscal 2026. The funding of the incremental working capital requirements of our Company will lead to a consequent increase in our profitability and achieving proposed targets as per our business plan.

As on September 30, 2024, our Company's net working capital was ₹ 9,323.49 lakhs as against ₹ 5,757.62 lakhs as on March 31, 2024. Our business requires continuous consumption of working capital and so far we have funded a majority of our working capital requirements in the ordinary course of business from internal accruals and by entering into financing arrangements with various banks and financial institutions and unsecured loans. For details of the working capital facilities availed by our Company, see "*Financial Indebtedness*" on page 299.

In recent years, the business of our Company has grown substantially. Our Company had achieved revenue from operations of ₹1,02,057.47 lakhs in Financial Year 2024, ₹ 50,269.51 lakhs in Financial Year 2023, ₹ 12,517.98 lakhs in Financial Year 2022, representing a CAGR of 185.53% and our revenue from operations for the six month period ended September 30, 2024 stood at ₹ 60,440.57 lakhs. The Order Book of our Company as on September 30, 2024, was ₹ 31,986.52 lakhs. Considering the growth of our Company, we will require additional working capital to fund our growth. We intend to utilize up to ₹ 6,000.00 lakhs from the Net Proceeds to fund the working capital for meeting business requirements of our Company.

Basis of estimation of working capital requirement and projected working capital requirement

(a) Existing working capital

The details of our Company's working capital for the six months period ended September 30, 2024 and as on March 31, 2024, March 31, 2023 and March 31, 2022, and the source of funding, on a standalone basis, as certified by M/s Kantilal & Co., Chartered Accountants through their certificate dated February 26, 2025, are provided in the table below:

(₹ in lakh)

Particulars	**As at September 30, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
	(Standalone)			
Current assets				
Inventories	7,345.37	3,534.17	724.01	1,946.86
Trade receivables (Billed) and Other financial assets (unbilled revenue portion)	27,968.36	50,101.33	16,800.00	5,922.10
Other Current Assets	2,413.72	4,042.54	673.62	679.47
Other Financial Assets				
Other Financial Assets including Loans(excluding cash and Cash equivalents and other bank balances)	867.31	852.25	484.75	831.92
Non-Current Financial Assets *				
Non-Current Trade Receivable and Other Noncurrent Financial Assets (unbilled revenue portion)*	4,851.29	1,271.50	702.77	-
Total current assets (A)	**43,446.05**	**59,801.79**	**19,385.15**	**9,380.35**
Current liabilities				
Financial liabilities				
Trade payables	31,158.61	51,624.24	12,647.07	4,984.81
Other Financial and Current Liabilities (includes Provisions and Current Tax Liabilities) (Excluding lease liability)	1,626.60	1,552.44	572.54	518.15
Non-Current Liabilities- Unearned and Deferred Revenue and Provision for Claims and Contingencies**	1,337.35	867.49	481.01	-
Total current liabilities (B)	**34,122.56**	**54,044.17**	**13,700.62**	**5,502.96**
Net working capital requirements (C) (C=A-B) (excluding borrowings)	**9,323.49**	**5,757.62**	**5,684.53**	**3,877.39**
Existing funding pattern				
Short Term Borrowings	1,865.23	683.70	2,149.50	1,541.02
Internal Accruals***	7,458.26	5,073.92	3,535.03	2,336.37
Total	**9,323.49**	**5,757.62**	**5,684.53**	**3,877.39**

**Non-Current Financial Assets being margin money and trade receivables is considered as current assets for the purpose of determining working capital requirements.*
***Non-Current Liabilities being unearned and deferred revenue and provision for claim and contingencies are considered as current liabilities assets for the purpose of determining working capital requirements.*
****Figures are Tentative*

 # Conventional way of calculation of Working Capital for a manufacturing business/ service industry is Current Asset less Current Liabilities. Basis the peculiar nature of the business of the Company and understanding we got from the management in consultation with BRLMs we have calculated Working Capital as above which gives a more accurate and realistic view as per the Company of its working capital requirements.

Note: As certified by M/s Kantilal Patel & Co., Chartered Accountants, by way of certificate dated February 26, 2025.

Future working capital

The estimates of the working capital requirements for the financial years ending on March 31, 2026 have been prepared based on the management estimates of future financial performance. The projection has been prepared using a set of assumptions that include assumptions about future events and our management's actions that may not necessarily occur.

On the basis of existing and estimated working capital requirement of our Company on a standalone basis, and assumptions for such working capital requirements, our Board pursuant to its resolution dated February 17, 2025 has approved the projected working capital requirement for Fiscal 2026 and the proposed funding of such working capital requirements as set forth below:

(₹ in lakh)

Particulars	As at March 31, 2026 (Projected) (Standalone)
Current assets	
Inventories	11,103.29
Trade receivables (billed) and Other financial assets (unbilled revenue portion)	75,255.81
Other Current Assets	2,713.84
Other Financial Assets	
Other Financial Assets including Loans (excluding cash and Cash equivalents and other bank balances)	327.58
Non-Current Financial Assets *	
Non-Current Trade Receivable and Other Non-current Financial Assets (unbilled revenue portion)	3,495.90
Total current assets (A)	**92,896.42**
Current liabilities	
Financial liabilities	
Trade payables	58,292.26
Other Financial and Current Liabilities (includes Provisions and Current Tax Liabilities) (Excluding lease liability)	1,117.98
Non-Current Liabilities - Unearned and Deferred Revenue including Provisions for Claim and Contingencies**	784.70
Total current liabilities (B)	**60,194.94**
Net working capital requirements (C) (C=A-B) (excluding borrowings)	**32,701.48**
Funding pattern	
(a) Borrowings from Banks/financial institutions/promoters	5,500.00
(b) Proceeds from the Issue	6,000.00
(c) Internal Accruals/Equity	21,201.48
Total	**32,701.48**

**Non-Current Assets being margin money and trade receivables is considered as current assets for the purpose of determining working capital requirements.*

***Non-Current Liabilities being unearned and deferred revenue and provision for claim and contingencies are considered as current liabilities assets for the purpose of determining working capital requirements.*

 # Conventional way of calculation of Working Capital for a manufacturing business/ service industry is Current Asset less Current Liabilities. Basis the peculiar nature of the business of the Company and understanding we got from the management in consultation with BRLMs we have calculated Working Capital as above which gives a more accurate and realistic view as per the Company of its working capital requirements.

Our Statutory Auditors have provided no assurance or services related to any prospective financial information.

Key Parameters on the basis of which we have determined our working capital requirements are presented hereinbelow:

(₹ in lakh)

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	For the six months ended September 30, 2024
	(Actual)			
Revenue from Operations	12,517.98	50,269.51	1,00,452.26	60,111.29
Working capital*	3,877.39	5,684.53	5,757.62	9,323.49
Percentage of working capital to revenue	30.97%	11.31%	5.73%	15.51%
Growth in revenue from operations	NA**	301.58%	99.83%	NA***

**Conventional way of calculation of Working Capital for a manufacturing business/ service industry is Current Asset less Current Liabilities. Basis the peculiar nature of the business of the Company and understanding we got from the management in consultation with BRLMs we have calculated Working Capital as above which gives a more accurate and realistic view as per the Company of its working capital requirements.*
***Not included as the comparative period figures under Ind AS for the period ended March 31, 2021 have not been reported.*
****This figure is not disclosed as it has not been annualised.*

The following table sets forth the details of the holding period for Fiscals 2022, 2023 and 2024, and the six months period ended September 30, 2024 as well as projected for Fiscal 2026:

Particulars	No. of days				
	For the Fiscal ended March 31, 2022	For the Fiscal ended March 31, 2023	For the Fiscal ended March 31, 2024	For the six month period ended September 30, 2024	For the Fiscal ended March 31, 2026
	(Actual)				(Projected)
Current assets					
Inventory	57	6	13	22	18
Trade receivables (billed) and Other financial assets (unbilled revenue portion)	173	122	183	84	117
Other Current Assets	20	5	15	8	5
Other Financial Assets					
Other Financial Assets including Loans (excluding cash and Cash equivalents and other bank balances)	25	4	4	3	1
Non-Current Trade Receivable and Other Non-current Financial Assets (unbilled revenue portion)	-	6	5	15	6
Current liabilities					
Trade Payables	146	92	188	94	91
Other Financial and Current Liabilities (includes Provisions and Current Tax Liabilities) (Excluding lease liability)	16	5	6	5	2
Non-Current Liabilities -Unearned and Deferred Revenue including Provisions for Claim and Contingencies	-	4	4	4	2

Notes:
1. *As certified by M/s Kantilal & Co., Chartered Accountants, by way of certificate dated* February 26, *2025.*
2. *Holding period (in days) is calculated as respective current asset or current liability divided by revenue from operations multiplied by number of days (see note 3 below). Estimated holding days for Fiscal 2022, 2023, 2024 and 2026 have been rounded to the nearest number.*
3. *The holding period has been computed over three hundred sixty-five (365) days for each fiscal year and one hundred eighty (180) days for the six months period ended September 30, 2024.*

Aspects of our business are seasonal in nature, and it is a general trend that certain operational metrics of our business are substantially higher in the second half of a Fiscal Year (H2) as opposed to the first half (H1). Hence, figures for the six month period ended September 30, 2024, in isolation, should not be used to project or extrapolate our future performance on an annual basis.

Key assumptions for working capital projections

Current Assets

i) Inventory:

Particulars	Units	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at September 30, 2024	As at March 31, 2026 (Projected)
Inventory	₹ lakhs	1,946.86	724.01	3,534.17	7,345.37	11,103.29
Holding Period	Days	57	6	13	22	18

The inventory levels of our company are primarily driven by the requirements of ongoing projects. We maintain IT infrastructure inventory based on the requirements of our ongoing projects. Going forward, we will need to maintain additional inventory for projects under our proposed solar energy projects in the renewable energy sector and for Experience Zones as well.

As of September 30, 2024, our Order Book stands at ₹ 31,986.52 lakh, and with the anticipated addition of new projects which we may obtain, we have projected a strategic adjustment in inventory levels for the coming years. Accordingly, we plan to maintain an inventory level equivalent to approximately 18 days of operational requirements in Fiscal 2026.

ii) Trade Receivables (billed revenue) and Other Financial Assets (unbilled revenue portion):

Particulars	Units	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at September 30, 2024	As at March 31, 2026 (Projected)
Trade Receivables (Billed)	₹ lakhs	4,613.88	10,971.78	28,089.23	22,788.36	44,666.81
Other Financial Assets (Unbilled Revenue)	₹ lakhs	1,308.22	5,828.22	22,012.10	5,180.00	30,589.00
Trade Receivables*	₹ lakhs	5,922.10	16,800.00	50,101.33	27,968.36	75,255.81
Holding Period	Days	173	122	183	84	117

** Other financial assets (unbilled revenue) is treated as a constituent of trade receivables for the calculation of trade receivable days because it represents amounts earned and due to be invoiced in the near term, having an immediate bearing on the Company's cash flow and liquidity.*

The Company obtains most of its revenues from projects awarded by Government/PSU entities, who are also our major clients.

The distinction between billed and other financial assets (unbilled revenue portion) can be illustrated thus:

1. For example, when certain deliveries are made to clients by us, say on September 30, 2024 (also being the date when accounts are drawn by us), backed by corresponding e-way bills for such deliveries, we book revenues based on the same.

2. However, actual tax invoices are raised usually at a future date, for example on November 30, 2024, when the actual milestone for raising a bill is reached according to the terms of the contract of the project being serviced and after our management is reasonably confident that all approvals from various departments concerned are in place. This practice has come into being, since, once the tax invoices are raised, GST becomes payable upon the same, and accordingly funds have to be arranged for payment of GST.

3. Simultaneously, the terms of payment under the invoices and terms of contract for projects usually stipulate payment to be made by a client within a time window significantly later than the date of the invoice. Accordingly, payment may be received, for example, in 90 days (i.e., on or by February 28, 2025) based on the terms of payment.

In the above illustration, the receivables so recorded from the date of the e-way bill up till the date of raising tax invoices are categorised as other financial assets (unbilled revenue). Receivables on and from the date of raising the tax invoice up till the date of actual payment being received are categorised as billed receivables. Thus, the period from September 30, 2024 to November 30, 2024, would be counted as other financial assets (unbilled revenue) and the period from November 30, 2024 to February 28, 2025, would be counted as billed trade receivables. It may be noted that both billed and unbilled trade receivables have to be funded from the available working capital resources.

Other financial assets (unbilled revenue) primarily accrues from projects having Government and PSU clients, where the company has completed certain milestones but is in the process of issuing corresponding invoices.

In Fiscal Years 2022, COVID adversely affected business globally, and for factors which were beyond our control. Resultantly, the receivable days increased to 173 days. The majority of accumulated receivables were collected towards the end of Fiscal Year 2023, which reduced receivable drastically up to 122 days.

The company is determined to improve financial discipline in the area of trade receivables and has targeted to bring it down to 117 Days for Fiscal 2026.

iii) Other Current Assets :

Particulars	Units	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at September 30, 2024	As at March 31, 2026 (Projected)
Other Current Assets	₹ lakhs	679.47	673.62	4,042.54	2,413.72	2,713.84

(excluding cash and Cash equivalents)*						
Holding Period	Days	20	5	15	8	5

** Other current assets mainly comprise of GST receivables, advances to vendor and prepaid expenses etc.*

Other Financial Assets including Loans (excluding cash and Cash equivalents and other bank balances): Other Financial assets mainly comprise of security deposits and interest accrued on FDs etc.

Particulars	Units	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at September 30, 2024	As at March 31, 2026 (Projected)
Other Financial Assets	₹ lakhs	831.92	484.75	852.25	867.31	327.58
Holding Period	Days	25	4	4	3	1

Non-Current Trade Receivables and Other Non-current Financial Assets (unbilled revenue portion):

Particulars	Units	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at September 30, 2024	As at March 31, 2026 (Projected)
Non-Current Trade Receivable and Other Noncurrent Financial Assets (unbilled revenue portion)	₹ lakhs	-	702.77	1,271.50	4,851.29	3,495.90
Holding Period	Days	-	6	5	15	6

Note: The Company is servicing several projects where 5% of the total project value will be realized over a period of five years upon the satisfaction of certain performance obligations related to preventive maintenance services, as outlined in corresponding terms of contract. In accordance with Schedule III of the Companies Act, 2013, any portion of this receivable amount that is expected to be realized beyond 12 months from the applicable reporting date has and will be classified as a non-current asset.

Trade Payables

Particulars	Units	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at September 30, 2024	As at March 31, 2026 (Projected)
Trade Payables	₹ lakhs	4,984.81	12,647.07	51,624.24	31,158.61	58,292.26
Holding Period	Days	146	92	188	94	91

As the Company was unable to recover certain trade receivables on time during Fiscal Years 2022 owing to COVID and its consequent impact, the Company’s capacity to clear its trade payables was adversely affected. Subsequently, as a majority of such accumulated trade receivables were collected by the end of Fiscal Year 2023, it resulted in a higher clearing of the trade payables in Fiscal Year 2023, as compared to Fiscal Years 2022, with trade payables days dropping drastically from 146 days (in Fiscal Year 2022) to 92 days (in Fiscal Year 2023).

The company is determined to improve financial discipline in the area of Trade Payables and has targeted to bring down trade payable days to 91 days in Fiscal 2026. As the company continues to scale its operations across its lines of business, it expects to manage a blended trade payable cycle that balances both shorter and longer payment terms from various suppliers based on its operational requirements and market conditions.

Other Financial liabilities, Other Current Liabilities, provisions and Income Tax Liabilities (excluding lease liabilities)

It includes monies payable to employees, statutory liabilities, advances from customer, claim and contingencies, provision for gratuity and current tax liabilities. Our company had maintained holding level of other financial liabilities, other current liabilities, current tax liabilities (net) and provision (excluding current lease liabilities) at 16 Days in Fiscal 2022, 5 days in Fiscal 2023, 6 days in fiscal 2024 and 5 days in September 30, 2024. We would maintain the holding level to around 2 days in Fiscal 2026.

Particulars	Units	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at September 30, 2024	As at March 31, 2026 (Projected)
Other Financial liabilities, other Current Liabilities, provisions and Income Tax Liabilities (excluding lease Liabilities)	₹ lakhs	518.15	572.54	1,552.44	1,626.60	1,117.98
Holding Period	Days	16	5	6	5	2

Non-Current Liabilities - Unearned and Deferred Revenue including Provisions for Claim and Contingencies

Particulars	Units	As at March 31, 2022	As at March 31, 2023	As at March 31, 2024	As at September 30, 2024	As at March 31, 2026 (Projected)
Non-Current Liabilities - Unearned and Deferred Revenue including Provisions for Claim and Contingencies	₹ lakhs	-	481.01	867.49	1,337.35	784.70
Holding Period	Days	-	4	4	4	2

3. **Prepayment or repayment of certain outstanding borrowings availed by our Company**

Our Company has entered into various financing arrangements from time to time, with various lenders. The financing arrangements availed by our Company include, *inter alia*, term loans, business loans and working capital facilities. For further details, please refer to "*Financial Indebtedness*" on page 299. As of January 31, 2025**,** our total outstanding borrowings amounted to ₹ 4,977.45 lakhs, on a consolidated basis. Our Company proposes to utilize an estimated amount of up to ₹ 899.04 lakhs from the Net Proceeds towards pre-payment or repayment of certain unsecured loans and other types of facilities availed by our Company.

Repaying borrowings will reduce financial costs, improve the Company's debt to equity ratio, and redirect internal accruals from servicing our debt obligations to investments and growth. We have chosen to prepay the below loans since they carry relatively higher interest rates compared to indebtedness which we have otherwise undertaken.

The following table provides details of loans and facilities availed by our Company, out of which we propose to pre-pay or repay, some or part of the below mentioned loans and/or facilities, up to an amount aggregating to ₹ 899.04 lakhs from the Net Proceeds:

S. No	Name of lender	Nature of borrowing	Date of sanction letter	Amount sanctioned as per sanction letter (*In ₹ lakhs*)	Amount outstanding as on January 31, 2025 (*In ₹ lakhs*)	Purpose for which loan was availed	Tenor/ Repayment schedule	Interest rate per annum as of January 31, 2025	Pre-payment penalty, if any
Borrowings by our Company									
1	Deutsche Bank	Loan against property	November 6, 2023	995.00	869.09	Business expansion	Monthly repayment for 84 months	9.00%	4.00% of the loan outstanding at the time of loan closure
2	Aditya Birla Finance Ltd	Flexi loan	May 30, 2023	70.00	16.65	Working capital	Monthly repayment for 24 months	17.50%	4% of the total withdrawable amount + GST

S. No	Name of lender	Nature of borrowing	Date of sanction letter	Amount sanctioned as per sanction letter (*In ₹ lakhs*)	Amount outstanding as on January 31, 2025 (*In ₹ lakhs*)	Purpose for which loan was availed	Tenor/ Repayment schedule	Interest rate per annum as of January 31, 2025	Pre-payment penalty, if any
3	Tata Capital Financial Services	Dropline overdraft	July 27, 2023	25.20	13.30	Business loan	Monthly repayment for 36 months	17.00%	5%+GST of pre-payment amount
	Total			**1,090.20**	899.04				

Note: In accordance with Clause 9(A)(2)(b) of Part A of Schedule VI of the SEBI ICDR Regulations which requires a certificate from the statutory auditor certifying the utilization of loan for the purpose availed, our Company has obtained the requisite certificates from the Statutory Auditor of the Company dated February 26, 2025 in respect of the Company.

The loans that we propose to repay from Net Proceeds (amounting to ₹ 899.04 lakhs) constitute 18.06% of the total outstanding borrowings of our Company as on January 31, 2025. The selection of borrowings proposed to be repaid/pre-paid by us shall be based on various factors including (i) any conditions attached to the borrowings restricting our ability to prepay the borrowings and time taken to fulfil such requirements, (ii) levy of any prepayment penalties and the quantum thereof, (iii) other commercial considerations including, among others, the interest rate on the loan facility, the amount of the loan outstanding and the remaining tenor of the loan, (iv) receipt of consents for prepayment and (v) provisions of any law, rules, regulations governing such borrowings. The borrowings with a higher rate of interest are proposed to be repaid by the Company. Further, our Company has obtained written consents from our lenders for undertaking the Issue.

Payment of additional interest, prepayment penalty or premium, if any, and other related costs shall be made by us out of the internal accruals or out of the Net Proceeds as may be decided by our Company. Given the nature of the above-mentioned borrowings and the terms of repayment, the aggregate outstanding borrowing amounts which we propose to repay may vary from time to time. In light of the above, if at the time of filing this Draft Red Herring Prospectus or after that date, any of the above- mentioned loans or facilities may be repaid in part or full or refinanced and our Company may also avail additional borrowings and/or draw down further funds under existing loans from time to time. Accordingly, the table above shall be suitably revised to reflect the revised amounts or loans, as the case may be, which have been availed by our Company. In addition to the above, we may, from time to time, enter into further financing arrangements and draw down funds thereunder. In such cases or in case any of the above loans are prepaid, repaid, redeemed (earlier or scheduled), refinanced or further drawn down prior to the completion of the Issue, we may utilize Net Proceeds towards prepayment and/or repayment of such additional indebtedness availed by us, details of which shall be provided in the Red Herring Prospectus.

4. General corporate purposes

The Net Proceeds will first be utilized for the Objects as set out above. We will have flexibility in utilizing the balance Net Proceeds, if any, for general corporate purposes, subject to such utilization not exceeding 25% of the Gross Proceeds from the Issue in accordance with Regulation 7(2) of the SEBI ICDR Regulations. The quantum of utilization of funds toward the aforementioned purposes will be determined by our Board based on the amount actually available under the head "General Corporate Purposes" and the corporate requirements of our Company, from time to time.

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

Such general corporate purposes may include, but are not restricted to, the following:

(i) meeting ongoing general corporate expenses, exigencies and contingencies;

(ii) funding growth opportunities i.e. to enter any joint venture/partnership for any specific project, including organic and inorganic acquisitions and meeting exigencies, including but not limited to funding opportunities towards Experience Zones and solar energy projects in the renewable energy sector,

(iii) marketing and brand building exercises;

(iv) strategic initiatives;

(v) business development initiatives i.e. one time expenditure, meeting expenses incurred by our Company in relation to its projects for procuring equipment or other expenditures; and

(vi) any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the Companies Act.

In case of variations in the actual utilization of funds designated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any which are not applied to the other purposes set out above. In the event our Company is unable to utilize the Net Proceeds towards any of the objects of the Issue for any of the reasons as aforementioned, our Company may utilize such Net Proceeds towards general corporate purposes, provided that the aggregate amount deployed towards general corporate purposes shall not exceed 25% of the Gross Proceeds from the Fresh Issue.

In addition to the above, our Company may utilize the Net Proceeds towards other expenditure (in the ordinary course of business) considered expedient and approved periodically by our Board. Our Company's management, in accordance with the policies of our Board, shall have flexibility in utilising surplus amounts, if any, and consequently our funding requirement and deployment of funds may also change. This may also include rescheduling the proposed utilization of Net Proceeds and increasing or decreasing expenditure for a particular Object i.e., the utilization of Net Proceeds.

Means of finance

The fund requirements set out above are proposed to be funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised from the Issue. In case of a shortfall in the Net Proceeds or any increase in the actual utilization of funds earmarked for the Objects, our Company may explore a range of options including utilising our internal accruals.

Issue related expenses

The total expenses of the Issue are estimated to be approximately ₹ [●] lakhs.

The Issue related expenses consist of listing fees, fees payable to the BRLMs, legal counsels, Registrar to the Issue, Bankers to the Issue processing fee to the SCSBs for processing ASBA Forms submitted by ASBA Bidders procured by the Syndicate and submitted to SCSBs, brokerage and selling commission payable to the Syndicate, Registered Brokers, SCSBs, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than the listing fees, which will be paid by our Company, all costs, fees and expenses relating to the Issue including the underwriting commissions, procurement commissions, if any, and brokerage due to the underwriters and sub-brokers or stock brokers, fees payable to the SCSBs, BRLMs, Syndicate Members, legal advisors, Book Building fees and other charges, fees and expenses of the SEBI, the Stock Exchanges and any other Governmental Authority, registrar fees and broker fees (including fees for procuring of applications), bank charges and any other agreed fees and commissions, as applicable shall be borne by the Company in accordance with applicable law including section 28(3) of the Companies Act.

The break-down for the estimated Issue expenses are set forth below:

(*in ₹ lakhs, unless stated otherwise*)

S. No	Activity	Estimated expenses*	As a % of the total estimated Issue expenses	As a % of the total Issue size
1.	Fees payable to the BRLMs and commissions including underwriting commission, brokerage and selling commission, as applicable	[●]	[●]	[●]
2.	Selling commission and processing fees for SCSBs (1)(2) and Bidding Charges for Members of the Syndicate, Registered Brokers, CRTAs and CDPs(1)(2)(3)(4)(5)(6)	[●]	[●]	[●]
3.	Fees payable to the Registrar to the Issue	[●]	[●]	[●]
4.	Other expenses:			
	(i) Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees, NSDL and CDSL fees and other regulatory expenses	[●]	[●]	[●]
	(ii) Printing and stationery expenses	[●]	[●]	[●]
	(iii) Advertising and marketing expenses	[●]	[●]	[●]
	(iv) Fees payable to the legal counsel	[●]	[●]	[●]
	(v) Fees payable to the other advisors to the Issue#	[●]	[●]	[●]

S. No	Activity	Estimated expenses*	As a % of the total estimated Issue expenses	As a % of the total Issue size
	(vi) Miscellaneous	[●]	[●]	[●]
	Total estimated Issue expenses	[●]	[●]	[●]

* *To be incorporated in the Prospectus after finalisation of the Issue Price. Issue expenses are estimates and are subject to change. Issue expenses include goods and services tax, where applicable.*
\# *The other advisors to the Issue include Statutory Auditors, independent chartered accountant, and [●].*

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

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

* *Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price.*
Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE.
No additional processing/uploading charges shall be payable by our Company to the SCSBs on the applications directly procured by them.
(2) *Processing fees payable to the SCSBs on the portion for Retail Individual Bidders and the portion for Non-Institutional Bidders, which are procured by the members of the Syndicate/sub-Syndicate/Registered Brokers/CRTAs/CDPs and submitted to SCSBs for blocking would be as follows:*

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

* *Based on valid Bid cum Application Forms.*
(3) *Selling commission on the portion for Retail Individual Bidders, the portion for Non-Institutional Bidders which are procured by Syndicate Members (including their sub-Syndicate Members) Registered Brokers, CRTAs, CDPs would be as follows:*

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

* *Amount allotted is the product of the number of Equity Shares Allotted and the Issue Price.*
Bidding Charges: ₹ [●] (plus applicable taxes) per valid application bid by the Members of the Syndicate (including their sub-Syndicate Members)/ RTA/CDPs.
Uploading charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by the RIBs using 3-in-1 accounts and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking or using 3-in-1 accounts, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.
Note: The brokerage/selling commission payable to the Syndicate/sub-Syndicate members will be determined on the basis of the ASBA Form number/series, provided that the application is also bid by the respective Syndicate/sub-Syndicate member. For clarification, if an ASBA bid on the application form number/series of a Syndicate/sub-Syndicate member, is bid for by an SCSB, the brokerage/selling commission will be payable to the SCSB and not to the Syndicate/sub-Syndicate member. The brokerage/selling commission payable to the SCSBs, CRTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of either of the Stock Exchanges. The bidding charges payable to the Syndicate/sub-Syndicate members will be determined on the basis of the bidding terminal ID as captured in the Bid book of the Stock Exchanges. Payment of brokerage/selling commission payable to the sub-brokers/agents of the sub-Syndicate members shall be handled directly by the sub-Syndicate members, and the necessary records for the same shall be maintained by the respective sub-Syndicate member.
(4) *Selling commission payable to the Registered Brokers, CRTAs and CDPs on the portion for Retail Individual Bidders, and portion for Non-Institutional Bidder which are directly procured by the Registered Broker or CRTAs or CDPs or submitted to SCSB for processing, would be as follows:*

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

* *Based on valid Bid cum Application Forms*
(5) *Bidding charges of ₹ [●] (plus applicable taxes) shall be paid per valid Bid cum Application Form collected by the Syndicate, CRTAs and CDPs (excluding applications made by Retail Individual Bidders using the UPI mechanism). The terminal from which the Bid has been uploaded will be taken into account in order to determine the total bidding charges. Further, in order to determine to which Registered Broker/CRTA/CDP, the commission is payable, the terminal from which the bid has been uploaded will be taken into account.*
(6) *Processing fees for applications made by UPI Bidders would be as follows:*

CRTAs / CDPs/ Registered Brokers/Members of the Syndicate	*₹ [●] per valid Bid cum Application Form (plus applicable taxes)*
Sponsor Bank(s)	*₹ [●] for applications made by UPI Bidders using the UPI mechanism** *The Sponsor Bank shall be responsible for making payments to third parties such as the remitter bank, the NPCI and such other parties as required in connection with the performance of its duties under applicable SEBI circulars, agreements and other Applicable Laws.*

* *Based on valid applications*
All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.
The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

Interim use of Net Proceeds

The Gross Proceeds shall be retained in the Public Issue Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Pending utilization of the Net Proceeds for the purposes described above, our Company undertakes to deposit the Net Proceeds only in one or more scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934, as amended and until the payment of all Issue expenses, the Issue expenses shall remain the Public Issue Account. In accordance with Section 27 of the Companies Act 2013, our Company confirms that it shall not use the Gross Proceeds for buying, trading or otherwise dealing in shares of any other listed company or for any investment in the equity markets.

Bridge Financing Facilities

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

Monitoring of utilization of funds

In terms of Regulation 41 of the SEBI ICDR Regulations, prior to filing the Red Herring Prospectus with RoC, we will appoint a SEBI registered credit rating agency as monitoring agency to monitor the utilization of the Gross Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee. Our Audit Committee and the Monitoring Agency will monitor the utilization of the Gross Proceeds and submit the report required under Regulation 41(2) of the SEBI ICDR Regulations. Our Company will disclose the utilization of the Gross Proceeds, including interim use under a separate head in its balance sheet until such time as the Gross Proceeds remain unutilized, clearly specifying the purposes for which the Gross Proceeds have been utilized. Our Company will also, in its balance sheet for the applicable fiscal periods, provide details, if any, in relation to all such Gross Proceeds that have not been utilized, if any, of such currently unutilized Net Proceeds.

Pursuant to the SEBI Listing Regulations, our Company shall on a quarterly basis disclose to the Audit Committee the uses and application of the Gross Proceeds. Our Company shall, on an annual basis, prepare a statement of Gross Proceeds utilized for purposes other than those stated in this Draft Red Herring Prospectus and place it before our Audit Committee. Such disclosure shall be made only until such time that the Gross Proceeds have been utilized in full. The statement shall be certified by the Statutory Auditors. Furthermore, in accordance with the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Issue from the Objects of the Issue as stated above; and (ii) details of category wise variations in the actual utilization of the proceeds of the Issue from the Objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Variation in the Objects

In accordance with Sections 13(8) and 27 of the Companies Act 2013, our Company shall not vary the Objects unless our Company is authorised to do so by way of a special resolution of its Shareholders. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (**"Notice"**) shall specify the prescribed details and be published in accordance with the Companies Act 2013. The Notice shall simultaneously be published in the newspapers, one in English and one in Hindi, the vernacular language of the jurisdiction where our Registered and Corporate Office is situated. Pursuant to Section 13(8) of the Companies Act, 2013, the Promoters or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the Objects, subject to the provisions of the Companies Act, 2013 and in accordance with such terms and conditions, including in respect of pricing of the Equity Shares, in accordance with the Companies Act, 2013 and the SEBI ICDR Regulations.

Appraising entity

None of the Objects for which the Net Proceeds will be utilized have been appraised by any external agency or any bank/ financial institution.

Other confirmations

No part of the Net Proceeds will be paid to our Promoters, members of the Promoter Group, Directors, Group Companies, Key Managerial Personnel or Senior Management. Our Company has neither entered into nor has planned to enter into any arrangement/ agreements/ transactions with our Promoters, members of the Promoter Group, Directors, Key Managerial Personnel, Senior Management or our Group Companies, in relation to the utilization of the Net Proceeds.

None of our Promoters, Directors, members of the Promoter group, or Group Company appear in the lists of struck-off companies/LLPs by the Registrar of Companies. Further, except as disclosed below, none of our Directors have been, or are Directors on the board of any company or LLP whose name appears in the name of struck-off companies/LLPs by the Registrar of Companies on the basis of voluntary action taken by the respective company or LLP:

S. no.	Name of the Director	DIN	Category	Name of the Company/LLP	CIN/LLPIN/PAN	Notification/form

				Struck-Off by the Registrar of Companies		
1.	Preet Prakashbhai Shah	05131516	Independent	Supreme Orgochem Private Limited	U24100GJ2011PTC068258	STK-2 bearing SRN G89785174 (filed on June 18, 2018 and approved February 20, 2019)

BASIS FOR ISSUE PRICE

The Price Band and the Issue Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares is ₹ 10/- each and the Issue Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Investors should also refer to ***"Risk Factors", "Our Business", "Restated Financial Information",*** and *"Management's Discussion and Analysis of Financial Position and Results of Operations"* on pages 26, 224, 296, and 302, respectively, to have an informed view before making an investment decision.

Qualitative Factors

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

- Proven track record in executing projects for Government and PSU clients;
- Consistent track record of financial performance;
- Ability to service IT Infrastructure and IT managed services to clients engaged in diverse sectors; and
- Experienced Board of Directors and management with extensive domain knowledge.

For further details, see ***"Our Business – Our Strengths"*** on page 228.

Quantitative Factors

Certain information presented below relating to our Company is derived from the Restated Financial Information for the six-months period ended September 30, 2024 and for Fiscal 2024 (on a consolidated basis), Fiscal 2023, and Fiscal 2022 (on a standalone basis). For details, see the section titled *"Restated Financial Information"* on page 296.

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

I. Basic and Diluted Earnings Per Share ("EPS"):

Financial Year / Period ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2024 (Consolidated)	21.12	21.12	3
March 31, 2023 (Standalone)	6.98	6.98	2
March 31, 2022 (Standalone)	1.42	1.42	1
Weighted Average	13.13	13.13	-
September 30, 2024^ (Consolidated)	7.67	7.67	-

^ Not Annualized

Notes:

1) *The face value of each Equity Share is ₹10.*
2) *Basic EPS (₹) = Restated profit for the year/period attributable to the equity Shareholders of the Company divided by weighted average number of Equity Shares outstanding during the year/period.*
3) *Diluted EPS (₹) = Restated profit for the year/period attributable to equity Shareholders of the Company divided by weighted average number of diluted Equity Shares and all dilutive potential Equity Shares outstanding during the year/period.*
4) *Basic EPS and Diluted EPS calculations are in accordance with Indian Accounting Standard 33 - 'Earnings per Share'.*
5) *Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the year multiplied by the time weight 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.*
6) *Weighted average EPS = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/total of weights.*
7) *The Board of Directors at its meeting held on December 25, 2023, had approved the bonus issue in the ratio of 5:1, i.e., five Equity Shares for every one Equity Share held and which was approved by the Shareholders by means of a special resolution dated January 18, 2024. Through a Board resolution dated February 12, 2024, the Company had allotted 1,97,76,155 Equity Shares of face value of ₹10 each as bonus shares to the existing equity Shareholders of the Company. Accordingly, the earnings per Equity Share have been adjusted for the bonus issue for Fiscals 2023, and 2022.*
8) *The Company acquired ArMee Technology Services Private Limited as the wholly owned subsidiary, w.e.f. October 10, 2023. Accordingly, ArMee Technology Services Private Limited became a Wholly Owned Subsidiary of the Company on October 10, 2023. The acquisition of shares was made by way of purchase of 9,54,600 fully paid-up equity shares of face value ₹ 10 each (which includes 100 shares held by Ridhish Kiritbhai Patel as nominee of the Company) of ArMee Technology Services Private Limited.*
9) *The figures disclosed above are derived from the Restated Financial Information.*

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

Particulars	P/E at the lower end of the Price Band (number of times) *	P/E at the upper end of the Price Band (number of times) *
P/E ratio based on basic EPS for Fiscal 2024	[●]	[●]
P/E ratio based on diluted EPS for Fiscal 2024	[●]	[●]

**Will be populated after finalization of price band*

III. Industry Peer Group P/E ratio

Based on the peer company information (excluding our Company) given below in this section:

Particulars	Industry P/E (number of times)
Highest	37.44
Lowest	29.35
Average	33.40

Note: P/E figures for the peer are computed based on closing market price as on February 05, 2025, available on the NSE, divided by Diluted EPS based on the financial results sourced from the annual report / financials of the listed industry peer for Fiscal 2024,.as available on the website of the Stock Exchanges/respective companies.

IV. Return on Net Worth attributable to the owners of our Company ("RoNW%") as derived from the Restated Financial Information

Financial Year / Period ended	RoNW (%)	Weight
March 31, 2024 (Consolidated)	52.67%	3
March 31, 2023 (Standalone)	35.49%	2
March 31, 2022 (Standalone)	11.18%	1
Weighted Average	40.03%	-
September 30, 2024^ (Consolidated)	16.06%	

^Not Annualised.

Notes:

1. *Return on Net worth (%) shall mean the restated profit for the year/ period divided by net worth.*
2. *Net Worth shall mean the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account as per the Restated Financial Information, but does not include reserves created out of revaluation of assets and amalgamation.*
3. *Weighted average = Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e., (RoNW x weight) for each year divided by total of weights.*

V. Net Asset Value Per Equity Share (Face value of ₹ 10/- each)

Financial Year / Period ended	NAV per equity share (₹)
March 31, 2024 (Consolidated)	40.11
March 31, 2023 (Standalone)	19.68
March 31, 2022 (Standalone)	12.68
September 30, 2024 (Consolidated)	47.78
After the Completion of the Issue:	
- At Floor Price	[●]*
- At Cap Price	[●]*
- At Issue Price	[●]

^Not Annualised.
** To be computed after finalisation of price band. The Issue Price will be determined on conclusion of the book building process.*
Notes:

a. *Issue Price per Equity Share will be determined on conclusion of the Book Building Process.*
b. *Net Asset Value per Equity Share is calculated as Net Worth of the Company as at the end of the year/period divided by the weighted average number of Equity Shares used in calculating basic EPS.*
c. *Net Worth shall mean the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss account as per the Restated Financial Information, but does not include reserves created out of revaluation of assets and amalgamation.*
d. *Total equity has been computed by aggregating Equity Share capital and other equity.*
e. *The Board of Directors at its meeting held on December 25, 2023, had approved the bonus issue in the ratio of 5:1, i.e., five Equity Shares for every one Equity Share held and which was approved by the Shareholders by means of a special resolution dated January 18, 2024. Through a Board resolution dated*

February 12, 2024, the Company had allotted 1,97,76,155 Equity Shares of face value of ₹10 each as bonus shares to the existing equity Shareholders of the Company. Accordingly, the earnings per Equity Share have been adjusted for the bonus issue for the Fiscals 2023, and 2022.

f. *The Company acquired ArMee Technology Services Private Limited as the wholly owned subsidiary, w.e.f. October 10, 2023. Accordingly, ArMee Technology Services Private Limited became a Wholly Owned Subsidiary of the Company on October 10, 2023. The acquisition of shares was made by way of purchase of 9,54,600 fully paid-up equity shares of face value ₹ 10 each (which includes 100 shares held by Ridhish Kiritbhai Patel as nominee of the Company) of ArMee Technology Services Private Limited.*

VI. Comparison of Accounting Ratios with Listed Industry Peers

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates and whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

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

Name of the company	Consolidated/ Standalone	Face Value per Equity Share^ (₹)	Total revenue from operations (₹) in Lakhs	EPS (₹)		NAV (₹ per share)	P/E Ratio	RoNW (%)	Closing price on February 05, 2025 (₹ per share)	PAT Margin (%)
				Basic	Diluted					
ArMee Infotech Limited*	Consolidated	10.00	1,02,057.47	21.12	21.12	40.11	[●]#	52.67%	[●]#	4.91%
Listed Peer Companies										
Dynacons Systems & Solutions Limited	Consolidated	10.00	1,02,446.38	42.41	42.37	124.22	29.35	34.13%	1,243.35	5.25%
Orient Technologies Limited	Standalone	10.00	60,289.27	11.80	11.80	49.93	37.44	23.64%	441.85	6.87%

**Financial information for our Company is derived from the Restated Financial Statements as at and for the Fiscal Year ending 2024.*
^As on February 05, 2025
#Will be updated in the Prospectus.
Source: All the financial information for listed industry peers mentioned above is sourced from the annual reports of the respective companies for the Fiscal Year ending 2024, as available on the website of the respective peer companies.

Notes:

1) *Diluted EPS for listed industry peer sourced from the annual report / financials for Fiscal 2024.*
2) *P/E ratio for listed industry peer has been calculated as closing share price as on February 05, 2025, sourced from NSE, divided by Diluted EPS as of March 31, 2024.*
3) *Return on Net worth (RoNW%) is Restated profit / (loss) for the year as on March 31, 2024 divided by Net worth as on March 31, 2024.*
4) *Net Worth shall mean the aggregate value of the paid-up share capital and all reserves created out of the profit, securities premium account and debit or credit balance of profit and loss account as per the audited balance sheet but does not include reserves created out of revaluation of assets and amalgamation.*
5) *NAV per Equity Share is calculated as net worth of the Company as at the end of the year/period, divided by the weighted average number of Equity Shares used in calculating basic EPS. The weighted average number of Equity Shares outstanding during the year for the Company.*
6) *PAT margin is calculated as a percentage of PAT divided by revenue from operations as per the Restated Financial Information.*
7) *The Board of Directors at its meeting held on December 25, 2023, had approved the bonus issue in the ratio of 5:1, i.e., five Equity Shares for every one Equity Share held and which was approved by the Shareholders by means of a special resolution dated January 18, 2024. Through a Board resolution dated February 12, 2024, the Company had allotted 1,97,76,155 Equity Shares of face value of ₹10 each as bonus shares to the existing equity Shareholders of the Company. Accordingly, the earnings per Equity Share have been adjusted for the bonus issue for the Fiscals 2023, and 2022.*
8) *The Company acquired ArMee Technology Services Private Limited as the wholly owned subsidiary, w.e.f. October 10, 2023. Accordingly, ArMee Technology Services Private Limited became a Wholly Owned Subsidiary of the Company on October 10, 2023. The acquisition of shares was made by way of purchase of 9,54,600 fully paid-up equity shares of face value ₹ 10 each (which includes 100 shares held by Ridhish Kiritbhai Patel as nominee of the Company) of ArMee Technology Services Private Limited.*

VII. Key financial and operational performance indicators ("KPIs")

The table below sets forth the details of KPIs that our Company considers as having a bearing for arriving at the Basis for Issue Price. The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in turn, helps in analysing the growth of various verticals in comparison to our Company's listed industry peer.

The KPIs disclosed herein below have been approved by a resolution of our Audit Committee dated February 17, 2025. The Audit Committee has confirmed and taken on record that other than the KPIs set out below, our Company has not disclosed any other KPIs to investors at any time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Additionally, the KPIs have been subjected to verification and certification by M/s Kantilal Patel & Co., Chartered Accountants, our Statutory Auditor by their certificate dated February 26, 2025. The certificate dated February 26, 2025, issued by M/s Kantilal Patel & Co., Chartered Accountants, has been included in *"Material Contracts and Documents for Inspection"* on page 403.

Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures of performance, liquidity, profitability or results of operation.

The KPIs of our Company have also been disclosed in the sections titled *"Our Business"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations",* on pages 224, and 302, respectively.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchanges or till the utilization of the Issue Proceeds as per the disclosure made in the section *"Objects of the Issue"* on page 96, whichever is later, or for such other duration as may be required under the SEBI ICDR Regulations.

(₹ in lakhs unless otherwise stated)

Key Performance Indicators	For the Six-month period ended September 30, 2024*^	Fiscal		
		2024^	2023^	2022^
	Consolidated		Standalone	
Revenue from Operations (1)	60,440.57	1,02,057.47	50,269.51	12,517.98
Revenue from Operation Growth (y-o-y) (2)	-**	103.02%	301.58%	-***
Gross Profit (3)	3,964.80	9,648.48	6,556.69	3,968.06
Gross Margin (%) (4)	6.56%	9.45%	13.04%	31.70%
EBITDA (5)	2,479.63	7,157.58	1,704.05	1,223.01
EBITDA Margin (%) (6)	4.10%	7.01%	3.39%	9.77%
Profit before tax (PBT) (7)	2,282.29	6,378.25	1,949.96	467.21
Profit before tax margin (%) (8)	3.78%	6.25%	3.88%	3.73%
PAT (9)	1,821.03	5,013.04	1,657.46	336.41
PAT Margin (%) (10)	3.01%	4.91%	3.30%	2.69%
Return on Equity (%) (11)	17.46%	70.67%	43.17%	11.85%
Return on Capital Employed (%) (12)	16.81%	57.55%	32.27%	18.08%
Total Debt (13)	3,480.64	2,725.65	3,208.25	2,581.03
Debt-Equity Ratio (14)	0.31	0.29	0.69	0.86

**Not Annualised*
***This figure is not disclosed as it has not been annualised.*
****Not included as the comparative period figures under Ind AS for the period ended March 31, 2021 have not been reported.*
^These ratios represent non-GAAP measures; please see "Certain Conventions, Presentation of Financial, Industry and Market Data" on page 21.

Notes:

1) *Revenue from operations is calculated as revenue from sale of products and services as per the Restated Financial Information.*
2) *Revenue from operations growth (year on year) means the annual growth in revenue from operations.*
3) *Gross profit is calculated as revenue from operations less cost of goods sold and direct costs incurred for the project, whereas cost of goods sold is calculated as sum of 'purchase stock in trade' and 'changes in inventories of traded goods', as per the Restated Financial Information and direct costs incurred includes project costs as well as direct salary paid related to the project.*
4) *Gross margin is calculated as a percentage of gross profit divided by revenue from operations as per the Restated Financial Information.*
5) *EBITDA is calculated as profit for the year plus tax expense, depreciation and amortisation and finance cost less other income for the year/period.*
6) *EBITDA margin is calculated as a percentage of EBITDA divided by revenue from operations as per the Restated Financial Information.*
7) *PBT represents total profit before tax for the year/period as per the Restated Financial Information.*
8) *Profit before tax margin is calculated as a percentage of PBT divided by revenue from operations as per Restated Financial Information.*
9) *PAT represents total profit after tax for the year/period as per the Restated Financial Information.*
10) *Profit after tax margin is calculated as a percentage of PAT divided by revenue from operations as per the Restated Financial Information.*
11) *Return on Equity (ROE%) is calculated as a percentage of PAT divided by average of opening and closing Shareholders fund for the year/period.*
12) *Return on Capital Employed (ROCE%) is calculated as Earnings before interest and tax divided by capital employed, whereas capital employed is calculated as total equity plus total debt plus deferred tax liabilities. Total debt is sum of current borrowing and non-current borrowing.*
13) *Total debt is sum of current borrowing and non-current borrowing.*
14) *Debt Equity Ratio is calculated as Total Borrowing divided by Total Equity.*

Explanation for the Key Performance Indicator metrics

Set out below are explanations for how the KPIs listed above have been used by the management historically to analyse, track, or monitor the operational and/or financial performance of our Company.

KPIs	Explanation
Revenue from Operations (in ₹ lakhs)	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Revenue from operations growth (y-o-y) (%)	Revenue from operations growth indicates year on year growth in revenue from operations of the Company.
Gross profit (in ₹ lakhs)	Gross Profit provides information regarding the profits from the manufacturing of products.
Gross margin (%)	Gross Profit Margin is an indicator of the profitability on sales of products manufactured sold by our Company.
EBITDA (in ₹ lakhs)	EBITDA provides information regarding the operational efficiency of the business.
EBITDA margin (%)	EBITDA Margin is an indicator of the operational profitability and financial performance of our business.
Profit before tax (PBT) (in ₹ lakhs)	Profit before tax provides information regarding the overall profitability of the business before all the tax expenses.
Profit before tax margin (%)	Profit before tax margin is an indicator of the overall profitability and financial performance of our business before all the tax expenses.
Profit for the year (PAT) (in ₹ lakhs)	Profit for the year provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business.
Return on Equity (ROE %)	ROE provides how efficiently our Company generates profits from shareholders' funds.
Return on capital employed (ROCE %)	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Total debt	Total debt indicates total borrowings of the Company.
Debt to Equity Ratio	Debt to Equity Ratio is used to measure the financial leverage of our Company and provides comparison benchmark against peers.

VIII. Comparison of KPIs of our Company and our listed peers

While the listed peers mentioned below operate in the same industry as us, and may have similar offerings or end use applications, our business may be different in terms of differing business models, different product verticals serviced or focus areas or different geographical presence. Below are details of the KPIs of our listed peers for the six-months period ended September 30, 2024 and as at the financial year ended March 31, 2024 (on a consolidated basis) and March 31, 2023, March 31, 2022 (on a standalone basis).

1. ArMee Infotech Limited

(₹ in lakhs unless otherwise stated)

Key Performance Indicators	For the Six-month period ended September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022
	Consolidated		Standalone	
Revenue from Operations	60,440.57	1,02,057.47	50,269.51	12,517.98
Gross Profit (1)	3,964.80	9,648.48	6,556.69	3,968.06
Gross Margin (%) (2)	6.56%	9.45%	13.04%	31.70%
EBITDA (3)	2,479.63	7,157.58	1,704.05	1,223.01
EBITDA Margin (%) (4)	4.10%	7.01%	3.39%	9.77%
PAT (5)	1,821.03	5,013.04	1,657.46	336.41
PAT Margin (%) (6)	3.01%	4.91%	3.30%	2.69%
Return on Equity (%) (7)	17.46%	70.67%	43.17%	11.85%
Return on Capital Employed (%) (8)	16.81%	57.55%	32.27%	18.08%
Debt-Equity Ratio (9)	0.31	0.29	0.69	0.86

*****_Not Annualised_

2. Dynacons Systems & Solutions Limited

(₹ in lakhs unless otherwise stated)

Key Performance Indicators	For the Six-month period ended September 30, 2024*	Fiscal 2024	Fiscal 2023	Fiscal 2022
	Consolidated			
Revenue from Operations	62,729.75	1,02,446.38	80,446.86	65,397.61
Gross Profit (1)	7,796.32	12,864.58	9,737.88	6,559.70
Gross Margin (%) (2)	12.43%	12.56%	12.10%	10.03%
EBITDA (3)	5,026.54	7,799.12	5,461.90	3,044.41
EBITDA Margin (%) (4)	8.01%	7.61%	6.79%	4.66%
PAT (5)	3,583.64	5,381.94	3,345.39	1,642.87

PAT Margin (%) (6)	5.71%	5.25%	4.16%	2.51%
Return on Equity (%) (7)	20.44%	41.02%	38.73%	27.95%
Return on Capital Employed (%) (8)	22.85%	42.36%	32.64%	23.86%
Debt-Equity Ratio (9)	0.17	0.21	0.62	0.91

**Not Annualised*

3. Orient Technologies Limited

(₹ in lakhs unless otherwise stated)

Key Performance Indicators	For the Six-month period ended September 30, 2024*	Fiscal		
		2024	2023	2022
	Standalone			
Revenue from Operations	37,199.12	60,289.27	53,510.23	46,744.00
Gross Profit (1)	6,481.48	15,090.85	13,024.47	11,582.00
Gross Margin (%) (2)	17.42%	25.03%	24.34%	24.78%
EBITDA** (3)	3,437.05	6,058.88	5,555.13	4,659.00
EBITDA Margin (%) (4)	9.24%	10.05%	10.38%	9.97%
PAT (5)	2,434.31	4,144.82	3,829.78	3,305.00
PAT Margin (%) (6)	6.54%	6.87%	7.16%	7.07%
Return on Equity (%) (7)	10.08%	27.26%	34.23%	42.09%
Return on Capital Employed (%) (8)	10.44%	31.62%	37.94%	46.48%
Debt-Equity Ratio (9)	0.01	0.03	0.10	0.02

**Not Annualised*
*** To Calculate the EBITDA, Total Revenues is subtracted by Total Expenses and add back Finance Cost and Depreciation & Amortisation Expense as given in the Financial for the year 2024 and 2023. The same method is used to calculate the EBITDA for the period September 30, 2024 and Financial Year 2022.*

Source: Details for industry peers have been sourced from the annual report / financials available on the Stock exchanges. Details for our Company have been sourced from the Restated Financial Information.

Notes:
1. *Gross Profit is calculated as Revenues from operations less cost of goods sold, whereas cost of goods sold is calculated as sum of Purchase stock in trade and changes in inventories of finished goods.*
2. *Gross margin is calculated as a percentage of gross profit divided by revenue from operations.*
3. *EBITDA is calculated as restated profit before tax, extraordinary and exceptional items plus finance costs, depreciation and amortisation expense minus other income.*
4. *EBITDA margin is calculated as a percentage of EBITDA divided by revenue from operation.*
5. *PAT represents total profit for the year/period.*
6. *PAT margin is calculated as a percentage of PAT divided by revenue from operations.*
7. *Return on Equity (ROE%) is calculated as a percentage of PAT divided by Total Equity at the end of the year /period, whereas Total equity is calculated as sum of equity share capital and other equity, net of non-controlling interest.*
8. *Return on Capital Employed (ROCE%) is calculated as a percentage of Earnings before interest and Taxes / Total Assets minus Current Liabilities. EBIT is calculated as restated profit before tax plus Finance cost.*
9. *Debt-Equity Ratio is calculated as Total Borrowing is divided by Total Equity.*

IX. Comparison of KPIs based on additions or dispositions to our business.

ArMee Technology Services Private Limited (**"ATSPL"**) became our Wholly Owned Subsidiary pursuant to acquisition of its hundred percent shareholding by our Company on October 10, 2023. Thus, the financial information of ATSPL is included in our Restated Financial Information from the date of acquisition, i.e., October 10, 2023. Our Restated Financial Information does not include financial information of ATSPL prior to it becoming our Wholly Owned Subsidiary of our company for the Fiscal 2023, and Fiscal 2022.

Accordingly, comparison of KPIs is done for six months period ended September 30, 2024 on a consolidated vis-à-vis standalone basis as given below:

(₹ in lakhs unless otherwise stated)

Key Performance Indicators	For the six-month period ended September 30, 2024*	For the six-month period ended September 30, 2024*
	Consolidated	Standalone
Revenue from Operations (1)	60,440.57	60,111.29
Gross Profit (2)	3,964.80	3,563.27
Gross Margin (%) (3)	6.56%	5.93%
EBITDA (4)	2,479.63	2,449.96
EBITDA Margin (%) (5)	4.10%	4.08%
PAT (6)	1,821.03	1,805.67
PAT Margin (%) (7)	3.01%	3.00%
Return on Equity (%) (8)	17.46%	17.46%
Return on Capital Employed (%) (9)	16.81%	17.01%

Debt-Equity Ratio (10)	0.31	0.29

**Not Annualised*
Notes:

1) *Revenue from operations is calculated as revenue from sale of products and sale of services as per the Restated Financial Information.*
2) *Gross Profit is calculated as revenue from operations less cost of goods sold and direct costs incurred for the project, whereas cost of goods sold is calculated as sum of 'purchase stock in trade' and 'changes in inventories of traded goods', as per the Restated Financial Information and direct costs incurred includes project costs as well as direct salary paid related to the project.*
3) *Gross margin is calculated as a percentage of gross profit divided by revenue from operations.*
4) *EBITDA is calculated as restated profit before tax, extraordinary and exceptional items plus finance costs, depreciation and amortisation expense minus other income.*
5) *EBITDA margin is calculated as a percentage of EBITDA divided by revenue from operations as per the Restated Financial Information.*
6) *PAT represents total profit for the year/period as per the Restated Financial Information.*
7) *PAT margin is calculated as a percentage of PAT divided by revenue from operations as per the Restated Financial Information.*
8) *Return on equity (ROE%) is calculated as a percentage of PAT divided by average of opening and closing Shareholders fund for the period.*
9) *Return on capital employed (ROCE%) is calculated as Earnings before interest and tax divided by capital employed, whereas capital employed is calculated as Total Equity plus total debt plus deferred tax liabilities. Total debt is sum of current borrowing and non-current borrowing.*
10) *Debt-equity ratio is calculated as total borrowing is divided by total equity.*

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X. Weighted average cost of acquisition.

a) The price per share of our Company (as adjusted for corporate actions, including bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP 2018 and issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid – up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances").

Our Company has not issued any Equity Shares or convertible securities, excluding shares issued under ESOP and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more that 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

b) The price per share of our Company based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoters, Promoter Group entities, Selling Shareholders or Shareholder(s) with rights to nominate directors during the 18 months preceding the date of filing of this Draft Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days

There has been no secondary sale/ acquisitions of Equity Shares or any convertible securities (**"Security(ies)"**), where the Promoters or Promoter Group entities or Selling Shareholders or Shareholder(s) having the right to nominate Director(s) on our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

c) ***Since there are no such transactions to report under (a) and (b) above, the details based on the last five primary issuances (excluding Equity Shares issued under the ESOP and issuance of bonus Equity Shares, as applicable) or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, Selling Shareholders or Shareholder(s) having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of this Draft Red Herring Prospectus irrespective of the size of transactions, is as below***:

I. *Primary transactions:*

Except, bonus issue of equity shares, there have been no allotments in the last three years preceding the date of this Draft Red Herring Prospectus.

II. *Secondary transactions:*

Since there are no eligible transactions of the Company reported in paragraph (a) and (b) above, the price per Equity Share of Company based on the last five primary or secondary transactions (secondary transactions where Promoters or members of the Promoter Group, are a party to the transaction), not older than three years prior to the date of the Draft Red Herring Prospectus irrespective of the size of transactions, is as follows.

Date of transfer	Category	Name of transferor	Name of transferee	No. of Equity Shares transferred	Face value per Equity Share (₹)	Price per Equity Share (₹)	Nature of consideration	Total consideration (₹)
March 25, 2023	Promoter	Kiritkumar Chimanbhai Patel	Narendrakumar Chhotalal Shah HUF	3,95,526	10.00	12.64	Cash	50,00,107.85
March 25, 2023	Promoter	Kiritkumar Chimanbhai Patel	Geetaben Narendrakumar Shah	3,95,526	10.00	12.64	Cash	50,00,107.85
March 25, 2023	Promoter	Kiritkumar Chimanbhai Patel	Narendrakumar Chhotalal Shah	2,61,426	10.00	12.64	Cash	33,04,860.35
March 25, 2023	Promoter Group	Kiritkumar Chimanbhai Patel HUF	Narendrakumar Chhotalal Shah	9,174	10.00	12.64	Cash	1,15,974.65
March 25, 2023	Promoter Group	Ridhish Kiritkumar Patel HUF	Narendrakumar Chhotalal Shah	1,24,920	10.00	12.64	Cash	15,79,197.00
February 5, 2024	Promoter	Kiritkumar Chimanbhai Patel	Jayshree Kamal Patel	5,40,000	10.00	25.00	Cash	1,35,00,000.00
Total				17,26,572				2,85,00,247.70
Weighted average cost of acquisition (WACA) (Secondary Transactions) (₹ per Equity Share)								16.51

Notes:

1) *Our Company vide its board resolution dated February 12, 2024 allotted bonus shares in the ratio of 5 equity shares for every one equity share held. Accordingly, the number of equity shares transacted and transaction price per equity shares has been adjusted for bonus issue by our Company*
2) *As certified by M/s Kantilal Patel & Co., Chartered Accountants, by way of their certificate dated February 26, 2025.*

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

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share) #	Floor Price* (i.e., ₹ [●]) times of the Weighted average cost of acquisition (1)	Cap Price* (i.e., ₹ [●]) times of the Weighted average cost of acquisition (1)
Weighted average cost of acquisition for last 18 months for primary/new issue of shares (equity/ convertible securities), excluding shares issued under an employee stock option plan/employee stock option scheme and issuance of bonus shares, during the 18 months preceding the date of this certificate, where such issuance is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.	N.A.	N.A.	N.A.
Weighted average cost of acquisition for last 18 months for secondary sale/acquisition of shares equity/convertible securities), where Promoters/ Promoter Group entities or Selling Shareholders or Shareholder(s) having the right to nominate director(s) on our Board are a party to the transaction (excluding gifts), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than five per cent of the fully diluted paid-up share capital of our Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single	N.A.	N.A.	N.A.

transaction or multiple transactions combined together over a span of rolling 30 days.			
Since there were no primary or secondary transactions of equity shares of the Company during the 18 months preceding the date of filing of this certificate, the information has been disclosed for price per share of the Company based on the last five primary or secondary transactions where Promoters /Promoter Group entities or Selling Shareholders or Shareholder(s) having the right to nominate director(s) on our Board, are a party to the transaction, not older than three years prior to the date of filing of this certificate irrespective of the size of the transaction:			
Based on primary issuances	N.A.	N.A.	N.A.
Based on secondary transactions	16.51	N.A.	N.A.

N.A.= Not Applicable
(1) Issue Price not determined
***To be updated in Prospectus*
 # As certified by M/s Kantilal Patel & Co., Chartered Accountants, by way of their certificate dated February 26, 2025.

Explanation for Issue Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (as set out above) along with our Company's key performance indicators and financial ratios for Fiscals 2024, 2023, and 2022.

[●]*
**To be included on finalisation of Price Band*

Explanation for Issue Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (as set out above) in view of the external factors which may have influenced the pricing of the Issue.

[●]*
**To be included on finalisation of Price Band*

The Issue Price of ₹ [●] has been determined by our Company, in consultation with the BRLMs, on the basis of market demand from investors for Equity Shares, as determined through the Book Building Process, and is justified in view of the above qualitative and quantitative parameters. Investors should read the aforementioned information along with *"Risk Factors", "Our Business", "Management's Discussion and Analysis of Financial Position and Results of Operations" and "Restated Financial Information"* on pages 26, 224, 302, and 296, respectively, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the *"Risk Factors"* and you may lose all or part of your investments.

STATEMENT OF SPECIAL TAX BENEFITS

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

Date: February 26, 2025

To,

The Board of Directors,
ArMee Infotech Limited (formerly known as ArMee Infotech Private Limited)
ArMee House
17 Goyal Intercity Row House, Thaltej
Ahmedabad - 380054,
Gujarat, India.
(the **"Company**")

Dear Sir,

Re: Proposed initial public offering of equity shares of face value of ₹ 10 each (the "Equity Shares" and such offering, the "Issue") of 'ArMee Infotech Limited' (formerly known as ArMee Infotech Private Limited) (the "Company")

- This report is issued in accordance with the terms of the engagement letter dated December 2, 2024, with the Company.
- We, M/s Kantilal Patel & Co., Chartered Accountants, the statutory auditors of the Company, hereby confirm that the enclosed **Annexure A,** prepared by the Company and initialled by us for identification purpose ("**Statement**") for the Issue, provides the possible special tax benefits available to the Company and to its shareholders under direct tax and indirect tax laws presently in force in India, including the Income Tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, Customs Act, 1962 and the Customs Tariff Act, 1975, each as amended (read with the rules, circulars and notifications issued in connection thereto) and as presently in force in India as on the date of this certificate and, as amended by the Finance Act, 2024, i.e. applicable for the Fiscal Year 2024-25 relevant to the assessment year 2025-26. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant statutory provisions. Hence, the ability of the Company and/or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfil.
- The accompanying Statement states the tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 (Act). The Company does not have material subsidiaries as per the materiality policy considered by the Board of Directors. This statement of possible special tax benefits is required as per Schedule VI (Part A)(9)(L) of the SEBI ICDR Regulations. While the term '*special tax benefits*' has not been defined under the SEBI ICDR Regulations, for the purpose of this Statement, it is assumed that with respect to special tax benefits available to the Company, the same would include those benefits as enumerated in the **Annexure A**. Any benefits under the taxation laws other than those specified in the **Annexure A** are considered to be general tax benefits and therefore, not covered within the ambit of this Statement. Further, any benefits available under any other laws within or outside India, except for those mentioned in the **Annexure A** have not been examined and covered by this Statement.

Management Responsibility

- The preparation of the Statement is the responsibility of the management of the Company ("**Management**") including the preparation and maintenance of all accounting and the other relevant supporting records and documents. The responsibility includes the design, implementation, and maintenance of internal control relevant to the preparation and presentation of the Statement; and making estimates that are reasonable in the circumstances.
- The Management is also responsible for ensuring that the Company complies with the requirements of the SEBI ICDR Regulations.
- The ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company may or may not choose to fulfil.

Auditor's Responsibility for the Statement

- We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India ("**Guidance Note**"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

- Based on our examination, as above, and the information and explanations given to us, we hereby confirm that the enclosed **Annexure A** prepared by the Company states the possible special tax benefits available to the Company and its shareholders. The benefits discussed in the enclosed Statement are not exhaustive. We are informed that this Statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice.
- Our conclusion is based on the information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.
- We do not express any opinion or provide any assurance as to whether:
  (i) the Company or its shareholders will continue to obtain these benefits in future;
  (ii) the conditions prescribed for availing the benefits, where applicable have been/would be met; or
  (iii) the revenue authorities/courts will concur with the views expressed therein.
- 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.

Usage of Report

- This report may be relied upon by the Company and the Book Running Lead Managers in relation to the Issue. We hereby consent to the extracts of, or reference to, this report being used in the Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus and in any other material used in connection with the Issue and other Issue related materials (collectively, the "**Issue Documents**"). We also consent to the submission of this report as may be necessary, to any regulatory authority and/or for the records to be maintained by the Book Running Lead Managers in connection with the Issue and in accordance with applicable law.

Yours faithfully

For **M/S KANTILAL PATEL & CO.**

Chartered Accountants

(Firm Registration Number: 104744W)

Jinal A. Patel

(Partner)

Membership Number: 153599

Place: Ahmedabad

Date: February 26, 2025

UDIN: 25153599BMJLPO6530

Annexure A

Statement of Possible Tax Benefits Available to the Company and its Shareholders under the Applicable Laws in India

Outlined below are the special tax benefits available to ArMee Infotech Limited (the **"Company"**) and its Shareholders under the Income-tax Act, 1961 (the **"Act"**) as amended by the Finance Act, 2024 applicable for Financial Year 2024-25 relevant to the Assessment Year 2025-26.

• **Lower corporate tax rate under section 115BAA**

Section 115BAA has been inserted in the Act w.e.f. FY 2019-20. It gives an option to domestic company to be governed by this section from a particular assessment year. If a company opts for section 115BAA of the Act, the company can pay corporate tax at a reduced rate of 25.168% (22% plus surcharge of 10% and education cess of 4%). However once opted for reduced rate of taxation under the said section, it cannot be subsequently withdrawn.

Section 115BAA further provides that domestic companies availing the option will not be required to pay Minimum Alternate Tax (MAT) on their 'book profits' under section 115JB of the Act. However, such a company will no longer be eligible to avail any specified exemptions / incentives under the Act and will also need to comply with the other conditions specified in section 115BAA. Also, if a company opts for section 115BAA, the tax credit (under section 115JAA), if any, which it is entitled to on account of MAT paid in earlier years, will no longer be available.

Further, it shall not be allowed to claim set-off of any brought forward losses arising to it on account of additional depreciation and other specified incentives.

Further, it shall not be allowed to claim set-off of any brought forward losses arising to it on account of additional depreciation and other specified incentives. The Company has already evaluated and opted for the lower corporate tax rate of 25.168% (prescribed under section 115BAA of the Act) with effect from AY 2020-21.

• Section 80JJAA: Deduction in respect of employment of new employees

Subject to fulfilment of prescribed conditions, the Company is entitled to claim deduction under the provisions of Section 80JJAA of the Act, of an amount equal to thirty per cent of additional employee cost (relating to specified category of employees) incurred in the course of business in the previous year, for three assessment years including the assessment year relevant to the previous year in which such employment is provided. The deduction u/s 80JJAA of the Act shall be applicable even if the Company avails the benefits of the special rate u/s 115BAA of the Act.

Special direct tax benefits available to the Shareholders

There are no special direct tax benefits available to the shareholders.

Notes:

1. There are no other special direct and indirect tax benefits that are available to the Company presently.

2. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

3. For direct tax benefits, this Annexure sets out only the special tax benefits available to the Company and the shareholders under the current Income-tax Act, 1961, i.e., the Act as amended by the Finance Act, 2023 applicable for the Financial Year 2023-24 relevant to the Assessment Year 2024-25, presently in force in India.

4. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the Issue.

5. Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For ArMee Infotech Limited (formerly known as ArMee Infotech Private Limited)

Aruna Maheshwari

Chief Financial Officer

Place: Ahmedabad, India

Date: February 26, 2025

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report on IT Infrastructure Industry & Solar EPC Industry in India" issued on February 11, 2025, prepared and issued by Dun and Bradstreet, appointed by us on February 8, 2024 and exclusively commissioned and paid for by us in connection with the Issue. The data included herein includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Issue), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the D&B Report is available on the website of our Company at www.armeeinfotech.com. For more information, please see "Risk Factor – 59. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Dun & Bradstreet Information Services India Private Limited exclusively commissioned and paid for by us for such purpose." on page 57.

Global Macroeconomic Scenario

The global economy, estimated at 3.1% in 2023, is expected to show resilience at 3.1% in 2024 before rising modestly to 3.2% in 2025. Between 2021 – 2022, global banks were carrying a historically high debt burden after COVID-19. Central banks took tight monetary measures to control inflation and spike in commodity prices. Russia's war with Ukraine further affected the global supply chains and inflated the prices of energy and ot-her food items. These factors coupled with war-related economic sanctions impacted the economic activities in Europe. Any further escalation in the war may further affect the rebound of the economy in Europe.

While China was facing a crisis in the real estate sector and prices of properties were declining between 2020 - 2023, with the reopening of the economy, consumer demand is picking up again. The Chinese authorities have taken a variety of measures, including additional monetary easing, tax relief for corporates, and new vaccination targets for the elderly. The government has also taken steps to help the real estate sector including cracking down on debt-ridden developers, announcing stimulus for the sector and measures to encourage the completion and delivery of unfinished real estate projects. The sector is now witnessing investments from developers and demand from buyers.

Global headline inflation is set to fall from an estimated 6.8% in CY 2023 to 5.8% in CY 2024 and to 4.4% in CY 2025. This fall is swifter than anticipated across various areas, amid the resolution of supply-related problems and tight monetary policies. Reduced inflation mirrors the diminishing impact of price shocks, particularly in energy, and their subsequent influence on core inflation. This decrease also stems from a relaxation in labour market pressure, characterized by fewer job openings, a slight uptick in unemployment, and increased labour availability, occasionally due to a significant influx of immigrants.

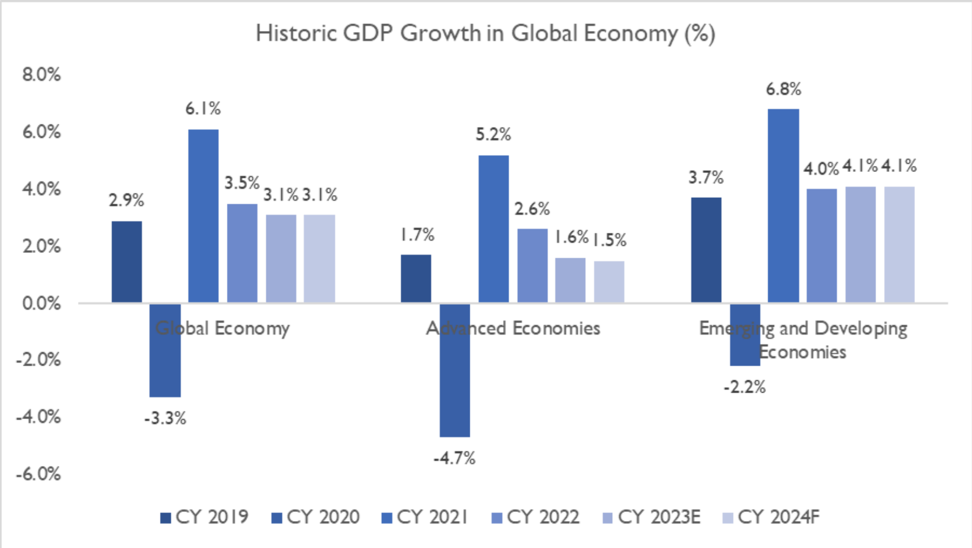
Global GDP Growth Scenario

The global economy started to rise from its lowest levels after countries started to lift the lockdown in 2020 and 2021. The pandemic lockdown was a key factor as it affected economic activities resulting in a recession in the year CY 2020, as the GDP growth touched -3.3%.

In CY 2021 disruption in the supply chain affected most of the advanced economies as well as low-income developing economies. The rapid spread of Delta and the threat of new variants in mid of CY 2021 further increased uncertainty in the global economic environment.

Global economic activities experienced a sharper-than-expected slowdown in CY 2022. One of the highest inflations in decades, seen in 2022, forced most of the central banks to tighten their fiscal policies. Russia's invasion of Ukraine affected the global food supply resulting in a further increment in the cost of living.

Further, despite initial resilience earlier in 2023, marked by a rebound in reopening and progress in curbing inflation from the previous year's highs, the situation remained precarious. Economic activity lagged behind its pre-pandemic trajectory, particularly in emerging markets and developing economies, leading to widening disparities among regions. Numerous factors are impeding the recovery, including the lasting impacts of the pandemic and geopolitical tensions, as well as cyclically-driven factors such as tightening monetary policies to combat inflation, the reduction of fiscal support amidst high debt levels, and the occurrence of extreme weather events. As a result, global growth declined from 3.5% in CY 2022 to 3.1% in CY 2023.

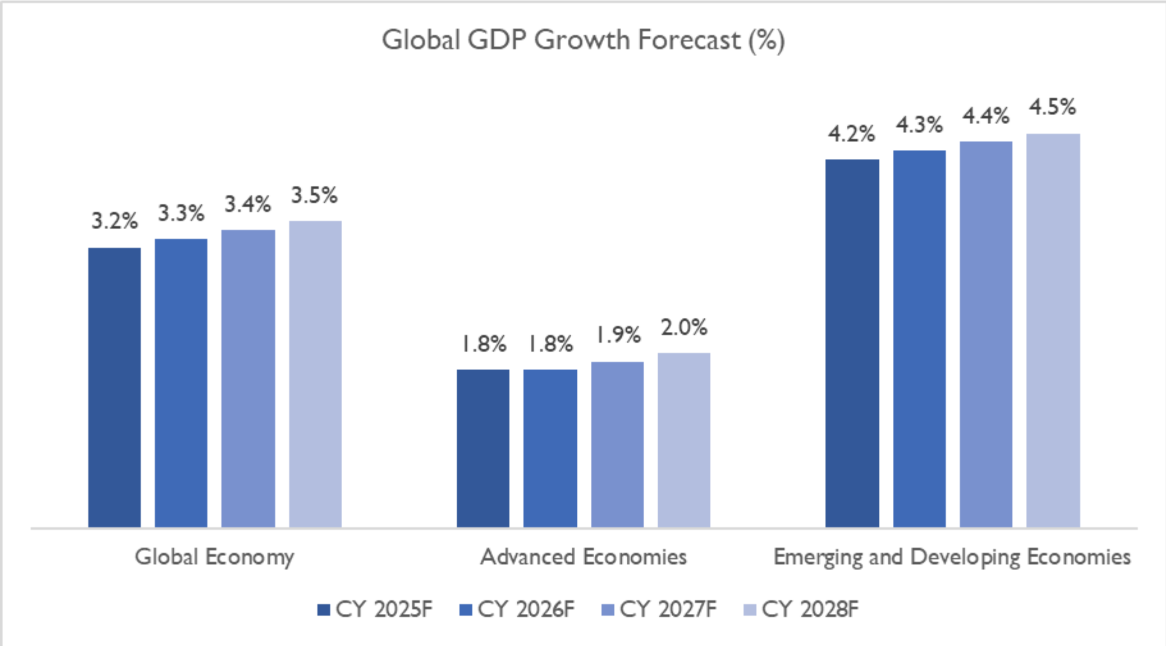


Source – IMF Global GDP Forecast Release 2024

Note: Advanced Economies and Emerging & Developing Economies are as per the classification of the World Economic Outlook (WEO). This classification is not based on strict criteria, economic or otherwise, and it has evolved over time. It comprises of 40 countries under the Advanced Economies including the G7 (the United States, Japan, Germany, France, Italy, the United Kingdom, and Canada) and selected countries from the Euro Zone (Germany, Italy, France etc.). The group of emerging market and developing economies (156) includes all those that are not classified as Advanced Economies (India, China, Brazil, Malaysia etc.)

In the current scenario, global GDP growth is estimated to have recorded a moderate growth of 3.1% in CY 2023 as compared to 3.5% growth in CY 2022. While high inflation and rising borrowing costs are affecting private consumption, on the other hand, fiscal consolidation is affecting government consumption.

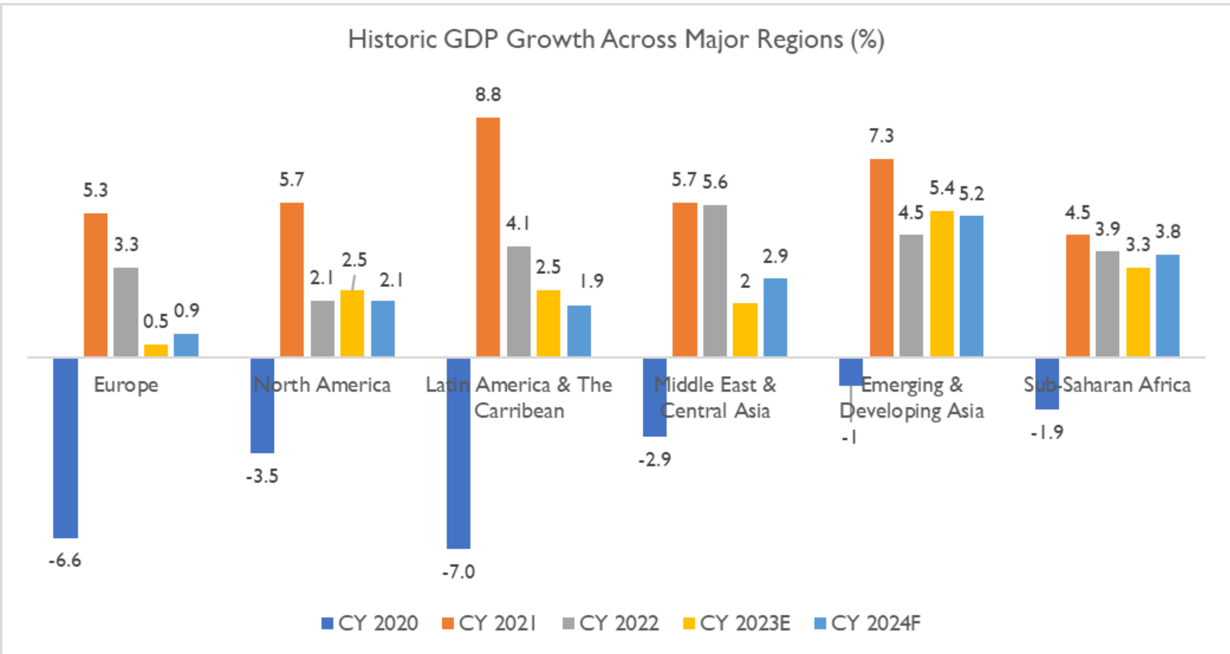
Slowed growth in developed economies will affect the GDP growth in CY 2024 and global GDP is expected to record a flat growth of 3.1% in CY 2024. The crisis in the housing sector, bank lending, and industrial sectors are affecting the growth of global GDP. Inflation forced central banks to adopt tight monetary policies. After touching the peak in 2022, inflationary pressures slowly eased out in 2023. This environment weighs in for interest rate cuts by many monetary authorities.



Source – IMF Global GDP Forecast Release 2024, D&B Estimates

GDP Growth Across Major Regions

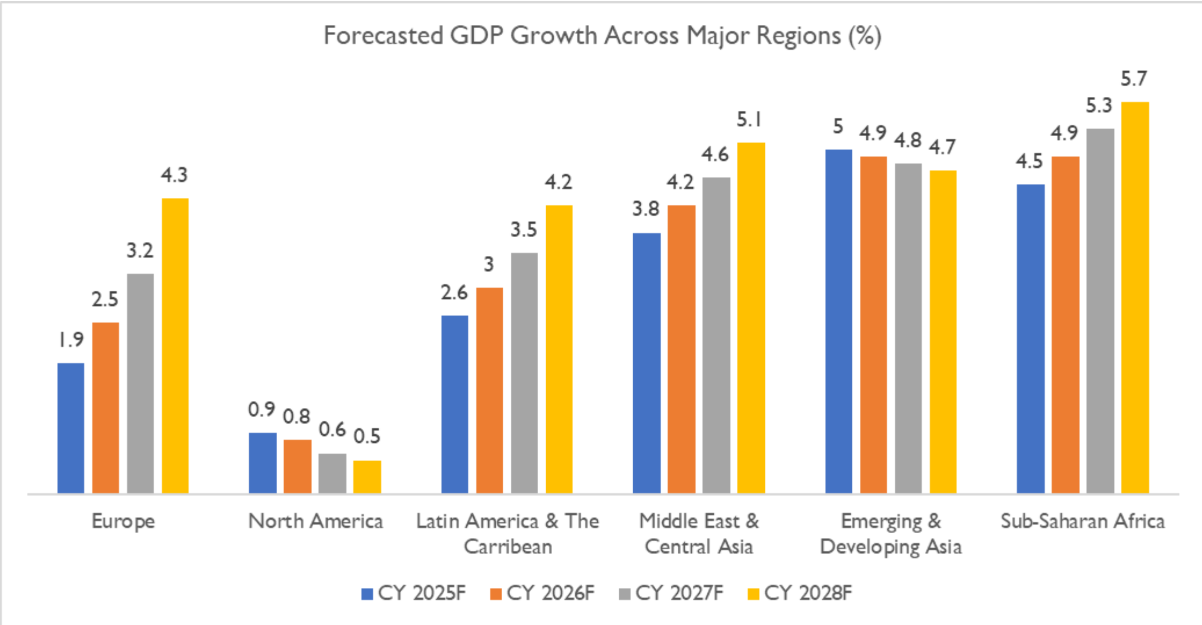
GDP growth of major regions including Europe, Latin America & The Caribbean, Middle East & Central Asia, and Sub-Saharan Africa, were showing signs of slow growth and recession between 2020 – 2023, but leaving Latin America & The Caribbean, 2024 is expected to show resilience and growth. Meanwhile, GDP growth in Emerging and Developing Asia (India, China, Indonesia, Malaysia etc.) is expected to decrease from 5.4% in CY 2023 to 5.2% in CY 2024, while in the United States, it is expected to decrease from 2.5% in CY 2023 to 2.1% in CY 2024.



Source-IMF World Economic Outlook January 2024 update

Except for Emerging and Developing Asia, Latin America & The Caribbean and the United States, all other regions are expected to record an increase in GDP growth rate in CY 2024 as compared to CY 2023. GDP growth in Latin America & The Caribbean is expected to decline due to negative growth in Argentina. Further, growth in the United States is expected to come down at 2.1% in CY 2024 due to lagged effects of monetary policy tightening, gradual fiscal tightening, and a softening in labour markets slowing aggregate demand.

Although Europe experienced a less robust performance in 2023, the recovery in 2024 is expected to be driven by increased household consumption as the impact of energy price shocks diminishes and inflation decreases, thereby bolstering real income growth. Meanwhile, India and China saw greater-than-anticipated growth in 2023 due to heightened government spending and robust domestic demand, respectively. Sub- Saharan Africa's expected growth in 2024 is attributed to the diminishing negative impacts of previous weather shocks and gradual improvements in supply issues.



Source-IMF, OECD, and World Bank, D&B Estimates

India Macroeconomic Analysis

GDP Growth Scenario

India's economy is showing signs of resilience with GDP growing to estimated 7.3% in FY 2024. Although this translates into only a slight uptick in demand (compared to FY 2023- 7.2%), the GDP growth in FY 2023 represents a return to pre pandemic era growth path. Despite this moderation in growth, India continues to remain one of the fastest growing economies in the world.

Country	Real GDP Growth (2023)
India	**6.3%**
United Kingdom	0.5%
Italy	0.7%
Canada	1.3%
China	5.0%
Brazil	3.1%
France	1.3%
United States	2.1%

South Africa	0.9%
Germany	-0.5%
Japan	2.0%
Russia	2.2%

Source: IMF

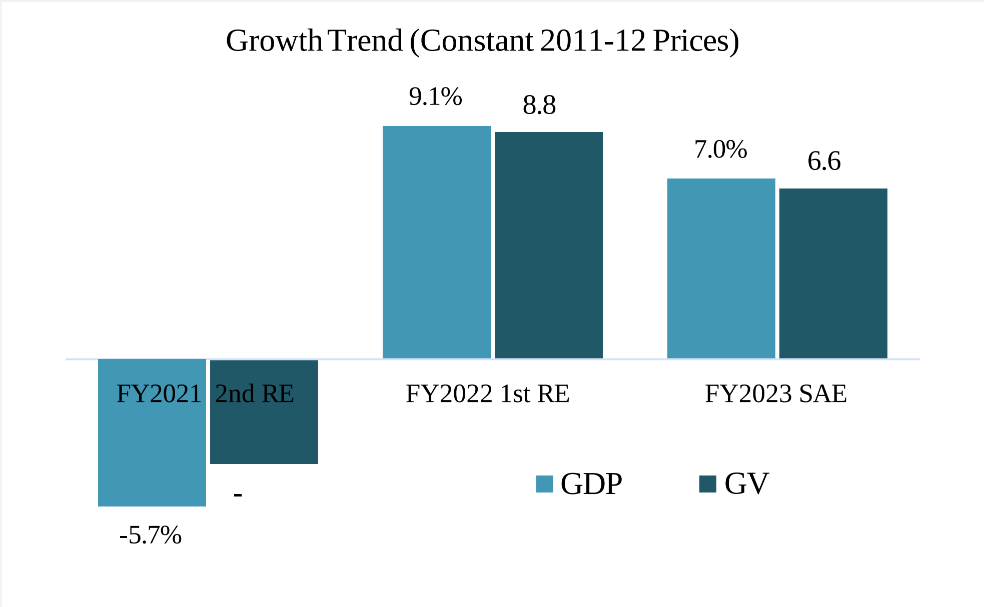
Countries considered include - Largest Developed Economies and BRICS (Brazil, Russia, India, China, and South) Countries have been arranged in descending order of GDP growth.

There are quite a few factors aiding India's economic recovery – notably its resilience to external shocks (ongoing Russia – Ukraine conflict) and rebound in private consumption. This rebound in private consumption is bringing back the focus on improvements in domestic demand, which together with revival in export demand is a precursor to higher industrial activity. Already the capacity utilization rates in Indian manufacturing sector are recovering as industries have stepped up their production volumes. As this momentum sustains, the country may enter a new capex cycle. The universal vaccination program by the Government has played a big part in reinstating confidence among the population, in turn helping to revive private consumption.

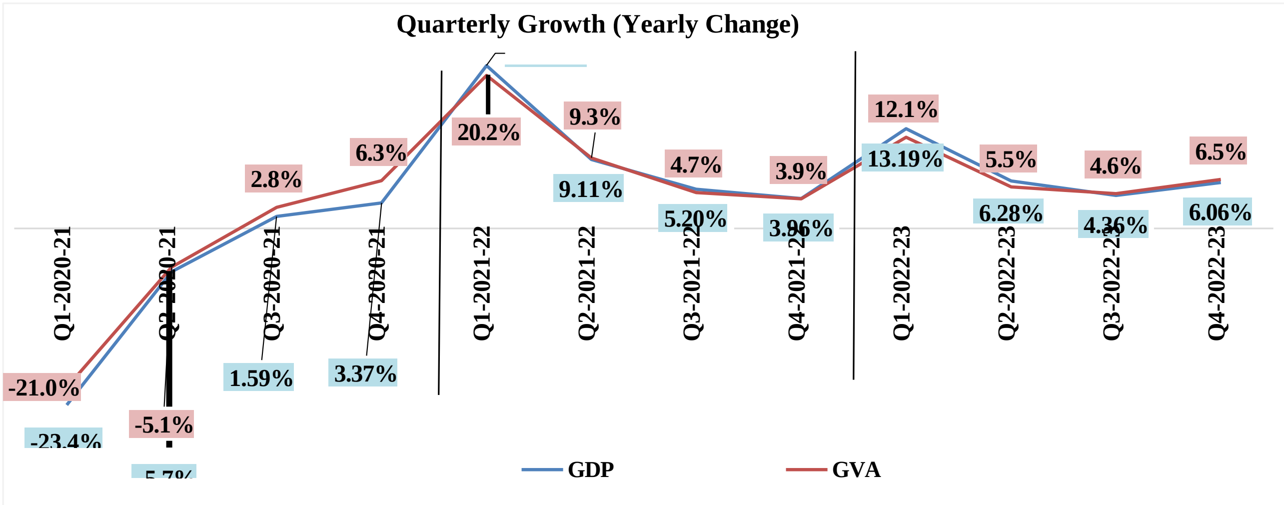
Realizing the need to impart external stimuli, the Government stepped up its spending on infrastructure projects which in turn had a positive impact on economic growth. The capital expenditure of central government increased by nearly 24.5% during FY 2023 as compared to the previous fiscal. The improvement was accentuated further as the Union Budget 2023-2024 announced 37.4% increase in capital expenditure (budget estimates), to the tune of Rs 10 trillion. The announcement also included 30% increase in financial assistance to states at Rs 1.3 trillion for capex. This has provided the much-needed confidence to private sector, and in turn attracted private investment.

On the lending side, the financial health of major banks has witnessed an improvement which has helped in improving the credit supply. With capacity utilization improving, there would be demand for credit from corporate sector to fund the next round of expansion plans. Banking industry is well poised to address that demand. Underlining the improving credit scenario is the credit growth to micro, small and medium enterprise (MSME) sector as the credit outstanding to the MSME sector by scheduled commercial banks in the financial year FY 2023 grew by 12.3% to Rs 22.6 trillion compared to FY 2022. The extended Emergency Credit Linked Guarantee Scheme (ECLGS) by the Union Government has played a major role in improving this credit supply.

India's GDP in FY 2023 grew by 7.2% compared to 9.1% in the previous fiscal on the back of slowing domestic as well as external demand owing to series of interest rate hikes globally to tackle high inflation. The year- on-year moderation in growth rate is also partly due to a fading impact of pandemic-induced base effects which had contributed towards higher growth in FY 2022. On quarterly basis, the country growth moderated in Q2 and Q3 of FY 2023 which highlights impact of slowing economy on the back of monetary tightening. During Q3 FY 2023, the country's GDP grew by 4.36% against 6.28% y-o-y increase in the corresponding quarter last fiscal. However, the fourth quarter of FY 2023 saw a rebound in growth rate, indicating an optimistic scenario.



Source: Ministry of Statistics & Programme Implementation (MOSPI) RE stands for Revised Estimates, SAE stands for Second Advance Estimates



Source: Ministry of Statistics & Programme Implementation (MOSPI)

Sectoral Growth Trend: Annual

Sectoral analysis of GVA reveals growth tapered sharply in industrial sector which is estimated to have grown by just 3.6% in FY 2023 against 11.6% in FY 2022. In the industrial sector, growth across major economic activity such as mining, manufacturing, construction sector slowed registering a growth of 3.4%, 0.6% and 9.1% in FY 2023 against a growth rate of 7.1%, 11.05% and 14.8% recorded in FY 2022, respectively. Utilities sector too observed a marginal moderation in y-o-y growth to 9.2% against a decline of 3.6% in the previous years.

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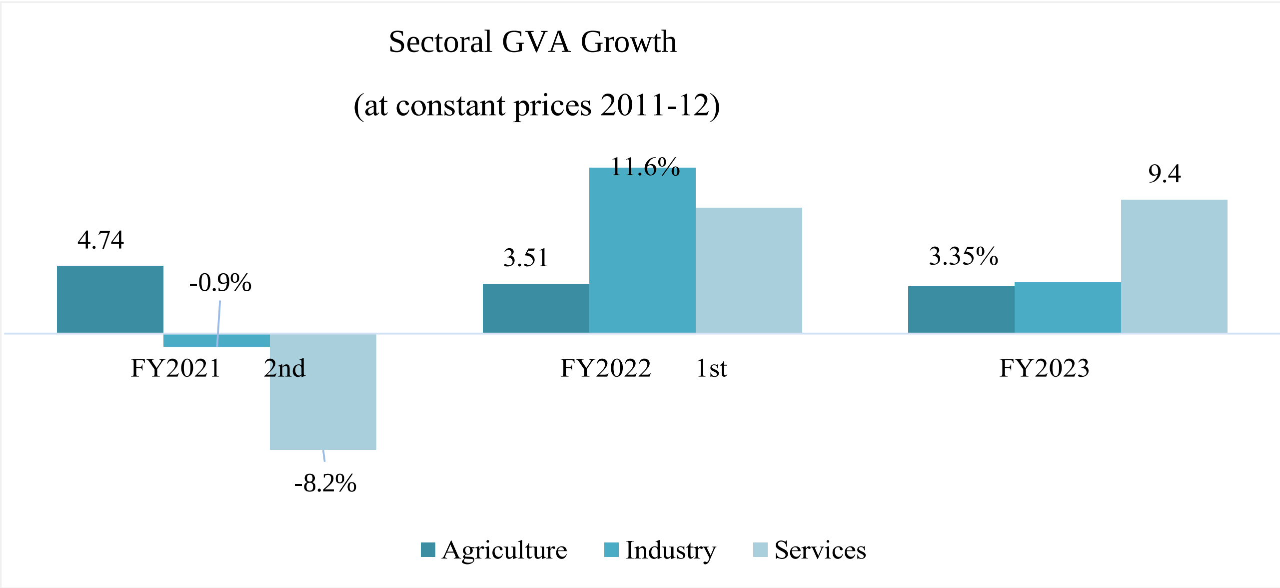
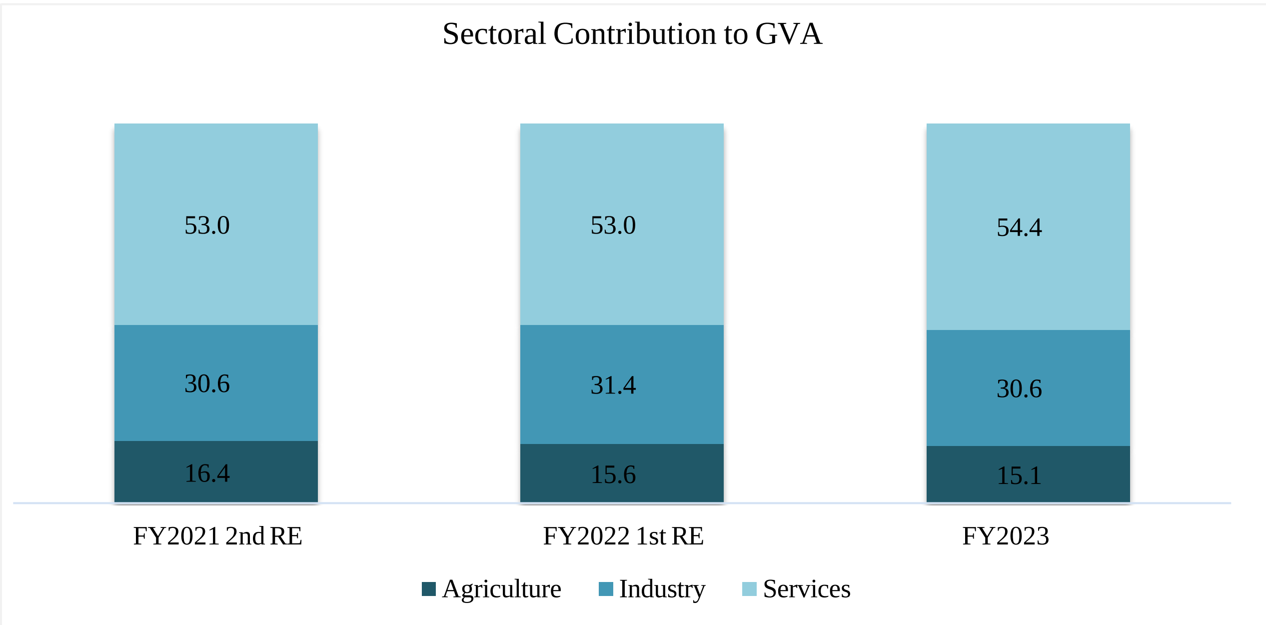


Source: Ministry of Statistics & Programme Implementation (MOSPI)

Talking about the services sectors performance, with major relaxation in covid restriction, progress on covid vaccination and living with virus attitude, business in service sector gradually returned to normalcy in FY 2022. Economic recovery was supported by the service sector as individual mobility returned to pre-pandemic level. The trade, hotel, transport, communication, and broadcasting segment continued to strengthen and grow by 14.18% in FY 2023 against 13.75% in the previous year and financial services, real estate and professional services sector recorded 6.85% y-o-y growth against 4.73%. However, overall service sector growth was curbed by moderation in public administration and defence services sector which recorded 7.12% yearly increase against 9.7% increase in the previous year.



Source: Ministry of Statistics & Programme Implementation (MOSPI)

Sectoral Growth Trend: Quarterly

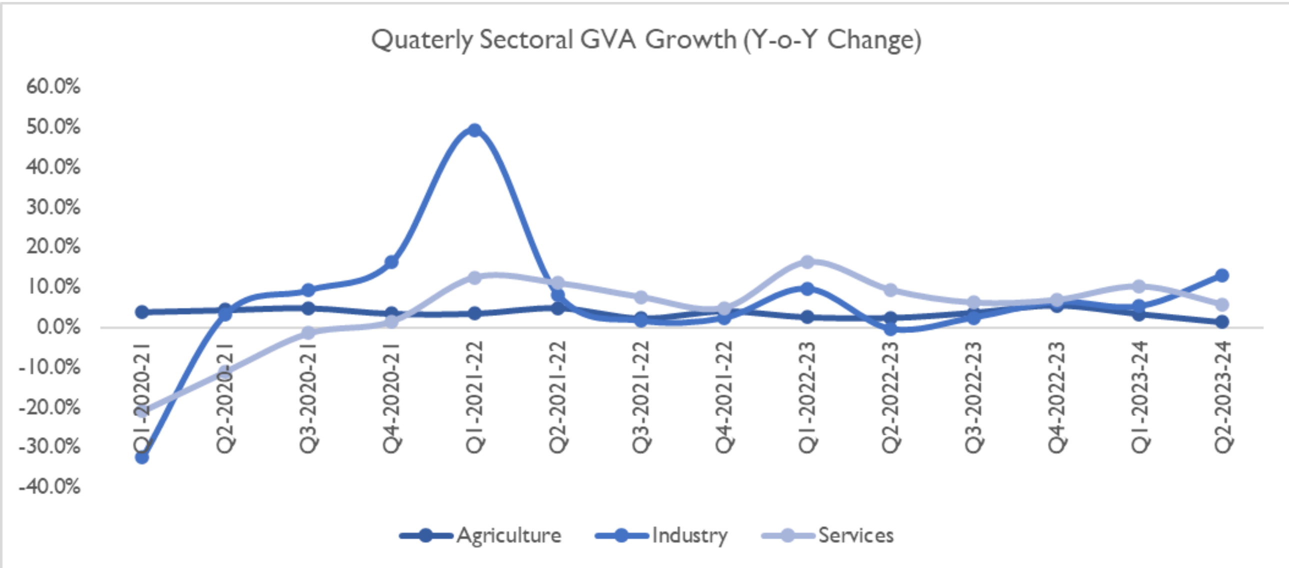
Quarterly GVA number indicated sustained weakness in economic activity during Q2 and Q3 FY 2023 with manufacturing activity being the worst hit segment amongst the industrial sectors. India's manufacturing sector shrank by 1.1% on-year in Q3 FY 2023, a second straight contraction highlighting the continuing weakness in consumer demand and exports. However, Q4 FY 2023, manufacturing sector output was rose by 4.5% compared to the corresponding quarter last year (0.62%).

Agriculture sector GVA strengthen in Q3 FY 2023 to register 3.68% yearly growth, and further to 5.47% in Q4 FY 2023 compared to the corresponding quarter last year (4.06%). Any growth between 3.5-4% in farm sector is considered above the long-term trend line. Construction sector witnessed 8.39% y-o-y growth in Q3 of FY 2023, and a further growth of 10.39% against 4.93% y-o-y growth in the previous quarter (Q4 FY 2023). Mining and quarrying sector, and Electricity, gas, water supply & other utility services sector registered 4.3% and 6.85% y-o-y growth in Q4 FY 2023 against 2.33% and 6.73%, respectively in Q4 FY 2022.

Within service sector, quarterly growth moderated across all segments in Q3 and Q4 FY 2023 against the previous quarter. Trade, hotel, transport, communication, and broadcasting segment observed 9.06% y-o-y growth in Q4 FY 2023 as compared to 15.64% growth in Q2 FY 2023. Other services sector broadly classified under Public Admin, Defence & Other Services and Financial, Real Estate & Professional Services too observed 3.12% and 7.11% growth in Q4 FY 2023 against 5.57% and 7.13% y-o-y change in Q2 FY 2023.

In Q1 FY 2024, agriculture sector recorded a y-o-y growth of 3.35% over the same period last year, whereas recorded a decline from the previous quarter standing at 5.47%. It further recorded an even slowed growth at 1.31% in Q2 FY 2024, as corresponding to 2.40% annual growth observed in Q2 FY 2023. The service sector in Q1 FY 2024 recorded an annual growth at 10.27%, and showed an increase from the previous quarter (6.88%). However, Q2 FY 2024 in services saw a moderation, and recorded an annual growth of 5.76%.

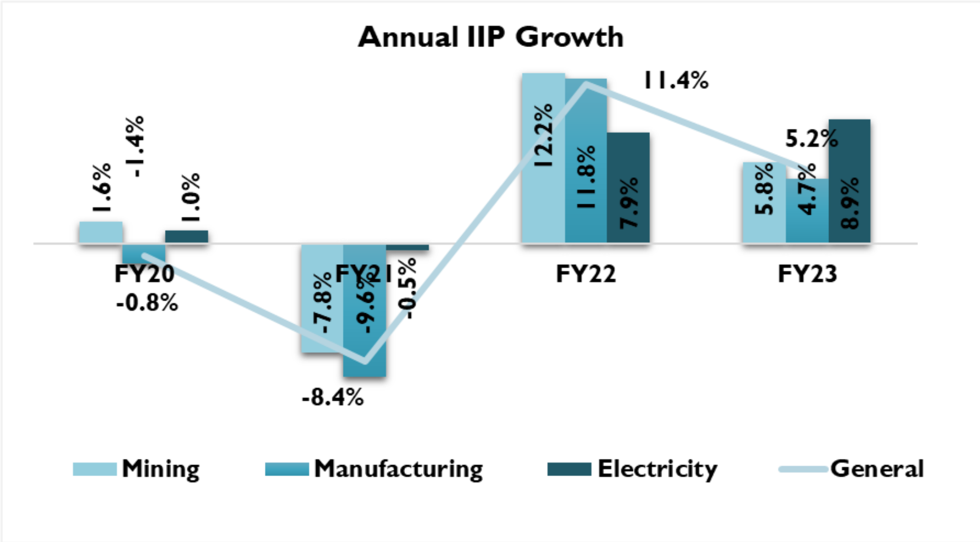
The manufacturing sector output saw a phenomenal y-o-y growth in Q2 FY 2024, recorded at 13.60%, as compared to the negative growth of -3.57% observed in Q2 FY 2023. The overall industry trend recorded a growth of 12.97% in Q2 FY 2024, as compared to -0.36% recorded in the same period previous year, as well as 5.26% recorded in the previous quarter.



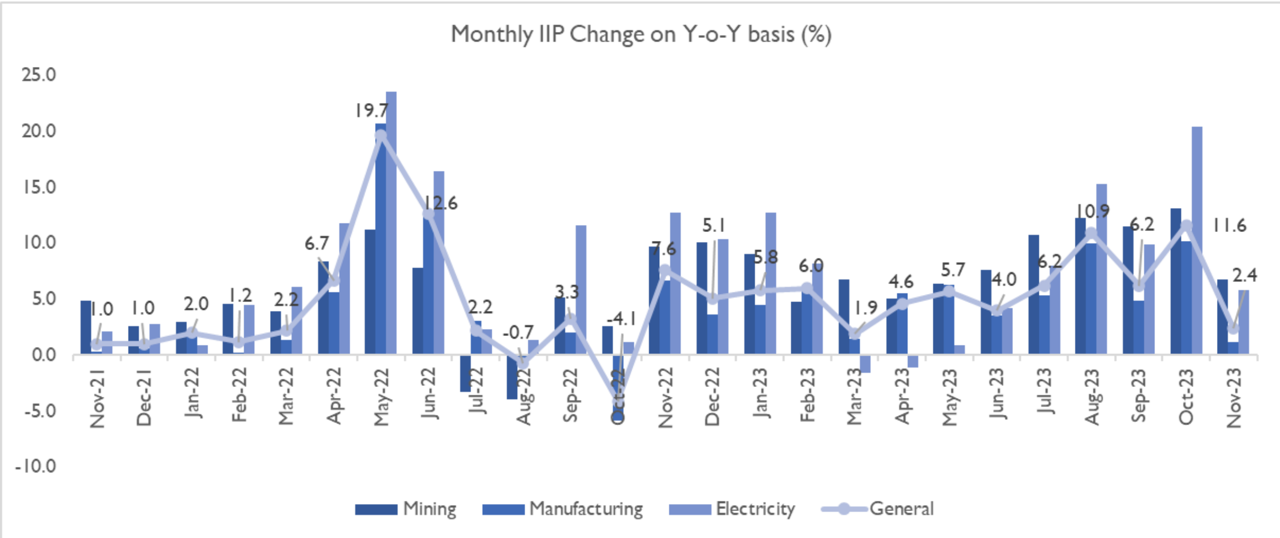
Source: Ministry of Statistics & Programme Implementation (MOSPI)

Index of Industrial Production

After experiencing three years of deteriorating industry growth, the country's Index of Industrial Production (IIP) index registered 11.4% y-o-y growth in FY 2022 where growth was evenly spread across all sub- segments. After the stark rise experienced in economy after the Covid-19 pandemic, growth in FY 2023 moderated to 5.2%. Electricity index registered 8.9% y-o-y growth in FY 2032 followed by the mining sector index. Classified based on usage i.e., infrastructure/construction goods, capital good, intermediate good and consumer durable outperformed over the other sector and registered healthy double-digit growth.



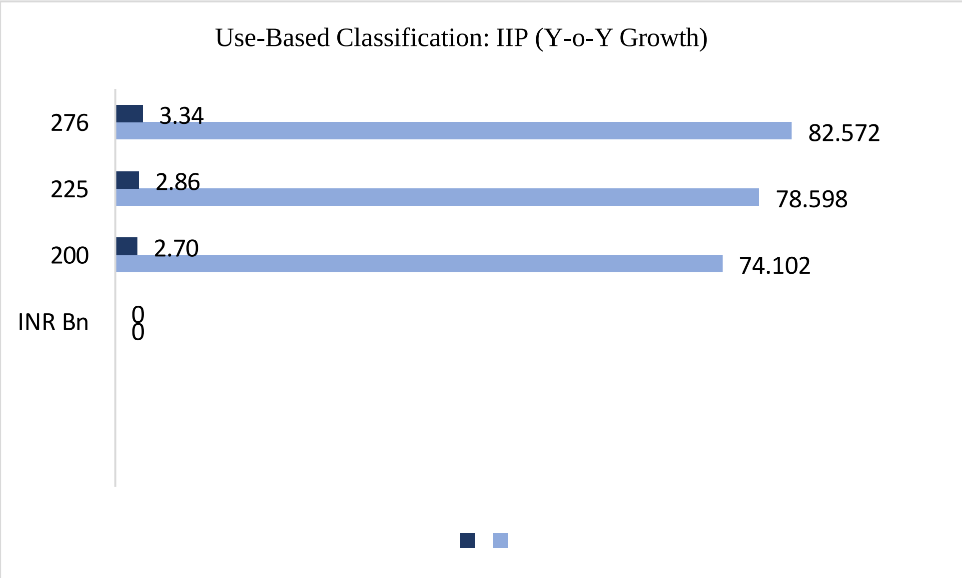
Source: Ministry of Statistics & Programme Implementation (MOSPI)



Source: Ministry of Statistics & Programme Implementation (MOSPI)

Between November 2021 – November 2022, the IIP index improved steadily between Nov'21 to May'22 but moderated sharply in the subsequent four months and it measured lowest in October 2022 while it showed temporary improvement by growing at 7.3% in subsequent. However, IIP again moderated to register 5.1 % y-o-y growth in December 2022. Manufacturing activity which has 77.6% weightage in the overall index, grew by 2.6% in December 2022 while mining activity and electricity index grew by 9.8% and 10.4%, respectively.

On y-o-y basis, monthly IIP growth in December 2022 was relatively higher compared to December 2021 due to low base effect where overall IIP was adversely affected by onset of third wave of pandemic. Between November 2022 – November 2023, IIP growth declined from levels of 7.6% in Nov'22 to 1.9% in Mar'23. However, the subsequent months in 2023 saw a trend of growth, with Aug'23 and Oct'23 recording a high of 10.9% and 11.6% respectively on back of growing demand and record festive sales.

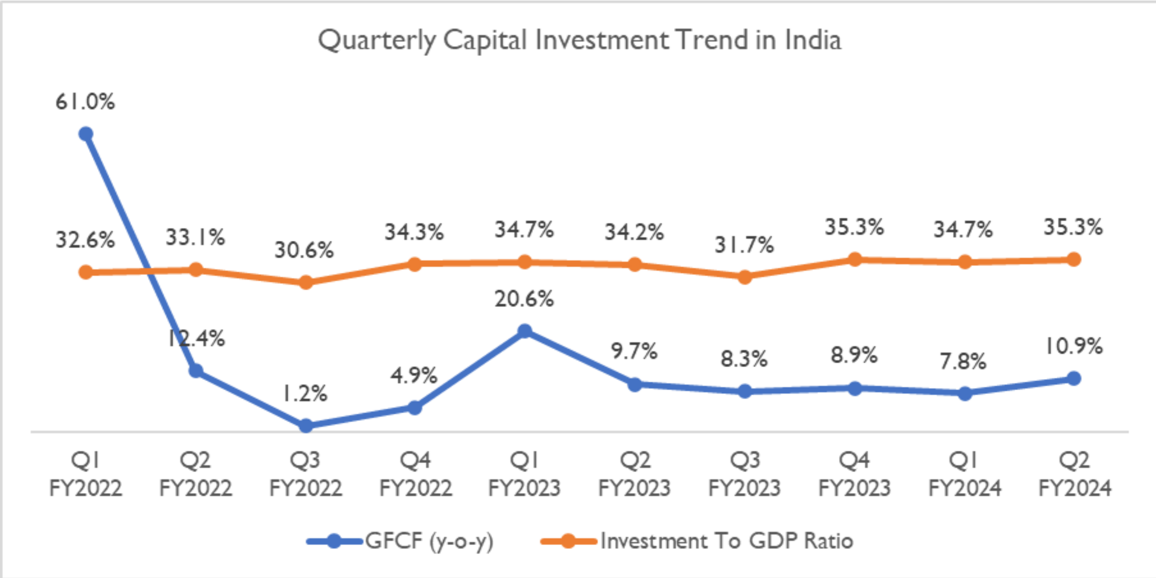


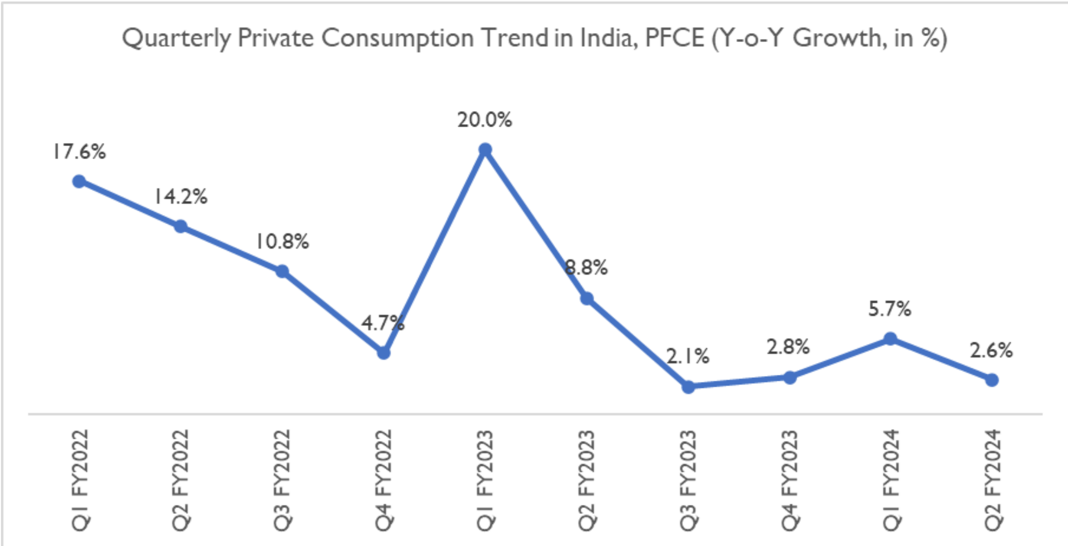
Sources: MOSPI

As per the use-based classification, growth in all segments deteriorated for FY 2023 as compared to FY 2022. Consumer good and intermediate goods were worst hit segments followed by infrastructure / construction Goods. The contracting IIP data points towards adverse operating business climate as global headwinds, high inflation, and monetary tightening started having adverse impact on manufacturing activity in FY 2023.

Investment & Consumption Scenario

Other major indicators such as Gross fixed capital formation (GFCF), a measure of investments, moderated between Q2 FY 2023 – Q1 FY 2024, after a rise of 20.6% observed in Q1 FY 2023. However, Q2 FY 2024 saw some quarter-on-quarter improvement in performance at 10.9%, as well as annual growth against 9.7% recorded in Q2 2023.Despite the festive season demand and largely a covid-free economy, Private Final Consumption Expenditure (PFCE) a realistic proxy to gauge household spending, observed a continued moderation in Q3 FY 2023 where yearly growth softened to 2.1% which was nearly 8.8% lower compared to Q2 FY 2023. Q1 FY 2024 saw growth, observing a PFCE of 5.7%, followed by steep moderation to 2.6% in Q2 FY 2024.

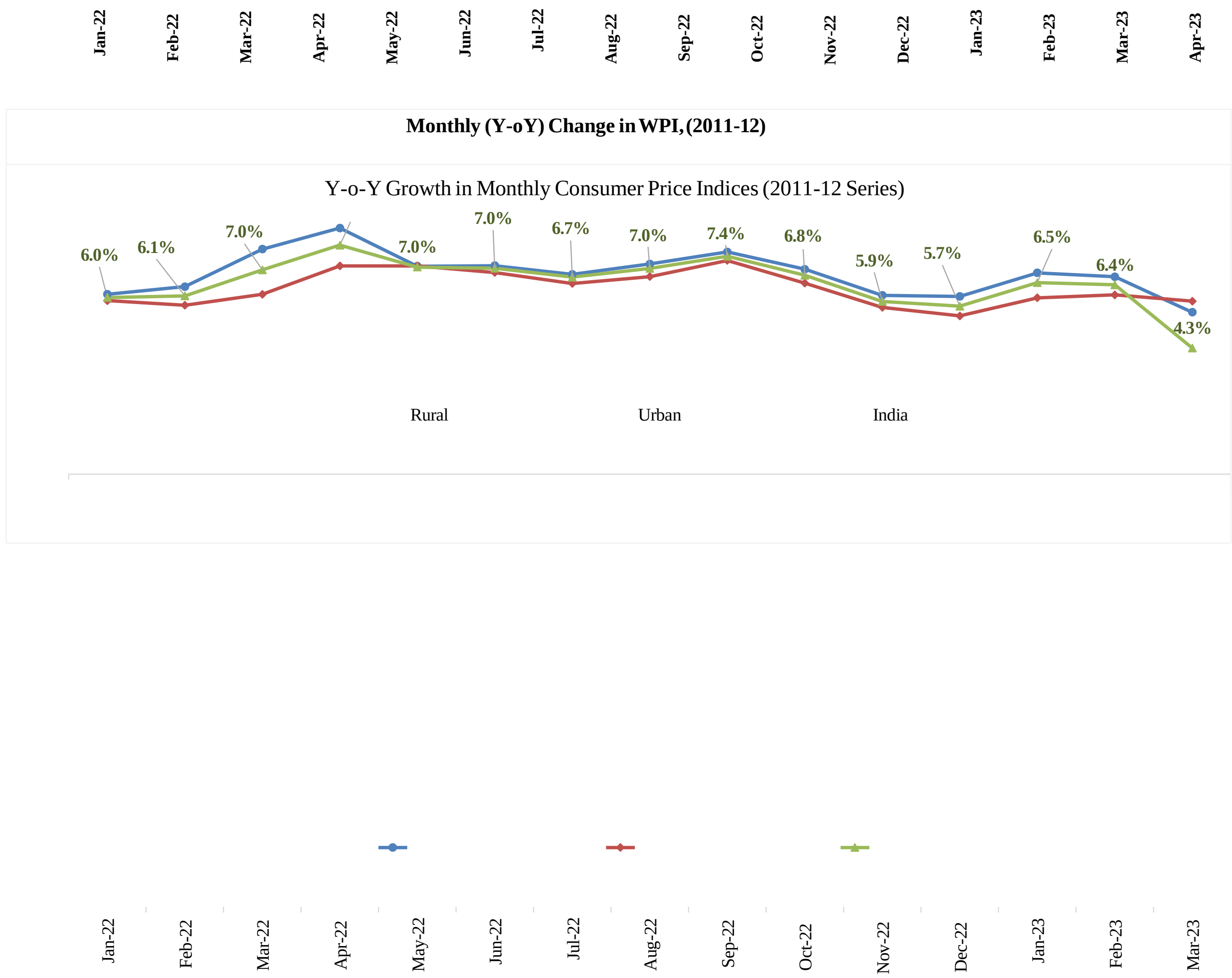




Sources: MOSPI

Inflation Scenario

Wholesale Price Index (WPI) is moderating on the back of softening of prices. Compared to April 22, WPI in April 2023 dropped by -0.9%. This is primary on the back of softening of fuel & power prices. Monthly y- o-y change (April 2023 v/s April 2022) for manufactured products was -2.9%, and this too contributed to the moderation in WPI. Softening prices of mineral oils, chemicals & chemical products, textiles, crude petroleum & natural gas, textiles, and food products. contributed towards moderation in WPI inflation.



Source: CMIE Economic Outlook

Retail inflation rate (as measured by Consumer Price Index) again jumped above 6% tolerance limit of the central bank in January 2023 after observing mild moderation in the previous two month. The overall CPI grew by 6.5% in January 2023 due to spike in food inflation and CPI food index grew by 5.9% during FY 2023 against 4.2% y-o-y growth in the previous year. Within food index, Cereals and product-led food inflation reached 16.1 per cent in January 2023 from 13.8 per cent in December 2022. As a part of anti-inflationary measure, the RBI has hiked the repo rate by 225 bps since May 2022 to current 6.5% (May 2023), with latest fourth round hike announced on 8 Feb 2023. The Reserve Bank of India has estimated an average inflation rate of 6.5% for FY 2023. Since then, retail inflation appears to be softening, as it grew by 6.4% and 4.3% respectively in February and March of 2023.

Growth Outlook

Amidst the difficult and uncertain external economic environment, the Indian government has delivered a balanced Union Budget which focuses on achieving an inclusive and sustainable growth while adhering to the fiscal glide path. Notwithstanding the external risk, there is a sustained momentum in economic activity supported by domestic drivers. The consumer confidence survey by the Reserve bank of India points towards rising confidence of households both for the current situation as well as the future expectations (for a one- year period).

Rural demand is likely to be boosted by good prospects for agricultural output and discretionary spending is expected to support urban consumption supporting. Resilient domestic financial markets, sturdy growth in credit and the government's thrust on capital expenditure is expected to drive momentum in investment activity. Capacity utilization in the manufacturing sector has surpassed its long period average. Thus, the stance taken by the government to not only emphasize on the top-down approach to growth i.e focusing on substantial capital outlay, but also to place focus on the bottom of the pyramid by trying to unleash the potential of the primary sector in the Union Budget should support India's growth momentum in 2023.

Some of the key factors that would propel India's economic growth in the coming years Government focus on infrastructure development

Infrastructure development has remained recurring theme in India's economic development. The launch of flagship policies like National Infrastructure Pipeline (NIP), and PM Gati Shakti plan have provided the coordination & collaboration that was lacking earlier. Both NIP and PM Gati Shakti are ambitious billion- dollar plans that aim to transform India's infrastructure, elevating it to the next level. These projects are expected to improve freight movement, debottleneck the logistics sector, and improve the industrial production landscape, which would provide the incremental growth in GDP. In its Union Budget FY 2023, the Government has increased the capital expenditure by 35% to nearly INR 7.5 lakh crore – which indicates the strong Government focus on improving the overall infrastructure landscape in India.

Development of Domestic Manufacturing Capability

The Government launched Production Linked Incentive (PLI) scheme in early 2020, initially aimed at improving domestic manufacturing capability in large scale electronic manufacturing and gradually extended to other sectors. At present it covers 14 sectors, ranging from medical devices to solar PV modules. The PLI scheme provides incentives to companies on incremental sales of products manufactured in India. This incentive structure is aimed to attracting private investment into setting up manufacturing units and thereby beef up the domestic production capabilities. The overall incentives earmarked for PLI scheme is estimated to be INR 2 lakh crore. If fully realizing the PLI scheme would have the ability to add nearly 4% to annual GDP growth, by way of incremental revenue generated from the newly formed manufacturing units.

Strong Domestic Demand

Domestic demand has traditionally been one of the strong drivers of Indian economy. After a brief lull caused by Covid-19 pandemic, the domestic demand is recovering. Consumer confidence surveys by Reserve Bank / other institutions are points to an improvement in consumer confidence index, which is a precursor of improving demand. India has a strong middle-class segment which has been the major driver of domestic demand. Factors like fast paced urbanization and improving income scenario in rural markets are expected to accelerate domestic demand further. This revival is perfectly captured by the private final consumption expenditure (PFCE) metric. PFCE as a percentage of GDP increased to nearly 59.2% during the first half of FY 2023[1], which is the highest level it has achieved during the past few years. Although pent-up demand has played a part in this surge, this is an indication of normalization of demand.

There are two factors that are driving this domestic demand: One the large pool of consumers and second the improvement in purchasing power.

- The share of middle class increased from nearly 14% in 2005 to nearly 30% in 2021 and is expected to cross 60% by 2047 (Placeholder1)[2]. This expanding middle class household segment is fuelling India's growth story and would continue to play a key role in propelling India's economic growth.
- As per National Statistics Office (NSO) India's per capita income (in current prices) stood at INR

1.72 lakhs in FY 2023 which is nearly double of what it was in FY 2015. This increase in per capita income has impacted the purchasing pattern as well as disposable spending pattern in the country. Consumer driven domestic demand is majorly fuelled by this growth in per capita income.

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[1] India Economic Survey FY 2023, Full year data is yet to be released

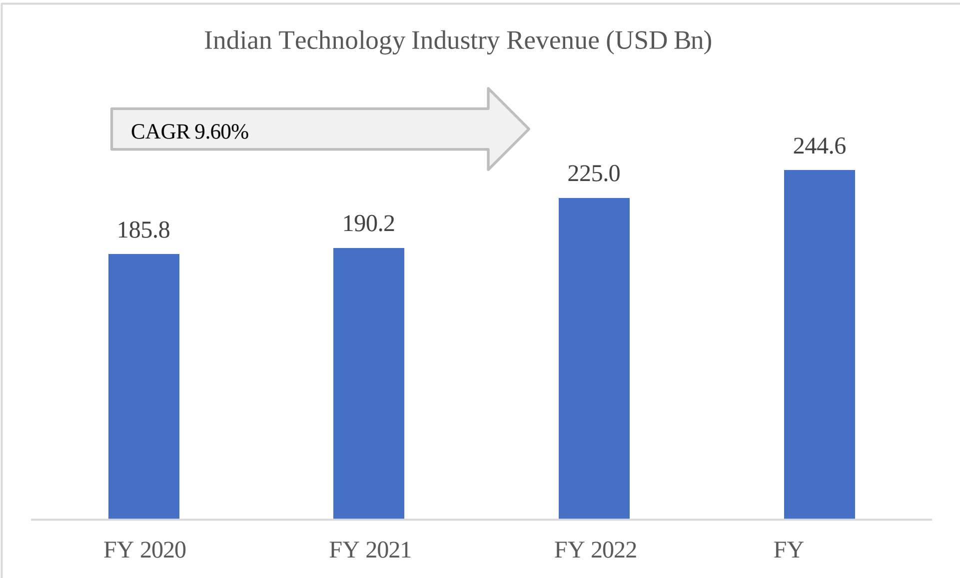
[2] As per the survey conducted by People Research on India's Consumer Economy. Households with annual income in the range of INR 5 – 30 lakh is considered as middle class households

Digitization Reforms

Ongoing digitization reforms and the resultant efficiency gains accrued would be a key economic growth driver in India in the medium to long term. Development of digital platforms has helped in the seamless roll out of initiatives like UPI, Aadhaar based benefit transfer programs, and streamlining of GST collections. All of these have contributed to improving the economic output in the country. Some of the key factors that have supported the digitization reforms include – the growth in internet penetration in India together with drop in data tariffs, growth in smartphone penetration, favorable demographic pattern (with higher percentage of tech savy youth population) and India's strong IT sector which was leveraged to put in place the digital ecosystem. All these factors are expected to remain supportive and continue to propel the digitization reforms in India.

Indian Information Technology Industry

According to NASSCOM, the Indian Information Technology (IT) Industry is estimated to have clocked a revenue of USD 244.6 billion in FY 2023. Between FY 2020 – FY 2023, the revenue in the Indian Technology industry grew at a CAGR of 9.60%, recording a phenomenal growth. Annual turnover in the industry grew by nearly 8% in FY 2023, down from approximately 15.5% that was recorded during the previous year. This slowdown in growth during FY 2023 was primarily caused by unfavorable macroeconomic conditions, geopolitical uncertainties, and cautious spending by clients in the technology sector, resulting in delays in closing deals.



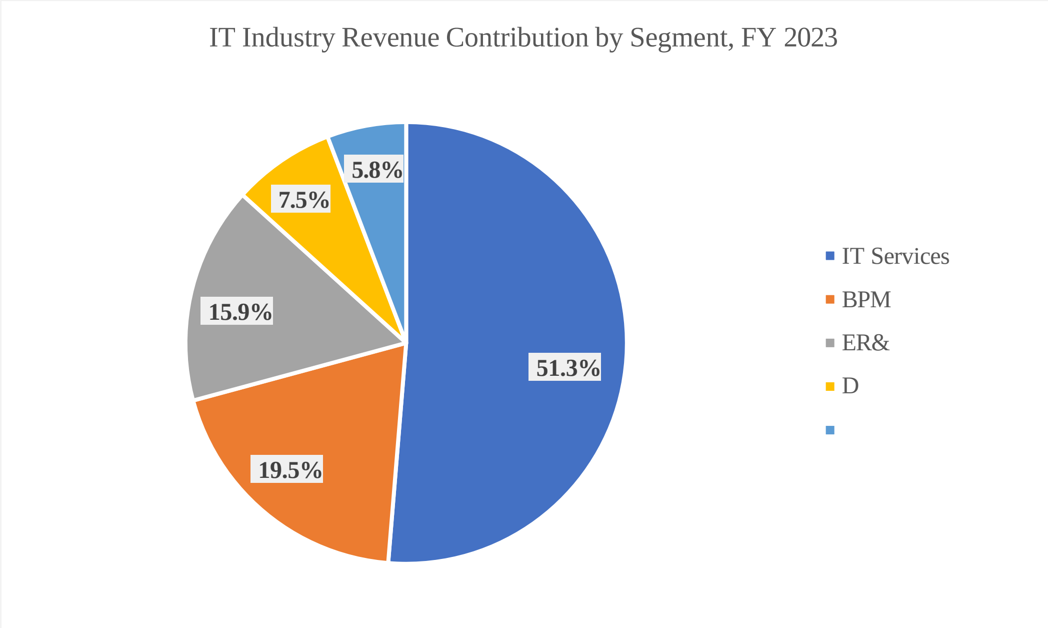
Source: NASSCOM

Over the past four quarters or so, technology firms, particularly those providing software services and generating a significant portion of their revenue from international markets like North America and Europe, have experienced subdued business activity due to the economic slowdown in these regions. However, there have been some positive factors, such as stronger performance in the engineering, research, and development (ER&D) sector, and the continued growth of global capability centers (GCCs), with India remaining a preferred location.

Indian IT industry is export oriented with exports contributing to nearly 79% of total industry revenue in FY 2023. India's IT export revenue is estimated to have grown to USD 194 billion in FY 2023 from USD 178 billion in FY 2022, registering 9% Y-o-Y growth, while domestic IT industry revenue is estimated to have grown by 4.1% on Y-o-Y basis to reach USD 51 Bn in FY 2023.

Market Segmentation

By segmentation, the overall IT industry is estimated to earn 51.3% of the revenue from IT services while 19.5% from BPM services, 15.9% from ER&D, 7.5% from the IT hardware sector and 5.8% from software products in FY 2023.

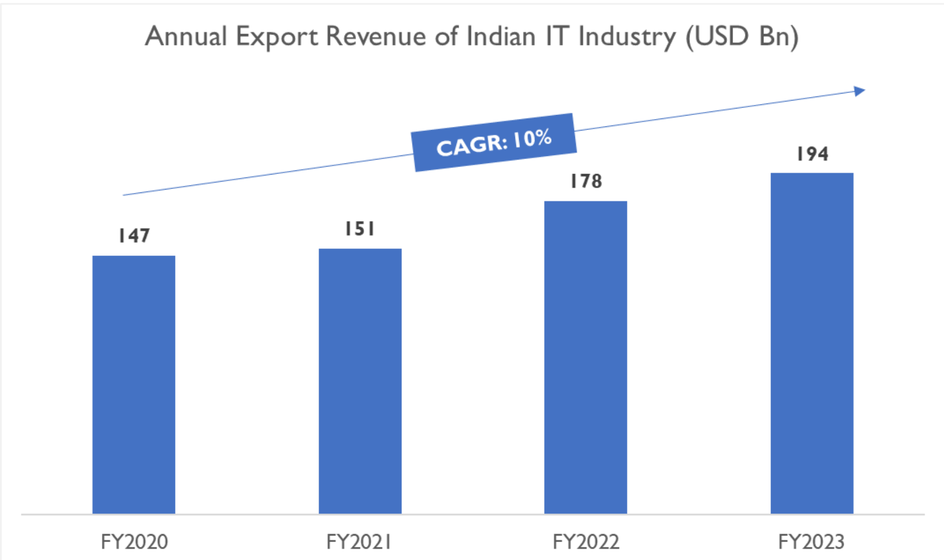


Source: NASSCOM

During the past two years, COVID-19 pandemic accelerated the technology adoption across industries as businesses relied on digital tools for resilience and business continuity. The overall industry revenue has been driven by the fast-paced digitization and cloud adoption. Digital revenue share stood at 30-32%, recording an incremental revenue of USD13 bn in FY2022, registering 25% growth on y-o-y basis. The industry observed over 290 cross border M&As deal with their primary focus as digital.

Export Revenue

Indian IT industry is export driven, with export contributing ~79% of the industry revenue in FY 2023. Within exports, IT services export accounts for the largest share while the share of hardware in export is negligible, as IT hardware manufactured in India is primarily consumed to meet domestic demand. IT services export contributed the most to total industry revenue with nearly 51% share followed by BPM and the ER&D. In FY 2023, the value of export revenue generated by IT industry is estimated to be USD 194 Bn, registering 9% y- o-y growth. Factors such as economy of scale, business risk mitigation, utilization improvement and superior competency have all lead to the growth of the Indian BPM industry.



Source: Dun & Bradstreet Research

The USA, UK and EU remain the major markets for the IT software and services exports, accounting for ~90% of the total IT industry exports, however, there are new challenges surfacing in these traditional geographies. Consequently, India is exploring new opportunities in Asia Pacific (APAC), Latin America, Middle East Asia, Europe, Japan, China, and Africa along with catering to the demand to traditional market.

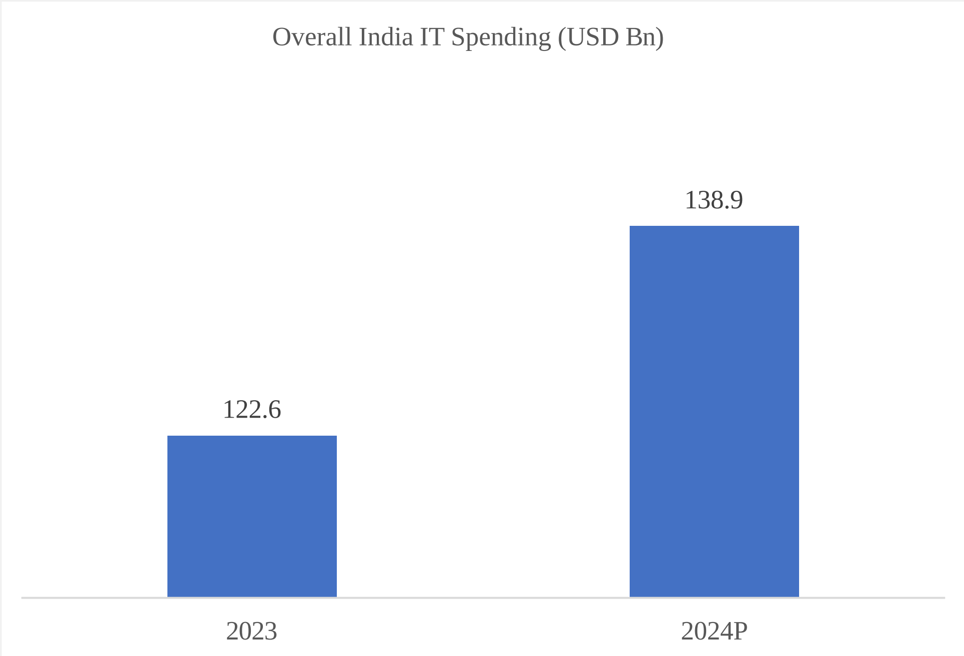
Key Demand Drivers

- **Large Talent Pool & Cost Competitiveness:** Presence of a large employee base with high IT skills and a cost differential with their peers in the developed markets of the US and Europe has helped the country emerge as a sought-after IT outsourcing destination. As per industry estimates, labour cost efficiency is up to 30-40% more than source countries (primarily US) that gives huge opportunity for the outsourcing business model to expand. Indian IT industry is a global talent powerhouse and a representative of millennials, showcasing diversity, and leadership in digital skills that too at competitive costs. India boasts of a digitally skilled talent pool of 1.6 million with over 30% increase in learning and development budget of companies. To fulfill the robust digital driven IT growth, tech companies are upskilled with 2.8 lakh employees in the digital space in FY 2022. In FY 2022, India's digital talent pool surged to 1.6 million from 1.17 Mn in FY 2021, registering 36.8% y-o- y growth.
- **Global Technology Spending:** Organizations worldwide have been preferring computerization as well as automation to streamline costs and increase operation efficiency, business. Moreover, amidst strict restriction during Covid, business looked technology as a solution to keep the business running and respond to consumer increasingly reliance to several online platform including gaming, digital content, social media, and E-commerce. Consequently, the global IT spending surged to USD 4.4 trillion in 2022. It is further slated to grow by 2.4% to USD 4.5 trillion in 2023. This created great opportunities for the export-oriented Indian IT industry which grew substantially.
- **Preferred Outsourcing Destination:** Indian IT industry has earned more than 25 years of outsourcing experience and possesses a strong ecosystem. Indian companies are steadily upgrading their capabilities to rapidly adapt with emerging demand. With expanding GCC base and tech value proposition, India's continued to ranked 1st as sourcing destination with nearly 60% share in global outsourcing market which witnessed significantly higher growth of 8-10% reaching USD 262 billion in 2022.
- **Growing Technology Absorption in Domestic Market:** While the first phase of India's technology industry development was driven by export of software and services, the current boom is largely led by domestic demand. A major source of growth in domestic IT-BPM revenue has been Government initiatives and technology adoption programmes by government for its citizen and inter- departmental services. Enterprise services comprising of M-wallets/m-banking for financial inclusion; digital marketing; online payments; analytics; automotive (EV/autonomous vehicles); etc. and smart projects comprising of smart city, transportation, utilities buildings, etc., E-commerce.

Domestic IT Spending in India

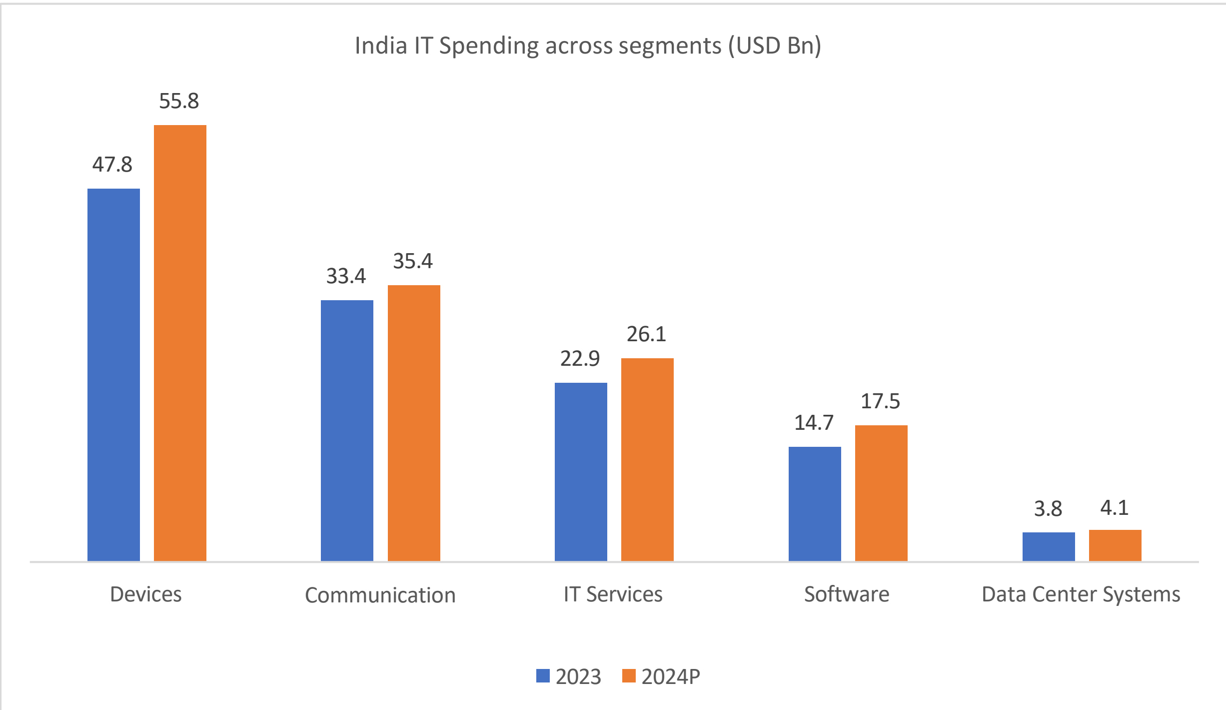
Market Scenario

The Indian IT sector is experiencing a boom, with overall spending projected to reach a staggering USD138.9 billion in 2024, reflecting a healthy 13.2% growth from 2023. This surge is fueled by a collective increase across all major segments: Data Center Systems, Devices, Software, IT Services, and Communication Services.



Source: As per Gartner, sourced from public domain

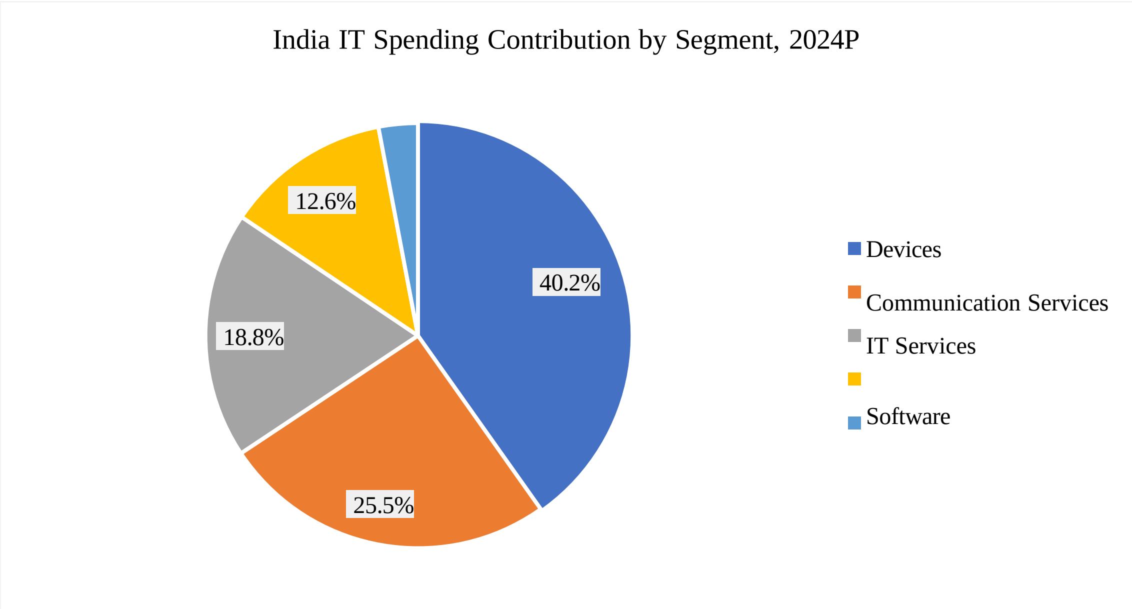
Leading the pack is the software segment, anticipated to witness the highest growth rate of 18.6% in 2024. This can be attributed to factors like rising adoption of cloud-based solutions, increased demand for security software, and the growing importance of enterprise resource planning (ERP) tools. Businesses are actively investing in software that streamlines operations, enhances data management, and fosters innovation. The devices segment is also expected to experience significant growth of 16.9% in 2024. This could be due to a combination of factors such as the need for upgrading to newer devices with better functionalities, and the increasing penetration of smartphones and tablets across various demographics.



Source: As per Gartner, sourced from public domain

IT services, a major strength of the Indian IT industry, is projected to reach USD 26.1 billion in 2024, reflecting a growth of 14%. This continued growth indicates a strong demand for services like application development, systems integration, and managed IT services. Companies are increasingly outsourcing these tasks to leverage India's skilled workforce and cost-effectiveness. Data center spending is expected to reach USD 4.1 billion in 2024, showing a growth of 9.3%. This growth is likely driven by the expanding need for data storage and processing capabilities as businesses create and manage ever-growing volumes of data. Communication services, though experiencing a slower growth rate of 5.8% compared to other segments, are still expected to reach USD 35.4 billion in 2024. This indicates a steady investment in communication infrastructure, including cloud-based solutions and enhanced bandwidth capabilities, to facilitate seamless information sharing and collaboration in a digital ecosystem.

Market Segmentation



Source: As per Gartner, sourced from public domain

Devices (40.2%) takes the largest share, signifying a significant investment in hardware. This segment likely encompasses expenditures on computers (desktops, laptops), mobile devices (smartphones, tablets), peripherals (printers, scanners), and other endpoint equipment. The high percentage indicates a large and growing need for IT hardware to support digital transformation initiatives across businesses and individuals. Communication Services (25.5%) comes in second, highlighting the importance of robust connectivity. This segment likely covers spending on internet access, data plans, network infrastructure, and potentially cloud communication services. The significant investment reflects the growing importance of reliable and high-speed connectivity for cloud adoption and real-time collaboration. IT Services (18.8%) reflects a strong focus on outsourcing IT operations, system management, and application development. This segment caters to businesses that leverage external expertise to manage their IT needs. Software (12.6%) represents spending on various software applications, including operating systems, enterprise resource planning (ERP) tools, customer relationship management (CRM) software, and industry-specific applications that drive business processes. Data Center Systems (3.0%) constitutes a smaller portion but represents a growing area. As businesses migrate towards cloud computing and data analytics, investments in data center infrastructure and related technologies are expected to rise.

Key factors driving IT spending in India.

Digital Transformation

Digital transformation involves the integration of digital technologies into all aspects of business operations, fundamentally changing how businesses operate and deliver value to customers. Indian businesses are undergoing a significant digital transformation to improve operational efficiency, enhance customer experience, and drive innovation. This transformation involves adopting technologies such as cloud computing, big data analytics, artificial intelligence, machine learning, and IoT to digitize processes, products, and services.

In India, digital transformation initiatives driving IT spending in India are:

Process Automation

- Businesses are automating manual processes and workflows using technologies like robotic process automation (RPA) and business process management (BPM) tools to improve efficiency and reduce errors.

Customer Experience Enhancement

- Companies are leveraging digital channels such as websites, mobile apps, social media, and chatbots to provide seamless and personalized customer experiences. Customer relationship management (CRM) systems are being deployed to better understand customer needs and preferences.

Product and Service Innovation

- Digital technologies such as AI, ML, IoT, and blockchain are enabling the development of innovative products and services. For example, AI-powered chatbots are being used for customer support, while IoT sensors are being deployed for predictive maintenance in manufacturing.

Data-driven Decision-making

- Big data analytics and data visualization tools are helping organizations derive valuable insights from large volumes of data. These insights drive informed decision-making and enable businesses to identify opportunities for growth and optimization.

Thus, businesses are aggressively investing in advanced technologies like cloud computing, AI, IoT, and big data analytics to revolutionize their operations, boost efficiency, and stay ahead in a fiercely competitive market.

Government Initiatives

The Indian government has launched several initiatives to promote digitalization and innovation across various sectors. These initiatives include:

Digital India

- Launched in 2015, the Digital India program aims to transform India into a digitally empowered society and knowledge economy. It focuses on providing digital infrastructure, delivering services electronically, and promoting digital literacy.

Make in India

- The Make in India initiative encourages domestic and foreign companies to manufacture products in India, with a focus on high-tech industries such as electronics, IT, and telecommunications. It aims to boost job creation, foster innovation, and attract investment in manufacturing.

Smart Cities Mission

- The Smart Cities Mission aims to develop 100 smart cities across India by leveraging technology and innovation to improve urban infrastructure, governance, and quality of life. It involves initiatives such as smart transportation, intelligent energy management, and digital governance.

Digital Payments

- The government's push for digital payments through initiatives like Unified Payments Interface (UPI), Bharat Interface for Money (BHIM), and Aadhaar-based payments has accelerated the adoption of digital financial services and e-commerce in India.

These initiatives involve projects such as e-governance, digital infrastructure development, broadband connectivity expansion, and promoting electronic manufacturing. Thus, government initiatives are propelling IT expenditure by spearheading nationwide digitization efforts, upgrading digital infrastructure, expanding connectivity, and fostering innovation-led growth.

Cloud Adoption

Indian businesses are increasingly adopting cloud computing services due to benefits such as scalability, flexibility, cost-effectiveness, and faster time-to-market. Cloud adoption enables organizations to access IT resources on-demand, without the need for significant upfront investment in hardware or infrastructure.

Scalability
- Cloud services allow businesses to scale their IT resources up or down based on demand, eliminating the need for costly infrastructure investments.

Flexibility
- Cloud platforms offer a range of services, including infrastructure as a service (IaaS), platform as a service (PaaS), and software as a service (SaaS), giving businesses the flexibility to choose the right solutions for their needs.

Cost-effectiveness
- By shifting from a capital expenditure (CapEx) model to an operational expenditure (OpEx) model, businesses can reduce upfront costs and pay only for the resources they consume.

Accessibility
- Cloud services can be accessed from anywhere with an internet connection, enabling remote work and collaboration.

These benefits of cloud adoption are compelling organizations to ramp up IT spending as they transition towards cloud-based solutions to meet evolving business needs.

Data Privacy and Security

With the proliferation of cyber threats and the growing importance of data privacy regulations, Indian organizations are investing in cybersecurity solutions to protect sensitive data and ensure compliance. This includes investments in technologies such as encryption, threat detection and response, and identity and access management (IAM):

Regulatory Compliance
- Organizations need to comply with data protection regulations such as the Personal Data Protection Bill, GDPR, and industry-specific regulations. Non-compliance can result in significant fines and reputational damage.

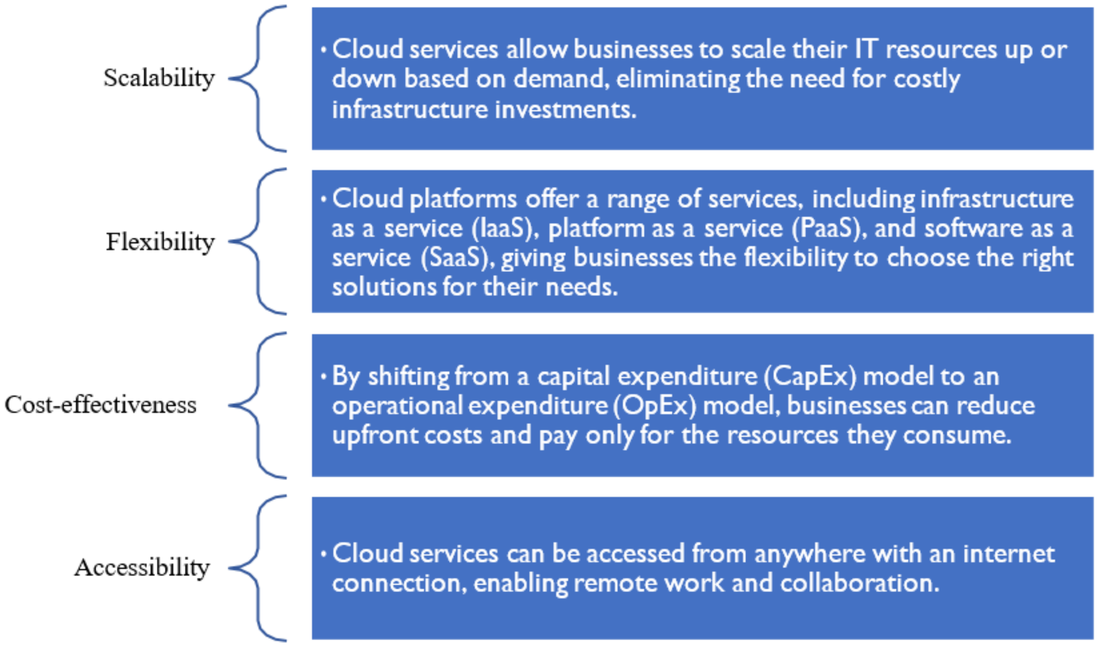
Data Breach Prevention
- The cost of data breaches continues to rise, prompting businesses to invest in technologies such as encryption, data loss prevention (DLP), and endpoint security to protect sensitive data from unauthorized access and cyber attacks.

Identity and Access Management (IAM)
- IAM solutions help organizations manage user identities and access rights across their IT infrastructure, ensuring that only authorized users have access to sensitive data and resources.

Thus, with cybersecurity threats on the rise and stringent regulations in place, businesses are channelling substantial resources into raising up their cybersecurity measures, ensuring data protection, and maintaining compliance, thus driving IT spending.

E-commerce Boom

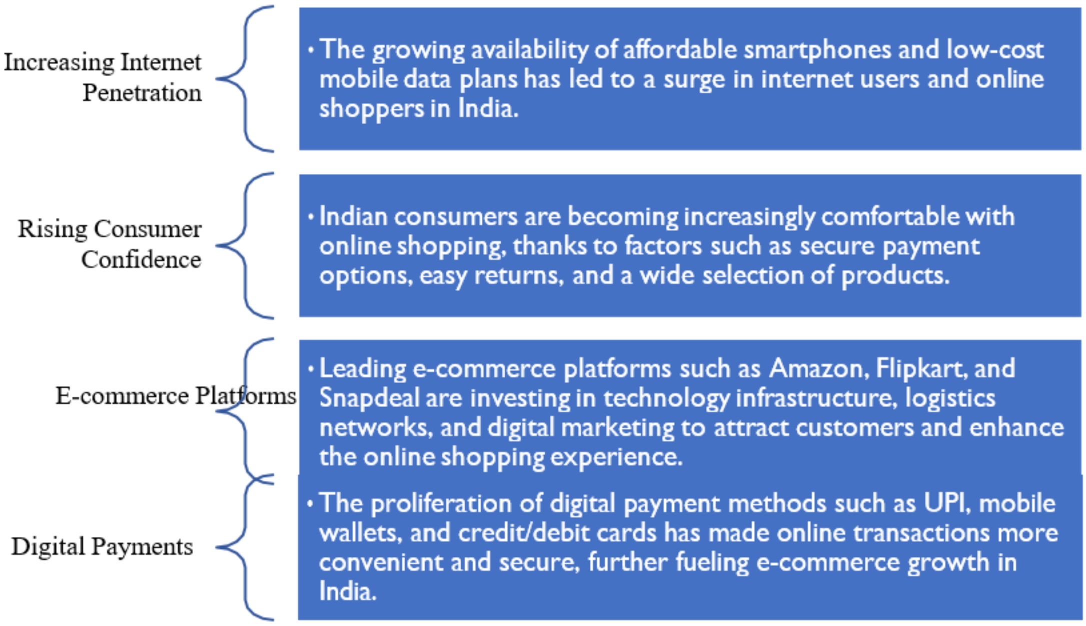
India's booming e-commerce market is driving IT spending as businesses invest in e-commerce platforms, digital marketing, logistics management, and customer relationship management (CRM) systems. India's e- commerce market has witnessed rapid growth in recent years, driven by factors such as:



With the explosive growth of e-commerce in India, businesses are doubling down on IT investments to bolster their online presence, enhance customer experiences, optimize logistics, and scale their operations to capitalize on the booming digital marketplace.

Emerging Technologies

Indian businesses are increasingly exploring emerging technologies such as artificial intelligence, machine learning, Internet of Things, blockchain, and augmented reality to drive innovation and gain a competitive edge. These technologies are being used in various industries, including healthcare, finance, manufacturing, retail, and agriculture, to automate processes, improve decision-making, and create new business models.



The race to harness the power of emerging technologies like AI, ML, blockchain, and AR is pushing organizations to allocate significant budgets towards innovation initiatives, research, and development to unlock new possibilities and drive digital transformation.

Private sector spending

In recent years, India's corporate sector has embarked on a transformative journey driven by IT modernization and digital transformation. This paradigm shift has been catalyzed by rapid technological advancements, changing consumer behaviours, and evolving market dynamics. As organizations across various industries strive to stay competitive and relevant in an increasingly digital world, the adoption of innovative technologies and digital strategies has become imperative.

The digital era has ushered in a new wave of transformation, reshaping traditional business models and revolutionizing industry landscapes. Digital transformation encompasses the integration of digital technologies across all aspects of business operations, including customer engagement, product development, supply chain management, and workforce collaboration. In India, digital transformation has emerged as a strategic imperative for organizations seeking to enhance agility, drive innovation, and deliver superior customer experiences in a rapidly evolving marketplace.

Several key factors are driving the push towards IT modernization in India's corporate sector:

- Technological Innovation: The relentless pace of technological innovation, fuelled by advancements in cloud computing, artificial intelligence, machine learning, and data analytics, is empowering organizations to reimagine business processes and unlock new opportunities for growth and efficiency.
- Changing Consumer Expectations: Today's consumers demand seamless, personalized, and convenient experiences across digital channels. Organizations are under pressure to adapt to these changing expectations by leveraging digital technologies to deliver exceptional customer experiences.
- Competitive Pressures: Intense competition in domestic and global markets is compelling organizations to embrace digital transformation as a means of gaining a competitive edge. Businesses that fail to innovate and modernize risk being left behind in an increasingly digital marketplace.

Key Trends

A variety of initiatives and trends are shaping the landscape of IT modernization and digital transformation in India's corporate sector:

Cloud Adoption	• Organizations are increasingly migrating their IT infrastructure and applications to the cloud to achieve scalability, flexibility, and cost efficiency. Cloud-native technologies such as serverless computing and containerization are enabling organizations to build and deploy applications with unprecedented speed and agility.
Data Analytics and AI	• The proliferation of big data and advanced analytics tools is enabling organizations to derive actionable insights from vast amounts of data. AI and machine learning algorithms are being deployed to automate decision-making, predict customer behavior, and optimize business processes.
Mobility Solutions	• With the widespread adoption of mobile devices, organizations are investing in mobile applications and solutions to enable anytime, anywhere access to information and services. Mobile- first strategies are reshaping customer interactions, employee productivity, and business workflows.
Cybersecurity	• As digitalization accelerates, cybersecurity has become a top priority for organizations looking to protect sensitive data and safeguard against cyber threats. Investments in cybersecurity technologies, threat intelligence, and incident response capabilities are essential to mitigate risks and ensure business continuity.

Digital Transformation Initiatives Driving Growth in the Corporate Sector of India

Digital transformation has become a cornerstone of growth and innovation for the corporate sector in India. Fuelled by technological advancements and changing market dynamics, organizations across industries are embracing digital initiatives to enhance efficiency, agility, and customer-centricity. Given below are the key digital transformation initiatives driving progress in India's corporate sector:

E-commerce and Omnichannel Strategies:

With the proliferation of smartphones and internet connectivity, e-commerce has emerged as a pivotal driver of digital transformation in the corporate sector of India. Organizations are investing in robust e-commerce platforms and omnichannel strategies to reach customers across multiple touchpoints seamlessly. From online marketplaces to mobile applications, companies are leveraging digital channels to enhance customer engagement, drive sales, and build brand loyalty.

Cloud Computing and Infrastructure Modernization:

Cloud computing has revolutionized the way businesses manage and deploy IT infrastructure, enabling scalability, flexibility, and cost efficiency. Organizations in India are migrating their workloads to cloud platforms such as Amazon Web Services (AWS), Microsoft Azure, and Google Cloud Platform to streamline operations, accelerate innovation, and drive digital transformation. By leveraging cloud-native technologies, companies can modernize their IT infrastructure, improve agility, and unlock new capabilities for growth.

Data Analytics and Business Intelligence:

Data has emerged as a strategic asset for organizations seeking to gain actionable insights and make informed decisions. Digital transformation initiatives in India's corporate sector include investments in data analytics and business intelligence tools to harness the power of data. From predictive analytics to real-time dashboards, companies are leveraging advanced analytics techniques to uncover trends, identify opportunities, and drive operational efficiency. Data-driven decision-making is becoming increasingly central to business strategies, enabling organizations to stay competitive in a rapidly evolving marketplace.

Artificial Intelligence and Machine Learning:

Artificial intelligence (AI) and machine learning (ML) are transforming business processes and customer experiences across industries. In India, organizations are leveraging AI and ML technologies to automate repetitive tasks, personalize customer interactions, and optimize operations. From chatbots and virtual assistants to predictive maintenance and fraud detection, AI-powered solutions are driving efficiency, innovation, and value creation. By harnessing the power of AI and ML, companies can unlock new revenue streams, improve productivity, and deliver superior customer experiences.

Cybersecurity and Risk Management:

As digitalization accelerates, cybersecurity has become a top priority for organizations looking to protect their assets, data, and reputation. Digital transformation initiatives in India's corporate sector include investments in cybersecurity solutions and risk management frameworks to mitigate threats and vulnerabilities. From network security and endpoint protection to threat intelligence and incident response, companies are adopting a proactive approach to cybersecurity to safeguard against cyber-attacks and data breaches. By implementing robust security measures and fostering a culture of cybersecurity awareness, organizations can build trust with customers, partners, and stakeholders.

IT Infrastructure Industry

The IT industry plays a pivotal role in driving India's overall economic growth. The industry contributed 7.5% to India's GDP in FY 2023, up from 7.4% in FY 2022. The IT industry added an impressive 3.2 lakh new jobs in FY 2023, taking the total workforce to 5.72 million people.

IT infrastructure services provide the foundation for India's digital transformation by building and managing data centers, networks, and cloud platforms. This ensures ubiquitous internet access, critical for connecting citizens, businesses, and government entities. Reliable and secure IT infrastructure facilitates the adoption of digital technologies like cloud computing, AI, and IoT across sectors like healthcare, education, banking, and agriculture. This translates to improved efficiency, transparency, and innovation within these sectors.

Government initiatives like Digital India rely heavily on robust IT infrastructure for delivering citizen-centric services like e-KYC, e-payments, and online education platforms.

Key Segments

Workplace Services:

The workplace services segment within the IT infrastructure sector goes beyond just maintaining and managing technology within an organization's physical space. It encompasses a comprehensive approach to supporting an increasingly complex and digital work environment. The workplace is evolving rapidly, with remote and hybrid work models becoming increasingly common. This demands flexible and scalable workplace services that cater to a distributed workforce. Cloud-based solutions are gaining traction in workplace services, providing cost-effectiveness, accessibility, and improved collaboration capabilities. Workplace services are no longer siloed but are increasingly integrated with broader business objectives, focusing on user experience, productivity, and overall employee engagement.

Key Services and Trends:

- End-user Support: Evolving from traditional helpdesks to self-service portals and AI-powered chatbots for faster and more personalized assistance.
- Network and Security Management: Emphasis on proactive monitoring, threat detection, and zero- trust security models to ensure data protection and compliance.
- Mobility Management: Managing diverse device types, securing access to corporate resources, and facilitating secure mobile productivity tools.
- Unified Communications and Collaboration: Integrating voice, video, and data tools for seamless communication and collaboration across locations and devices.
- Workplace Automation: Automating routine tasks like device provisioning, password resets, and patching vulnerabilities for improved efficiency and reduced downtime.
- Digital Workspace Management: Providing a personalized and secure digital workspace with access to applications, data, and tools based on individual roles and needs.
- Workplace Analytics: Utilizing data insights to optimize IT services, improve user experience, and identify areas for cost reduction.

Data Security:

Data security plays a critical role in today's digital landscape, safeguarding sensitive information from ever- evolving threats. This segment within IT infrastructure focuses on protecting data from unauthorized access, use, disclosure, disruption, modification, or destruction. Cybercriminals are constantly evolving their tactics, making data security an ongoing challenge. This necessitates staying updated on the latest threats and adopting a layered security approach. Data privacy regulations like GDPR and CCPA are becoming increasingly stringent, demanding robust data protection measures. The growing adoption of cloud services introduces new security considerations, requiring securing data across on-premises and cloud environments.

<u>Key Services and Trends:</u>

- Network Security: Implementing firewalls, intrusion detection/prevention systems (IDS/IPS), and vulnerability management solutions to protect networks from unauthorized access and malicious activity.
- Endpoint Security: Deploying antivirus, anti-malware, and endpoint detection and response (EDR) solutions to secure individual devices from malware and intrusions.
- Identity and Access Management (IAM): Establishing robust IAM practices including multi-factor authentication and role-based access control to ensure only authorized users can access specific data and systems.
- Data Encryption: Encrypting data at rest and in transit using industry-standard algorithms to protect its confidentiality even if compromised.
- Data Backup and Recovery: Implementing comprehensive backup and recovery strategies to ensure data can be restored quickly and efficiently in case of disasters or cyberattacks.
- Cloud Security: Utilizing cloud-specific security solutions like cloud access security brokers (CASBs) and data loss prevention (DLP) to secure data in cloud environments.
- Security Information and Event Management (SIEM): Using SIEM tools to aggregate and analyze security data from various sources, identifying potential threats and providing insights for improved security posture.

Physical infrastructure/data Center services:

The physical infrastructure/data center services segment forms the backbone of the IT infrastructure sector. It focuses on providing the physical foundation and associated services to house and manage the critical IT equipment that powers our digital world.

Services and Solutions:

Colocation: Organizations rent space and power within a data center provider's facility to house their IT equipment. This offers cost-efficiency, scalability, and access to advanced infrastructure.

Managed Hosting: Service providers manage and maintain IT infrastructure on behalf of an organization, including servers, storage, network equipment, and operating systems. This frees up internal resources and expertise.

Disaster Recovery: Providers offer backup data centers and infrastructure to ensure business continuity in case of outages or disruptions at the primary location.

Cloud Data Center Services: This encompasses various cloud deployment models (public, private, and hybrid) where infrastructure elements like servers, storage, and networking are delivered as a service.

Edge Computing Services: Infrastructure deployed closer to where data is generated (e.g., factory floor, retail store) to process and analyze data locally, minimizing latency and improving performance.

Trends Shaping the Segment:

- Hyperscale Data Centers: Growing demand for large, scalable data centers capable of supporting massive computing workloads, often driven by cloud providers and large enterprises.
- Edge Computing Adoption: The rise of IoT and real-time applications necessitates processing data closer to its source, leading to increased adoption of edge computing services.
- Green and Sustainable Data Centers: Growing focus on reducing the environmental impact of data centers through energy-efficient technologies, renewable energy sources, and innovative cooling solutions.

IT Infrastructure Management Services

IT Infrastructure Management Services (IMS) encompass a range of services focused on the planning, design, implementation, operation, and ongoing management of an organization's IT infrastructure. This includes hardware, software, networks, data centers, and the associated processes necessary to deliver reliable and efficient IT services. IMS are critical for ensuring the smooth operation, security, and optimization of the technical backbone that supports businesses in India's rapidly expanding digital economy.

Key Offerings	
Managed Data Center Services	• Colocation: Renting space and power in a data center to house IT equipment. Provides robust physical infrastructure and security. • Managed Hosting: Outsourcing the entire management of servers, storage, and networking equipment to a service provider. • Disaster Recovery as a Service (DRaaS): Backup and recovery sites, often in the cloud, to facilitate business continuity during unexpected disruptions.

Network Management Services	Network Operations Center (NOC): Real-time monitoring, troubleshooting, and optimization of network performance and availability. SD-WAN Management: Software-defined wide area network solutions for improved network flexibility and cost optimization. Managed Security: Firewall management, intrusion detection, and security information and event management (SIEM) to protect networks from threats.
Cloud Infrastructure Services	Infrastructure as a Service (IaaS): Provisioning of virtualized compute, storage, and network resources on demand. Platform as a Service (PaaS): Cloud-based platforms for software development and deployment. Software as a Service (SaaS): Cloud-delivered applications accessible over the internet. Cloud Migration and Management: Assisting businesses to move workloads and applications to the cloud, along with ongoing optimization.
Endpoint Management Services	Desktop and Laptop Management: Centralized management of PCs and laptops, covering software distribution, patching, and configuration. Mobile Device Management (MDM): Securing and managing mobile devices (smartphones, tablets) used for business purposes. Helpdesk and Support: Providing technical support to end-users for a wide range of hardware and software issues

Transition in IT Infrastructure Industry

Cloud computing has revolutionized the way businesses manage their IT infrastructure. The shift from traditional on-premises setups to cloud-based models has fundamentally altered how IT resources are provisioned, managed, and consumed.

Traditional Hardware-Dominated Infrastructure

- Capital Expenditure (CapEx) model: Businesses had to invest heavily in procuring and maintaining physical IT infrastructure, including servers, storage, networking equipment, and data centers.
- Capacity Planning: Organizations needed to forecast their future needs, often overprovisioning resources to handle peak demand, leading to underutilized capacity.

- In-House Management: IT teams were responsible for the entire hardware and software lifecycle – procurement, deployment, maintenance, upgrades, and troubleshooting.
- Limited Scalability: Scaling IT resources up or down to match changing needs was often a time- consuming and expensive process.
- Security & Compliance Challenges: Ensuring robust security and meeting compliance standards in a traditional on-premises environment could be complex and demanding.

The Rise of Cloud Infrastructure

- Operational Expenditure (OpEx) model: The cloud introduced a pay-as-you-go approach where businesses pay for only the computing resources they use, converting IT costs into operational expenses.
- On-Demand Provisioning: Businesses can quickly provision resources as needed, without upfront investments or capacity planning concerns.
- Managed Services: Cloud providers handle much of the IT infrastructure management, including hardware maintenance, software updates, and security patching, freeing up internal IT resources.
- Rapid Scalability: Cloud infrastructure provides near-instant scalability to accommodate fluctuating workloads, eliminating the need for overprovisioning and supporting business agility.
- Enhanced Security & Compliance: Cloud providers invest heavily in advanced security measures and often offer compliance-ready solutions, easing the burden on organizations.

Driving Factors for Cloud Adoption

- **Cost Savings:** The pay-as-you-go model eliminates significant upfront capital expenditures and reduces ongoing IT management costs.
- **Agility & Flexibility:** Cloud allows businesses to experiment, innovate, and adapt quickly to market demands by readily scaling resources to support growth or new initiatives.
- **Focus on Core Business:** Reduced IT management burden allows organizations to focus on their core competencies and business goals.
- **Accessibility:** Cloud-based resources can be accessed from anywhere, enabling remote work and collaboration.
- **Technological Advancements:** Continuous innovation and improvements in cloud technology, such as microservices and containerization, offer greater flexibility and better performance.

Challenges and Considerations

- **Vendor Lock-in**: Migrating to the cloud can sometimes create potential dependency on a specific cloud provider, making switching difficult.
- **Security & Privacy Concerns:** While cloud providers implement robust security measures, some organizations still have reservations about storing sensitive data in the cloud.
- **Regulatory Compliance:** Understanding and adhering to compliance requirements specific to the cloud and the industry is crucial.
- **Hybrid Cloud Landscapes:** Many organizations adopt a hybrid cloud approach, blending on- premise infrastructure with cloud services, leading to increased complexity.

Opportunities Emerging in Indian IT Infrastructure Industry

Start-Up Segment and its Impact in IT Infrastructure Industry

India has emerged as a hub for technology start-ups in recent years, with a growing ecosystem fostering innovation and entrepreneurship. This surge in start-up activity has not only transformed the business landscape but also significantly impacted the IT infrastructure industry.

India's technology start-up ecosystem has witnessed exponential growth fuelled by factors such as increasing internet penetration, availability of skilled talent, supportive government policies, and access to venture capital funding. Start-ups across various sectors including e-commerce, fintech, healthtech, edtech, and SaaS have proliferated, leveraging technology to address diverse market needs.

The exponential growth of India's technology start-up ecosystem can be attributed to several key factors:

- Increasing Internet Penetration: According to TRAI, India witnessed a substantial increase in internet subscribers, reaching 1,181.13 million by September 2023. This rise in internet connectivity has facilitated greater access to digital services, driving demand for innovative tech solutions.
- Abundance of Skilled Talent: India's vast pool of skilled talent, particularly in the fields of technology, engineering, and business, has been instrumental in fueling the growth of technology start-ups. The availability of qualified professionals has enabled start-ups to build robust teams and drive innovation across various sectors.
- Supportive Government Policies: The Indian government has introduced several initiatives and policies to support the growth of the start-up ecosystem, including Startup India, Make in India, and Digital India. These initiatives provide incentives, funding support, and regulatory frameworks to nurture and promote entrepreneurial ventures.
- Access to Venture Capital Funding: India has emerged as a lucrative destination for venture capital investment, attracting significant funding from domestic and international investors. According to S&P Global Market Intelligence, India ranked fourth globally in terms of venture capital investment, with the financial technology sector leading the funding charts.
- India's start-up landscape is home to more than 100,000 start-ups, with a capital infusion exceeding an impressive $146 billion between 2014 and 2023. This substantial investment signifies a strong financial bedrock for fostering innovation and expansion. Additionally, the presence of over 20,000 active start-up investors and 112 unicorns, collectively valued at over $500 billion, firmly establishes India as a leading global hub for entrepreneurial ventures. Factors that show the remarkable growth and potential of India's technology start-up ecosystem are:
- Global Attraction: India's prominence as a global start-up destination is evident, with the country capturing 4.2% of global venture capital investments, securing its position as the fourth-most popular destination for start-ups worldwide in 2022.
- Resilient Growth: Despite global economic challenges, India witnessed a record-breaking 26,542 startup registrations in 2022, underscoring the resilience and dynamism of the start-up landscape.
- Expansive Ecosystem: With over 92,000 recognized start-ups as of February 2023, India boasts a diverse and expansive entrepreneurial ecosystem, fostering innovation across various sectors.
- Funding Dynamics: The financial technology sector has emerged as a frontrunner in funding, attracting a cumulative $9.7 billion in investments in 2021 and 2022, signalling investor confidence and market potential.
- Future Projections: Projections indicate a significant growth trajectory, with the number of tech start- ups expected to soar from 68,000 in 2023 to 1.8 lakh by 2030, promising abundant opportunities for innovation, job creation, and economic growth.

Impact on the IT Infrastructure Industry:

The rapid proliferation of technology start-ups has led to a surge in demand for robust IT Infrastructure. This demand is driven by several factors:

1. Cloud Adoption: Start-ups, particularly those operating in the software-as-a-service (SaaS) domain, rely heavily on cloud computing for scalability, flexibility, and cost-efficiency. This has led to a significant increase in demand for cloud infrastructure services, prompting cloud providers to expand their data center footprint in India.

2. Edge Computing: With the proliferation of IoT devices and the need for real-time data processing, edge computing has gained prominence. Start-ups leveraging IoT, AI, and machine learning require edge infrastructure to process data closer to the source, leading to investments in edge computing solutions.

3. Cybersecurity: As start-ups handle sensitive customer data and intellectual property, cybersecurity has become a top priority. This has resulted in increased investments in cybersecurity infrastructure, including firewalls, threat detection systems, and encryption technologies.

4. Data Analytics: Start-ups are increasingly relying on data analytics to gain actionable insights and drive decision-making. This has spurred demand for infrastructure capable of handling large volumes of data and performing complex analytics tasks, leading to investments in big data platforms and analytics tools.

5. DevOps and Automation: Start-ups prioritize agility and rapid product development, driving the adoption of DevOps practices and automation tools. This has led to investments in infrastructure automation, continuous integration/continuous deployment (CI/CD) pipelines, and containerization technologies.

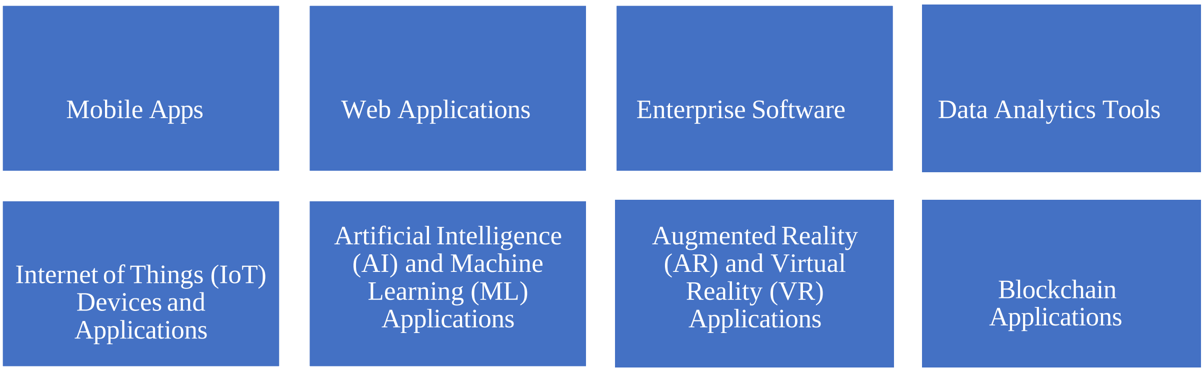
6. Remote Work Infrastructure: The COVID-19 pandemic accelerated the adoption of remote work practices, prompting start-ups to prioritize remote-friendly infrastructure solutions. This includes robust networking infrastructure to support remote collaboration tools, virtual private networks (VPNs) for secure access to company resources, and cloud-based communication platforms. As start-ups continue to embrace remote work as a permanent or hybrid model, there is a growing demand for infrastructure solutions that enable seamless remote operations while ensuring data security and employee productivity. This shift towards remote work infrastructure presents both opportunities and challenges for the IT infrastructure industry, driving innovation in areas such as remote access technologies, virtualization, and endpoint security solutions.

The rise of technology start-ups in India has reshaped the IT infrastructure landscape, driving demand for innovative solutions that can support the dynamic needs of these companies. To capitalize on this trend, IT infrastructure providers must adapt their offerings to cater to the unique requirements of start-ups while addressing challenges such as scalability, cost, talent shortage, and cybersecurity. By embracing innovation and agility, the IT infrastructure industry can effectively support India's thriving start-up ecosystem and contribute to its continued growth and success.

New technology applications and its impact

Technology applications refer to software, tools, platforms, and systems developed to perform specific tasks, solve problems, or meet user needs using technological solutions. These applications leverage various technologies such as software development, hardware integration, data analysis, artificial intelligence, and internet connectivity to deliver value to users and organizations across different domains.

Examples of technology applications include:



Technology applications are utilized in both consumer and enterprise segments to meet various needs and objectives.

<u>Consumer Segment</u>

- Communication: Consumers use technology applications such as messaging apps, social media platforms, and video conferencing tools for seamless communication and connectivity with friends, family, and peers.
- Entertainment: Streaming services, gaming apps, and virtual reality experiences provide consumers with entertainment and leisure options, enhancing their digital lifestyles.
- E-commerce: Online shopping platforms and mobile payment apps enable consumers to browse, purchase, and pay for products and services conveniently from the comfort of their homes.
- Health and Wellness: Health tracking apps, wearable devices, and telemedicine platforms empower consumers to monitor their health, access medical advice, and engage in fitness activities remotely.
- Personal Finance: Banking apps, budgeting tools, and investment platforms assist consumers in managing their finances, making transactions, and planning for the future.

<u>Enterprise Segment</u>

- Operations Management: Enterprises leverage technology applications such as enterprise resource planning (ERP) systems, inventory management software, and project management tools to streamline operations, optimize workflows, and enhance efficiency.
- Customer Relationship Management (CRM): CRM software enables businesses to manage interactions with customers, track sales leads, and analyze customer data to improve engagement and drive revenue growth.
- Data Analytics: Business intelligence (BI) tools, data visualization platforms, and predictive analytics software help enterprises analyze large volumes of data, gain insights, and make informed decisions to drive business outcomes.
- Collaboration and Communication: Enterprises utilize collaboration tools, video conferencing platforms, and project management software to facilitate teamwork, communication, and collaboration among employees, regardless of location or time zone.
- Marketing and Sales: Marketing automation software, customer relationship management (CRM) platforms, and digital marketing tools assist enterprises in reaching target audiences, generating leads, and driving sales through targeted campaigns and personalized messaging.

In India, there has been a notable surge in the adoption and proliferation of new technology applications across both consumer and enterprise segments. This growth is driven by several factors, including increasing internet penetration, rapid digitalization, and a burgeoning start-up ecosystem.

Consumer Segment

Increased Smartphone Penetration

- India's smartphone penetration has surged due to affordable devices and widespread mobile data availability, leading to increased usage of mobile apps across urban and rural areas. As the world's second-largest smartphone market by active users, India experiences significant growth in mobile app usage, driven by greater affordability and expanding smartphone usage. The COVID-19 pandemic accelerated India's transition to a mobile economy, with businesses embracing digital transactions. The Broadband India Forum projects that the app economy could contribute around 12 percent of India's GDP by 2030, growing four times faster than the wider economy. In 2023, India saw 26.4 billion app downloads and reached one billion smartphone users, representing 48.1% of the population.

Digital Entertainment Boom

- With the advent of streaming platforms, gaming apps, and social media networks, Indian consumers are increasingly turning to digital entertainment options for leisure and recreation. The popularity of platforms like Netflix, Amazon Prime Video, Disney+ Hotstar, and FreeFire highlights the growing appetite for immersive digital experiences.

E-commerce Revolution

- India's e-commerce sector has experienced explosive growth, fuelled by the rise of platforms like Flipkart, Amazon, and Paytm Mall. According to NASSCOM, India's e-commerce market is forecasted to cross a whopping $200 billion by 2030 due to increased analytics, transactions, and internet penetration. Consumers now have access to a wide range of products and services online, driving the adoption of digital payments and contactless shopping experiences.

Healthcare Innovation

- Digital health apps, telemedicine platforms, and wearable devices are transforming the healthcare landscape in India, enabling consumers to access medical consultations, track their health metrics, and manage chronic conditions remotely.

Fintech Adoption

- The fintech sector in India has witnessed rapid growth, with consumers embracing digital payment apps, mobile wallets, and investment platforms for seamless financial transactions, savings, and investments.

The surge in new technology applications, both in consumer and enterprise segments, has significant implications across various aspects of society and the economy. This growth signifies a transformative shift in how individuals and businesses interact, operate, and innovate. Following are the key implications of this phenomenon:

1. Enhanced Consumer Experiences: New technology applications are revolutionizing consumer experiences across industries such as retail, entertainment, healthcare, and transportation. From personalized recommendations and immersive content to convenient digital services and seamless transactions, consumers are benefiting from greater convenience, efficiency, and customization.

2. Empowerment of Businesses: For enterprises, the proliferation of new technology applications presents opportunities to streamline operations, optimize processes, and unlock new revenue streams. From advanced analytics and automation to cloud computing and IoT integration, businesses can leverage technology to enhance productivity, agility, and competitiveness in an increasingly digital marketplace.
3. Disruption and Innovation: The rapid adoption of new technology applications is driving disruption and innovation across traditional industries, challenging existing business models and paving the way for novel approaches to value creation. Start-ups and established companies alike are harnessing emerging technologies such as artificial intelligence, blockchain, and augmented reality to create innovative solutions that address evolving market demands and customer preferences.
4. Economic Growth and Job Creation: The growth of new technology applications fuels economic growth by stimulating investment, driving productivity gains, and fostering entrepreneurship. As new markets emerge and existing industries evolve, there is a corresponding increase in job opportunities across various skill levels, from software development and data analysis to digital marketing and customer experience management.
5. Societal Impacts: Beyond the economic realm, the proliferation of new technology applications has profound societal implications, influencing how people communicate, collaborate, and interact with the world around them. From the democratization of information and digital inclusion to concerns about privacy, cybersecurity, and ethical use of technology, these developments shape the fabric of society and raise important ethical, legal, and social questions.

The growth of new technology applications represents a paradigm shift in how individuals, businesses, and society as a whole engage with technology and navigate the digital landscape. By understanding and harnessing the potential of these technologies, stakeholders can unlock opportunities for innovation, growth, and positive societal impact in the digital age.

India as a Global Capability Center (GCC) hub & its impact on IT infrastructure spending

In recent years, India has emerged as a key hub for multinational companies establishing their Global Capability Centres (GCCs). With over 1,600 GCCs operating in the country and employing more than 1.6 million people, India's prominence in the global business landscape has significantly grown. This write-up delves into the factors driving this emergence, the evolution of GCCs in India, key industry verticals, growth projections, and the transformative impact on the economy.

Evolution of GCCs in India

The journey of GCCs in India dates back to the 1980s when pioneering companies like Texas Instruments set up their offices in Bengaluru. Originally known as captives or GICs (global in-house centres), these entities have evolved significantly over the years, transitioning into sophisticated GCCs. By 2012, the number of GICs had surpassed 760, and today, India hosts over 1,600 GCCs, a testament to its attractiveness as a strategic destination for global operations.

Several factors contribute to India's appeal as a preferred destination for establishing GCCs:

- Abundance of Skilled Talent: India boasts a vast talent pool of 2.5 million people with diverse skill sets, particularly in software product engineering. This futuristic talent pool is not only technically proficient but also possesses a strong work ethic and innovative mindset, essential for driving business growth and competitiveness.
- Cost-Competitive Operations: India offers competitive operational costs without compromising on quality standards. This cost advantage, coupled with high-quality services, makes it an attractive proposition for multinational companies seeking to optimize their operational expenses.
- Strategic Geographic Location: India's strategic geographic location allows for easy management of satellite operations for neighbouring countries and beyond. This facilitates seamless coordination and enhances operational efficiency for multinational corporations.
- Culture of Innovation: The Indian tech ecosystem is characterized by a culture of innovation, fostering creative problem-solving

and adaptability. This culture enables GCCs to drive cutting-edge innovations and stay ahead in today's dynamic business environment.

- Market Access and Growth Opportunities: With a large domestic market and significant opportunities for further growth and market penetration, India provides GCCs with a platform for expanding their business footprint and tapping into diverse market segments.

Key Industry Verticals and Growth Trajectory

GCCs in India operate across various service lines, including IT services, BPO, engineering services, and software product development. Over the years, they have ascended the value chain, delivering complex work that requires a deep understanding of business context and imperatives. Key industry verticals such as banking and financial services, software, telecom, semiconductor, aerospace, automotive, healthcare, and pharma have witnessed substantial growth driven by GCCs' contributions.

In India, several multinational companies have established Global Capability Centres (GCCs) to drive innovation and operational efficiency. Below are examples of three such companies:

<u>AstraZeneca's Virtual Reality Solution</u>: AstraZeneca's Global Innovation and Technology Centre in Chennai showcases the innovative potential of GCCs in India. By leveraging virtual reality (VR) technology, AstraZeneca has developed an immersive digital replica of its drug production facility in Sweden. This virtual environment allows employees to undergo training and familiarize themselves with the production processes without physically being present on the assembly line. Developed entirely by AstraZeneca's captive unit in India, this VR solution not only enhances training effectiveness but also saves the pharmaceutical giant significant costs associated with traditional training methods. By harnessing the technical expertise and innovation capabilities of its GCC in India, AstraZeneca demonstrates how GCCs contribute to driving efficiency, innovation, and cost savings for multinational corporations.

<u>Rakuten Group's Bengaluru GCC</u>: Rakuten Group, a Japanese conglomerate, has established its Global Capability Centre in Bengaluru. This GCC plays a crucial role in developing and managing digital payment platforms, including Rakuten Pay, which is Japan's equivalent of GooglePay. The Bengaluru GCC oversees the entire product lifecycle, from user experience (UX) design to backend development and strategic planning. By leveraging India's vast talent pool and tech expertise, Rakuten Group's GCC has not only created innovative digital payment solutions but also contributed to the company's strategic goals. The success of Rakuten Pay underscores the pivotal role played by GCCs in driving digital transformation and enhancing customer experiences for multinational corporations.

<u>Lowe's Self-Checkout System</u>: Lowe's, a US-based home improvement retailer, has leveraged its GCC in Bengaluru to develop a robust self-checkout system for its stores. This system, developed in-house at a fraction of the cost of vendor products, has significantly increased the efficiency of transactions at Lowe's stores. With the GCC's expertise in software development and engineering services, Lowe's has successfully implemented innovative solutions to streamline operations and enhance customer satisfaction. The success of the self-checkout system highlights how GCCs in India contribute to driving operational excellence and cost optimization for multinational corporations across diverse industry verticals.

According to projections by NASSCOM, the GCC landscape in India is set to expand further in the coming years. By 2028, the total number of GCCs is expected to surpass 2,100, with revenue exceeding USD 90 billion. Cost savings are no longer the main driving force behind companies' decisions to operate in India. Instead, a combination of skilled talent, a vibrant startup environment, and a digitally savvy industry and customer base is drawing companies to the country.

Impact on IT Infrastructure spending

The emergence of India as a Global Capability Centre (GCC) hub has had a profound impact on IT infrastructure spending, both within the country and globally. This impact can be observed across various dimensions:

- **Increased Investment in IT Infrastructure in India:** As multinational companies establish their GCCs in India, there is a growing need for robust IT infrastructure to support their operations. This includes investments in data centers, networking equipment, cloud computing services, cybersecurity measures, and software development tools. The influx of GCCs has led to a surge in demand for advanced IT Infrastructure and services, prompting organizations to allocate significant budgets for infrastructure development and upgrades. According to a collaborative survey conducted by Deloitte and industry association NASSCOM, more than 70 percent of companies with GGCs and engineering service arms in India intend to boost their budgets by 10-25 percent during 2022-23. The survey also highlights that Engineering Research and Development (ER&D) expenditures within the automotive, transportation, and industrial sectors housed in India's GCCs are anticipated to experience the most significant growth, projected to fall within the range of 10-25 percent.
- **Adoption of Emerging Technologies:** GCCs in India often focus on driving innovation and digital transformation within their parent organizations. This entails the adoption and implementation of emerging technologies such as artificial intelligence (AI), machine learning (ML), Internet of Things (IoT), blockchain, and advanced analytics. Consequently, there is a heightened emphasis on investing in IT infrastructure that can support these technologies, including high-performance computing systems, storage solutions, and specialized hardware accelerators.
- E**xpansion of Data Center Footprint:** The growing presence of GCCs in India has led to an expansion of data center infrastructure to accommodate the increasing volume of data generated and processed by these centers. Organizations are investing in building new data centers or expanding existing ones to ensure scalability, reliability, and compliance with regulatory requirements. Additionally, there is a trend towards adopting hybrid and multi-cloud strategies, necessitating investments in cloud infrastructure and management platforms.
- **Focus on Security and Compliance:** With the rising cyber threats and stringent regulatory requirements, there is a heightened focus on enhancing cybersecurity measures and ensuring compliance with data protection regulations. Organizations operating GCCs in India are investing in advanced security solutions such as intrusion detection systems, threat intelligence platforms, encryption technologies, and identity and access management solutions. Moreover, there is an increased emphasis on implementing robust data privacy and compliance frameworks to safeguard sensitive information and mitigate risks.
- **Collaboration and Connectivity Requirements:** The seamless collaboration between GCCs in India and their parent organizations worldwide necessitates investments in robust connectivity infrastructure. This includes high-speed internet connectivity, virtual private networks (VPNs), unified communications platforms, and collaboration tools. Organizations are leveraging technologies such as software-defined networking (SDN) and edge computing to optimize network performance, ensure low-latency communications, and support real-time collaboration across geographically distributed teams.
- **Economic Impact on IT Infrastructure Providers:** The growing demand for IT Infrastructure and services driven by the proliferation of GCCs in India presents significant opportunities for IT infrastructure providers, including hardware vendors, cloud service providers, network equipment manufacturers, and cybersecurity firms. These providers stand to benefit from increased demand for their products and services, leading to revenue growth and market expansion.

In conclusion, India's emergence as a GCC hub highlights its growing significance in the global business ecosystem. With a conducive business environment, abundant talent pool, cost-competitive operations, and culture of innovation, India offers a compelling value proposition for multinational companies seeking to establish GCCs. As the GCC landscape continues to evolve and expand, India is poised to remain at the forefront of this transformation, driving economic growth, innovation in Information technology, and market leadership in the years to come.

Evolving data security / cybersecurity landscape and its impact

In recent years, India has witnessed significant changes in its data security and cybersecurity landscape driven by technological advancements, regulatory reforms, and evolving cyber threats. India's digital transformation journey has accelerated, leading to a massive proliferation of data across various sectors such as finance, healthcare, e-commerce, and government services. The widespread adoption of digital technologies, including cloud computing, IoT, and mobile devices, has exponentially increased the volume, velocity, and variety of data being generated, posing new challenges for data security and cybersecurity.

Current Challenges for Organisations in India

- **Rise in Cyberthreats:** The proliferation of cyber threats has surged in the digital era, underscoring the critical importance of cybersecurity. India is confronted with a broad spectrum of cyber threats, ranging from financial fraud and data breaches to sophisticated cyber-espionage campaigns.
- **Diverse Attack Techniques**: Given its expansive population, India has become a focal point for cybercriminals who employ various attack techniques such as phishing, ransomware, and social engineering tactics to exploit vulnerabilities.
- **Targeted Sectors:** Key sectors including financial institutions, e-commerce platforms, and government entities are particularly targeted due to the sensitive nature of their data, amplifying the need for robust cybersecurity measures.
- **Ransomware Surge:** A notable surge in ransomware incidents has resulted in significant disruptions to businesses, lasting from a few days to several weeks, further emphasizing the evolving and pervasive nature of cyber threats.

The IBM Security Data Breach Report of 2022 revealed that the average cost of data breaches in India reached a record high of ₹17.5 crores (₹175 million) rupees, equivalent to around $2.2 million, for the fiscal year of 2022. This marks an increase of 6.6% from the previous year and a staggering 25% rise from the average cost in 2020.

During the first half of the fiscal year 2023-24, the healthcare, education/research, and utilities sectors were the most impacted industries in terms of weekly cyber attacks per organization. Additionally, the retail, hospitality, manufacturing, and transportation sectors are urged to enhance their cybersecurity measures due to increasing threats.

On average, each organization in India experienced 2,157 cyber attacks per week in the last six months, compared to 1,139 attacks per organization globally.

Furthermore, the first half of 2023 witnessed several significant cybersecurity incidents in India, ranging from financial frauds to data breaches. Notably, the Odisha Economic Offenses Wing apprehended 60 fraudsters involved in various online scams that yielded ₹100 crore. The Kangra Co-operative Bank suffered a ₹7.79 crore cyber fraud, emphasizing the urgent need for stronger cybersecurity measures in the banking sector.

In another incident, a major data breach occurred in the Ministry of Health and Family Welfare, where a hacking group known as Phoenix allegedly breached the Health Management Information System, jeopardizing sensitive hospital data nationwide. Concurrently, a scam targeted Indian investors, exploiting the growing popularity of cryptocurrencies. Fake platforms deceived unsuspecting investors into losing over ₹1,000 crore, highlighting the necessity for increased awareness among crypto investors.

Response to Cyberattacks

Amidst the rising tide of cyber threats, India's cybersecurity landscape is witnessing a robust response, with various stakeholders including businesses, individuals, and governmental bodies collaborating to fortify their digital defenses.

A notable initiative involves the collaboration between national security agencies and the Defence Cyber Agency, engaging in rigorous cyber defense exercises to enhance preparedness and resilience. Additionally, the Union Home Ministry has established a dedicated helpline to assist individuals affected by cyber scams, aiming to swiftly block stolen funds, refund victims within 24 hours, and raise awareness about the importance of safeguarding sensitive information online.

In August 2023, the government enacted the Digital Personal Data Protection (DPDP) Act, 2023, a landmark cross-sectoral legislation aimed at safeguarding personal data amidst concerns of heightened surveillance. This legislative milestone has bolstered confidence among multinational corporations operating in India.

Further demonstrating proactive measures, initiatives like the National Counter Ransomware Task Force underscore India's commitment to countering specific threats like ransomware. Collaborative efforts, such as the formation of the International Counter Ransomware Task Force, exemplify India's willingness to collaborate globally for enhanced cybersecurity.

Concurrently, Indian businesses and individuals are taking proactive steps against cyber threats by enrolling in online courses offered by institutions like the Defence Research and Development Organisation, focusing on cybersecurity and AI education to bolster their expertise.

The deployment of innovative tools such as USB Pratirodh and AppSamvid, aimed at providing enhanced control and protection against malware, reflects India's tech-driven approach to cybersecurity. Additionally, breakthrough solutions like the Artificial Intelligence and Facial Recognition-powered Solution for Telecom SIM Subscriber Verification (ASTR) showcase India's technological advancements in combatting fraudulent activities in the cybersecurity domain.

Impact on IT Sector

<u>Increased Spending on IT Infrastructure</u>

With the escalating cyber threats, organizations are compelled to invest more in strengthening their IT infrastructure to safeguard against potential breaches and cyber attacks. This surge in spending on IT infrastructure encompasses the implementation of robust cybersecurity measures, including advanced threat detection systems, encryption technologies, and secure network architecture.

<u>Growing Demand for Cybersecurity Solutions and Services:</u>

The heightened awareness of cybersecurity risks has fuelled a surge in demand for cybersecurity solutions and services across various industries. This increased demand encompasses a wide range of cybersecurity offerings, including threat intelligence platforms, endpoint security solutions, penetration testing services, and security consulting services. As a result, cybersecurity providers are witnessing a significant uptick in business opportunities and revenue growth.

<u>Rise in Cybersecurity Jobs and Skill Development:</u>

The evolving cybersecurity landscape has created a growing demand for skilled professionals capable of combating sophisticated cyber threats. Consequently, there is a surge in cybersecurity job opportunities across the country, ranging from cybersecurity analysts and engineers to ethical hackers and incident responders. This increased demand for cybersecurity talent has prompted organizations and educational institutions to invest in cybersecurity training and skill development programs to bridge the skills gap and groom the next generation of cybersecurity professionals.

<u>Emphasis on Regulatory Compliance and Data Protection:</u>

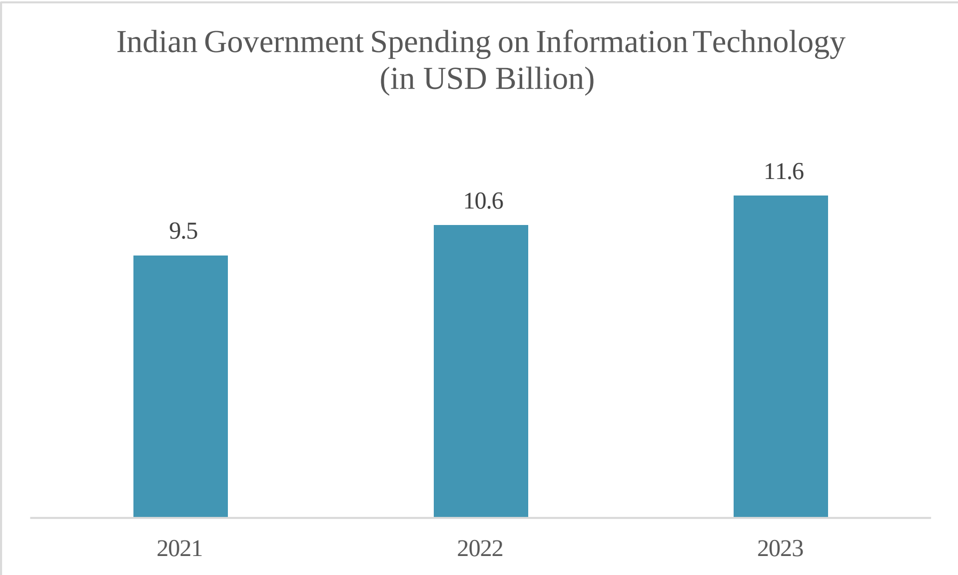
The enactment of regulatory reforms such as the Digital Personal Data Protection (DPDP) Act, 2023, has heightened the focus on regulatory compliance and data protection among organizations operating in India. Companies are now mandated to adhere to stringent data protection requirements and implement comprehensive data security measures to ensure compliance with regulatory standards. This emphasis on regulatory compliance has spurred investments in data protection technologies and compliance frameworks to mitigate regulatory risks and safeguard sensitive customer information.

<u>Rise in Cyber Insurance Adoption:</u>

As organizations recognize the financial implications of cyber incidents, there is a growing trend towards the adoption of cyber insurance policies to mitigate the financial impact of cyber attacks and data breaches. Cyber insurance policies provide organizations with financial protection against the costs associated with data breaches, including legal expenses, regulatory fines, and incident response costs. This rise in cyber insurance adoption reflects a proactive approach towards managing cyber risks and enhancing financial resilience in the face of cyber threats.

Government Spending on Information Technology

Annual spending by Indian Government on IT is estimated to have reached USD 11.6 billion in 2023, increasing by nearly 10.2% over previous year. Despite the signs of contraction in technology spending in private sector, spending trend in public domain is showing signs of resilience. The positive trend in IT spending in public space is driven by two key factors – IT modernization initiatives and digitization measures to improve productivity. This is in line with the trend seen in Government spending across the world, with investments in application modernization driving the spending.



Source: Gartner, IDC

Specific to Indian Government, the focus is on providing a unified digital experience and a mobile first experience. Schemes like Unified Mobile Application for New-Age Governance (UMANG), Open Government Data Platform (OGDP) and IndiaStack are designed to achieve this objective. Among these, the IndiaStack program is focused on creating a unified software platform to fast track the digital journey of Indian population. IndiaStack has five programs: Aadhar, e-KYC, e-Signature, Digital Locker, and Unified Payment Interface (UPI). These five programs together are transforming the digital landscape in India.

IT Modernization Journey in Indian Public Domain

2006 – 2010	Early Initiatives & Foundation Building	Launch of National e-Governance Plan (NeGP) to improve Government services through integration of IT. Introduction of MeghRaj initiatives – National Cloud Computing Infrastructure

2011-2015	Transition to Digital Platform	Launch of Digital India campaign Introduction of Aadhaar program
2016 – 2020	Accelerated Modernization & Integration of Emerging Technologies	Implementation of GST, and subsequently the creation of GST Network (GSTN) Cloud adoption gains momentum National Artificial Intelligence Strategy to promote responsible & ethical use of AI
2021 – 2024	Focus on digital inclusion & citizen centric services	Expansion of broadband connectivity, promoting digital inclusion in rural areas.

Government Flagship Digital Policies

While digitization of common citizen services has improved operational efficiencies as well as service delivery, it has generated massive data necessitating the requirement for a robust and flexible digital infrastructure. Subsequently the Government has scaled up its spending and budgetary allocation towards digital infrastructure updation, and adoption of cloud infrastructure.

Digital India Initiative

The Digital India program has spurred the development of citizen-centric applications like CoWIN and DigiLocker, emphasizing innovation, service quality, and operational efficiency. These apps have led to increased data generation and the need for flexible, scalable solutions. These solutions have significantly impacted vaccination distribution, worker registration, and document issuance, showcasing the tangible benefits of cloud technology adoption.

The scheme launched in 2015 is an umbrella program which covers programs including Aadhaar, country- wide rural broadband connectivity, common service centers, Bharat Interface for Money (BHIM), Aadhar enabled payment system, and MyGov program.

The Union Government in August 2023 approved the extension of Digital India programme for five years (period 2021-22 to 2025-26) with an outlay of INR 14,903 crore. The extension would focus on skill upgradation, IT infrastructure modernization, and improvement in cyber security, among others.

Adoption of Hybrid Cloud Model

Rapid digitization of citizen services has created massive volume of data, with varying sensitivity levels. This has created the need for a hybrid cloud strategy, which provides both flexibility as well as enhanced data security. The hybrid cloud model has facilitated initiatives such as the MyGov Saathi app, engaging over 2.5 crore users. Additionally, entities like the IT Regulators of India and the Development Authority of Maharashtra leverage hybrid cloud models for government-to-consumer operations.

The Government of India has embraced a cloud-first approach, aiming to make it the default option for ministries/departments to enhance citizen-centric services and internal efficiency. The introduction of MeghRaj in 2013 facilitated cloud technology benefits within the government sector, leading numerous ministries/departments to initiate their cloud journey. Despite progress, some entities hesitate due to concerns like data security, control after migration, data loss, and application compatibility. Central and state governments are actively promoting cloud awareness.

Impact on IT infrastructure

The most direct benefit is a surge in demand for IT Infrastructure. Government projects often involve large-scale data center upgrades, network expansion, and cloud adoption, all of which require robust hardware, software, and implementation services. This translates to increased revenue and project opportunities for IT infrastructure providers.

The government's initiatives often involve implementing advanced technologies like cloud computing, Big Data analytics, and cybersecurity solutions. This pushes IT infrastructure providers to innovate and offer new solutions, keeping them at the forefront of technological advancements. Government IT projects tend to be large-scale and often involve multi-year contracts. This provides stability and recurring revenue for infrastructure providers, allowing them to invest in research and development and expand their capabilities.

Increased Demand for Products and Services:

- Hardware: Increased spending translates to a greater demand for hardware components like servers, storage solutions, networking equipment, and security solutions. This creates a larger market for companies that manufacture, sell, and maintain these products.
- Software: Government projects often require specialized software solutions for data management, analytics, communication, and cybersecurity. This opens doors for software providers who can cater to these specific needs.
- Services: Implementation, integration, and management of these complex IT systems require expertise. IT infrastructure providers benefit by offering services like system design, deployment, data center management, and ongoing maintenance.

Focus on Emerging Technologies:

- Cloud Adoption: The government's push for cloud migration creates a demand for cloud service providers (CSPs) who offer public, private, or hybrid cloud solutions. This benefits companies like Amazon Web Services (AWS), Microsoft Azure, and Google Cloud Platform (GCP) along with domestic players.
- Cybersecurity Solutions: As the government stores and manages more data, robust cybersecurity measures become crucial. This creates opportunities for companies specializing in network security, data encryption, and intrusion detection systems.

Project Opportunities:

- Large-Scale Infrastructure Projects: Government initiatives like "Digital India" and "Smart Cities Mission" involve building large-scale IT infrastructure like data centers, fiber optic networks, and citizen service platforms. These projects provide lucrative contracts for IT infrastructure providers who can design and build these networks.

- Specialization and Innovation: Government projects often have unique requirements, prompting infrastructure providers to develop specialized solutions and niche expertise. This fosters innovation within the sector and allows companies to differentiate themselves.

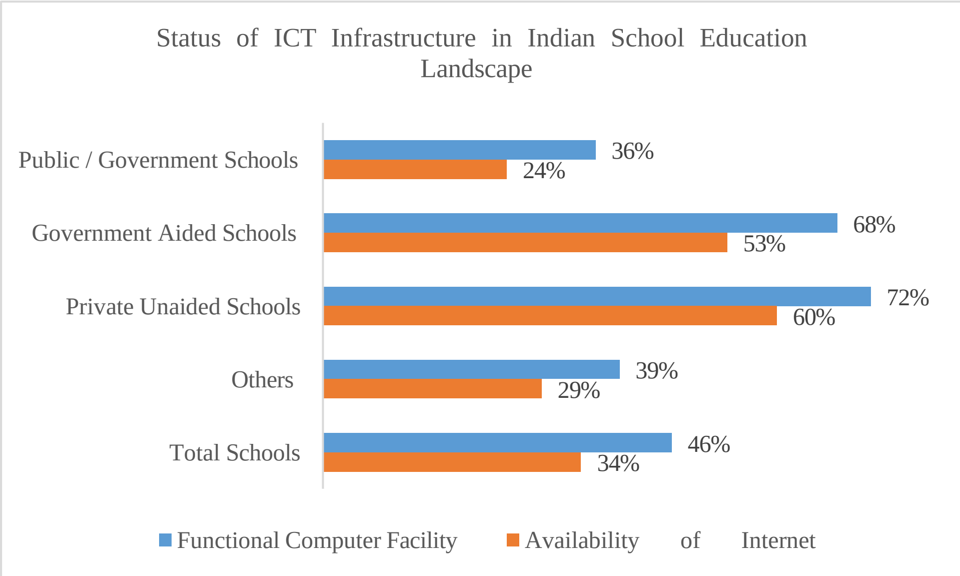
IT Infrastructure Modernization in Public Education Sector

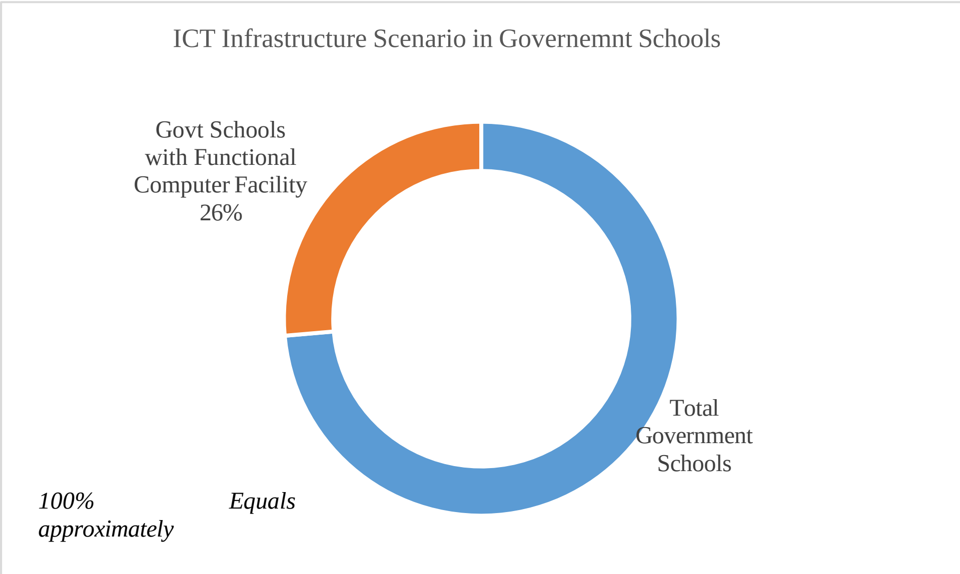
The rapid growth in internet penetration in the country have facilitated the integration of ICT into public education domain. The development of digital infrastructure has helped in improving the access to education specifically among rural population. The Union Government have implemented a range of policy initiatives to leverage the ICT infrastructure. These include Digital Infrastructure for Knowledge Sharing (DIKSHA) platform, and initiatives by various state Governments to popularity virtual classroom & digital learning.

Current Scenario

According to Ministry of Education, only 46% of the schools in the country has a functional computer facility while only 34% has internet availability. These numbers decline to 36% and 24% respectively when only Government / public schools are considered.

These numbers highlight the underdeveloped state of ICT infrastructure in Indian school education landscape.





Source: Department of School Education & Literacy, Ministry of Education, Government of India, Data for FY 2022

Government schemes promoting ICT infrastructure in education sector.

<u>Samagra Shiksha Scheme:</u>

The ICT and Digital Initiatives component of Samagra Shiksha targets Government and Aided Schools offering classes VI to XII. This facet entails providing financial support for the establishment of ICT Labs and Smart Classrooms within schools. States and Union Territories (UTs) have access to non-recurring and recurring grants under the 'ICT and Digital Initiatives' component, with two available options:

- **Option I**: Schools lacking previous ICT facilities can choose between establishing an ICT Lab or Smart Classrooms, depending on their specific needs. Additionally, if a school enrols over 700 students, it may be eligible for an additional ICT lab.
- **Option II:** Schools already equipped with ICT facilities can opt for Smart Classrooms according to the scheme's guidelines.

Achievements During 2018-19 to 2023-24

- In 2022-23, Samagra Shiksha achieved significant milestones in enhancing digital infrastructure and education facilities nationwide. These include sanctioning 8,989 ICT Labs, 30,792 Smart Classrooms, 1,482,565 tablets (TABS), and 6,525 ICT Labs in Block Resource Centers (BRCs).
- Over the given period, a total of 3,062 schools spanning across Elementary, Secondary, and Higher Secondary levels have undergone upgrades, thereby improving the infrastructure and quality of education.
- Coverage under ICT & Digital Initiatives: A significant achievement lies in the coverage of 122,757 schools under ICT & Digital initiatives, which includes the implementation of Smart Schools, thus ensuring access to modern technological resources for educational enhancement.
- Approval for ICT & Smart Classrooms: Since its inception until November 2023, remarkable progress has been made in the approval and implementation of ICT Labs and Smart Classrooms nationwide. Specifically, ICT Labs have been approved in 135,740 schools, while Smart Classrooms have been established in 103,662 schools, facilitating a conducive learning environment equipped with digital tools and resources.

PM e-VIDYA

The National Mission on Education through Information and Communication Technology (NMEICT) has been conceptualized as a Centrally Sponsored Scheme aimed at harnessing the potential of ICT to enhance the teaching and learning process for learners in Higher Education Institutions, accessible anytime and anywhere. Its primary objective is to narrow the digital gap, which refers to the disparity in the ability to utilize computing devices for educational purposes among urban and rural teachers/learners in higher education.

In response to the directives outlined in the National Education Policy 2020, which emphasize investment in digital infrastructure and innovative teaching methodologies, the government launched a comprehensive initiative known as PM e-VIDYA on May 17, 2020, as part of the Atma Nirbhar Bharat Abhiyaan. This initiative aims to consolidate all endeavours related to digital, online, and on-air education, facilitating multi-mode access to educational resources.

PM e-VIDYA offers a diverse range of educational resources and platforms to students across all states, free of cost. These resources include digital infrastructure, online teaching platforms and tools, virtual laboratories, digital repositories, online assessments, and technology and pedagogy for online teaching- learning. Additionally, PM e-VIDYA promotes multilingualism and recognizes the importance of language in teaching and learning by employing innovative and experiential teaching methods.

Through the PM e-VIDYA initiative, the government seeks to democratize access to education, ensuring that all students have equitable opportunities to engage with high-quality educational content regardless of their geographical location or socio-economic background.

Digital University

Government of India in its Budget 2022-2023 has announced establishment of Digital University. The University will provide access to students across the country for world-class quality universal education with personalised learning experience at their doorsteps. This will be made available in different Indian languages and Information & Communication Technology (ICT) formats. The University will be built on a networked hub-spoke model, with the hub building cutting edge ICT expertise. The best public universities and institutions in the country will collaborate as a network of hub-spokes. The Department of Higher Education, in consultation with University Grants Commission (UGC), All India Council for Technical Education (AICTE) and other stakeholders has initiated the process to ensure the early start of this digital university.

STEM Lab Infrastructure in Indian Education Sector

The integration of STEM (Science, Technology, Engineering, and Mathematics) labs in the Indian education system represents a transformative shift towards experiential and skill-based learning. STEM labs empower students to engage with real-world problems, explore solutions, and acquire critical thinking skills through hands-on activities. Here's an in-depth analysis of STEM lab infrastructure in India, highlighting the current scenario, components, key drivers, challenges, and outlook.

Current Scenario

K-12 Education

In the K-12 segment, schools across India are gradually embedding STEM labs into their curriculum to provide students with practical exposure to scientific concepts. Private schools lead the adoption curve, incorporating advanced equipment such as robotics kits, coding tools, and 3D printers to make science and technology engaging. These facilities encourage students to explore and innovate beyond textbooks.

Government schools, although relatively slower in implementation, have benefited significantly from initiatives like the Atal Tinkering Labs (ATLs) under the Atal Innovation Mission. With over 10,000 ATLs established across India, these labs serve as a bridge to STEM education for underserved regions. By enabling students to work on projects related to AI, IoT, and other futuristic technologies, these labs are transforming how rural and underprivileged students perceive and engage with STEM subjects.

Higher Education

STEM labs in higher education institutions cater to advanced research and industry needs. Universities and colleges are setting up specialized facilities focusing on areas such as artificial intelligence, bioechnology, and robotics. These labs provide students with the tools and platforms to work on real-world problems and prepare them for industry roles.

Collaborations between academia and industry are another hallmark of STEM education in higher education. Through partnerships, institutions are establishing Centers of Excellence, which provide students with access to cutting-edge technologies and methodologies used in industry. For instance, tech companies like Intel and Microsoft have collaborated with educational institutions to provide hands-on training and exposure to practical challenges.

Infrastructure Components

Physical Space

A well-designed STEM lab begins with a dedicated physical space that prioritizes safety, functionality, and creativity. These labs typically include well-ventilated rooms with modular furniture, allowing students to reconfigure the workspace for group activities or individual projects. Safety measures such as fire extinguishers, first aid kits, and proper electrical setups are essential to ensure a secure environment for experimentation.

Equipment and Tools

STEM labs are equipped with a wide range of tools to cater to varying levels of complexity. For younger students, basic kits for electronics, mechanics, and coding are common, introducing foundational concepts in a hands-on manner. Advanced setups for older students or higher education may include 3D printers, AI development tools, IoT devices, and simulation software for engineering or design projects. These tools enable students to prototype and test their ideas effectively, bridging theoretical learning and practical application.

Digital Integration

The integration of digital tools is redefining STEM labs, making them more interactive and accessible. Cloud- based platforms allow students to store and access their projects remotely, while AI-driven tools provide personalized learning experiences. Technologies like Virtual Reality (VR) and Augmented Reality (AR) are being introduced to create immersive learning environments. For example, VR can simulate engineering tasks, and AR can help visualize molecular interactions in chemistry, enhancing understanding and engagement.

Key Drivers

Government Initiatives

The Indian government has been a driving force behind the growth of STEM lab infrastructure. Programs such as the **Atal Innovation Mission** focus on nurturing innovation and creativity among students by setting up ATLs in schools. Similarly, the **Rashtriya Avishkar Abhiyan** integrates STEM subjects into school curriculums, promoting inquiry-based learning. The **National Education Policy (NEP) 2020** emphasizes hands-on and experiential learning, advocating for the introduction of coding, robotics, and computational thinking from early grades. These initiatives collectively aim to make STEM education a cornerstone of the Indian education system.

Corporate Social Responsibility (CSR)

Corporations have been instrumental in supporting STEM labs through their CSR initiatives. Companies like TCS, Infosys, and Intel have contributed funding, resources, and training for setting up labs, especially in underserved areas. For example, TCS has funded STEM labs in rural schools, while Intel provides advanced training and equipment to schools and colleges. These efforts not only bridge resource gaps but also foster industry-academic collaboration, enhancing the quality of STEM education.

Technological Advancements

The declining costs of tools like Arduino kits, Raspberry Pi boards, and 3D printers have made it easier for schools and colleges to adopt STEM labs. Affordable, user-friendly technology has democratized access to innovation, enabling even small schools to provide hands-on experiences in areas like coding, robotics, and design. This trend has been a significant enabler of STEM lab expansion across different tiers of institutions.

Rising Demand for STEM Skills

With industries increasingly relying on technology, there is a growing demand for STEM-skilled professionals. STEM labs help bridge the gap between academic learning and industry expectations, ensuring students are well-prepared for future roles. Employers across sectors value hands-on experience and problem-solving skills, which STEM labs effectively nurture.

Challenges

Funding Issues

Many government schools, particularly in rural areas, lack the financial resources required to establish and sustain STEM labs. While government schemes and CSR initiatives help mitigate this, the scale of funding needed to ensure widespread access remains a significant hurdle.

Shortage of Skilled Educators

STEM labs require educators who are not only subject matter experts but also adept at using advanced tools and fostering innovation. However, there is a considerable shortage of such trained professionals. Frequent teacher turnover and limited professional development programs exacerbate the issue, leaving many STEM labs underutilized.

Maintenance and Upkeep

Advanced equipment in STEM labs requires regular maintenance and technical expertise, which many schools lack. Without proper upkeep, the functionality of the labs diminishes over time, impacting their effectiveness.

Accessibility Disparities

There is a stark divide in the accessibility of STEM labs between urban and rural areas. While urban schools enjoy better resources and support, rural schools often struggle with basic infrastructure, making it challenging to establish and sustain STEM labs.

Prospects / Outlook

Increased Adoption

Driven by government mandates and the rising importance of technology in education, more schools and colleges are expected to adopt STEM labs. This trend is likely to accelerate as stakeholders recognize the value of hands-on learning in fostering innovation and critical thinking.

EdTech Collaborations

EdTech startups like BYJU'S and STEMpedia are playing a pivotal role in enhancing STEM education. These collaborations bring innovative tools, digital resources, and training programs to schools, enriching the STEM learning experience.

Inclusive Growth

Focused efforts by NGOs, government subsidies, and CSR initiatives are working towards bridging the rural- urban divide in STEM lab access. Ensuring that marginalized communities benefit from STEM education is a priority for stakeholders.

AI and AR/VR Integration

Emerging technologies like AI, AR, and VR are set to revolutionize STEM labs by providing immersive, real- time simulations. These technologies make abstract concepts tangible, allowing students to experiment and learn in an engaging environment.

Upskilling Educators

Comprehensive training programs for teachers will ensure that educators can effectively utilize STEM labs. Certification programs and workshops focused on using advanced tools and fostering innovation will play a key role in addressing the shortage of skilled teachers.

STEM lab infrastructure in India is at the cusp of a major transformation. With collaborative efforts from the government, private sector, and educational institutions, these labs are paving the way for a technology- driven, innovation-led education system. Addressing challenges such as funding, accessibility, and skilled educators will be crucial for ensuring widespread adoption and sustainability. As these labs evolve with advanced technologies and inclusive policies, they hold the potential to redefine India’s education landscape, preparing students to excel in a rapidly changing global environment.

Atal Tinkering Labs (ATL)

The Atal Innovation Mission, with its vision to nurture one million young innovators across India, is establishing Atal Tinkering Laboratories (ATLs) in schools. This initiative aims to promote curiosity, creativity, and imagination while equipping students with essential skills such as computational thinking, design mindset, and physical computing.

ATLs serve as dedicated workspaces where students can explore STEM (Science, Technology, Engineering, and Mathematics) concepts through hands-on, do-it-yourself activities. Equipped with educational kits, tools for robotics, electronics, open-source microcontroller boards, sensors, 3D printers, and computers, ATLs provide a platform for experiential learning. Additional facilities like meeting rooms and video conferencing enhance collaboration and communication. The program also encourages innovation through activities such as competitions, exhibitions, workshops, and lecture series. These engagements aim to foster critical thinking, problem-solving, and ethical leadership among students, aligning with the 21st-century skill requirements.

The objectives of ATL include:

- Creating flexible workspaces for hands-on learning and idea development.
- Equipping youth with modern skills, including creativity, innovation, and cross-cultural collaboration.
- Encouraging the development of solutions for India's unique challenges to support its growth as a knowledge-driven economy.

This initiative underlines the commitment to preparing the next generation to thrive in a technology-driven world.

Impact of Atal Tinkering Labs (ATL) in India

The Atal Tinkering Labs (ATLs) initiative under the Atal Innovation Mission has achieved significant milestones in fostering a culture of innovation and creativity among students across India. With over 10,000 ATLs established, the program has made its presence felt in 722 districts across 35 states and union territories, ensuring wide geographical outreach and inclusivity.

Atal Tinkering Labs (ATLs), an initiative by NITI Aayog under the Atal Innovation Mission, serve as innovation workspaces designed to foster creativity, technological skills, and adaptive learning among students in grades 6 to 12. With the objective of equipping young minds for the AI-driven era, ATLs provide infrastructure and tools such as 3D printers, robotics kits, IoT tools, and advanced computing systems. Funded through an initial grant of ₹12,00,000 and annual recurring support of ₹2,00,000 for operational expenses over four years, the labs focus on skill development in areas like artificial intelligence, design thinking, and problem-solving. In collaboration with NASSCOM and industry leaders like Microsoft, Adobe, SAP Labs, and Wipro, ATLs have introduced AI modules featuring videos, experiments, and interactive activities. These labs play a pivotal role in bridging the gap between traditional education and technological advancements, offering students exposure to STEM and real-world applications. Through partnerships for hackathons, mentoring, and innovation challenges, ATLs are democratizing access to technological education and fostering grassroots innovation across India.

A robust mentorship network supports the program, with more than 6,200 *Mentors of Change* actively guiding students in their journey of innovation. These mentors play a pivotal role in enabling young minds to explore concepts in Science, Technology, Engineering, and Mathematics (STEM), inspiring them to develop solutions for real-world challenges.

The initiative has engaged over 1.1 crore students in hands-on activities and projects, empowering them with practical skills and innovative thinking. Notably, more than 60% of the ATLs are housed in government or government-aided schools, with 96% of these labs situated in girls' or co-educational institutions, reflecting the program's commitment to inclusivity and gender equality.

The impact is further evidenced by the creation of over 16 lakh innovation projects by students, showcasing their ability to think critically and develop solutions. These projects underline the success of ATLs in nurturing future innovators and leaders capable of addressing India's unique challenges.

The ATL initiative continues to play a transformative role in shaping India's education landscape, equipping the youth with 21st-century skills and fostering a culture of innovation essential for a knowledge-driven economy.

Challenges Faced by ATLs

- **Sustainability and Maintenance**: Regular maintenance of high-tech equipment and ensuring a consistent supply of tools and materials are ongoing challenges for some ATLs, especially in government schools with limited resources.

- **Teacher Training**: To maximize the potential of ATLs, teachers need continuous training in new technologies and educational methodologies. The lack of trained teachers in some regions hinders the effective utilization of these labs.

- **Accessibility in Rural Areas**: Although the aim is to democratize innovation across the country, ATLs are still concentrated in urban and semi-urban areas, with fewer resources allocated to rural schools.

Prospects / Outlook

- **Expansion and Outreach**: The government plans to increase the number of ATLs, particularly in rural and underprivileged areas, ensuring that every student across India has access to cutting-edge educational resources.

- **Integration with Global Networks**: Collaborations with international innovation networks and universities are expected to further enhance the learning experience in ATLs, providing students with exposure to global technologies and trends.

- **Sustainability Initiatives**: Focus on ensuring long-term sustainability of the ATLs through continuous funding, collaboration with industry stakeholders, and community involvement.

Atal Tinkering Labs have played a transformative role in the Indian education system by fostering an environment of creativity, innovation, and practical learning. With a focus on empowering students with the skills needed for the future, ATLs are shaping India's future innovators and entrepreneurs. However, to fully realize the potential of this initiative, addressing challenges related to teacher training, resource sustainability, and rural accessibility will be crucial.

IT Infrastructure Modernization Initiatives

India's Ministry of Education has embarked on a groundbreaking modernization journey by selecting Oracle Cloud Infrastructure (OCI) to transform the national education technology platform, 'Digital Infrastructure for Knowledge Sharing' (DIKSHA). This strategic migration not only enhances the accessibility of DIKSHA but also significantly reduces its IT costs, marking a pivotal advancement in India's educational landscape.

DIKSHA, a cornerstone of India's Digital Public Infrastructure (DPI) initiatives, was meticulously crafted to cater to school education and foundational learning programs. Leveraging the open-source platform Sunbird, DIKSHA empowers teachers to foster inclusive learning environments for underserved and disabled learners nationwide. With over 200 million students and 7 million teachers from government and private schools accessing content contributed by more than 11,000 collaborators, DIKSHA serves as a beacon of educational empowerment.

Since transitioning to OCI, DIKSHA has experienced a paradigm shift, reaping the benefits of enhanced scalability, security, cost-effectiveness, and dynamic capacity adjustment based on demand. This transformation has bolstered DIKSHA's ability to deliver vast amounts of content, accommodating the burgeoning needs of students and educators as the platform expands.

The monumental scale of the DIKSHA platform necessitated a cloud service provider capable of efficiently handling extensive data processing, storage, and distribution. OCI emerged as the ideal solution, equipped with robust capabilities to manage DIKSHA's diverse data formats and intricate workflows. Employing OCI Compute VMs, OCI Storage, and OCI Container Engine for Kubernetes (OKE), DIKSHA seamlessly manages its workload, stores application content, and orchestrates microservices to ensure uninterrupted service delivery.

Furthermore, OCI Media Flow and OCI Media Streams play a pivotal role in optimizing user access to DIKSHA's extensive library of nearly 1.5 million videos. By processing and storing video content in the appropriate formats and resolutions, OCI facilitates seamless content delivery tailored to users' preferences.

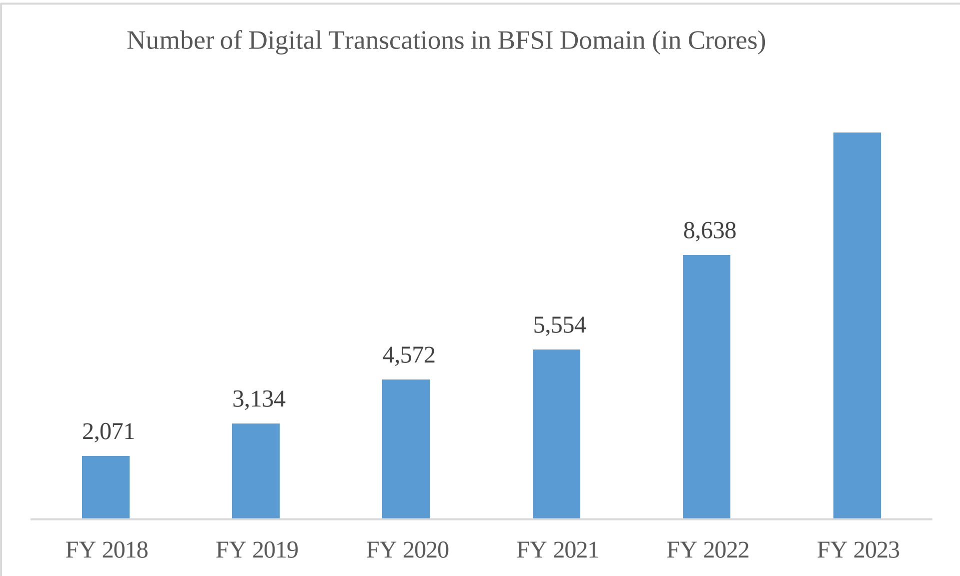
The adoption of OCI by India's Ministry of Education underscores a transformative shift towards leveraging cutting-edge technology to revolutionize education delivery and accessibility. As DIKSHA continues to evolve and expand its reach, Oracle Cloud Infrastructure remains a steadfast partner, driving innovation and empowerment within India's educational ecosystem.

IT Infrastructure Modernization in BFSI Domain

In recent years, the BFSI sector has witnessed a rapid shift towards digitalization, driven by changing consumer preferences, technological advancements, and regulatory mandates. The adoption of digital technologies has revolutionized banking, financial services, and insurance operations, enabling organizations to streamline processes, expand market reach, and deliver personalized services to customers. Moreover, IT infrastructure modernization has become imperative to support the growing demands of digital banking, data analytics, and cybersecurity in an increasingly interconnected world.

The Government of India's commitment to fostering a cashless economy, notably following the 2016 demonetization drive, has accelerated the country's transition to digital financial services. The Digital India initiative has also played a significant role in promoting awareness and adoption of digital payments. Over the past decade, India has witnessed a surge in digital transactions, facilitated by widespread smartphone penetration and the availability of affordable data plans.

As a result of these technological advancements, digital financial transactions in India have increased exponentially, particularly in the wake of the COVID-19 pandemic. Between FY 2018 and FY 2023, the number of digital transactions in banking space increased by a CAGR of nearly 44% to reach approximately 12,650 crore transactions per annum.



Source: Government of India

Among these platforms, Unified Payments Interface (UPI) has emerged as a game-changer since its launch in 2016. Initially representing only 6% of digital transactions compared to 36% for card payments, UPI's share has skyrocketed to 63%, while card payments have dwindled to 9% as of 2021. n April 2023 alone, over 33 crore Indian UPI users conducted 89880 crores digital payment transactions valued at Rs. 14.07 lakh crore, solidifying UPI's status as the nation's preferred payment method, with three out of every four digital transactions in India being carried out on the UPI platform.

IT Infrastructure Modernization Initiatives

In the dynamic landscape of the BFSI sector, IT infrastructure modernization plays a critical role in enabling organizations to adapt to evolving technological trends, enhance operational efficiency, and deliver seamless customer experiences. This section delves into the importance of IT infrastructure modernization in the BFSI domain, highlighting key initiatives and technologies driving transformation in this sector.

With the exponential growth of data and increasing customer expectations for real-time services, BFSI organizations are under pressure to modernize their IT infrastructure to meet the demands of the digital age. This modernization effort encompasses various components, including hardware, software, networking, and cybersecurity systems. Upgrading legacy systems to more agile and scalable architectures is essential for supporting the rapid pace of innovation and ensuring seamless integration with emerging technologies.

One of the primary drivers of IT infrastructure modernization in the BFSI sector is the adoption of cloud computing technology. Cloud solutions offer scalability, flexibility, and cost-effectiveness, allowing organizations to optimize resource utilization, improve data management, and enhance operational agility. By migrating data and applications to cloud platforms, BFSI organizations can streamline operations, reduce infrastructure costs, and accelerate time-to-market for new products and services.

Furthermore, the proliferation of digital channels and the increasing volume of online transactions have heightened the importance of cybersecurity in the BFSI sector. IT infrastructure modernization efforts include the implementation of advanced cybersecurity measures, such as multi-factor authentication, encryption, and threat detection systems, to safeguard sensitive data and mitigate cyber risks. Building a resilient cybersecurity framework is crucial for maintaining customer trust and complying with regulatory requirements in an increasingly interconnected and data-driven environment.

Additionally, BFSI organizations are leveraging emerging technologies such as artificial intelligence (AI), machine learning (ML), and robotic process automation (RPA) to enhance operational efficiency and customer engagement. AI and ML algorithms are being deployed for predictive analytics, fraud detection, and personalized customer services, enabling organizations to gain valuable insights from data and deliver tailored solutions to individual customers. RPA solutions are automating repetitive tasks, reducing manual errors, and improving process efficiency across various business functions.

Digital Transformation Initiatives

The BFSI sector is witnessing a profound digital transformation driven by changing consumer behaviours, technological advancements, and evolving regulatory landscapes. This section explores the key digital transformation initiatives undertaken by BFSI organizations to stay ahead in a competitive market and meet the evolving needs of customers.

One of the primary digital transformation initiatives in the BFSI sector is the development and deployment of mobile banking applications. Recognizing the increasing reliance on smartphones and mobile devices, banks and financial institutions have invested heavily in creating user-friendly and feature-rich mobile apps. These apps enable customers to perform a wide range of banking transactions, such as account inquiries, fund transfers, bill payments, and mobile deposits, conveniently from their mobile devices. Mobile banking apps not only enhance customer experience but also drive customer engagement and loyalty.

Furthermore, BFSI organizations are leveraging advanced analytics and artificial intelligence (AI) technologies to gain actionable insights from vast amounts of data. By harnessing the power of data analytics, banks and financial institutions can better understand customer behaviour, preferences, and needs. AI-powered chatbots and virtual assistants are being deployed to provide personalized recommendations, address customer queries, and facilitate self-service transactions, thereby improving customer satisfaction and reducing operational costs.

Another critical digital transformation initiative in the BFSI sector is the adoption of blockchain technology. Blockchain offers immutable and transparent transaction records, enhancing security, trust, and efficiency in financial transactions. BFSI organizations are exploring various use cases for blockchain, including cross- border payments, trade finance, identity verification, and smart contracts. By leveraging blockchain technology, banks and financial institutions can streamline processes, reduce fraud, and lower transaction costs, ultimately enhancing operational efficiency and fostering innovation.

Moreover, BFSI organizations are embracing open banking and API (Application Programming Interface) ecosystems to facilitate collaboration and innovation in the industry. Open banking initiatives enable banks to securely share customer data and services with third-party developers and fintech startups through APIs. This collaboration fosters the development of innovative financial products and services, such as personal finance management apps, peer-to-peer lending platforms, and robo-advisors, enriching the overall customer experience and expanding market opportunities.

IT Infrastructure Modernization in Government Service Delivery

UIADI Biometric Upgrade

The Unique Identification Authority of India (UIDAI) is mandating an upgrade from L0 to L1 biometric devices for Aadhaar authentication. This upgrade signifies a significant step towards enhancing security and accuracy in Aadhaar-based fingerprint and iris recognition systems.

The older L0 devices rely on basic sensors to capture fingerprints and iris scans. They offer a lower level of security and may be prone to errors due to limitations in sensor technology. This risk has prompted an upgrade to L1 devices which are equipped with advanced capacitive fingerprint sensors and high-resolution iris scanners. L1 devices offer improved image quality, leading to higher accuracy and better resistance to spoofing attempts.

Impact of Upgrade: Opportunities for IT Infrastructure Service Providers

The L1 biometric upgrade presents a lucrative opportunity for IT infrastructure companies in several ways:

- Device Deployment and Maintenance: The rollout of millions of L1 devices across India necessitates efficient deployment and maintenance services. IT infrastructure companies can offer logistics and on-site support for device installation, configuration, and troubleshooting.
- System Integration: Integrating L1 devices with existing Aadhaar infrastructure requires expertise in system integration. IT infrastructure companies can provide services for seamless integration and data transfer between devices and central systems.
- Cybersecurity Solutions: The increased focus on security necessitates robust cybersecurity solutions for L1 devices and the overall Aadhaar infrastructure. IT infrastructure companies can offer security assessments, penetration testing, and vulnerability management services.
- Training and Awareness: The transition to L1 devices requires training for users and administrators. IT infrastructure companies can develop training programs to educate users on the proper use of L1 devices and create awareness about Aadhaar security best practices.

Point of Sale (PoS) Mandate for Direct Benefit Schemes

The Indian government's initiative to mandate Point-of-Sale (PoS) machines for Direct Benefit Transfer (DBT) schemes signifies a significant shift towards financial inclusion and transparency. DBT involve electronically transferring government subsidies and benefits directly to beneficiaries' bank accounts. The PoS mandate requires using PoS machines for authenticating beneficiaries and recording transactions when they utilize these benefits at designated points.

Opportunities for IT Infrastructure Service Providers

The PoS mandate creates exciting opportunities for IT infrastructure companies in several areas:

- PoS Hardware and Software Providers: There will be a surge in demand for PoS machines, catering to various functionalities and price points. IT infrastructure companies can supply, and install these devices. Additionally, there's a need for developing and integrating secure PoS software solutions.

- Connectivity Solutions: Reliable internet connectivity is crucial for PoS transactions, especially in rural areas. IT infrastructure companies can provide solutions like satellite internet, VSAT, or robust broadband services to ensure seamless connectivity for PoS devices.
- Payment Network Services: The increased volume of PoS transactions necessitates efficient payment network processing. IT infrastructure companies can offer payment gateway solutions and network management services to ensure smooth transaction processing.
- Data Security and Management: Securing sensitive financial data from PoS transactions is paramount. IT infrastructure companies can provide data encryption solutions, security audits, and robust data management solutions to safeguard sensitive information.
- Training and Support: Rolling out PoS systems across a vast nation requires training for retailers, beneficiaries, and government officials. IT infrastructure companies can develop training programs and provide ongoing technical support for all stakeholders involved.

Pradhan Mantri Gramin Digital Saksharta Abhiyan (PMGDSA)

The Pradhan Mantri Gramin Digital Saksharta Abhiyan (PMGDSA), launched in 2017, is a flagship initiative of the Government of India aimed at empowering rural India with digital literacy skills.

Opportunities for IT Infrastructure Service Providers

The PMGDSA has opened doors for IT infrastructure companies to play a vital role in India's digital transformation journey:

- Training and Development: There's a demand for companies that can develop and deliver effective digital literacy training programs tailored to the needs of rural populations. This includes creating content in local languages and utilizing user-friendly training modules.
- Technology Infrastructure: Providing access to computers, tablets, or smartphones for training purposes is crucial. IT infrastructure companies can collaborate with the government to set up training centers or provide low-cost devices for rural communities.
- Connectivity Solutions: Bridging the digital divide in rural areas requires innovative solutions for internet connectivity. IT infrastructure companies can explore options like satellite internet, VSAT, as well as establishing robust broadband networks in rural areas.

Data Centre Policy 2020

The Data Centre Policy 2020, launched by the Ministry of Electronics and Information Technology (MeitY), aims to accelerate the growth of data center infrastructure in India. This policy introduces a series of reforms to streamline the setup process, incentivize investments, and position India as a global data center hub.

Opportunities for IT Infrastructure Service Providers

The Data Centre Policy 2020 presents a golden opportunity for IT infrastructure companies offering a range of services:

- System Integration: Designing and integrating complex data center infrastructure, including hardware, software, and network components, will be in high demand. Companies with expertise in system integration can play a crucial role.
- Hardware Services: Supplying, installing, and maintaining data center hardware like servers, storage solutions, cooling systems, and security equipment will see a surge in demand. IT infrastructure companies with robust hardware service portfolios are well-positioned.
- Project Management Services: Managing large-scale data center projects from planning and construction to deployment and ongoing maintenance requires skilled project managers. Companies with experience in managing complex IT infrastructure projects will be in high demand.
- IT Facility Management Services: Providing comprehensive data center facility management services, encompassing power management, environmental controls, physical security, and disaster recovery solutions, will be crucial. Companies with expertise in this area can capitalize on this opportunity.
- IT Consulting Services: Offering strategic IT consulting services to businesses planning to set up or migrate to data centers will be in high demand. This includes advising on data center design, technology selection, and implementation strategies.
- IT Infrastructure: Delivering complete IT Infrastructure encompassing hardware, software, managed services, and expertise in data center design and deployment will be attractive to businesses. Companies offering bundled solutions can gain a competitive edge.

Digital Personal Data Protection (DPDP) Act

The Digital Personal Data Protection Act (DPDP) Act, 2023, is a landmark legislation in India that governs the processing of digital personal data. It aims to strike a balance between protecting individual privacy and enabling businesses to leverage data for legitimate purposes.

Impact on Businesses Handling Data:

The DPDP Act will significantly impact businesses that handle personal data of Indian citizens.

- Compliance Costs: Businesses will need to invest in building processes and systems to comply with the Act's requirements. This includes obtaining consent management platforms, data security solutions, and potentially hiring data protection officers.
- Shift in Data Governance: Businesses will need to adopt a more transparent and accountable approach to data governance. This involves documenting data collection practices, purposes, and retention periods.
- Potential for Disruption: Non-compliance with the Act can lead to penalties and reputational damage. Businesses may need to review their data collection practices and marketing strategies to ensure compliance.

Opportunities for IT Infrastructure Service Providers

The DPDP Act presents significant opportunities for IT infrastructure companies that can help businesses achieve compliance:

- Data Security Solutions: The increased focus on data security creates a demand for solutions like data encryption, access controls, and intrusion detection systems. IT infrastructure providers can offer these solutions and consulting services to help businesses secure their data.
- Consent Management Platforms: Businesses will need tools to manage consent from individuals for data collection. IT infrastructure providers can develop or integrate consent management platforms that streamline this process.
- Data Governance Solutions: Software solutions for data lineage tracking, data discovery, and data anonymization can help

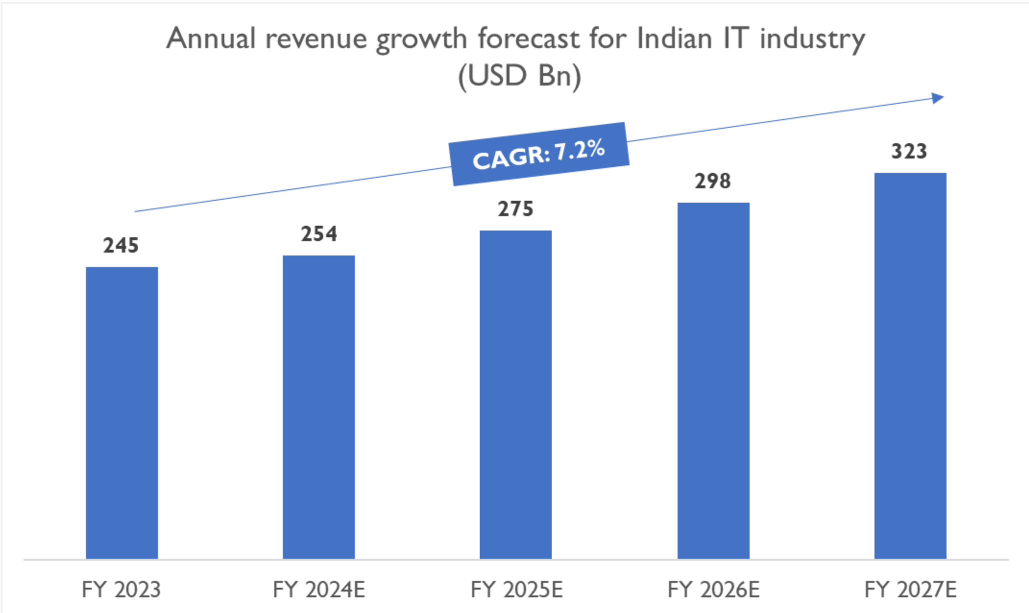
businesses manage and govern their data effectively. IT infrastructure providers can offer these solutions or partner with existing providers.

- Cloud-based Compliance Solutions: Cloud service providers can offer solutions specifically designed to help businesses comply with the DPDP Act's data storage and residency requirements.

Growth Forecast

The Indian IT industry is experiencing a period of significant growth, driven by a confluence of factors. According to estimates, the industry is expected to grow at CAGR of 7.2% to reach USD 323 billion by 2027. The global shift towards digitalization has increased the demand for IT services across industries. Indian IT firms, with their expertise in software development, cloud solutions, and system integration, are well- positioned to capitalize on this trend.

Compared to developed economies, India offers competitive rates for IT services, making it an attractive option for businesses worldwide. This advantage, coupled with a large pool of skilled professionals, continues to attract global clients. The rise of technologies like artificial intelligence, blockchain, and the Internet of Things (IoT) is creating new opportunities for the Indian IT industry. Companies are investing in developing expertise in these areas to meet evolving client needs.



Source: NASSCOM, Industry Articles, D&B Research and Estimates

Notably, the domestic IT market is expected to grow even faster. This rapid expansion presents exciting opportunities for both Indian businesses and the global IT landscape. The Indian government is actively promoting digital adoption through initiatives like "Digital India," which aims to make government services more accessible online and bridge the digital divide. This creates significant demand for IT infrastructure and services within the country. The rising middle class in India is driving demand for consumer-focused IT products and services, such as e-commerce platforms, digital payment solutions, and online entertainment options. India's thriving start-up ecosystem is fueling demand for IT services as these new businesses require solutions for website development, app development, cloud infrastructure, and cybersecurity.

Competitive Landscape

The Indian IT infrastructure industry is flourishing, driven by a growing demand for digital solutions. The competitive landscape is dynamic, with established players facing competition from innovative mid-tier players and niche specialists. The market is teeming with both established players and emerging ones, creating a dynamic competitive environment. Major players like TCS, Wipro, Infosys, and HCL Technologies offer comprehensive IT Infrastructure, including data center services, network management, and cloud solutions. These companies leverage their vast experience, global reach, and diverse service portfolios to gain a competitive edge.

Mid-sized players like L&T Infotech, Tech Mahindra, and Mphasis are also making their mark, offering cost- effective solutions and catering to specific market segments. Additionally, niche players with specialized expertise in areas like cloud migration, network security, and disaster recovery are carving out their space, further intensifying the competitive landscape.

Competition is evolving beyond just cost and service offerings. Factors like innovation, agility, and specialization are becoming increasingly important. Companies are differentiating themselves by investing in cutting-edge technologies like artificial intelligence and automation, adopting agile methodologies, and developing domain-specific expertise. Additionally, the rise of cloud-based solutions is disrupting traditional business models, forcing players to adapt and develop new competitive strategies.

The Government of India's Digital India initiative fuels the demand for IT Infrastructure as businesses and government entities across the country rapidly digitize their operations to facilitate e-governance, citizen services, and business enablement. The rapid adoption of cloud-based solutions drives the need for IT infrastructure services focusing on cloud migration, management, and optimization. Companies look for providers to help them move workloads to the cloud and manage hybrid cloud environments. Rising cybersecurity threats increase the demand for robust network, data, and infrastructure security solutions. Companies require assistance in vulnerability assessments, threat detection, and incident response. The need for data centers to store and process increasing volumes of data is pushing the requirement for IT infrastructure players with specialized expertise in data center design, build-out, and management.

The domestic IT infrastructure industry in India is highly competitive, featuring a mix of established global players, large Indian conglomerates, and specialized mid-sized firms. Companies like TCS, Wipro, Infosys, and HCL Technologies dominate the market, leveraging their global reach, extensive resources, and diversified portfolios. These players offer a full range of IT infrastructure services, from cloud solutions and data center management to network security and managed services. Mid-sized players like L&T Infotech, Tech Mahindra, Mphasis, and others compete by providing a mix of cost-effectiveness, niche specialization, and focus on specific industry verticals. They often have strong regional presence and established relationships with specific clientele. Smaller, niche players compete by focusing on specialized areas like cloud migration, network security, cybersecurity, or infrastructure solutions for specific sectors like healthcare or education.

Entering the domestic IT infrastructure industry requires significant technical expertise and investment in skilled resources. Setting up modern data centers, establishing cloud solutions, and building robust networking infrastructure can be capital intensive. Especially to cater to the government sector, where pre-qualifications are mandatory, which often involve a minimum number of years of experience, proven track record of successfully executing similar projects, and financial stability. Additionally, obtaining security clearances and adhering to stringent compliance regulations can be challenging for new entrants. Government contracts often require domain-specific expertise and experience in handling large-scale projects. Additionally, specific security certifications and adherence to data privacy regulations are mandatory.

TCS provides a comprehensive portfolio of IT infrastructure services, including data center operations, managed services, and cloud solutions. For example, TCS established and currently maintains the infrastructure for the Passport Seva, a government initiative facilitating passport issuance.

Wipro offers a comprehensive portfolio of IT infrastructure services for government agencies, including cloud solutions, data center management, and network security. They have been involved in projects like the implementation of the Integrated Traffic Management System (ITMS) for Delhi and the National Knowledge Network (NKN) project.

Pricing	
Cost-effective Solutions	Indian IT service providers are known for their ability to offer cost-efficient solutions compared to many developed nations. This cost advantage remains a primary factor attracting domestic businesses seeking to maximize the value of their IT investments

HCL Technologies offers a diverse IT infrastructure service portfolio for the government sector, encompassing data center operations, network management, and cloud solutions. They have implemented projects like the National e-Governance Plan (NeGP) and the digitization of land records for various state governments.

L&T Infotech specializes in offering IT Infrastructure catering to specific needs of government agencies. They have been involved in projects like the implementation of the Goods and Services Tax Network (GSTN) and the automation of various processes for the Ministry of Defence.

While the government sector presents unique challenges with its stringent entry barriers and specific requirements, it also offers significant opportunities for players with the right expertise and experience.

Key factors shaping competition.

Competitive Bidding	The Indian IT market has many established players and emerging firms, leading to a highly competitive bidding environment for projects. This can drive price pressure, particularly for commoditized services
Flexible Pricing Models	IT providers in India often offer flexible pricing models to cater to diverse client needs. These could include fixed-price contracts, pay-as-you-go models, or outcome-based pricing, allowing clients to tailor their IT spend

Service Offerings	
Broad Range of Services	Indian IT firms offer a comprehensive spectrum of services, including software development, IT infrastructure management, cloud services, cybersecurity, business process outsourcing, and analytics. This allows businesses to find a single vendor for multiple needs.

Specialization in Emerging Technologies	Many Indian IT companies are differentiating themselves by specializing in areas like artificial intelligence, machine learning, blockchain, IoT, and advanced analytics. This specialization in niche areas helps them stand out in a crowded market.
Emphasis on Innovation	Top Indian IT companies invest significantly in research and development to stay ahead of the technology curve. They prioritize innovation, offering cutting-edge solutions for a rapidly evolving digital landscape

Other Factors	
Talent Pool	India's large and skilled IT workforce is a significant driver of the industry's growth and competitiveness. The continuous supply of engineers and IT professionals provides an advantage in terms of resource availability and cost optimization

Domestic Market Understanding	Indian IT service providers have a deep understanding of the local business dynamics, regulatory requirements, and cultural nuances. This understanding can be a key differentiator when working with Indian businesses.
Government Support	Government initiatives like "Digital India" and "Make in India" have fostered a conducive environment for the domestic IT industry. Programs promoting technology adoption and innovation contribute to the industry's growth.

Key Player Profiles

Profile of key players catering to domestic IT industry

Company Name	Brief Profile	Services Offered

Telecommunications Consultants India Limited (TCIL)	It is a wholly-owned Government of India Public Sector Undertaking under the administrative control of the Department of Telecommunications (DoT), Ministry of Communications. Established in 1978, it is a leading engineering and consultancy company offering services in the fields of telecommunications, information technology, and civil construction.	TCIL offers various IT services, such as: • IT infrastructure planning, design, and implementation • Software development and maintenance • Cybersecurity solutions • Data center services

Company Name	Brief Profile	Services Offered
Larsen & Toubro (L&T)	It is a multinational conglomerate headquartered in Mumbai, India. Established in 1938, it has a long history and strong presence in several key sectors such as Engineering & Construction (E&C), Information Technology & Services (IT&S), Financial Services, making it a leading player in the Indian economy.	Information Technology & Services segment is represented by L&T Technology Services (LTTS), a listed subsidiary focusing on: Engineering design and development: LTTS offers services like product development, embedded systems, and engineering process management for various sectors. Digital transformation: The company assists clients in implementing digital solutions like automation, data analytics, and cloud adoption.

Company Name	Brief Profile	Services Offered

Extramarks Education	It is an Indian education technology (EdTech) company established in 2007. It offers a comprehensive online and offline learning solutions for students across various age groups and educational needs.	Pre-school and K-12: Extramarks provides curriculum-based resources and interactive learning suite of modules for students ranging from pre-school to class 12. Higher Education and Test Prep: The company offers dedicated online courses and preparation materials for various competitive exams like JEE (engineering entrance), NEET (medical entrance), and other university entrance exams. Skill Development: Extramarks provides vocational and skill development courses in various domains, catering to individual and corporate learning needs.automation, data analytics, and cloud adoption.

Company Name	**Brief Profile**	**Services Offered**

Team Computers	It is a leading IT infrastructure and information solutions provider established in India in 1987. With a presence across over 25 cities in the country, it serves over 2500 clients and boasts a workforce exceeding 4,000 individuals.	Core Services:Team Computers offers a comprehensive range of hardware & software solutions Team Computers offers a wide range of IT services, including: System management Application management Network management Security management Cloud services Managed print services IT consulting

Company Name	**Brief Profile**	**Services Offered**
Hitachi Systems Micro Clinic (HISYS-MC)	It is a system integration (SI) company operating under the umbrella of Hitachi Systems India Pvt. Ltd. Established in 1991, HISYS-MC has carved a niche for itself in the Indian IT landscape,	Infrastructure Solutions Cloud Solutions Networking Solutions Security Solutions

	empowering businesses with advanced IT solutions.	Digital Workplace Solutions Managed Services

Company Name	Brief Profile	Services Offered
Dynacons Systems & Solutions Ltd.	Established in 1995 and headquartered in Mumbai, India, has carved a niche for itself in the IT service industry. They offer a comprehensive suite of IT solutions catering to diverse needs of corporations across various industry verticals.	Infrastructure Managed Services (IMS) Break-Fix Services Managed Print Services (MPS) Cloud Computing Systems Integration Services Applications Development and Maintenance

Company Name	Brief Profile	Services Offered

Value Point Systems Private Limited	It is a leading IT Infrastructure and services provider headquartered in Bengaluru, India. Established in 1991 as a partnership firm and reconstituted as a private limited company in 1995, VPSPL has established itself as a trusted partner for businesses seeking reliable and comprehensive IT solutions.	End-to-End Infrastructure Solutions: VPSPL provides a full spectrum of services to design, build, manage, and optimize IT infrastructure, including: Network infrastructure solutions (LAN, WAN, wireless) Data center solutions (design, construction, management)
		• Cloud computing solutions (migration, management, optimization) • Cyber security solutions (threat detection, vulnerability management) • IT infrastructure management (monitoring, maintenance, optimization) Life Cycle Services: VPSPL offers a comprehensive lifecycle approach to IT infrastructure, encompassing: • Consulting and planning • Design and implementation • Management and support • Optimization and upgrade

Company Name	**Brief Profile**	**Services Offered**

Aabasoft Technologies India Private Limited	It is a global Information Technology (IT) and Information Technology Enabled Services (ITeS) solutions provider headquartered Kochi, Kerala, India. Established in 2002, the company has grown to serve clients across various industries.	• IT Infrastructure • Cloud Services • Web Technology • Mobile Applications • Enterprise Applications • Business Services • Internet Marketing

Financial Analysis

The IT infrastructure industry in India seems to be facing cost pressures from raw materials, salaries, and potentially project margins. A potential shift towards cloud-based solutions could be reflected in the decrease in power and fuel expenses.

Expense Pattern

Year	Raw Material Expenses	Power & Fuel	Salaries & Wages	SGA Expenses	Interest Expense	EBDITA Margin	Net Margin
FY 2021	2.2%	0.1%	8.2%	1.3%	0.8%	3.6%	2.3%
FY 2022	1.3%	0.1%	7.4%	1.3%	0.6%	5.8%	2.8%
FY 2023	-0.8%	0.1%	6.3%	1.7%	0.5%	6.2%	2.9%
FY 2024	1.9%	0.1%	7.0%	1.0%	0.5%	6.7%	3.5%

Source: MCA, Dun & Bradstreet Research, Based on a Sample of 4 Companies

Raw material expenses, after declining in FY 2023, saw an increase again in FY 2024 to 1.9%. This suggests volatility in hardware and software costs, possibly due to global supply chain disruptions, increased demand for advanced IT infrastructure, and fluctuations in currency exchange rates. The return of rising costs indicates persistent supply constraints and premium pricing on newer technologies.

Power & fuel expenses have remained consistently low at 0.1% across all years, highlighting improved energy efficiency in IT infrastructure operations. This likely reflects optimization in power consumption, a shift toward cloud-based solutions requiring less on-premises hardware, and greater adoption of renewable energy in data centers. After a steady decline in salaries & wages from FY 2021 to FY 2023, costs increased slightly in FY 2024 to 7.0%. This suggests a stabilization in workforce expansion or wage hikes due to rising demand for skilled professionals in cloud computing, cybersecurity, and AI. The industry continues to face talent acquisition challenges, driving higher employee costs.

EBITDA margin has improved significantly from 3.6% in FY 2021 to 6.7% in FY 2024, indicating better cost control, operational efficiencies, and revenue growth. Despite rising raw material and salary costs, companies appear to have managed profitability through better pricing strategies, increased demand, and cost rationalization. Net margin has steadily increased from 2.3% in FY 2021 to 3.5% in FY 2024, supported by higher EBITDA margins and a reduction in interest expenses. This suggests improved financial health across companies, potentially driven by reduced debt burdens and better cost management strategies.

The IT infrastructure industry is experiencing cost fluctuations but has managed to improve profitability through strategic efficiencies. Raw material and salary costs remain key challenges, while power & fuel expenses are stable. With EBITDA and net margins growing, companies are successfully navigating cost pressures and maintaining profitability in a competitive landscape.

Financial Snapshot of Selected Peers

Financial Parameters		Revenue	EBDITA Margin	PAT Margin
	Team Computers Pvt Ltd.	224,312	4.1%	2.6%
	Telecommunications Consultants India Ltd.	260,346	4.8%	2.8%
	Dynacons Systems & Solutions Ltd.	102,882	8.0%	5.2%
	Orient Technologies Ltd.	60,686.40	10.0%	6.8%

Note: All values are in INR lakhs. Companies have been indexed on the basis of revenue FY 2024

Solar EPC Industry

Renewable Energy Landscape in India[3]

India has emerged as a global leader in renewable energy, ranking 4th globally for total renewable power capacity additions, 4th in wind power capacity, and 5th in solar power capacity, as per the REN21 Renewables 2024 Global Status Report. At COP26, India pledged to achieve 500 GW of non-fossil fuel-based energy by 2030, marking the world's largest renewable energy expansion plan. As of August 2024, India's installed non- fossil fuel capacity stands at over 207.76 GW, which is about 46% of the country’s total power capacity. The solar energy capacity alone has surged by 30 times over the past nine years, reaching 89.43 GW. India's estimated solar energy potential is 748 GWp, positioning the country as a key player in the global renewable energy market.

The renewable energy sector in India benefits from favorable government policies, including 100% Foreign Direct Investment (FDI) under the automatic route. The government has also allocated INR 10,000 crore in the Union Budget 2024-25 for solar power development, a 110% increase from the previous year, along with other incentives such as the PM-Surya Ghar Muft Bijli Yojana and Basic Customs Duty exemptions on critical minerals for the renewable sector.

India's renewable energy capacity, which includes wind, solar, biomass, hydro, and waste-to-energy, totals approximately 199.52 GW. With solar power accounting for 89.43 GW and wind power contributing 47.19 GW, India is well-positioned to meet its ambitious goals of reducing carbon emissions, with a commitment to achieve net-zero by 2070. Additionally, 50 solar parks with a combined capacity of 37.49 GW have been approved, while offshore wind energy and the National Green Hydrogen Mission are key growth areas, targeting 30 GW of wind capacity and 5 MMT of green hydrogen production by 2030.

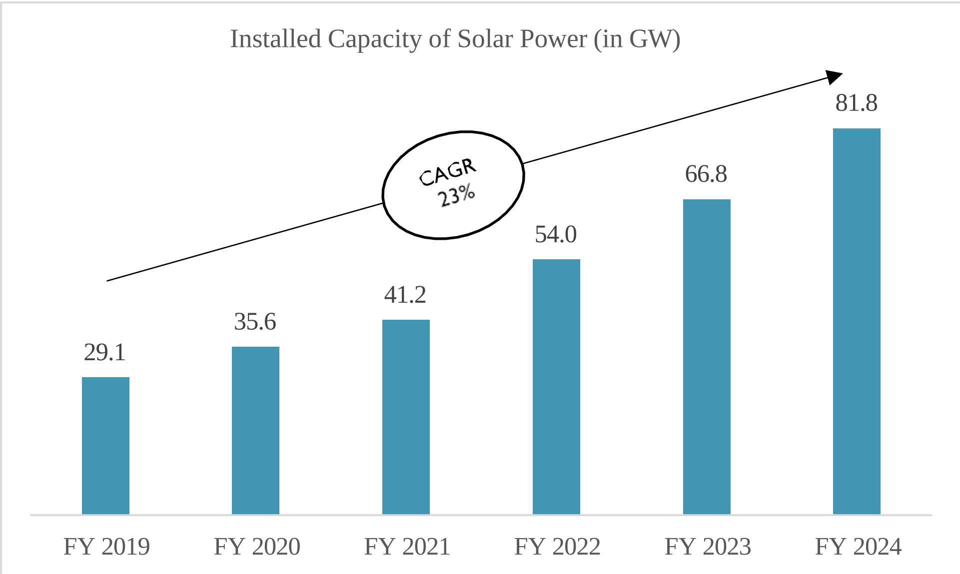
[3] Industry Report, Invest India

The Production Linked Incentive (PLI) Scheme is a crucial initiative supporting India's renewable energy sector, specifically targeting solar PV manufacturing. Launched under the Aatmanirbhar Bharat initiative, the scheme aims to build 65 GW of annual manufacturing capacity, providing direct and indirect employment opportunities while promoting import substitution. The renewable energy landscape in India continues to attract significant investment, with numerous projects and opportunities, reflecting the country's strong commitment to sustainable growth and energy security.

Solar Power Generation Scenario in India

India has rapidly ascended as a global leader in solar power generation, ranking 5th globally in solar power capacity and 4th in renewable energy installations, including large hydro. As of August 2024, India has achieved a cumulative installed solar power capacity of 89.43 GW. This includes 69.19 GW from ground-mounted solar plants, 13.89 GW from grid-connected solar rooftop systems, 2.59 GW from the solar component of hybrid projects, and 3.76 GW from off-grid solar installations. These figures highlight the diverse contributions of various solar technologies toward the country's renewable energy goals, showcasing steady progress in expanding solar capacity across different segments.

India has witnessed remarkable technological advancements in solar power, with the installed solar capacity growing 30 times over the past nine years. The National Institute of Solar Energy estimates India's solar potential at 748 GWp, leveraging approximately 300 sunny days annually across many regions. The deployment includes various technologies like rooftop solar, ground-mounted solar farms (notably Bhadla and Pavagada Solar Parks), and innovative projects such as floating solar installations on water bodies.



Source: Ministry of New and Renewable Energy

India's solar power sector has demonstrated robust growth, marked by a significant increase in installed capacity over the past five fiscal years. Beginning at 29.1 GW in FY 2019, the country's solar power capacity surged to 81.8 GW by FY 2024, reflecting a notable compound annual growth rate (CAGR) of 23%. This rapid expansion underscores India's strategic push towards renewable energy, with substantial investments and policy initiatives driving the adoption of solar technologies across the nation. The upward trajectory in solar installations highlights India's commitment to achieving energy security, reducing carbon emissions, and leveraging its abundant solar resources for sustainable development.

India's solar power sector has seen significant growth and development, reflecting the country's commitment to renewable energy. As of 2024, India aims to achieve a solar power capacity of 280 GW by 2030, with current installations reaching 85 GW. Rajasthan leads with 23 GW, driven by projects like the Bhadla Solar Park, the world's largest fully operational solar park. Gujarat follows with 10.13 GW, emphasizing projects like the Charanka Solar Park and plans for a massive renewable energy park in Kutch. Karnataka ranks third with 9.05 GW, anchored by the Pavagada Solar Park. Tamil Nadu and Maharashtra round out the top five states with 8.1 GW and 4.8 GW respectively. Each state showcases ambitious targets and substantial investments in solar energy infrastructure, underscoring India's rapid advancement in green power generation.

In the realm of solar power plants, India stands out prominently with significant achievements. Bhadla Solar Park in Rajasthan exemplifies this distinction, boasting a colossal capacity of 6263.71 MW spread across 126.74 km2, making it the world's largest solar park as of 2020. Securing a long-term power purchase agreement ensures the sale of generated electricity, underscoring India's commitment to renewable energy transition. Moreover, India's initiatives extend to innovative projects like the Kutch Solar Project, aimed at providing electricity to remote regions through advanced technologies such as solar ponds and integrated solar stills with greenhouses. These efforts highlight India's strategic focus on sustainable development and reducing reliance on fossil fuels, positioning it as a global leader in the solar energy sector.

Solar Power: Technologies Deployed

Solar power harnesses energy from the sun using various technologies, each suited for different applications and environments. The primary technologies deployed in solar power generation in India include:

Solar Photovoltaic (PV) Technology

- Solar Photovoltaic (PV) technology converts sunlight directly into electricity using semiconductor materials, primarily silicon, and is the most widely deployed technology in India, significantly contributing to the country’s installed capacity.
- PV systems include monocrystalline solar panels, known for high efficiency and space optimization but typically more expensive; polycrystalline solar panels, which are more affordable but less efficient; and thin-film solar panels, which are lightweight and flexible but generally have lower efficiency.
- Tata Power Solar produces both monocrystalline and polycrystalline panels and is involved in large-scale solar PV projects across India, while Adani Solar, a subsidiary of Adani Group, manufactures both types of panels and operates a significant 2,000 MW solar farm in Khavda, Gujarat, part of the world's largest solar park.
- Rooftop solar systems have gained popularity for residential and commercial buildings due to government incentives and net metering policies that allow self-generated electricity, while large-scale ground- mounted solar farms, known as solar parks, include notable examples like Bhadla Solar Park (2,245 MW) in Rajasthan and Pavagada Solar Park (2,050 MW) in Karnataka.
- The combination of these technologies and manufacturers demonstrates India's commitment to expanding its solar energy capacity and transitioning to renewable energy sources.

Concentrated Solar Power (CSP)

- CSP technology utilizes mirrors or lenses to concentrate sunlight onto a small area, generating heat that is then used to produce electricity through steam turbines. This process enables efficient conversion of solar energy into electricity, making CSP a viable option for large-scale energy production.
- CSP systems are most effective in large-scale utility projects, where they can harness significant amounts of solar energy. One of the key advantages of CSP is its ability to incorporate thermal energy storage systems. This capability allows CSP plants to store heat generated during sunny periods and use it to produce electricity even when sunlight is not available, providing a more stable and reliable energy supply.

- The 100 MW solar thermal power plant located in Dhursar village, Rajasthan, exemplifies CSP technology in India. This plant utilizes parabolic trough technology, which consists of curved mirrors that focus sunlight onto a receiver tube filled with heat transfer fluid. The heated fluid then produces steam that drives a turbine to generate electricity, showcasing the practical application of CSP in the country.
- While Bhadla Solar Park is primarily known for its photovoltaic (PV) installations, it has also begun experimenting with hybrid systems that integrate CSP technologies. This innovative approach aims to enhance energy output by combining the strengths of both PV and CSP, potentially improving efficiency and reliability in solar energy generation.
- Although CSP technology is less common than photovoltaic (PV) technology in India, it is increasingly being explored for its potential to provide effective energy storage solutions. As India seeks to diversify its renewable energy portfolio and enhance energy security, CSP's ability to store thermal energy could play a significant role in the future of the country's solar energy landscape.

Solar Thermal Systems

- Solar thermal systems collect sunlight to produce heat, which can be utilized for various applications, including residential water heating and space heating. These systems play a vital role in promoting the use of renewable energy for domestic and industrial purposes.
- Solar Water Heaters: These systems utilize solar collectors to heat water for domestic use, offering an efficient and sustainable alternative to traditional water heating methods, thereby reducing energy costs and reliance on fossil fuels.
- Solar Air Heaters: Designed to heat air for space heating, solar air heaters are commonly employed in buildings and industrial processes. They contribute to reducing energy consumption and enhance overall energy efficiency in various applications.
- Solar Thermal Projects:
  - Rajasthan Solar Water Heating Project: This comprehensive initiative has been implemented across residential, commercial, and industrial sectors in Rajasthan. The project promotes the adoption of solar water heating systems, significantly reducing reliance on fossil fuels and lowering energy costs for users.
  - Sundarbans Solar Thermal Project: This initiative focuses on providing solar thermal systems for cooking and water heating in rural areas of the Sundarbans. By enhancing energy access and promoting sustainability, the project aims to improve the quality of life for residents in these regions through the utilization of renewable energy resources.

Building-Integrated Photovoltaics (BIPV)

- Building-Integrated Photovoltaics (BIPV) systems incorporate solar cells into building materials, such as windows, roofs, and facades, enabling buildings to generate energy while maintaining aesthetic appeal. This innovative technology serves the dual purpose of energy generation and structural support.
- The Indian Institute of Technology (IIT) Madras has successfully integrated solar panels into its building structures. This initiative demonstrates the feasibility of BIPV in urban environments and promotes energy efficiency on campus, showcasing a commitment to sustainable building practices.
- The Solar House Project, located in Delhi, the Solar House project exemplifies BIPV technology, where solar panels are seamlessly integrated into the building's facades and roofs. This project highlights the potential for energy generation while preserving the aesthetic integrity of architectural designs.
- By integrating solar technology into building materials, BIPV systems can reduce reliance on traditional energy sources, lower energy costs, and contribute to the overall sustainability of urban infrastructure.

- As cities continue to grow, BIPV offers a promising solution for incorporating renewable energy into the built environment, potentially transforming urban landscapes into energy-producing structures while enhancing their visual appeal.

Floating Solar Farms

- Floating solar farms consist of solar panels mounted on floating structures on bodies of water. This innovative approach helps reduce land use, minimizes evaporation, and can enhance the efficiency of solar panels due to the cooling effects provided by the water.
- Kolar Floating Solar Project: Located in Karnataka, the Kolar Floating Solar Project has a capacity of 54 MW. This project effectively utilizes water surfaces for deploying solar panels, thereby minimizing land use and enhancing overall efficiency.
- NTPC Floating Solar Project: The National Thermal Power Corporation (NTPC) has commissioned a floating solar project in Andhra Pradesh with a capacity of 100 MW. This initiative showcases the potential of floating solar technology in utilizing water bodies for renewable energy generation.
- Mudasarlova Reservoir Floating Solar Project: Another significant project is the Mudasarlova Reservoir Floating Solar Project in Andhra Pradesh, which has a capacity of 2 MW. This installation exemplifies the application of floating solar technology in enhancing energy production while conserving land resources.
- Expansion of Floating Solar Technology: NTPC has also developed floating solar plants in Telangana and other states, indicating a growing interest and investment in floating solar technology across India, aimed at maximizing renewable energy output while minimizing ecological impact.

Hybrid Solar Systems

- Hybrid solar systems combine different solar technologies or integrate solar power with other renewable energy sources to optimize energy generation and enhance reliability. This approach allows for a consistent power supply by addressing fluctuations in solar energy availability.
- Integration with Other Sources: For instance, solar photovoltaic (PV) systems can be paired with wind energy or energy storage systems, creating a more stable and reliable energy solution for various applications.
- Tata Power Hybrid Solar Projects: Tata Power has successfully developed hybrid solar projects that integrate solar PV with wind energy. These projects are strategically implemented in various locations, significantly enhancing energy reliability and consistency in power supply.
- Renew Power Initiatives: Renew Power has made substantial investments in hybrid projects that combine solar PV with energy storage systems. This innovative approach not only improves grid stability but also helps meet peak demand, making renewable energy more accessible and dependable.
- By leveraging multiple energy sources, hybrid solar systems enhance overall energy security, reduce dependency on a single source, and contribute to a more resilient and efficient power grid.

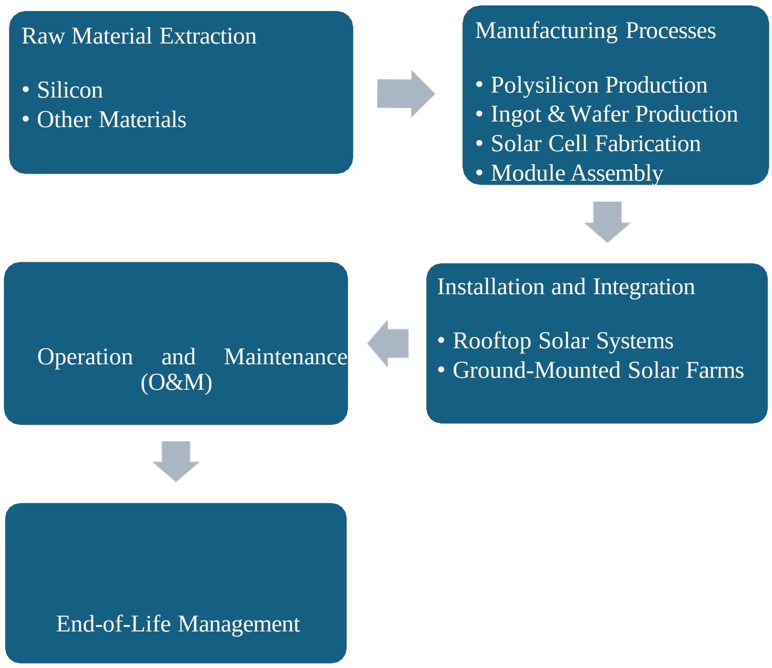
Agrivoltaics

- Agrivoltaics is an emerging technology that involves co-locating solar panels with agricultural activities. This innovative approach allows for simultaneous solar energy generation and crop production, maximizing land use and providing dual benefits for energy and food production.
- An agrivoltaics pilot project in Gujarat exemplifies this technology by installing solar panels on agricultural land. This setup enables farmers to cultivate crops beneath the solar panels while generating renewable energy.

- The agrivoltaics approach optimizes land use, allowing farmers to increase their income by leveraging both crop production and renewable energy generation.
- By integrating solar energy with agriculture, agrivoltaics contributes to sustainable land management practices and supports the transition to cleaner energy sources.
- This technology holds significant potential for expansion across various regions in India, promoting food security while contributing to the country's renewable energy goals.

Value Chain of Solar Parts

The solar power value chain encompasses various stages, from raw material extraction to the final installation of solar systems. Understanding this value chain is crucial for analysing the solar industry's dynamics and identifying opportunities for efficiency and innovation.



- Raw Material Extraction: The primary material used in solar panel production is silicon, extracted and purified to create polysilicon. Other essential materials include silver, used for conductive layers, glass for panel coverings, and aluminium for framing.
- Manufacturing Processes: Polysilicon undergoes purification to produce chunks, which serve as the feedstock for solar cells. In the subsequent stages, polysilicon is melted and formed into cylindrical ingots. These ingots are sliced into thin wafers, the foundation for solar cell fabrication. The wafers are then processed to create solar cells, which convert sunlight into electricity. Finally, these cells are assembled into solar modules or panels and encapsulated for environmental protection.
- Installation and Integration: Solar installations are implemented either as rooftop systems, typically deployed on residential and commercial buildings, or as ground-mounted solar farms, large-scale installations connected to the electrical grid or operating off-grid.
- Operation and Maintenance (O&M): Post-installation, solar systems require regular maintenance to ensure efficient performance. This includes cleaning solar panels, inspecting electrical connections, and monitoring overall system functionality.

- End-of-Life Management: As the solar industry evolves, recycling processes for decommissioned solar panels are gaining importance, with efforts focused on recovering valuable materials for reuse.

Solar Cell & Module Scenario

India is making significant strides in solar module manufacturing, driven by various government initiatives, including the Production-Linked Incentive (PLI) scheme and the Approved List of Models and Manufacturers (ALMM). These measures aim to boost domestic production and enhance the country's competitiveness in the global solar market. While India still trails behind leaders such as China and Vietnam, recent advancements and export strategies are positioning it to become the second-largest solar module manufacturing region by 2025, with a current capacity of 64.5 GW and a growing global market share.

[4]India's solar industry saw significant growth in 2023, with the installation of 20.8 GW of solar modules and 3.2 GW of solar cell manufacturing capacity. By the end of the year, the country's cumulative solar module manufacturing capacity reached 64.5 GW, while solar cell manufacturing capacity stood at 5.8 GW. Around 60% of the module manufacturing capacity is now equipped to produce solar modules in the M10 and G12 wafer sizes, reflecting advancements in technology. Monocrystalline modules dominated production, followed by polycrystalline, TOPCon, and thin film modules.

Gujarat led the way in photovoltaic manufacturing, contributing 46.1% of the country's total solar module production in 2023. Telangana emerged as the top producer for solar cells, accounting for 39% of the annual capacity. Imports and exports of solar components also saw a rise, with India importing 16.2 GW of solar modules and 15.6 GW of solar cells, while exports of modules and cells increased significantly compared to the previous year.

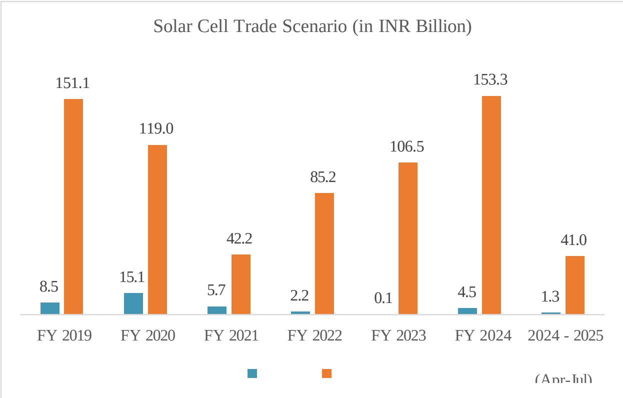
Looking ahead, solar module manufacturing capacity is projected to surpass 150 GW by 2026, with cell manufacturing expected to reach over 75 GW. While the expansion of domestic production is promising, Indian manufacturers face challenges in maintaining competitiveness due to cheaper imports from countries like China. The need to address geopolitical and trade complexities remains a critical factor for the continued growth of the solar manufacturing sector.

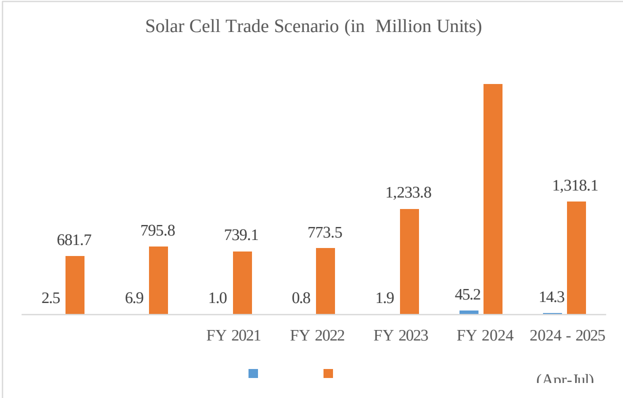
Foreign Trade: Export & Import Scenario

Solar Cell

India's solar cell trade has witnessed fluctuating patterns over the past few years, with notable changes in both exports and imports. In FY 2019, India exported solar cells worth INR 8.5 billion, while imports stood significantly higher at INR 151.1 billion. Over the years, imports have consistently outweighed exports, with the disparity peaking in FY 2024, when imports surged to INR 153.3 billion, while exports were recorded at just INR 4.5 billion. This trend underscores India's continued reliance on imported solar cells despite growing domestic manufacturing capabilities.

[4] Mercom Capital





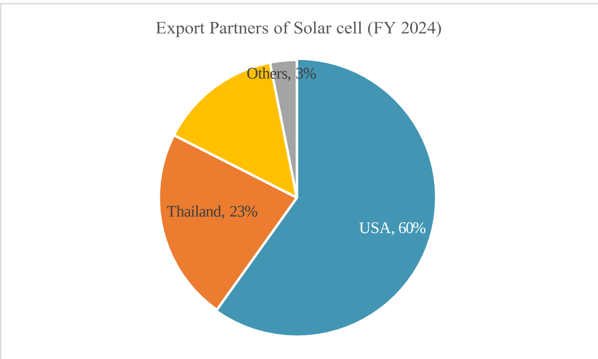
Source: Ministry of Trade and Commerce

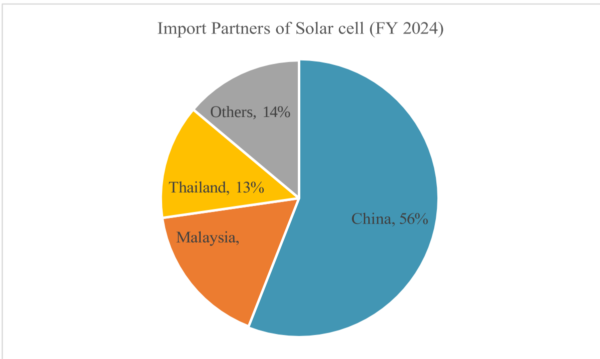
In terms of volume, the import of solar cells has sharply increased from 681.7 million units in FY 2019 to a substantial 2,691.9 million units in FY 2024. On the export front, volumes showed significant variability, peaking at 45.2 million units in FY 2024, up from just 0.1 million units in FY 2023. This sharp rise in exports suggests a recent push to tap into the global solar market, although India remains a net importer by a large margin.

The first four months of FY 2025 (April-July) continue to reflect this trend, with exports standing at INR 1.3 billion and imports reaching INR 41.0 billion. In terms of units, India exported 14.3 million solar cells, while imports remained high at 1,318.1 million units. Despite efforts to scale up domestic production, the increasing imports point to a high domestic demand for solar cells that local manufacturers are yet to fully meet. These figures highlight the need for further capacity expansion and technology upgrades to reduce import dependence and bolster India's position in the global solar supply chain.

Trading Partner

India's export of Solar cells in FY 2024 was largely concentrated in a few key markets, with the United States accounting for 60% of total exports, followed by Thailand at 23% and Indonesia at 14%. The significant share of exports to the U.S. reflects the strong





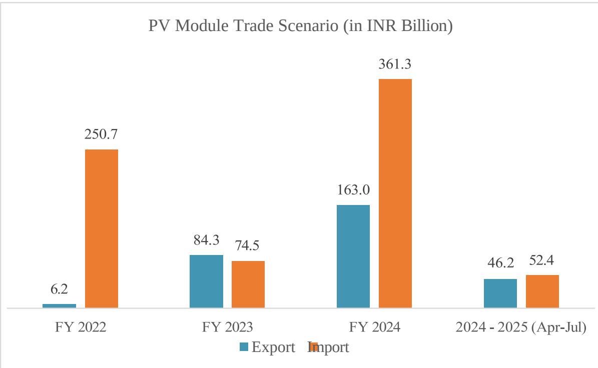
demand for solar energy components in the country and India's growing reputation as a competitive supplier. The export market diversification, with a focus on Southeast Asian countries like Thailand and Indonesia, signals India's strategic expansion into regions with increasing solar energy adoption.

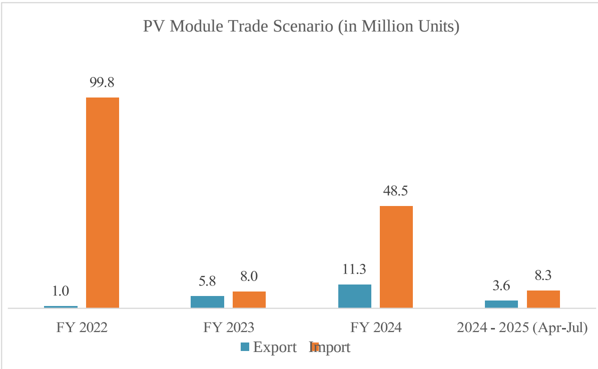
Source: Ministry of Trade and Commerce

On the import front, China remained India's primary source for solar cells, contributing 56% of total imports in FY 2024. This heavy reliance on Chinese imports underlines the ongoing dependence on low-cost manufacturing hubs despite India's efforts to boost domestic production. Malaysia and Thailand also supplied 17% and 13% of imports, respectively, indicating India's preference for sourcing from established Asian manufacturers. The reliance on imports from multiple countries highlights the gap between domestic demand and local production, suggesting a continued need for technological upgrades and capacity expansion within India to reduce import dependency.

Solar PV module

India's photovoltaic (PV) module trade scenario has experienced significant shifts between FY 2022 and FY 2024, reflecting the country's evolving position in the global solar market. In FY 2022, exports of PV modules were valued at INR 6.2 billion, while imports were significantly higher at INR 250.7 billion. This gap highlights India's heavy reliance on imported PV modules to meet domestic demand despite initial export efforts.





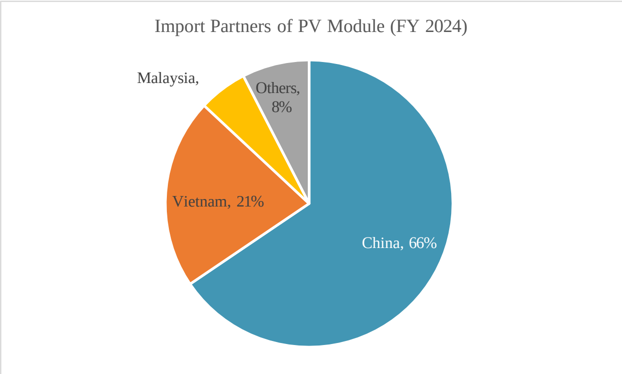
Source: Ministry of Trade and Commerce

However, FY 2023 marked a turning point, with exports surging to INR 84.3 billion and imports declining to INR 74.5 billion. This shift suggests that India's efforts to enhance domestic PV module production started yielding results, with manufacturers exporting more modules and reducing import dependency. The upward trend continued in FY 2024, with exports soaring to INR 163.0 billion, although imports also spiked to INR 361.3 billion, driven by rising domestic demand for solar infrastructure.

In the first four months of FY 2025 (April-July), exports reached INR 46.2 billion, while imports stood at INR 52.4 billion. Although imports remained higher, the robust export performance indicates that India is increasingly positioning itself as a key player in the global PV module market. This trend suggests that domestic manufacturing capacities are expanding, but the continued reliance on imports signals a need for further investment in local production to balance growing demand with domestic supply capabilities.

Trading Partner

In FY 2024, China dominated India's imports of photovoltaic (PV) modules, accounting for 66% of total imports. This heavy reliance on Chinese modules underscores China's significant cost advantage and well- established manufacturing infrastructure, which continues to cater to India's growing solar energy needs. Vietnam, contributing 21%, emerged as another key supplier, benefiting from competitive pricing and favorable trade conditions. Malaysia and other countries accounted for smaller shares, with 5% and 8%, respectively, indicating a concentration of imports from major Asian manufacturing hubs.



Source: Ministry of Trade and Commerce

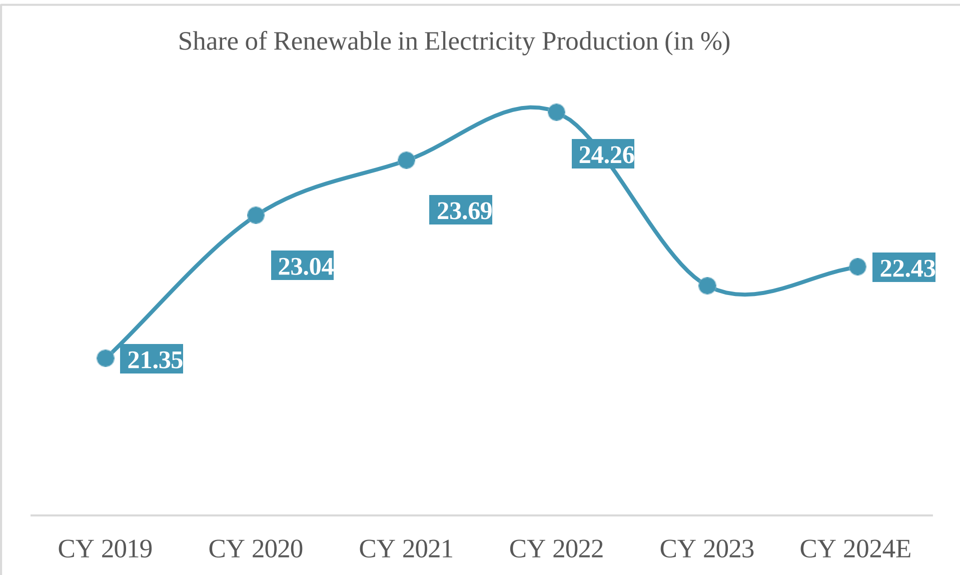
On the export side, **India's PV module exports were almost exclusively directed to the United States, with a staggering 99% share in FY 2024**. This reflects strong demand from the U.S., likely driven by policies promoting renewable energy adoption and efforts to diversify its supply chain away from China. The minimal export to other markets, comprising only 1%, suggests that while India is making strides in PV module manufacturing, its focus on the U.S. market could present risks if it does not broaden its export base. Diversification into additional markets may be necessary to sustain long-term growth and reduce dependency on a single trade partner.

Key Demand Drivers: Analysis of factors driving the growth in India.

India's solar energy sector is rapidly expanding, driven by several key factors that are shaping the future of this industry. As the country strives to meet its energy needs sustainably and reduce its carbon footprint, solar energy has emerged as a vital solution. Here are ten key factors that are propelling the future of solar energy in India

- **Rising Energy Demand**

The rapid population growth and industrialization in India have driven a significant surge in electricity demand. As urbanization accelerates and the middle class expands, the prevalence of energy-intensive devices has risen, underscoring the urgent need to transition to sustainable energy sources such as solar power to ensure reliable and affordable electricity for all.



Source: MNRE, D&B Estimates

The Indian government has launched the Solar Mission with an ambitious goal of deploying 100 gigawatts (GW) of solar power by 2022, with a current capacity of 73 GW as of 2023. Additionally, a target of 40 GW of rooftop solar capacity was set for mid-2022; however, only 10 GW had been installed by the end of 2023. In response to this shortfall, a new subsidy scheme for rooftop solar was introduced in April 2024, aiming to achieve the target by 2026. As energy demand continues to surge, particularly in rural areas with limited access to conventional electricity, solar energy emerges as a viable solution to bridge the energy access gap and ensure reliable, affordable electricity for both urban and rural populations.

- **Utilization of Wasteland for Solar PV Installation**

India is confronted with substantial waste generation due to its vast population. However, the National Institute of Solar Energy (NISE) highlights the potential of this wasteland for solar power generation. NISE estimates that if merely 3% of India’s wasteland were outfitted with solar photovoltaic (PV) modules, the country could harness approximately 748 gigawatts (GW) of solar energy. This is further supported by India's abundant sunlight, receiving an estimated 5,000 trillion kilowatt-hours (kWh) of energy annually, with most regions enjoying between 4 and 7 kWh per square meter each day.

- **Battery Energy Storage Systems (BESS) as an Enabler**

Battery Energy Storage Systems (BESS) have emerged as crucial enablers for achieving India's energy transition objectives. As of March 2024, India's BESS capacity reached 219.1 MWh, with solar PV and BESS accounting for 90.6% of the total installed capacity. Notably, BSES Rajdhani Power Ltd has launched India’s first standalone utility-scale BESS project—a 20 MW/40 MWh system—receiving regulatory approval under the Electricity Act of 2003. This project, funded by the Global Energy Alliance for People and Planet (GEAPP), sets a benchmark for future BESS projects. GEAPP aims to secure 1 GW of BESS commitments in India by 2026, supporting the nation's target of achieving 47 GW by 2032. With variable renewable energy exceeding 12% in certain regions, India has issued tenders for 57 GW and auctioned 11.5 GW of energy storage projects, further solidifying its commitment to renewable energy development.

- **Declining Cost of Solar Panels**

The declining cost of solar panels has been a major catalyst for the growth of solar power adoption, especially in India. Several factors have contributed to this trend, including advancements in photovoltaic (PV) technology, which have significantly improved the efficiency of solar panels, allowing for more electricity generation from the same surface area. Additionally, innovations in manufacturing processes and economies of scale have lowered production costs, making solar energy more affordable. Government support through subsidies, tax incentives, and various solar schemes has further stimulated demand, while increased competition among manufacturers has driven innovation and price reductions. Global supply chain dynamics, particularly the role of China in solar module production, have also contributed to the sharp decline in prices. In the fourth quarter of 2023, the average cost of large-scale solar projects in India saw a remarkable 26.6% year-over-year decrease, marking the lowest project cost on record. Module prices also followed this downward trend, with Chinese mono PERC module prices declining by 50.9% year-over-year and Indian mono PERC modules decreasing by 37.3% year-over-year.

These declining costs have made solar power more accessible to both households and businesses, particularly in India, where the government has been actively promoting renewable energy. The affordability of solar installations has led to widespread adoption, creating new opportunities for job creation and economic growth. The overall cost reductions extended beyond solar panels, as module mounting structure costs also fell by 13% quarter-over-quarter. Historical trends show that benchmark costs for solar panels in India declined by 77% for "up to 10 kW capacity" systems and 73.8% for "10-100 kW capacity" systems from 2017 to 2020. As costs continue to fall, solar energy is becoming a viable alternative to traditional fossil fuels, with solar electricity bids dropping to record lows, making solar power an increasingly competitive energy source. Emerging technologies, such as thin-film solar cells and bifacial panels, promise further advancements in efficiency and cost reduction, solidifying solar energy's role in the future of sustainable power generation.

- **Rural Electrification Programs**

India's rural electrification efforts have been a significant factor driving the growth of solar energy. Solar- powered mini-grids and rooftop solar installations have become practical solutions for providing electricity to remote and rural areas, where traditional grid infrastructure is either absent or unreliable. A recent study on the Rajiv Gandhi Grameen Vidyutikaran Yojana (RGGVY) revealed that larger villages significantly benefited from electrification, while smaller villages saw limited economic gains. Conducted by economists Fiona Burlig and Louis Preonas, the study examined the impact on over 400,000 villages, showing that larger communities with 2,000 or more residents experienced a 9% increase in per capita expenditure and a 10% rise in business activity, whereas smaller villages of around 300 people saw minimal improvements despite increased access to electricity.

These findings underscore the need to tailor rural electrification efforts to village size and economic structure rather than applying a one-size-fits-all approach. Solar power plays a crucial role in these efforts, providing reliable and sustainable energy solutions for remote areas. As solar energy addresses infrastructure gaps, it continues to drive demand, enabling economic development in larger communities where the benefits of electrification are more pronounced.

- **Corporate and Industrial Adoption**

Corporate and industrial adoption of solar energy is becoming a key driver for solar power generation in India. Businesses are increasingly turning to solar power plants and rooftop installations to reduce energy costs and meet sustainability goals. With companies looking to cut electricity expenses and decrease their carbon footprint, solar energy is playing a critical role in the corporate sector's shift toward renewable energy. Large-scale solar projects have already gained traction, with businesses leveraging solar power to meet their environmental, social, and governance (ESG) requirements.

India's Industry 4.0 adoption is expected to further fuel the demand for solar energy. By 2025, more than two-thirds of Indian manufacturers are projected to embrace digital transformation, which will drive a need for sustainable and reliable power sources. This adoption is part of India's goal to raise its manufacturing GDP to 25%, and solar power is anticipated to play a crucial role in supporting the energy demands of automated and energy-intensive manufacturing processes. Additionally, insights from a study involving 55 large and mid- sized manufacturers and 25 technology providers have underscored the significance of Industry 4.0 in enhancing manufacturing productivity while pushing for clean energy use. Solar energy is, thus, poised to become an indispensable asset in India's industrial growth and sustainability efforts.

- **Solar Financing and Investment Opportunities**

Access to affordable financing is a key driver for the growth of solar power generation in India. Private financial institutions are offering various loan schemes and incentives, making solar projects more feasible for both residential and commercial sectors. Solar loans from banks and non-banking financial companies (NBFCs) are helping homeowners install rooftop solar systems. For instance, the Union Bank of India's Rooftop Solar Scheme (URTS) provides loans of up to INR 1.5 million for systems above 3 kW, while the State Bank of India's solar rooftop finance covers up to 80% of installation costs. Punjab National Bank also offers loans of up to to INR 600,000 for similar installations.

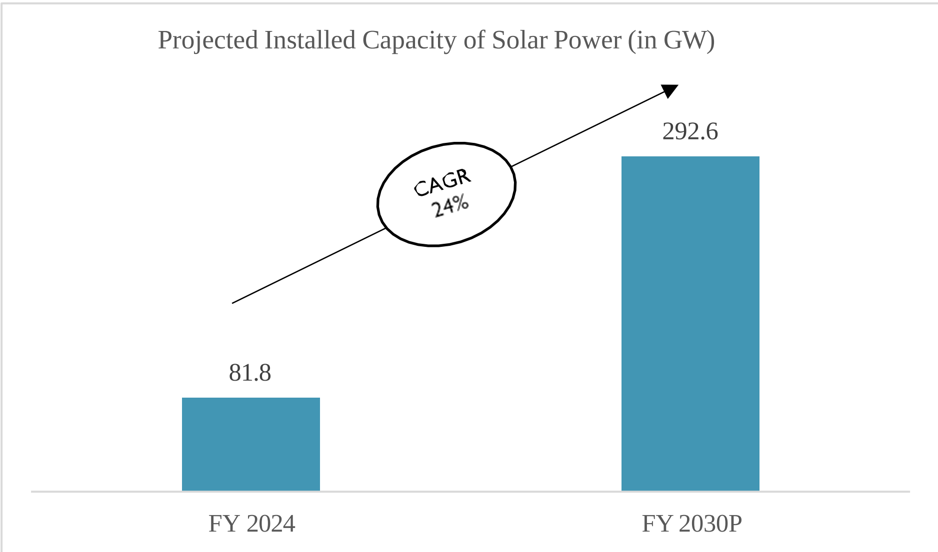
Beyond residential financing, solar manufacturing and energy storage solutions are gaining attention from investors. Investments in battery storage technology, particularly lithium-ion, are seen as a key solution to address the variability of solar power generation. The expanding market for solar energy, combined with accessible financing options, is significantly boosting demand for solar projects in both the corporate and residential sectors across India.

- **Environmental Concerns and Climate Goals**

India has pledged to reduce its carbon emissions and increase its reliance on renewable energy as part of its climate change commitments. Under the Paris Agreement, the country has set ambitious targets, aiming to meet 40% of its total energy requirements from renewable sources by 2030. Solar energy is expected to play a pivotal role in achieving these objectives, serving as a key component in India's strategy to fulfill its environmental goals and transition towards a more sustainable energy future.

Growth Forecast: Installed Capacity in Solar Power Generation Segment

India's solar power generation segment is on a remarkable growth trajectory, driven by ambitious government initiatives and substantial investments in renewable energy. By the end of 2029-30, the total installed capacity in the country is projected to reach 777,144 MW, with a diverse breakdown that includes 292,566 MW from solar power. This projection positions India to meet its Nationally Determined Contribution (NDC) commitment, which mandates that 50% of the total installed capacity be derived from non-fossil fuel sources by 2030. As of August 2024, India's installed solar capacity has surged to approximately 89.4 GW, a dramatic increase from just 2.6 GW in 2014, highlighting the sector's 33-fold growth over the past decade.



Source: CEA, Report on Optimal Generation Capacity Mix For 2029-30 Version 2.0

India's solar power generation capacity has experienced remarkable growth, reflecting the country's commitment to renewable energy. By fiscal year 2019, the installed solar capacity reached 29.1 GW, showcasing a solid foundation for future expansions. The growth trajectory continued, with capacity increasing to 35.6 GW in FY 2020 and 41.2 GW in FY 2021. This upward trend culminated in significant milestones, as the installed capacity surged to 54.0 GW by FY 2022 and further accelerated to 66.8 GW in FY 2023. As of FY 2024, India has achieved an installed solar capacity of 81.8 GW, indicating a robust pace of development in the solar sector. Looking ahead, projections suggest that the country is on track to reach 292.6 GW of solar power capacity by FY 2030. This ambitious goal aligns with India's broader renewable energy targets and underscores the importance of solar power in the nation’s energy landscape. The substantial increases in capacity over the past years not only highlight the effectiveness of government policies and initiatives but also reflect growing investments and advancements in technology, positioning India as a key player in the global renewable energy

The growth of India's solar sector is bolstered by proactive policies such as the Production-Linked Incentive (PLI) scheme, which has an allocation of INR 24,000 Cr ($2.9 Bn) aimed at enhancing domestic manufacturing of solar PV modules and decreasing reliance on imports. Additionally, the government has approved the establishment of 50 solar parks, cumulatively contributing 37.49 GW to large-scale solar installations. The overall renewable energy capacity, including large hydro, has risen by approximately 128% since 2014, reaching over 207.76 GW by August 2024, with solar power playing a significant role in this expansion.

Looking forward, the Indian solar sector is anticipated to continue its rapid ascent, with forecasts suggesting it could surpass 300 GW of installed capacity by 2026. This growth will be fuelled by advancements in innovative technologies, an increasing focus on decentralized energy solutions, and heightened energy security concerns. The National Institute of Solar Energy (NISE) estimates that India's solar potential stands at around 748 GWp, signifying considerable opportunities for further capacity additions. As India strives to achieve net- zero carbon emissions by 2070, the solar power sector is set to play a pivotal role in shaping the nation’s sustainable energy landscape, aligning with global climate objectives while positioning India as a leader in renewable energy.

Solar EPC Business Model

Solar EPC Business Model

The Engineering, Procurement, and Construction (EPC) business model is widely adopted in the solar industry due to its comprehensive, turnkey nature. In this model, a solar EPC company takes full responsibility for designing, procuring materials, and constructing a solar power project. The process starts with the engineering phase, where technical teams develop detailed project designs, including electrical schematics, structural layouts, and energy output forecasts. These designs are aligned with both the client’s specifications and regulatory requirements. The goal is to create an efficient, high-performing solar system tailored to the project's site and conditions.

Next is the procurement phase, where the EPC company sources all, the essential components needed for the solar installation. This includes solar panels, inverters, wiring, mounting structures, and other equipment. Leveraging strong supplier relationships, the company can secure high-quality materials at competitive prices, which is critical for ensuring both cost efficiency and system longevity. The final stage of the EPC model is construction, where the project is physically built, installed, and connected to the grid. During this phase, the company oversees the on-site installation, project management, and commissioning of the solar system to ensure it meets performance guarantees and is completed on time and within budget. This end-to-end service model makes EPC highly appealing to developers and investors seeking turnkey solutions for solar power projects.

Utility-Scale Solar Technology

Utility-scale solar refers to large solar power plants, typically ranging from several megawatts (MW) to gigawatts (GW) in capacity, designed to supply electricity to the grid. These projects occupy vast land areas and contribute significantly to national renewable energy targets. India has emerged as a leader in the global utility-scale solar market, driven by government initiatives such as the National Solar Mission and favorable policies like competitive bidding for solar projects.

Utility-scale solar systems primarily consist of ground-mounted solar arrays that supply electricity directly to the grid. The energy generated is then distributed through the national grid to meet the demand of residential, commercial, and industrial consumers. As of 2023, India's utility-scale solar capacity crossed 50 GW, with ongoing large-scale projects in states like Rajasthan, Gujarat, and

Karnataka. These projects are central to achieving India's target of 280 GW of installed solar capacity by 2030.

One of the key advantages of utility-scale solar is its ability to generate power at a lower cost per kilowatt- hour (kWh) due to economies of scale. However, these projects face challenges such as land acquisition, grid integration, and intermittency issues. Investments in transmission infrastructure and technological advancements in energy storage are critical to overcoming these barriers and ensuring the stable growth of utility-scale solar.

Hybrid Solar Technology

Hybrid solar systems combine solar PV with other energy sources, such as wind, battery storage, or diesel generators, to create a more reliable and efficient energy solution. Hybrid systems are particularly useful in areas with unreliable grid access or frequent power outages, as they offer flexibility in power generation and consumption.

Hybrid systems are gaining traction in India, especially in rural or remote locations where grid connectivity is limited. For example, solar-wind hybrid projects are being developed in states like Tamil Nadu and Gujarat, where the complementary nature of solar and wind resources ensures more consistent power generation throughout the day. The government has introduced specific policies to promote hybrid projects, including favorable tariffs and land-use incentives.

The integration of **battery storage** in hybrid systems further enhances their reliability by storing excess solar power generated during the day for use during night or cloudy periods. This feature addresses one of the major challenges of solar power – its intermittent nature – and ensures a continuous power supply, which is critical for commercial and industrial applications.

Application Basis

Solar technology can be broadly categorized based on its application into **residential**, **commercial**, and **industrial** sectors. Each application has different energy needs, installation scales, and financial incentives.

- **Residential:** Solar energy systems for residential applications typically involve small-scale rooftop installations. These systems are designed to meet the electricity needs of individual households, reducing their dependency on the grid and lowering electricity bills. In India, residential rooftop solar has been growing, supported by government subsidies and falling solar PV prices.
- **Commercial:** Commercial applications of solar energy often involve medium to large-scale rooftop installations for businesses, shopping malls, hotels, and office buildings. These systems provide significant cost savings on electricity bills, especially for businesses operating in high electricity tariff zones. Additionally, companies can benefit from tax incentives, making solar a lucrative option.
- **Industrial:** Industrial solar installations are typically larger in scale and may involve both rooftop and ground-mounted systems. The industrial sector consumes a large amount of energy, and solar power provides a cost-effective solution to reduce operational costs. Many large factories and manufacturing units in India are investing in solar to reduce their carbon footprint and improve energy efficiency.

Basis of Project Size

Solar projects can also be classified based on their size – **small, medium,** and **large** – depending on the capacity and energy output.

- **Small Projects:** These are typically residential solar systems with a capacity ranging from a few kilowatts (kW) to 100 kW. Small solar projects are easy to install and maintain, and they offer significant savings on electricity bills for individual households or small businesses.

- **Medium Projects:** Medium-sized solar projects often fall between 100 kW to 1 MW. These are commonly found in commercial applications or large residential complexes. Medium-sized installations offer higher energy savings and are typically more financially attractive, especially with favorable net metering policies and government incentives.

- **Large Projects:** Large-scale solar projects, which can range from 1 MW to several hundred megawatts, are usually utility-scale or industrial projects. These projects are often developed by solar companies or energy providers and feed electricity into the grid. Large projects require significant land and capital investment but offer economies of scale, making solar energy generation more cost-efficient per unit of energy.

India's solar energy industry, driven by the rapid adoption of these technologies across different sectors, plays a key role in meeting the country's renewable energy goals. Expanding the use of rooftop solar, utility-scale plants, and hybrid systems will be essential in ensuring India's energy security and sustainability in the coming decades.

EPC Services in the Solar Power Generation Segment

The Engineering, Procurement, and Construction (EPC) model is vital for the effective execution of solar power projects, offering a comprehensive approach that covers the entire lifecycle of solar installations. This model addresses the inherent complexities of the solar industry, providing tailored engineering designs based on feasibility studies, site surveys, and environmental assessments. EPC companies are responsible for procuring high-quality components such as solar panels and inverters while ensuring compliance with industry standards. During construction, these firms manage all aspects of the project, from site preparation to installation and integration, while adhering to safety regulations to mitigate risks.

EPC services extend beyond construction to include rigorous commissioning and ongoing operation and maintenance (O&M) support. Once a solar installation is complete, systems undergo thorough testing to ensure optimal performance before handing over the project to the client, complete with operational guidelines. This model offers significant advantages, including a single point of responsibility that simplifies communication and project management. By streamlining processes and enhancing resource allocation, EPC providers play a crucial role in advancing India's solar market, ultimately facilitating the nation's transition toward renewable energy and sustainable development.

EPC Business Model and Revenue Streams

EPC Business Models

- **Integrated Project Management**

The EPC model emphasizes a holistic approach to managing solar power projects, encompassing all phases from initial design to final commissioning. This integration ensures seamless coordination among various project components, reducing delays and inefficiencies. EPC companies often employ project managers who oversee timelines, budgets, and quality control throughout the project lifecycle.

- **Single Point of Responsibility**

By functioning as a single contractor responsible for all aspects of the project, EPC firms simplify communication between stakeholders. This streamlined approach minimizes potential conflicts and miscommunication, as clients have one primary contact for updates, changes, and issues. It also fosters accountability, as the EPC provider is fully invested in the project's success.

- **Contractual Framework**

The EPC business model operates within clearly defined contractual agreements that specify the roles, responsibilities, and deliverables for all parties involved. These contracts outline the scope of work, timelines, payment schedules, and performance expectations, providing a structured foundation for project execution. Such transparency helps in managing client expectations and mitigating risks.

Revenue Streams

- **Engineering Services Fees**

Revenue from engineering services includes fees charged for design, technical planning, and feasibility studies. EPC companies leverage their expertise to create customized solar solutions tailored to specific site conditions and client needs. This phase may also involve conducting site surveys and environmental assessments to ensure regulatory compliance and optimal energy production.

- **Procurement Margins**

EPC firms generate profits through strategic sourcing of materials, including solar panels, inverters, and mounting structures. By establishing strong relationships with manufacturers, they can negotiate competitive pricing and favorable warranty terms. The procurement process not only contributes to project cost efficiency but also ensures the quality of components, which is crucial for the longevity of solar installations.

- **Construction Contracts**

Revenue from construction contracts comes from the actual installation of solar systems. This includes site preparation, installation of solar panels, electrical wiring, and system integration. The construction phase is critical as it directly impacts the project timeline and budget. EPC providers oversee all construction activities, ensuring adherence to safety regulations and industry standards.

- **Operation and Maintenance (O&M) Contracts**

Many EPC companies offer long-term O&M contracts to monitor and maintain system performance post- installation. These services include regular inspections, repairs, and performance optimization to ensure that solar installations generate energy efficiently throughout their lifespan. O&M contracts provide a stable revenue stream for EPC firms and foster long-term client relationships.

- **Performance Guarantees**

Some EPC providers offer performance guarantees, which are additional fees tied to achieving specific energy output or efficiency metrics. By ensuring that the solar power systems meet predetermined performance standards, EPC companies not only enhance their service offerings but also build trust with clients. This model incentivizes the EPC firm to prioritize quality and efficiency throughout the project lifecycle.

- **Consulting Services**

Revenue from consulting services encompasses fees for providing expert guidance on project development, financing, and regulatory compliance. EPC companies often possess in-depth knowledge of the solar industry, enabling them to offer valuable insights to clients seeking to navigate complex regulatory environments or optimize their energy strategies. This consulting revenue stream diversifies the EPC firm's offerings and enhances its market position.

Key Growth Drivers: Analysis of factors driving the growth in India

The Engineering, Procurement, and Construction (EPC) sector in India is witnessing robust growth, driven by several key factors that enhance its overall landscape. These drivers are not limited to any specific industry but encompass the broader EPC framework, leading to increased investments and project execution capabilities across various sectors.

- **Infrastructure Development**

India’s ongoing infrastructure development initiatives are a significant catalyst for the EPC business. Government investments in transportation, highways, railways, airports, and urban infrastructure projects create substantial demand for EPC services. The National Infrastructure Pipeline (NIP) aims to invest around USD 1.5 trillion in infrastructure projects over the year 2020-2025, paving the way for extensive EPC opportunities across the country.

As India aims to become a USD 5 trillion economy, the anticipated initiatives in the Union Budget 2024 focused on infrastructure development are set to significantly benefit the Engineering, Procurement, and Construction (EPC) business. The increased funding for affordable housing will create ample opportunities for EPC companies to leverage their expertise in construction techniques and project management. Additionally, enhancements to rural infrastructure through the Pradhan Mantri Gram Sadak Yojana (PMGSY) and investments in irrigation and water supply schemes will drive demand for EPC services, opening up new markets and contributing to rural economic upliftment. The emphasis on renewable energy projects, transportation networks, and digital infrastructure will further accelerate the need for specialized EPC solutions. Strengthening public-private partnerships and introducing new financing mechanisms will likely attract private investments, positioning the EPC sector as a pivotal player in India's infrastructure landscape and driving economic growth while enhancing the quality of life for citizens.

- **Government Policies and Initiatives**

Proactive government policies, such as the Make in India initiative and the National Policy on Electronics, encourage domestic manufacturing and infrastructure development. These initiatives aim to reduce import dependence and promote self-sufficiency, thereby increasing the demand for EPC services in various sectors, including energy, manufacturing, and construction.

- **Public-Private Partnerships (PPP)**

The growing trend of public-private partnerships in infrastructure projects has opened new avenues for EPC firms. Collaborations between the government and private players enhance project financing and execution capabilities, fostering an environment conducive to large-scale infrastructure development. The PPP model allows for shared risks and resources, making it attractive for EPC companies to participate in high-value projects.

The Government of India's Ministry of Finance is actively promoting public-private partnerships (PPPs) as a key strategy for infrastructure development. The Infrastructure Finance Secretariat (IFS) has been established to harmonize policies and initiatives, aiming to boost private investment in critical sectors such as railways, roads, urban infrastructure, and power. The Private Investment Unit, which operates under the IFS, is responsible for formulating policies, managing financial support schemes like the Viability Gap Funding (VGF) and India Infrastructure Project Development Funding (IIPDF), and providing guidance for PPP projects.

Recent initiatives include the appraisal of 358 projects with a total estimated cost of ₹676,636.57 crore and the allocation of funds for leasing 25 airports managed by the Airports Authority of India. The government emphasizes the importance of private sector involvement as a "partner in progress" to enhance infrastructure, stimulate job creation, and ensure sustainable economic growth. The website serves as a repository for PPP policies, guidelines, and best practices, providing essential information for stakeholders in both government and the private sector.

- **Urbanization and Smart Cities**

Rapid urbanization in India is driving the demand for modern infrastructure and smart city initiatives. The Smart Cities Mission aims to develop 100 cities with advanced infrastructure, technology, and sustainable practices. EPC firms play a crucial role in executing these projects, leading to increased investments in urban development and related services.

India is set to enhance its manufacturing ecosystem and infrastructure with the approval of 12 new smart industrial cities and several railway projects, as announced by the Cabinet Committee on Economic Affairs (CCEA) led by Prime Minister Narendra Modi. The smart city projects, part of the National Industrial Corridor Development Programme (NICDP), will involve an investment of INR 286.02 billion (USD 3.41 billion) and aim to attract INR 1.52 trillion (USD 18.12 billion) in investments, generating approximately 1 million direct and 3 million indirect jobs. Key locations for these industrial hubs include Khurpia (Uttarakhand), Rajpura-Patiala (Punjab), and Zaheerabad (Telangana), among others. The initiative is designed to strengthen India's manufacturing base while targeting industries such as technical textiles, electric vehicles, and tourism.

Additionally, the CCEA has sanctioned INR 64.56 billion (USD 769.9 million) for three railway projects that will enhance logistics across Odisha, Jharkhand, West Bengal, and Chhattisgarh, adding around 300 km to the railway network. Key projects include the Jamshedpur-Purulia-Asansol line and new lines in Odisha and Chhattisgarh, aimed at facilitating the transportation of critical commodities. Furthermore, an equity support of INR 41.36 billion (USD 493.2 million) has been allocated for hydro-power projects in Northeast India, targeting a total capacity of 15,000 MW over the next eight years. These developments align with the PM GatiShakti National Master Plan, promoting seamless connectivity and driving economic growth.

- **Technological Advancements**

Innovations in construction techniques, project management software, and automation are transforming the EPC sector. The adoption of Building Information Modeling (BIM), modular construction, and digital project management tools enhances efficiency, reduces project timelines, and lowers costs. These technological advancements enable EPC firms to deliver projects more effectively and respond to market demands swiftly.

- **Sector Diversification**

EPC companies are increasingly diversifying their service offerings beyond traditional sectors such as infrastructure and construction. The entry into emerging sectors like renewable energy, healthcare, and environmental management is opening up new growth avenues. This diversification helps EPC firms mitigate risks associated with economic fluctuations in specific industries.

EPC contractors are diversifying into sectors such as railways, solar energy, and water management, which present substantial annual opportunities estimated at approximately INR 1 lakh crore for railways, INR 15,000 crore for solar initiatives, and INR 70,000 crore for water-related projects. This evolving scenario highlights a crucial transition in India's infrastructure development, moving from a predominantly government- led approach to increased private sector participation.

- **Increased Private Investments**

The influx of private equity and venture capital into the EPC space is driving growth. Investors are recognizing the potential of the EPC sector, particularly in infrastructure and energy projects. This increased funding supports expansion, innovation, and the ability to take on larger projects, enhancing the competitive landscape for EPC firms.

The projected growth of Build-Operate-Transfer (BOT) projects in India, especially within the road sector, indicates a significant shift in the dynamics of infrastructure funding. Starting from FY25, the private sector's share in capital expenditure (capex) is anticipated to rise as government-led investments begin to moderate. In the road sector, the government's capital expenditure—primarily supporting projects under the Hybrid Annuity Model (HAM) and Engineering, Procurement, and Construction (EPC)—is expected to slow down. Road construction awards are projected to increase from 8,581 km in FY24 to 10,000 km in FY25 and further to 12,000 km in FY26. This upward trajectory in project awards, previously stalled due to the election code of conduct, is likely to gain momentum following the formation of a new government. The rise in private sector investment, particularly in BOT projects, signals a potential transformation in the funding landscape for infrastructure development. The Bharat Mala scheme, a flagship government initiative, includes a significant portfolio of projects worth INR 2.4 lakh crore yet to be awarded.

- **Rising Energy Demand**

The continuous increase in energy demand in India necessitates the expansion of energy infrastructure, including power plants, transmission lines, and renewable energy projects. EPC firms are integral to the development and implementation of these energy projects, driving growth in the sector. The push for renewable energy sources offers substantial opportunities for EPC businesses.

The Indian government has initiated the Solar Mission with the ambitious objective of deploying 100 gigawatts (GW) of solar power by 2022. As of 2023, the country has achieved a solar capacity of 73 GW. Additionally, a target of 40 GW for rooftop solar capacity was established for mid-2022; however, only 10 GW had been installed by the end of 2023. To address this shortfall, a new subsidy scheme for rooftop solar was launched in April 2024, aiming to meet the target by 2026.

- **Focus on Sustainability**

The global shift towards sustainability and environmental responsibility is influencing EPC practices in India. The demand for eco-friendly construction methods and sustainable project execution is on the rise. EPC companies that prioritize sustainable practices and comply with environmental regulations are likely to gain a competitive edge in the market.

EPC business in India is poised for significant growth due to a combination of factors, including government support, technological advancements, and increasing private investments. The emphasis on infrastructure development, urbanization, and sustainability further enhances the prospects for EPC firms, positioning them as key players in India's economic development trajectory.

Key Success Factors for EPC Companies in India

The success of Engineering, Procurement, and Construction (EPC) companies in India, particularly in the solar power sector, is contingent upon several critical factors that enable these firms to navigate industry complexities and seize growth opportunities.

- **Technical Expertise and Innovation**

A highly skilled workforce proficient in engineering, project management, and construction is imperative for EPC companies. Continuous training and development programs are essential to ensure that employees remain informed about the latest technologies and best practices. Moreover, the integration of cutting-edge technologies, such as Building Information Modeling (BIM), Internet of Things (IoT) for smart projects, and automation, significantly enhances project efficiency and quality, allowing companies to deliver superior results in a competitive market.

- **Strong Project Management Capabilities**

Effective project management is vital for ensuring that projects are completed on time and within budget. This involves meticulous planning, efficient resource allocation, and proactive risk management to anticipate and mitigate potential issues. Additionally, robust supply chain management is crucial for procuring high- quality materials at competitive prices, which supports project timelines and budgetary constraints. Together, these capabilities contribute to the overall success of EPC projects.

- **Diversification of Services**

Providing a broad spectrum of services—from design and engineering to procurement and maintenance— enables EPC companies to cater to diverse client needs and market segments. This comprehensive offering allows firms to build stronger client relationships and adapt to varying market demands. Furthermore, geographical diversification into international markets helps mitigate risks associated with domestic economic fluctuations and creates additional revenue streams, enhancing the firm’s stability and growth potential.

- **Strong Relationships with Stakeholders**

Establishing long-term relationships with clients fosters trust and encourages repeat business, which is vital for sustained growth. Understanding client requirements and delivering customized solutions enhances client satisfaction and loyalty. In addition, collaboration with government agencies facilitates smoother project approvals and access to incentives or subsidies, thereby streamlining operations and providing firms with a competitive edge in the market.

- **Financial Stability**

Maintaining a robust financial position is essential for EPC companies to invest in new technologies, expand operations, and withstand economic downturns. Access to capital enables firms to pursue innovative projects and enhance their service offerings. Effective risk management strategies are also critical, as they help address potential challenges such as cost overruns, regulatory changes, and project delays, ensuring sustained profitability in a volatile market environment.

- **Commitment to Sustainability**

Adopting sustainable practices not only aligns with global trends but also enhances the company’s reputation in an increasingly environmentally conscious market. This includes using eco-friendly materials and ensuring minimal environmental impact during construction processes. Furthermore, with India's commitment to increasing its renewable energy capacity, EPC companies that specialize in solar and other green technologies are well-positioned for substantial growth, capitalizing on the demand for sustainable energy solutions.

- **Government Support and Policy Alignment**

Aligning business strategies with national policies, such as the National Solar Mission, provides EPC firms with a competitive advantage through access to funding and incentives. Understanding and effectively navigating the regulatory landscape is also essential, as it ensures compliance and helps avoid potential legal challenges that could delay projects. By leveraging government initiatives, EPC companies can enhance their operational efficiency and contribute to the broader goals of India’s renewable energy sector.

The success of EPC companies in India is rooted in a blend of technical expertise, strong project management capabilities, service diversification, stakeholder relationships, financial stability, sustainability commitments, and alignment with government policies. By focusing on these key success factors, EPC firms can bolster their competitiveness in the rapidly evolving solar power sector and make significant contributions to India's renewable energy objectives.

Challenges Faced by EPC Players in India

EPC (Engineering, Procurement, and Construction) companies in India encounter a range of challenges that can hinder their operations and impact their overall effectiveness in delivering projects, particularly in the renewable energy sector. Below are some of the primary challenges faced by EPC players in India:

- **Regulatory Hurdles**

The complex regulatory landscape in India presents significant challenges for EPC companies. Obtaining necessary approvals and clearances can be time-consuming and often involves navigating bureaucratic red tape. Frequent changes in regulations and policies can further complicate compliance, leading to project delays and increased costs.

- **Funding and Financial Constraints**

Access to adequate financing is a persistent challenge for EPC firms, particularly for large-scale projects. Limited availability of funds, high-interest rates, and stringent lending criteria can restrict the ability of companies to secure the necessary capital for project execution. This financial pressure can affect the planning and delivery of projects, ultimately impacting profitability.

- **Skilled Labour Shortage**

The EPC industry in India faces a shortage of skilled labour, which is critical for the successful execution of projects. Despite a growing number of engineering graduates, there is often a gap between academic training and practical skills required in the field. This shortage can lead to project delays, quality issues, and increased labour costs as companies compete for a limited talent pool.

- **Supply Chain Disruptions**

EPC companies rely heavily on a robust supply chain for timely procurement of materials and equipment. Disruptions caused by global supply chain issues, transportation delays, or fluctuating material prices can significantly impact project timelines and budgets. Companies must develop effective supply chain management strategies to mitigate these risks and ensure consistent material availability.

- **Technological Adaptation**

While adopting advanced technologies can enhance project efficiency, the initial investment and learning curve associated with new technologies can pose challenges for EPC players. Many firms may struggle with integrating digital tools, such as Building Information Modeling (BIM) and IoT, into their existing processes. This can hinder their ability to leverage technology for improved project outcomes.

- **Environmental Concerns and Compliance**

Increasing environmental awareness and stricter sustainability regulations necessitate that EPC companies adopt environmentally friendly practices in their operations. Compliance with environmental regulations can add complexity to project planning and execution, requiring companies to invest in sustainable technologies and practices, which can increase project costs.

- **Competition and Price Sensitivity**

The EPC sector in India is highly competitive, with numerous players vying for projects. This intense competition often leads to price undercutting, resulting in reduced profit margins. Companies must balance the need to remain competitive with the necessity of delivering quality services while managing costs effectively.

- **Project Management Challenges**

The execution of large-scale projects involves managing multiple stakeholders, tight timelines, and varying client expectations. Ineffective project management can lead to delays, cost overruns, and quality issues. EPC firms need to implement robust project management frameworks to ensure effective coordination and execution of projects.

- **Ineffective Communication**

EPC projects involve multiple stakeholders, including contractors and subcontractors, often spread across different locations. This complexity can lead to communication breakdowns, resulting in costly rework and delays. To mitigate this risk, it is vital to establish clear communication channels. Owners should seek contractors with integrated teams to minimize reliance on subcontractors and simplify stakeholder management, ensuring everyone is informed of progress and any changes.

- **Budget Overruns**

Unexpected increases in material costs, changes in project scope, and inaccurate estimations can lead to budget overruns, sometimes resulting in project failure. To manage this risk, creating detailed budgets and monitoring them throughout the project lifecycle is essential. Contractors should involve experienced estimators and comprehensive staff in budget preparation to enhance accuracy, ensuring all potential variables are accounted for to avoid financial pitfalls.

- **Project Timeline Delays**

Project timelines can be disrupted by various factors, including scope changes, shipping delays, and labour shortages. Such schedule delays jeopardize customer satisfaction and can trigger cost overruns. To mitigate this risk, owners should carefully vet contractors for proven project management methodologies. Techniques like the Critical Path Method (CPM) help in establishing realistic timelines, while cross-functional teams can streamline execution to maintain project momentum.

- **Accountability Deficiencies**

When problems arise, stakeholders who avoid responsibility can slow down resolution, increasing project costs and timelines. Establishing quality control measures at the project's outset is essential for ensuring performance standards are met. Using contractors that minimize reliance on subcontractors can reduce accountability issues, fostering a collaborative environment where responsibilities are clearly defined and addressed.

- **Design and Quality Assurance Issues**

Poor initial design can lead to performance issues later in the project. To prevent this risk, adopting a project- centred delivery approach that uses proven technologies allows for better customization. This ensures that designs meet the unique specifications of the end-user, leading to enhanced performance and satisfaction.

Outlook for the EPC Market

The Engineering, Procurement, and Construction (EPC) sector in India is set for significant growth in 2024- 2025, with revenues projected to increase by 12-14% in the upcoming fiscal year. This optimistic outlook stems from robust order books supported by healthy domestic and international demand, alongside a consistent pace of execution in the infrastructure sector. EPC companies are expected to collectively generate revenues of approximately INR 3.5 lakh crore in FY 2023, accounting for a substantial share of India’s overall construction investment.

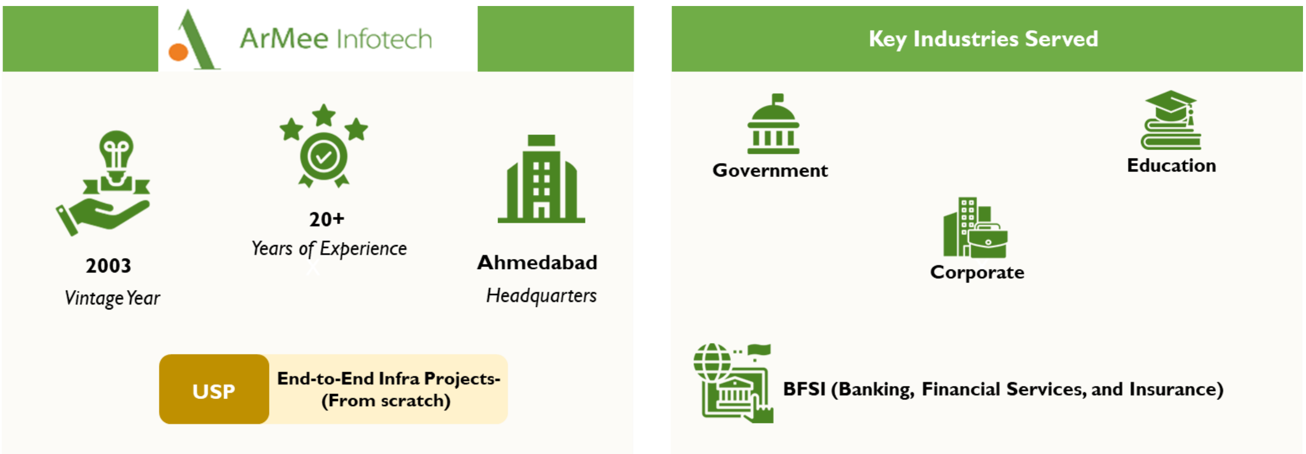
The Engineering, Procurement, and Construction (EPC) market in India is poised for significant growth, driven by government initiatives and a strong focus on infrastructure development. The Indian government's National Infrastructure Pipeline (NIP) and Atmanirbhar Bharat campaign aim to enhance investments in transportation, energy, and urban development, creating robust demand for EPC services. Additionally, India's commitment to achieving net-zero emissions by 2070 and targeting 500 GW of renewable energy capacity by 2030 will lead to a surge in projects in solar, wind, and hydroelectric power. Rapid urbanization, supported by the Smart Cities Mission, further boosts demand for EPC services in sustainable urban infrastructure. Furthermore, public-private partnerships (PPP) are gaining momentum, facilitating investment and offering new project opportunities for EPC firms.

The positive trajectory of the EPC market is underpinned by a strong government push for infrastructure development, which is enhanced by rising public-private partnerships. The capital outlay for infrastructure projects has remained resilient, demonstrating the government's commitment to upgrading the country's infrastructure capabilities. Additionally, private sector investment is projected to increase to around 12% in 2024-2025 from 9% the previous year, driven by a revival in the build-operate-transfer model in the roads sector and greater private involvement in power capacity expansions.

ArMee Infotech[5]

Profile

Founded in 2003 and headquartered in Ahmedabad and branch offices in over 14 locations, ArMee Infotech is a sector-agnostic IT Infrastructure and managed services company. They specialize in delivering service to a wide range of clients, including both government/public sector undertakings (PSUs) and private businesses.



They offer a comprehensive suite of services categorized into two main areas: IT Infrastructure and IT Managed Services.

IT Infrastructure

- Procurement and Implementation: They supply IT hardware and software, including computers, servers, interactive panels, and their peripherals. Their team expertly installs and integrates these solutions to meet specific requirements of the clients.
- Maintenance: They also provide ongoing maintenance for the IT infrastructure they install, ensuring its optimal performance throughout the contractually specified period.
- Seamless User Experience: To ensure seamless transition for their clients, they offer functional training on the newly

[5] As per the information provided and stated by ArMee Infotech.

implemented IT infrastructure.

- Project Experience: They have a proven track record of success in diverse projects. This includes setting up ICT labs, smart classrooms, digital infrastructure for gram panchayats, mobile workforce management solutions, and digitalization of primary agriculture credit societies.

Their commitment to IT Infrastructure has fueled significant growth. Revenue from IT Infrastructure was ₹ 49,998.43 lakhs or 88.90% of their total revenue for the nine-month period ended December 31, 2023. This represents a substantial increase from previous years, with a CAGR of 156.12% between Fiscal 2021 and Fiscal 2023

IT Managed Services

Building upon the foundation laid by their IT Infrastructure, their IT Managed Services encompass:

- Technical Staffing: They provide skilled IT personnel to support clients ongoing needs.
- Skill Development: They also provide training to ensure that clients team possesses the latest expertise.
- Annual Maintenance Services: They offer comprehensive annual maintenance plans to keep the clients IT infrastructure running smoothly.
- Operational Support: Their team delivers exceptional on-site and off-site operational support and maintenance, as outlined in each service level agreement. Payments are structured for convenience, with pre-defined billing intervals or according to contractual terms.

The IT Managed Services sector has also seen significant growth. Revenue generated from these services was ₹ 6,019.54 lakhs or 10.70% of our total revenue for the nine-month period ended December 31, 2023. Reflecting a CAGR of 48.42% between Fiscal 2021 and Fiscal 2023.

Commitment to Quality and Expertise

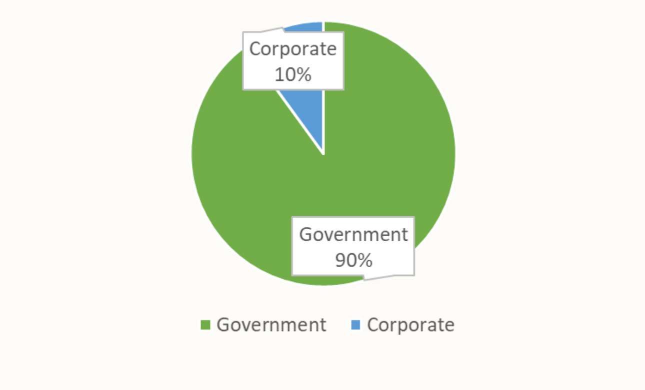
They are dedicated to maintaining the highest quality standards in everything they do. This commitment is reflected in their achievement of several prestigious certifications, including ISO/IEC 20000-1:2018 (Information Technology Services Management), ISO 14001:2015 (Environmental Management System), ISO/IEC 27001:2022 (Information Security Management System), and CMMI- DEV V.2.0, Maturity Level 3.

For certain activities, such as site preparation, electrification, and IT infrastructure commissioning, they leverage the expertise of their trusted third-party vendors, including their wholly-owned subsidiary company, ArMee Technology Services Private Limited.

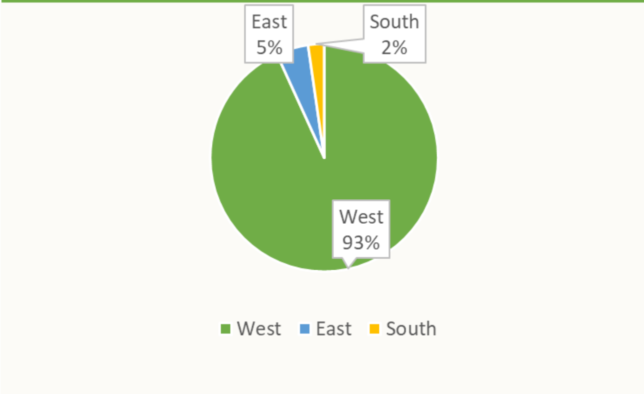
Strong Government Focus: ArMee infotech boasts a remarkable 90% of its clientele within the government sector, showcasing its established position and expertise in catering to public sector IT infrastructure needs. This deep understanding and successful track record make them a trusted partner for government agencies.

Regional Reach: While their expertise extends nationwide, the Company currently focuses its operations primarily on the western region, followed by the eastern region. The southern region currently sees limited activity, but this could potentially present an opportunity for future expansion and diversification.

Percentage Distribution of Clients Catered on the basis of Public Vs Private Sector



Percentage Distribution of Clients Catered on the basis of Region



Key Clients Catered across different Industries

Government

Education

BFSI

Corporate

Some of the pioneering achievements claimed by the Company include[6].

- Bihar Education Project Council- for Setting up "ICT Labs" [includes Supply, Installation, Commissioning and maintenance of Hardware, Software & Peripherals and Computer Education Services (including manpower etc.)] under ICT & Digital Initiatives intervention in 679 Govt. Elementary & Secondary Schools across Bihar on Build Own Operate and Transfer (BOOT) Model for five years.). **Project Value : Rs. 122 Crore.**

- Gujarat Council of School Education (ICT LEARNING LABS)- For implementing 4162 nos. ICT Learning Lab in total 4004 Schools across Gujarat including Supply of Hardware, Software, including Functional Training and Maintenance of the Systems for 5 years on behalf of Samagra Shiksha, Gujarat Council of School Education (GCSE), Education Department, Government of Gujarat. **Project Value : Rs. 252Crore**.

- Gujarat Council of School Education (GYANKUNJ)- For implementing Gyankunj in 30000 classrooms of Government Elementary & Secondary Schools within the State of Gujarat including Supply of Hardware, Operating Software and Maintenance of the Systems on behalf of Gujarat Council of School Education (GCSE), Education Department, Government of Gujarat. **Project Value : Rs. 290 Crore.**

- E-Gram Vishwa Gram Society (OFFICE OF DEVELOPMENT COMMISSIONER)- For onboarding ePanchayat eGovernance Team (EET) in all the 33 District Panchayats and 248 Taluka Panchayats. They will be supporting e-Goveranace

[6] As per the information on the Company profile on the website

of 14179 Villages Panchayats in the state of Gujart for a period of 5 Years. This Project is part of an ambitious project of introducing eGovernance at grassroots through the panchayati Raj Institution (PRIs). The project is known as the eGram Vishwagram Project. Under the project. **Project Value : Rs. 205 Crore.**

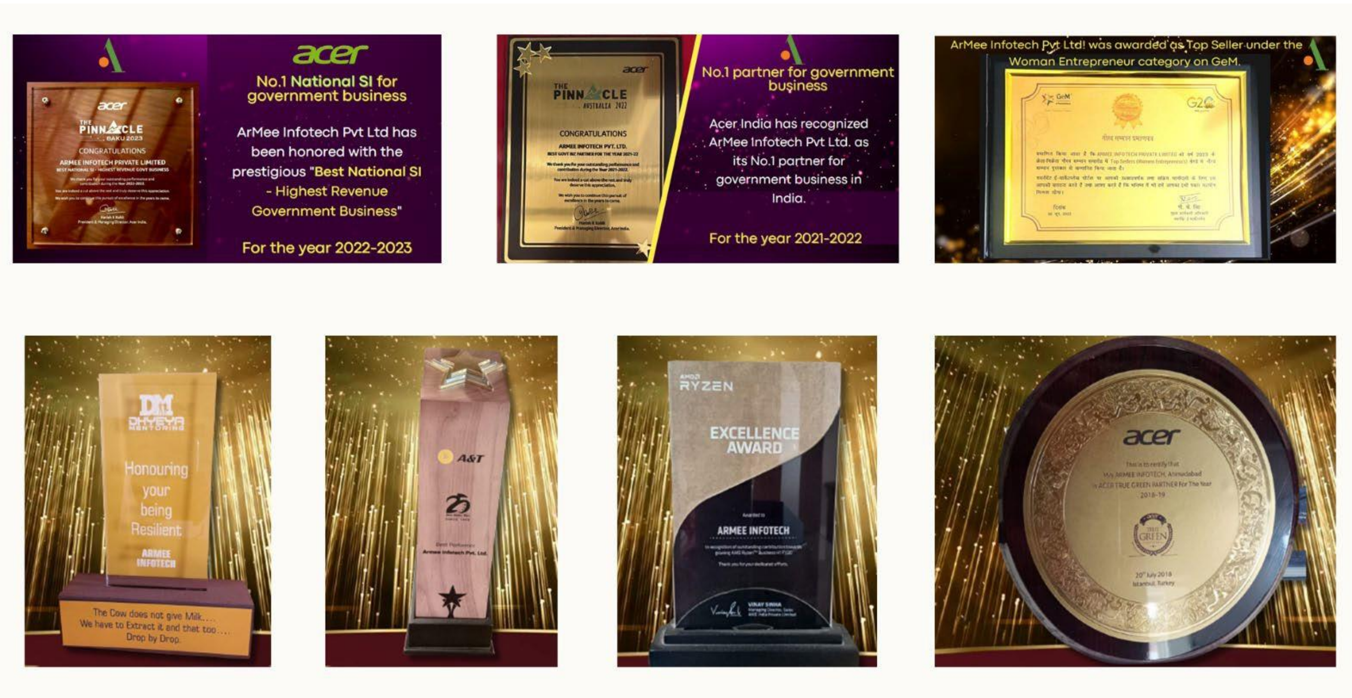
- Panchayat & Rural Development- Video Conferencing Solution. Aadhar Enrolment Kits. Biometric devices. Other IT Infrastructure (Desktops/ Printers etc.) For supply and commissioning of Includes warranty support for 5 years and comprehensive maintenance there after. **Project Value : Rs. 102 Crore.**

- POS Devices for PDS Automation (UPDESCO)- System Integrator for Supply, Installation with Application and Maintenance of PoS Devices for Automation of Fair Price Shops in Rural Areas of Uttar Pradesh. End-to-end computerization of Public Distribution System (PDS) and as part of the implementation of National Food Security Act 2013 (NFSA) across the state of Uttar Pradesh by the Food & Civil Supplies Department, Government of Uttar Pradesh. **Project Value : Rs. 120 Crore**

- Skill Development & Livelihood Project (Ministry of Rural Development)- The project (under the scheme Deen Dayal Upadhyaya Gramin Kaushal Yojana) has been implemented in Assam, West Bengal & Uttar Pradesh. In Assam 800 candidates,700 candidates in West Bengal and 800 candidates in Uttar Pradesh has been trained and placed accordingly. Project was focussed on capacity building through domain based skill development training and provide sustainable livelihood to rural un employed youth. **Project Value : Rs. 19 Crore**

- Skill Development & Livelihood Project (Skill development Mission)- Skill development & livelihood project under Uttar Pradesh Skill Development Mission focussed on domain-based training & employment in various sector. Through this project the unemployed youths of Uttar Pradesh are getting trained & employed in various sector. **Project Value : Rs. 1.3 Crore**

Some of the Awards and Recognition received by ArMee Infotech



Financial Performance

The Company generated a revenue of INR 519.6 Cr in FY 2023, and an operating profit of approximately INR 19.6 Cr. The Company's operation was impacted in FY 2021 due to the spread of Covid-19 pandemic, but they managed to rebound strongly in the following years. Despite the adverse business environment, ArMee Infotech has managed to steadily improve its operating profit margin. By FY 2023 the operating profit margin of the Company stood at 3.8%

Financial Summary (All figures in INR Lakhs)					
	FY 2021	**FY 2022**	**FY 2023**	**30 Sept- FY 2024**	**FY 2024**
Revenue	10,625.55	12,735.98	51,960	60,490	1,02,399
EBDITA	1252.42	1537.78	3398.38	2,529	7,499
PAT	374.14	401.33	1957.6	1,821	5,013

Source: ArMee Infotech

Rural India

Traditionally, India has been a nation dominated by rural life. Based sixth economic census, nearly 7 out of 10 people (68.8%) and an even higher proportion of the workforce (72.4%) lived in rural areas. However, this is changing rapidly. India is experiencing a steady shift towards urbanization. Between 2001 and 2011, cities grew at a much faster pace (31.8%) compared to rural areas (12.18%). This trend is driven by two factors: people moving from villages to cities, and some existing rural settlements being reclassified as urban.

While India is expected to remain primarily rural until 2050, projections suggest a tipping point after that. By mid-century, the urban population is likely to surpass the rural population for the first time in India's history.

There's a concern that people are migrating to cities from rural areas, often driven by a desperate search for jobs, are creating major problems. These rapid influxes strain city resources and force many low-wage migrants to live in poor conditions. To address this challenge and improve the lives of most Indians, there is a need to focus on making rural areas more economically attractive. This means creating jobs in villages and towns, boosting the rural economy & infrastructure, and narrowing the significant gap between rural and urban incomes. Achieving this requires significantly faster economic growth in rural areas compared to cities. Traditionally, agriculture has been the backbone of rural India. However, for long-term economic success, a shift is needed. By fostering a more productive and diverse rural economy, with a focus on non-agricultural sectors, India can unlock its full economic potential.

In the 1970s, rural areas provided the bulk of the workforce (84.1%) and generated a significant share of national output (62.4%). However, this contribution dropped sharply by 1999-00. Interestingly, the decline in rural jobs wasn't as steep as the decline in output. This suggests economic growth was happening in urban areas, particularly in capital-intensive industries that didn't create many jobs. As a result, the gap between rural share of output and employment widened. The rural economy picked up pace after 1999-00, matching the growth rate of urban areas. This led to a stabilization of the rural share of national output at around 48%. However, despite this growth, the rural share of output dipped slightly between 2004-05 and 2011-12. While the rural share of output fluctuated, the share of employment in rural areas declined steadily from 76.1% in 1999-00 to 70.9% in 2011-12. This faster decline in rural jobs compared to output share narrowed the gap between rural output and employment to 24% by 2011-12.

Share of rural areas in total NDP and workforce[7]		
Year	**Economy(%)**	**Workforce(%)**
1970-71	62.4	84.1
1980-81	58.9	80.8
1993-94	54.3	77.8
1999-00	48.1	76.1
2004-05	48.1	74.6
2011-12	46.9	70.9

Source: The data on rural and urban net domestic product (NDP) is available for the years 1970-71, 1980-81, 1993-94, 1999-00, 2004-05 and 2011-12 at current prices from Central Statistical Office. Workforce information in the country was extracted from the unit-level data of quinquennial employment and unemployment surveys conducted by National Sample Survey Office (NSS-EUS).

Surprisingly, rural areas contribute a significant portion of non-agricultural output (around a third) and nearly half of all non-farm jobs (48.7%). The most dramatic shift is in manufacturing. Between 1970 and 2012, the rural share of manufacturing output doubled, exceeding urban production. However, this growth didn't translate to more jobs. In fact, the rural share of manufacturing jobs declined. This suggests a shift towards more capital-intensive manufacturing in rural areas, creating fewer employment opportunities. The construction sector presents a contrasting picture. The rural share of construction output increased moderately, but the employment share rose significantly (10%). This indicates faster job growth in construction compared to manufacturing. When it comes to services, rural areas seem to be losing ground. After 2004, their share of service sector output dropped significantly, reaching only 25.9% by 2012. This suggests a growing gap between rural and urban areas in service-based professions.

Government Initiatives for improving IT Infrastructure in Rural India

[7] The share of Net domestic product and workforce contributed by rural regions to overall India NDP and workforce.

BharatNet Project

- Launched in 2017, this ambitious project aims to connect all Gram Panchayats (village councils) with high-speed optical fiber networks. As of March 2024, over 1.8 lakh Gram Panchayats have been connected.

Pradhan Mantri Gramin Digital Literacy Mission (PMGDL M)

- Launched in 2016, this scheme aims to impart basic digital literacy training to rural citizens. Over 1.5 crore individuals have been trained under the program by December 2023.

In recent years, the Government of India (GOI) has recognized the crucial role of Information Technology (IT) infrastructure in bridging the digital divide and fostering socio-economic development in rural India.

Increased Spending on IT Infrastructure:

- **Budgetary Allocation:** The government has significantly increased its budgetary allocation for the Department of Telecommunications (DoT) in recent years. The DoT budget for 2023-24 was ₹53,880 crore (US$ 7.2 billion), a 15% increase over the previous year.
- **Digital India Flagship Mission**: Launched in 2015, this umbrella program has allocated substantial resources for improving rural IT infrastructure. The total expenditure under Digital India crossed ₹6 lakh crore (US$ 80 billion) by March 2023

Initiatives like Pradhan Mantri Schools for Rising India (PM SHRI) and Saakshar Bharat Mission are not just about education; they're building a future workforce equipped for the digital age. As digital literacy rises and people become comfortable with technology, the demand for internet-based services like e-commerce, online education, and telemedicine will soar. This creates a fertile ground for managed service providers to offer solutions like cloud storage, data analytics, and cybersecurity.

The Indian government's multi-pronged approach is laying a strong foundation for a digital revolution in rural India. Initiatives like BharatNet, PMGDL Mission, are rapidly expanding IT infrastructure, while PM SHRI and Saakshar Bharat Mission are fostering a more tech-savvy rural population. This confluence of factors will create a surge in demand for IT infrastructure services. As internet penetration deepens and digital literacy rises, a vast new market will emerge for these services.

Private Sector contribution in enhancing the IT infrastructure in rural India

While the government lays the groundwork for IT infrastructure in rural India, the private sector plays a crucial role in driving its growth and creating opportunities for IT service providers. Many IT and IT-enabled services (ITES) companies are exploring expansion to Tier 2 and 3 cities. This is driven by factors like lower operational costs, readily available talent, and government incentives. Companies like Infosys, TCS, and Wipro have established campuses in Tier 2 cities like Mysore, Indore, and Bhubaneswar. Additionally, smaller IT companies are increasingly setting up operations in these locations. This expansion creates a demand for improved internet connectivity, data centers, and network security solutions. Local IT infrastructure and managed service providers can cater to these needs.

Several BPOs are setting up operations in rural areas, attracted by a large talent pool and government subsidies. Companies like Aegis and WNS have rural BPO centers. The government is encouraging PPPs for developing IT infrastructure in rural areas. Private companies can invest in building and managing fiber optic networks, data centers, and other critical infrastructure. Private companies are partnering with government programs like PMGDL M to provide digital literacy training in rural communities by providing the required IT infrastructure and managed services. This creates a more tech-savvy population, increasing demand for IT services.

The private sector's growing focus on Tier 2 & 3 cities, the rise of rural BPOs, and collaboration with government initiatives are driving the demand for IT infrastructure and managed services in rural India. This presents a significant opportunity for service providers to develop innovative solutions, cater to a new market segment, and contribute to bridging the digital divide.

Payment Devices

India is witnessing a phenomenal rise in digital payments, rapidly transforming the financial landscape. This surge is driven by a potent combination of government initiatives, infrastructure development, and a growing ecosystem of players.

Government Initiatives:

Jan Dhan Yojana

- Launched in 2014, this scheme provides basic bank accounts to the unbanked population. As of February 2024, over 46 crore (460 million) Jan Dhan accounts have been opened.

Digital India Mission

- Launched in 2015, this flagship program aims to create a "cashless society" by promoting digital payment adoption. The initiative focuses on infrastructure development, awareness campaigns, and financial inclusion

Unified Payments Interface (UPI)

- Developed by the National Payments Corporation of India (NPCI), UPI is a revolutionary platform enabling instant interbank money transfers through mobile apps. Its simplicity and ubiquity have been key drivers of digital payments adoption.

BHIM App

- Launched by the government, BHIM is a user-friendly mobile app that allows easy access to UPI services. This has helped bridge the digital divide and empower people with basic feature phones to participate in the digital payments ecosystem.

Aadhaar Enabled Payment System (AEPS)

- This system leverages Aadhaar, a unique biometric identification system, for cashless transactions at micro ATMs in rural areas. This has improved financial inclusion for the unbanked and underbanked population.

Infrastructure Development:

- Jan Dhan-Aadhaar-Mobile (JAM) Trinity: This framework leverages existing infrastructure – bank accounts (Jan Dhan), unique identity numbers (Aadhaar), and mobile phones – to facilitate secure and efficient digital transactions.
- Increased Internet Penetration: Improved internet connectivity, particularly in rural areas, is crucial for digital payment adoption. Initiatives like BharatNet aim to bridge the digital divide.
- Point-of-Sale (PoS) Infrastructure: The government incentivizes the deployment of PoS terminals in small shops and businesses, making digital payments accessible to a wider audience.

Driving Digital Transformation:

Merchant Onboarding	Digital Transactions for Government Services
• Government initiatives incentivize businesses to adopt digital payment methods by offering fee waivers and cashback schemes. This has significantly increased the acceptance of digital payments across various sectors.	• The government encourages citizens to pay taxes, utility bills, and other dues electronically, creating a strong use case for digital payments.

Demand for Payment Devices:

- Increased Digital Transactions: The volume of digital transactions in India has grown exponentially. As per the RBI, digital transactions reached a staggering 13,462 crore in FY 2022-23, up from 2,071 crore in FY 2017-18. This growth surge necessitates a wider range of payment devices.
- UPI's Dominance: As per NPCI, UPI recorded over 83.75 billion transactions in FY 2023. This signifies the immense popularity and reach of UPI in India. It has emerged as the most popular digital payment method in India. Its compatibility with various mobile wallets and banking apps allows for seamless transactions using smartphones, a ubiquitous device even in rural areas.
- Card Adoption: Debit and credit cards continue to play a vital role, particularly for online transactions and larger purchases. Increased financial inclusion has led to a rise in debit card usage.
- Small Business Adoption: Small businesses have embraced digital payments due to convenience, faster settlements, and reduced cash handling costs. UPI and QR code payments have been particularly beneficial for micro-merchants who can now accept cashless payments easily.

The government's relentless push for digital payments, coupled with the development of a robust infrastructure and ecosystem, has significantly transformed India's financial landscape. The increasing adoption of digital payment devices by individuals and businesses across urban and rural areas signifies a paradigm shift towards a cashless future. As digital payment solutions continue to evolve and offer greater convenience and security, their penetration is expected to soar further, fostering financial inclusion and economic growth in India.

Data Migration

Data migration, the process of transferring data from one storage system to another, has undergone a significant shift in India. Traditionally, data resided on physical media like tapes and disks. However, the digital revolution has driven a massive migration towards cloud-based and digital storage solutions. This shift presents a growing demand for data migration services.

Evolution of Data Migration:

From Physical to Digital

- Early data migration involved manual processes like transporting physical tapes and disks. This approach was time- consuming, prone to errors, and limited scalability.

Digital Transformation

- The rise of cloud computing, big data analytics, and digital business models necessitates the efficient movement of vast amounts of data. This has spurred the adoption of automated data migration tools and methodologies

Driving Forces for Data Migration Services:

- Government Initiatives: India's "Digital India" mission emphasizes digitalization across various sectors. This promotes cloud adoption and data center consolidation, driving the need for secure and efficient data migration services.
- Compliance Requirements: Regulations like the Data Protection Bill necessitate robust data security practices. Data migration services ensure compliance by facilitating the secure transfer of sensitive data to secure cloud environments.
- Business Process Optimization: Companies are migrating data to the cloud to optimize operations, improve data accessibility, and benefit from scalability and cost-effectiveness.
- Evolving Technologies: As technologies like artificial intelligence and machine learning become more prevalent, the need for efficient data migration to support these applications grows.

Government Facilitation:

- Digital Infrastructure Development: The government is investing in building a robust digital infrastructure, including high-speed internet connectivity. This facilitates faster and more reliable data transfer processes.
- Skilling Initiatives: Government programs are focusing on developing a skilled workforce for the IT sector, including data migration specialists. This ensures the availability of qualified professionals to manage data migration projects.

Adoption by Businesses:

- Data migration is not limited to a single sector. Businesses of all sizes, from finance and healthcare to manufacturing and retail, are increasingly utilizing data migration services to leverage the benefits of cloud computing and digital transformation

Across Industries

- By adopting data migration services, businesses can migrate their data securely and efficiently, minimizing downtime and ensuring business continuity

Improved Efficiency

- Reputable data migration service providers offer robust security protocols, protecting sensitive data during the transfer process.

Enhanced Data Security

The digital revolution in India has transformed data migration from a manual process to a critical element of digitalization. Government initiatives, evolving technologies, and the growing need for secure and efficient data movement are driving the demand for data migration services. As businesses across industries embrace the cloud and digital transformation, the future of data migration in India is bright, offering significant opportunities for service providers in this dynamic market.

Experience Zones

The Indian retail landscape is undergoing a paradigm shift, moving from purely transactional stores to immersive experiences. Enter experience zones – interactive spaces designed to engage all five senses and create a deeper connection between brands and consumers.

Factors Fuelling the Growth of Experience Zones in India:

Shifting Consumer Preferences

- Indian consumers, particularly millennials and Gen Z, seek engaging experiences that go beyond just buying a product. They value authenticity, personalization, and a connection with the brand story.

Rising Disposable Income

- As disposable incomes increase, consumers are willing to spend more on experiences that add value and create lasting memories.

Digital Natives

- Growing digital adoption has fueled a demand for interactive experiences that mirror the online world

Demand Drivers for Experience Zones:

- Brand Differentiation: Experience zones provide a unique platform for brands to differentiate themselves from competitors. They can showcase product functionalities, highlight brand values, and create a lasting impression.
- Increased Customer Engagement: Interactive elements and engaging activities lead to higher customer engagement, fostering brand loyalty and advocacy.
- Data Collection and Insights: Experience zones allow brands to collect valuable customer data through interactive elements. This data can be used to personalize future interactions and tailor product offerings.

Current Examples of experience zones operating in India:

Samsung Experience Stores

- Customers can experience the latest VR technology and features of their phones. These stores also offer personalized consultations and workshops

Amway Experience Centers

- These centers offer interactive tutorials on product usage, live demonstrations, and personalized consultations. They foster a sense of community and brand trust.

KiaBEAT360

- This immersive experience allows visitors to explore the Kia BEAT car through virtual reality and interactive displays, providing a unique way to engage with the product.

Experience zones are poised for significant growth in India. With increasing urbanization, rising living standards, and a growing tech-savvy population, the demand for engaging and interactive experiences will continue to rise. Brands across various sectors – from automobiles and electronics to fashion and beauty – are likely to embrace this trend to enhance their customer connect.

OUR BUSINESS

Some of the information in this section, especially information with respect to our plans and strategies, contain certain forward-looking statements that involve numerous risks and uncertainties. You should read the section "Forward-Looking Statements" on page 24 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. Also read the sections "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 26, and 302 respectively, for a discussion of certain risk factors that may affect our business, financial condition or results of operations.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report on IT Infrastructure Industry & Solar EPC Industry in India" issued on February 11, 2025, prepared and issued by Dun and Bradstreet, appointed by us on February 8, 2024 and exclusively commissioned and paid for by us in connection with the Issue. We have commissioned and paid for the D&B Report for the purposes of confirming our understanding of the industry specifically for the purpose of the Issue, as no report is publicly available which provides a comprehensive industry analysis, particularly for our Company's services, that may be similar to the D&B Report.

Our Company's Fiscal commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Fiscal are to the 12 months ended March 31 of that year. Unless otherwise indicated or the context otherwise requires, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus. For further information, see "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 296, and 302, respectively.

We have included certain non-GAAP financial measures and other performance indicators relating to our financial performance and business in this Draft Red Herring Prospectus, each of which are supplemental measures of our performance and liquidity and are not required by, or presented in accordance with Ind AS, Indian GAAP, IFRS or U.S. GAAP. Such measures and indicators are not defined under Ind AS, Indian GAAP, IFRS or U.S. GAAP, and therefore, should not be viewed as substitutes for performance, liquidity or profitability measures under Ind AS, Indian GAAP, IFRS or U.S. GAAP. In addition, such measures and indicators, are not standardized terms, hence a direct comparison of these measures and indicators differently from us, will limit their usefulness as a comparative measure. Although such measures and indicators are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance.

Overview

We are an IT infrastructure and IT managed services Company, which has ventured into the retail sales space through Experience Zones engaged in the sale of IT, consumer electronics, and gaming and merchandise products, and into the renewable energy sector vide solar EPC and PPAs. We are headquartered in Ahmedabad, Gujarat. We service both Government/public sector undertakings (PSUs) and private sector clients which operate across a wide variety of industries. A majority of our revenues are currently derived from servicing Government/PSU projects.

Under the **IT Infrastructure** category, we provide IT hardware and software (e.g., computers, servers, interactive panels and their peripherals), work on the installation and integration of the hardware and software as per client requirements, and also provide maintenance of the IT Infrastructure installed by us for periods as may be specified under the relevant contracts. To ensure seamless transition for our clients, we also provide functional training of the IT Infrastructure installed by us. We have undertaken multiple projects under the IT Infrastructure segment including setting up of ICT labs, smart classes, installing digital infrastructure for the public distribution system under the National Food Security Act, 2013, and supplying and/or installing IT hardware to various Government entities. The projects undertaken by us are for specific contractual periods. Our revenue generated from operations in IT Infrastructure segment is as follows:

Particulars	Revenue generated from operations in IT infrastructure segment				
	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022	CAGR between Fiscal 2022 and Fiscal 2024
Amount (in ₹ lakh)	55,663.23	93,500.81	40,844.98	7,528.69	252.41%
Percentage of total revenue from operations	92.10%	91.62%	81.25%	60.14%	

Under the **IT managed services** category, in addition to providing IT Infrastructure as mentioned above, we also provide technical manpower, skill development training and offer annual maintenance services. Our employees provide on-site and off-site operational support and maintenance of the IT infrastructure, as may be specified under the relevant contracts. IT managed services are typically delivered under a service level agreement and payments are made at pre-defined intervals or as per contractual terms. Our revenue generated from operations in IT managed services segment is as follows:

Particulars	Revenue generated from operations in IT managed services segment				
	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022	CAGR between Fiscal 2022 and Fiscal 2024
Amount (in ₹ lakh)	4,777.34	8,556.66	9,424.53	4,989.29	30.96%
Percentage of total revenue from operations	7.90%	8.38%	18.75%	39.86%	

In the projects undertaken by us, certain activities like site preparation, electrification, installation, commissioning and maintenance of IT Infrastructure are provided by third party service providers including ArMee Technology Services Private Limited, our Wholly Owned Subsidiary. For further details on our Subsidiary, please see "*Our Subsidiary*" on page 268.

As part of our strategic diversification, we have ventured into **renewable energy vide solar EPC and PPAs** to cater to the burgeoning renewable energy vide solar EPC and PPAs market. India's solar power generation has demonstrated robust growth, marked by a significant increase in installed capacity over the past five Fiscal Years. Beginning at 29.1 GW in FY 2019, the country's solar power capacity surged to 81.8 GW by FY 2024, reflecting a notable compound annual growth rate (CAGR) of 23%. As of August 2024, India has achieved a cumulative installed solar power capacity of 89.43 GW. *[Source: D&B Report]* We have engaged in solar EPC services for executing turnkey projects and may also consider acting as a developer entering into solar PPAs with consumers. For more details, see *"Our Business – Strategies – Expanding and augmenting our products and services portfolio – renewable energy vide solar EPC and PPAs"* on page 230. As on the date of this Draft Red Herring Prospectus, we have secured a turnkey works contract dated January 10, 2025 from NACOF OORJAA Private Limited for supplying all materials and equipment including modules inverters, apparatus, devices, parts, tools, special tools, components, instruments, appliances, lines, cables, computer hardware and software, spare parts and other items of a similar nature and all appurtenances thereto, that are required to supply the solar power generating system required for the Project and design, engineering, installation, testing and commissioning of a 50 MW (AC) solar photovoltaic power plant at various parts of Maharashtra.

We have limited experience of operating in the renewable energy vide solar EPC and PPAs category. Please see *"Risk Factors - 36. Our Promoters and the Company's management do not have adequate experience in some of the business activities we undertake, which may have an adverse impact on the management and operations of our Company."* on page 47.

As on the date of this Draft Red Herring Prospectus, we have opened one **Experience Zone** in Ahmedabad on November 20, 2024. This Experience Zone is a single-brand exclusive Experience Zone which is governed by an Authorized Re-Seller Agreement effective on and since December 26, 2024. (**"Acer Re-Seller Agreement"**). Further, our Company and Acer have entered into a Master Agreement for Customer Experience Zone dated January 2, 2025 (**"Acer Agreement"**). Pursuant to the Acer Agreement, our Company and Acer contemplate jointly identifying and finalizing locations for up to 60 single-brand, exclusive Experience Zones that will be operated and managed by our Company. The Acer Agreement further appoints our Company as the exclusive authorized business associate in relation to the single-brand exclusive Experience Zones established under the Acer Agreement. We are also in advanced discussions with Acer to open a second Experience Zone in Bengaluru, Karnataka. Our retail IT, consumer electronics, gaming and merchandise products business is conducted through Experience Zones. We believe that Experience Zones hold immense potential to tap into the Indian retail market, driven by the following factors:

- Shifting consumer preferences: Indian consumers, particularly millennials and Gen Z, seek engaging experiences that go beyond just buying a product. They value authenticity, personalization, and a connection with a brand story.

- Rising disposable income: As disposable incomes increase, consumers are willing to spend more on experiences that add value and create lasting experiences.

- Digital natives: Growing digital adoption has fueled a demand for interactive experiences that mirror the online world. *[Source: D&B Report.]*

Since the existing Experience Zone was established and operationalized after September 30, 2024, Experience Zones did not contribute to our revenue generated from operations during the periods of the six months ended September 30, 2024, and Fiscals 2024, 2023, 2022. Also see *"Risk Factors — 37. Our strategic diversification into new lines of business, being renewable energy vide solar EPC and PPAs and retail sales through Experience Zones, may expose us to more challenges and new risks."* on page 47.

As of September 30, 2024, a significant number of our projects are with the Government/PSU clients. Our revenue from operations generated from our Government/PSU clients is as follows:

(*In ₹ lakhs, except for percentages*)

Particulars	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(Consolidated)		(Standalone)	
Revenue from operations generated from Government/PSU clients	50,556.74	92,830.73	42,552.85	7,287.95
Percentage of total revenue from operations	83.65%	90.96%	84.65%	58.22%

We classify Ongoing Projects as projects wherein we have received contract/purchase orders and there is pending obligation either for supply and/or installation and/or maintenance and/or outstanding warranty periods as per the terms and conditions of the contract/purchase orders. As on September 30, 2024, we have 20 Ongoing Projects out of which 11 are under IT Infrastructure category and 9 are under IT managed services category. Also, as on September 30, 2024, we have a further 183 Ongoing Projects wherein we have completed our contractual obligations with respect to project execution and received the corresponding payment in full but the term of the project with respect to the warranty period was still extant. The warranty period for these 183 Ongoing Projects ranges from three to five years depending upon the terms of the contract.

We classify our projects as completed when following the receipt of contract/purchase orders from our clients, we have booked and realised the consideration amount against such contract/purchase orders and completed the corresponding warranty obligations, as per the terms of the contract/purchase orders. In the six months period ended September 30, 2024, and over the last three Fiscals we have completed 153 projects under the IT Infrastructure category and 13 projects under the IT managed services category.

The details of the Order Book for our Ongoing Projects as of September 30, 2024, is as follows:

(*In ₹ lakhs, except for percentages*)

Service categories	No. of projects	Order Book as of September 30, 2024	Order Book percentage as of September 30, 2024 (%)	Order Book as a percentage of revenue from operations in the six months period ended September 30, 2024
IT Infrastructure	11	10,515.84	32.88%	92.10%
IT managed services	9	21,470.68	67.12%	7.90%
Renewable energy vide solar EPC and PPAs	Nil*	Nil	Nil	Nil
Total	**20**	**31,986.52**	**100.00%**	**100.00%**

** The Company signed its first renewable energy vide solar EPC and PPAs agreement on January 10, 2025. Resultantly, no contribution was made by the renewable energy vide solar EPC and PPAs vertical to our Order Book.*

The projects undertaken by us have different billing cycles. Our projects are majorly billed on milestone basis whereby we are required to furnish performance bank guarantees to the clients. The PBGs furnished ranges from 3% to 10% percent of the project value, depending up on contractual terms, and are released by the clients only upon completion of the operation & maintenance support.

These PBGs are required to be furnished at the beginning of the project and could remain valid up to a period beyond the date of completion of all contractual obligations, including warranty obligations depending upon the terms of the projects. If we are unable to maintain required margins to secure the PBGs, we may not be able to continue obtaining new PBGs in sufficient quantities to match our business requirements and this can impact our ability to bid for and enter into new contracts. For more information on PBGs and their underlying FDs, including PBGs as a percentage of our order value, please see *"Objects — Key assumptions for working capital projections — Current Assets — Fixed deposit towards Bank Guarantees"* on page 103.

As of September 30, 2024, out of our 20 Ongoing Projects, 13 projects are based in the state of Gujarat, four Projects in Maharashtra and one Project each is based in Madhya Pradesh, Uttarakhand, and Bihar. As of September 30, 2024, 39.72% of our revenue from operations came from the state of Gujarat.

Our Company has a management team with extensive industry experience. Our Promoters, Kiritkumar Chimanbhai Patel and Ami Ridhish Patel have been associated with the Company since its inceptions and have experience of over two decades each in the IT Infrastructure industry. Further our Promoter, Ridhish Kiritbhai Patel joined the operations of our Company as an Executive Director on May 22, 2012, and has an experience of more than a decade in the IT Infrastructure industry. Our Promoters, Kiritkumar Chimanbhai Patel and Ami Ridhish Patel were carrying on the business of trading, installation and maintenance of computer systems and other allied products under a Partnership Firm, namely, M/s Armee Infotech from 2003 to 2017. Our Company became a partner in M/s Armee Infotech on March 1, 2017, and ultimately acquired all the assets, business and operations of the Partnership Firm with effect from April 1, 2017 upon dissolution of the said Partnership Firm. For further details, please see "*History – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years*" at page 266.

As of September 30, 2024, we have 1,772 employees, out of which 1,727 are skilled and semi-skilled technical manpower are skilled and semi-skilled technical manpower engaged in the implementation and management of our various projects. In addition, as of September 30, 2024, we have engaged 693 employees on contractual basis through third party service providers, based upon the requirements of the projects. For further details, please see *"Risk Factors - 44. We may be subject to employee unrest, slowdowns and increased wage costs, which may have an adverse effect on our business, operations, our cash flow and financial condition."* on page 50. The project management team, with support from other teams, such as, project implementation team, logistics and procurement, accounts department, sales department, quality control department, overlooks end-to-end implementation of all the projects serviced by us. We believe that the combination of our experienced Board of Directors, our dynamic management team and our skilled employees positions us well to capitalize on future growth opportunities.

Key Performance Indicators

Our net cash generated/(used) from/(in) operating activities is as follows:

(In ₹ lakhs)

Particulars	Net cash generated/(used) from/(in) operating activities			
	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Amount	(1,651.00)	5,518.60	(677.76)	(217.44)

Our Net Worth is as follows:

(In ₹ lakhs)

Particulars	Net worth			
	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Amount	11,338.62	9,517.62	4,669.77	3,008.65

The following table sets forth our key performance indicators for the period, as specified below:

(In ₹ lakhs, except for percentages)

Particulars	Six months period ended September 30, 2024*	Fiscal 2024*	Fiscal 2023*	Fiscal 2022*
Revenue from operations	60,440.57	1,02,057.47	50,269.51	12,517.98
Revenue from operations growth (y-o-y)	-**	103.02%	301.58%	-**
Gross profit	3964.80	9648.48	6,556.69	3,968.06
Gross profit margin	6.56%	9.45%	13.04%	31.70%
EBITDA	2479.63	7157.58	1,704.05	1,223.01
EBITDA margin (%)	4.10%	7.01%	3.39%	9.77%
Profit before tax (PBT)	2,282.29	6378.25	1,949.96	467.21
Profit before tax margin (%)	3.78%	6.25%	3.88%	3.73%
Profit after tax (PAT)	1,821.03	5,013.04	1,657.46	336.41
Profit after tax margin (%)	3.01%	4.91%	3.30%	2.69%
ROCE (%)	16.81%	57.55%	32.27%	18.08%
ROE (%)	17.46%	70.67%	43.17%	11.85%
Total debt	3,480.64	2,725.65	3,208.25	2,581.03
Debt equity ratio	0.31	0.29	0.69	0.86

Notes:
**These ratios represent non-GAAP measures; please see "Certain Conventions, Presentation of Financial, Industry and Market Data" on page 21.*
*** Not annualized*
Revenue from operations is calculated as revenue from sale of products and services as per the Restated Financial Information.
Revenue from operations growth (year on year) means the annual growth in revenue from operations.
Gross profit is calculated as revenue from operations less cost of goods sold and direct costs incurred for the project, whereas cost of goods sold is calculated as sum of 'purchase stock in trade' and 'changes in inventories of traded goods', as per the Restated Financial Information and direct costs incurred includes project costs as well as direct salary paid related to the project.
Gross margin is calculated as a percentage of gross profit divided by revenue from operations as per the Restated Financial Information.
EBITDA is calculated as profit for the year plus tax expense, depreciation and amortisation and finance cost less other income for the year/period.
EBITDA margin is calculated as a percentage of EBITDA divided by revenue from operations as per the Restated Financial Information.
PBT represents total profit before tax for the year/period as per the Restated Financial Information.

Profit before tax margin is calculated as a percentage of PBT divided by revenue from operations as per Restated Financial Information.
PAT represents total profit after tax for the year/period as per the Restated Financial Information.
Profit after tax margin is calculated as a percentage of PAT divided by revenue from operations as per the Restated Financial Information.
Return on Capital Employed (ROCE%) is calculated as Earnings before interest and tax divided by capital employed, whereas capital employed is calculated as total equity plus total debt plus deferred tax liabilities. Total debt is sum of current borrowing and non-current borrowing.
Return on Equity (ROE%) is calculated as a percentage of PAT divided by average of opening and closing Shareholders fund for the year/period.
Total debt is sum of current borrowing and non-current borrowing.
Debt Equity Ratio is calculated as Total Borrowing divided by Total Equity.

OUR STRENGTHS

Proven track record in executing projects for Government and PSU clients

Our Company has a proven track record in executing projects for Government and PSU clients. The number of projects serviced and completed by our Company for Government and PSU is as follows:

Particulars	Projects completed for Government and PSU clients			
	September 30, 2024	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Number of projects	32	62	36	36

Our work for Government and PSUs is focused on the usage of IT Infrastructure to digitize Government functions. Our revenue from operations generated from our Government and PSU clients is as follows:

(*In ₹ lakhs, except for percentages*)

Particulars	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(Consolidated)		**(Standalone)**	
Revenue from operations generated from Government/PSU clients	50,556.74	92,830.73	42,552.85	7,287.95
Percentage of total revenue from operations	83.65%	90.96%	84.65%	58.22%

We obtain most of our business by a competitive bidding process and undertake multilocational projects providing end-to-end IT Infrastructure and IT managed services to various departments of different state Governments and PSUs. Further, our Company has been part of successful implementation of Government schemes such as E-gram Vishwagram project by the Government of Gujarat, Deen Dayal Upadhyaya Grameen Kaushalya Yojana by the Central Government, Gyankunj scheme- a digitization program of Government of Gujarat, Samagra Shiksha Abhiyan by the Central Government amongst others.

Government IT projects tend to be large-scale and often involve multi-year contracts. This provides stability and recurring revenue for infrastructure providers, allowing them to invest in research and development and expand their capabilities. [*Source: D&B Report*] We believe that projects executed by Government and PSU clients are time bound and there is a greater certainty of payments. We believe our understanding of being able to execute Government/PSU projects helps us execute these projects in a time and cost-efficient manner. As of September 30, 2024, out of our 20 Ongoing Projects, 13 projects are based in the state of Gujarat, four Projects in Maharashtra and one Project each is based in Madhya Pradesh, Uttarakhand, and Bihar.

Consistent track record of financial performance

We have a strong balance sheet and have successfully demonstrated consistent growth in terms of revenues and profitability. We have experienced sustained growth in various financial indicators. The table below sets forth some of our key financial indicators for the six months period ended September 30, 2024, and Fiscals 2024, 2023, and 2022:

(*In ₹ lakhs, except for percentages*)

Particulars	Six months period ended September 30, 2024*	Fiscal 2024*	Fiscal 2023*	Fiscal 2022*
Revenue from operations	60,440.57	1,02,057.47	50,269.51	12,517.98
EBITDA	2,479.63	7,157.58	1,704.05	1,223.01
EBITDA margin (%)	4.10%	7.01%	3.39%	9.77%
Profit before tax (PBT)	2,282.29	6,378.25	1,949.96	467.21
Profit before tax margin (%)	3.78%	6.25%	3.88%	3.73%
Profit after tax (PAT)	1,821.03	5,013.04	1,657.46	336.41

Profit after tax margin (%)	3.01%	4.91%	3.30%	2.69%

Notes:
**These ratios represent non-GAAP measures; see "Certain Conventions, Presentation of Financial, Industry and Market Data" on page 21.*
Revenue from operations is calculated as revenue from sale of products and services as per the Restated Financial Information.
EBITDA is calculated as profit for the year plus tax expense, depreciation and amortisation and finance cost less other income for the period
EBITDA margin is calculated as a percentage of EBITDA divided by revenue from operations as per the Restated Financial Information.
PBT represents total profit before tax for the year/period as per the Restated Financial Information.
Profit before tax Margin is calculated as a percentage of Profit before Tax divided by revenue from operations as per restated financial statement.
PAT represents total profit after tax for the year/period as per the Restated Financial Information.
PAT margin is calculated as a percentage of PAT divided by revenue from operations as per the Restated Financial Information.

We have organically grown our operations and have demonstrated an increase in our revenues and profitability. Our revenue from operations and net profit increased at a CAGR of 185.53% and 286.03%, respectively, from Fiscal 2022 to Fiscal 2024. We strive to maintain a robust financial position with emphasis on having a strong balance sheet and increased profitability. Our balance sheet and positive operating cash flows enable us to pursue opportunities for growth and better manage unanticipated cash flow variations. For further details, please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 302.

Ability to service clients and projects across diverse sectors

As an IT Infrastructure and IT managed services company which has ventured into renewable energy vide solar EPC and PPAs and Experience Zones, we are sector agnostic and have serviced a wide variety of projects for both Government/PSUs and private sector clients. One of our strengths lies in being able to provide IT Infrastructure and IT managed services to clients engaged in diverse sectors. We have provided IT Infrastructure and IT managed services to various sectors including education, healthcare, public distribution system, rural & urban development, science & technology sectors etc. We are therefore able to quickly adapt to the requirements of different sectors. Under our Ongoing Projects we are providing services to various departments of different state Governments and operating under different Government schemes. In the six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022, we have provided our services to various state Government departments and PSUs and operated under various Government schemes. Being sector agnostic helps us mitigate risks associated with specific industries that may experience downturns or economic fluctuations and allows us flexibility and adaptability to new sectors. Further, we are capable of executing projects in the renewable energy vide solar EPC and PPAs space, as well as setting up Experience Zones.

Experienced Board of Directors and management with extensive domain knowledge

Our operations are conducted by an experienced management team that has significant expertise in all aspects of our business operations. Our Promoters, Kiritkumar Chimanbhai Patel and Ami Ridhish Patel have been associated with the Company since its inception and have an experience of over two decades each in the IT Infrastructure industry and our Promoter, Ridhish Kiritbhai Patel joined the operations of our Company as an Executive Director on May 22, 2012 and has an experience of more than a decade in the IT Infrastructure industry.

Our Board of Directors and management are involved in various aspects of our business. We believe that our experienced senior management team has contributed to the growth of our business, and their experience and industry knowledge provides us with a significant competitive advantage. Our senior management team is supported by a team of qualified personnel with relevant domain experience which provides us with a competitive advantage as we seek to expand our service portfolio. For further details on our senior management, please see "*Our Management*" on page 270**.**

We believe that the combination of our experienced Board of Directors and our dynamic management team positions us well to capitalize on future growth opportunities. Their industry experience enables us to anticipate and address client needs, manage and grow our operations, maintain and leverage client relationships and respond to changes in client preferences. In addition, we are supported by experienced and qualified employees who possess a range of qualifications in various disciplines. For further details, please see "*Our Management*" on page 270.

STRATEGIES

Expanding and augmenting our products and services portfolio

We offer a wide ranging and diversified bouquet of product and service offerings and classify our IT business into two verticals viz., IT Infrastructure and IT managed services. We also intend to leverage upon the upcoming technological advancements in segments such as experience zone, payment devices and data migration. Further, we intend to capitalize on the demand for renewable energy by having ventured into renewable energy vide solar EPC and PPAs, and have diversified into retail sales by having ventured into Experience Zones.

Experience Zone- The "experience zones" are interactive spaces designed to engage all five senses and create a deeper connection between brands and consumers. [*Source: D&B Report*] Experience zones provide a unique platform for brands to differentiate themselves from competitors, they can showcase product functionalities, highlight brand values, and create a lasting impression. [*Source: D&B Report*] Experience zones are poised for significant growth in India. With increasing urbanization, rising living standards, and a growing tech-savvy population, the demand for engaging and interactive experiences will continue to rise. [*Source: D&B Report*] As on the date of this Draft Red Herring Prospectus, we have opened one Experience Zone in Ahmedabad, Gujarat on November 20, 2024. We are currently in advanced discussions with Acer to open a second Experience Zone in Bengaluru, Karnataka. Also see *"Risk Factor — 37. Our strategic diversification into new lines of business, being renewable energy vide solar EPC and PPAs and retail sales through Experience Zones, may expose us to more challenges and new risks."* on page 47.

Payment devices – India is witnessing a phenomenal rise in digital payments, rapidly transforming the financial landscape. This surge is driven by a potent combination of Government initiatives, infrastructure development, and a growing ecosystem of players. [*Source: D&B Report*] Government has launched various initiatives in this segment, like Jan Dhan Yojna, Digital India Mission, Unified Interface Payment, Aadhar enabled payment system etc. [*Source: D&B Report*] We have worked on projects in the payment device sector whereby we have facilitated automation of fair price shops on BOO model basis and performed integration services on PoS devices used for online electricity bill collection. For further details, please refer to the table under section "*Our Services – IT managed services*" on page 232. As digital payment solutions continue to evolve and offer greater convenience and security, their penetration is expected to soar further, fostering financial inclusion and economic growth in India. [*Source: D&B Report*] We intend to expand our product portfolio and focus on this segment in the coming years.

Data migration **–** Data migration, the process of transferring data from one storage systems to another, has undergone a significant shift in India. Traditionally data resided on physical media like tapes and disks. However, the digital revolution has driven a massive migration towards cloud-based and digital storage solutions. This shift presents a growing demand for data migration services. [*Source: D&B Report*] In addition to our IT infrastructure and IT managed services, we also offer our clients data migration services and in future, we plan to undertake more data migration projects. As businesses across industries embrace the cloud and digital transformation, the future of data migration in India is bright, offering significant opportunities for service providers in this dynamic market. [*Source: D&B Report*] And as an IT service provider company, we intend to expand in this segment in the coming years.

Renewable energy vide solar EPC and PPAs **–** India's solar energy sector is rapidly expanding, driven by several key factors that are shaping the future of this industry. As the country strives to meet its energy needs sustainably and reduce its carbon footprint, solar energy has emerged as a vital solution. India's solar power sector has demonstrated robust growth, marked by a significant increase in installed capacity over the past five fiscal years. Beginning at 29.1 GW in FY 2019, the country's solar power capacity surged to 81.8 GW by FY 2024, reflecting a notable compound annual growth rate (CAGR) of 23%. Looking ahead, projections suggest that the country is on track to reach 292.6 GW of solar power capacity by FY 2030. *[Source: D&B Report]* The Company intends to expand into the solar energy business by ways of becoming an EPC services provider. We may further consider to act as a developer to enter into and execute PPAs with prospective consumers. A solar PPA is a long-term contract between a solar energy developer and a consumer, where the developer installs, owns, and operates a solar power system on a property which is either acquired or is taken on lease by the developer. Meanwhile, the consumer agrees to purchase the electricity generated at a predetermined rate, often lower than the local utility rate. This arrangement allows the consumer to benefit from solar energy with no upfront investment while the developer handles the financing, maintenance, and operation of the system. As on date our Company has bid for two projects located in Uttar Pradesh and Maharashtra. We cannot assure you that we will win either or all of these bids.

*Science, technology, engineering and mathematics (****"STEM"****) labs and Atal Tinkering Labs (****"ATLs"****)* **–** Driven by government mandates and the rising importance of technology in education, more schools and colleges are expected to adopt STEM labs. ATLs serve as dedicated workspaces where students can explore STEM (Science, Technology, Engineering, and Mathematics) concepts through hands-on, do-it-yourself activities. Equipped with educational kits, tools for robotics, electronics, open-source microcontroller boards, sensors, 3D printers, and computers, ATLs provide a platform for experiential learning. Additional facilities like meeting rooms and video conferencing enhance collaboration and communication. With over 10,000 ATLs established, the program has made its presence felt in 722 districts across 35 states and union territories, ensuring wide geographical outreach and inclusivity. Notably, more than 60% of the ATLs are housed in government or government-aided schools, with 96% of these labs situated in girls' or co-educational institutions, reflecting the program's commitment to inclusivity and gender equality. *[Source: D&B Report]* Our Company has experience of servicing clients involved in setting up STEM labs and ATLs, and will continue to explore opportunities in the space.

Continue to expand our geographical footprints

We are located in Gujarat and have branch offices in three states, being, Haryana, Karnataka and Maharashtra. In recent years, the Government of India has recognized the crucial role of IT Infrastructure in bridging the digital divide and fostering socio-economic development in rural India. [*Source: D&B Report*] As digital literacy rises and people become comfortable with technology, the demand for internet-based services like e-commerce, online education, and telemedicine will soar. This creates fertile ground for managed service providers to offer solutions like cloud storage, data analytics, and cybersecurity. [*Source: D&B Report*] Further, India's solar power sector has demonstrated significant growth, marked by a significant increase in installed capacity over the past five fiscal years. [*Source: D&B Report*] Experience zones are poised for significant growth in India. With increasing urbanization, rising living standards, and a growing tech-savvy population, the demand for engaging and interactive experiences will continue to rise. [*Source: D&B Report*]

Currently, we provide IT Infrastructure and IT managed services to various sectors including education, healthcare, public distribution system, rural & urban development, science & technology sectors etc. We have a predominant presence in the state of Gujarat. As of September 30, 2024, out of our 20 Ongoing Projects, 13 projects are based in the state of Gujarat, four Projects in Maharashtra and one Project each is based in Madhya Pradesh, Uttarakhand, and Bihar.We intend to increase our presence pan India by securing and servicing projects in other states of India. We routinely bid for various projects in multiple states.

Continue to bid for Government/PSUs projects while also engaging with private clients

As of September 30, 2024, a significant number of our projects are with the Government and PSUs. We undertake projects under various models such as O&M, BOO, and BOOT. Our revenue from operations generated from our Government/PSU clients for respective periods is as follows:

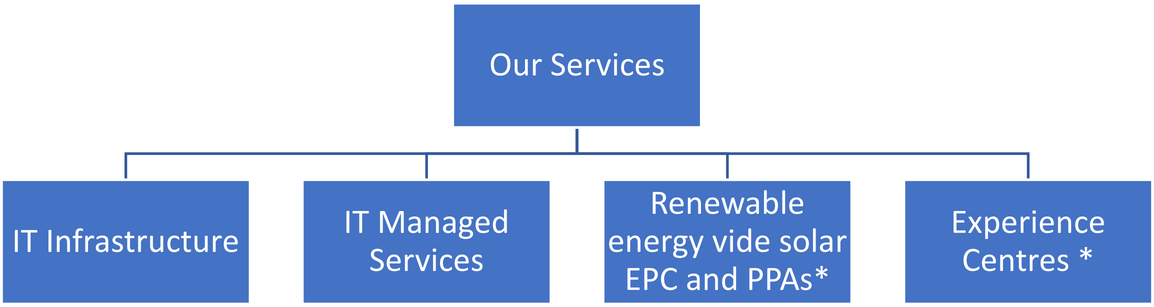
(*In ₹ lakhs, except for percentages*)

Particulars	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(Consolidated)		(Standalone)	
Revenue from operations generated from Government/PSU clients	50,556.74	92,830.73	42,552.85	7,287.95
Percentage of total revenue from operations	83.65%	90.96%	84.65%	58.22%

While we will continue to focus and service Government/PSU clients, we will maintain our efforts to engage with private clients to ensure a healthy mix of Government/PSU and private clients. We aim to continue scaling our operations by leveraging our expertise and experience in executing and managing projects of varied scales across multiple sectors and geographies. We have set-up three branch offices: Bengaluru in the state of Karnataka, Gurugram in the state of Haryana and Mumbai in the state of Maharashtra. These branch offices are set up with an intention to scale-up our sales and marketing and focus on acquiring clients.

OUR SERVICES

We have undertaken a wide variety of projects for both Government/PSUs and private sector clients. The range of projects undertaken by us are inclusive of supply and installation of IT hardware and software (eg. computers, servers), setting up of ICT labs and Atal Tinkering Labs, setting up of smart classes, installing digital infrastructure for public distribution system, and supplying and/or installing IT hardware to various Government entities. Our operations are broadly classified in as follows:



* *We have diversified into these lines of business after September 30, 2024.*

IT Infrastructure

Under IT Infrastructure, we provide IT hardware and software (e.g. computers, servers, interactive panels and their peripherals), work on the installation and integration of the hardware and software as per the client requirements, and also provide maintenance of the IT Infrastructure installed by us for periods as may be specified under the relevant contracts. To ensure seamless transition for our clients, we also provide functional training of the IT Infrastructure installed by us. We have undertaken multiple projects under the IT Infrastructure segment category including setting up of ICT labs and Atal Tinkering Labs, setting up of smart classes, installing digital infrastructure for public distribution system, and supplying and/or installing IT hardware to various Government entities. The IT Infrastructure projects undertaken by us are for a specific contractual period. We also provide cyber-security solutions such as firewall, antivirus, intrusion detection/prevention systems, and encryption services on cloud. Our Company has provided IT Infrastructure as part of successful implementation of various Government schemes.

We believe our relationship with Technology Partners enables us to deliver trusted IT infrastructure products to empower our clientele with the utmost sophisticated and reliable technologies. We have maintained good relationships with our Technology Partners, through which we are able to provide reliable end-to-end IT Infrastructure and IT managed services to our clients tailored to specific client requirements. We install and maintain hardware and software as a customised service, and also perform comprehensive turnkey IT solutions on hardware and software platforms and applications for our clients.

As of September 30, 2024, we are servicing the following Ongoing Projects under our IT Infrastructure category:

Sr. No.	**State**	**Project value (*In ₹ lakhs*)***	**Order Book as on September 30, 2024 (*In ₹ lakhs*)**	**Services provided**
1.	Gujarat	38,515.04	577.73	Setting-up of 7,500 ICT labs in schools across Gujarat which includes supply, installation, commission of hardware, software and connected accessories. We are also required to undertake maintenance of the ICT labs for five years and provide user functional training for the equipment and software.
2.	Maharashtra	4,546.61	4,516.83	Supply, Installation and Maintenance of 4,000 Desktops, All-in-One Desktops and 320 Laptops with Staggered Delivery
3.	Gujarat	15,793.94	415.41	Supply, installation, commissioning and maintenance of hardware software and connected accessories in 21,875 classrooms of Government elementary and secondary schools under Project Gyankunj - school digitisation programme. Our scope of services includes warranty and preventive maintenance during the contract period i.e. five years. Additionally, we are responsible for providing maintenance support and operational training to school teachers post installation.
4.	Gujarat	15,793.94	1,788.70	Supply, installation, commissioning and maintenance of hardware software and connected accessories in 21,875 classrooms of Government elementary and secondary schools under Project Gyankunj - school digitisation programme. Our scope of services includes warranty and preventive maintenance during the contract period i.e. five years. Additionally, we are responsible for providing maintenance support and operational training to school teachers post installation.
5.	Gujarat	246.65	82.22	Supply of Tablet PCs and Biometric Finger Print Device to be used for Tab Banking
6.	Gujarat	19.95	19.95	Supply of 38 laptops
7.	Gujarat	24,660.76	357.58	Supply, installation, commissioning, testing and maintenance of hardware software for digitization of 30,000 classrooms of Government elementary and secondary schools in Gujarat. Our scope of work under the project also includes providing operational training to all school teachers post installation of all items at schools. Additionally, we are required to undertake maintenance of the installed infrastructure for five years and provide users functional training for the equipment and software.
8.	Gujarat	21,375.68	281.91	Supply, installation, commissioning and maintenance of hardware, software and connected accessories in 4,162 ICT labs in Gujarat. Our scope of work also includes providing training to the users and school teachers, maintenance and warranty for the equipment for five years.

9.	Maharashtra	962.70	962.70	Supply of robotics material for robotics, drone & centres of excellence for 7 centres of excellence's labs
10.	Maharashtra	687.64	687.64	Supply of robotics material for robotics, drone & centres of excellence for 5 centres of excellence's labs
11.	Maharashtra	825.17	825.17	Supply of robotics material for robotics, drone & centres of excellence for 6 centres of excellence's labs

**The total project value is exclusive of GST.*

IT managed services

Under IT managed services category, in addition to providing, installation and integration of IT hardware and software products, we provide technical manpower, skill development training and offer annual maintenance services. Our employees provide on-site and off-site operational support and maintenance of the IT infrastructure, as may be specified under the relevant contracts. IT managed services are typically delivered under a service level agreement and payments are made at pre-defined intervals or as per the contractual terms of the service agreements. We have undertaken multiple projects under the IT managed services category including setting up of e-Gram centres and proving technical training to executives at various levels in rural areas of Gujarat, deployed on-site team at multiple rural areas of Uttar Pradesh for successful automation of fair price shops, setting up smart classes and providing training to schoolteachers to operate the smart classes. Our Company has provided IT managed services as part of successful implementation of various Government schemes.

We also execute projects under the BOO and BOOT model. Under the BOO model, we deploy IT Infrastructure during the contract period and upon completion of the project, the IT Infrastructure is completely removed, whereas under the BOOT model, the IT Infrastructure is transferred to the client. Under these contracts, we provide turnkey IT solutions that includes, site preparation, procurement, supply and installation of hardware, software and related peripherals, maintenance, troubleshooting and helpdesk support, training and education services to the staff and deployment of trained manpower. We have to make an investment in the IT Infrastructure at the start of the contract while the revenues are generated over the lifetime of the contract. Due to this, sizeable investments are to be made by our Company at the start of such projects. This enables our clients to benefit from cost-savings due to them not having to invest in the IT Infrastructure underlying such projects and allowing them to manage their cash flows more efficiently.

As of September 30, 2024, we are servicing the following Ongoing Projects under our IT managed services category:

Sr. No.	State	Project value (*In ₹ lakhs*)*	Order Book as on September 30, 2024 (*In ₹ lakhs*)	Services provided
1.	Gujarat	20,505.60	10,501.99	The Gujarat state Government has set up eGram centres in 14,179 village panchayats. We have been appointed as the ePanchayat eGovernance team service provider under the e-Gram Vishwa Gram Project. Our services provided under this project include technical support services, services for training of village computer entrepreneurs, technical expert services and performance reporting and management information services. We have been engaged to supply manpower totaling to 1,579 executives, required at various levels including – Taluka level executive District level executive State level executive State Aadhar coordinator State Aadhar Assistant Taluka MIS executive District MIS coordinator State project coordinator Computer engineer State project engineer/technical assistant; and District project manager.
2.	Gujarat	250.07	111.34	Outsourcing of manpower for 5 years.

3.	Bihar	10,361.08	4,101.67	Setting up of ICT labs in 679 schools across Bihar on a BOOT model. We are responsible for supply, installation, commissioning and maintenance of hardware, software, and peripherals for five years. Additionally, we are responsible for providing one day product handling training on all hardware and software supplied to the computer instructor deployed under the scheme. We shall also provide induction training to school teachers through massive open online courses – MOOCs platform. Additionally, one full time ICT instructor shall be deployed in each school for five years, who will be responsible for computer education of students, maintenance of the hardware and software supplied and aiding schoolteachers in the use of IT infrastructure.
4.	Gujarat	42.18	28.12	Annual maintenance contract for computer hardware and peripherals for three years. We are required to provide least three engineers to be present at the site locations on all working days and one network administrator to be available as and when required.
5.	Gujarat	24.72	19.29	Outsourcing of manpower for 5 years.
6.	Gujarat	659.18	497.92	Capacity building and training program under the Rashtriya Gram Swaraj Abhiyan in five districts in Gujarat consisting of 2,268 gram panchayats for a period of three years.
7.	Gujarat	144.84	65.63	Annual maintenance contract for personal computers and printers supplied for one year.
8.	Uttarakhand	4,925.95	4,925.95	PoS Devices with Electronic Weighing Scales (EWS), FPS Automation application and hosting support towards the Automation of FPS
9.	Madhya Pradesh	1,218.77	1,218.77	Engagement of an agency (SI) for Upgradation of Database Server & Migration of Databases to the New Server

** The total project value is exclusive of GST.*

Renewable energy vide solar EPC and PPAs

India’s solar energy sector is rapidly expanding, driven by several key factors that are shaping the future of this industry. As the country strives to meet its energy needs sustainably and reduce its carbon footprint, solar energy has emerged as a vital solution. India's solar power sector has demonstrated robust growth, marked by a significant increase in installed capacity over the past five fiscal years. Beginning at 29.1 GW in FY 2019, the country's solar power capacity surged to 81.8 GW by FY 2024, reflecting a notable compound annual growth rate (CAGR) of 23%. Looking ahead, projections suggest that the country is on track to reach 292.6 GW of solar power capacity by FY 2030. *[Source: D&B Report]*

- **Solar EPC** – Under the solar EPC services subcategory, the Company acts as a contractor for various clients and is responsible for delivering turnkey solar power projects by managing every phase of the process, from initial design to final commissioning. It begins with the engineering phase, where the site is assessed, and a customized system design is developed to optimize energy output and ensure compliance with regulations. The procurement phase follows, involving the sourcing of high-quality components such as solar panels, inverters, and mounting structures. Once all materials are secured, the construction phase commences, which includes site preparation, installation, electrical wiring, and system integration. The EPC contractor oversees testing and commissioning to ensure the system operates efficiently and meets performance standards. As on the date of this Draft Red Herring Prospectus, our Company has secured a turnkey works contract dated January 10, 2025 from NACOF OORJAA Private Limited for supplying all materials and equipment including modules inverters, apparatus, devices, parts, tools, special tools, components, instruments, appliances, lines, cables, computer hardware and software, spare parts and other items of a similar nature and all appurtenances thereto, that are required to supply the solar power generating system required for the Project and design, engineering, installation, testing and commissioning of a 50 MW (AC) solar photovoltaic power plant at various parts of Maharashtra. Additionally, our Company has obtained an LOA dated October 29, 2024 from NACOF OORJAA Private Limited for the design, manufacture, supply, transport, installation, testing, and commissioning of solar powered water pumping systems with 3, 5, and 7.5 horsepower capacities. Our Company has also bid for additional projects, and we cannot assure you that these bids will be successful, or that successful bids in the future will translate to work orders.

- **Solar PPAs** – We may choose to enter into and execute PPAs with prospective consumers where we may supply solar generated electricity under such PPAs. A solar PPA is a long-term contract between a solar energy developer and a consumer, where the developer installs, owns, and operates a solar power system on a property which is either acquired or is taken on lease by the developer. Meanwhile, the consumer agrees to purchase the electricity generated at a predetermined rate, often lower than the local utility rate. This arrangement allows the consumer to benefit from solar energy with no upfront investment while the developer handles the financing, maintenance, and operation of the system. As on date, our Company has bid for two projects located in Uttar Pradesh and Maharashtra. We cannot assure you that we will win either or all of these bids. For more details, see *"Our Business – Strategies – Expanding and augmenting our products and services portfolio – renewable energy vide solar EPC and PPAs"* on page 230.

We have limited experience of operating in the renewable energy vide solar EPC and PPAs category. Please see *"Risk Factor - 36. Our Promoters and the Company's management do not have adequate experience in some of the business activities we undertake, which may have an adverse impact on the management and operations of our Company."* on page 47.

Experience Zones

Our Company, having extensive experience in the IT hardware and IT managed services lines of business, intends to engage in directly selling IT hardware and consumer goods, including computers and computer peripherals, consumer electricals, gaming products, and electronics such as, among others, air fryers, water purifiers, television sets and related accessories along with rendering ancillary services to retail consumers. Our Company, thus, intends to open and operate integrated centres where prospective customers may engage in hands-on interaction with operational units of digital devices and associated peripherals and accessories offerings for an immersive and holistic retail experience for our prospective customers, being Experience Zones. Such Experience Zones may have dedicated spaces for certain market segments such as gaming zones, depending upon the location of such Experience Zones and their target demography. Such Experience Zones may further also have food and beverage outlets integrated or associated therewith.

These Experience Zones may be single-brand, exclusive centres set up pursuant to arrangements with IT hardware original equipment manufacturers (OEMs) and their affiliates, or may be multi-brand centres where inventories from multiple OEMs may be offered for sale.

Our Company and Acer contemplate jointly identifying and finalizing locations for up to 60 single-brand, exclusive Experience Zones that will be operated and managed by our Company pursuant to the Acer Agreement. The Acer Agreement further appoints our Company as the exclusive authorized business associate in relation to the single-brand exclusive Experience Zones established under the Acer Agreement.

Our Company successfully launched its first Experience Zone in Ahmedabad, Gujarat, on November 20, 2024. The said Experience Zone is a single-brand Acer exclusive Experience Zone governed by the terms of the Acer Re-Seller Agreement. Since no Experience Zones were set up during Fiscals 2022, 2023 and 2024 and the six months ended September 30, 2024, no capital expenditure was incurred in the preceding periods. All our Centres are on a leasehold basis pursuant to various lease agreements or leave and license agreements and under such agreements, we are under an obligation to make lease payments to our lessors/ licensors. Such Acer exclusive Experience Zones aim to enhance Acer's brand visibility and provide customers with a retail experience, showcasing Acer's comprehensive range of digital products. This arrangement underscores the mutual commitment to strengthening Acer's market presence and catering to the increasing demand for high-quality digital solutions.

We aim to invest further towards the expansion of our Experience Zones network to serve more customers across India.The locations of the Experience Zones will be determined by our Company at the time of setting up the Experience Zones, after conducting a detailed analysis of the demographics, lease rentals and other business and market considerations such as demand of our offerings in the region, the availability of appropriate human resources, product supply chains and logistics, negotiations with prospective lessors and overall cost.

Our Company intends to establish additional Experience Zones across India, with a modern and engaging shopping environment. We will endeavour to offer enhanced and superior experiences through various value-added services and amenities in our Centres that help drive the productivity of our human resources and well-being of our students and their guardians. Also see *"Risk Factor — 37. Our strategic diversification into new lines of business, being renewable energy vide solar EPC and PPAs and retail sales through Experience Zones, may expose us to more challenges and new risks."* on page 47.

CLIENT BASE

With respect to our IT Infrastructure and IT managed services offerings, we are sector agnostic and have serviced a wide variety of projects for both Government/PSUs and private sector clients.

Government/PSUs

Our work for Government/PSU clients is focused on the usage of IT Infrastructure to digitize Government functions. We have provided our services to various Government departments and PSUs. Services provided for Government projects not only includes hardware and software supply but a wide variety of IT managed services like area networking, facility management services, third-party software deployment, large-scale systems integration, wide area network surveillance, setting up of video conferencing solutions, etc.

Under our Ongoing Projects we are providing services to various departments of different state Governments and operating under different Government schemes. During the six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022, we have provided our services to over 30 different state Government departments and PSUs and operated under various Government schemes. Our experience with the Government and PSU clients, allows us to acquire in-depth knowledge of their respective areas of operation which, provides us the opportunity to better understand their IT infrastructure needs and provide customised IT Infrastructure.

Private Sector

We provide our comprehensive IT Infrastructure and IT managed services to private sector clients as well. We also offer our renewable energy vide solar EPC and PPAs to both government and private sector clients, and our Experience Zones cater to retail and private sector clients.

The following table sets forth projects awarded to us by different categories of clients during the six months period ended September 30, 2024, Fiscal 2024 Fiscal 2023, and Fiscal 2022:

Client category	**Number of projects**	**Total project/ order value (*in ₹ lakhs*)**	**Percentage of total project/ order value (%)**
Six months ended September 30, 2024			
Government	42	10,215.86	42.95%
Private sector	29	13,569.35	57.05%
Total	**71**	**23,785.21**	**100.00%**
Fiscal 2024			
Government	142	1,16,005.23	93.93%
Private sector	46	7,496.58	6.07%
Total	**188**	**1,23,501.81**	**100.00%**
Fiscal 2023			
Government	92	52,009.96	86.96%
Private sector	53	7,802.39	13.04%
Total	**145**	**59,812.35**	**100.00%**
Fiscal 2022			
Government	67	33,127.76	86.20%
Private sector	66	5,304.51	13.80%
Total	**133**	**38,432.27**	**100.00%**

** The total project value is exclusive of GST.*

With respect to our renewable energy vide solar EPC and PPAs offerings, our prospective clients will likewise be both Government/PSU clients as well as private clients. We have limited experience of operating in the renewable energy vide solar EPC and PPAs category. Please see *"Risk Factor - 36. Our Promoters and the Company's management do not have adequate experience in some of the business activities we undertake, which may have an adverse impact on the management and operations of our Company."* on page 47.

With respect to our Experience Zones, individual retail as well as corporate consumers constitute our clients.

Client Concentration

Depending upon the projects undertaken by us, our business and financial condition in any given period is heavily reliant on few projects/clients. Set forth below are the details of revenue generated, along with percentage of revenue contributed, by our top five clients in six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022 :

Clients	September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	Revenue contribution (*In ₹ lakhs*)	As a percentage of revenue from operations	Revenue contribution (*In ₹ lakhs*)	As a percentage of revenue from operations	Revenue contribution (*In ₹ lakhs*)	As a percentage of revenue from operations	Revenue contribution (*In ₹ lakhs)*	As a percentage of revenue from operations
Client 1	26,202.05	43.35%	71,861.25	70.41%	24,985.05	49.70%	3,601.00	28.77%
Client 2	15,764.93	26.08%	4,662.66	4.57%	4,791.41	9.53%	1,532.33	12.24%
Client 3	8,251.71	13.65%	4,597.65	4.50%	4,179.10	8.31%	1,274.76	10.18%
Client 4	3,331.67	5.51%	4,173.84	4.09%	3,745.78	7.45%	1,075.95	8.60%
Client 5	2,054.88	3.40%	4,146.81	4.06%	1,540.21	3.06%	958.29	7.64%
Total	**55,605.25**	**91.99%**	**89,442.20**	**87.63%**	**39,241.55**	**78.05%**	**8,442.33**	**67.43%**

For further details on risk related to our revenue concentration, please see, "*Risk Factor - 6. We derive a significant portion of our revenues from a limited number of clients. The loss of any significant clients may have an adverse effect on our business, financial condition, results of operations, and prospects.*" on page 30.

Order Book

Order Book for the purposes of this Draft Red Herring Prospectus means the total value of projects for which our Company has entered into contracts minus the revenue already recognized from such projects. The total project value in our Order Book is exclusive of GST. For the purposes of calculating the Order Book value, our Company does not take into account any escalation or change in work scope of our Ongoing Projects as of the relevant date, or the work conducted by us in relation to any such escalation or change in the scope of work until such date.

The details of Order Book for our Ongoing Projects as of September 30, 2024, is as follows:

Particulars	No of projects	Order Book (*In ₹ lakhs*)
IT Infrastructure	11	10,515.84
IT managed services	9	21,470.68
Total	**20**	**31,986.52**

The following table sets forth our outstanding Order Book, as on September 30, 2024, presented according to the states where we are providing our comprehensive range of services:

State	Number of projects	Project value (*In ₹ lakhs*)*	Order Book as on September 30, 2024 (*In ₹ lakhs*)	Percentage of our Order Book contribution as of September 30, 2024 (%)
Gujarat	13	1,38,032.53	14,747.79	46.11%
Maharashtra	4	7,022.13	6,992.34	21.86%
Bihar	1	10,361.08	4,101.67	12.82%
Madhya Pradesh	1	1,218.77	1,218.77	3.81%
Uttarakhand	1	4,925.94	4,925.95	15.40%
Total	**20**	**1,61,560.45**	**31,986.52**	**100.00%**

* *The total project value is exclusive of GST.*

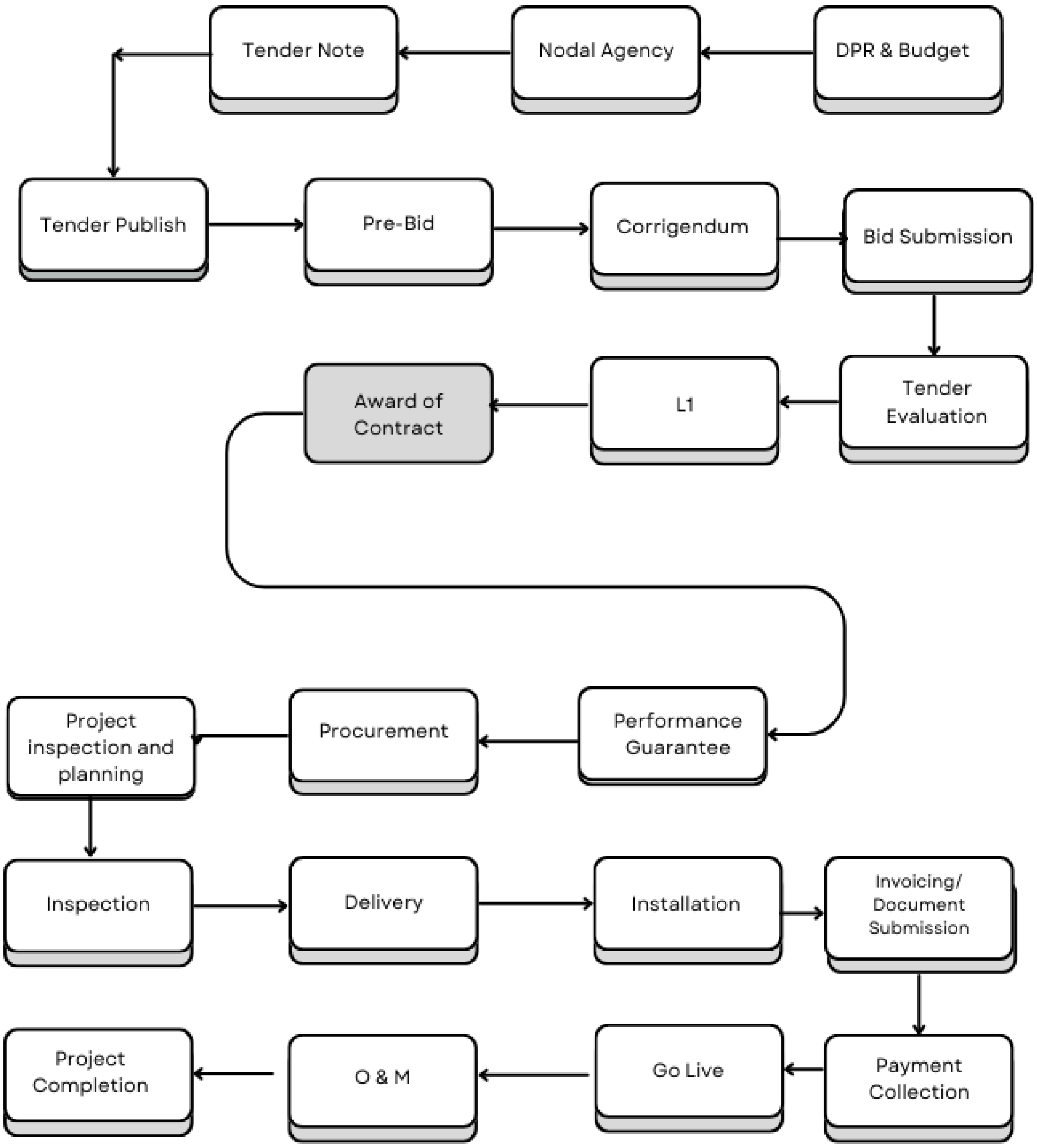
FLOWCHART OF ACTIVITIES

IT Infrastructure and IT managed services

We obtain most of our Government/PSUs projects by a competitive bidding process through which we have undertaken multilocational projects providing end-to-end IT Infrastructure and IT managed services. Further, private clients are obtained through our sales and marketing team. Below is a pictorial representation of the activities undertaken for a project obtained through competitive bidding process:

PROJECT CYCLE

FLOWCHART



We undertake the following procedure during the pre and post bidding process with respect to our IT Infrastructure and IT managed services offerings:

Pre-Bidding Stage

1. **Detail project report / Budget:** Client prepares detailed project report and budget based on the requirement of the project and submits it to authorities for approval.

2. **Nodal agency:** Client appoints a nodal agency for fulfilment of the project requirements.

3. **Tender note / Tender publish:** Client / nodal agency will publish tender on their respective websites.

4. **Identification of potential projects by Company:** We have placed a dedicated team, which is responsible for reviewing websites of all authorities like Government of India e-marketplace and other e-procurement websites, compiling all tenders floated and carrying out a preliminary internal assessment, checking viability based on our profile, area of business interest and depending on factors like geographic location, complexity, workload, profitability estimates, competitive advantages, and eligibility.

5. **Pre-Bid:** Client /nodal agency invites bidders for a pre-bid meeting for discussion on details of scope of work and queries/clarification, if any.

6. **Corrigendum:** Based on the queries received during pre-bid, client may publish corrigendum to tender.

7. **Pre-qualification and bid submission by Company:** Our dedicated team evaluates our Company's eligibility criteria. In case certain criteria cannot be met individually by us, we may consider applying together with other qualified contractors. The bid submission process involves dwelling deep into various aspects, such as financial parameters, employee capacity, equipment availability, project portfolio, legal requirements etc. Upon consideration of all these factors, we prepare and submit a bid in response to the tender.

Post-Bidding Stage

1. **Bid evaluation**: Client reviews and evaluates all bids received. First the bidders are qualified on the basis of eligibility, if they qualify the eligibility criterion, thereupon the financial bids are opened and evaluated.

2. **L1:** Financial bids are opened in the presence of prospective bidders to maintain transparency and the lowest bidder (L1) is announced.

3. **Award of contract**: Once the evaluation and negotiation process concludes, the client awards the contract to the successful bidder who meets their requirements and expectations. This is typically communicated formally through an award letter or a letter of intent which allows specific time period for submission of PBGs.

4. **PBGs submission**: After award of contract, PBG needs to be submitted as per tender terms and conditions within specified time period.

5. **Procurement**: Upon submission of PBG, our procurement team starts work for procurement of the requisite material as per terms & conditions of tender.

6. **Project inspection and planning**: Our project team further assess the site requirements of a given project. Upon such assessment, our project team figures out the delivery route, site office space and other logistics.

7. **Project kick-off meeting**: Usually, a kick-off meeting is organised by the client, inviting key project stakeholders to ensure alignment on project goals, timelines, procedures, and expectations.

8. **Project execution**: The actual work begins as per the agreed-upon project plan, adhering to quality standards, safety regulations, and the project timeline.

9. **Monitoring and reporting**: We regularly monitor the project's progress, track milestones, manage risks, and provide periodic progress reports to the client.

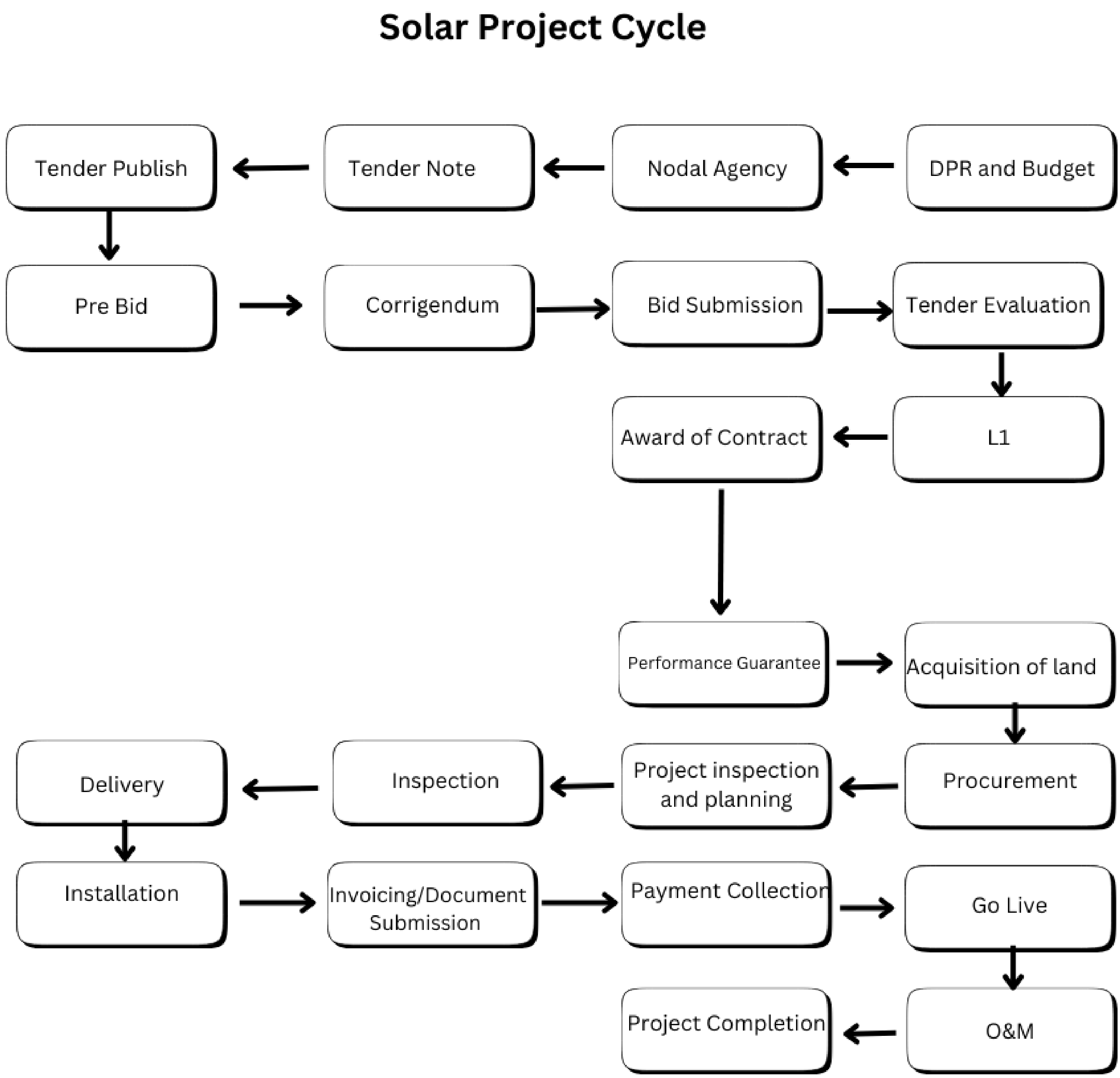
10. **Completion and handover**: Upon completion of the work and successful project milestones, the project is prepared for handover to the client. This involves inspections, snagging, and addressing any outstanding issues before formal handover.

11. **Final documentation and closing**: This stage includes providing all necessary documentation along with invoices and obtaining client sign-off, and completion of financial settlements and final payments.

12. **Operation & maintenance & completion:** Project then enters into operation & maintenance phase as per the terms and conditions of bid, to provide after sales warranty support till completion of the warranty period.

Renewable energy vide solar EPC and PPAs

With respect to our renewable energy vide solar EPC and PPAs offerings, we undertake the following processes pre and post-bidding stages:



EPC

With respect to our renewable energy vide solar EPC and PPAs, our prospective clients will likewise be both Government/PSU clients as well as private clients. Below is a pictorial representation of the activities undertaken for a project obtained through competitive bidding process:

Pre-Bidding Stage

1. **Detail project report / Budget:** Client prepares detailed project report and budget based on the requirement of the project and submits it to authorities for approval.

2. **Nodal agency:** Client appoints a nodal agency for fulfilment of the project requirements.

3. **Tender note / Tender publish:** Client / nodal agency will publish tender on their respective websites.

4. **Identification of potential projects by Company:** We have placed a dedicated team, which is responsible for reviewing websites of all authorities like Government of India e-marketplace and other e-procurement websites, compiling all tenders floated and carrying out a preliminary internal assessment, checking viability based on our profile, area of business interest and depending on factors like geographic location, complexity, workload, profitability estimates, competitive advantages, and eligibility.

5. **Pre-Bid:** Client /nodal agency invites bidders for a pre-bid meeting for discussion on details of scope of work and queries/clarification, if any.

6. **Corrigendum:** Based on the queries received during pre-bid, client may publish corrigendum to tender.

7. **Pre-qualification and bid submission by Company:** Our dedicated team evaluates our Company's eligibility criteria. In case certain criteria cannot be met individually by us, we may consider applying together with other qualified contractors. The bid submission process involves dwelling deep into various aspects, such as financial parameters, employee capacity, equipment availability, project portfolio, legal requirements etc. Upon consideration of all these factors, we prepare and submit a bid in response to the tender.

Post-Bidding Stage

1. **Bid evaluation**: Client reviews and evaluates all bids received. First the bidders are qualified on the basis of eligibility, if they qualify the eligibility criterion, thereupon the financial bids are opened and evaluated.

2. **L1/Letter of Award:** Financial bids are opened in the presence of prospective bidders to maintain transparency and the lowest bidder (L1) is announced.

3. **Award of contract**: Once the evaluation and negotiation process concludes, the client awards the contract to the successful bidder who meets their requirements and expectations. This is typically communicated formally through an award letter or a letter of intent which allows specific time period for submission of PBGs.

4. **PBGs submission**: After award of contract, PBG needs to be submitted as per tender terms and conditions within specified time period.

5. **Acquisition of land:** In a Solar EPC project, the customer typically provides the land for the installation of the solar system.

6. **Procurement**: Upon submission of PBG, our procurement team starts work for procurement of the requisite material as per terms & conditions of tender.

7. **Project inspection and planning**: Our project team further assess the site requirements of a given project. Upon such assessment, our project team figures out the delivery route, site office space and other logistics.

8. **Project kick-off meeting**: Usually, a kick-off meeting is organised by the client, inviting key project stakeholders to ensure alignment on project goals, timelines, procedures, and expectations.

9. **Project execution**: The actual work begins as per the agreed-upon project plan, adhering to quality standards, safety regulations, and the project timeline.

10. **Monitoring and reporting**: We regularly monitor the project's progress, track milestones, manage risks, and provide periodic progress reports to the client.

11. **Completion and handover**: Upon completion of the work and successful project milestones, the project is prepared for handover to the client. This involves inspections, testing, and addressing any outstanding issues before formal handover.

12. **Final documentation and closing**: This stage includes providing all necessary documentation along with invoices and obtaining client sign-off, and completion of financial settlements and final payments.

13. **Operation & maintenance & completion:** Project then enters into operation & maintenance phase as per the terms and conditions of bid, to provide after sales warranty support till completion of the warranty period.

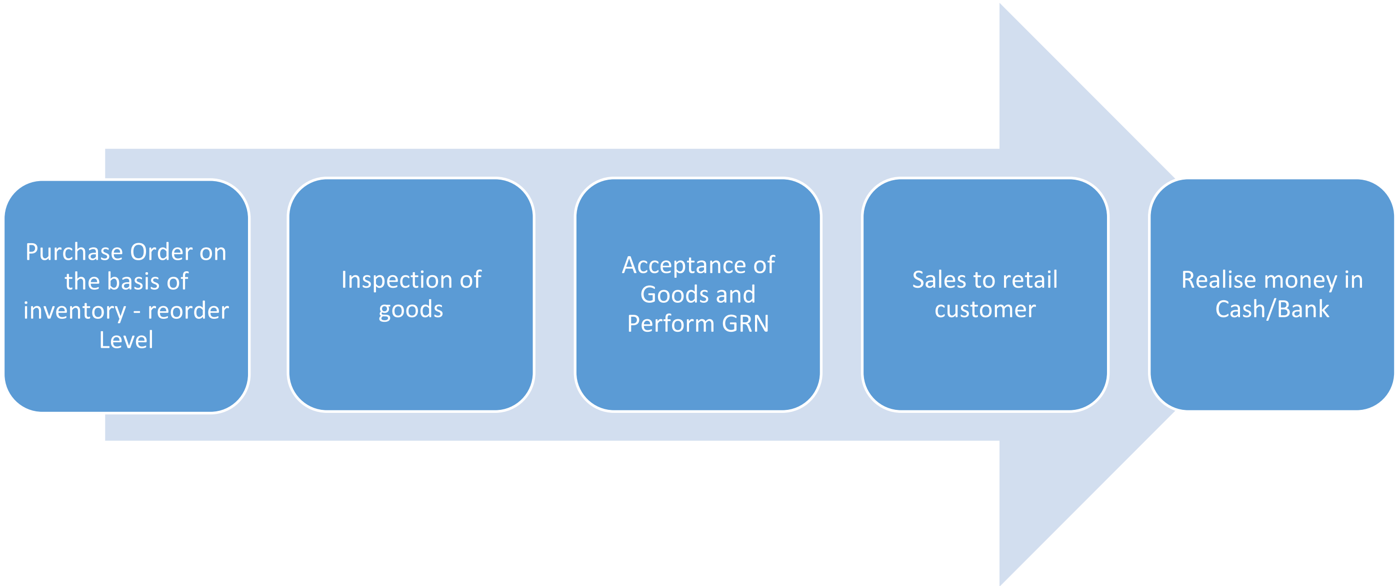
PPA

With respect to PPAs, the entire process mentioned above for EPC projects applies mutatis mutandis, except the fact that the developer may either need to acquire land or secure it on a leasehold basis, depending on the specific requirements and terms of the PPA.

Experience Zones

With respect to our Experience Zones, individual retail as well as corporate consumers constitute our clients. Below is a pictorial representation of the activities undertaken for setting up and operating Experience Zones:

Experience Zone operating activity flow chart



1. **Purchase Order on the basis of inventory - reorder Level:**

   We maintain inventory in the firm of displayed inventory and two units of each Stock Keeping Unit (SKU) at experience store. This standard may vary depending on operational requirements and expected demand. When inventory reaches the reorder level, a purchase order (PO) is placed to replenish stocks.

2. **Inspection of goods:**

   Upon receipt of goods, the procurement team or store manager conducts a thorough inspection to ensure the materials meet the technical specifications stated in the purchase order. This step includes verifying quantities, quality, and compliance with the ordered specifications.

3. **Acceptance of goods and perform GRN:**

   After successful inspection, the procurement team accepts the goods and prepares a Goods Receipt Note (**"GRN"**). The GRN, along with the corresponding tax invoice, is forwarded to the finance department for record-keeping and payment processing.

4. **Sales to retail customer:**

   i. **Customer interaction and order fulfilment:**

   Sales at the Experience Zone are made directly to walk-in retail customers. If the available inventory quantity is insufficient to fulfil an order, an immediate purchase order is placed with the nationalized distributor. The replenishment inventory is typically received within 3-5 business days and subsequently delivered to the customer.

   We deliver goods on the basis of discretion of customer-like hand-to-hand delivery or delivery at the given address.

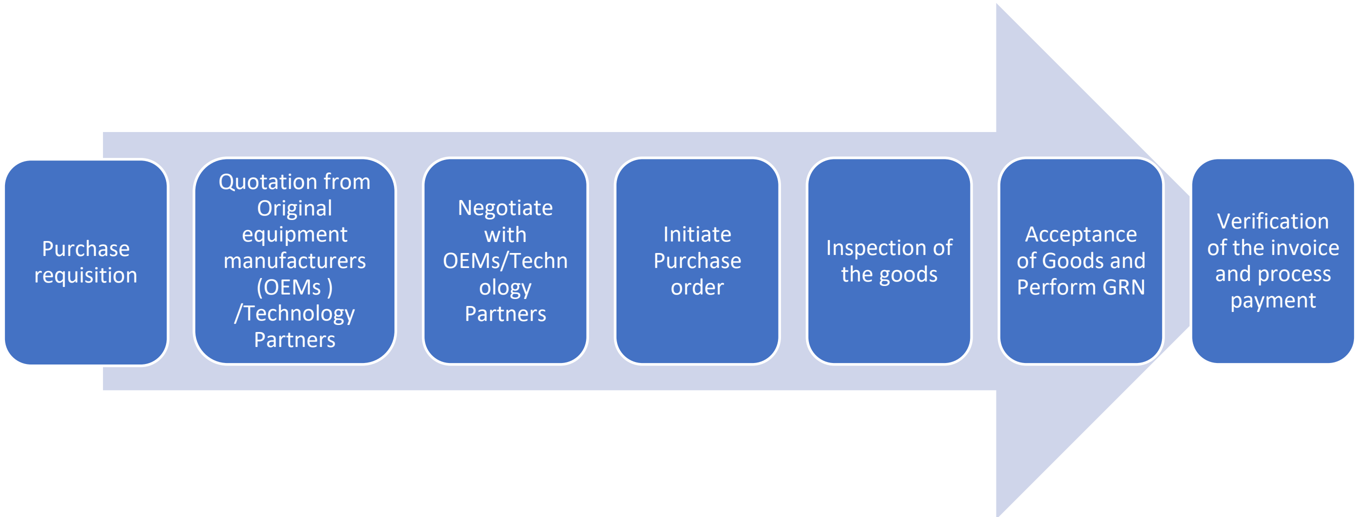
ii. **Delivery options:**

Goods are delivered based on the customer's preference. Customers may choose to collect their purchase in person (hand-to-hand delivery) or opt for delivery to their specified address.

5. **Realise money in cash/bank:**
All sales conducted at the Experience Center are cash sales, with no credit facility provided. Payments are either collected in cash or deposited directly into the designated bank account.

Procurement

IT Infrastructure and IT Managed Services



1. **Purchase requisition (PR):**

After getting awarded for the contract as in accordance with the bidding process as mentioned above, the project execution team will raise material requisition with the procurement team on the basis of terms and conditions mentioned in the tender documents and the work orders issued thereunder.

2. **Quotation from OEMs/Technology Partners**

After receiving a requisition from project execution team, procurement team will approach the OEMs/Technology Partners for the Special Price Clearance (SPC).

3. **Negotiate with OEMs/Technology Partners:**

On the basis of quotations received from the OEMs/Technology Partners, our procurement team prepares comparisons of financial and technical specifications mentioned in the tender and/or work orders issued thereunder. Our procurement team will negotiate terms and select the OEMs/Technology Partners on the basis of terms, price and quality.

4. **Initiate purchase order:**

After selection of the OEMs/Technology Partners, purchase order will be prepared on the basis of the negotiated terms and will be sent to the OEMs/Technology Partners for their acceptance.

5. **Inspection of the goods:**

After accepting the purchase order, the Company shall receive the materials from the selected OEMs/Technology Partners as per terms defined in the purchase order. After receiving the material, the project execution team will inspect materials and check if technical specifications of the delivery are as per mentioned in the corresponding purchase order or not.

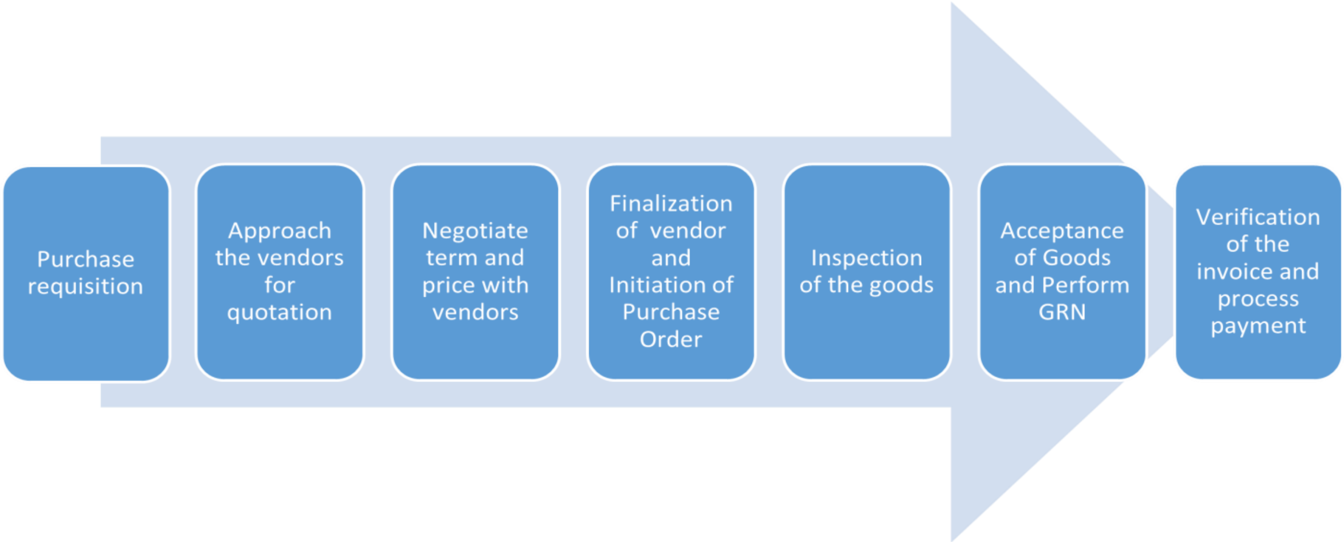
6. **Acceptance of goods and perform GRN:**

After inspection of material, the procurement team will prepare GRN and shall send it along with tax invoice to finance department.

7. **Verification of the invoice and process payment:**

After receipt of a valid tax invoice along with GRN, the finance team will verify the invoice with the GRN and will process the payment as per payment terms mentioned in process order.

Renewable energy vide solar EPC and PPAs



1. Purchase requisition (PR):

The Project Execution Team submits a material requisition to the Procurement Team. This requisition is generated in alignment with the terms and specifications set forth in the tender documentation.

2. Approach to vendor for Quotation:

Upon receipt of the requisition, the Procurement Team reaches out to potential vendors for quotations. Priority may be given to vendors located near the project site to optimize logistics and ensure timely delivery. Vendors are requested to submit comprehensive quotations, outlining pricing, delivery schedules, payment terms, and compliance with technical specifications.

3. Negotiate term and price with vendors:

The Procurement Team conducts a thorough analysis of the received quotations, comparing them against the financial and technical specifications outlined in the tender documents. The team negotiates terms and pricing with the vendors to ensure alignment with project requirements.

4. Finalization of vendor and Initiation of Purchase Order:
After vendor selection, the Purchase Order (PO) is prepared, incorporating the negotiated terms and conditions. This includes detailed information about the materials, delivery schedules, prices, and any other contractual clauses. The PO is formally sent to the vendor for review and acceptance.

5. Inspection of the goods:

Upon delivery of materials by the selected vendor, the Project Execution Team receives the goods as per the PO specifications. The received materials are subject to a thorough inspection by the Project Execution Team to confirm that the technical specifications and quality standards detailed in the PO are met.

6. Acceptance of Goods and Perform GRN:

Upon successful inspection, the Procurement Team prepares the Goods Receipt Note (GRN), formally acknowledging the receipt of materials in satisfactory condition. The GRN, along with the vendor's tax invoice, is submitted to the Finance Department for further processing.

7. Verification of the invoice and process payment:
Upon receipt of the tax invoice and GRN, the Finance Department verifies the details against the PO and the GRN, ensuring the quantities, prices, and terms align. Once verified, the Finance Department processes the payment as per the payment terms specified in the PO, ensuring timely settlement with the vendor.

Project Management

Typically, we deploy a project implementation team depending upon the size of the project and requirements of our client. The said project implementation team is headed by a skilled project manager. The project implementation team overlooks the implementation of the project and is supported by other teams and departments that are involved in the planning and execution of the project like on-site project management team, and other internal departments of the Company like finance and administration department, logistic and procurement department, business development department and human resources.

Our in-house commercial department takes care of procurement and logistics, during which they might employ external services providers, on case-to-case basis. Our project management team takes care of deployment and documentation. Further, we mobilise the equipment at the project sites based on requirements in the service contracts. Our project management team, in coordination with the project implementation team, ensures timely delivery of materials at sites to avoid delays in achieving project timelines.

We source various products for our IT Infrastructure and IT managed services offerings (including but not limited to hardware products such as servers, laptops, desktops, printers, webcams, interactive panels, point of sale machines, storage hardware, and third-party software products such as operating system software, database software, antivirus software and other allied hardware and software products), renewable energy vide solar EPC and PPAs offerings (including but not limited to photovoltaic panels, photovoltaic cells, wiring and cabling, panel frames and electrical equipment) and inventory for our Experience Zones from our Technology Partners.

Our business is, therefore, heavily dependent on our relationships with Technology Partners. The share of our top three Technology Partners as a percentage of our purchases in each respective period are as follows:

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Purchases from top three Technology Partners (in ₹ lakhs)	48,171.65	74,465.71	26,585.35	3,463.67
% of purchases from top three Technology Partners, cumulatively	84.29%	84.89%	72.82%	51.04%

We do not enter into any long-term contracts with our Technology Partners for supply of these products. We place purchase orders with Technology Partners from time to time basis our requirements and prices for products are normally based on the quotes we receive from these Technology Partners.

Facilities and Infrastructure

We utilize the software, Tally Prime for management of finances, and for supply chain of our products and services. We also utilize a human resource management software designed to streamline various human resources tasks and processes such as employee data management, compliance and reporting etc.

Sales and Marketing

Our sales and marketing team is the driving force behind our client engagement. Our sales network is structured into specialized verticals, to meet the unique demands of different sectors such as Government/PSUs, BFSIs, private sector, capacity building etc. Our team is focused on engagement with our clients for sustainable relationships, supported by timely and efficient project execution. Our team is responsible for tracking the new development in the business segments we operate in to stay abreast of emerging trends and capitalize on new business opportunities.

With respect to the marketing and promotion of our Experience Zones, we carry out marketing and promotional activities for retail and corporate clients such as distribution of paper inserts from time to time, and we may involve our Technology Partners in our marketing and promotional activities on a case-to-case basis.

Awards and Recognition

For further details on the awards and recognition received by our Company, see "*History and Certain Corporate Matters – Key awards, accreditations, certifications and recognitions received by our Company*" on page 266.

Intellectual Property

As on the date of this Draft Red Herring Prospectus, our Company has registered four trademarks of the logo of our Company, , in India for which we have obtained valid registration certificates under classes 9, 36, 37 and 42 from the Trade Marks Registry, Government of India under the Trade Marks Act.

Our Company has also filed for four applications for trademark of the logo of our Company, under classes 11, 35, 38, and 41, respectively, which are currently pending and/or have been objected on various grounds. The application made under class 11 has been accepted and advertised, where it may be opposed by filing a valid notice of opposition. Our Company has filed replies to the examination reports received in connection with these applications. For further details, please see "*Government and Other Approvals – Our Intellectual Property*" on page 341.

For risks associated with intellectual property, please see, "*Risk Factor - 17. Inability to obtain or protect our intellectual property rights may adversely affect our business.*" on page 39.

Health and Safety

Our Company's information security management system is compliant with the requirements of ISO/IEC 27001:2022, our IT service management system is compliant with the requirements of ISO/IEC 20000-1:2018 and our environmental management system has been accredited with ISO 14001:2015 certification respectively.

We are committed to complying with applicable health, safety and environmental regulations and other requirements in our operations. To help ensure effective implementation of our safety policies and practices, at the beginning of each project we identify potential material hazards, evaluate all material risks and institute, implement and monitor appropriate risk mitigation measures. We endeavour to achieve no accidents at our project sites by undertaking necessary preventive measures.

Insurance

We have obtained insurance policies that we believe are customary in our industry and provide commercially appropriate insurance coverage for a variety of risks. Our Company has maintained various insurance policies, including goods storage and property insurance policy, burglary and house breaking policy, standard fire and special perils policy, general liability insurance, product liability insurance policy, group mediclaim policy, group personal accident insurance, group term policy, employees compensation policy. The Company also maintains insurance policies for storage and transportation of goods for our projects from time to time.

Our insurance coverage is as follows:

Particulars	As of			
	September 30, 2024	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**
Net tangible assets* (in ₹ lakhs)	8,372.83	4,535.82	1,815.72	3,459.89
Insurance coverage (in ₹ lakhs)	1199.99	10,699.99	1,106.46	316.20
Insurance coverage as a percentage of net tangible assets (in %)	14.33%	235.90%	60.94%	9.14%

**Includes net carrying amount of property, plant and equipment and inventories*

However, our insurance coverage may not adequately protect us against all material hazards as the policies may not be sufficient to cover all our economic losses. For further details, please see "*Risk Factor – 57. Our insurance policies may not be adequate to cover all losses incurred in our business. An inability to maintain adequate insurance cover to protect us from material adverse incidents in connection with our business may adversely affect our operations and profitability.*" on page 56.

Human resources

Our business is manpower intensive and the success of our business depends on maintaining skilled employees with technical knowledge, who are able to liaise with the Technology Partners, as well as our clients and customers. As of September 30, 2024, we have 1,772 employees on our payroll, out of the same 1,727 are skilled and semi-skilled technical manpower engaged in the implementation and management of our various projects.

Further, as on September 30, 2024, we had engaged 693 employees on contractual basis through third party service providers, based upon the requirements of the projects. For further details, please see "*Risk Factor – 19. We engage contractual workers for carrying out certain functions in relation to few of our Ongoing Projects. In the event of non-availability of such contractual workers at* *reasonable cost, any adverse regulatory orders or any default on payments to them by the independent contractors could lead to disruption of our business operations*." on page 40.

The breakdown of our employees on our payroll as of September 30, 2024, by function is set out in the table below:

Departments	No of Employees
Business Development Department	16
Chief Executive Director	1
Finance and Accounts department	10
Human Resource and Admin department	18
Project Implementation Team	1,710
Project Management Team	17
Grand Total	**1,772**

In addition to our full-time employees, we engage personnel on a temporary and contractual basis in connection with our projects depending upon the project sites. For further details on risks, please see "*Risk Factor – 12. We have delayed in payments of employee state insurance contributions, provident fund, and other statutory dues in the past. We may be subject to regulatory actions and penalties for any such past or future delays which in turn could have an adverse impact on our business, financial condition, results of operations and cash flows.*" on page 35.

Competition

We operate in a competitive industry with a plethora of large, mid-sized and small operators. We face competition from Indian multinational companies, domestic Indian companies, and transnational corporations. Some of our competitors, particularly the Indian multinational companies and the transnational corporations, are significantly larger than us and the size of their operations gives them the benefits of economies of scale. Some of these companies may be entrenched in their specific geographies. Some of our key competitors in our business verticals include Dynacons Systems & Solutions Limited, Orient Technologies Limited, Telecommunications Consultants India Limited, Larsen & Toubro Limited (L&T), Extramarks Education India Private Limited, Hitachi Systems Micro Clinic Private Limited, Value Point Systems Private Limited, and Aabasoft technologies India Private Limited. [*Source: D&B Report*]

Corporate Social Responsibility

The Companies Act, 2013 mandates that the Board of Directors ensure that we spend, in each Fiscal, at least two percent of our average net profits during the three immediately preceding Fiscals. We have adopted a CSR policy ("**CSR Policy**") on October 13, 2022, in compliance with requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014, as amended, since we booked a profit of more than ₹ 500 lakhs in Fiscal 2022. Our CSR Committee was thus constituted on October 13, 2022. In line with the CSR Policy adopted by us, our CSR activities are focused on areas of promoting education and skill development. For Fiscal 2025, our CSR obligation amounts to ₹56.27 lakh. While we allocated a portion of our profits in Fiscal 2022 and 2023 for CSR initiatives in accordance with our policy, we were unable to fully expend the required amounts. Consequently, an unspent amount of ₹9.74 lakh was transferred to the CSR Unspent Account on April 29, 2023, for use in ongoing projects. As per applicable law, the transferred amount must be utilized within three fiscal years from the date of transfer. Additionally, on July 12, 2024, an amount of ₹21.00 lakh was transferred to the CSR Unspent Account, and ₹30.26 lakh was subsequently disbursed for carrying out CSR activities on July 23, 2024. We have ensured that portions of our allocated profits are spent on CSR activities, as required under the Companies Act, 2013. We were in compliance with our CSR requirements during and after Fiscal 2024 and till the date of the Draft Red Herring Prospectus. While no action has been initiated by the RoC or the Ministry of Corporate Affairs for the abovementioned delay in utilising unspent amounts, we cannot assure you that there will not be any regulatory or statutory investigation or action in relation to the delay. Failure to adhere to applicable regulation may subject us to penalties, and have an adverse effect on our reputation, financial condition, cash flows and results of operations. "*Risk Factor - 14. We had not spent certain allocated portions of our profits towards CSR, as required under the Companies Act, 2013. The unspent amounts were transferred to the CSR unspent account and have since been fully utilized in terms of our CSR policy. Failure to adhere to applicable regulation may subject us to penalties, and have an adverse effect on our reputation, financial condition, cash flows and results of operations.*" on page 37.

Material Properties

Our headquarters, being the Registered and Corporate office of the Company, is located in Ahmedabad, on a leasehold property with an area of approximately 1,800 square feet. In addition, we have three branch offices located in Gurugram, Bengaluru and Mumbai.

Our material properties are as mentioned below:

Sr. No.	Particulars	Address	Leased/Owned	Lease/rent term	Lease/rent amount (In ₹ per month)****	Lessor of the property
1.	Registered and Corporate office (admeasuring 1,800 square feet)	17, Goyal Intercity, B/h Drive in Cinema, Thaltej Road, Ahmedabad, Gujarat – 380058	Leased*	February 9, 2025 – January 8, 2028 (35 months 29 days)	35,000	Ridhish Kiritbhai Patel
2.	Office Space (admeasuring 1,890 square feet)	19, Goyal Intercity, B/h Drive in Cinema, Thaltej Road, Ahmedabad, Gujarat – 380058	Leased	December 9, 2024 – December 8, 2025 (11 months 29 days)	70,000	Anand Roop Chand Bhandari
3.	Warehouse (admeasuring 7,500 square feet)	Ground floor godown, situated at Satnam Estate, B/h H.P. Petrol Pump, Bavla Road, Sanathal, Chokdi, Ahmedabad, Gujarat – 382210.	Leased	December 1, 2023 – September 30, 2025 (22 months)	1,13,400	Surjitsingh Rewalsingh Bagga
4.	Office space (admeasuring 1,764 square feet)	16, Goyal Intercity, B/h Drive in Cinema, Thaltej Road, Ahmedabad, Gujarat – 380058	Leased**	May 15, 2024 – May 14, 2027 (36 months)	35,000	Ami Ridhish Patel
5.	Branch office (admeasuring 4,595.40 square feet)	Unit No. 35, Ground Floor, situated at the shopping mall, the Bristol Hotel, Gurgaon, Haryana – 122002	Leased	December 18, 2023 – December 17, 2026 (36 months)	53,500	Karan Khanna
6.	Branch office (admeasuring 525 square feet)	Office No. 112, 1st floor, Alpine Industrial Estate, Military Road, Marol, Andheri East, Mumbai, Maharashtra – 400059	Leased	November 1, 2023 – October 31, 2026 (36 months)	24,500	Brijesh Chowdhary Lavu
7.	Branch office (700 square feet)	First Floor, Site no – 01, Lochan Tower, AB Vajpayee Road, VSR Layout, Kadugodi, Bengaluru, Karnataka - 560067	Leased***	February 26, 2024 – January 25, 2025 (11 months)	17,750	Pradeep M.
8.	Experience Zone (admeasuring 4,000 square feet)	No. 9, Dev Atelier, Anand Nagar Road, Satellite, Ahmedabad - 380015	Leased	August 15, 2024 – August 14, 2033 (108 months)	3,81,000	Nirav Bhai Dipak Kumar Shah HUF and Chirag Bhai Dipak Kumar Shah HUF
9.	Project Office / Camp Office (admeasuring 20,000 square feet)	5/12E Chakdondi, Arel Mode, Naini, Prayagraj, Uttar Pradesh– 211008	Leased	October 8, 2023 – April 7, 2025 (18 months)	4,40,000	Weblatic, having proprietor Rishab Tiwari
10	Project Office / Camp Office (admeasuring 17,820 square feet)	Durga Enclave, Kargi Grant, Dehradun, Uttarakhand-248001	Leased	September 24, 2024 – August 23, 2025 (11 months 29 days)	18,000	Narendra Kumar Sharma/Pathak

**The Registered and Corporate Office is leased from our Promoter and Managing Director, Ridhish Kiritbhai Patel. For further details regarding our Registered and Corporate Office, please see "Risk Factor – 50. Our Registered and Corporate Office is located on leased premises and there can be no assurance that the lease agreement will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms." on page 53.*
***The office space is leased from our Promoter and Director, Ami Ridhish Patel. For further details, please see "Our Promoters and Promoter Group- Interest in property, land, construction of building and supply of machinery" on page 290.*
****While our lease agreement for these premises has expired, we are permitted to retain possession vide a verbal understanding with the lessor. For additional details, "Risk Factor - 20. Some premises under our possession do not have valid lease agreements." on page 40.*
*****Excluding GST.*

In addition, we lease out warehouses from third party service providers depending upon the location of the project sites serviced by us. The agreements with warehouse providers are entered on a need basis depending upon the locations of the projects being serviced by us at any time. We store our project-based inventories in these serviced warehouses, and transport products from these serviced warehouses to our clients, based on project requirements. As on date, we have taken two warehouses on leasehold basis from these third party service providers. For risks related to such third-party warehousing services, please see "*Risk Factor - 11. We rely on independent contractors and third party service providers for some part of our services and on third party suppliers for our products* *and any failure on their part to perform their obligations could adversely affect our reputation, business, results of operations, and cash flows.*" on page 34.

KEY REGULATIONS AND POLICIES

The following is an overview of the relevant sector specific laws and regulations which are applicable to our business and operations in India. The information detailed below has been obtained from publications available in the public domain. The description of laws and regulations set out below are not exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. The statements below are based on the current provisions of Indian law, and remain subject to judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative, or judicial decisions. For details of government approvals obtained by our Company and its Subsidiary, please see "Government and Other Approvals" on page 340.

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A. Laws in relation to our business

Information Technology Act, 2000 and Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules, 2011 (the "IT Act")

The IT Act governs and provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as electronic commerce. It also gives legal recognition to digital signatures and facilitates storage of data. The IT Act is applicable to any offence or contravention committed outside India as well. If the conduct of person constituting the offence involves a computer or a computerized system or network located in India, then irrespective of his/her nationality, the person is punishable under the IT Act.

Digital Personal Data Protection Act, 2023 (the "Data Protection Act")

The Data Protection Act was introduced in Lok Sabha on August 3, 2023, and received presidential assent on August 11, 2022, and came into force on such date. The Data Protection Act regulates the processing of digital personal data within the territory of India where such personal data is collected (a) in digital form; or (b) in non-digital form and digitized subsequently. Further, it regulates the processing of digital personal data outside the territory of India, where such processing is in connection with any activity related to offering goods or services to data principals in India**.** However, personal data processed by an individual for any personal or domestic purpose and the publicly available personal data is excluded from the scope of the law.

Data Protection refers to the set of privacy laws, policies and procedures that aim to minimise intrusion into one's privacy caused by the collection, storage and dissemination of personal data. Personal data generally refers to the information or data which relate to a person who can be identified from that information or data.

National Digital Communications Policy, 2018

With significant capabilities in both telecommunications and software, India, more than most countries, stands poised to benefit from harnessing new digital technologies and platforms to unlock productivity, as well as to reach unserved and underserved markets; thus, catalyzing economic growth and development, generating new-age jobs and livelihoods, and ensuring access to next generation services for its citizens. This policy aims for universal coverage rather than revenue maximization. This policy and principles framework will enable creation of a vibrant competitive telecom market to strengthen India's long-term competitiveness and serve the needs of our aspiring nation. The Policy aims to remove regulatory barriers and reduce the regulatory burden that hampers investments, innovation and consumer interest and identifies steps to strengthen the sector's institutional mechanism and legislative framework, to ensure that India's economy and citizens can derive the full potential of its digital communications sector.

General Financial Rules, 2017 ("GFR")

The GFR are a compilation of rules and orders of Government of India to be followed by all Government of India ministries and departments, attached subordinate bodies, and autonomous institutions (to the extent permitted by such autonomous institutions' bye-laws as approved by the Government of India) while dealing with matters involving public finances. The GFR aims to optimize resource utilization, prevent fraud, and promote responsible spending in government procurement. The GFR concerns the procurement of goods from outside agencies/bodies, and are to establish a system that ensures transparency, competition, fairness, and best value for money in the Government procurement process. The GFR involves various procurement methods like advertised and limited tender enquiries, two-stage bidding, single tender enquiries, and electronic reverse auctions. A key aspect is the requirement of bid security (mandated at 2-5% of the estimated value) to prevent bid withdrawal or alterations. The GFR emphasize fundamental principles of public procurement, including fairness, transparency, and promoting competition. It mandates objective specifications, adherence to quality standards, reasonable pricing, and a defined procurement cycle. This ensures that the procurement process is conducted ethically and efficiently. Further, the GFR focus on performance security, requiring it for contracts to ensure due performance. The amount, mandated to be 3-5% of the contract value, is to be obtained from the successful bidder awarded the contract as PBG. Acceptable forms include bank guarantees, demand drafts, and online payments, safeguarding the purchaser's interests. PBG remain valid for 60 days beyond the contract's completion, including warranty obligations.

The Legal Metrology Act, 2009 (the "Legal Metrology Act") and Legal Metrology (Packaged Commodities) Rules, 2011 (the "Legal Metrology Rules")

The Legal Metrology Act was enacted with the objectives to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto. The Legal Metrology Act states that any transaction/contract relating to goods/class of goods or undertakings shall be as per the weight/measurement/numbers prescribed by the Legal Metrology Act. The specifications with respect to the exact denomination of the weight of goods to be considered in transactions are contained in rules issued by each state. The Legal Metrology Act provides for imposition of penalty on use of non-standard, or unverified weights and measures, and for making any transaction, deal or contract in contravention of the standards of weights and measures.

The Legal Metrology Rules, framed under the Legal Metrology Act lays down specific provisions applicable to packages intended for retail sale, wholesale packages and for export and import of packaged commodities and also provides for registration of manufacturers and packers. The said rules also lays down specific provisions for ecommerce transactions and online sale of packaged commodities.

Bureau of Indian Standards Act, 2016

Bureau of Indian Standards Act, 2016 provides for the establishment of the Bureau of Indian Standards ("**BIS**") for the development of the activities, inter alia, standardization, conformity assessment and quality assurance of goods, articles, processes, systems and services, and for matters connected therewith and incidental thereto. Functions of the BIS include, inter alia, (a) recognizing as an Indian standard, with the prior approval of the Central Government, the mark of any international body or institution at par with the standard mark, for such goods, articles, process, system or service in India or elsewhere; (b) specifying a standard mark to be called the Bureau of Indian Standards Certification Mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; (c) providing training services in relation to inter alia, quality management, standards, conformity assessment; (d) publishing Indian standards; promotion of safety in connection with any goods, article, process, system or service; and (e) any such other functions as may be necessary for promotion, monitoring and management of the quality of goods, articles, processes, systems and services and to protect the interests of consumers and other stakeholders.

The Electricity Act, 2003 ("Electricity Act")

The Electricity Act is a central legislation and provides for, *inter alia*, generation, transmission, distribution, trading and use of electricity. Under the Electricity Act, the transmission, distribution, and trade of electricity are regulated activities which require licenses from the Central Electricity Regulatory Commission ("**CERC**"), the State Electricity Regulatory Commissions ("**SERCS**") or a joint commission (constituted by an agreement entered into between two or more state governments or the central government in relation to one or more state governments, as the case may be).

Under the Electricity Act, the appropriate commission, guided by, inter alia, the methodologies specified by the CERC with the aim of promotion of co-generation and generation of electricity from renewable sources of energy, shall specify the terms and conditions for the determination of tariff.

The Electricity Act requires the GOI to prepare the national electricity policy and tariff policy, from time to time, in consultation with the state governments and Central Electricity Authority. The Draft Electricity (Amendment) Bill, 2022 ("**Draft EAA**") was proposed by the Ministry of Power which seeks to amend certain provisions of the Electricity Act. Among others, the amendment proposes that on the issuance of license to more than one distribution licensee in an area of supply, the power and associated costs from the existing power purchase agreements with the existing distribution licensee, as on the date of issuing license to another distribution licensee, shall be shared among all the distribution licensees in the area of supply as specified by the State Commission. Further, it also proposes that in case of distribution of electricity in the same area of supply by two or more distribution licensees, the appropriate Commission, for promoting competition among such distribution licensees, will fix the maximum ceiling of tariff and the minimum tariff for retail sale of electricity.

The Draft EAA also provides that a distribution licensee may use distribution systems of other licensees in the area of supply for supplying power through the system of non-discriminatory open access on payment of wheeling charges.

Draft National Renewable Energy Act, 2015 ("Draft NRE Act")

The Draft NRE Act has been formulated by the Ministry of New and Renewable Energy ("**MNRE**") with the aim to promote the production of energy through use of renewable energy sources. The Draft NRE Act seeks to provide a framework to facilitate and promote the use of renewable energy. It aims to address issues with respect to renewable energy such as the principles of grid planning and operation and the concept of national targets and its compliance by utilities. It proposes the creation of a framework for governance of renewable energy at the national and state level by creating a national renewable energy committee and a national renewable energy advisory group. It also requires states to establish a state-level implementing agency responsible for implementing renewable projects. The Draft NRE Act would require the MNRE to prepare and publish a national renewable energy policy in consultation with the state governments, from time to time, to formulate and implement a state level renewable energy policy, and renewable energy plan taking into consideration the applicable national renewable energy policy and national renewable energy plan.

Among other things, the Draft NRE Act proposes to empower the GoI and State Governments to establish national renewable energy funds and state green funds, respectively, to meet the expenses incurred for implementing the national renewable energy policy and national renewable energy plan. Further, unlike the Electricity Act, no license is required for supply of electricity, if generated from renewable energy sources under the provisions of the Draft NRE Act.

The Ministry of New and Renewable Energy ("MNRE")

The MNRE is the nodal ministry of the Government of India at the national level for all matters relating to non-conventional sources of energy and renewable energy. The mandate of MNRE includes research, development, commercialisation and deployment of renewable energy systems or devices for various applications in rural, urban, industrial and commercial sector.

Electricity (Promoting Renewable Energy Through Green Energy Open Access) Rules, 2022 ("Electricity Rules 2022")

The Ministry of Power ("**MoP**") has notified the Electricity Rules, 2022. The Electricity Rules, 2022, provide for generation, purchase and consumption of green energy, including the energy from waste-to-energy plants. It provides in detail for renewable purchase obligation (RPO), green energy open access, nodal agencies, procedure for the grant of green energy open access, green certificate, banking, charges to be levied on open access and cross-subsidy surcharge. It also provides for tariff for green energy which shall be determined by the appropriate commission. It shall comprise of the average pooled power purchase cost of the renewable energy, cross-subsidy charges, if any, and service charges covering the prudent cost of distribution licensee for providing the green energy.

Remission of Duties and Taxes on Export Products Scheme ("RoDTEP Scheme")

Prior to January 1, 2021, the Merchandise Exports from India Scheme ("**MEIS**") was in force pursuant to which, the Government provided duty benefits depending on the product and the country of export. However, the Ministry of Finance, GoI has discontinued MEIS with effect from January 1, 2021 and announced RoDTEP Scheme for exporters. RoDTEP Scheme aims to ensure that exporters receive the refunds on the embedded taxes and duties that were previously non-recoverable. The benefits under the RoDTEP Scheme are to be received in the form of transferable duty credit scrips, or in the form of electronic scrips. The RoDTEP Scheme allows the exporter to utilize the scrips for the payment of import duty or to sell such duty credit scrips in the open market to other importers subject to the terms of the RoDTEP Scheme. The Ministry of Commerce and Industry has issued a notification dated March 8, 2024 (notification no. 70/2023) extending the RoDTEP support for exports made by the special economic zones units.

MNRE Circular on imposition of Basic Customs Duty ("BCD") on Solar PV Cells & Modules/ Panels

On March 9, 2021, MNRE issued a circular (ref. no. 283/3/2018- GRID SOLAR) in relation to imposition of BCD on solar cells and modules. According to the circular, with effect from April 1, 2022, BCD has been imposed on solar cells and modules at 25% and 40%, respectively.

Approved Models and Manufacturers of Solar Photovoltaic Modules (Requirement for Compulsory Registration) Order, 2019 ("ALMM Order")

To ensure the quality of solar cells and solar modules, used in solar PV power plants, the MNRE issued the "Approved List of models and manufacturers" ("**ALMM**") Order on January 2, 2019. The ALMM Order provides that only the models and manufacturers included in the ALMM, which is a list of eligible models and manufacturers complying with BIS standards, would be eligible for use in government/government assisted projects under government schemes and programmes installed in the country, including projects set-up for sale of electricity to the government under the "Guidelines for Tariff Based Competitive Bidding Process for Procurement of Power from Grid Connected Solar PV Power Projects" dated August 3, 2017 and the amendments thereof (collectively, the "**Applicable Projects**"). The ALMM consists of List I, specifying models and manufacturers of solar PV modules and List II specifying models and manufacturers of solar PV cells. After March 31, 2020, solar PV module manufacturers in List I have to mandatorily source PV solar cells only from manufacturers in List II

for the Applicable Projects. Manufacturers are required to make an application to the MNRE for inclusion in the ALMM. For being eligible to be included in List-I, the manufacturers are required to obtain a BIS certification in accordance with the Compulsory Registration Order. Before inclusion in the ALMM, a MNRE team will conduct inspection of the manufacturing facility of manufacturers whose models are certified/registered under the Compulsory Registration Order. If enlisted, such enlistment shall be valid for a four year period from the date of enlistment and can be renewed by submitting necessary documents and continued satisfactory performance of their products. Enlisted models and manufacturers will be subjected to random quality tests and any failure or non-compliance will lead to removal from the ALMM. The MNRE by way of its Office Memorandum dated March 22, 2024 has directed the enlistment of models of Solar PV Module Manufacturers, under List-I, which comply with the BIS Standards and meet the 'minimum module efficiency' requirement.

Earlier, with effect from March 10, 2023, the ALMM Order was kept in abeyance for one financial year, that is, FY 2023-24. The MNRE by way of its Office Memorandum dated March 29, 2024, has reinstated the ALMM Order, with effect from April 1, 2024.

Framework for enlistment of Models of OEMs of Solar PV Modules and Inverters

The GoI launched the PM-Surya Ghar: Muft Bijli Yojana on February 29, 2024, aimed at significantly increasing rooftop solar capacity across residential households and is set to run until 2026-27, contributing to a sustainable energy future. Under this scheme, the MNRE has introduced a comprehensive framework for the enlistment of models from OEMs to assist consumers in making informed decisions about solar PV modules and inverters. The manufacturer models satisfying the eligibility criteria as well as undertaking the enlistment procedure shall be listed on the National Portal as those offering superior performance, for the benefit of the consumer.

Bureau of Indian Standards Act, 2016 (the "BIS Act") and the Solar Photovoltaics, Systems, Devices and Components Goods (Requirements for Compulsory Registration) Order, 2017 ("Compulsory Registration Order")

The Bureau of Indian Standards Act, 2016 provides for the establishment of bureau for the standardisation, marking and quality certification of goods. Functions of the bureau include, inter alia, (a) recognizing as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specifying a standard mark which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) conducting such inspection and taking such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license. A person may apply to the bureau for grant of license or certificate of conformity, if the articles, goods, process, system or service confirms to an Indian Standard.

The Compulsory Registration Order issued by MNRE was published on August 30, 2017 and was scheduled to come into effect on the expiry of one year from the date of such publication. In terms of the Compulsory Registration Order, any manufacturer who, inter alia, manufactures, stores for sale, sells or distributes; (a) utility interconnected photovoltaic inverters, (b) power converters for use in PV power system, (c) PV modules (wafer and thin film) (d) thin film terrestrial PV modules; and (e) crystalline silicon terrestrial PV modules (collectively the "**Goods**") would require registration from the Bureau of Indian Standards for use of the Standard Mark as specified in the Schedule of the Compulsory Registration Order. The Compulsory Registration Order seeks to prohibit the manufacture or storage for sale, import, or distribution of the Goods which do not conform to the standard specified under the Compulsory Registration Order. However, pursuant to the notifications of MNRE dated April 16, 2018 and October 12, 2018, considering the time taken for tests and the framing of the guidelines for such tests, manufacturers of SPV modules and inverters were permitted in the interim to continue operations by submitting a self-certification that their products conform to the relevant Indian standards or their IEC counterparts along with proof of submission of samples to laboratories with the expected date of completion of testing. With respect to SPV modules ((c), (d) and (e) above), the timeline for submission of such self-certification together with samples for a test lab recognised by BIS pending results was January 1, 2019. However, pursuant to subsequent notifications of the MNRE, the latest being dated December 27, 2023, manufacturers of inverters ((a) and (b) above) have been permitted to continue operations by only submitting self-certification until December 31, 2024, provided that the manufacturers have valid IEC corresponding to the Indian Standard and test reports from accredited test labs.

Public Procurement (Preference to Make in India) Order for Renewable Energy Sector, 2018 ("Make in India Renewable Energy Order")

Pursuant to the Public Procurement (Preference to Make in India) Order, 2017 dated June 15, 2017 issued by the DIPP (the **"Make in India Order"**) to promote the manufacture and production of goods and services in India, the MNRE has issued the Make in India Renewable Energy Order, directing all departments / attached offices/ subordinate offices of the MNRE or autonomous bodies controlled by the Gol or government companies (as defined under the Companies Act) to adhere to the Make in India Order with respect to all of their procurements. For grid connected solar power projects, apart from civil construction, central ministries, departments, and central public sector undertakings, are required to give preference to domestically manufactured components, with solar modules required to be 100% locally manufactured and other components such as invertors required to be at least 40% locally manufactured. With respect to off grid / decentralised solar power, the requirement of local content in solar streetlights, solar home lighting systems, solar power packs/micro grid, solar water pumps, inverters, batteries, and any other solar PV balance of system is at least 70%.

The Jawaharlal Nehru National Solar Mission

The National Solar Mission (the "**NSM**") was approved by the Government of India on November 19, 2009 and launched on January 11, 2010 under the National Action Plan on Climate Change (NAPCC). The immediate aim of the NSM was to focus on setting up an enabling environment for solar technology penetration in the country both at a centralized and decentralized level. The NSM had set a target of 100 GW of solar power in India by 2022 and sought to implement and achieve the target in three phases (Phase I from 2012 to 2013, Phase II from 2013 to 2017 and Phase III from 2017 to 2022). The NSM aims to achieve parity with coal based thermal power by 2030.

Renewable purchase obligations

The Electricity Act promotes the development of renewable sources of energy by requiring the relevant electricity regulatory commission to ensure grid connectivity and the sale of electricity generated from renewable sources. In addition, it requires the relevant electricity regulatory commission to specify, for the purchase of electricity from renewable sources, a percentage of the total consumption of electricity within the area of a distribution licensee, which are known as renewable purchase obligations ("**RPOs**"). Pursuant to this mandate, most of the relevant electricity regulatory commission have specified solar and non-solar RPOs in their respective states. In terms of the RPO regulations, RPOs are required to be met by obligated entities (that is, distribution licensees, captive power plants and open access consumers) by way of own generation, or procurement of power from renewable energy developers, or purchasing renewable energy certificates, or purchasing from other licensee or a combination of any of these options.

Pursuant to the order dated June 14, 2018 (no. 23/03/2016-R&R) issued by the Ministry of Power, Government of India (the "**MoP**"), the MoP has notified the long-term growth trajectory of renewable purchase obligations for solar and non-solar, uniformly for all states/Union Territories for a period of three years i.e., Fiscal 2020 to 2022. This long-term growth trajectory has also been revised to include Large Hydropower Projects commissioned after March 8, 2019 pursuant to an order dated January 29, 2021 by the Ministry of Power, Government of India. Subsequently, the MoP, through an order dated July 22, 2022 (F. No. 09/13/2021-RCM) notified the renewable purchase trajectory for a period of 8 years i.e., Fiscal 2023 to Fiscal 2030. It includes trajectory for wind renewable purchase obligations, hydro power renewable purchase obligations and other renewable purchase obligations.

Central Electricity Regulatory Commission (Terms and Conditions for Renewable Energy Certificates in Renewable Energy Generation) Regulations, 2022 ("REC Regulations")

The Central Electricity Regulatory Commission notified the REC Regulations on May 9, 2022 which have been amended from time to time. The REC Regulations were enacted to develop the market in electricity from non-conventional energy sources by issuance of transferable and saleable credit certificates ("**REC Mechanism**"). The REC Mechanism provides a market based instrument which can be traded freely and provides means for fulfilment of RPOs by the distribution utilities/consumers. Under the REC Regulations, one certificate represents one MWh of energy generated and injected or deemed to have been injected into the grid, with a special provision that a certificate multiplier may be issued by the CERC keeping in view the maturity level and cost of various renewable energy technologies. The REC Regulations determine the quantum of such certificates to be issued to the eligible entities and the method of dealing in the certificates.

The National Load Despatch Centre is the central agency which oversees the REC Mechanism, including, inter alia, registration of eligible entities, issuance of certificates, maintaining and settling accounts in respect of certificates, acting as repository of transactions in certificates and such related functions of the REC Mechanism as may be assigned by the

CERC. There are certain conditions which are now imposed on electricity generating company, distribution licensee and captive generation plant to be eligible to apply for REC.

Pradhan Mantri Kisan Urja Suraksha evam Utthaan Mahabhiyan Scheme 2019 ("PM-KUSUM")

The PM-KUSUM scheme was implemented by the MNRE in 2019 with three components: (i) For setting up of 10,000 MW of decentralised grid connected renewable energy power plants on barren land. Under this component, renewable energy-based power plants ("**REPP**") of capacity 500 KW to 2 MW will be set up by individual farmers / group of farmers / cooperatives / panchayats / farmer producer organisations ("**FPO**") / water user associations ("**WUA**") on barren land. The power generated will be purchased by state electricity distribution companies

DISCOMs") at pre-fixed tariff; (ii) For installation of 1.75 million standalone solar agriculture pumps. Individual farmers will be supported to install standalone solar agriculture pumps of capacity up to 7.5 HP for replacement of existing diesel agriculture pumps / irrigation systems in off- grid area, where grid supply is not available; and (iii) For solarisation of 10 lakh grid connected agriculture pumps. Under this component, individual farmers having grid connected agriculture pumps will be supported to solarise pumps. The farmers will be able to use the generated solar power to meet their irrigation needs and excess power will be sold to DISCOMs at pre- fixed tariff.

The scope of this scheme was expanded in 2021, with 20 lakh farmers to now be provided with assistance to install standalone solar pumps, and another 15 lakh farmers to be assisted with solarising their grid-connected pump sets.The scheme aims to add solar capacity of about 34,800 MW by March 2026.

National Electricity Policy

The GoI approved the National Electricity Policy on February 12, 2005, in accordance with the provisions of the Electricity Act. The National Electricity Policy lays down the guidelines for the development of the power sector, including renewable energy, and aims to accelerate the development of the sector by providing supply of electricity to all areas and protecting interests of consumers and other stakeholders. The National Electricity Policy provides that the state electricity regulatory commissions ("**SERCS**") should specify appropriate tariffs in order to promote renewable energy, until renewable energy power producers relying on non-conventional technologies can compete with conventional sources of energy.

The SERCs are required to ensure progressive increase in the share of generation of electricity from non- conventional sources and provide suitable measures for connectivity with grid and sale of electricity to any person. Further, the SERCs are required to specify, for the purchase of electricity from renewable energy sources, a percentage of the total consumption of electricity in the area of a distribution licensee. Furthermore, the National Electricity Policy provides that such purchase of electricity by distribution companies should be through a competitive bidding process. The National Electricity Policy permits the SERCs to determine appropriate differential prices for the purchase of electricity from renewable energy power producers, in order to promote renewable sources of energy. The Ministry of Power has revised the existing National Electricity Policy and proposed the Draft National Electricity Policy, 2021 ("**Draft Policy**") that aims to expand the availability of electricity in households across the country, while supplying efficient and quality power of specified standards. Further, in accordance with the Draft Policy, the Ministry of Power has also released the National Electricity Plan (Vol-I Generation) for the period of 2022-2032, consisting of a detailed plan for the period of 2022-2027 and a prospective plan for 2027-2032, thereafter, focusing on the country's future electricity demand and capacity requirements.

National Tariff Policy

The Gol notified the revised National Tariff Policy effective from January 28, 2016. Among others, the National Tariff Policy seeks to ensure availability of electricity to consumers at reasonable and competitive rates, financial viability of the sector and attract investments and promote generation of electricity from renewable sources. The National Tariff Policy recommends that the appropriate commissions under the Electricity Act should provide a regulatory framework to facilitate generation and sale of electricity from renewable energy sources, particularly from roof-top solar systems, by any entity including local authority, panchayat institution, user institution, cooperative society, non-governmental organization, franchisee or by a renewable energy service company.

Integrated Energy Policy 2006

The Integrated Energy Policy, 2006, ("**Policy**") is a report of an expert committee constituted by the Government of India, to explore alternative technologies and possible synergies that would increase energy system efficiency and meet the requirement for energy services. The aims and objectives of this Policy include, amongst others, providing appropriate fiscal policies to take care of externalities, tax measures, transparent and targeted subsidies, promoting energy efficiency, providing incentive for renewable energy production by linking the incentive to not just the outlay but also the output. The Policy also provides for the respective power regulators to mandate feed- in-laws for renewable energy, as may be appropriate and as provided under the Electricity Act.

Net Metering Regulations

These regulations have been formulated by various states to promote the generation of electricity from renewable energy sources in respect of the grid connected solar rooftop photovoltaic systems. These regulations regulate the supply of excess electricity from an eligible consumer allowing the consumer to export the excess quantum of electricity produced from his premises to the distribution licensee. Under these regulations, the eligible consumer can avail the benefit of the excess quantum supplied to be carried forward to the next billing cycle as credited units of electricity.

Grid Connected Solar Rooftop Programme

The aim of this initiative is to achieve a cumulative installed capacity of 40,000 MW from grid connected rooftop solar projects. Phase-II of the Grid Connected Solar Rooftop Programme was approved by the Cabinet Committee on Economic Affairs ("**CCEA**"). The MNRE by way of its Office Memorandum dated January 5, 2024 has provided for central financial assistance for residential rooftop solar installations, at the revised rates of ₹ 18,000/kW for the first 3 kW capacity of rooftop systems, and ₹ 9,000/kW for those with a capacity beyond 3kW and upto 10 kW. The Phase- II also focuses on increasing the incentives for DISCOMs based on achievement of certain installed capacity. This Phase-II Scheme shall remain in existence till March 31, 2026.

Framework for Promotion of Decentralized Renewable Energy Livelihood Applications ("DRE Policy")

The Ministry of New and Renewable Energy issued the DRE Policy in February 2022 with the objective of facilitating the development of an enabling ecosystem for widespread access to DRE applications for promoting sustainable livelihoods in the country, including in rural and remote areas. The DRE policy aims to enable a market-oriented ecosystem to attract the private sector for the development and deployment of DRE based livelihood applications. It will ensure a strong monitoring and evaluation framework for long-term performance sustainability of DRE based livelihood solutions and to assess their impact on different populations including marginalized groups and women. Further, it will promote skill development for strengthening the service infrastructure at the local level and encourage innovation and research and development to develop efficient and cost-effective DRE livelihood applications.

Renewable Energy Research and Technology Development Programme ("RE-RTD")

The Ministry of New and Renewable Energy is implementing the RE-RTD through various research institutions and industry to develop indigenous technologies and manufacturing for widespread applications of new and renewable energy in efficient and cost-effective manner, including international collaboration for joint technology development and demonstration. It provides up to 100% financial support to government / non-profit research organizations and up to 70% to industry, startups, private institutes, entrepreneurs, and manufacturing units. The Programme has been continued during the period 2021-22 to 2025-26 with a budget outlay of ₹ 228 crores.

Foreign Investment Regulations

Foreign investments in India are governed by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("**FEMA Rules**") and the Consolidated FDI Policy, 2020, issued by the Department for Promotion of Industry and Internal Trade (formerly, Departmental of Industrial Policy and Promotion). Further, the Reserve Bank of India has enacted the Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) Regulations, 2019, which regulate the mode of payment and remittance of sale proceeds, among others. Under the Consolidated FDI Policy, 2020, 100% foreign direct investment under the automatic route, i.e., without requiring prior governmental approval, is permitted in the manufacturing sector. The Consolidated FDI Policy, 2020 and the FEMA Rules prescribe, *inter alia*, the method of calculation of total foreign investment (i.e., direct foreign investment and indirect foreign investment) in an Indian company.

Production linked incentive scheme ("PLI Scheme")

The aim of the PLI scheme is to boost domestic manufacturing and cut down on import bills. The PLI scheme provides companies incentives on incremental sales from products manufactured in domestic units. Along with inviting foreign companies to set up shops in India, the PLI scheme also aims to encourage local companies to set up or expand existing manufacturing units. The PLI scheme was initially rolled out for mobile and allied equipment, pharmaceutical ingredients, and medical devices manufacturing. In the union budget 2021-22, the government had introduced provisions for renewable energy sector. In November 2020, the government further introduced ten new PLI schemes including renewable energy, amongst others. The MNRE has introduced the PLI Scheme for the 'High Efficiency Solar PV Modules' sector, by letter dated April 28, 2021, with the aim to promote manufacturing of high efficiency solar PV modules in India and reduce the import dependence in the area of renewable energy. The PLI scheme will also incentivise new gigawatt (GW) scale solar PV manufacturing facilities in India. Additionally, as part of the renewable energy capacity targets set for achievement by 2030, the NITI Aayog Order dated November 20, 2020 has approved a financial outlay of Rs. 4,500 crore over a period of five years for PLI for high efficiency solar PV modules. The tenure of the PLI scheme for large scale electronics manufacturing is extended from the existing 5 years to 6 years i.e., to financial year 2025-26.

Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors ("SPECS")

The Scheme for Promotion of Manufacturing of Electronic Components and Semiconductors was notified by the Government of India on April 1, 2020. SPECs provides financial incentive of 25% on capital expenditure for the identified list of electronic goods that comprise downstream value chain of electronic products, i.e., electronic components, semiconductor/ display fabrication units, ATMP units, specialized sub-assemblies and capital goods for manufacture of aforesaid goods, all of which involve high value-added manufacturing. The Scheme is also applicable to investments in new units and expansion of capacity/ modernization and diversification of existing units. Application under the Scheme can be made by any entity registered in India. The Government of India has further issued an addendum to SPECS dated April 5, 2023 extending the scheme duration to March 31, 2029.

Modified Special Incentive Package Scheme ("MSIPS")

The Modified Special Incentive Package Scheme was notified by the Government of India on July 27, 2012. MSIPS provides capital subsidy of 20% on investments in Special Economic Zones ("**SEZs**") and 25% in non- SEZs. Incentives are given for 44 categories/ verticals across the value chain i.e. raw materials including assembly, testing, packaging and accessories, chips, components etc.). These incentives are provided for a period of 5 years from the date of approval of application. MSIPS was revised via notification dated August 3, 2015 to cover 15 new product categories and provided for simplified procedures with respect to date of submission of application, allowing disbursement of incentives on a quarterly basis as against annual basis under the earlier scheme, dispensation of separate technical evaluation and allowing MSIPS in any part of the country as against only in notified areas etc. The scheme was further revised vide notification dated January 30, 2017.

Public Procurement (Preference to Make in India) Order for Renewable Energy Sector, 2018 ("Make in India Renewable Energy Order")

Pursuant to the Public Procurement (Preference to Make in India) Order, 2017 dated June 15, 2017 issued by the DIPP ("**Make in India Order**") to promote the manufacture and production of goods and services in India, the MNRE has issued the Make in India Renewable Energy Order, directing all departments / attached offices / subordinate offices of the MNRE or autonomous bodies controlled by the GoI or government companies (as defined under the Companies Act) to adhere to the Make in India Order with respect to all of their procurements. For grid connected solar power projects, apart from civil construction, central ministries, departments, and central public sector undertakings, are required to give preference to domestically manufactured components, with solar modules required to be 100% locally manufactured and other components such as invertors required to be at least 40% locally manufactured. With respect to off grid / decentralised solar power, the requirement of local content in solar streetlights, solar home lighting systems, solar power packs / micro grid, solar water pumps, inverters, batteries, and any other solar PV balance of system is at least 70%.

Central Public Sector Undertakings ("CPSU")

The Ministry of New and Renewable Energy ("**MNRE**") issued amendments for setting up 12 GW of solar projects with viability gap funding ("**VGF**") by CPSUs for self-use or use by government entities. The total cost of the projects under this program is estimated to be ₹480 billion.

As per an earlier amendment, the Indian Renewable Energy Development Agency ("**IREDA**") was made the implementing agency on behalf of the MNRE, including conducting the bidding through the VGF route. In 2021, IREDA floated a tender to set up 5 GW of grid-connected solar projects in India (Tranche III) under the CPSU program (Phase II). IREDA capped the tariff under this tender at ₹2.20/kWh. Following the announcement, Telecommunications Consultants India Limited issued an expression of interest to select partners for setting up solar projects under this program.

State Solar Policies

Our Company's operations are also subject to the solar policies framed in the states in which the solar power projects are implemented, and we supply our products to such projects. Such policies typically provide a framework for the governance of the solar power industry and projects, procedures for undertaking of bids, terms of the renewable purchase obligations, connectivity to grid lines and the measures to be taken to promote the development of solar power in the state, including incentives to manufacturer such as grants of concessions on certain taxes, research and development initiatives.

B. Laws in relation to Intellectual Property

Trade Marks Act, 1999 (the "Trademark Act")

The Indian law on trademark is enshrined in the Trade Marks Act of 1999. Under the existing Trademark Act, a trademark is a mark used in relation to goods and/or services so as to indicate a connection between the goods or services being provided and the proprietor or user of the mark. A 'Mark' may consist of a word or invented word, signature, device, letter, numeral, brand, heading, label, name written in a particular style, the shape of goods other than those for which a mark is proposed to be used, or any combination thereof or a combination of colours and so forth. The trademark once it is applied for is advertised in the trademarks journal, oppositions, if any, are invited and after satisfactory adjudication of the same, is given a certificate of registration. The right to use a mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is ten years, which may be renewed for similar periods on payment of prescribed renewal fees.

The Copyright Act, 1957 ("Copyright Act")

The Copyright Act, along with the Copyright Rules, 1958, serves to create property rights for certain kinds of intellectual property. The Copyright Act governs copyrights subsisting in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings, including computer programmes, tables and compilations including computer databases. Software, both in source and object code, constitutes a literary work under Indian law and is afforded copyright protection and the owner of such software becomes entitled to protect his works against unauthorised use and misappropriation of the copyrighted work or a substantial part thereof. Any act of this nature entitles the copyright owner to obtain relief from a court of law including injunction, damages and accounts of profits. Further, copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work and once registered, copyright protection remains valid until expiry of sixty years from the demise of the author.

Reproduction of a copyrighted software for sale or hire or commercial rental, offer for sale or commercial rental, issuing copy(ies) of the computer programme or making an adaptation of the work without consent of the copyright owner amount to infringement of the copyright. However, the Copyright Act prescribes certain fair use exceptions which permit certain acts, which would otherwise be considered copyright infringement.

C. Labour Laws

The employment of workers, depending on the nature of activity, is regulated by a wide variety of generally applicable labour laws. The following is an indicative list of labour laws which may be applicable to us due to the nature of our business activities:

(a) Employees' Compensation Act, 1923

(b) Employees' Provident Funds and Miscellaneous Provisions Act, 1952

(c) Employees' State Insurance Act, 1948

(d) Minimum Wages Act, 1948.

(e) Payment of Bonus Act, 1965

(f) Payment of Gratuity Act, 1972

(g) Payment of Wages Act, 1936

(h) Maternity Benefit Act, 1961

(i) Industrial Disputes Act, 1947

(j) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

(k) The Child Labour (Prohibition and Regulation) Act, 1986

(l) The Equal Remuneration Act, 1976

(m) The Code on Wages, 2019*

(n) The Occupational Safety, Health and Working Conditions Code, 2020**

(o) The Industrial Relations Code, 2020***

(p) The Code on Social Security, 2020****

The Government of India enacted 'The Code on Wages, 2019' ("Code on Wages**") which received the assent of the President of India on August 8, 2019. The provisions of this code are proposed to be brought into force by the Central Government on a date to be notified by the Central Government. 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. In pursuance of the Code on Wages, the Code on Wages (Central Advisory Board) Rules, 2021 have been notified, which prescribe the constitution and functions of the Central Advisory Board set up under the Code on Wages.*

***The Government of India enacted 'The Occupational Safety, Health and Working Conditions Code, 2020' which received into force from May 3, 2021 by the Ministry of Labour and Employment through a notification dated April 30, 2021 and other provisions of this code are proposed to be brought into force on a date to be notified by the Central Government. It proposes to subsume several separate 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 Government of India enacted 'The Industrial Relations Code, 2020' which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on a date to be notified by the Central Government. It proposes to subsume three separate legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946.*

*****The Government of India enacted 'The Code on Social Security, 2020 ("Code on Social Security") which received the assent of the President of India on September 28, 2020. The provisions of this code are proposed to be brought into force on a date to be notified by the Central Government. 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.The Ministry of Labour and Employment, Government of India has notified the draft rules relating to Employee's Compensation under the Code on Social Security, 2020 on June 3, 2021, inviting objections and suggestions, if any, from the stakeholders. Further, draft rules under the Code on Social Security ("**Draft Rules**") were notified on November 13, 2020. The Draft Rules propose to subsume the Employees' State Insurance (Central) Rules, 1950, Employees' Provident Funds Appellate Tribunal (Conditions of Service) Rules, 1997 and the Payment of Gratuity (Central) Rules, 1972.*

The Contract Labour (Regulation and Abolition) Act, 1970, as amended (the "CLRA Act")

In respect of our projects, we may use the services of certain licensed contractors who in turn employ contract labour whose number exceeds 20 (twenty), subject to state amendments, in respect of certain facilities. Accordingly, we are regulated by the provisions of the CLRA Act, and the rules framed thereunder which requires us to be registered as a principal employer and prescribes certain obligations with respect to welfare and health of contract labour. The CLRA Act 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 Act.

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in which establishments are set up, establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of opening and closing hours, daily and weekly working hours, rest intervals, overtime, holidays, leave, health and safety measures, termination of service, wages for overtime work, maintenance of shops and establishments and other rights and obligations of the employers and employees. There are penalties prescribed in the form of monetary fine or imprisonment for violation of the legislations. In the case of our Company, the following acts are applicable under this head:

(i) The Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019;
(ii) The Maharashtra Shops and Establishments (Regulation of Employment and Condition of Service) Act, 2017;
(iii) The Karnataka Shops and Commercial Establishments Act, 1961; and
(iv) The Punjab Shops and Commercial Establishments Act, 1958.

D. Taxation Laws

The Goods and Services Tax (GST) is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST law is enforced by various acts viz. Central Goods and Services Act, 2017 (CGST), relevant state's Goods and Services Act, 2017 (SGST), Union Territory Goods and Services Act, 2017 (UTGST), Integrated Goods and Services Act, 2017 (IGST), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (Income Tax Act) is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of this Act or rules made there under depending upon its 'Residential Status' and 'Type of Income' involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

The Customs Act, 1962 as amended, regulates import of goods into and export of goods from India by providing for levy and collection of customs duties on goods in accordance with the Customs Tariff Act, 1975. Any Company importing or exporting goods is first required to get registered under the Customs Act and obtain an Importer Exporter Code under FTDR. Customs duties are administrated by Central Board of Indirect Tax and Customs under the Ministry of Finance, Government of India

E. Regulations Related to Foreign Trade

The foreign policy of India is governed and regulated by the Foreign Trade (Development and Regulation) Act, 1992 (the "**Foreign Trade Act**"). The Foreign Trade Act has empowered the Central Government to make provisions for the development as well as regulation of foreign trade by the way of facilitating imports into as well as augmenting exports from the country and in all the other matters related to foreign trade. It authorises the government to formulate as well as announce the export and import policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The Foreign Trade Act provides for certain appointments especially that of the Director-General to advise the Central Government in formulating import and export policy and to implement the same. Further, the act commands every importer as well as exporter to obtain a code number called the Importer Exporter Code Number (IEC) from the Director-General or the authorised officer. The act provides the balancing of all the budgetary targets in terms of imports and exports. The principal objectives here include the facilitation of sustain growth as to the exports of the country, the distribution of quality goods and services to the domestic consumer at internationally competitive prices, stimulation of sustained economic growth by providing access to essential raw materials as well as enhancement of technological strength, industry as well as services and improvement of their competitiveness to meet all kinds of requirement of the global markets.

F. Environmental Laws

The Environment (Protection) Act, 1986 ("EPA") read with Environment Protection Rules, 1986 (the "EP Rules") and the Environmental Impact Assessment Notification, 2006 ("EIA Notification")

The EPA has been enacted for the protection and improvement of the environment. It stipulates that no person carrying on any industry, operation or process shall discharge or emit or permit to be discharged or emit any environmental pollutant in excess of such standards as may be prescribed. Further, no person shall handle or cause to be handled any hazardous substance except in accordance with such procedure and after complying with such safeguards as may be prescribed. EPA empowers the Central Government to take all measures necessary to protect and improve the environment such as laying down standards for emission or discharge of pollutants, providing for restrictions regarding areas where industries may operate and generally to curb environmental pollution.

Further, the EP Rules specifies, inter alia, the standards for emission or discharge of environmental pollutants, prohibitions and restrictions on the location of industries as well as on the handling of hazardous substances in different areas. For contravention of any of the provisions of the EP Act or the rules framed thereunder, the punishment includes either imprisonment or fine or both. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

Water (Prevention and Control of Pollution) Act, 1974 ("Water Act")

The Water Act aims to prevent and control water pollution as well as restore water quality by establishing and empowering the relevant state pollution control boards. Under the Water Act, any individual, industry or institution discharging industrial or domestic waste into water must obtain the consent of the relevant state pollution control board, which is empowered to establish standards and conditions that are required to be complied with.

Air (Prevention and Control of Pollution) Act, 1981 ("Air Act")

Under the Air Act, the relevant state pollution control board may inspect any industrial plant or manufacturing process and give orders, as it may deem fit, for the prevention, control and abatement of air pollution. Further, industrial plants and manufacturing processes are required to adhere to the standards for emission of air pollutants laid down by the relevant state pollution control board, in consultation with the Central Pollution Control Board. The relevant state pollution control board is also empowered to declare air pollution control areas. Additionally, consent of the state pollution control board is required prior to establishing and operating an industrial plant. The consent by the state pollution control board may contain provisions regarding installation of pollution control equipment and the quantity of emissions permitted at the industrial plant.

E-Waste (Management) Rules, 2022

These rules are applicable to every manufacturer, producer, consumer, bulk consumer, collection centres, dealers, e-retailers, refurbished, dismantler and recycler involved in manufacture, sale, transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment listed in schedule I of the rules, including their components, consumables, parts and spares which make the products operational but does not apply to used lead acid batteries as covered under the Batteries (Management and Handling) Rules, 2001; micro enterprises as defined under the MSMED Act, 2006 and radioactive wastes as covered under the provisions of the Atomic Energy Act, 1962. According to these rules, entities covered under the rules are required to get themselves registered with the concerned state Pollution Control Board and to ensure that no damage is caused to the environment during the storage and transportation of e-waste.

G. Other Applicable Laws

Consumer Protection Act, 2019 and the rules made thereunder (the "Consumer Protection Act")

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide simpler and quicker access to redress consumer grievances. It seeks, inter alia to promote and protects the interests of consumers against deficiencies and defects in goods or services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of "consumer" has been expanded under the Consumer Protection Act to include persons engaged in offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. One of the substantial changes introduced by Consumer Protection Act is inclusion of the e-commerce industry under Consumer Protection Act with "e-commerce" defined to refer to the buying and selling of goods or services over digital or electronic network.

Therefore, the Consumer Protection Act aims to cover entities that are involved in the process of selling goods or services online. It provides for the establishment of consumer disputes redressal forums and commissions for the purposes of redressal of consumer grievances. In addition to awarding compensation and/or passing corrective orders, the forums, and commissions under the Consumer Protection Act, in cases of misleading and false advertisements, are empowered to impose imprisonment for a term which may extend to two years and fine which may extend to ten lakhs.

The Micro, Small and Medium Enterprises Development Act, 2006 ("MSMED Act")

The MSMED Act, was enacted to promote and enhance the competitiveness of Micro, Small and Medium Enterprise ("**MSME**"). A National Board shall be appointed and established by the Central Government for MSME enterprise with its head office at Delhi in the case of the enterprises engaged in the manufacture or production of goods pertaining to any industry mentioned in first schedule to Industries (Development and Regulation) Act, 1951. The Government, in the Ministry of Micro, Small and Medium Enterprises has issued a notification dated June 1, 2020 revising definition and criterion and the same came into effect from July 1, 2020. The notification revised the definitions as "Micro enterprise", where the investment in plant and machinery or equipment does not exceed one crore rupees and turnover does not exceed five crore rupees; "Small enterprise", where the investment in plant and machinery or equipment does not exceed ten crore rupees and turnover does not exceed fifty crore rupees; "Medium enterprise", where the investment in plant and machinery or equipment does not exceed five crore and turnover does not exceed two hundred and fifty crore rupees.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was originally incorporated as "*Blossom Infraspace Private Limited*" a private limited company under the Companies Act, 1956 through a certificate of incorporation dated February 8, 2011 issued by the Registrar of Companies, Gujarat at Dadra and Nagar Haveli. On March 1, 2017 our Company was admitted into a partnership, namely, M/s Armee Infotech. Subsequently, through a deed of dissolution dated April 1, 2017 the Partnership Firm was dissolved, and the business of M/s Armee Infotech was transferred to our Company. Pursuant to a resolution passed by our Board at its meeting held on March 31, 2017 and the special resolution passed by our Shareholders at their meeting held on April 8, 2017, the name of our Company was changed to "*ArMee Infotech Private Limited"* and a fresh certificate of incorporation consequent upon change of name was issued by the RoC on April 21, 2017. Upon conversion of our Company into a public limited company, pursuant to the approval accorded by our Shareholders at their extra-ordinary general meeting held on February 20, 2024, the name of our Company was changed to "*ArMee Infotech Limited*" and a fresh certificate of incorporation consequent upon change of name upon conversion to public limited company was issued to our Company by the RoC on April 24, 2024.

The Registered and Corporate Office of our Company is currently situated at 17, Goyal Intercity, B/h Drive in Cinema, Thaltej Road, Ahmedabad, Gujarat– 380058, India.

The following table sets forth the details of the change in registered office of the Company since its date of incorporation:

Date of Board resolution	Details of change in address of our registered office	Reason for change
March 28, 2012	Change in registered office of the Company from 301, Swagat Tower, behind Manav Mandir, Memnagar, Ahmedabad, Gujarat – 380052, India to 47, White House, Panchwati Cross Roads, Ellisbridge, Ahmedabad, Gujarat – 380006, India.	Administrative and operational convenience
February 9, 2015	Change in the registered office of the Company from 47, White House, Panchwati Cross Roads, Ellisbridge, Ahmedabad, Gujarat – 380006, India to 1002-1003, Akik Tower, Opp. Rajpath Club, Nr Pakwan Restaurant, S. G. Highway, Bodakdev, Ahmedabad, Gujarat – 380054, India.	Administrative and operational convenience
February 10, 2022	Change in the registered office of the Company from 1002-1003, Akik Tower, Opp. Rajpath Club, Nr Pakwan Restaurant, S. G. Highway, Bodakdev, Ahmedabad, Gujarat – 380054, India to 17, Goyal Intercity, B/h Drive in Cinema, Thaltej Road, Ahmedabad, Gujarat– 380058, India.	Administrative and operational convenience

Main Objects of our Company

The main objects of our Company contained in its Memorandum of Association are as disclosed below:

1. "*To provide services, maintenance of computer and its parts and/or various gadgets and to offer consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications, manufacturing and process control and automation, artificial intelligence, natural language processing and to undertake research and development, promote excellence and leadership and computer science, modern mathematics, vedic methodology, vedantic philosophy and universal and eternal value premises and to provide for such research and development including conducting and participating in seminars, workshops, exhibitions, conferences and the like and to obtain technical know-how, literature, brochures, technical data from abroad and export/disseminate them to other countries and bring in necessary skilled personnel into the country and to develop, market, implement systems and application software packages and related products for Indian and export markets to conduct software and hardware courses, to offer consultancy including hardware selection, system design, manpower selection, software development, implementation and training and to spread computer literacy and computer aided education in rural and urban areas through application of modern techniques, media communications and to operate data and information processing centers and to render all such services as are required by the customers in relation to processing of information*

and also in the interpretation, application and use of processed data, individually or in partnership or jointly with any private party or government, local or other bodies.

2. *To advice, provide consultancy services, develop and implement products for customers on all matters regarding implementation of computer software and hardware systems, management of data processing and information systems and data communication systems whether in India/abroad.*

3. *To design develop manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, lease, install, repair, service provide consulting and otherwise to deal in all classes and types of telecommunication, computing and related apparatus, instruments, machinery fixtures, devices, and contrivances and parts thereof including but not limited to telecommunications electronic test and measurement equipment analytical equipment data processing equipment, electronic calculators, equipment services, electrical and electronic components of every description and minicomputer and microcomputer products, main frame and super computers, computer networking products and services, computer software, film ware and programmers, electronic and mechanical computer and their peripherals of every kind, equipment, and terminals and workstations (including intelligent terminals), speech and other signal processing equipment and services, test equipment and parts, assemblies and sub-assemblies related to all of the above used in connection therewith, and to deal in all other machines, machinery, appliances apparatus devices, materials, substances, articles or things of a character similar or analogous to the foregoing or any of them or connected there with whether in India/abroad.*

4. *To design, develop, implement, and provide turnkey services in the information technology sector. This includes the preparation of sites and the ongoing maintenance of technology assets throughout their lifecycle.*

5. *To design, conduct, and manage capacity building and skill development programs within the information technology industry and relevant sectors.*

6. *To pursue investment opportunities within the technology sector and to establish aggregation platforms that leverage technology for improved market access and service delivery.*

7. *To establish and operate retail stores for technology products. This includes entering into distribution, retail, or partnership agreements with technology manufacturers for the purpose of promoting products and creating experience centers.*

8. *To carry on the business of generating, accumulating, distributing and supplying Solar Energy for its own use or for sale to Governments, State Electricity Boards, Intermediaries in Power Transmission / Distribution, Companies, Industrial Units, or to other types of users / consumers of Energy and in this regard to promote, develop, own, acquire, set up, erect, build, install, commission, construct, establish, maintain, improve, manage, operate alter, control, take on hire / lease, carry out and run all necessary Plants, equipment, sub-stations, workshops, generators, transmission facilities, machinery, electrical equipment, accumulators, repair shops, wires, cables, lamps, fittings and apparatus in the capacity of principals, contractors, developers or otherwise and to deal, buy, sell and hire / lease all apparatus and things required for or used in connection with generation, distribution, supply, accumulation of Solar Energy.*

9. *To carry on the business of consultants, advisors, auctioneers for all types of Solar Energy Plants and to undertake research and development in the field of solar energy and other allied fields and in this regard undertake Engineering, Procurement and Construction of Solar based Projects for residential and industries and design, engineer procurement of materials, construction and commissioning of solar power systems and manufacture and deal in Solar UPS (Urgent Power Supply) systems.*

10. *To carry on the business of manufacture, assemble, purchase, import, export and otherwise deal in India or abroad in all types of cells, batteries, energy storage devices, conversion and generation devices, appliances, gadgets, equipment and products, including power packs, power supplies; generators, solar panels, chargers and sub-assemblies, components, parts and accessories thereof."*

The main objects clause as contained in the Memorandum of Association enables our Company to carry on the business presently being carried out.

Amendments to the Memorandum of Association

The amendments to our Memorandum of Association in the 10 years immediately preceding the date of this Draft Red Herring Prospectus are as detailed below.:

Date of Shareholders' resolution/Effective date	Particulars
March 9, 2015	MoA was amended to add the following clauses:

Date of Shareholders' resolution/Effective date	Particulars
	(2) To carry on the business of dealing in through Mobile Phones and internet in all kind of durable, consumable and other product and goods of day to day use by establishing marketing network and Mobile Phone and by providing market support to manufacturers, distributors and dealer of all kinds of products and goods. *(3) To carry on the business as weavers or otherwise manufacturers, Buyers, sellers, importers, exporters and dealers of Silk, Art Silk, Synthetic, Woolen and cotton fabrics and other fibrous products including dressing and furnishing materials, uniforms, readymade; garments, carpets and carpet backing, blankets padding knitted goods, woven bags, hosiery gloves, yarn and sewing thread and, to carry on the business of packing, grading, crimping, twisting, texturing, bleaching dyeing, printing, mercerizing or otherwise' processing yarn, cloth, carpets blankets and other textile goods whether made from cotton, jute, wool, silk, art silk, synthetic, and other fabrics or blends thereof.* *(4) To provide consultancy for Lighting Conceptualization Services for Facade Lighting, Landscape Lighting, Internal Lighting and undertake contracts/orders/assignments for Designing Lighting for Residential, Commercial, Industrial, Decorative, Interiors and! Exteriors of Structures and open spaces.* *(5) To advice, provide consultancy services, develop and implement products for customers on all matters regarding implementation of computer software and hardware systems, management of data processing and information systems and data communication systems whether in India/Abroad.* *(6) To design develop manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, lease, install, repair, service provide consulting and otherwise to deal in all classes and types of telecommunication, computing and related apparatus, instruments, machinery fixtures, devices, and contrivances and parts thereof including but not limited to telecommunications electronic test and measurement equipment analytical equipment data processing equipment, electronic calculators, equipment services, electrical and electronic components of every description and minicomputer and microcomputer products, main frame and super computers, computer networking products and services, computer software, film ware and programmers, electronic and mechanical computer and their peripherals of every kind, equipment, and terminals and workstations (including intelligent terminals), speech and other signal processing equipment and services, test equipment and parts, assemblies and sub-assemblies related to all of the above used in connection therewith, and to deal in all other machines, machinery, appliances apparatus devices, materials, substances, articles. or things of a character similar or analogous to the foregoing or any of them or connected therewith whether in India/Abroad.*
April 8, 2017	Clause I of the MoA was substituted to reflect the change in the name of the Company from Blossom Infraspace Private Limited to ArMee Infotech Private Limited.
	Sub-clause 1 of clause III (A) of the MoA was replaced with the following: "*To provide services, maintenance of computer and its parts and/or various gadgets and to offer consultancy, advisory and all related services in all areas of information technology including computer hardware and software, data communication, telecommunications, manufacturing and process control and automation, artificial intelligence, natural language processing and to undertake research and development, promote excellence and leadership and computer science, modern mathematics, Vedic methodology, vedantic philosophy and universal and eternal value premises and to provide for such research and development including conducting and participating in seminars, workshops, exhibitions, conferences and the like and to obtain technical know-how, literature, brochures, technical data from abroad and export/disseminate them to other countries and bring in necessary skilled personnel into the country a11.d to develop, market, implement systems and application software packages and related products for Indian and export markets to conduct software and hardware courses, to offer consultancy including hardware selection, system design, manpower selection, software development, implementation and training and to spread computer literacy and computer aided education in rural and urban areas through application of modern techniques, media communications and to operate data and information processing centers and to render all such services as are required by the customers in relation to processing of information and also in the interpretation, application and use of processed data, individually or in partnership or jointly with any private party or government, local or other bodies*."
August 25, 2017	Clause V of the MoA was substituted to reflect the increase in the authorised share capital of our Company from ₹2,50,00,000 consisting of 25,00,000 Equity Shares of ₹10 each to ₹5,00,00,000 consisting of 50,00,000 Equity Shares of ₹10 each.
January 18, 2024	Clause V of the MoA was substituted to reflect the increase in the authorised share capital of our Company from ₹5,00,00,000 consisting of 50,00,000 Equity Shares of ₹10 each to ₹40,00,00,000 consisting of 4,00,00,000 Equity Shares of ₹10 each.

Date of Shareholders' resolution/Effective date	Particulars
February 20, 2024	Clause I of the MoA was substituted to reflect the change in the name of the Company from ArMee Infotech Private Limited to ArMee Infotech Limited.
	Clause III (C) of MoA titled "*Other Objects of the Company not included in 'A' and 'B'*" was removed. Sub-clause 2, 3 and 4 of erstwhile Clause III (A) of the MoA were replaced with the following: *"(4) To design, develop, implement, and provide turnkey services in the information technology sector. This includes the preparation of sites and the ongoing maintenance of technology assets throughout their lifecycle.* *(5) To design, conduct, and manage capacity building and skill development programs within the information technology industry and relevant sectors.* *(6) To pursue investment opportunities within the technology sector and to establish aggregation platforms that leverage technology for improved market access and service delivery.* *(7) To establish and operate retail stores for technology products. This includes entering into distribution, retail, or partnership agreements with technology manufacturers for the purpose of promoting products and creating experience centers."*
September 25, 2024	Sub-clauses 8, 9 and 10 were appended to Clause III (A) of the MoA titled *"The objects to be pursued by the company on its incorporation are:"* as follows: *"(8) To carry on the business of generating, accumulating, distributing and supplying Solar Energy for its own use or for sale to Governments, State Electricity Boards, Intermediaries in Power Transmission / Distribution, Companies, Industrial Units, or to other types of users / consumers of Energy and in this regard to promote, develop, own, acquire, set up, erect, build, install, commission, construct, establish, maintain, improve, manage, operate alter, control, take on hire / lease, carry out and run all necessary Plants, equipment, sub-stations, workshops, generators, transmission facilities, machinery, electrical equipment, accumulators, repair shops, wires, cables, lamps, fittings and apparatus in the capacity of principals, contractors, developers or otherwise and to deal, buy, sell and hire / lease all apparatus and things required for or used in connection with generation, distribution, supply, accumulation of Solar Energy.* *(9) To carry on the business of consultants, advisors, auctioneers for all types of Solar Energy Plants and to undertake research and development in the field of solar energy and other allied fields and in this regard undertake Engineering, Procurement and Construction of Solar based Projects for residential and industries and design, engineer procurement of materials, construction and commissioning of solar power systems and manufacture and deal in Solar UPS (Urgent Power Supply) systems.* *(10) To carry on the business of manufacture, assemble, purchase, import, export and otherwise deal in India or abroad in all types of cells, batteries, energy storage devices, conversion and generation devices, appliances, gadgets, equipment and products, including power packs, power supplies; generators, solar panels, chargers and sub-assemblies, components, parts and accessories thereof."*

Major events and milestones of our Company

The table below sets forth some of the major events in the history of our Company:

Calendar year	Major events and milestones
2011	Commencement of business operations.
2017	Acquired business of M/s Armee Infotech, the Partnership Firm.
2018	Won first tender contract exceeding project value of ₹ 12,000 lakhs. Project involved supply of PoS devices in 19,287 fair price shops in rural areas of Uttar Pradesh from UPDESCO.
2022	Won first big project post COVID-19 pandemic, from Samagra Shiksha, Bihar Education Project Council for setting up of ICT labs with project value of around ₹ 10,400 lakhs.
2023	Achieved a turnover of over ₹ 50,000 lakhs in Fiscal 2023.
	Won the first tender contract exceeding project value of ₹ 38,500 lakhs. Project involved setting up of 7,500 ICT labs across Gujarat under the Sarva Siksha Abhiyan Scheme.
	Acquired ArMee Technology Services Private Limited as our Wholly Owned Subsidiary.
	Set up a new branch office in Bangalore.
	Set up a new branch office in Gurgaon.
	Set up a new branch office in Mumbai.
2024	Conversion from a private limited company to a public limited company.

Calendar year	Major events and milestones
2024	Achieved a turnover of over ₹ 100,000 lakhs in Fiscal 2024.
2024	Opened our first Experience Zone in Ahmedabad.
2025	Entered into our first EPC turnkey works contract under our renewable energy vide solar EPC and PPAs line of business.

Key awards, accreditations, certifications and recognitions received by our Company

The table below sets forth certain key awards, accreditations, certifications and recognitions received by our Company:

Calendar year	Award/Accreditation/Certification/Recognition
2021	Received the Pinnacle Award Australia, 2022 for the 'best government business partner for the year 2021-22' by Acer.
2023	Received the Pinnacle Award Baku, 2023 for the 'best national SI – highest revenue government business for the year 2022-23' by Acer.
2023	Awarded as the top sellers (woman entrepreneurs) category by Government e-Marketplace.
2024	Received the Pinnacle Award Georgia, 2024 Award for 'highest revenue-government vertical' for performance and contributions during the year 2023-24 by Acer.

Other details regarding our Company

Significant financial and/or strategic partnerships

Our Company does not have any significant financial and strategic partners as of the date of this Draft Red Herring Prospectus.

Defaults or rescheduling of borrowings from financial institutions or banks

No payment defaults or rescheduling have occurred in relation to any borrowings availed by our Company from any financial institutions or banks, nor have any such borrowings or loans been converted into Equity Shares as on date of this Draft Red Herring Prospectus.

Time and cost overruns

There have been no time and cost over-runs in respect of our business operations.

Launch of key products or services, entry into new geographies or exit from existing markets, capacity/ facility creation or location of plants

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, please see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 224, and 302, respectively. Our Company is not in the business of manufacturing and therefore, we have not undertaken any steps for capacity/facility creation.

Holding Company

As of the date of this Draft Red Herring Prospectus, our Company does not have a holding company.

Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years

Except as disclosed below, our Company has not made any material acquisitions or divestments of business or undertakings, mergers, amalgamations or any revaluation of assets in the last 10 years immediately preceding the date of this Draft Red Herring Prospectus.

Acquisition of ArMee Technology Services Private Limited, the Wholly Owned Subsidiary of our Company

ArMee Technology Services Private Limited ("**ATSPL**") was incorporated on December 14, 2009 and is engaged in the business of providing services, maintenance of computer and its parts and/or various gadgets and offers consultancy, advisory and all related services in all areas of information technology.

Our Company, Promoters and one member of the Promoter Group, namely Minaxiben Patel, were the shareholders and promoters of ATSPL as of October 9, 2023. In order to achieve business synergies, the other shareholders of ATSPL made an offer to our Company to sell their entire shareholding comprising of 9,54,600 fully paid-up equity shares of ₹ 10 each at fair value. Our Company accepted the offer, and the sale of equity shares was facilitated on October 10, 2023, by virtue of which our Company acquired hundred percent shareholding in ATSPL, resulting in ATSPL becoming our Wholly Owned Subsidiary. For further details of our Wholly Owned Subsidiary, please see "*Our Subsidiary*" on page 268. Our Statutory Auditors, M/s Kantilal Patel & Co., Chartered Accountants, furnished a valuation report dated October 10, 2023 to determine fair market value of equity shares of ATSPL. The said report has been included in *"Material Contracts and Documents for Inspection"* on page 403 and a summarized information about valuation is as below:

"*Statutory Auditors of our Company were appointed to compute the fair market value of equity shares of ATSPL as per the provisions of Section 56(2)(x) of the Income-tax Act, 1961, read with Rule 11 UA of the Income-tax Rules, 1961. The Statutory Auditors of our Company vide their report dated October 10, 2023 have ascertained fair market value of the equity shares of ATSPL, which translates to ₹ 19.41 (Indian Rupees Nineteen and Forty First Paise) per equity share of face value of ₹ 10 each.*"

Further, except for Ami Ridhish Patel and Ridhish Chimanbhai Patel, none of our Directors had any interest in ATSPL. Additionally, in the six months ended September 30, 2024 and Fiscals 2022, 2023, 2024 our Company engaged with ATSPL in various related party transactions. For further details on related party transactions, please see "*Related Party Transactions*" on page 327.

Acquisition of business of M/s Armee Infotech

Our Promoters Ami Ridhish Patel and Kiritkumar Chimanbhai Patel entered into a Partnership in 2003 namely, M/s Armee Infotech. This Partnership Firm carried on the business of trading, installation and maintenance of computer systems and other allied products. Pursuant to a deed of admission dated March 1, 2017, our Company was admitted into the Partnership Firm. Further, a deed of dissolution dated April 1, 2017 was executed amongst the partners of M/s Armee Infotech, pursuant to which the Partnership Firm was dissolved and the entire business of the Partnership Firm along with all the assets, liabilities and outstanding debts, were allotted and transferred to our Company upon payment of amounts due to the other partners of the Partnership Firm by virtue of dissolution and distribution of assets. In addition, an independent valuation report dated April 1, 2017 was furnished by Induprasad C Patel, a government registered valuer ("**Independent Valuer**") to determine fair market value of assets of M/s Armee Infotech. The report furnished by the Independent Valuer has been included in *"Material Contracts and Documents for Inspection"* on page 403 and a summarized information about valuation is as below:

"*Induprasad C Patel, a government registered valuer, was appointed for 'Valuation of Capital Assets of partnership firm, M/s Armee Infotech consisting of Land, Plant and Machinery, Office Property, Equipment and other Capital Assets'. Independent valuer vide report dated April 01, 2017 have ascertained fair market value of the assets, which translated to ₹ 154.12 lakhs (Indian Rupees One crore fifty four lakhs and twelve thousand).*"

Shareholders' Agreements

As on the date of this Draft Red Herring Prospectus there are no agreements entered into by and between our Company and Shareholders of our Company or any inter-se Shareholders with regard to rights and obligations in connection with the securities of our Company.

Agreements with Key Managerial Personnel, Senior Managerial Personnel, Directors, Promoters, or any other employee

The Company, Promoters, and Shareholders confirm that other than the ones already disclosed in this Draft Red Herring Prospectus, (a) there are no other inter-se/agreements/arrangements and clauses/covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision, (b) there are no other clauses/covenants which are adverse/pre-judicial to the interest of the minority/public shareholders, and (c) there are no other deed of assignments, acquisition agreements, SHA or agreements of like nature.

Further, other than the ones already disclosed in this Draft Red Herring Prospectus, there are no other agreements/arrangements and clauses/covenants which are material and which needs to be disclosed or non-disclosure of which may have bearing on the investment decision.

OUR SUBSIDIARY

Our Subsidiary

As on the date of this Draft Red Herring Prospectus, our Company has one wholly owned Subsidiary, the details of which are below.

ArMee Technology Services Private Limited

Corporate Information

ArMee Technology Services Private Limited is our Wholly Owned Subsidiary. It was originally incorporated as "*Kothari Gourmet Foods Private Limited*" as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated December 14, 2009, issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli. Further, its name was changed to "*SNM Food Wizards Private Limited*" and a fresh certificate of incorporation dated October 22, 2010, was issued by the Registrar of Companies, Gujarat, Dadra and Nagar Haveli to reflect the change of name. Thereafter, its name was changed to "*ArMee Technology Services Private Limited*", and a fresh certificate of incorporation dated April 11, 2018, was issued by the RoC to reflect the change of name. Our Subsidiary's CIN is U72100GJ2009PTC058865, and its registered office is situated at 20, Goyal Intercity, B/h Drive in Cinema, Thaltej Road, Ahmedabad, Gujarat– 380058, India.

Nature of business

ArMee Technology Services Private Limited is engaged in the business of providing services, maintenance of computer and its parts and/or various gadgets and it offers consultancy, advisory and all related services in all areas of information technology.]

Capital structure

The capital structure of ArMee Technology Services Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Particulars	No. of equity shares of face value of ₹ 10 each	Aggregate value of the equity shares (in ₹)
Authorised share capital	12,10,000	1,21,00,000
Issued, subscribed and paid-up equity share capital	11,10,000	1,11,00,000

Shareholding pattern

Shareholding pattern of ArMee Technology Services Private Limited as on the date of this Draft Red Herring Prospectus is as follows:

Name of the shareholder	No. of equity shares of face value ₹ 10 each held	Percentage of total equity share capital (%)
ArMee Infotech Limited	11,09,900	99.99
Ridhish Kiritbhai Patel (*as a nominee of ArMee Infotech Limited*)	100	Negligible
Total	**11,10,000**	**100**

Joint Ventures and Associate Companies

As of the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures or associate companies.

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus, there are no accumulated profits or losses of our Subsidiary, which are not accounted for by our Company.

Common pursuits

Our Company and our Subsidiary are collectively engaged in a similar line of business of providing IT related services and hence there could be certain common pursuits between our Subsidiary and our Company. However, we do not perceive any conflict of interest since our Subsidiary is wholly owned by us and it does not bid for the same projects as our Company. If required, our Company will adopt necessary procedures and practices as permitted by law to address any situations of conflict, if and when they arise. For details, see "*Our Business*" and "*History and Certain Corporate Matters*" on pages 224, and 262, respectively.

For details of related business transactions between our Company and our Subsidiary, please see "*Related Party Transactions*" on page 327.

Business interest between our Company and our Subsidiary

Other than as stated in *"Our Business"*, "*Related Party Transactions*" and *"Restated Financial Information"*, on pages 224, 327, and 296 respectively, our Subsidiary does not have any business interest in our Company.

Other confirmations

Listing

Our Subsidiary is not listed on any stock exchange in India or abroad. Neither has our Subsidiary been refused listing in the last ten years by any stock exchange in India or abroad, nor has our Subsidiary failed to meet the listing requirements of any stock exchange in India or abroad.

Other material agreements

Except as disclosed in this Draft Red Herring Prospectus there are no other agreements, arrangements, clauses, covenants which are material, and which are required to be disclosed. Further, there are no other clauses or covenants which are material, adverse or prejudicial to the interests of minority/public shareholders or the non-disclosure of which may have bearing on one's decision to invest.

OUR MANAGEMENT

Board of Directors

In accordance with the Companies Act and our Articles of Association, our Company is required to have not less than three Directors and not more than fifteen Directors, or such higher number as determined by our Company after passing a special resolution in its general meeting.

As of the date of this Draft Red Herring Prospectus, our Board comprises six Directors, two of whom are Executive Directors (including one woman Director) and four of whom are Independent Directors.

The following table sets forth details regarding our Board as of the date of this Draft Red Herring Prospectus:

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship	Age (years)	Other directorships
Ridhish Kiritbhai Patel ***DIN**:* 02876453 ***Designation***: Chairman and Managing Director ***Date of birth:*** August 23, 1974 ***Address:*** 17 Aradhana Society Near Vibhusha Bunglow, Daskroi, Ghuma, Ahmedabad, Gujarat- 380058, India. ***Occupation*****:** Business ***Current term**:* For a period of 5 years, with effect from February 1, 2024, liable to retire by rotation ***Period of directorship***: Since February 1, 2024	50	***Indian Companies*** Arrow Powertech Private Limited ***Foreign Companies*** Nil
Ami Ridhish Patel ***DIN**:* 03330034 ***Designation***: Executive Director ***Date of birth:*** September 29, 1977 ***Address:*** 17 Aradhana Society Near Vibhusha Bunglow, Daskroi, Ghuma, Ahmedabad, Gujarat- 380058, India. ***Occupation*****:** Business ***Current term**:* With effect from January 18, 2024, up to the conclusion of the next annual general meeting of the Company ***Period of directorship***: Since January 18, 2024	47	***Indian Companies*** ArMee Technology Services Private Limited ***Foreign Companies*** Nil
Dukhabandhu Rath ***DIN**:* 08965826 ***Designation***: Independent Director ***Date of birth**:* November 27, 1960 ***Address:*** Anandapur, Near Gundicha Mandir, District: Kendujhar, Odisha – 758021, India ***Occupation*****:** Retired ***Current term**:* 5 years ***Period of directorship***: April 22, 2024 to April 21, 2029	64	***Indian Companies*** 1. K.P. Energy Limited 2. SG Finserve Limited 3. Falcon Marine Exports Limited 4. Shiva Pharmachem Limited 5. SG Mart Limited 6. 20 Microns Limited 7. S Gupta Holding Private Limited

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship	Age (years)	Other directorships
		8. Atlanta Electricals Limited ***Foreign Companies*** Nil
Preet Prakashbhai Shah ***DIN****:* 05131516 ***Designation***: Independent Director ***Date of birth****:* June 08, 1984 ***Address:*** Sector 1-43, Kalhaar Bunglows, Shilaj, Ahmedabad, Gujarat – 380059, India ***Occupation*****:** Businessman ***Current term****:* 5 years ***Period of directorship***: April 22, 2024 to April 21, 2029	40	***Indian Companies*** 1. Vadilal Industries Limited 2. Molkem Chemicals Private Limited ***Foreign Companies*** Nil
Sudhin Bhagwandas Choksey ***DIN****:* 00036085 ***Designation***: Independent Director ***Date of birth****:* January 31, 1954 ***Address:*** 4, Shivalik Florette, Off Iscon Ambali Road, Opp. Khodiar Mata Mandir, Ambali, Ahmedabad, Gujarat - 380058, India. ***Occupation*****:** Finance Professional ***Current term****:* 5 years ***Period of directorship***: April 22, 2024 to April 21, 2029	70	***Indian Companies*** 1. India Shelter Finance Corporation Limited 2. Gujarat Ambuja Exports Limited 3. CSB Bank Limited 4. Kuhoo Finance Private Limited 5. Kuhoo Technology Services Private Limited 6. Fairchem Organics Limited 7. Anchorage Infrastructure Investments Holdings Limited 8. The Sandesh Limited 9. Asahi Songwon Colors Limited 10. Kuhoo Tech Innovations Private Limited ***Foreign Companies*** Nil
Sujit Gulati ***DIN****:* 00177274 ***Designation***: Independent Director ***Date of birth****:* November 22, 1959 ***Address:*** D-3, Sector 30, Noida, Gautam Buddha Nagar, Uttar Pradesh- 201301, India ***Occupation*****:** Corporate consultant	65	***Indian Companies*** 1. Vasuta Accelinvest and Management Advisors Private Limited 2. SML Digital Media Private Limited 3. Sudeep Pharma Limited 4. Rajesh Power Services Limited 5. Gokul Agro Resources Limited

Name, DIN, designation, date of birth, address, occupation, term, and period of directorship	Age (years)	Other directorships
Current term: 5 years ***Period of directorship***: April 22, 2024 to April 21, 2029		6. HKRP Innovations Limited ***Foreign Companies*** Nil

Brief profiles of our Directors

Ridhish Kiritbhai Patel is the Chairman and Managing Director of our Company. He holds a bachelor's degree in science from the Gujarat University. He has been associated with the Company since 2012 and has over 17 years of work experience in the IT infrastructure sector. He was previously the chief executive officer of M/s Armee Infotech, a Partnership Firm, whose business was later acquired by our Company.

Ami Ridhish Patel is an Executive Director of our Company. She holds a bachelor's degree in commerce from the Maharaja Sayajirao University of Baroda. She was associated with the Company from 2011 to 2012 as an executive director and subsequently she was also an SMP of the Company in the capacity of a Group HR and Admin Head. She has over 21 years of work experience in the IT infrastructure sector. She was previously a partner in M/s Armee Infotech, a Partnership Firm, whose business was later acquired by our Company.

Dukhabandhu Rath is an Independent Director of our Company. He holds a Bachelor of Arts degree from the Utkal University. He is a certified associate of the Indian Institute of Bankers. He has over 40 years of work experience in the banking sector. He retired from the State Bank of India as a Chief General Manager after 40 years of service. He was also previously associated with GVFL Limited (formerly Gujarat Venture Finance Limited) as its managing director.

Preet Prakashbhai Shah is an Independent Director of our Company. He holds a bachelor's degree in commerce from the Gujarat University and a master's degree in business administration from the Esade Business School, Ramon Liull University. He has over 10 years of work experience in pharma, biotech and specialty chemicals. He is the founder and chief executive officer of Molkem Chemicals Private Limited and has been serving as its promoter director since 2014.

Sudhin Bhagwandas Choksey is an Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Bombay. He is a member of the Institute of Chartered Accountants of India. He was previously associated with Gruh Finance Limited as the managing director and Bandhan Bank as executive director (designate). He has experience in the banking sector. He has been conferred with the 'CA Business Leader – Financial Services' Award by the Committee of Members in Industry of the Institute of Chartered Accountants of India in 2016.

Sujit Gulati is an Independent Director of our Company. He holds a Bachelor of Technology degree in Mechanical Engineering from the Indian Institute of Technology, Delhi. He is an Indian Administration Service officer of the Gujarat cadre, who has previously served as a Joint Secretary to the Government of India, Ministry of Textiles, New Delhi.

Confirmations

None of our Directors are or were a director of any company listed on any stock exchange, whose shares have been or were suspended from being traded during the five years preceding the date of this Draft Red Herring Prospectus, during the term of his/her directorship in such company.

None of our Directors are, or were a director of any listed company, which has been or was delisted from any stock exchange, during the term of his/her directorship in such company.

Except as stated below, none of our Directors are related to each other:

Ami Ridhish Patel, our Executive Director, is the spouse of Ridhish Kiritbhai Patel, the Chairman and Managing Director of our Company.

Except as stated above and as disclosed in "*Our Management – Relationship among Key Managerial Personnel and/or Senior Management Personnel*" on page 286, our Directors are not related to any of the Key Managerial Personnel and Senior Management Personnel of our Company.

No consideration, either in cash or Equity Shares or in any other form has been paid or agreed to be paid to any of our Directors or to the firms, trusts or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

Arrangement or understanding with major shareholders, customers, suppliers or others

None of our Directors were so appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Service contracts with Directors

None of our Directors have entered into service contracts with our Company which provide benefits upon termination of employment.

Borrowing powers of our Board

In accordance with the Articles of Association of our Company, and Section 180(1)(c) of the Companies Act, our Shareholders have pursuant to a special resolution passed at their meeting dated February 20, 2024 authorised our Board with the borrowing power, to borrow any sum or sums of money not exceeding ₹ 2,000 lakhs.

Terms of appointment of the Executive Directors of our Company

Managing Director

Ridhish Kiritbhai Patel is the Chairman and Managing Director of our Company and has been associated with our Company since May 22, 2012, when he was appointed as a Director of our Company. His directorship was regularised through a Shareholders' resolution on September 29, 2012, where he was appointed as Director, not liable to retire by rotation. He was appointed as the Managing Director of our Company pursuant to the resolution passed by our Board at its meeting dated December 25, 2023, and by our Shareholders pursuant to their meeting dated February 20, 2024, for a period of 5 years with effect from February 1, 2024.

Further, pursuant to the agreement dated March 12, 2024, between the Company and Ridhish Kiritbhai Patel and the resolution passed by our Shareholders' on February 20, 2024, he is entitled to the following remuneration and perquisites with effect from February 1, 2024:

Sr. No.	Category	Remuneration per annum
1.	Basic salary	₹ 10,00,000 per month
2.	Perquisites	*Medical reimbursement*: a) Reimbursement of medical expenses as per Income Tax Act. b) Health insurance coverage for the Managing Director and his family not exceeding Rs.15,000 p.a.
		Club fees: Fees of maximum two clubs excluding admission and life membership fees.
		Annual leave: 30 days annual leave with pay for every completed service of 11 months.
		Leave travel concession: For self and family once a year in accordance with the rules of the Company.
		Provident fund and superannuation: a) Company's contribution to provident fund shall be as per rules framed under the Company's relevant scheme. b) Gratuity at the rate of half month's salary for each completed year of service shall be payable according to the rules of the Company.
		Provision of car: As per the rules of the Company.
		Telephone: As per the rules of the Company
		The Company shall reimburse actual entertainment and traveling expenses incurred by the Managing Director in connection with the Company's business
3.	Commission	Not Applicable

Executive Director

Ami Ridhish Patel is an Executive Director of our Company appointed pursuant to the resolution passed by our Board at its meeting dated January 18, 2024, and by our Shareholders pursuant to their meeting dated May 9, 2024 to hold office with effect from January 18, 2024 up to the conclusion of the next annual general meeting of the Company. She is not entitled to any remuneration or other perquisites from the Company.

Terms of appointment of our Non-Executive Directors and Independent Directors

Our Independent Directors may be entitled to receive sitting fees, as determined by our Board from time to time, for attending meeting of our Board and committees thereof.

(a) *Compensation to the Independent Directors*

Pursuant to a Board resolution dated May 3, 2024, the Independent Directors are entitled to receive sitting fees of ₹ 40,000 per meeting for attending meetings of the Board. Additionally, the Independent Directors are entitled to receive sitting fees of ₹ 25,000 for attending meetings of the Audit Committee, and ₹ 20,000 for attending meetings of other committees of the Board, within the limits prescribed under the Companies Act, and the rules made thereunder.

Payment or benefit to Directors of our Company

Details of the sitting fees or other remuneration paid to our Directors in Fiscal 2024 are set forth below.

Remuneration to our Executive Directors

Details of the remuneration paid to our Executive Directors in Fiscal 2024 is set forth below:

(in ₹ lakhs)

S.No.	Name of the Executive Director	Remuneration
1.	Ridhish Kiritbhai Patel	98.25
2.	Ami Ridhish Patel*	43.33

**Ami Ridhish Patel received remuneration from our Company in Fiscal 2024, in her capacity as an SMP of our Company. She is not entitled to any remuneration or other perquisites from our Company in her capacity as an Executive Director.*

Remuneration to our Independent Directors

Our Independent Directors, Dukhabandhu Rath, Preet Prakashbhai Shah, Sudhin Bhagwandas Choksey and Sujit Gulati were appointed after March 31, 2024, and were accordingly not paid any sitting fees for Fiscal 2024 by our Company.

Remuneration paid or payable to our Directors by our Subsidiary

Except for Ami Ridhish Patel, our Executive Director who was paid a remuneration of ₹ 8.67 lakhs in Fiscal 2024 by our Subsidiary, none of our Directors have received or were entitled to receive any remuneration, sitting fees or commission from our Subsidiary during Fiscal 2024.

Contingent or deferred compensation to our Directors

There is no contingent or deferred compensation payable to our Directors which does not form part of their remuneration.

Shareholding of Directors in our Company

Except as disclosed below, as on date of this Draft Red Herring Prospectus, none of our Directors hold any Equity Shares in our Company:

Sr. No.	Name of Director	Number of Equity Shares (of face value of ₹ 10 each)	Percentage shareholding (%)
1.	Ridhish Kiritbhai Patel	14,01,492	5.91
2.	Ami Ridhish Patel	1,80,81,180	76.19

The AoA of our Company does not require our Directors to hold any qualification shares.

Bonus or profit-sharing plan of the Directors

None of our Directors are party to any bonus or profit-sharing plan of our Company.

Interest of Directors

All our Directors may be deemed to be interested to the extent of sitting fees payable to them for attending meetings of our Board and/or committees thereof as approved by our Board, and the reimbursement of expenses payable to them as approved by our Board.

Our Executive Directors may be deemed to be interested to the extent of the remuneration payable to each of them by our Company as Directors of our Company.

Our Executive Directors may be interested to the extent of Equity Shares held by them and their relatives, and any dividends or other distributions payable in respect of such Equity Shares.

All the Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any company which is promoted by them or in which they hold directorships or any partnership firm in which they are partners in the ordinary course of business.

Our Chairman and Managing Director, Ridhish Kiritbhai Patel is interested to the extent that he has leased a property of 1,800 square feet to our Company for the purpose of use as its Registered and Corporate office. In addition, our Director, Ami Ridhish Patel is also interested to the extent that she has leased a property to our Company for the purpose of use as an office space.

Interest of Directors in the promotion or formation of our Company

Except Ridhish Kiritbhai Patel and Ami Ridhish Patel, who are the Promoters of our Company, none of our other Directors have any interest in the promotion or formation of our Company as on the date of this Draft Red Herring Prospectus. Also see, "*Our Promoter and Promoter Group*" on page 289.

Interest in land and property

Our Directors do not have any interest in any property acquired or proposed to be acquired of or by our Company.

Further, our Directors do not have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery during the three years preceding the date of this Draft Red Herring Prospectus.

Business interest

Except in the ordinary course of business and as disclosed in "*Related Party Transactions*" at page 327, our Directors do not have any other business interest in our Company.

Loans to Directors

Our Directors have not availed any loans from our Company.

Changes to our Board in the last three years

The changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are set forth below:

Name	Date of appointment/ cessation	Designation (at the time of appointment/ cessation)	Reason
Ridhish Kiritbhai Patel	May 3, 2024	Chairman and Managing Director	Appointment
Kiritkumar Chimanbhai Patel	May 3, 2024	Chairman and Executive Director	Resignation
Dukhabandhu Rath	April 22, 2024	Independent Director	Appointment
Preet Prakashbhai Shah	April 22, 2024	Independent Director	Appointment
Sudhin Bhagwandas Choksey	April 22, 2024	Independent Director	Appointment
Sujit Gulati	April 22, 2024	Independent Director	Appointment
Ridhish Kiritbhai Patel	February 1, 2024	Managing Director	Appointment
Ami Ridhish Patel	January 18, 2024	Executive Director	Appointment

Corporate governance

The provisions of the Companies Act, 2013 along with the SEBI Listing Regulations, with respect to corporate governance, will be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges. Our Company is in compliance with the requirements of the applicable regulations in respect of corporate governance in accordance with the SEBI Listing Regulations, and the Companies Act, 2013, pertaining to the constitution of the Board and committees thereof and formulation and adoption of policies. Our Company undertakes to take all necessary steps to continue to comply with all the requirements of SEBI Listing Regulations and the Companies Act, 2013.

Committees of our Board

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following Board-level committees:

i. Audit Committee;

ii. Nomination and Remuneration Committee;
iii. Stakeholders' Relationship Committee;
iv. Corporate Social Responsibility Committee; and
v. IPO Committee

Audit Committee

The members of the Audit Committee are:

Name of the Director	Position in the Committee	Designation
Sudhin Bhagwandas Choksey	Chairman	Independent Director
Preet Prakashbhai Shah	Member	Independent Director
Dukhabandhu Rath	Member	Independent Director

The Audit Committee was constituted by the meeting of the Board held on May 3, 2024.

The Company Secretary shall act as the secretary to the Audit Committee.

Scope and terms of reference:

The terms of reference of the Audit Committee include the following:

1. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;

2. Recommending to the Board the appointment, re-appointment, replacement, remuneration and terms of appointment of the statutory auditor and the fixation of the audit fee of the Company;

3. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;

4. Approving payments to statutory auditors for any other services rendered by the statutory auditors;

5. To approve the key performance indicators being included in the offer documents in connection with the proposed initial public offer by the Company;

6. Formulating a policy on related party transactions, which shall include materiality of related party transactions

7. Examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

   (a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act;

   (b) Changes, if any, in accounting policies and practices and reasons for the same;

   (c) Major accounting entries involving estimates based on the exercise of judgment by management;

   (d) Significant adjustments made in the financial statements arising out of audit findings;

   (e) Compliance with listing and other legal requirements relating to financial statements;

   (f) Disclosure of any related party transactions; and

   (g) Modified opinion(s) in the draft audit report.

8. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;

9. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization 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;

10. 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 the conditions as may be prescribed

    Explanation: *The term "related party transactions" shall have the same meaning as provided in Clause 2(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act, 2013*;

11. Reviewing, at least on a quarterly basis, the details of the related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

12. Laying down the criteria for granting omnibus approval in line with the Company's policy on related party transactions;

13. Scrutinising of inter-corporate loans and investments;

14. Valuation of undertakings or assets of the Company, wherever it is necessary;

15. Evaluating of internal financial controls and risk management systems;

16. Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

17. Reviewing, with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;

18. 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;

19. Discussing with internal auditors on any significant findings and follow up thereon;

20. 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;

21. 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;

22. Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;

23. 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;

24. Reviewing the functioning of the whistle blower mechanism;

25. 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;

26. Monitoring the end use of funds raised through public offers and related matters;

27. Overseeing the vigil mechanism established by the Company, with the chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

28. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and any other terms of reference as may be decided by the Board and/or specified/provided under the Companies Act, the SEBI Listing Regulations or by any other regulatory authority;

29. Reviewing the utilization of loans and/ or advances from/investment by the holding company in any subsidiary exceeding rupees 10,000 lakhs or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as per applicable law;

30. Formulating a policy on related party transactions, which shall include materiality of related party transactions;

31. Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services; and

32. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

33. Carrying out any other functions required to be carried out by the Audit Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

34. The audit committee shall mandatorily review the following information:

    (a) management discussion and analysis of financial condition and results of operations;

    (b) management letters / letters of internal control weaknesses issued by the statutory auditors;

    (c) internal audit reports relating to internal control weaknesses; and

    (d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

    (e) statement of deviations:

        1. 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 Listing Regulations;

        2. 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 Listing Regulations.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

Name of the Director	Position in the Committee	Designation
Sujit Gulati	Chairman	Independent Director
Dukhabandhu Rath	Member	Independent Director
Sudhin Bhagwandas Choksey	Member	Independent Director

The Nomination and Remuneration Committee was constituted by the meeting of the Board held on May 3, 2024.

The terms of reference of the Nomination and Remuneration Committee include the following:

1. Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

   The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

   (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

   (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals;

2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

   (i) use the services of an external agencies, if required;

(ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and

(iii) consider the time commitments of the candidates.

3. Formulating of criteria for evaluation of the performance of the independent directors and the Board;

4. Devising a policy on Board diversity;

5. Identifying persons who qualify 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 evaluations of every director's performance of Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance;

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. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time;

8. Analysing, monitoring and reviewing various human resource and compensation matters;

9. Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

10. Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

11. Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

12. Performing such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;

13. Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

(i) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; or

(ii) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended.

14. Performing such other activities as may be delegated by the Board and/or specified/provided under the Companies Act, the SEBI Listing Regulations or by any other regulatory authority; and

15. Recommend to the Board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

Name of the Director	Position in the Committee	Designation
Dukhabandhu Rath	Chairman	Independent Director
Preet Prakashbhai Shah	Member	Independent Director
Ridhish Kiritbhai Patel	Member	Chairman and Managing Director

The Stakeholders' Relationship Committee was constituted by the meeting of the Board held on May 3, 2024. The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations.

The terms of reference of the Stakeholders' Relationship Committee are as follows:

1. Consider and resolve grievances of security holders of the Company, including complaints related to transfer/transmission of shares non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, dematerialisation and re-materialisation of shares, non-receipt of balance sheet, non-receipt of 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. Considering and specifically looking into various aspects of interest of shareholders, debenture holders and other security holders;

5. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

6. 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;

7. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;

8. To approve, register, refuse to register transfer or transmission of shares and other securities and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

9. To sub-divide, consolidate and or replace any share or other securities certificate(s) of the Company;

10. Allotment and listing of shares;

11. To authorise affixation of common seal of the Company;

12. To issue duplicate share or other security(ies) certificate(s) in lieu of the original share/security(ies) certificate(s) of the Company;

13. To approve the transmission of shares or other securities arising as a result of death of the sole/any joint shareholder;

14. To dematerialise or rematerialize the issued shares;

15. Ensure proper and timely attendance and redressal of investor queries and grievances;

16. 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

17. To further delegate all or any of the power to any other employee(s), officer(s), representative(s), consultant(s), professional(s), or agent(s).

Corporate Social Responsibility Committee

Our Corporate Social Responsibility Committee was reconstituted on May 3, 2024. The members of the Corporate Social Responsibility Committee are:

Name of the Director	Position in the Committee	Designation
Ridhish Kiritbhai Patel	Chairman	Chairman and Managing Director
Sudhin Bhagwandas Choksey	Member	Independent Director
Sujit Gulati	Member	Independent Director

The terms of reference of the Corporate Social Responsibility Committee include the following:

1. To formulate and recommend to the Board of Directors, the CSR Policy, indicating the CSR activities to be undertaken as specified in Schedule VII of the Companies Act, 2013, as amended;

2. formulate and recommend an annual action plan in pursuance of its Corporate Social Responsibility Policy which shall list the projects or programmes undertaken, manner of execution of such projects, modalities of utilization of funds, monitoring and reporting mechanism for the projects.

3. identify corporate social responsibility policy partners and corporate social responsibility policy programmes;

4. delegate responsibilities to the corporate social responsibility team and supervise proper execution of all delegated responsibilities;

5. review and monitor the implementation of corporate social responsibility programmes and issuing necessary directions as required for proper implementation and timely completion of corporate social responsibility programmes;

6. To recommend the amount of expenditure to be incurred on the CSR activities, at least two per cent. of the average net profits of the company made during the three immediately preceding financial years or where the company has not completed the period of three financial years since its incorporation, during such immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy;

7. To monitor the CSR Policy and its implementation by the Company from time to time; and

8. To perform such other functions or responsibilities and exercise such other powers as may be conferred upon the CSR Committee in terms of the provisions of Section 135 of the Companies Act, 2013, as amended and the rules framed thereunder.

IPO Committee

The members of the IPO Committee are:

Name of the Director	Position in the Committee	Designation
Ridhish Kiritbhai Patel	Chairman	Chairperson and Managing Director
Ami Ridhishbhai Patel	Member	Executive Director
Sudhin Bhagwandas Choksey	Member	Independent Director

The IPO Committee was constituted by the meeting of the Board held on May 3, 2024.

The Company Secretary shall act as the secretary to the IPO Committee.

Scope and terms of reference:

The terms of reference of the IPO Committee include the following:

1. To make applications, seek clarifications, obtain approvals and seek exemptions, if necessary, from the Government of India, SEBI, RBI, RoC, or to any other statutory or governmental authorities in connection with the Issue as may be required and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required, and wherever necessary, incorporate such modifications / amendments as may be required in the DRHP, RHP and the Prospectus;

2. To finalize, settle, approve, adopt and file the draft red herring prospectus with the SEBI, the red herring prospectus and prospectus with the SEBI, RoC, and other regulatory authorities (including the preliminary and final international wrap, and amending, varying, supplementing or modifying the same, or providing any notices, clarifications, reply to observations, addenda, or corrigenda thereto, together with any summaries thereof as may be considered desirable or expedient), the bid cum application forms, abridged prospectus, confirmation of allocation notes and any other document in relation to the Issue as finalized by the Company, and take all such actions in consultation with the BRLMs as may be necessary for the submission and filing of the documents mentioned above, including incorporating such alterations/corrections/modifications as may be required by the SEBI, respective stock exchanges where the Equity Shares are proposed to be listed, the RoC or any other relevant governmental and statutory authorities or otherwise under applicable laws;

3. To decide in consultation with the BRLMs on the timing, pricing and all the terms and conditions of the Issue, including the price band, Issue price, Issue size, allocation/allotment to eligible persons pursuant to the Issue, including any anchor investors and to accept any amendments, modifications, variations or alterations thereto, and/or reservation on a competitive basis, and rounding off, if any, in the event of oversubscription and in accordance with applicable laws, and/or any discount to be Issued to retail individual bidders or eligible employees participating in the Issue;

4. To appoint, instruct and enter into arrangements with the BRLMs, and in consultation with BRLMs appoint, and enter into agreements with intermediaries, co-managers, underwriters to the Issue, syndicate members to the Issue, brokers to the Issue, escrow collection bankers to the Issue, auditors, independent chartered accountants, refund bankers to the Issue, public Issue account bankers to the Issue, sponsor bank, registrar, grading agency, industry expert, legal advisors, advertising agency(ies), monitoring agency and any other agencies or persons or intermediaries to the Issue, including any successors or replacements thereof, and to negotiate and finalize and amend the terms of their appointment, including but not limited to execution of the mandate letters and/ or agreements, and to terminate agreements or arrangements with such BRLMs and intermediaries ;

5. To authorise the maintenance of a register of holders of the Equity Shares;

6. To negotiate, finalize and settle and to execute where applicable and deliver or arrange the delivery of the BRLMs' mandate or fee/ engagement letter, Issue agreement, share escrow agreement, syndicate agreement, underwriting agreement, cash escrow agreement, monitoring agency agreement, agreements with the registrar of the Issue and the advertising agency(ies) and all other documents, deeds, agreements, memorandum of understanding and other instruments, legal advisors, auditors, Stock Exchanges, BRLMs and other agencies/ intermediaries in connection with Issue and any notices, supplements, addenda and corrigenda thereto, as may be required or desirable in relation to the Issue, with the power to authorise one or more officers of the Company to negotiate, execute and deliver any or all of the these documents;

7. To open with the bankers to the Issue such accounts as may be required by the regulations issued by SEBI and operate bank accounts opened separate in terms of the escrow agreement with a scheduled bank to receive applications along with application monies, handling refunds and for the purposes set out in Section 40(3) of the Companies Act, 2013, as amended, in respect of the Issue, and to authorise one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;

8. To seek, if required, the consent and/or waiver of the lenders to the Company and/or lenders to the subsidiary (if applicable), industry data provider, parties with whom the Company has entered into various commercial and other agreements, all concerned governmental and regulatory authorities in India or outside India and any other consents and/or waivers that may be required in relation to the Issue;

9. To approve any corporate governance requirements that may be considered necessary by the Board or the IPO Committee or as may be required under the Applicable Laws or the uniform listing agreement to be entered into by the Company with the relevant stock exchanges, and to approve policies to be formulated under the Companies Act, 2013, as amended and the regulations prescribed by SEBI including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, (given the proposed listing of the Company);

10. To authorise and approve, the incurring of expenditure and payment of fees, commissions, brokerage, remuneration and expenses in connection with the Issue;

11. To determine and finalize, in consultation with the BRLMs, the bid opening and bid closing dates (including bid opening and bid closing dates for anchor investors), the floor price/price band for the Issue and minimum bid lot for the purpose of bidding, (including anchor investors Issue price), any revision to the price band and the final Issue price after bid closure, total number of Equity Shares to be reserved for allocation to eligible investors, approve the basis of allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the Prospectus, in consultation with the BRLMs and do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue including any alteration, addition or making any variation in relation to the Issue;

12. To issue receipts/allotment letters/confirmation of allotment notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof as per market practices and regulations, including listing on one

or more stock exchange(s), with power to authorise one or more officers of the Company to sign all or any of the aforestated documents;

13. To authorise and approve notices, advertisements in such newspapers and other media as it may deem fit and proper in relation to the Issue, in consultation with the relevant intermediaries appointed for the Issue in accordance with the SEBI ICDR Regulations and Companies Act, as amended;

14. To do all such acts, deeds, matters and things and execute all such other documents, agreements, forms, certificates, undertakings, letters and instruments, as may deem necessary or desirable for such purpose, including without limitation, finalize the basis of allocation and to allot the shares to the successful allottees as permissible in law, issue of share certificates in accordance with the relevant rules;

15. to make any alteration, addition, or variation in relation to the Issue, in consultation with the BRLMs or SEBI or such other authorities as may be required, and without prejudice to the generality of the aforesaid, deciding the exact Issue structure and the exact component of issue of Equity Shares;

16. To do all such acts, deeds and things as may be required to dematerialise the Equity Shares and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) limited and such other agencies, authorities or bodies as may be required in this connection;

17. To withdraw the draft red herring prospectus, red herring prospectus and the Issue at any stage, if deemed necessary, in accordance with the SEBI ICDR Regulations and Applicable Laws and in consultation with the BRLMs;

18. To negotiate, finalize, sign, execute, deliver and complete the Issue agreement, syndicate agreement, share escrow agreement, escrow and sponsor bank agreement, underwriting agreement, agreements with the registrar to the Issue and the advertising agency(ies) and all notices, Issue documents (including draft red herring prospectus, red herring prospectus and prospectus) agreements, letters, applications, other documents, papers or instruments (including any amendments, changes, variations, alterations or modifications thereto) on behalf of the selling shareholder(s) (as maybe applicable), as the case may be, in relation to the Issue.

19. To make in-principle and final applications for listing of the Equity Shares in one or more recognised stock exchange(s) in India and to execute and to deliver or arrange the delivery of necessary documentation to the concerned stock exchange(s);

20. To authorize and empower any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorney, declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Issue and to do such acts, deeds and things as such authorised person in his/her/their absolute discretion may deem necessary or desirable in connection with the issue, Issue and allotment/transfer of the Equity Shares, for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer(s) consider necessary, appropriate or advisable, in connection with the Issue, including, without limitation, engagement letter(s), memoranda of understanding, the listing agreement(s) with the stock exchange(s), the registrar agreement and memorandum of understanding, the depositories' agreements, the Issue agreement with the BRLMs (and other entities as appropriate), the underwriting agreement, the syndicate agreement with the BRLMs and syndicate members, the stabilization agreement, the share escrow agreement, the escrow and sponsor bank agreement, confirmation of allocation notes, allotment advice, placement agents, registrar to the Issue, bankers to the Company, managers, underwriters, escrow agents, accountants, auditors, legal counsel, depositories, advertising agency(ies), syndicate members, brokers, escrow collection bankers, auditors, grading agency and all such persons or agencies as may be involved in or concerned with the Issue, if any, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the Issue by the BRLMs and to do or cause to be done any and all such acts or things that the Authorized Officer(s) may deem necessary, appropriate or desirable in order to carry out the purpose and intent of the foregoing resolutions for the Issue; and any such agreements or documents so executed and delivered and acts and things done by any such Authorized Officer(s) shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

21. To determine the utilization of proceeds of the Issue and accept and appropriate proceeds of the Issue in accordance with the Applicable Laws;

22. To determine the price at which the Equity Shares are Issued, allocated, transferred and/or allotted to investors in the Issue in accordance with applicable regulations in consultation with the BRLMs and/or any other advisors, and determine the discount, if any, proposed to be Issued to eligible categories of investors;

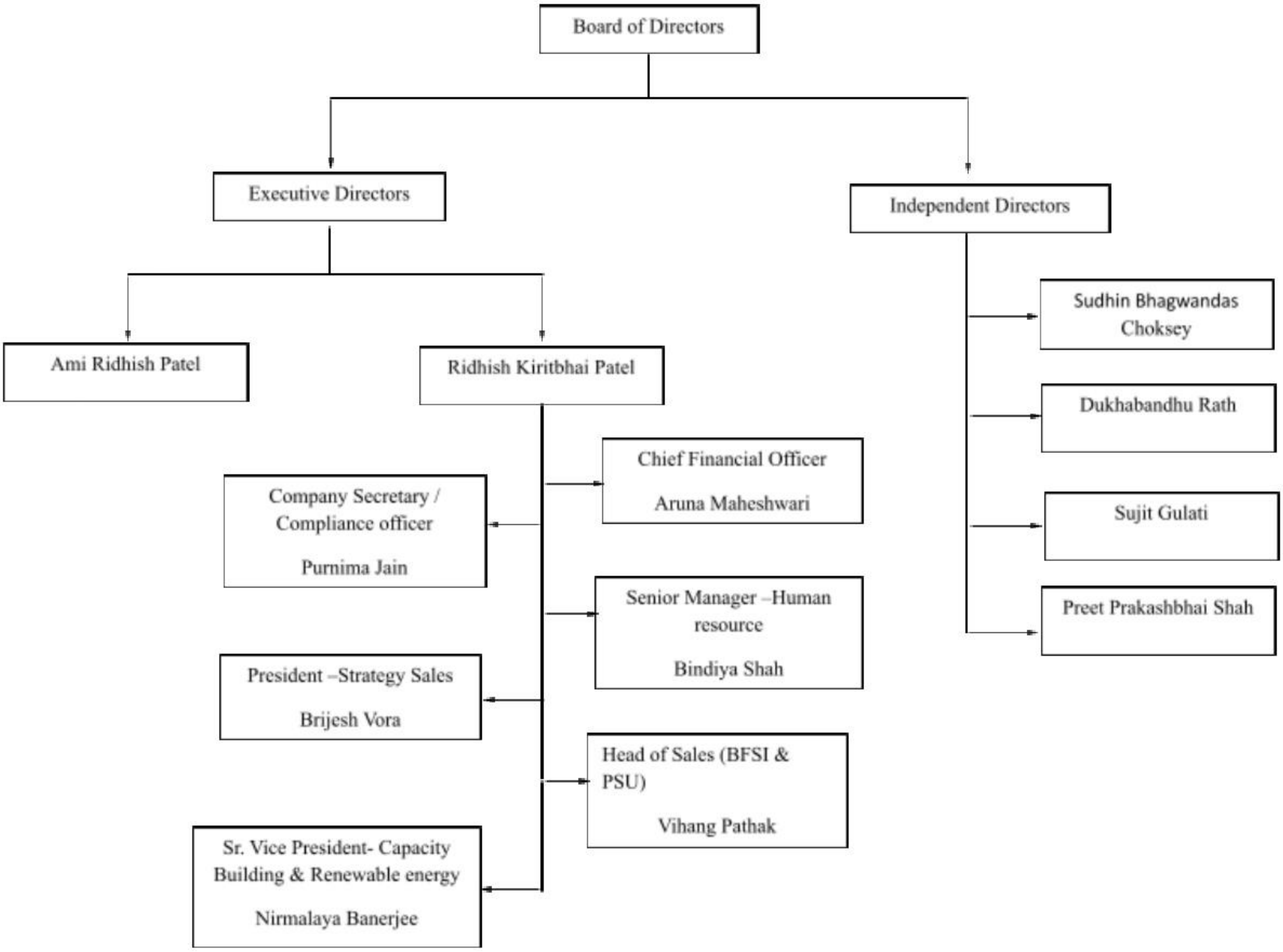
23. To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment and matters incidental thereto as it may, deem fit and to delegate such of its powers as may be deemed necessary to the officials of the Company;

24. If deemed appropriate, to invite the existing shareholders of the Company to participate in the Issue by Issuing for sale the Equity Shares held by them at the same price as in the Issue;

25. all actions as may be necessary in connection with the Issue, including extending the Bid/Issue period, revision of the Price Band, in accordance with the Applicable Laws; and

26. To decide all matters regarding the Pre-IPO Placement if any, including the execution of the relevant documents with the investors, in consultation with the Selling Shareholders and the BRLMs.

Management organization chart



Key Managerial Personnel and Senior Management Personnel

In addition to Ridhish Kiritbhai Patel, our Chairman and Managing Director and Ami Ridhish Patel, our Executive Director, whose details have been provided under the paragraph '*Our Management – Brief profile of our Directors'* on page 272, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are as follows:

1. Aruna Maheshwari, Chief Financial Officer; and

2. Purnima Jain, Company Secretary and Compliance Officer

Key Managerial Personnel

Aruna Maheshwari is the Chief Financial Officer of our Company. She joined our Company on February 12, 2024. She holds a bachelor's degree in commerce from Maharshi Dayanand Saraswati University, Ajmer. She is an associate member of the Institute of Chartered Accountants of India. She has experience in the field of accounting and finance. Prior to joining our Company, she was associated with CIMS Hospital Private Limited as a Unit Head (AGM) – Finance & Accounts. In Fiscal 2024, she received a remuneration of ₹ 1.83 lakhs.

Purnima Jain is the Company Secretary and Compliance Officer of our Company. She joined our Company on May 9, 2024. She holds a bachelor's degree in commerce from the University of Bikaner. She is an associate member of the Institute of Company Secretaries of India. She has experience in the field of legal, secretarial and corporate matters. Prior to joining our Company, she was associated with Sterling Greenwoods Limited as its Company Secretary & Compliance Officer. Since she was appointed on May 9, 2024, she did not receive any remuneration from the Company in Fiscal 2024.

Senior Management Personnel

Except Aruna Maheshwari, Chief Financial Officer and Purnima Jain, Company Secretary and Compliance Officer who is also our Key Managerial Personnel and whose details are mentioned above, the details of our Senior Management Personnel as on the date of this Draft Red Herring Prospectus are as set forth below:

Bindiya Shah is the Head – Human Resource, of our Company. She holds a bachelor's degree in arts (special) from the Gujarat University She joined our Company on January 23, 2023. She has experience in the field of human resource development. Prior to joining our Company, she was associated with EdiQue Solutions Private Limited as Manager -Operations. In Fiscal 2024, she received a remuneration of ₹ 9.00 lakhs.

Brijesh Vora is the Head-Government Sales, of our Company. He joined our Company on July 31, 2014. He holds a bachelor's degree in commerce from the Gujarat University. Prior to joining our Company, he was previously associated with Samsung India Electronics Private Limited as an Assistant Manager. In Fiscal 2024, he received a remuneration of ₹ 52.50 lakhs.

Vihang Pathak is the Head (BFSI & PSU) of our Company. He joined our Company on October 1, 2023. He holds a bachelor's degree in commerce and a master's degree in commerce from the Gujarat University. Prior to joining our Company, he was associated with Lenovo India Private Limited as its Senior Sales Manager – Government Business. In Fiscal 2024, he received a remuneration of ₹ 9.00 lakhs.

Nirmalya Banerjee is the Senior Vice President – Capacity Building & Renewable Energy of our Company. He holds a bachelor's degree in science from the Calcutta University. He joined our Company on June 1, 2024. He has experience in business development and working with industry bodies. Prior to joining our Company, he was associated with CII – Model Career Centre, the Confederation of Indian Industry as Head – Projects. Since he was appointed on June 1, 2024, he did not receive any remuneration from the Company in Fiscal 2024.

Status of Key Managerial Personnel and Senior Management Personnel

As on the date of this Draft Red Herring Prospectus, all our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Retirement and termination benefits

Except applicable statutory benefits, none of our Key Managerial Personnel or Senior Management Personnel would receive any benefits on their retirement or on termination of their employment with our Company.

Relationship among Key Managerial Personnel and/or Senior Management Personnel

Other than as disclosed in "*Our Management – Confirmations*" and as stated below, none of our Key Managerial Personnel or Senior Management Personnel are related to any of our Directors or other Key Managerial Personnel or Senior Management Personnel.

Vihang Pathak is the brother-in-law of our Chairman and Managing Director, Ridhish Kiritbhai Patel and our Executive Director, Ami Ridhish Patel.

Arrangements and understanding with major Shareholders, customers, suppliers or others

None of our Key Managerial Personnel or Senior Management Personnel have been selected pursuant to any arrangement or understanding with any major Shareholders, customers or suppliers of our Company, or others.

Shareholding of Key Managerial Personnel and Senior Management Personnel

Except for Equity Shares held by our Chairman and Managing Director, Ridhish Kiritbhai Patel and Executive Director, Ami Ridhish Patel, as mentioned at '*Shareholding of Directors in our Company*' above, none of our Key Managerial Personnel and Senior Management Personnel hold any Equity Shares as on the date of this Draft Red Herring Prospectus.

Service contracts with Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel and Senior Management Personnel are governed by the terms of their appointment letters/ employment contracts and have not entered into any service contracts with our Company.

Contingent and deferred compensation payable to Key Managerial Personnel and Senior Management Personnel

There is no contingent or deferred compensation payable to the Key Managerial Personnel and Senior Management Personnel, which does not form part of their remuneration.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel and Senior Management Personnel are party to any bonus or profit-sharing plan of our Company other than performance based discretionary incentives given to the Key Managerial Personnel and Senior Management Personnel.

Interest of Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel (other than our Chairman and Managing Director, Ridhish Kiritbhai Patel and Executive Director, Ami Ridhish Patel) and our Senior Management Personnel are interested in our Company to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of their service. Further, other than our Chairman and Managing Director, Ridhish Kiritbhai Patel and Executive Director, Ami Ridhish Patel, none of our Key Managerial Personnel and Senior Management Personnel are interested to the extent of Equity Shares held by them, or their relatives, or by entities in which they are associated as directors, and to the extent of benefits arising out of such shareholding.

Changes in Key Managerial Personnel or Senior Management Personnel in last three years

In addition to Ami Ridhish Patel, our Executive Director, whose details have been provided under the paragraph *"Our Management – Changes to our Board in the last three years"* on page 275, the changes in our Key Managerial Personnel and our Senior Management Personnel during the three years immediately preceding the date of this Draft Red Herring Prospectus, are set forth below:

Name	Date of appointment/ cessation	Designation (at the time of appointment/ cessation)	Reason
Nirmalya Banerjee	June 1, 2024	Senior Vice President – Capacity Building & Renewable Energy	Appointment
Purnima Jain	May 9, 2024	Company Secretary and Compliance Officer	Appointment
Niraj Kumar Malaviya	May 8, 2024	Company Secretary and Compliance Officer	Resignation
Aruna Maheshwari	February 12, 2024	Chief Financial Officer	Appointment
Ami Ridhish Patel	January 18, 2024	Executive Director	Appointment
Ami Ridhish Patel	January 31, 2024	Group HR and Admin Head	Resignation
Vihang Pathak	October 1, 2023	Head of Sales (BFSI & PSU)	Appointment

Name	Date of appointment/ cessation	Designation (at the time of appointment/ cessation)	Reason
Bindiya Shah	January 23, 2023	Senior Manager – Human Resource	Appointment

Payment or benefit to officers of our Company

No non-salary related amount or benefit has been paid or given since incorporation or intended to be paid or given to any officer of our Company, including our Directors, Key Managerial Personnel and Senior Management Personnel other than in the ordinary course of their employment.

Employee stock option scheme

For details of our Company's employee stock option scheme, see "*Capital Structure – Employee Stock Option Scheme*" on page 94.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

Ami Ridhish Patel, Kiritkumar Chimanbhai Patel and Ridhish Kiritbhai Patel are the Promoters of our Company.

As on the date of this Draft Red Herring Prospectus, our Promoters cumulatively hold 2,20,04,214 Equity Shares, constituting 92.72 % of the issued, subscribed and paid-up share capital of our Company. For details, please see "*Capital Structure – Details of build-up, contribution and lock-in of Promoters' shareholding and lock-in of other Equity Shares*" on 86.

Details of our Promoters is as follows:

Ami Ridhish Patel 	Ami Ridhish Patel, aged 47 years, is a Promoter of our Company. She is a resident of India and resides at 17 Aradhana Society Near Vibhusha Bunglow, Daskroi, Ghuma, Ahmedabad, Gujarat-380058, India. Her PAN is AJRPP4757F and she holds 1,80,81,180 Equity Shares of face value of ₹ 10 each, constituting 76.19 % of the issued, subscribed and paid-up share capital of our Company. For the complete profile of Ami Ridhish Patel, along with details of her education qualifications, date of birth, professional experience, positions/ posts held in past, and other directorships, please see "*Our Management- Board of Directors*" on page 270.

Kiritkumar Chimanbhai Patel 	Kiritkumar Chimanbhai Patel, aged 77 years, is a Promoter of our Company. His date of birth is January 23, 1948. He is a resident of India and resides at 17 Aradhana Society Near Vibhusha Bunglow, Daskroi, Ghuma, Ahmedabad, Gujarat- 380058, India. He has completed matriculation from M M High School, Sojitra, Anand, Baroda affiliated with the Gujarat Secondary School Examination Board and has been associated with our Company since its inception. He was a Director of the Company since its inception, and resigned on May 3, 2024, due to personal reasons. He has over 20 years of work experience in the IT Infrastructure industry. His PAN is ABEPP8356K and he holds 25,21,542 Equity Shares of face value of ₹ 10 each, constituting 10.62 % of the issued, subscribed and paid-up share capital of our Company.

<table>
<tr><td>Ridhish Kiritbhai Patel
</td><td>Ridhish Kiritbhai Patel, aged 50 years, is a Promoter of the Company. He is a resident of India and resides at 17 Aradhana Society Near Vibhusha Bunglow, Daskroi, Ghuma, Ahmedabad, Gujarat- 380058, India.

His PAN is AFXPP6634H and he holds 14,01,492 Equity Shares of face value of ₹ 10 each, constituting 5.91 % of the issued, subscribed and paid-up share capital of our Company.

For the complete profile of Ridhish Kiritbhai Patel, along with details of his education qualifications, date of birth, professional experience, positions/ posts held in past, and other directorships, please see "Our Management- Board of Directors" on page 270.</td></tr>
</table>

Our Company confirms that the PAN, bank account numbers, passport numbers, aadhar card numbers and driving license numbers of our Promoters have been submitted to the Stock Exchanges at the time of filing this Draft Red Herring Prospectus with Stock Exchanges.

Other ventures of our Promoters

For other ventures of our Promoters, please see "*Our Management – Board of Directors*" and "*Promoter Group - Entities forming part of the Promoter Group*" on page 270 and 291, respectively.

Change in the control of our Company

Ami Ridhish Patel and Kiritkumar Chimanbhai Patel are the original Promoters of the Company. Ridhish Kiritbhai Patel joined our Company on May 22, 2012, as a Director and a Promoter of the Company. There has been no change in control of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Interests of our Promoters

Our Promoters are interested in our Company to the extent: (i) that they have promoted our Company; (ii) of their shareholding in our Company; (iii) of the dividend payable upon such shareholding and any other distributions in respect of their shareholding in our Company; (iv) of their directorship in our Company; (v) of repayment of unsecured loans availed by Company from Promoters; and (vi) of their remuneration and employment benefits for being the Directors in our Company. For further details, please see "*Capital Structure*", *"Our Business – Material Properties"*, "*Our Management*", and "*Related Party Transactions*" on pages 83, 248, 270, and 327 respectively.

Our Promoters are not interested as a member in any firm or company which has any interest in our Company. Further, no sum has been paid or agreed to be paid to our Promoters or to the firms or companies in which our Promoters are interested as a member in cash or shares or otherwise by any person, either to induce them to become or to qualify them, as directors or otherwise for services rendered by such Promoters or by such firms or companies in connection with the promotion or formation of our Company.

Interest in property, land, construction of building and supply of machinery

The premises on which our Registered and Corporate Office is located has been leased for 35 months 29 days from one of our Promoters, Ridhish Kiritbhai Patel pursuant to a lease deed dated February 9, 2025. In addition, one of our office spaces is located on a premise which has been leased for 36 months from one of our Promoters, Ami Ridhish Patel pursuant to a lease deed dated May 15, 2024. Except as disclosed herein, our Promoters do not have an interest in any property acquired by our Company during the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery. For further details regarding the Registered and Corporate Office, please see "*Risk Factor – 50. Our Registered and Corporate Office is located on leased premises and there can be no assurance that the lease agreement will be renewed upon termination or that we will be able to obtain other premises on lease on same or similar commercial terms." on page 53*.

Payment or benefits to Promoters or Promoter Group

Except as disclosed herein and as stated in, "*Related Party Transactions*" on page 327, there has been no payment or benefits by our Company to our Promoters or any of the members of the Promoter Group during the two years preceding the date of this

Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoters or Promoter Group as on the date of this Draft Red Herring Prospectus.

Companies or firms with which our Promoters have disassociated in the last three years

Except as disclosed below, our Promoters have not dissociated themselves from any companies or firms in the three years preceding the date of this Draft Red Herring Prospectus.

S. No.	Name of the Promoter	Name of the company/ firm disassociated from	Date of disassociation	Reasons for and circumstances leading to disassociation and terms of disassociation
1.	Ami Ridhish Patel	Ileads Business Advisory LLP	December 29, 2023	Ceased to be a partner in Ileads Business Advisory LLP as she was not able to devote adequate time to the LLP due to business and operational reasons
2.	Ridhish Kiritbhai Patel	Ileads Business Advisory LLP	August 7, 2023	Ceased to be a partner in Ileads Business Advisory LLP as he was not able to devote adequate time to the LLP due to business and operational reasons

Material guarantees

As on the date of this Draft Red Herring Prospectus, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares.

Promoter Group

The following individuals and entities constitute the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations:

Natural persons who are part of our Promoter Group

The natural persons who are part of our Promoter Group are as follows:

S. No.	Name of the Promoter	Name of member of our Promoter Group	Relationship with our Promoter
1.	Ami Ridhish Patel	Ridhish Kiritbhai Patel	Spouse
		Nilamben Patel	Mother
		Keyur Patel	Brother
		Ashish Patel	Brother
		Maithali R Patel	Daughter
		Grishma R Patel	Daughter
		Minaxiben Patel	Spouse’s mother
		Kiritkumar Chimanbhai Patel	Spouse’s father
		Devangini Vihang Pathak	Spouse’s sister
		Nehal N. Desai	Spouse’s sister
2.	Kiritkumar Chimanbhai Patel	Minaxiben Patel	Spouse
		Balkrishna C Patel	Brother
		Devangini Vihang Pathak	Daughter
		Nehal N. Desai	Daughter
		Ridhish Kiritbhai Patel	Son
		Rajendrakumar V. Patel	Spouse’s brother
3.	Ridhish Kiritbhai Patel	Ami Ridhish Patel	Spouse
		Minaxiben Patel	Mother
		Kiritkumar Chimanbhai Patel	Father
		Devangini Vihang Pathak	Sister
		Nehal N. Desai	Sister
		Maithali R Patel	Daughter
		Grishma R Patel	Daughter
		Nilamben Patel	Spouse’s mother
		Keyur Patel	Spouse’s brother
		Ashish Patel	Spouse’s brother

Entities forming part of the Promoter Group

The entities forming part of our Promoter Group, are as follows:

1. Ridhish Kiritbhai Patel HUF
2. Kiritkumar Chimanbhai Patel HUF
3. Arrow Powertech Private Limited
4. Stratacon Business Advisory LLP
5. Communifi Technologies LLP
6. M/s. Abhav Enterprise
7. M/s. Kenya Watch Company
8. Xcelerate Global Management LLP

OUR GROUP COMPANY

Under the SEBI ICDR Regulations, the definition of 'group companies' includes (a) such companies (other than the promoters and subsidiaries) with which there were related party transactions, during the period for which financial information ("**Relevant Period**") is disclosed in the Issue Documents, as covered under applicable accounting standards, and (b) such other companies as are considered material by the Board.

With respect to (a) above, all such companies (other than our Subsidiary) with which our Company had related party transactions during the Relevant Period covered in the Restated Financial Information, in accordance with Ind AS 24, 'Related Party Disclosures'; shall be considered as a Group Company in terms of the SEBI ICDR Regulations. In addition, for the purposes of (b) above, all such companies (other than the our Subsidiary and companies categorized under (a) above) shall be considered 'material' and will be disclosed as a 'Group Company', if such companies (i) currently form part of the Promoter Group; and (ii) have transacted with our Company in the most recent financial year included in the Relevant Period, being Fiscal 2024 and the value of such transactions, individually or in the aggregate, exceeded 10% of the total restated revenue or expenses of the Company for Fiscal 2024.

Accordingly, our Board in its meeting held on February 17, 2025, has identified Arrow Powertech Private Limited as our Group Company for the purpose of this Draft Red Herring Prospectus:

A. **Details of our Group Company**

1. Arrow Powertech Private Limited

Corporate Information

Corporate Identification Number of our Group Company is U31900GJ2010PTC059291, and its registered office is situated at 10 Parulata Co-op Housing Society Limited, opposite Bhuyangdev Society, Sola Road, Ghatlodia, Ahmedabad, Gujarat - 380061, India.

Financial Information

In accordance with SEBI ICDR Regulations, the financial information with respect to (i) reserves (excluding revaluation reserve); (ii) sales; (iii) profit after tax; (iv) earnings per share; (v) diluted earnings per share; and (vi) net asset value derived from the audited financial statements of the Group Company for the preceding three years are available at https://aptl.in/Financial-year.aspx.

Nature and extent of interest of Group Company

In the promotion of our Company

Our Group Company does not have any interest in the promotion of our Company.

In properties acquired by us in the preceding three years before the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Company is not interested in the properties acquired by our Company in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company as on the date of this Draft Red Herring Prospectus.

In transactions for acquisition of land, construction of building, supply of machinery, etc.

Our Group Company is not interested in any transactions for the acquisition of land, construction of building or supply of machinery, etc.

B. **Common pursuits between our Group Company, Subsidiary and Company**

Our Group Company is not in the same line of business as our Company and our Subsidiary and there are no common pursuits between our Group Company, Subsidiary and the Company.

C. **Related business transactions within the group and significance on the financial performance of our Company**

Other than the transactions appearing in "*Related Party Transactions*" on page 327, there are no other related business transactions between our Group Company and the Company.

D. **Litigation**

Our Group Company is not a party to any pending litigation which may have a material impact on our Company.

E. **Business interests or other interests**

There are related party transactions between the Group Company and our Company as appearing in "*Related Party Transactions*" on page 327. Other than the related party transactions, our Group Company does not have any business interest or other interest in our Company.

F. **Confirmations**

Our Group Company does not have its equity shares or debt securities listed on any stock exchange in India or abroad.

Our Group Company has not been refused listing of equity shares or any other securities during the ten immediately preceding years or failed to meet the listing requirements of any stock exchanges in India or abroad.

DIVIDEND POLICY

As on the date of this Draft Red Herring Prospectus, our Company does not have any formal dividend policy. The declaration and payment of dividends, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of our Articles of Association and the applicable law, including the Companies Act.

Any future determination as to the declaration of and payment of dividend will be based on the recommendation of our Board, and will depend on a number of factors, including but not limited to the earnings, past dividend trends, capital requirements, contractual obligations, applicable legal restrictions, overall financial position of our Company and other factors considered relevant by our Board. In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under the loan or financing documents that our Company is a party to or may enter into from time to time. For more information on restrictive covenants under our loan agreements, see "*Financial Indebtedness*" beginning on page 299.

Our Company has not declared any dividends since its incorporation.

SECTION V: FINANCIAL INFORMATION

Restated Financial Information

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Part - I :

Restated Statement of Assets and Liabilities

(₹ in lakhs)

Particular	Note	Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
ASSETS					
Non - Current Assets					
Property, Plant And Equipment	3(A)	854.32	847.54	1,091.71	1,513.03
Right of Use Asset	3(B)	1.27	6.45	7.10	10.97
Other Intangible Assets	3(C)	172.74	-	-	-
Financial Assets					
(i) Investments	4	0.40	0.40	21.81	21.81
(ii) Trade Receivables	8(A)	3,516.93	-	-	-
(iii) Other Financial Assets	5	1,496.75	2,195.80	812.15	85.28
Non-Current Tax Assets (Net)	6	311.40	311.40	94.23	217.09
Deferred Tax Assets (Net)	17	191.07	193.55	101.02	-
Other Non-Current Assets	12	184.92	-	-	2.59
Total Non - Current Assets		**6,729.80**	**3,555.14**	**2,128.02**	**1,850.77**
Current Assets					
Inventories	7	7,518.51	3,688.28	724.01	1,946.86
Financial Assets					
(i) Trade receivables	8(B)	22,956.84	29,247.17	10,971.78	4,613.88
(ii) Cash and Cash equivalents	9	1,864.04	2,131.20	46.07	24.15
(iii) Other Bank Balances	10	1,346.20	1,638.23	748.13	1,186.23
(iv) Loans	11	531.63	543.03	288.39	712.15
(v) Other Financial Assets	5	5,855.75	22,631.66	6,024.58	1,427.99
Other Current Assets	12	2,293.94	3,915.38	673.62	679.47
Total Current Assets		**42,366.91**	**63,794.95**	**19,476.58**	**10,590.73**
Total Assets		**49,096.71**	**67,350.09**	**21,604.60**	**12,441.50**
EQUITY AND LIABILITY					
EQUITY					
Equity Share Capital	13	2,373.14	2,373.14	395.52	395.52
Other Equity	14	8,965.48	7,144.48	4,274.25	2,613.13
Total Equity		**11,338.62**	**9,517.62**	**4,669.77**	**3,008.65**
LIABILITY					
Non-Current Liabilities					
Financial Liabilities					
(i) Borrowings	15(A)	935.82	1,057.24	353.53	741.57
(ii) Lease Liabilities	15(B)	-	-	3.73	7.68
Provisions	16	511.84	502.12	499.29	17.99
Deferred Tax Liabilities (Net)	17	-	-	-	71.49
Other Non Current Liabilities	19	902.35	444.49	-	1,248.30
Total Non-Current Liabilities		**2,350.01**	**2,003.85**	**856.55**	**2,087.03**
Current Liabilities					
Financial Liabilities					
(i) Borrowings	15(A)	2,544.82	1,668.41	2,854.72	1,839.46
(ii) Lease Liabilities	15(B)	1.53	7.46	3.95	3.40
(iii) Trade Payable					
Total outstanding dues of Micro Enterprises and Small Enterprises	20	433.36	1,975.97	-	-
Total outstanding dues other than Micro Enterprises and Small Enterprises	20	30,657.38	50,566.44	12,647.07	4,984.81
(iv) Other Financial Liabilities	21	161.56	468.70	7.61	3.81
Provisions	16	137.07	120.49	147.64	9.21
Other Current Liabilities	19	1,120.01	1,021.15	387.41	437.74
Current Tax Liabilities (Net)	18	352.35	-	29.88	67.39
Total Current Liabilities		**35,408.08**	**55,828.62**	**16,078.28**	**7,345.82**
Total Equity and Liabilities		**49,096.71**	**67,350.09**	**21,604.60**	**12,441.50**

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

The summary of material accounting policies and other explanatory information are an integral part of these financial statements | 1 & 2

As per our Report of even date
For, KANTILAL PATEL & CO.
Chartered Accountants
Firm Reg. No. 104744W

JINAL A. PATEL
Partner
Membership No. 153599

Place: Ahmedabad
Date : December 20,2024

KANTILAL PATEL & CO. "KPC House" Besides High Court Auditorium Gate, Sola, Ahmedabad 380060 CHARTERED ACCOUNTANTS

For and on Behalf of Board of Directors of
ARMEE INFOTECH LIMITED

Ridhish K. Patel
Managing Director
(DIN: 02876453)

Ami R. Patel
Director
(DIN: 03330034)

Aruna Maheshwari
Chief Financial Officer
(Membership No: 412770)
Place: Ahmedabad
Date : December 20,2024

Purnima Jain
Company Secretary
(Membership No: A34071)

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Part - II :

Restated Statement of Profit and Loss

(₹ in lakhs)

Particular	Note	Consolidated		Standalone	
		Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
Revenue from Operations	22	60,440.57	1,02,057.47	50,269.51	12,517.98
Other Income	23	49.58	341.87	1,297.91	226.92
Total Income		**60,490.15**	**1,02,399.34**	**51,567.42**	**12,744.90**
Expenses:					
Purchase of Stock in Trade	24	57,149.77	87,721.45	36,510.67	6,786.47
Changes In Inventory of Stock in Trade	25	(3,830.23)	(2,784.68)	1,222.85	334.03
Employee Benefits Expense	26	2,341.37	4,229.55	3,739.55	716.91
Finance Costs	27	208.73	667.82	592.48	556.11
Depreciation & Amortisation Expense	3	38.20	453.38	459.52	426.60
Other Expenses	28	2,300.02	5,733.57	7,092.39	3,457.57
Total Expenses		**58,207.86**	**96,021.09**	**49,617.46**	**12,277.69**
Profit before Tax		**2,282.29**	**6,378.25**	**1,949.96**	**467.21**
Tax Expenses:					
Current Tax	17	458.77	1,409.64	544.05	175.45
Excess Provision of Earlier Year		-	(9.30)	(77.81)	-
Deferred Tax	17	2.49	(35.13)	(173.74)	(44.65)
Total Tax Expense		461.26	1,365.21	292.50	130.80
Net Profit after Tax		**1,821.03**	**5,013.04**	**1,657.46**	**336.41**
Other Comprehensive Income/(Loss)					
Items that will not be Reclassified to Profit or Loss					
Re-Measurements (Loss)/Gain of Defined Benefit Plans		(0.04)	0.52	4.89	3.85
Income Tax Effect	17	0.01	(0.13)	(1.23)	(0.97)
Total Other Comprehensive Income for the period/year		(0.03)	0.39	3.66	2.88
Total Comprehensive Income		**1,821.00**	**5,013.43**	**1,661.12**	**339.29**
Earnings Per Share (in ₹)(Face Value of 10 each, P.Y. 10 each)	29				
- Basic		7.67	21.12	6.98	1.42
- Diluted		7.67	21.12	6.98	1.42

The summary of material accounting policies and other explanatory information are an integral part of these financial statements 1 & 2

As per our Report of even date
For, KANTILAL PATEL & CO.
Chartered Accountants
Firm Reg. No. 104744W

KANTILAL PATEL & CO. CHARTERED ACCOUNTANTS "KPC House" Besides High Court Auditorium Gate, Sola, Ahmedabad 380060

JINAL A. PATEL
Partner
Membership No. 153599
Place: Ahmedabad
Date : December 20,2024

For and on Behalf of Board of Directors of
ARMEE INFOTECH LIMITED

Ridhish K. Patel
Managing Director
(DIN: 02876453)

Ami R. Patel
Director
(DIN: 03330034)

Aruna Maheshwari
Chief Financial Officer
(Membership No: 412770)
Place: Ahmedabad
Date : December 20,2024

Purnima Jain
Company Secretary
(Membership No: A34071)

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Part - III:

RESTATED STATEMENT OF CHANGES IN EQUITY

(a) EQUITY SHARE CAPITAL:

(₹ in lakhs)

Particulars	As at September 30,2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Nos	Amount	Nos	Amount	Nos	Amount	Nos	Amount
Equity Shares of Rs.10/- each, Issued, Subscribed and Fully Paid-up: Outstanding at the beginning of the period	237.31	2,373.14	39.55	395.52	39.55	395.52	39.55	395.52
Bonus shared issued during the period	-	-	197.76	1,977.62	-	-	-	-
Equity Shares outstanding at the end of the period*	**237.31**	**2,373.14**	**237.31**	**2,373.14**	**39.55**	**395.52**	**39.55**	**395.52**

* There are no prior period errors for the years ended March 31 2024 , March 31, 2023 and March 31, 2022.

(b) OTHER EQUITY:

(₹ in lakhs)

Particulars	Securities Premium	Retained earnings	Total
Balance as at April 01, 2024 (Consolidated)	**1,091.42**	**6,053.06**	**7,144.48**
Profit for the period	-	1,821.03	1,821.03
Other comprehensive income for the period			
Re-measurement gain/(Loss) on defined benefit plans (net of tax)	-	(0.03)	(0.03)
Balance as at September 30, 2024 (Consolidated)	**1,091.42**	**7,874.06**	**8,965.48**

Particulars	Securities Premium	Retained earnings	Total
Balance as at April 01, 2023 (Standalone)	**1,091.42**	**3,182.83**	**4,274.25**
Profit for the year	-	5,013.04	5,013.04
Other comprehensive income for the year			
Re-measurement gain on defined benefit plans (net of tax)	-	0.39	0.39
Less: Utilised during the year for issue of Bonus Shares	-	(1,977.62)	(1,977.62)
Less: Excess over net worth of subsidiary	-	(165.58)	(165.58)
Balance as at March 31, 2024 (Consolidated)	**1,091.42**	**6,053.06**	**7,144.48**

Particulars	Securities Premium	Retained earnings	Total
Balance as at April 01, 2022 (Standalone)	**1,091.42**	**1,521.71**	**2,613.13**
Profit for the year	-	1,657.46	1,657.46
Other comprehensive income for the year			
Re-measurement gain on defined benefit plans (net of tax)	-	3.66	3.66
Balance as at March 31, 2023 (Standalone)	**1,091.42**	**3,182.83**	**4,274.25**

Particulars	Securities Premium	Retained earnings	Total
Balance as at April 01, 2021 (Standalone)	**1,091.42**	**1,182.42**	**2,273.84**
Profit for the year	-	336.41	336.41
Other comprehensive income for the year			
Re-measurement gain on defined benefit plans (net of tax)	-	2.88	2.88
Balance as at March 31, 2022 (Standalone)	**1,091.42**	**1,521.71**	**2,613.13**

The summary of material accounting policies and other explanatory information are an integral part of these financial statements — Note 1 & 2

As per our Report of even date
For, KANTILAL PATEL & CO.
Chartered Accountants
Firm Reg. No. 104744W

KANTILAL PATEL & CO. "KPC House" Besides High Court Auditorium Gate, Sola, Ahmedabad 380060 CHARTERED ACCOUNTANTS

JINAL A. PATEL
Partner
Membership No. 153599
Place: Ahmedabad
Date : December 20,2024

For and on Behalf of Board of Directors of
ARMEE INFOTECH LIMITED

Ridhish K. Patel
Managing Director
(DIN: 02876453)

Ami R. Patel
Director
(DIN: 03330034)

Aruna Maheshwari
Chief Financial Officer
(Membership No: 412770)

Purnima Jain
Company Secretary
(Membership No: A34071)

Place: Ahmedabad
Date : December 20,2024

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)
CIN - U72100GJ2011PLC063953
Part - IV:
Restated Statement of Cash Flows

(₹ in lakhs)

	Particulars	Consolidated		Standalone	
		For the Period ended September 30,2024	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
A	Cash flow from Operating activities				
	Profit before tax	2,282.29	6,378.25	1,949.96	467.21
	Adjustment for non cash items :				
	Depreciation & Amortisation Expense	38.20	453.38	459.52	426.60
	Expected Credit Loss Allowance	34.22	96.57	-	90.11
	Finance charges	153.63	521.97	479.00	503.82
	Interest Income	(46.37)	(97.43)	(91.02)	(89.27)
	Dividend Income*	-	(0.02)	(0.02)	-
	Balances written back	-	(170.25)	(1,206.80)	(40.96)
	Depreciation written back	-	-	-	(91.08)
	Profit on Sale of Property, Plant and Equipment	-	(2.34)	-	-
	Profit on sale of Mutual Fund	(2.92)	-	-	-
	Fair valuation of investment	-	(9.02)	-	(5.61)
	Provision for Contingencies and Claims	15.00	(57.57)	609.27	-
	Foreign exchange fluctuation loss/(gain)	-	-	(0.07)	1.96
	Operating Profit before working capital changes	2,474.05	7,113.54	2,199.84	1,262.78
	Adjustments for (increase) / decrease in operating assets:				
	Inventories	(3,830.23)	(2,784.68)	1,222.85	334.03
	Trade receivables	2,739.35	(17,300.37)	(6,357.90)	328.17
	Loans (Current & Non-Current)	11.40	93.04	423.76	(339.36)
	Other current financial assets	16,780.22	(16,468.23)	(4,652.83)	(1,042.16)
	Other current assets	1,621.44	(3,211.76)	5.85	(600.64)
	Other non-current assets	(149.81)	-	2.59	(0.41)
	Other non-current financial assets	-	(465.74)	(726.87)	(11.76)
	Adjustments for increase / (decrease) in operating liabilities:				
	Trade payables	(21,451.67)	39,011.29	7,662.33	51.51
	Current Provisions	16.58	(28.26)	10.16	0.22
	Other current liabilities	98.86	249.00	(50.33)	267.37
	Other non current liabilities	457.86	444.49	(41.50)	(361.22)
	Other current Financial liabilities	(307.15)	455.72	-	-
	Non-current provisions	(5.28)	9.84	5.18	3.03
	Cash generated from operations	(1,544.38)	7,117.88	(296.87)	(108.44)
	Direct taxes paid	(106.62)	(1,599.28)	(380.89)	(109.00)
	Net cash generated from / (used in) Operating activities	**(1,651.00)**	**5,518.60**	**(677.76)**	**(217.44)**
B	Cash flow from Investing activities				
	Purchase of Property, Plant and Equipment and Intangible Assets (including capital advances)	(400.70)	(213.34)	(35.02)	(72.57)
	Proceeds from sale of Property, Plant and Equipment	-	19.55	0.70	235.43
	Investment in Subsidiary	-	(185.29)	-	-
	Investment in Mutual Fund	(700.00)	-	-	-
	Redemption of Investment/Mutual Fund	702.92	0.26	-	-
	Redemption of / (Investment in) deposits with banks (net)	1,141.01	(1,796.30)	438.10	(41.44)
	Interest received	41.94	43.54	147.26	112.04
	Dividend Income*	-	0.02	0.02	-
	Net cash generated from / (used in) Investing activities	785.17	**(2,131.56)**	**551.06**	**233.46**
C	Cash flow from financing activities				
	Payment of lease liabilities	(3.01)	(6.32)	(4.23)	(0.71)
	Proceeds / (Repayment) of current borrowings (net)	876.41	(1,377.92)	1,015.26	501.15
	Finance charges paid	(153.31)	(515.94)	(474.37)	(508.53)
	Proceeds / (Repayment) of non current borrowings (net)	(121.42)	595.29	(388.04)	(185.79)
	Net cash generated from / (used in) Financing activities	**598.67**	**(1,304.89)**	**148.62**	**(193.88)**
	Net Increase / (decrease) in cash and cash equivalents	**(267.16)**	**2,082.15**	**21.92**	**(177.86)**
	Cash and Cash Equivalents at the beginning of the period/year	2,131.20	46.07	24.15	202.01
	Cash and cash equivalents of the subsidiary acquired during the year	-	2.98		
	Cash and Cash Equivalents at the end of the period/year	**1,864.04**	**2,131.20**	**46.07**	**24.15**

	Cash and Cash Equivalents consists of :				
	(a) Cash in hand	2.53	2.75	2.94	8.08
	(b) Balances with banks				
	- In current account	1,861.51	2,128.45	43.13	16.07
		1,864.04	**2,131.20**	**46.07**	**24.15**

*Dividend Received on investment in Progressive Mercantile Co-Operative Bank

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Part - IV:

Restated Statement of Cash Flows

Note 1: The above cash flow statement has been prepared under the "Indirect method" as set out in Ind AS-7 "Statement of Cash flows".

Note 2: Cash and bank balances consist of Cash and cash equivalents - which includes cash on hand, balances with banks and other short-term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have original maturities of less than three months. These balances with banks are unrestricted for withdrawal and usage.

Note 3: Change in liability arising from financing activities:

(₹ in Lakhs)

Particulars	As at April 01, 2021	Cash Flow	Other changes	As at March 31, 2022
Non-current borrowings	927.36	(185.79)	-	741.57
Current borrowings	1,338.31	501.15	-	1,839.46
Interest	8.69	(508.53)	503.65	3.81
Lease liabilities	-	(0.71)	11.79	11.08
Total	2,274.36	(193.88)	515.44	2,595.92

(₹ in Lakhs)

Particulars	As at April 01, 2022	Cash Flow	Other changes	As at March 31, 2023
Non-current borrowings	741.57	(388.04)	-	353.53
Current borrowings	1,839.46	1,015.26	-	2,854.72
Interest	3.81	(474.37)	478.17	7.61
Lease liabilities	11.08	(4.23)	0.83	7.68
Total	2,595.92	148.62	479.00	3,223.54

(₹ in Lakhs)

Particulars	As at April 01, 2023*	Cash Flow	Other changes	As at March 31, 2024
Non-current borrowings	461.95	595.29	-	1,057.24
Current borrowings	3,046.33	(1,377.92)	-	1,668.41
Interest	7.61	(515.94)	521.31	12.98
Lease liabilities	13.12	(6.32)	0.66	7.46
Total	3,529.01	(1,304.89)	521.97	2,746.09

* Includes balance of Subsidiary as of October 10, 2023

(₹ in Lakhs)

Particulars	As at April 01, 2024	Cash Flow	Other changes	As at September 30, 2024
Non-current borrowings	1,057.24	(121.42)	-	935.82
Current borrowings	1,668.41	876.41	-	2,544.82
Interest	12.98	(153.31)	153.32	12.99
Lease liabilities	7.46	(3.01)	(2.92)	1.53
Total	2,746.09	598.67	150.40	3,495.16

The summary of material accounting policies and other explanatory information are an integral part of these financial statements

Note 1 & 2

As per our Report of even date
For, KANTILAL PATEL & CO.
Chartered Accountants
Firm Reg. No. 104744W

KANTILAL PATEL & CO. CHARTERED ACCOUNTANTS "KPC House" Besides High Court Auditorium Gate, Sola, Ahmedabad 380060

JINAL A. PATEL
Partner
Membership No. 153599
Place: Ahmedabad
Date : December 20,2024

For and on Behalf of Board of Directors of
ARMEE INFOTECH LIMITED

Ridhish K. Patel
Managing Director
(DIN: 02876453)

Ami R. Patel
Director
(DIN: 03330034)

Aruna Maheshwari
Chief Financial Officer
(Membership No: 412770)
Place: Ahmedabad
Date : December 20,2024

Purnima Jain
Company Secretary
(Membership No: A34071

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

Material Accounting Policies to Restated Financial Information

1 a **Corporate information**

Established in 2011, ArMee Infotech Limited is a leading IT Infrastructure solutions and IT managed services company focused on Government, PSU and BFSI. Under IT Infrastructure solutions, company provide IT hardware and software (e.g. computers, servers, interactive panels and their peripherals), work on the installation and integration of the hardware and software, maintenance & functional training of the IT Infrastructure installed by company as per the client requirements. Under IT managed services, in addition to providing IT Infrastructure solutions , company provide technical manpower, skill development training and offer annual maintenance services.

The functional and presentation currency of the Group is Indian Rupee ("₹") which is the currency of the primary economic environment in which the Group operates.

The Restated financials statements relate to ArMee Infotech Limited ("the Parent Company") along with its subsidiary ArMee Technology Private Limited (collectively referred as "the Group")

The Board of directors approved the Restated consolidated financial statements for the period ended September 30, 2024 and for year ended March 31, 2024 & Restated standalone financial statement for the Year ended March 31, 2023 and March 31, 2022 and authorised for issue on December 20, 2024.

b **Basis of Preparation of Consolidated Financial Statements**

i) Statement of Compliance

These Restated Financial Statements have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standard 34, 'Interim financial reporting' and other accounting principles generally accepted in India for the purpose of restated financial information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended from time to time ("ICDR Regulations") in relation to the proposed initial public offering of the Company. These restated Financial Information shall therefore not be suitable for any purpose other than as disclosed in this note.

ii) Basis of Preparation

The Restated Financial Information of ArMee Infotech Limited (the "Company" or the "Issuer") and its subsidiary (collectively, the "Group"), comprising the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2024 and as at March 31, 2024 and Restated Standalone Statement of Assets and Liabilities as at March 31, 2023 and March 31, 2022, the Restated Consolidated Statements of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Cash Flow Statement for the six months period ended September 30, 2024 and for year ended March 31, 2024 and the Restated Standalone Statement of Profit and Loss (including other comprehensive income), the Restated Standalone Statement of Changes in Equity and the Restated Standalone Cash Flow Statement for the year ended March 31, 2023 and March 31, 2022 and the Summary Statement of Material Accounting Policies and other explanatory information (collectively, the "Restated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on December 20, 2024 for the purpose of inclusion in the Offer document prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act") ;

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("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").

iii) Compliance with Ind-AS

(a) The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time. Presentation requirements of Division II of Schedule III to the Companies Act, 2013, "as amended", as applicable to the Consolidated Financial Statements have been followed. These consolidated financial statements are separate financial statements of the Group. The consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements. The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

(b) Certain comparative figures appearing in these consolidated financial statements have been regrouped and/ or reclassified to better reflect the nature of those items.

(c) The consolidated financial statements are presented in INR and all values are rounded to the nearest lakh (INR 00,000) as per the requirement of Schedule III, unless otherwise stated.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the parent company along with its subsidiary as at March 31, 2024. The control is achieved when the group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its powers over the investee. Specifically, the group controls an investee if and only if the group has :

(a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
(b) Exposure, or rights, to variable returns from its involvement with the investee and
(c) The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

(a) The contractual arrangement with the other vote holders of the investee
(b) Rights arising from other contractual arrangements
(c) The Group's voting rights and potential voting rights"

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

Material Accounting Policies to Restated Financial Information

The Restated Financial Information have been compiled from:

I. Audited Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the Six Months period ended 30 September 2024 prepared in accordance with the Indian Accounting Standard, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, (referred to as "IND AS") and other recognised accounting practices and policies generally accepted in India including the requirements of the Act, which has been approved by the Board of Directors at their meeting held on December 20, 2024;

II. Audited Consolidated Ind AS Financial Statements of the Group as at and for the year ended on 31 March 2024 which were prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS")to the extent applicable and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 30, 2024.

III. Audited Standalone Ind AS Financial Statements of the Company as at and for the year ended on 31 March 2023 which were prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS")to the extent applicable and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 30, 2024.

IV. Audited Special Purpose Standalone Ind AS Financial Statements of the Company as at and for the year ended 31 March 2022, prepared as per following basis

The Audited Special Purpose Standalone Ind AS Financial Statements of the Company as at and for the year ended 31 March 2022, have been prepared by the management of the Company in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Previous GAAP' or 'Indian GAAP') after giving effect to accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Indian Accounting Standards 101 'First-time Adoption of Indian Accounting Standards' (Ind AS 101)) as initially adopted on transition date i.e. 01 April 2021. These Audited Special Purpose IND AS Financial Statements have been approved by the Board of Directors on May 07, 2024. Suitable restatement adjustments (both re-measurements and reclassifications) as per Ind AS 101, are made to these Financial Statements for the year ended 31 March 2022.

2 Material accounting policies

a Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as twelve months for the purpose of current or noncurrent classification of assets and liabilities.

b Property, plant and equipment

The Group has elected to regard previous GAAP carrying values of Property, plant and equipment as deemed cost at the date of transition to Ind AS.

An item of property, plant and equipment is recognised as an asset if it is probable that the future economic benefits associated with the item will flow to the Group and its cost can be measured reliably.

The initial cost of property, plant and equipment comprises its purchase price, non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Where, during any financial year, any addition has been made to any asset, or where any asset has been sold, discarded, demolished or destroyed, or significant components replaced; depreciation on such assets is calculated on a pro rata basis as individual assets with specific useful life from the month of such addition or, as the case may be, up to the month on which such asset has been sold, discarded, demolished or destroyed or replaced.

The Group reviews the residual value and useful life of an asset at least at each financial year-end and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate.

Depreciation on property, plant and equipment is provided on the straight-line method prescribed under Schedule II of the Act, computed on the basis of useful lives prescribed under Schedule II of the Act. Leasehold improvements are amortised over the period of lease or estimated useful life, whichever is lower. For the following assets useful life is taken bases on technical evaluation of the property, plant and equipment by the management which are mentioned below:

Tangible assets	Useful life (years)
EPOS Devices	5

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

c Intangible assets

Recognition and initial measurement

The Group has elected to regard previous GAAP carrying values of Intangible assets as deemed cost at the date of transition to Ind AS.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Subsequent measurement (amortisation and useful lives)

All intangible assets are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over the period of five years on the basis of their estimated useful lives.

De-recognition

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

d Inventories

Inventories are stated at lower of cost or net realisable value. Cost is determined on a First in First out basis.

Net realisable value is the price at which the inventories can be realised in the normal course of business after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

e Foreign Currency Translation

Functional and Presentation Currency

The financial statements are presented in Indian Rupees and are rounded to two decimal places of Lakhs which is also the Group's functional currency.

Transactions in foreign currencies are initially recorded by the Group at its functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items as at reporting date are recognised in statement of profit and loss.

f Revenue recognition from sale of products and services

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for certain specific services mentioned below, as it typically controls the goods or services before transferring them to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

The performance obligation in case of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

The performance obligation in case of service is satisfied over a period of time. Income in respect of service contracts, which are generally in the nature of providing maintenance and support services, are recognised in statement of profit and loss on straight line basis over the period of the performance obligation.

The Group provides preventive maintenance services and on-site maintenance on its certain products at the time of sale. These maintenance services are sold together with the sale of product. Contracts for such sales of product and preventive maintenance services comprise two performance obligations because the promises to transfer the product and to provide the preventive maintenance services are capable of being distinct. Accordingly, a portion of the transaction price is allocated to the preventive maintenance services and recognised as a contract liability. Revenue is recognised over the period in which the preventive maintenance services are provided based on the time elapsed.

g Other Income

Interest income

Interest income on financial assets is calculated using the effective interest method is recognised in the statement of profit and loss as part of other income.

Dividend Income

Dividend income from investment is accounted for when the right to receive is established, which is generally when shareholders approve the dividend.

h Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial Recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition. Trade Receivables are initially recognised at transaction price where that do not contain any significant portion of financing component. Transaction costs that are directly attributable to the acquisition or release of financial assets and financial liabilities respectively, which are not at fair value through profit or loss, are added to the fair value of underlying financial assets and liabilities on initial recognition. Trade receivables and trade payables that do not contain a significant financing component are initially measured at their transaction price.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

Financial assets

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in two categories:

-Financial assets at amortised cost at effective interest rate.

'-Financial assets at fair value through profit or loss

Financial assets at amortised cost

A financial asset is subsequently measured at amortised cost which is held with objective to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

-Financial assets at fair value through profit or loss:

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

This category includes interest free security deposit given valued at present value.

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

Financial liabilities

Subsequent Measurement

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

i **Impairment of financial assets**

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics. For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

j **Right-of-use assets and lease liabilities**

As a lessee

Classification of lease:

The Group's leased asset consist of leases for building only. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset
(ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and
(iii) the Group has the right to direct the use of the asset.

Recognition and initial measurement of right-of use assets:

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Subsequent measurement of right-of-use asset:

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Lease liabilities:

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

k Cash and bank balances

Cash and bank balances consist of:

- Cash and cash equivalents - which includes cash in hand, deposits held at call with banks and other short term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of less than three months from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.
- Other bank balances - which includes balances and deposits with banks that are restricted for withdrawal and usage.

l Cash Flow Statement

Statement of Cash Flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

(i) changes during the period in inventories and operating receivables and payables, transactions of a non-cash nature;

(ii) non-cash items such as depreciation, provisions, and unrealised foreign currency gains and losses etc.; and

(iii) all other items for which the cash effects are investing or financing cash flows

m Employee Benefits

(i) Short Term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, short term compensated absences etc., and the expected cost of bonus, ex-gratia are recognised in the period in which the employee renders the related service.

(ii) Post-Employment Benefits:

1. Defined Contribution Plans:

State governed Provident Fund Scheme and Employees State Insurance Scheme are defined contribution plans.

The contribution paid / payable under the schemes is recognised during the period in which the employees render the related services.

2. Defined Benefit Plans:

The Employee's Gratuity Fund Scheme and compensated absences is Group's defined benefit plans. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government Securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

For defined benefit plans, the amount recognised as 'Employee benefit expenses' in the Statement of Profit and Loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in rate to the net defined benefit liability or asset is charged or credited to 'Finance costs' in the Statement of Profit and Loss. Any differences between the interest income on plan assets and the return actually achieved and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

All defined benefit plans obligations are determined based on valuations, as at the Balance Sheet date, made by independent actuary using the projected unit credit method. The classification of the Group's net obligation into current and non-current is as per the actuarial valuation report.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligations under the defined benefit plans, to recognise the obligation on net basis.

Gains or losses on the curtailment or settlement of any defined benefits plans are recognised when the curtailment or settlement occurs. Past service cost is recognised as expense on a straight-line basis over the average period until the benefits become vested.

(iii) Long Term Employee Benefits:

The employees' long term compensated absences are Group's defined benefit plans. The present value of the obligation is determined based on the actuarial valuation using the projected unit credit method as at the date of the balance sheet. In case of funded plans, the full value of plan assets is reduced from the gross obligation to recognise the obligation on the net basis.

n Provisions and Contingencies

Provisions

Provisions are recognised in the balance sheet when the Group has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, provisions are measured on a discounted basis.

Constructive obligation is an obligation that derives from an entity's actions where:

(i) by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities and;

(ii) as a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

Contingencies

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

o **Contract Balances**

(i) **Contract Balances**

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract assets are recognised when there are excess of revenues earned over billings on contracts. Contract assets are classified as unbilled receivables when there is conditional right to receive cash, as per contractual terms.

The amount recognised as contract assets is reclassified to trade receivables once the amounts are billed to the customer as per the terms of the contract. Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section i Impairment.

(ii) **Trade receivables**

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section h Financial instruments – initial recognition and subsequent measurement.

(iii) **Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Unearned and deferred revenue ("contract liability") is recognised when there are billings in excess of revenues.

p **Income taxes**

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

The carrying value of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on the tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to cover or settle the carrying value of its assets and liabilities.

Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction.

Current and deferred tax are recognised as an expense or income in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

q **Earnings Per Share**

Basic earnings per share is computed by dividing the profit / (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Group did not have any potential dilutive securities in any period presented.

r **Impairment of Non Financial Asset:**

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

s **Key Accounting Estimates and Judgments**

The preparation of the Group's Financial Statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

Critical Accounting Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

(i) **Income Taxes**

The Group's tax jurisdiction is India. Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

(ii) **Property, Plant and Equipment**

Property, plant and equipment represent a significant proportion of the asset base of the Group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Group's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

(iii) **Defined Benefit Obligation**

The costs of providing pensions and other post employment benefits are charged to the Statement of Profit and Loss in accordance with IND AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates.

t **Business Combination**

Business combinations are accounted for, using the Pooling of Interest Method of accounting as laid down in Appendix C, 'Business Combinations of entities under common control' of Indian Accounting Standard (Ind AS) 103 'Business Combinations' as prescribed under Section 133 of the Companies Act, 2013.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED
(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)
CIN - U72100GJ2011PLC063953
Notes to the Restated Financial Information

3(A). PROPERTY, PLANT AND EQUIPMENT (REFER NOTE NO. 2.b)

(₹ in lakhs)

Particulars	Free Hold Land	Office Property	Office Equipment	Vehicles**	Furniture and Fixtures	Mobile (GVK)	Project Assets	E-POS Devices	Server & Computer	Leasehold Improvements	Solar System	Total
Gross Carrying Amount												
Deemed cost as at April 01, 2021*	510.89	15.00	9.05	121.03	51.37	25.40	20.07	1,157.86	100.10	-	-	2,010.77
Additions	-	-	10.78	-	5.23	-	0.21	55.97	0.37	-	-	72.56
Disposals/Discard	-	-	-	-	-	-	-	(80.64)	(95.97)	-	-	(176.61)
As at March 31, 2022	510.89	15.00	19.83	121.03	56.60	25.40	20.28	1,133.19	4.50	-	-	1,906.72
Additions	-	-	3.73	-	21.37	5.58	-	-	-	-	4.35	35.03
Disposals/Discard	-	-	(0.70)	-	-	-	-	-	-	-	-	(0.70)
As at March 31, 2023	510.89	15.00	22.86	121.03	77.97	30.98	20.28	1,133.19	4.50	-	4.35	1,941.05
Additions on account of acquisition of subsidiary	-	-	2.08	4.93	8.48	-	-	-	0.41	-	-	15.90
Additions	-	3.80	7.42	137.94	59.95	-	-	-	4.24	-	-	213.35
Disposals/Discard	-	-	-	(16.50)	(2.12)	(12.62)	-	-	-	-	-	(31.24)
As at March 31, 2024	510.89	18.80	32.36	247.40	144.28	18.36	20.28	1,133.19	9.15	-	4.35	2,139.06
Additions	-	-	3.50	-	10.55	-	-	-	2.52	18.96	-	35.53
Disposals/Discard	-	-	-	-	-	-	(5.54)	(798.33)	-	-	-	(803.87)
As at September 30, 2024	510.89	18.80	35.86	247.40	154.83	18.36	14.74	334.86	11.67	18.96	4.35	1,370.72
Depreciation												
As at April 01, 2021	-	-	-	-	-	-	-	-	-	-	-	-
Charge for the year	-	0.85	5.22	16.65	7.21	12.78	14.74	367.12	1.38	-	-	425.95
Disposals/Discards	-	-	-	-	-	-	-	(32.26)	-	-	-	(32.26)
As at March 31, 2022	-	0.85	5.22	16.65	7.21	12.78	14.74	334.86	1.38	-	-	393.69
Charge for the year	-	0.85	4.59	21.57	7.94	14.83	3.87	399.17	2.20	-	0.63	455.65
Disposals/Discards	-	-	-	-	-	-	-	-	-	-	-	-
As at March 31, 2023	-	1.70	9.81	38.22	15.15	27.61	18.61	734.03	3.58	-	0.63	849.34
Additions on account of acquisition of subsidiary	-	-	1.38	4.93	1.70	-	-	-	0.31	-	-	8.32
Charge for the year	-	0.97	3.70	25.23	12.10	2.79	1.67	399.16	1.44	-	0.83	447.89
Disposals/Discards	-	-	-	(0.81)	(0.60)	(12.62)	-	-	-	-	-	(14.03)
As at March 31, 2024	-	2.67	14.89	67.57	28.35	17.78	20.28	1,133.19	5.33	-	1.46	1,291.52
Charge for the period	-	0.50	3.39	14.09	7.34	0.58	-	-	1.21	1.23	0.41	28.75
Disposals/Discards	-	-	-	-	-	-	(5.54)	(798.33)	-	-	-	(803.87)
As at September 30, 2024	-	3.17	18.28	81.66	35.69	18.36	14.74	334.86	6.54	1.23	1.87	516.40
Net Carrying Value												
As at September 30, 2024	510.89	15.63	17.58	165.74	119.14	-	-	-	5.13	17.73	2.48	854.32
As at March 31, 2024	510.89	16.13	17.47	179.83	115.93	0.58	-	-	3.82	-	2.89	847.54
As at March 31, 2023	510.89	13.30	13.05	82.81	62.82	3.37	1.67	399.16	0.92	-	3.72	1,091.71
As at March 31, 2022	510.89	14.15	14.61	104.38	49.39	12.62	5.54	798.33	3.12	-	-	1,513.03

* The Company has applied the optional exemption to measure its Property, Plant & Equipment at the date of transitional at their previous GAAP carrying amount and used it as the deemed cost for such assets.

** All Vehicles are in the name of directors/officers of of the company.

3(B). RIGHT OF USE ASSETS (REFER NOTE NO. 2.j)

(₹ in lakhs)

Particulars	Office Building	Total
Gross Carrying Amount		
As at April 01, 2021	-	-
Additions	11.62	11.62
Disposals	-	-
As at March 31, 2022	**11.62**	**11.62**
Additions	-	-
Disposals	-	-
As at March 31, 2023	**11.62**	**11.62**
Additions on account of acquisition of subsidiary	10.97	10.97
Additions	-	-
Disposals	-	-
As at March 31, 2024	**22.59**	**22.59**
Additions		-
Disposals	(10.98)	(10.98)
As at September 30, 2024	**11.61**	**11.61**
Depreciation		
As at April 01, 2021	-	-
Charge for the year	0.65	0.65
Disposals	-	-
As at March 31, 2022	**0.65**	**0.65**
Charge for the year	3.87	3.87
Disposals	-	-
As at March 31, 2023	**4.52**	**4.52**
Additions on account of acquisition of subsidiary	6.13	6.13
Charge for the year	5.49	5.49
Disposals	-	-
As at March 31, 2024	**16.14**	**16.14**
Charge for the period	1.94	1.94
Disposals	(7.74)	(7.74)
As at September 30, 2024	**10.34**	**10.34**
Net Carrying Value		
As at September 30, 2024	**1.27**	**1.27**
As at March 31, 2024	**6.45**	**6.45**
As at March 31, 2023	**7.10**	**7.10**
As at March 31, 2022	**10.97**	**10.97**

3(C).OTHER INTANGIBLE ASSETS (REFER NOTE NO. 2.c)

(₹ in lakhs)

Particulars	Software	Total
Gross Carrying Amount		
Deemed cost as at April 01, 2021*	-	-
Additions	-	-
Discard	-	-
As at March 31, 2022	-	-
As at March 31, 2023	-	-
As at March 31, 2024	-	-
Additions	180.25	180.25
Discard	-	-
As at September 30, 2024	**180.25**	**180.25**
Amortisation		
As at April 01, 2021	-	-
Charge for the year	-	-
Discard	-	-
As at March 31, 2022	-	-
As at March 31, 2023	-	-
As at March 31, 2024	-	-
Charge for the period	7.51	7.51
Discard		
As at September 30, 2024	**7.51**	**7.51**
Net Carrying Value		
As at September 30, 2024	172.74	172.74
As at March 31, 2024	-	-
As at March 31, 2023	-	-
As at March 31, 2022	-	-

* The Company has applied the optional exemption to measure its Intangible Assets at the date of transitional at their previous GAAP carrying amount and used it as the deemed cost for such assets.

KANTILAL PATEL & CO. CHARTERED ACCOUNTANTS AHMEDABAD

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

4. Investments

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Unquoted Investments (Valued at Fair Value through Profit & Loss)					
(a)	Nil (31 March 2024 : Nil, 31 March 2023 & 31 March 2022 : 1,55,400) Equity shares of ₹ 10 each fully paid-up in ArMee Technology Services Pvt. Ltd. *	-	-	21.15	21.15
Unquoted Investments (Valued at Amortised Cost)					
(a)	Nil (31 March 2024 : Nil, 31 March 2023 & 31 March 2022 : 260) Equity Shares of ₹ 100 each Fully Paid-up in Progressive Mercantile Co-Operative Bank	-	-	0.26	0.26
(b)	National Saving Certificate	0.40	0.40	0.40	0.40
Total non current investments		**0.40**	**0.40**	**21.81**	**21.81**

* ArMee Technology Services Private Limited having principal place of business in India became wholly owned Subsidiary on October 10, 2023.

5. OTHER FINANCIAL ASSETS

A. NON CURRENT

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
[Unsecured considered good unless otherwise stated]					
(a)	Security deposits *	104.58	17.63	109.22	85.12
(b)	Bank deposits with more than 12 months maturity**- At Amortised Cost	57.22	906.20	-	-
(c)	Accrued Interest on National Saving Certificate and Fixed deposits- At Amortised Cost	0.59	0.47	0.16	0.16
Contract Assets					
(a)	Amount due from customers (Unbilled Revenue)	1,334.36	1,271.50	702.77	-
Total other non current financial assets		**1,496.75**	**2,195.80**	**812.15**	**85.28**

* Security Deposits are valued at Fair Value through Profit & Loss.

**Bank deposits have maturity of more than12 months represents balances of margin money against issue of Bank Guarantees.

B. CURRENT

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
[Unsecured considered good unless otherwise stated] (At Amortised Cost)					
(a)	Security deposits	277.43	275.07	2.71	2.71
(b)	Interest accrued on fixed deposits	66.95	62.64	9.06	65.30
(c)	Project Balance Receivable from Government (Deen Dayal Upadhyaya Grameen Kaushalya Yojana)	237.08	216.48	184.59	51.76
(d)	Other Current Financial Assets	8.14	8.73	-	-
Contract Assets		-			
(a)	Amount due from customers (Unbilled Revenue)	5,266.15	22,068.74	5,828.22	1,308.22
Total other current financial assets		**5,855.75**	**22,631.66**	**6,024.58**	**1,427.99**

6. Non-Current Tax Asset (Net)

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Advance income tax (net of provision)	311.40	311.40	94.23	217.09
Total non current tax assets		**311.40**	**311.40**	**94.23**	**217.09**

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED
(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)
CIN - U72100GJ2011PLC063953
Notes to the Restated Financial Information

7. INVENTORIES

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Stock in Trade	7,518.51	3,688.28	724.01	1,946.86
Total Inventories		**7,518.51**	**3,688.28**	**724.01**	**1,946.86**

8. TRADE RECEIVABLES

A . TRADE RECEIVABLES- NON CURRENT

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Secured, considered good	-	-	-	-
(b)	Unsecured, considered good	3,549.23	-	-	-
(c)	Significant increase in credit risk	-	-	-	-
(d)	Credit Impaired	-	-	-	-
		3,549.23	**0.00**	**0.00**	**0.00**
Less:	Expected credit loss allowance	32.30	-	-	-
Total trade receivables		**3,516.93**	**0.00**	**0.00**	**0.00**

(i) Movement in allowance for credit losses of receivables is as below:

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	-	-	-	-
Charge in statement of profit and loss	32.30	-	-	-
Release to statement of profit and loss	-	-	-	-
Utilised during the period/ year	-	-	-	-
Balance at the end of the period /year	32.30	-	-	-

(ii) Ageing of trade receivables - Non Current as at September 30, 2024

(₹ in lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables - considered good	3,549.23	-	-	-	-	-	3,549.23
Undisputed trade receivables - which have	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	**3,549.23**	-	-	-	-	-	**3,549.23**
Less : Expected credit loss allowance	-	-	-	-	-	-	32.30
Total	**3,549.23**	-	-	-	-	-	**3,516.93**

B . TRADE RECEIVABLES- CURRENT

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Secured, considered good	-	-	-	-
(b)	Unsecured, considered good	23,168.25	29,456.83	11,084.87	4,726.97
(c)	Significant increase in credit risk	-	-	-	-
(d)	Credit Impaired	-	-	-	-
		23,168.25	**29,456.83**	**11,084.87**	**4,726.97**
Less:	Expected credit loss allowance	211.41	209.66	113.09	113.09
Total trade receivables		**22,956.84**	**29,247.17**	**10,971.78**	**4,613.88**

In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on company policy and ageing of the receivables that are due.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

(i) Movement in allowance for credit losses of receivables is as below:

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the period/year	209.66	113.09	113.09	22.98
Charge in statement of profit and loss	1.92	112.57	0.83	90.11
Release to statement of profit and loss	-	-	-	-
Utilised during the period/year	(0.17)	(16.00)	(0.83)	-
Balance at the end of the period/year	**211.41**	**209.66**	**113.09**	**113.09**

(ii) Ageing of trade receivables - Current as at September 30, 2024

(₹ in lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables - considered good	394.36	16,667.10	5,499.09	377.21	22.58	207.91	23,168.25
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	394.36	16,667.10	5,499.09	377.21	22.58	207.91	23,168.25
Less : Expected credit loss allowance	-	-	-	-	-	-	211.41
Total	394.36	16,667.10	5,499.09	377.21	22.58	207.91	22,956.84

Ageing of trade receivables as at March 31, 2024

(₹ in lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables - considered good	1,852.06	26,313.23	301.11	691.21	189.42	109.80	29,456.83
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	1,852.06	26,313.23	301.11	691.21	189.42	109.80	29,456.83
Less : Expected credit loss allowance	-	-	-	-	-	-	209.66
Total	1,852.06	26,313.23	301.11	691.21	189.42	109.80	29,247.17

Ageing of trade receivables as at March 31, 2023

(₹ in lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables - considered good	-	10,744.07	3.42	201.06	136.32	-	11,084.87
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	-	10,744.07	3.42	201.06	136.32	-	11,084.87
Less : Expected credit loss allowance	-	-	-	-	-	-	113.09
Total	-	10,744.07	3.42	201.06	136.32	-	10,971.78

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

Ageing of trade receivables as at March 31, 2022

(₹ in lakhs)

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed trade receivables - considered good	-	4,525.55	40.66	160.76	-	-	4,726.97
Undisputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Undisputed trade receivables - credit impaired	-	-	-	-	-	-	-
Disputed trade receivables - considered good	-	-	-	-	-	-	-
Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
Disputed trade receivables - credit impaired	-	-	-	-	-	-	-
Total	-	4,525.55	40.66	160.76	-	-	4,726.97
Less : Expected credit loss allowance	-	-	-	-	-	-	113.09
Total	-	4,525.55	40.66	160.76	-	-	4,613.88

Note : No trade or other receivables are due from director or other officers of the Company either severally or jointly with any other person.

9. CASH & CASH EQUIVALENT

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a) Cash in hand	2.53	2.75	2.94	8.08
(b) Balances with banks				
- In current account	1,861.51	2,128.45	43.13	16.07
Total cash & cash equivalent	1,864.04	2,131.20	46.07	24.15

10. OTHER BALANCES WITH BANK

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a) Deposits with Bank*	1,346.20	1,638.23	748.13	1,186.23
Total Other Balance with Bank	1,346.20	1,638.23	748.13	1,186.23

*Bank deposits have original maturity of more than three months but less than 12 months represents balances of margin money against issue of Bank Guarantees.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

11. Loans

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
[Unsecured considered good unless otherwise stated]				
(a) Loan to Employees	18.27	18.89	14.07	7.68
(b) Other Loans and Advances	513.36	524.14	274.32	704.47
Total current loan and advances	**531.63**	**543.03**	**288.39**	**712.15**

Refer Note no 45 (ix) of other statutory Information

12. OTHER ASSETS

A. NON CURRENT

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
[Unsecured considered good unless otherwise stated]				
(a) Capital Advance	184.92	-	-	-
(b) Prepaid Expense	-	-	-	2.59
Total Non-current Other Assets	**184.92**	**-**	**-**	**2.59**

B. CURRENT

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
[Unsecured considered good unless otherwise stated]				
(a) Balances with Government Authorities	1,393.49	3,120.99	6.93	0.46
(b) Advances for Goods and Expenses	293.45	468.70	642.58	581.17
(c) Prepaid Expense	287.29	191.21	24.11	97.84
(d) Others	319.71	134.48	-	-
Total current other assets	**2,293.94**	**3,915.38**	**673.62**	**679.47**

13. EQUITY SHARE CAPITAL

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
Authorised				
400,00,000(March 31, 2024 ; 400,00,000 & March 31,2023 & March 31 2022 : 50,00,000) Equity Shares of Rs. 10/- each	4,000.00	4,000.00	500.00	500.00
Issued, Subscribed and Paid Up				
2,37,31,386 (March 31, 2024 : 2,37,31,386 March 31, 2023 and 31 March 2022 :39,55,231) Equity Shares of Rs. 10/- each fully paid	2,373.14	2,373.14	395.52	395.52

a) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period

Particulars	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	No of Share	(₹ in lakhs)	No of Share	(₹ in lakhs)	No of Share	(₹ in lakhs)	No of Share	(₹ in lakhs)
Shares outstanding at the beginning of the period/year	2,37,31,386	2,373.14	39,55,231	395.52	39,55,231	395.52	39,55,231	395.52
Add : Bonus shares Issued during the year/period	-	-	1,97,76,155	1,977.62	-	-	-	-
Shares outstanding at the end of the period/year	**2,37,31,386**	**2,373.14**	**2,37,31,386**	**2,373.14**	**39,55,231**	**395.52**	**39,55,231**	**395.52**

In the Financial year 2023-24, the Parent Company allotted 1,97,76,155 equity shares of ₹ 10/- each as fully paid up bonus shares in proportion of five Equity Shares for every one Equity Share held on 12 February 2024 by utilizing Retained earning amounting to ₹ 1977.62 Lakhs, pursuant to an ordinary resolution passed after taking the consent of shareholders through an Extra Ordinary General Meeting as on 18th January 2024.

b. Terms/rights attached to equity shares

1. The Parent company has only one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share. The dividend, if proposed by the Board of Directors is subject to the approval of shareholders, except in case on interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion of their shareholding, after distribution of all preferential amounts.

c. Aggregate number of Shares allotted as fully paid up by way of bonus shares (during 5 years immediately preceding September 30, 2024)

	Aggregate no of shares issued in five years	**September 30, 2024**	**March 31, 2024**	**March 31, 2023**	**March 31, 2022**	**March 31, 2021**	**March 31, 2020**
Equity shares allotted as fully paid bonus shares by capitalisation	1,97,76,155	-	1,97,76,155	-	-	-	-

The Company has not issued any shares for consideration other than cash or bought back during the period of five years immediately preceding the reporting date. Further, there are no bonus shares issued during the period of 5 years immediately preceding the reporting date, except as disclosed above.

d. Details of share holders holding more than 5% of shares in the company

Sr No	Name of the share holder	As at September 30, 2024		As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
		Nos	%	Nos	%	Nos	%	Nos	%
1	Ami Ridhish Patel	1,80,81,180	76.19%	1,80,81,180	76.19%	30,13,530	76.19%	30,13,530	76.19%
2	Kiritkumar Chimanbhai Patel	25,21,542	10.62%	25,21,542	10.62%	5,10,257	12.90%	6,85,670	17.34%
3	Ridhish Kiritkumar Patel	14,01,492	5.91%	14,01,492	5.91%	2,33,582	5.91%	2,33,582	5.91%
		2,20,04,214	**92.72%**	**2,20,04,214**	**92.72%**	**37,57,369**	**95.00%**	**39,32,782**	**99.43%**

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)
CIN - U72100GJ2011PLC063953
Notes to the Restated Financial Information

13. EQUITY SHARE CAPITAL (Contd.)

c. Details of share held by promoters / promoters group at the end of the period/year:

Sr No	Name of the share holder	As at September 30, 2024			As at March 31, 2024			As at March 31, 2023			As at March 31, 2022	
		No of Shares	% of holding	% change	No of Shares	% of holding	% change	No of Shares	% of holding	% change	No of Shares	% of holding
	Promoters/Promoters Group											
1	Ami Ridhish Patel	1,80,81,180	76.19%	0.00%	1,80,81,180	76.19%	0.00%	30,13,530	76.19%	0.00%	30,13,530	76.19%
2	Kiritkumar Chimanbhai Patel	25,21,542	10.62%	0.00%	25,21,542	10.62%	-17.72%	5,10,257	12.90%	-25.58%	6,85,670	17.34%
3	Ridhish Kiritkumar Patel	14,01,492	5.91%	0.00%	14,01,492	5.91%	0.07%	2,33,582	5.91%	0.00%	2,33,582	5.91%
	Total	2,20,04,214	92.72%		2,20,04,214	92.72%		37,57,369	95.00%		39,32,782	99.43%

14. OTHER EQUITY

a) Securities Premium

Securities premium is used to record premium received on issue of Shares. There is no movement in Securities Premium during the current and previous reporting period.

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening Balance	1,091.42	1,091.42	1,091.42	1,091.42
Increase/(Decrease) during the year	-	-	-	-
Closing Balance	**1,091.42**	**1,091.42**	**1,091.42**	**1,091.42**

b) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfer to general reserve, dividends, bonus shares or other distributions to

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Opening Balance	6,053.06	3,182.83	1,521.71	1,182.42
Add: Profit for the period/year	1,821.03	5,013.04	1,657.46	336.41
Add: Other Comprehensive Income Re-measurement gain on defined benefit plans (net of tax)	(0.03)	0.39	3.66	2.88
Less: Excess over net worth of subsidiary	-	(165.58)	-	-
Less: Utilised during the year for issue of Bonus Shares*	-	(1,977.62)		
Closing Balance	**7,874.06**	**6,053.06**	**3,182.83**	**1,521.71**

* During the Financial year 2023-24, the Parent Company allotted 1,97,76,155 equity shares of ₹ 10/- each as fully paid up bonus shares in proportion of five Equity Shares for every one Equity Share held on 12 February 2024 by utilizing Retained earning amounting to ₹ 1977.62 Lakhs, pursuant to an ordinary resolution passed after taking the consent of shareholders through an Extra Ordinary General Meeting as on 18th January 2024.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

15(A). FINANCIAL LIABILITIES - BORROWINGS

A. NON CURRENT BORROWINGS

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured (At Amortised Cost)				
(a) Term loans from banks	818.48	888.53	77.49	134.68
(b) Equipment / Vehicle loans from banks & Non-Banking Financial Institutions	103.71	116.11	30.38	114.59
Total secured borrowings	**922.19**	**1,004.64**	**107.87**	**249.27**
Unsecured (At Amortised Cost)				
(a) Term loans from banks	6.14	18.53	64.86	24.49
(b) Term Loans from Non-Banking Financial Institutions	7.49	34.07	75.45	8.89
(c) Others	-	-	105.35	458.92
Total unsecured borrowings	**13.63**	**52.60**	**245.66**	**492.30**
Total Non current borrowings	**935.82**	**1,057.24**	**353.53**	**741.57**

B. CURRENT BORROWINGS

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Secured				
(a) Cash credit	1,152.42	323.32	1,478.52	858.47
(b) Current maturities of long term borrowings				
(i) Term loans from banks	137.92	150.51	58.37	45.06
(ii) Term loans from Non-Banking Financial	77.76	150.37	-	-
(iii) Equipment / Vehicle loans from banks & other	27.25	31.49	255.10	187.83
(c) Others	297.19	55.92	-	-
Total secured borrowings	**1,692.54**	**711.61**	**1,791.99**	**1,091.36**
Unsecured				
(a) Current maturities of long term borrowings				
(i) Term loans from banks	33.79	45.71	140.28	31.23
(ii) Term Loan from Non-Banking Financial Institutions	149.34	357.61	251.47	34.32
(b) Others	669.15	553.48	670.98	682.55
Total unsecured borrowings	**852.28**	**956.80**	**1,062.73**	**748.10**
Total current borrowings	**2,544.82**	**1,668.41**	**2,854.72**	**1,839.46**

Nature of Security and terms of repayment for Long Term Secured borrowings:

Sr No	Particulars of Term Loan	Repayable In Months	Interest rate	Nature of Securities
1	Bank of India Audi Car Loan	37	7.45%	Against Hypothecation of Vehicle
2	Bank of India GECL Loan A/C. No 200270410000191	25	7.50%	Secured against property and current assets
3	BMW Financial Services	33	9.99%	Against Hypothecation of Vehicle
4	Deutsche Bank - Loan	74	9.00%	Secured against promoters personal property *
5	Hewlett Packard Financial Services Pvt	6	13.76%	Against F.D / Margin Money
6	Vehicle Loan from State bank of India	6	9.00%	Against Hypothecation of Vehicle
7	Axis Bank Limited	3	9.06%	Against Hypothecation of Vehicle

Nature of Security for short term Secured borrowings:

Sr No	Particulars of Term Loan	Interest rate	Nature of Securities
1	Profectus Capital Pvt Ltd	12.00%	Secured against Inventory and Current assets
2	Bank of India- Cash Credit	9.95%	Secured against Inventory and Current assets
3	ICICI Bank- Cash Credit	10.00%	Secured against Inventory and Current assets
4	Axis Bank - Cash Credit	11.00%	Secured against Inventory and Current assets

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)
CIN - U72100GJ2011PLC063953
Notes to the Restated Financial Information
15(A). FINANCIAL LIABILITIES - BORROWINGS (Contd.)
Unsecured:

Sr No	Particulars of Term Loan	Type of Interest	EMI (₹ in lakhs)	Mode of Repayment (In EMI)	Interest Rate	Nature of Loan
1	Axis Finance Limited	Fixed	1.05	10	16.00%	Business Loan
2	Siemens Factoring Pvt Ltd	Fixed	17.40 to 17.60	4	14.75%	Business Loan
3	Siemens Factoring Pvt Ltd	Fixed	2.74	7	14.75%	Business Loan
4	Aditya Birla Finance Ltd	Fixed	3.48	9	17.50%	Business Loan
5	ICICI Bank Ltd Business Loan	Fixed	1.77	9	16.50%	Business Loan
6	Indusind Bank Ltd - Loan	Fixed	1.75	9	15.50%	Business Loan
7	Tata Capital Financial Services Limited	Fixed	0.70	23	17.00%	Business Loan
8	TVS Credit Services Ltd	Fixed	90 Days credit	90 Days	11.75%	Business Loan
9	Standard Chartered Bank	Fixed	0.40	29	9.00%	Business Loan
10	Moneywise Financial Service Pvt Ltd	Fixed	1.78	9	17.00%	Business Loan

The maturity profile of Company's borrowings is as below: (₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Not later than one year or on demand	2,544.82	1,668.41	2,854.72	1,839.46
Later than one year but not two years	247.61	203.79	261.19	619.76
Later than two years but not three years	149.32	240.50	62.86	57.77
Later than three years but not four years	74.32	148.39	29.48	64.04
Later than four years but not five years	241.33	157.17	-	-
More than five years	223.24	307.39	-	-
Total	**3,480.64**	**2,725.65**	**3,208.25**	**2,581.03**

* **Note 1**: Promoter / Director have given personal Guarantee and personal property for Term Loans from Bank.

Note 2: The company does not have any charges or satisfaction which is yet to be registered with ROC beyond statutory period.

Note 3: The Company has not been declared as a wilful defaulter by any bank or financial institution or other lender in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

Note 4: Cash Credit facility repayable on demand, is secured by a hypothecation of current assets, mortgage of Plot & Office property, lien on certain Fixed Deposits of the Group and personal guarantee of Promoters.

Note 5: The Promoter/Director has provided personal guarantees for borrowings obtained by the Group. For further details, refer to Note No. 33

Note No 6: The Company has filed quarterly returns or statements with the banks in lieu of the sanctioned working capital facilities, which are in agreement with the books of account other than those as set out below.

(₹ in lakhs)

Name of Bank	Aggregate working capital limits sanctioned	Amount utilised during the quarter	Quarter ended	Amount disclosed as per quarterly return / statement	Amount as per books of account	Difference	Reason for variance*
Bank of India and ICICI Bank	1,760.00	778.65	June 30, 2024	21,221.91	23,336.12	-2,114.21	Difference is due to errors in reporting inventory transactions
		980.98	September 30, 2024	2,830.22	2,886.81	-56.59	Primarily inclusion of certain liablities not forming part of creditors for goods

*the above differences represents balance of creditors, inventory and book debts as at each reporting date

15(B). LEASE LIABILITIES
A. NON CURRENT

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a) Lease liabilities	-	-	3.73	7.68
Total non-current lease liabilities	**-**	**-**	**3.73**	**7.68**

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)
CIN - U72100GJ2011PLC063953
Notes to the Restated Financial Information
B. CURRENT

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Lease liabilities	1.53	7.46	3.95	3.40
Total current lease liabilities		**1.53**	**7.46**	**3.95**	**3.40**

C. MOVEMENT OF LEASE LIABILITIES

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Opening Balance	7.46	7.68	11.08	-
(b)	Add: Lease liability recognised during the year	-	-	-	11.62
(c)	Add: Lease liability recognised on account of acquisition of subsidiary	-	5.44	-	-
(d)	Add: Interest accrued on lease liability	0.31	0.66	0.83	0.17
(e)	Less: Payment/reversal of Lease liabilities	(6.24)	(6.32)	(4.23)	(0.71)
Closing Balance		**1.53**	**7.46**	**7.68**	**11.08**

D. The following are the amounts recognised in profit or loss:

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Depreciation and Amortisation Expenses	1.94	5.49	3.87	0.65
(b)	Interest expense on lease liabilities	0.31	0.66	0.83	0.17
(c)	Expense relating to short-term leases	63.92	316.29	2,040.50	1,633.30
Total		**66.16**	**322.44**	**2,045.20**	**1,634.12**

16. PROVISIONS
A. NON CURRENT

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Provision for employee benefits (Refer note no.39) - Gratuity	76.84	79.12	18.28	17.99
(b)	Provision for Claims & Contingencies	435.00	423.00	481.01	-
Total non-current provisions		**511.84**	**502.12**	**499.29**	**17.99**

B. CURRENT

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Provision for employee benefits (Refer note no.39) - Gratuity	28.32	14.74	9.63	9.21
(b)	Provision for Claims & Contingencies	108.75	105.75	128.27	-
(c)	Other Provisions	-	-	9.74	-
Total current provisions		**137.07**	**120.49**	**147.64**	**9.21**

C. MOVEMENT OF PROVISION FOR CONTINGENCIES AND CLAIMS

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Opening Balance	528.75	609.28	-	-
(b)	Add: Addition	15.00	-	609.28	-
(c)	Less: Utilisation / Reversal	-	(80.53)	-	-
Closing Balance		**543.75**	**528.75**	**609.28**	**-**

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

17. DEFERRED TAX

A. Movement in deferred tax assets and liabilities for the period ended September 30, 2024 :-

(₹ in lakhs)

Particulars	Balance as at April 01, 2024	Recognized / (Reversed) in statement of profit and loss	Recognized / (Reversed) in other comprehensive income	Recognized in equity	Balance as at September 30, 2024
Deferred tax assets:					
Liability on disallowance under section 43(B)	23.62	2.84	(0.01)	-	26.47
ECL provision	52.77	8.57		-	61.34
Property, Plant & Equipment and Intangible Assets	37.20	(13.69)		-	23.51
Others	79.70	-		-	79.70
Lease Liability	1.88	(1.50)		-	0.38
Total deferred tax assets	**195.17**	**(3.78)**	**(0.01)**	-	**191.40**
Deferred tax liabilities:					
Right of Use Asset	1.62	(1.29)		-	0.33
Total deferred tax liabilities	**1.62**	**(1.29)**	-	-	**0.33**
Net deferred tax (assets) / liabilities	**(193.55)**	**2.49**	**0.01**	-	**(191.07)**

B. Movement in deferred tax assets and liabilities for the year ended March 31, 2024 :-

(₹ in lakhs)

Particulars	Balance as at April 01, 2023 *	Recognized / (Reversed) in statement of profit and loss	Recognized / (Reversed) in other comprehensive income	Recognized in equity	Balance as at March 31, 2024
Deferred tax assets:					
Liability on disallowance under section 43(B)	24.82	(1.07)	(0.13)	-	23.62
ECL provision	28.46	24.31	-	-	52.77
Security Deposit Fair Valuation Impact	0.06	(0.06)	-	-	-
Brought Forward Loss	42.57	(42.57)	-	-	-
Property, Plant & Equipment and Intangible Assets	1.95	35.25	-	-	37.20
Others	99.63	(19.93)	-	-	79.70
Lease Liability	1.93	(0.05)	-	-	1.88
Total deferred tax assets	**199.42**	**(4.12)**	**(0.13)**	-	**195.17**
Deferred tax liabilities:					
Property, Plant & Equipment and Intangible Assets	39.08	(39.08)	-	-	-
Right of Use Asset	1.79	(0.17)	-	-	1.62
Total deferred tax liabilities	**40.87**	**(39.25)**	-	-	**1.62**
Net deferred tax (assets) / liabilities	**(158.55)**	**(35.13)**	**0.13**	-	**(193.55)**

* Includes Deferred Tax Balance of Subsidiary also of October 10, 2023.

C. Movement in deferred tax assets and liabilities for the year ended March 31, 2023 :-

(₹ in lakhs)

Particulars	Balance as at April 01, 2022	Recognized / (Reversed) in statement of profit and loss	Recognized / (Reversed) in other comprehensive income	Recognized in equity	Balance as at March 31, 2023
Deferred tax assets:					
Liability on disallowance under section 43(B)	6.84	6.20	(1.23)	-	11.81
ECL provision	28.46	-	-	-	28.46
Security Deposit Fair Valuation Impact	0.08	(0.02)	-	-	0.06
Others	-	99.63	-	-	99.63
Lease Liability	2.79	(0.86)	-	-	1.93
Total deferred tax assets	**38.17**	**104.95**	**(1.23)**	-	**141.89**
Property, Plant & Equipment and Intangible Assets	106.90	(67.82)	-	-	39.08
Right of Use Asset	2.76	(0.97)	-	-	1.79
Total deferred tax liabilities	**109.66**	**(68.79)**	-	-	**40.87**
Net deferred tax (assets) / liabilities	**71.49**	**(173.74)**	**1.23**	-	**(101.02)**

D. Movement in deferred tax assets and liabilities for the year ended March 31, 2022 :-

(₹ in lakhs)

Security Deposit Fair Valuation Impact	Balance as at April 01, 2021	Recognized / (Reversed) in statement of profit and loss	Recognized / (Reversed) in other comprehensive income	Recognized in equity	Balance as at March 31, 2022
Deferred tax assets:					
Liability on disallowance under section 43(B)	7.30	0.51	(0.97)	-	6.84
ECL provision	5.78	22.68	-	-	28.46
Security Deposit Fair Valuation Impact	0.02	0.06	-	-	0.08
Lease Liability	-	2.79	-	-	2.79
Total Deferred tax assets	**13.10**	**26.04**	**(0.97)**	-	**38.17**
Deferred tax liabilities:					
Property, Plant & Equipment and Intangible Assets	128.27	(21.37)	-	-	106.90
Right of Use Asset	-	2.76	-	-	2.76
Total Deferred tax liabilities	**128.27**	**(18.61)**	-	-	**109.66**
Net Deferred tax (assets) / liabilities	**115.17**	**(44.65)**	**0.97**	-	**71.49**

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED
(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)
CIN - U72100GJ2011PLC063953
Notes to the Restated Financial Information

i). Income Tax Recognised in the statement of Profit and Loss

(₹ in Lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Current Tax	458.77	1,409.64	544.05	175.45
Excess Provision of Earlier Year	-	(9.30)	(77.81)	-
Total Current Tax	**458.77**	**1,400.34**	**466.24**	**175.45**
Deferred Tax				
Deferred Tax	2.49	(35.1)	(173.7)	(44.7)
Total Deferred Tax	2.49	(35.13)	(173.7)	(44.7)
Total Tax expenses/ Benefits	**461.26**	**1,365.21**	**292.50**	**130.80**
Effective Tax Rate	20.21%	21.40%	15.00%	28.00%
Remeasurements of the defined benefit plans	0.01	(0.13)	(1.23)	(0.97)

ii) Reconciliation of tax expense applicable to profit before tax at the latest statutory enacted tax rate in India to income-tax expense reported is as follows:

(₹ in Lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Profit before tax for the period/year	2,282.29	6,378.25	1,949.96	467.22
Enacted income tax rate in India applicable to the Company	25.17%	25.17%	25.17%	25.17%
Tax using the Company's domestic tax rate (A)	**574.41**	**1,605.28**	**490.77**	**117.59**
Tax effect of adjustment to reconcile expected income				
Difference on tax due to timing difference	-	(174.54)	(27.29)	17.09
Other incomes/expense exempt from tax/ Items not deductible	-	5.01	26.17	18.32
Expenses not allowed under Income Tax Act	7.85	-	-	-
Tax Benefit as per Income Tax Act, 1961	(119.84)	(169.95)	(212.76)	-
Others	(1.16)	99.41	15.61	(22.20)
Total adjustments (B)	**(113.15)**	**(240.07)**	**(198.27)**	**13.21**
Total income-tax expense (A+B)	**461.26**	**1,365.21**	**292.50**	**130.80**

18. CURRENT TAX LIABILITIES (NET)

(₹ in Lakhs)

Particulars	Consolidated		Consolidated	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Current tax liabilities (net)	352.35	-	29.88	67.39
Total non-current other assets	**352.35**	**-**	**29.88**	**67.39**

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

19. OTHER LIABILITIES

A. NON-CURRENT

(₹ in lakhs)

Particular		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Payables for Capital creditors	-	-	-	1,222.10
(b)	Advance received from Government for expense	-	-	-	26.20
Contract Liabilities					
(a)	Unearned and Deferred Revenue	902.35	444.49	-	-
Total other non current liabilities		**902.35**	**444.49**	**-**	**1,248.30**

B. CURRENT

(₹ in lakhs)

Particular		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Statutory dues	100.22	172.36	250.58	324.88
Contract Liabilities					
(a)	Unearned and Deferred Revenue	106.34	111.12	-	-
(b)	Advances received from customers (Contract Liabilities)	913.45	737.67	136.83	112.86
Total other current liabilities		**1,120.01**	**1,021.15**	**387.41**	**437.74**

20. TRADE PAYABLES

(₹ in lakhs)

Particular		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Total outstanding dues of micro enterprises and small enterprises	433.36	1,975.97	-	-
(b)	Total outstanding dues of creditors other than micro enterprises and small enterprises	30,657.38	50,566.44	12,647.07	4,984.81
Total Trade Payables		**31,090.74**	**52,542.41**	**12,647.07**	**4,984.81**

(i) The amount due to Micro and Small Enterprises as defined in the "The Micro, Small and Medium Enterprises Development Act, 2006" has been determined to the extent such parties have been identified on the basis of information available with the Company. The disclosures relating to Micro and Small Enterprises are as below:

(₹ in lakhs)

Particular		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	The principal amount remaining unpaid to supplier as at the end of the year/period	433.36	1,975.97	-	-
(b)	The interest due thereon remaining unpaid to supplier as at the end of the year/period	-	-	-	-
(c)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-	-
(d)	The amount of interest accrued and remaining unpaid at the end of each accounting year/period.	-	-	-	-
(e)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	-	-
Balance at the end of the year/period		**433.36**	**1,975.97**	**-**	**-**

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

20. TRADE PAYABLES (Contnd.)

Ageing of trade payables as at September 30, 2024 (₹ in lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Micro, small and medium enterprise (MSME)	433.22	0.14	-	-	-	433.36
Others	15,005.76	13,883.36	71.68	34.12	-	28,994.92
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - others	-	-	-	-	40.00	40.00
Total	**15,438.98**	**13,883.50**	**71.68**	**34.12**	**40.00**	**29,468.28**
Add: Unbilled Dues						1,622.46
Total	**15,438.98**	**13,883.50**	**71.68**	**34.12**	**40.00**	**31,090.74**

Ageing of trade payables as at March 31, 2024 (₹ in lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Micro, small and medium enterprise (MSME)	1,975.97	-	-	-	-	1,975.97
Others	33,843.92	14,343.56	256.79	-	-	48,444.27
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - others	-	-	-	-	40.00	40.00
Total	**35,819.89**	**14,343.56**	**256.79**	**-**	**40.00**	**50,460.24**
Add: Unbilled Dues						2,082.17
Total	**35,819.89**	**14,343.56**	**256.79**	**-**	**40.00**	**52,542.41**

Ageing of trade payables as at March 31, 2023 (₹ in lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Micro, small and medium enterprise (MSME)	-	-	-	-	-	-
Others	12,602.19	4.88	-	-	-	12,607.07
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - others	-	-	-	40.00	-	40.00
Total	**12,602.19**	**4.88**	**-**	**40.00**	**-**	**12,647.07**

Ageing of trade payables as at March 31, 2022 (₹ in lakhs)

Particulars	Not due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Micro, small and medium enterprise (MSME)	-	-	-	-	-	-
Others	4,289.47	653.42	0.62	-	-	4,943.51
Disputed dues - MSME	-	-	-	-	-	-
Disputed dues - others	-	-	41.30	-	-	41.30
Total	**4,289.47**	**653.42**	**41.92**	**-**	**-**	**4,984.81**

21. OTHER FINANCIAL LIABILITIES (AT AMORTISED COST)

(₹ in lakhs)

Particular		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Interest accrued but not due	12.99	12.98	7.61	3.81
(b)	Provision for CSR	25.61	29.97	-	-
(c)	Other Liabilities	122.96	425.75	-	-
Total current other financial liabilities		**161.56**	**468.70**	**7.61**	**3.81**

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

22. REVENUE FROM OPERATIONS

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
(a)	Sale of IT Infrastructure Solutions				
	(i) Traded goods	39,843.36	21,702.32	11,529.76	5,996.37
	(ii) Project Based - IT Infra	15,819.87	71,798.49	29,315.22	1,532.32
(b)	IT Managed services				
	(i) Service Income	4,688.36	8,270.83	9,198.17	4,690.76
	(ii) Other operating revenue	88.98	285.83	226.36	298.53
Total revenue from operations		**60,440.57**	**1,02,057.47**	**50,269.51**	**12,517.98**

Assets and liabilities related to contracts with customers

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
Trade receivable	26,717.49	29,456.83	11,084.87	4,726.97
Contract Assets (Amount due from customers (Unbilled Revenue))	6,600.51	23,340.24	6,530.99	1,308.22
Contract liabilities (Advance from customers and Unearned Revenue)	1,922.14	1,293.28	136.83	112.86

Changes in contract assets are as follows (₹ in lakhs)

Particulars	Consolidated		Standalone	
	Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
Balance at the beginning of the Period/year	23,340.24	6,530.99	1,308.22	266.06
Invoices raised that were included in the contract assets balance at the beginning of the period/year	(19,403.20)	(5,544.68)	(1,308.22)	(266.06)
Increase due to revenue recognised during the year, excluding amounts billed during the period/year	2,663.47	22,353.93	6,530.99	1,308.22
Balance at the end of the Period/year	**6,600.51**	**23,340.24**	**6,530.99**	**1,308.22**

Changes in unearned and deferred revenue are as follows:

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
Balance at the beginning of the Period/year	555.61	-	-	-
Revenue recognised that was included in the contract liability balance at the beginning of the period/year	-	-	-	-
Increase due to invoicing during the year, excluding amounts recognised as revenue during the period/year	453.08	555.61	-	-
Balance at the end of the Period/year	**1,008.69**	**555.61**	**-**	**-**

Set out below is the amount of revenue recognised from:

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
Amounts included in contract liabilities at the beginning of the period/year	737.67	136.83	112.86	9.73
Revenue recognised that was included in opening contract liability	662.94	9.34	7.08	0.98

Reconciliation of revenue recognised in Statement of profit and loss with contract price

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
Contract price	60,459.05	1,02,062.83	50,269.51	12,517.98
Less: Discount, rebates and credits	18.48	5.36	-	-
Revenue from operations as per statement of profit and loss	**60,440.57**	**1,02,057.47**	**50,269.51**	**12,517.98**

Timing of Revenue Recognised

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
Revenue Recognised at a point of time	57,268.61	95,149.38	41,936.55	7,993.26
Revenue Recognised over the time	3,171.96	6,908.10	8,332.96	4,524.72
Revenue from contract with Customer	**60,440.58**	**1,02,057.48**	**50,269.51**	**12,517.98**

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

Performance obligation

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 30 September, 2024 is of ₹ 31,986.52 Lakhs (31 March, 2024: ₹ 68,313.05 Lakhs, 31 March 2023 : ₹ 45,263.51 Lakhs, 31 March 2022: ₹ 35,720.66 Lakhs), which is expected to be recognised as revenue as follows:

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
Within one year	16,469.15	53,140.19	27,938.54	12,719.52
Within one to Five years	15,517.37	15,172.86	17,324.97	23,001.14
Total Performance Obligation	**31,986.52**	**68,313.05**	**45,263.51**	**35,720.66**

Particulars	Consolidated		Standalone	
	Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
Other Operating Revenues				
Annual Maintenance Contract Charges	88.98	285.83	226.36	276.22
Other Project Income	-	-	-	22.31
Total	**88.98**	**285.83**	**226.36**	**298.53**

23. OTHER INCOME

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
(a)	Interest income on -				
	(i) Term Deposit with Bank	46.37	69.59	43.15	83.15
	(ii) Income Tax Refund	-	5.23	44.46	-
	(iii) Security Deposit	-	2.84	3.25	3.31
	(iv) Others	-	19.77	0.16	2.81
(b)	Dividend Income*	-	0.02	0.02	-
(c)	Balances written back	-	170.25	1,206.80	40.96
(d)	Depreciation written back	-	-	-	91.08
(e)	Foreign Exchange Rate Difference	-	-	0.07	-
(f)	Profit on sale of fixed asset	-	2.34	-	-
(g)	Provision for Claims & Contingencies written back	-	57.57	-	-
(h)	Profit on sale of Mutual Fund	2.92			
(i)	Fair valuation of investment	-	9.02	-	5.61
(j)	Miscellaneous Income	0.29	5.24	-	-
Total other income		**49.58**	**341.87**	**1,297.91**	**226.92**

*Dividend Received on investment in Progressive Mercantile Co-Operative Bank

24. PURCHASE OF STOCK IN TRADE

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
(a)	Traded Goods	41,310.10	21,484.18	10,976.43	6,269.29
(b)	Project - IT Infra	15,839.67	66,237.27	25,534.24	517.18
Total purchase of stock in trade		**57,149.77**	**87,721.45**	**36,510.67**	**6,786.47**

25. CHANGES IN INVENTORY OF STOCK IN TRADE

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
Inventories at the end of the year					
(a)	Stock in Trade	7,518.50	3,688.28	724.01	1,946.86
Inventories at the beginning of the year					
(a)	Stock in Trade	3,688.28	903.60 *	1,946.86	2,280.89
Total changes in stock in trade		**(3,830.23)**	**(2,784.68)**	**1,222.85**	**334.03**

* Includes Stock in Trade of Subsidiary acquired on October 10, 2023.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

26. EMPLOYEE BENEFIT EXPENSES

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
(a)	Salaries and wages	2,198.94	3,969.53	3,530.34	693.85
(b)	Contribution to provident and other funds	135.74	255.05	203.45	13.96
(c)	Staff welfare expenses	6.69	4.97	5.76	9.10
Total employee benefit expenses		**2,341.37**	**4,229.55**	**3,739.55**	**716.91**

Note: For remuneration and commission to key managerial personnel refer note no. 33.

27. FINANCE COSTS

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
(a)	Interest expense on:				
	(i) Unsecured Loan	93.15	341.50	289.17	185.66
	(ii) Cash Credit	52.11	150.47	128.51	129.73
	(iii) Income Tax	-	0.06	2.23	5.59
	(iv) Lease Liability	0.31	0.66	0.83	0.17
	(v) Others	8.06	29.28	58.26	182.67
(b)	Bank charges	55.10	145.85	113.48	52.29
Total finance cost		**208.73**	**667.82**	**592.48**	**556.11**

28. OTHER EXPENSES

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
(a)	Project Expenses	1,473.98	4,109.70	2,804.35	1,109.48
(b)	Rent Expense	63.92	316.29	2,040.50	1,633.30
(c)	Claims & Contingencies	15.00	-	609.28	-
(d)	Sales Promotion and Marketing Expense	135.31	270.09	342.75	127.82
(e)	Tender Fees	164.08	256.78	254.10	6.29
(f)	Legal and professional expense	112.48	82.11	143.95	106.03
(g)	Commission expense	2.54	62.93	126.21	76.33
(h)	Office Expense	34.63	86.83	180.85	126.76
(i)	Insurance expense	53.50	84.03	90.80	34.98
(j)	Service Render charges	46.33	102.41	75.96	15.17
(k)	CSR expense	28.14	22.36	18.94	-
(l)	Repairs to				
	(i) Building	-	-	1.04	0.65
	(ii) Others	24.16	37.35	18.79	0.86
(m)	Payment to auditors	11.00	17.63	15.60	8.35
(n)	Rates and taxes (including Penalties)	2.78	69.46	21.59	78.69
(o)	Donation	3.06	2.59	8.66	-
(p)	Expected credit loss for trade receivables	34.22	112.60	0.83	90.11
(q)	Loans and Deposits written off / Balances written off (Net)	-	10.30	237.28	-
(r)	Foreign exchange fluctuation loss	-	-	-	1.96
(s)	Director Sitting Fees	10.05	-	-	-
(t)	Miscellaneous expenses	84.84	90.11	100.91	40.79
Total other expenses		**2,300.02**	**5,733.57**	**7,092.39**	**3,457.57**

Payment to auditors		Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
(a)	As auditor:				
	(i) Audit fee	8.85	13.02	11.50	4.50
	(ii) Tax audit fee	2.15	4.38	3.50	1.50
(b)	In other capacity:				
	(i) Taxation & other matters	-	0.23	0.60	2.35
Total		**11.00**	**17.63**	**15.60**	**8.35**

29. Earnings per Equity Share (EPS)

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
(a)	Profit after tax attributable to equity share holders for basic and diluted EPS	1,821.03	5,013.04	1,657.46	336.41
(b)	Weighted average no. of equity shares outstanding during the year for basic and dilutive EPS	2,37,31,355	2,37,31,355	2,37,31,355	2,37,31,355
(c)	Basic and diluted earnings per share (in ₹)	7.67	21.12	6.98	1.42
(d)	Nominal value per Share (in ₹)	10.00	10.00	10.00	10.00

* Earnings per share for Financial year 2022-23 and Financial Year 21-22 has been adjusted for Bonus shares issued in Financial year 23-24 as per Ind AS 33, Earnings per share.

KP&Co. KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

30. Corporate Social Responsibility (CSR)

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
1	Gross amount required to be spent by the company during the year	28.14	22.36	9.65	9.28
2	Amount approved by the board be spent during the year / period	28.14	22.36	9.65	9.28
3	Amount spent during the Year				
i.	Construction/Acquisition of any Asset				
	- In Cash	-	-	-	-
	- Yet to be paid in cash	-	-	-	-
ii.	On purpose other than (i) above				
	- In Cash *	2.52	1.43	9.20	-
	- Yet to be paid in cash	-	-	-	-
4	Amount related to spent/unspent obligation				
i.	Construction/Acquisition of any Asset	-	-	-	-
ii.	Others	-	-	-	-
iii.	Unspent amount in relation to :				
	- Ongoing project	25.62	20.94	0.45	9.28
	- Other than Ongoing project	-	-	-	-
	Total	28.14	22.36	9.65	9.28
	Reason for Shortfall	Group has decided to spend money on activity mentioned in schedule VII	Group has decided to spend money on activity mentioned in schedule VII	Company has decided to spend money on activity mentioned in schedule VII	Company has decided to spend money on activity mentioned in schedule VII

Details of Ongoing Projects (In case of Section 135(6))		Consolidated		Standalone	
		Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
1	Opening Balance	29.97	9.74	9.28	-
2	Income earned from Opening Unspent Account during the year/period	-	-	-	-
3	Amount required to be spent during the year/period	28.14	22.36	9.65	9.28
4	Amount spent during the year/period				
i.	From Company's Bank Account	2.52	1.43	9.20	-
ii.	From Separate CSR Unspent Account	29.97	0.70	-	-
5	Closing Balance	25.62	29.97	9.74	9.28

* During the year/period, Group has not contributed to trust controlled by the Group.

Nature of CSR activities :

Promoting Education under privileged children including voice vision project & Prevention & Promoting health care - Schedule VII -(i) & (ii)

31. Deen Dayal Upadhyaya Grameen Kaushalya Yojana Project Details

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		Period Ended September 30, 2024	Year Ended March 31, 2024	Year Ended March 31, 2023	Year Ended March 31, 2022
(a)	UP Skill Development Project				
1.	Opening Balance [Payable / (Receivable)]	(63.20)	(78.09)	(51.76)	109.67
2.	Add : Amount received during the year/period	-	137.24	127.85	-
3.	Less : Expenses incurred during the year/period				
(i)	Salary Expense	8.49	14.29	12.89	16.85
(ii)	Purchase	-	-	-	0.44
(iii)	Travelling Expense	0.37	2.39	2.17	1.17
(iv)	Electric Expense	0.46	1.68	2.56	1.52
(v)	Office Expense	0.18	1.03	1.24	1.43
(vi)	Rent TC	-	48.40	52.80	51.70
(vii)	Rent- TC / Hostel Infra Expense	-	15.00	30.00	30.00
(viii)	Hostel Services - Food	8.26	32.64	35.50	48.40
(ix)	Assessment Cum Certification Fee	0.45	1.93	2.18	2.90
(x)	Professional Charges	-	0.42	1.56	0.36
(xi)	One Time Travel Cost	1.97	4.22	5.74	5.87
(xii)	Others	-	0.35	7.54	0.79
	Total Expenses incurred during the year/period	20.18	122.35	154.18	161.43
4.	Closing Balance [Payable / (Receivable)]	(83.38)	(63.20)	(78.09)	(51.76)

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

(b)		**West Bengal Skill Development Project**				
	1.	Opening Balance [Payable / (Receivable)]	(68.38)	(50.21)	20.95	120.83
	2.	Add : Amount received during the year/period	-	-	34.19	-
	3.	Less : Expenses incurred during the year/period				
		(i) Salary Expense	-	4.64	13.32	6.36
		(ii) Travelling Expense	-	3.22	-	1.18
		(iii) Hostel Service Food	-	1.65	22.47	-
		(iv) Office Expense	-	0.23	1.04	3.20
		(v) Rent - Hostel & Hostel Infra Expense	-	1.60	19.20	19.20
		(vi) Rent TC	-	0.57	28.94	10.86
		(vii) Rent TC - Infra Expense	-	8.00	16.00	24.00
		(viii) Professional Charges	0.26	0.83	1.24	0.30
		(ix) Others	-	0.28	3.14	34.78
		(x) Creditors written Back	-	(2.85)		
		Total Expenses incurred during the year/period	0.26	18.17	105.35	99.88
	4.	Closing Balance [Payable / (Receivable)]	(68.64)	(68.38)	(50.21)	20.95
(c)		**Assam state rural livelihood project**				
	1.	Opening Balance [Payable / (Receivable)]	(84.87)	(56.28)	5.25	-
	2.	Add : Amount received during the year/period	-	-	-	81.13
	3.	Less : Expenses incurred during the year/period				
		(i) Salary Expense	-	16.16	28.98	42.27
		(ii) Electric Expense	-	0.22	1.06	0.97
		(iii) Hostel Service Food	-	-	17.58	16.54
		(iv) Rent charges	-	13.85	4.35	6.53
		(v) Stationery	-	-	1.29	-
		(vi) One Time Travel Cost	0.19	1.27	3.44	0.78
		(vii) Professional Charges	-	1.23	1.52	1.34
		(viii) Creditors written Back	-	(4.14)	-	-
		(ix) Others	-	-	3.31	7.45
		Total Expenses incurred during the year/period	0.19	28.59	61.53	75.88
	4.	Closing Balance [Payable / (Receivable)]	(85.06)	(84.87)	(56.28)	5.25

32. Contingencies and Commitments

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		Period Ended September 30, 2024	**Year Ended March 31, 2024**	**Year Ended March 31, 2023**	**Year Ended March 31, 2022**
(a)	**Claims against the Company /disputed liabilities not acknowledged as debts**	41.76	41.76	-	-
(b)	**Disputed Statutory Claims**				
	Income Tax				
	- Appeals preferred by Company	30.88	30.88	41.71	218.66
	Central Goods and Services Tax Act,2017	38.55	30.90	-	-
(c)	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) :	1,475.33	-	-	-

(d) The Group operates majorly with Government Department and is required to give bank guarantee for each and every orders. The Bank guarantees are contingent upon the completion of order, Products warranties and other conditions. The total amount of Bank guarantee given as at 30 September 2024, 31st March 2024, 31st March 2023 and 31st March 2022 is Rs 3971.46 and Rs 4,024.28 Lakhs, 2,553.34 Lakhs and Rs 1,304.13 Lakhs, respectively, same should consider as contingent Liability.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

33. RELATED PARTY TRANSACTIONS

The Group's related parties principally consist of its associates, Key managerial personnel and relatives thereto . The group routinely enters into transactions with these related parties in the ordinary course of business at market rates and terms.
The following tables summarises related party transactions and balances included in the financial statements of the Group for the six months period ended September 30, 2024 and for the year ended March 31, 2024, March 31, 2023, March 31, 2022 as required by Indian Accounting Standard - 24 "Related Parties Disclosures":

A. Name of Related Parties and Relationship

Name of the related party	Relationship	Manner
Ridhish Kiritbhai Patel	Director	Key Managerial Personnel
Ridhish Kiritbhai Patel - HUF	Relative of Key Managerial Personnel	Relative as HUF of Mr. Ridhish Patel
Kiritkumar Chimanbhai Patel	Director	Key Managerial Personnel
Kiritkumar Chimanbhai Patel - HUF	Relative of Key Managerial Personnel	Relative as HUF of Mr. Kiritkumar Patel
Ami Ridhish Patel	Relative of Key Managerial Personnel	Relative as wife of Mr. Ridhish Patel
Sudhin Bhagwandas Choksey (effective from 22nd April 2024)	Independent Director	Independent Director
Dukhabandhu Rath (effective from 22nd April 2024)	Independent Director	Independent Director
Sujit Gulati (effective from 22nd April 2024)	Independent Director	Independent Director
Preet Prakashbhai Shah (effective from 22nd April 2024)	Independent Director	Independent Director
Aruna Maheshwari (From 12th February, 2024)	Chief Financial Officer	Key Managerial Personal
Purnima Jain (From 09th May, 2024)	Company Secretary and Compliance Officer	Key Managerial Personal
Nirajkumar K Malaviya(From 7th February, 2024 to 8th May 2024)	Company Secretary and Compliance Officer	Key Managerial Personal
Arrow Powertech Pvt Ltd	Enterprise significantly influenced by Key managerial Personnel's	Key Managerial Personnel Mr Ridhish Kiritbhai Patel sharing more than 20% in profits
Armee Technology Services Pvt Ltd*	Enterprise significantly influenced by Key managerial Personnel's	Ami Ridhish Patel -Upto 10 Oct 2023 (Wife of Mr Ridhish Kiritbhai Patel) and Mr Kirit Chimanbhai Patel - Upto 10 Oct 2023 (Father of Mr Ridhish Kiritbhai Patel)sharing more than 20% in profits
iLeads Business Advisory LLP **	Enterprise significantly influenced by Key managerial Personnel's	Ami Ridhish Patel -Upto November 29, 2023 (Wife of Mr Ridhish Kiritbhai Patel) and Mr Ridhish Kiritbhai Patel upto Aug 07,2023) sharing more than 20% in profits
Communifi Technologies LLP	Enterprise significantly influenced by Key managerial Personnel's	Key Managerial Personnel Mr Ridhish Kiritbhai Patel sharing more than 20% in profits
Abhav Enterprise	Enterprise significantly influenced by Key managerial Personnel's	Ms Nehal Desai - Sister of Mr Ridhish Kiritbhai Patel sharing more than 20% in profits
Nehal Desai	Relative of Key Managerial Personnel	Relative as Sister of Mr. Ridhish Patel
Maithali Patel	Relative of Key Managerial Personnel	Relative as Daughter of Mr. Ridhish Patel
Minaxiben Patel	Relative of Key Managerial Personnel	Relative as Mother of Mr. Ridhish Patel
Grishma Patel	Relative of Key Managerial Personnel	Relative as Daughter of Mr. Ridhish Patel
Devangini Pathak	Relative of Key Managerial Personnel	Relative as Daughter of Mr Kiritkumar Chimanbhai Patel
Vihang Pathak	Relative of Key Managerial Personnel	Relative as Daughter's husband of Mr Kiritkumar Chimanbhai Patel
Kenya Watch & Co	Enterprise significantly influenced by Key managerial Personnel's	Mr Kiritkumar Chimanbhai Patel - Father of Mr Ridhish Kiritbhai Patel sharing more than 20% in profits
Stratacon Business Advisory LLP	Enterprise significantly influenced by Key managerial Personnel's	Ami Ridhish Patel (Wife of Mr Ridhish Kiritbhai Patel) and Mr Ridhish Kiritbhai Patel sharing more than 20% in profits

* ArMee Technology Services Private Limited became Subsidiary on 10th October , 2023.
** ceased to be related party from 29th November , 2023 due to change of composition of Partners

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

B. Transactions during the Year with Related Parties mentioned in (a) above, in Ordinary Course of Business

(₹ in lakhs)

Transaction			Period	Key Managerial Person	Relative of Key Managerial Person	Enterprise significantly influenced by Key managerial Personnel	Total
(a)	Purchase of IT Infrastructure and related services						
	(i)	Ridhish Kiritbhai Patel- HUF	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	17.51	17.51
			FY 2022-23	-	-	18.25	18.25
			FY 2021-22	-	-	9.25	9.25
	(ii)	Kiritkumar Chimanbhai Patel - HUF	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	18.35	18.35
			FY 2022-23	-	-	18.36	18.36
			FY 2021-22	-	-	-	-
	(iii)	Armee Technology Services Pvt Ltd*	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	132.13	132.13
			FY 2021-22	-	-	100.00	100.00
	(iv)	Arrow Powertech Pvt Ltd	September 30, 2024	-	-	2.02	2.02
			FY 2023-24	-	-	1,745.20	1,745.20
			FY 2022-23	-	-	155.04	155.04
			FY 2021-22	-	-	1,175.24	1,175.24
	(v)	Communifi Technologies LLP	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	0.41	0.41
	(vi)	iLeads Business Advisory LLP **	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	351.37	351.37
	(viii)	Abhav Enterprise	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	198.51	198.51
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
(b)	Revenue from Operations						
	(i)	Armee Technology Services Pvt Ltd*	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	2.99	2.99
			FY 2022-23	-	-	1,485.38	1,485.38
			FY 2021-22	-	-	958.29	958.29
	(ii)	Arrow Powertech Pvt Ltd	September 30, 2024	-	-	39.90	39.90
			FY 2023-24	-	-	1,641.56	1,641.56
			FY 2022-23	-	-	1,540.21	1,540.21
			FY 2021-22	-	-	293.43	293.43
	(iii)	Communifi Technologies LLP	September 30, 2024	-	-	0.32	0.32
			FY 2023-24	-	-	0.21	0.21
			FY 2022-23	-	-	0.80	0.80
			FY 2021-22	-	-	-	-
	(iv)	Kenya Watch & Co	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	0.07	0.07
(c)	Managerial Remuneration						
	(i)	Ami Ridhish Patel	September 30, 2024	26.00	-	-	26.00
			FY 2023-24	52.00	-	-	52.00
			FY 2022-23	52.00	-	-	52.00
			FY 2021-22	48.00	-	-	48.00
	(ii)	Kiritkumar Chimanbhai Patel	September 30, 2024	-	9.48	-	9.48
			FY 2023-24	-	16.25	-	16.25
			FY 2022-23	-	31.25	-	31.25
			FY 2021-22	-	27.00	-	27.00

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

	(iii)	Ridhish Kiritbhai Patel	September 30, 2024	60.00	-	-	60.00
			FY 2023-24	98.25	-	-	98.25
			FY 2022-23	98.25	-	-	98.25
			FY 2021-22	35.54	-	-	35.54
	(iv)	Aruna Maheshwari	September 30, 2024	11.00	-	-	11.00
			FY 2023-24	1.83	-	-	1.83
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
	(v)	Nirajkumar K Malaviya	September 30, 2024	0.89	-	-	0.89
			FY 2023-24	1.42	-	-	1.42
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
	(vi)	Purnima Jain	September 30, 2024	4.74	-	-	4.74
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
(d)	Salary						
	(i)	Nehal Desai	September 30, 2024	-	2.22	-	2.22
			FY 2023-24	-	1.91	-	1.91
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
	(ii)	Vihang Pathak	September 30, 2024	-	9.00	-	9.00
			FY 2023-24	-	9.00	-	9.00
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
	(iii)	Devangini Pathak	September 30, 2024	-	6.00	-	6.00
			FY 2023-24	-	6.00	-	6.00
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
(e)	Director Sitting Fees						
	(i)	Sudhin Bhagwandas Choksey	September 30, 2024	3.10	-	-	3.10
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
	(ii)	Sujit Gulati	September 30, 2024	2.60	-	-	2.60
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
					-	-	-
	(iii)	Preet Prakashbhai Shah	September 30, 2024	1.45	-	-	1.45
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
	(iv)	Dukhabandhu Rath	September 30, 2024	2.90	-	-	2.90
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
(f)	Rent Paid						
	(i)	Kiritkumar Chimanbhai Patel	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	3.00	-	3.00
	(ii)	Ridhish Kiritbhai Patel	September 30, 2024	2.10	-	-	2.10
			FY 2023-24	4.20	-	-	4.20
			FY 2022-23	4.20	-	-	4.20
			FY 2021-22	4.20	-	-	4.20
	(iii)	Ami Ridhish Patel	September 30, 2024	2.20	-	-	2.20
			FY 2023-24	1.75	-	-	1.75
			FY 2022-23	-	-	-	-
			FY 2021-22	3.00	-	-	3.00
	(iv)	Arrow Powertech Pvt Ltd	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	54.08	54.08
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
	(v)	Nehal Desai	September 30, 2024	-	0.72	-	0.72
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
(g)	Commission Expenses						
	(i)	Maithali Patel	September 30, 2024	-	-	-	-
			FY 2023-24	-	4.74	-	4.74
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
(h)	Other Expenses						
	(i)	Kenya Watch & Co	September 30, 2024	-	-	2.90	2.90
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

(i)	Loans Taken						
	(i)	Kiritkumar Chimanbhai Patel	September 30, 2024	-	-	-	-
			FY 2023-24	-	111.08	-	111.08
			FY 2022-23	-	91.80	-	91.80
			FY 2021-22	-	20.87	-	20.87
	(ii)	Ami Ridhish Patel	September 30, 2024	-	-	-	-
			FY 2023-24	528.81	-	-	528.81
			FY 2022-23	314.38	-	-	314.38
			FY 2021-22	97.12	-	-	97.12
	(iii)	Ridhish Kiritbhai Patel	September 30, 2024	168.55	-	-	168.55
			FY 2023-24	1,517.56	-	-	1,517.56
			FY 2022-23	410.74	-	-	410.74
			FY 2021-22	104.00	-	-	104.00
	(iv)	Kiritkumar Chimanbhai Patel - HUF	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	2.40	-	2.40
	(v)	Grishma Patel	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	4.30	-	4.30
	(vi)	Maithali Patel	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	-	-
			FY 2022-23	-	40.30	-	40.30
			FY 2021-22	-	44.99	-	44.99
	(vii)	Minaxiben Patel	September 30, 2024	-	-	-	-
			FY 2023-24	-	0.68	-	0.68
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
(j)	Repayment of Loan Taken						
	(i)	Kiritkumar Chimanbhai Patel	September 30, 2024	-	-	-	-
			FY 2023-24	-	180.82	-	180.82
			FY 2022-23	-	101.43	-	101.43
			FY 2021-22	-	15.87	-	15.87
	(ii)	Ami Ridhish Patel	September 30, 2024	33.58	-	-	33.58
			FY 2023-24	129.26	-	-	129.26
			FY 2022-23	335.91	-	-	335.91
			FY 2021-22	90.72	-	-	90.72
	(iii)	Ridhish Kiritbhai Patel - HUF	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	-	-
			FY 2022-23	-	4.25	-	4.25
			FY 2021-22	-	-	-	-
	(iv)	Ridhish Kiritbhai Patel	September 30, 2024	213.88	-	-	213.88
			FY 2023-24	1,489.63	-	-	1,489.63
			FY 2022-23	414.02	-	-	414.02
			FY 2021-22	88.00	-	-	88.00
	(v)	Kiritkumar Chimanbhai Patel - HUF	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	-	-
			FY 2022-23	-	3.96	-	3.96
			FY 2021-22	-	-	-	-
	(vi)	Grishma Patel	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	4.30	-	4.30
	(vii)	Maithali Patel	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	-	-
			FY 2022-23	-	49.74	-	49.74
			FY 2021-22	-	35.55	-	35.55
	(viii)	Minaxiben Patel	September 30, 2024	-	-	-	-
			FY 2023-24	-	0.68	-	0.68
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
(k)	Loan Given						
	(i)	iLeads Business Advisory LLP **	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	25.00	25.00
			FY 2022-23	-	-	217.46	217.46
			FY 2021-22	-	-	269.11	269.11
	(ii)	Communifi Technologies LLP	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	2.00	2.00
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

KPCL

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

			Period				
(l)	Repayment of loan Given						
	(i)	iLeads Business Advisory LLP **	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	89.83	89.83
			FY 2022-23	-	-	152.63	152.63
			FY 2021-22	-	-	45.37	45.37
	(ii)	Arrow Powertech Pvt.Ltd.	September 30, 2024	-	-	-	-
			FY 2023-24	-	-	-	-
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	16.29	16.29
(m)	Purchase of Equity share of Armee Technology Services Pvt Ltd						
	(i)	Ami Ridhish Patel	September 30, 2024	-	-	-	-
			FY 2023-24	127.12	-	-	127.12
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
	(ii)	Kiritkumar Chimanbhai Patel	September 30, 2024	-	-	-	-
			FY 2023-24	-	12.93	-	12.93
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
	(iii)	Minaxiben Patel	September 30, 2024	-	-	-	-
			FY 2023-24	-	12.93	-	12.93
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-
	(iv)	Ridhish Kiritbhai Patel	September 30, 2024	-	-	-	-
			FY 2023-24	32.32	-	-	32.32
			FY 2022-23	-	-	-	-
			FY 2021-22	-	-	-	-

* ArMee Technology Services Private Limited became Subsidiary on 10th October , 2023.

** ceased to be related party from 29th November , 2023 due to change of composition of Partners

C. Balances outstanding as at the year / period end:

(₹ in lakhs)

Transaction				Period	Key Managerial Person	Relative of Key Managerial Person	Enterprise significantly influenced by Key managerial Personnel	Total
(a)	Amount Payable							
	(1)	Trade Payable						
		(i)	Ridhish Kiritbhai Patel - HUF	September 30, 2024	-	-	-	-
				FY 2023-24	-	-	17.51	17.51
				FY 2022-23	-	-	18.07	18.07
				FY 2021-22	-	-	9.16	9.16
		(ii)	Kiritkumar Chimanbhai Patel - HUF	September 30, 2024	-	-	-	-
				FY 2023-24	-	-	18.35	18.35
				FY 2022-23	-	-	18.18	18.18
				FY 2021-22	-	-	-	-
		(iii)	Armee Technology Services Pvt. Ltd*	September 30, 2024	-	-	-	-
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	3.71	3.71
				FY 2021-22	-	-	-	-
		(iv)	Arrow Powertech Pvt Ltd	September 30, 2024	-	-	31.21	31.21
				FY 2023-24	-	-	1,740.31	1,740.31
				FY 2022-23	-	-	-	-
				FY 2021-22	-	-	1,116.73	1,116.73
		(vi)	Abhav Enterprise	September 30, 2024	-	-	-	-
				FY 2023-24	-	-	6.96	6.96
				FY 2022-23	-	-	-	-
				FY 2021-22	-	-	-	-

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

	(2)	Loan Taken						
		(i)	Ridhish Kiritbhai Patel - HUF	September 30, 2024	-	-	-	-
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	-	-
				FY 2021-22	-	-	4.25	4.25
		(ii)	Kiritkumar Chimanbhai Patel	September 30, 2024	-	0.33	-	0.33
				FY 2023-24	-	0.33	-	0.33
				FY 2022-23	-	1.74	-	1.74
				FY 2021-22	-	11.37	-	11.37
		(iii)	Ami Ridhish Patel	September 30, 2024	446.96	-	-	446.96
				FY 2023-24	480.54	-	-	480.54
				FY 2022-23	42.56	-	-	42.56
				FY 2021-22	64.08	-	-	64.08
		(iv)	Ridhish Kiritbhai Patel	September 30, 2024	1.00	-	-	1.00
				FY 2023-24	46.33	-	-	46.33
				FY 2022-23	16.73	-	-	16.73
				FY 2021-22	20.01	-	-	20.01
		(v)	Kiritkumar Chimanbhai Patel HUF	September 30, 2024	-	-	-	-
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	-	-
				FY 2021-22	-	3.96	-	3.96
		(vi)	Maithali Patel	September 30, 2024	-	-	-	-
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	-	-
				FY 2021-22	-	9.44	-	9.44
	(3)	Remuneration						
		(i)	Kiritkumar Chimanbhai Patel	September 30, 2024	-	1.63	-	1.63
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	-	-
				FY 2021-22	-	2.15	-	2.15
		(ii)	Ridhish Kiritbhai Patel	September 30, 2024	10.00	-	-	10.00
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	-	-
				FY 2021-22	1.26	-	-	1.26
		(iii)	Ami Ridhish Patel	September 30, 2024	4.33	-	-	4.33
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	-	-
				FY 2021-22	28.02	-	-	28.02
		(iv)	Aruna Maheshwari	September 30, 2024	1.83	-	-	1.83
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	-	-
				FY 2021-22	-	-	-	-
		(v)	Purnima Jain	September 30, 2024	1.00	-	-	1.00
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	-	-
				FY 2021-22	-	-	-	-
	(4)	Salary Payable						
		(i)	Devangini Pathak	September 30, 2024	-	1.00	-	1.00
				FY 2023-24	-	1.00	-	1.00
				FY 2022-23	-	-	-	-
				FY 2021-22	-	-	-	-
		(ii)	Vihang Pathak	September 30, 2024	-	1.50	-	1.50
				FY 2023-24	-	1.50	-	1.50
				FY 2022-23	-	-	-	-
				FY 2021-22	-	-	-	-
		(iii)	Nehal Desai	September 30, 2024	-	0.38	-	0.38
				FY 2023-24	-	0.33	-	0.33
				FY 2022-23	-	-	-	-
				FY 2021-22	-	-	-	-
	(5)	Rent						
		(i)	Kiritkumar Chimanbhai Patel	September 30, 2024	-	-	-	-
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	-	-
				FY 2021-22	-	7.26	-	7.26
		(ii)	Ridhish Kiritbhai Patel	September 30, 2024	-	-	-	-
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	-	-
				FY 2021-22	1.78	-	-	1.78
								-
(b)	Amount Receivable							
	(1)	Trade Receivables						
		(i)	Armee Technology Services Pvt. Ltd*	September 30, 2024	-	-	-	-
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	1,592.25	1,592.25
				FY 2021-22	-	-	911.37	911.37

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

		(ii)	Arrow Powertech Pvt Ltd	September 30, 2024	-	-	51.20	51.20
				FY 2023-24	-	-	1,558.66	1,558.66
				FY 2022-23	-	-	535.54	535.54
				FY 2021-22	-	-	-	-
		(iii)	Communifi Technologies LLP	September 30, 2024	-	-	-	-
				FY 2023-24	-	-	0.98	0.98
				FY 2022-23	-	-	-	-
				FY 2021-22	-	-	0.73	0.73
		(iv)	Stratacon Business Advisory LLP	September 30, 2024	-	-	161.30	161.30
				FY 2023-24	-	-	161.30	161.30
				FY 2022-23	-	-	161.60	161.60
				FY 2021-22	-	-	-	-
	(2)	Loans and Advances						
		(i)	Arrow Powertech Pvt Ltd	September 30, 2024	-	-	16.32	16.32
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	-	-
				FY 2021-22	-	-	-	-
		(ii)	iLeads Business Advisory LLP **	September 30, 2024	-	-	-	-
				FY 2023-24	-	-	-	-
				FY 2022-23	-	-	64.83	64.83
				FY 2021-22	-	-	261.64	261.64

* ArMee Technology Services Private Limited became Subsidiary on 10th October , 2023.
** ceased to be related party from 29th November , 2023 due to change of composition of Partners

Notes
1 No amount has been provided as doubtful debts or advances / written off or written back in respect of debts due from / to above parties.
2 The transaction with related parties are made on terms equivalent to those that prevail in arm's length transactions.
3 The Group has obtained secured and unsecured borrowing from Bank and other financial institutions. Personal guarantee amounted to 30 September 2024 : Rs 2732.76 Lakhs, 31 March 2024 : Rs 2018.95 Lakhs, 31 March 2023 : Rs 2418.55 Lakhs, 31 March 2022 : Rs 1421.79 Lakhs is given by Key managerial personal and their relative.

D. Compensation to Key Managerial Personnel of the Group:

(₹ in lakhs)

	Nature of Benefits	Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Short-term Employee Benefits	102.63	153.50	150.25	110.54
(b)	Post-employment Gratuity Benefits *	1.14	0.26	0.60	0.43
	Total	**103.77**	**153.76**	**150.85**	**110.96**

* Key Managerial Personnel and Relatives of Promoters who are under the employment of the Group are entitled to post employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the restated financial information. Post-employment gratuity benefits of Key Managerial Personnel has not been included in (b) above.

KANTILAL PATEL & CO. * AHMEDABAD * CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED
(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)
CIN - U72100GJ2011PLC063953
Notes to the Restated Financial Information

34. Financial Ratios

Particulars	Numerator	Denominator	Consolidated		Standalone		Variance (%)	Variance (%)	Variance (%)	Reason for variance	Reason for variance	Reason for variance
			September 30,2024*	March 31, 2024	March 31, 2023	March 31, 2022						
(a) Current ratio	[Current assets]	[Current liabilities]	1.20	1.14	1.21	1.44	4.71%	(5.67%)	(15.98%)		-	-
(b) Debt equity ratio (in times)	[Total borrowings:- Non-current borrowings + Current borrowings]	[Total equity:- Equity share capital + Other equity]	0.31	0.29	0.69	0.86	7.19%	(58.32%)	(19.92%)		An increase in equity driven by higher PAT, resulting from revenue growth during the current year.	-
(c) Debt service coverage ratio (in times)	[Earnings available for debt service:- Net profit after tax + Depreciation & amortisation expense + Finance costs+Loss on sale of fixed assets- Profit on sale of fixed assets]	[Debt service:- Finance costs + principal repayments (excluding prepayments) during the period for non-current Debts+Lease repayment]	2.19	4.47	3.04	1.72	(50.98%)	46.78%	77.05%	Decrease is on account of reduction in Profit before Depreciation and Finance Cost	Increase is on account of increase in Profit before Depreciation and Finance Cost	Increase is on account of increase in Profit before Depreciation and Finance Cost
(d) Return on equity (%)	[Net profit after tax]	[Average shareholder's equity:- Equity: Share capital + Other equity]	17.46%	70.67%	43.17%	11.85%	(75.29%)	63.69%	264.36%	The decrease is due to reduced profit and total equity, primarily driven by lower sales margins	Increase is on account of increase in Profit after tax	Increase is on account of increase in Profit after tax
(e) Inventory turnover ratio	[Revenue from operation]	[Average inventory]*	10.79	46.26	37.64	5.92	(76.68%)	22.89%	535.66%	The decrease in the inventory turnover ratio is attributed to increase in inventory procured for ongoing projects	-	Increase is on account of increase in revenue from operations
(f) Trade receivables turnover ratio	[Revenue from operations]	[Average trade receivables]*	2.17	5.08	6.45	2.60	(57.25%)	(21.33%)	148.54%	Decrease is due to reduction in revenue from operations	-	Increase is on account of increase in revenue from operations
(g) Trade payables turnover ratio	[Purchase of stock in trade]	[Average trade payable]*	1.37	2.69	4.14	1.36	(49.22%)	(35.02%)	203.82%	The decrease is attributable to an increase in outstanding trade payables .	Increase is on account of increase in trade payable	Increase is on account of increase in trade payable
(h) Net capital turnover ratio	[Revenue from operations]	[Working capital:- Current assets - Current liabilities]	8.69	12.81	14.79	3.86	(32.20%)	(13.39%)	283.45%	Decrease in Net Capital Turnover ratio is mainly due to increase in Inventories.	-	Increase is on account of increase in revenue from operations
(i) Net profit ratio (%)	[Net profit after tax]	[Turnover:- Revenue from operations]	3.01%	4.91%	3.30%	2.69%	(38.66%)	48.98%	22.69%	The decrease is due to lower profitability, primarily driven by reduced margin in sales	Increase in Net profit ratio is due to increase in Profit due to increase in profitability mainly attributable to growth in sales during the current financial year.	
(j) Return on capital employed (%)	[Profit before tax and Finance costs:- Profit before taxes +/(-) exceptional items + finance charges]	[Capital employed:- Equity share capital + Non current borrowings + Current borrowings +Deferred tax liabilities]	16.81%	57.55%	32.27%	18.08%	(70.79%)	78.33%	78.54%	The decrease is due to lower profitability, primarily driven by reduced margin in sales.	Increase in capital employed is on account of increase in revenue from operations and profit before tax and finance cost	Increase in capital employed is on account of increase in revenue from operations and profit before tax and finance cost
(k) Return on investment (%)	[Income generated from invested funds]	[Net gain/(loss) on sale/fair value changes of mutual funds/Average investment funds in current investments]	NA	NA	NA	NA	NA	NA	NA	-	-	-

* Not Annualised
Note: For calculation of above ratios, except for September 2024 and March 2024 figures, all standalone figures has been considered

Kantilal Patel & Co. Chartered Accountants Ahmedabad

ARMEE INFOTECH LIMITED
(Formerly known as **ARMEE INFOTECH PRIVATE LIMITED**)
CIN - U72100GJ2011PLC063953
Notes to the Restated Financial Information

35. Financial instruments
Category-wise Classification of Financial Instruments:

(₹ in Lakhs)

Particulars	As at September 30, 2024			
	Fair Value through OCI	Fair Value through profit or loss	Amortised cost	Carrying Value
Financial assets				
Trade receivables	-	-	26,473.77	26,473.77
Cash and cash equivalents	-	-	1,864.04	1,864.04
Other bank balances	-	-	1,346.20	1,346.20
Investments	-	-	0.40	0.40
Loans	-	-	531.63	768.71
Other financial assets	-	382.01	6,970.49	7,115.42
Total	-	**382.01**	**37,186.53**	**37,568.54**
Financial liabilities				
Borrowings			3,480.64	3,480.64
Trade payables			31,090.74	31,090.74
Other financial liabilities			161.56	161.56
Total	-	-	**34,732.94**	**34,732.94**

(₹ in Lakhs)

Particulars	As at March 31, 2024			
	Fair Value through OCI	Fair Value through profit or loss	Amortised cost	Carrying Value
Financial assets				
Trade receivables	-	-	29,247.17	29,247.17
Cash and cash equivalents	-	-	2,131.20	2,131.20
Other bank balances	-	-	1,638.23	1,638.23
Investments	-	-	0.40	0.40
Loans	-	-	543.03	543.03
Other financial assets	-	292.70	24,534.76	24,827.46
Total	-	**292.70**	**58,094.79**	**58,387.49**
Financial liabilities				
Borrowings	-	-	2,725.65	2,725.65
Trade payables	-	-	52,542.41	52,542.41
Other financial liabilities	-	-	468.70	468.70
Total	-	-	**55,736.76**	**55,736.76**

(₹ in Lakhs)

Particulars	As at March 31, 2023			
	Fair Value through OCI	Fair Value through profit or loss	Amortised cost	Carrying Value
Financial assets				
Trade receivables	-	-	10,971.78	10,971.78
Cash and cash equivalents	-	-	46.07	46.07
Other bank balances	-	-	748.13	748.13
Investments	-	21.15	0.66	21.81
Loans	-	-	288.39	288.39
Other financial assets	-	111.93	6,724.80	6,836.73
Total	-	**133.08**	**18,779.83**	**18,912.91**
Financial liabilities				
Borrowings	-	-	3,208.25	3,208.25
Trade payables	-	-	12,647.07	12,647.07
Other financial liabilities	-	-	7.61	7.61
Total	-	-	**15,862.93**	**15,862.93**

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

(₹ in Lakhs)

Particulars	As at March 31, 2022			
	Fair Value through OCI	Fair Value through profit or loss	Amortised cost	Carrying Value
Financial assets				
Trade receivables	-	-	4,613.88	4,613.88
Cash and cash equivalents	-	-	24.15	24.15
Other bank balances	-	-	1,186.23	1,186.23
Investments	-	21.15	0.66	21.81
Loans	-	-	712.15	712.15
Other financial assets	-	87.83	1,425.44	1,513.27
Total	-	**108.98**	**7,962.51**	**8,071.49**
Financial liabilities				
Borrowings	-	-	2,581.03	2,581.03
Trade payables	-	-	4,984.81	4,984.81
Other financial liabilities	-	-	3.81	3.81
Total	-	-	**7,569.65**	**7,569.65**

Category-wise Classification of Financial Instruments:

The financial instruments are categorised in to three levels, based on the inputs used to arrive at fair value measurement as described below :

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Inputs based on unobservable market data.

Valuation Methodology

Financial Instrument measured at Amortised Cost

The management assessed that cash and cash equivalents, other bank balances, trade receivables, other financial assets, trade payables, lease liabilities and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

For assets which are measured at fair value as at Balance Sheet date, the classification of fair value calculations by category is summarized below:

(₹ in Lakhs)

Particulars	Level 1	Level 2	Level 3
Financial assets			
Security Deposit			
As at September 30, 2024- Consolidated	-	-	104.58
As at March 31, 2024- Consolidated	-	-	17.63
As at March 31, 2023- Standalone	-	-	109.22
As at March 31, 2022- Standalone	-	-	85.12
Investment (other than investment in subsidiaries, Joint Venture & Associates)			
As at September 30, 2024- Consolidated	-	-	-
As at March 31, 2024- Consolidated	-	-	-
As at March 31, 2023- Standalone	-	-	21.15
As at March 31, 2022- Standalone	-	-	21.15

36. Capital risk management

The Group manages its capital structures and makes adjustment in light of changes in economic conditions and requirements of financing covenants. To this end the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The primary objective of the Group's Capital Management is to maximize the shareholder value by maintaining an efficient capital structure and healthy ratios and safeguard Company's ability to continue as a going concern. The Group also works towards maintaining optimal capital structure to reduce the cost of capital. No changes were made in the objectives, policies, process during the period ended 30st September, 2024.

(₹ in Lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Debt - Equity Ratio	0.31	0.29	0.69	0.86

Note

(i) Debt is defined as long-term and short-term borrowings including current maturities.

(ii) Equity includes all Capital & Other Equity.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

37. Financial risk management

The Group's business activities are exposed to a variety of financial risks, namely liquidity risk, market risks and credit risks. The Group's senior management has the overall responsibility for establishing and governing the Group's risk management framework. The Group has constituted a risk management committee, which is responsible for developing and monitoring the Group's risk management policies. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set and monitor appropriate risk limits and controls, periodically review the changes in market conditions and reflect the changes in the policy accordingly. The key risks and mitigating actions are also placed before the Audit Committee of the Group.

A. Management of Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency risk ,such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, and equity investments

The Group's size and operations result in it being exposed to the following market risks that arise from its use of financial instruments:

- Foreign Currency risk
- Interest rate risk

The above risks may affect the Group's income and expenses, or the value of its financial instruments. The Company's exposure to and management of these risks are explained below:

i) Foreign Currency Risk

The Group does not have any instrument denominated or traded in foreign currency at the reporting date. Hence, such risk does not affect the Group.

ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Group, interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming that the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

Interest rate sensitivity
A change of 50 bps in interest rates would have following impact on profit before tax (₹ in Lakhs)

	Consolidated		Standalone	
Particulars	**As at September 30, 2024**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
50 bp decrease would increase the profit before tax by	11.53	10.83	8.11	5.26
50 bp increase would decrease the profit before tax by	(11.53)	(10.83)	(8.11)	(5.26)

B) Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments. Credit risk arising from investment in mutual funds, derivative financial instruments and other balances with banks is limited and there is no collateral held against these because the counterparties are banks and recognised financial institutions with high credit ratings assigned by the international credit rating agencies.

Credit risk arising from trade receivables is managed in accordance with the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive evaluation and individual credit limits are defined in accordance with this assessment.

Three customers Contributed 83.08%, 79.48%, 67.56% and 51.19% of the revenue for the six months period ended September 30, 2024, for year ended March 31, 2024, March 31, 2023 and March 31, 2022 .

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

Movement in allowance for credit losses of receivables is as below:

(₹ in Lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the Period/year	209.66	113.09	113.09	22.98
Charge in statement of profit and loss	34.22	112.57	0.83	90.11
Release to statement of profit and loss		-	-	-
Utilised during the period/year	(0.17)	(16.00)	(0.83)	-
Balance at the end of the Period/year	**243.71**	**209.66**	**113.09**	**113.09**

(C) Liquidity risk management

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including, debt and overdraft / credit facilities from both domestic and international banks at an optimised cost. It also enjoys strong access to domestic capital markets across equity. The table below summarises the maturity profile of the Group's financial liabilities based on contractual payments:

(₹ in Lakhs)

Particulars	Carrying amount	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
As at September 30, 2024						
Interest bearing borrowings	3,073.76	2,137.94	247.61	149.32	538.89	3,073.76
Trade payables	31,090.74	31,090.74	-	-	-	31,090.74
Lease liabilities	1.53	1.53	-	-	-	1.53
Other financial liabilities	161.56	161.56	-	-	-	161.56
Year ended March 31, 2024						
Interest bearing borrowings	2,172.17	1,114.93	203.79	240.50	612.95	2,172.17
Trade payables	52,542.41	37,902.06	14,343.56	256.79	40.00	52,542.41
Lease liabilities	7.46	7.46	-	-	-	7.46
Other financial liabilities	468.70	468.70	-	-	-	468.70
Year ended March 31, 2023						
Interest bearing borrowings	2,777.40	2,503.93	181.13	62.86	29.48	2,777.40
Trade payables	12,647.07	12,607.07	-	40.00	-	12,647.07
Lease liabilities	7.68	3.95	3.73	-	-	7.68
Other financial liabilities	7.61	7.61	-	-	-	7.61
Year ended March 31, 2022						
Interest bearing borrowings	2,467.92	2,139.19	206.92	57.77	64.04	2,467.92
Trade payables	4,984.81	4,942.89	41.92	-	-	4,984.81
Lease liabilities	11.08	3.40	7.68	-	-	11.08
Other financial liabilities	3.81	3.81	-	-	-	3.81

Unused Borrowing Facilities (i.e. sanctioned but not availed)

The Group had access to the following undrawn borrowing facilities at the end of the reporting period

(₹ in Lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As At March 31, 2024	As At March 31, 2023	As At March 31, 2022
Expiring within one year (Bank overdraft and other facilities)	1,040.60	2,119.26	291.59	-
Expiring beyond one year (bank loans)	-	-	-	-

38. Segment

Segment reporting as defined in Indian Accounting Standard 108 is not applicable since the entire operation of the Group relates to only one segment i.e. IT Infrastructure and Managed services

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED
(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)
CIN - U72100GJ2011PLC063953
Notes to the Restated Financial Information

39. Gratuity
The disclosure in respect of the defined Gratuity Plan are given below:

A. Amount recognised in the Balance Sheet

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Present Value of Plan Liabilities	114.39	102.75	36.18	34.92
(b)	Fair Value of Plan Assets	9.23	8.89	8.27	7.72
Net Plan Liability/ (Asset)		**105.16**	**93.86**	**27.91**	**27.20**

B. Movements in Plan Liabilities

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Present Value of Benefit Obligation at the Beginning of the Period		**102.75**	**87.85**	**34.92**	**31.58**
(a)	Interest Cost	3.70	4.47	2.56	2.20
(b)	Current Service Cost	7.89	7.53	3.62	4.95
(c)	Past Service Cost	-	-	-	-
(d)	Liability Transferred In/ Acquisitions	-	-	-	-
(e)	(Liability Transferred Out/ Divestments)	-	-	-	-
(f)	(Gains)/ Losses on Curtailment	-	-	-	-
(g)	(Liabilities Extinguished on Settlement)	-	-	-	-
(h)	(Benefit Paid Directly by the Employer)	(0.90)	-	-	-
(i)	(Benefit Paid From the Fund)	-	-	-	-
(j)	The Effect Of Changes in Foreign Exchange Rates	-	-	-	-
(k)	Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	-	-	(0.01)
(l)	Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	3.31	3.36	(0.64)	(1.58)
(m)	Actuarial (Gains)/Losses on Obligations - Due to Experience	(2.36)	(0.46)	(4.28)	(2.22)
Present Value of Benefit Obligation at the End of the Period		**114.39**	**102.75**	**36.18**	**34.92**

* Includes Benefit Obligation of Subsidiary acquired on October 10, 2023.

C. Movements in Plan Assets

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Fair Value of Plan Assets at the Beginning of the Period		**8.89**	**8.27**	**7.72**	**3.78**
(a)	Interest Income	0.32	0.62	0.57	0.26
(b)	Contributions by the Employer	0.01	-	-	3.65
(c)	Expected Contributions by the Employees	-	-	-	-
(d)	Assets Transferred In/Acquisitions	-	-	-	-
(e)	(Assets Transferred Out/ Divestments)	-	-	-	-
(f)	(Benefit Paid from the Fund)	-	-	-	-
(g)	(Assets Distributed on Settlements)	-	-	-	-
(h)	Effects of Asset Ceiling	-	-	-	-
(i)	The Effect of Changes In Foreign Exchange Rates	-	-	-	-
(j)	Return on Plan Assets, Excluding Interest Income	0.01	-	(0.02)	0.03
Fair Value of Plan Assets at the End of the Period		**9.23**	**8.89**	**8.27**	**7.72**

Category of Investments:

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Government of India Securities	Nil	Nil	Nil	Nil
Corporate Bonds	Nil	Nil	Nil	Nil
Mutual Funds	Nil	Nil	Nil	Nil
Insurance fund	100%	100%	100%	100%

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

D. Movements in Net Defined Liability

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
As at the Beginning of the Period		**93.86**	**79.58**	**27.19**	**27.79**
(a)	Interest Cost	3.70	4.47	2.56	2.20
(b)	Current Service Cost	7.89	7.53	3.62	4.95
(c)	Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions	-	-	-	(0.01)
(d)	Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions	3.31	3.36	(0.63)	(1.59)
(e)	Actuarial (Gains)/Losses on Obligations - Due to Experience	(2.36)	(0.46)	(4.28)	(2.22)
(f)	Interest Income	(0.32)	(0.62)	(0.57)	(0.26)
(g)	Contributions by the Employer	(0.91)	-	-	(3.64)
(h)	Return on Plan Assets, Excluding Interest Income	(0.01)	-	0.02	(0.03)
As at the End of the Period		**105.16**	**93.86**	**27.91**	**27.19**

E. Amount recognised in the Statement of Profit and Loss as Employee Benefit Expenses

(₹ in lakhs)

Particulars		Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Current Service Cost	7.89	7.53	3.62	4.95
(b)	Net Interest Cost	3.38	3.85	1.99	1.93
(c)	Past Service Cost	-	-	-	-
(d)	(Expected Contributions by the Employees)	-	-	-	-
(e)	(Gains)/Losses on Curtailments And Settlements	-	-	-	-
(f)	Net Effect of Changes in Foreign Exchange Rates	-	-	-	-
Expenses Recognized in Statement of Profit & Loss		**11.27**	**11.38**	**5.61**	**6.88**
(a)	Actuarial (Gains)/Losses on Obligation For the Period	0.05	(0.52)	(4.91)	(3.81)
(b)	Return on Plan Assets, Excluding Interest Income	(0.01)	-	0.02	(0.03)
(c)	Change in Asset Ceiling	-	-	-	-
Net (Income)/Expense For the Period Recognized in OCI		**0.04**	**(0.52)**	**(4.89)**	**(3.84)**

F. Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans and post retirement medical benefits at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Particulars		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Financial Assumptions					
(a)	Expected Return on Plan Assets	6.96%	7.49%	7.49%	7.33%
(b)	Rate of Discounting	6.96%	7.49%	7.49%	7.33%
(c)	Rate of Salary Increase	7.00%	7.00%	7.00%	7.00%
(d)	Rate of Employee Turnover	2.00%	2.00%	2.00%	2.00%
Demographic Assumptions		Indian Assured Lives Mortality 2012-14 (Urban)	Published rates under the Indian Assured Lives Mortality (2012-14) Urban table.		

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

G. Sensitivity

The sensitivity of the defined benefit obligation to changes in the weighted key assumptions are:

(₹ in lakhs)

	Particulars	Consolidated		Standalone	
		As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
(a)	Discount Rate				
	- Increase by 100 bps	2.68	2.44	(3.65)	(3.75)
	- Decrease by 100 bps	(3.43)	13.68	4.24	4.40
(b)	Salary Escalation Rate				
	- Increase by 100 bps	14.12	12.75	3.44	3.60
	- Decrease by 100 bps	(12.07)	3.19	(3.01)	(3.31)
(c)	Attrition Rate				
	- Increase by 100 bps	(0.18)	0.12	0.24	0.12
	- Decrease by 100 bps	0.17	(0.15)	(0.27)	(0.14)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the Defined Benefit Obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the Defined Benefit Obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the Defined Benefit Obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

H. The defined benefit obligations shall mature after year end as follows:

(₹ in lakhs)

Particulars	Consolidated		Standalone	
	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
1st Following Year	4.08	3.90	2.48	2.29
2nd Following Year	2.49	2.32	0.86	0.80
3rd Following Year	2.70	2.53	0.94	0.85
4th Following Year	2.97	2.73	1.00	0.92
5th Following Year	8.01	6.20	1.06	0.98
Year 6 To 10	35.24	33.77	12.70	7.11
Year 11 and thereafter	259.67	244.49	75.09	81.22

Risks associated with defined benefit plan

Gratuity is a defined benefit plan and entity is exposed to the Following Risks:

Interest rate risk: A fall in the discount rate which is linked to the G.Sec. Rate will increase the present value of the liability requiring higher provision. A fall in the discount rate generally increases the mark to market value of the assets depending on the duration of asset.

Salary Risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of members. As such, an increase in the salary of the members more than assumed level will increase the plan's liability.

Investment Risk: The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create a plan deficit. Currently, for the plan in India, it has a relatively balanced mix of investments in government securities, and other debt instruments.

Asset Liability Matching Risk: The plan faces the ALM risk as to the matching cash flow. Since the plan is invested in lines of Rule 101 of Income Tax Rules, 1962, this generally reduces ALM risk.

Mortality risk: Since the benefits under the plan is not payable for life time and payable till retirement age only, plan does not have any longevity risk.

Concentration Risk: Plan is having a concentration risk as all the assets are invested with the insurance company and a default will wipe out all the assets. Although probability of this is very low as insurance companies have to follow stringent regulatory guidelines which mitigate risk.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

40. First time adoption of Ind AS

Up to the Financial year ended 31st March 2023, the Company prepared its financial statements in accordance with accounting standards notified under the Section 133 of the Act, read together with paragraph 7 of the companies (accounts) Rule,2014 (" Indian GAAP" or "Previous GAAP").
The financial statement for the Year ended 31st March 2024 is the first set of Financial Statements prepared in accordance with the requirements of Ind AS 101 - First time adoption of Indian Accounting Standards. Accordingly, the transition date to Ind AS is 01 April 2021.
The Special purpose Ind AS Financial Statements as at and for the year ended 31st March 2022 have been prepared after making suitable adjustments to the accounting heads from their Indian GAAP values following accounting policies and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) consistent with that used at the date of transition to Ind AS (01 April 2021) and as per the presentation, accounting policies and grouping/classifications including revised Schedule III disclosures followed as at and for the six period ended September 30, 2024 and for Year ended 31st March 2024.
In addition to the adjustments carried herein, the Company has also made material restatement adjustments, if any, in accordance with SEBI Circular and Guidance Note. Together these constitute the restated financial statements.
The impact of above to the equity as at 31st March 2023 and 31st March 2022 and on total comprehensive income for the years ended 31st March 2023 and 31st March 2022 has been explained as under.

A. Optional exemptions on first-time adoption of Ind AS

Ind AS 101, First-time Adoption of Indian Accounting Standards, allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has accordingly applied the following exemptions.

i. Deemed cost for property, plant and equipment
Since there is no change in the functional currency, the Group has elected to continue with carrying value for all of its property, plant and equipment as recognized in its Indian GAAP financial statements as its deemed cost at the date of transition after making adjustments for decommissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38, Intangible Assets and investment properties. Accordingly the management has elected to measure all of its property, plant and equipment and intangible assets at their Indian GAAP carrying value.

ii. Leases
Accounting of lease liabilities would not arise since underlying assets are low value.

iii.Designation of previously recognised financial instruments
Financial assets and financial liabilities are classified at fair value based on facts and circumstances as at the date of transition to Ind AS.

B. Mandatory Exemption on first-time adoption of Ind AS

i. Estimates
An entity's estimates in accordance with Ind AS as at date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP (After adjustments to reflect any difference in accounting policies),unless there is objective evidence that those estimates were errors.

Ind AS estimates that, are consistent with the estimate as at the same date made in conformity with previous GAAP.

ii. Classification and measurement of financial assets :
Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as at the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable.
Accordingly, the Group has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

C.Explanation of transition to Ind AS :

An explanation of how the transition from Indian GAAP to Ind AS has affected the Company's financial position, financial performance and cash flow is set out in the following tables and notes that accompany the tables :
The reconciliations include-

i) Reconciliation of equity as at 31st March 2023 and 31st March 2022;
ii) Reconciliation of total comprehensive income for the year ended 31st March 2023 and 31st March 2022;
iii) The transition from Indian GAAP to IND AS does not have material impact on the Statement of Cash Flows.

41. Statement of adjustments to audited financial statements

1. Adjustment for audit qualification : None

2. Material regrouping :

Appropriate adjustments have been made in the restated financial statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the Division II Ind AS Schedule III of the Companies Act, 2013 ('the Act') and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended). Accordingly, the Company has presented the Restated standalone Ind AS financial statements as at and for the years ended 31st March 2024, 31st March 2023 and 31st March 2022 following the requirements of Schedule III of the Act. As a result of amendment to Schedule III of Companies Act,2013.

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KANTILAL PATEL & CO.
AHMEDABAD
CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED
(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)
CIN - U72100GJ2011PLC063953
Notes to the Restated Financial Information

A. Reconciliation of total equity between previous GAAP, Ind AS and Restated Financial Information

(₹ in Lakhs)

Particulars	Consolidated		Standalone		
	September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022	April 1, 2021
Total Equity as per audited financial statements (IGAAP)	11,338.62	9,517.62	5,045.58	3,087.95	2686.63
Adjustments due to prior period items / other adjustments	-	-	-	-	
Adjustments owing to IndAS transition					
(a) Impact of measuring Security Deposits at Fair Value	-	-	(0.25)	(0.30)	(0.10)
(b) Impact of recognising Expected Credit Loss on Trade Receivables	-	-	(113.09)	(113.09)	(22.98)
(c) Impact of applying Lease accounting on a property	-	-	(0.58)	(0.11)	-
(d) Impact of applying Revenue from Contract with Customers	-	-	(395.84)	-	-
(e) Impact of Gain of Fair value of Investment	-	-	5.61	5.61	
(f) Tax impact on Ind AS Adjustments	-	-	128.34	28.59	5.81
Total Equity (as per Restated Ind AS financial statements)	**11,338.62**	**9,517.62**	**4,669.77**	**3,008.65**	**2,669.36**

B. Reconciliation of total comprehensive income between previous GAAP, Ind AS and Restated Financial Information

Summarised below are the restatement adjustments made to total comprehensive income as per the audited financial statements of the Group for the Six months period ended September 30, 2024 and for the Year ended March 31, 2024 and Company for the years ended March 31, 2023 and March 31, 2022 .

(₹ in Lakhs)

	Particulars	Consolidated		Standalone	
		September 30, 2024	March 31, 2024	March 31, 2023	March 31, 2022
A	Total Comprehensive Income as per audited financial statements (IGAAP)	1,821.00	5,013.43	1,957.60	401.34
B	Adjustments				
	Material restatement adjustments:				
	(i) Audit qualifications	-	-	-	-
	(ii) Adjustments due to prior period items / other adjustments	-	-	-	-
	(iii) Deferred tax impact on adjustments in (i) and (ii) as applicable	-	-	-	-
C	Adjustments owing to Ind AS Transition				
	(i) Impact of applying Lease accounting on a property	-	-	(0.47)	(0.11)
	(ii) Impact of measuring Security Deposits at Fair Value	-	-	0.05	(0.20)
	(iii) Impact of applying Revenue from Contract with Customers	-	-	(395.84)	-
	(iv) Impact of recognising Expected Credit Loss on Trade Receivables	-	-	-	(90.11)
	(v) Impact of Gain of Fair value of Investment	-			5.61
	(vi) Tax impact on Ind AS Adjustments	-	-	99.78	22.76
D	**Total comprehensive income as per Restated Ind AS Financial Information (A+C)**	**1,821.00**	**5,013.43**	**1,661.12**	**339.29**

3.Material restatement adjustments :

The accounting policies applied as it and for each of the years ended March 31, 2023 and March 31, 2022 are consistent with those adopted in the preparation of financial statements for six months period ended September 30, 2024 and for the year ended March 31, 2024.

A. Lease :
As per Ind AS 116, company has recognised Lease Liabilities & Right of Use Assets of the present value of all future rent payments related to building. Right of Use Assets is amortised over the period of Lease Term.

B.Revenue from contracts with customers :
Under Previous GAAP, revenue is recognised when the seller has transferred the goods. Under Ind AS 115, Revenue from sale of goods is recognised over time for the contracts where the performance obligation is completed as the goods that are made to the specification of the customer and the seller is entitled to reimbursement of the costs incurred to date along with a reasonable margin if the contract is terminated by the customer. Unbilled revenue has been disclosed in the separate line item under revenue from operation in the statement of profit & loss. Receivable from unbilled revenue is disclosed under other current assets in the balance sheet.

C. Others:
(i) the company has adopted Ind AS accounting principles and policies as a requirement of ICDR regulation.
(ii) there were no material amounts which have been adjusted for in arriving at profit/ loss of the respective years/ periods; and
(iii) there were no material adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the Historical Audited Consolidated Financial Statements of the Group and the requirements of the SEBI Regulations.

4. Non-adjusting items:

a. Audit qualifications for the respective years, which do not require any adjustments in the restated financial statements are as follows :

There are no audit qualification in auditor's report for the Year ended 31st March 2024, 31st March 2023 and 31st March 2022 respectively.

b. Emphasis of matters in the Auditors' Report which do not require any corrective adjustments in the restatement financial statements :

As at and for the year ended 31st March 2023 :

1. The balances of Trade Receivables over Six Months old amounting Rs. 179.20/- Lakhs (P.Y. Rs. 201.42 Lakhs) are being pursued by the Company. In the Opinion of the Management they are considered as good and fully recoverable.
2. The balances of loans and advances to others and company amounting to Rs.458.91/- Lakhs (P.Y. - Rs.756.23 Lakhs) are being pursued by the company. In the opinion of the management they are considered as good and fully recoverable.

Our opinion is not modified in respect of this matter.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED

(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)

CIN - U72100GJ2011PLC063953

Notes to the Restated Financial Information

As at and for the year ended 31st March 2022 :

1 The balances of Trade Receivables outstanding for over six months amounting to Rs. 201.42 /- lakh (P.Y. Rs. 26.24 lakh) which are being pursued by the Company. In the Opinion of the Management, they are considered as good and fully recoverable.

2 The balances of Loan to others amounting to Rs. 756.23 lakh (P.Y. Rs. 410.62 lakh) are being pursued by the Company. In the opinion of the management, they are considered as good and fully recoverable.

Our opinion is not modified in respect of this matter.

c. Audit Qualifications in Annexure to Auditors' Report, which do not require any corrective adjustments in the Restated Financial statements

In addition to the audit opinion on the financial statements, the auditors are required to comment upon the matters included in the [Companies (Auditor's Report) Order, 2020 ("the CARO 2020 Order") : applicable for financial year ended 31 March 2022, 31 March 2023 and 31 March 2024] issued by the Central Government of India under sub-section (11) of Section 143 of Companies Act, 2013 on the financial statements as at and for the financial years ended 31 March 2022 , 31 March 2023 and 31 March 2024 respectively. Certain statements/comments included in the CARO in the financial statements of the Company, which do not require any adjustments in the Restated Financial Information are reproduced below in respect of the financial statements presented.

For the year ended March 31, 2022

Clause (vii) (a) of CARO 2020 Order

The Company is regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, except the following:

Name of the Statute	Nature of the Dues	Amount (₹ in lakhs)	Period to which the amount relates	Due Date	Date of Payment
Income-tax Act, 1961	Income Tax	9.27	April, 2021 to June, 2021	June 15, 2021	Not paid till August 01, 2022
Income-tax Act, 1961	Income Tax	18.54	July, 2021 to September, 2021	September 15, 2021	Not paid till August 01, 2022

Clause (vii) (b) of CARO 2020 Order

The details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022 on account of disputes, are given below:

Name of the Statute	Nature of the Dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Income Tax	23.27	AY-2017-18	CIT(A)
Income-tax Act, 1961	Income Tax	12.85	AY-2019-20	-

For the year ended March 31, 2023

Clause (vii) (c) of CARO 2020 Order

The details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2023 on account of disputes are given below:

Name of the Statute	Nature of the Dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Income Tax	23.27	AY-2017-18	CIT (Appeal)
Income-tax Act, 1961	Income Tax	12.85	AY-2019-20	Assessing Officer
Income-tax Act, 1961	Income Tax	5.59	AY-2021-22	CIT (Appeal)

For the year ended March 31, 2024

Clause (vii)(a) of CARO 2020 Order

There were no undisputed amounts payable in respect of Goods and Services Tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other material statutory dues, as applicable, in arrears as at March 31, 2024 for a period of more than six months from the date they became payable except as given below:

Name of the Statute	Nature of the Dues	Amount (₹ in lakhs)	Period to which the amount relates	Due Date	Date of Payment
The Employees Provident Funds and Miscellaneous Provisions Act, 1952	Provident Fund	1.22	April 2023 to September 2023	Various dated till October 15, 2023	July 29, 2024

Clause (vii)(b) of CARO 2020 Order

The details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

Name of the Statute	Nature of the Dues	Amount (₹ in lakhs)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Income Tax	18.61	AY-2017-18	CIT (Appeal)
Income-tax Act, 1961	Income Tax	5.33	AY-2021-22	CIT (Appeal)
Income-tax Act, 1961	Income Tax	1.20	AY-2022-23	Assessing Officer
Central Goods and Services Tax Act,	Goods and Service Tax	30.90	F.Y. 2018-19	Commissioner of Central

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED
(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)
CIN - U72100GJ2011PLC063953
Notes to the Restated Financial Information

42. Group Information

1.Information about Subsidiary :

The restated Ind AS summary statements of the group includes Subsidiary:

Sr. No.	Name of Company	Date Control or interest acquired	Corporate Identification number	Country of incorporation	% of Ownership interest / Control		
					As at September 30, 2024	As at March 31, 2024	As at March 31, 2023
1	ArMee Technology Services Private Limited	October 10, 2023	U72100GJ2009PTC 058865	India	100%	100%	14%

43. Group Information

Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements (refer para 2 of division 2 to the schedule 3 of companies act,2013)

(₹ in Lakhs)

Name of entity	As at September 30, 2024							
	Net assets		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent : ArMee Infotech Limited	99.17%	11,244.09	99.16%	1,805.67	1233.33%	(0.37)	99.14%	1,805.30
Subsidiary : ArMee Technology Services Private Limited	2.73%	309.98	0.84%	15.36	-1133.33%	0.34	0.86%	15.70
Inter company elimination and consolidation adjustments	-1.90%	-215.45	0.00%	-	0.00%	-	0.00%	-
Total	100.00%	11,338.62	100.00%	1,821.03	100.00%	-0.03	100.00%	1,821.00

(₹ in Lakhs)

Name of entity	As at March 31, 2024							
	Net assets		Share in profit or (loss)		Share in other comprehensive		Share in total comprehensive	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent : ArMee Infotech Limited	99.17%	9,438.79	95.17%	4,770.79	-453.85%	(1.77)	95.12%	4,769.02
Subsidiary : ArMee Technology Services Private Limited	3.09%	294.28	4.83%	242.25	553.85%	2.16	4.88%	244.41
Inter company elimination and consolidation adjustments	-2.26%	(215.45)	0.00%	-	0.00%	-	0.00%	-
Total	100.00%	9,517.62	100.00%	5,013.04	100.00%	0.39	100.00%	5,013.43

The Company did not have any subsidiary, associates, joint ventures, joint operation as at March 31, 2023 and March 31, 2022 .

44 Events after reporting period

There were no significant adjusting events that occurred subsequent to the reporting period.

45. Other statutory information

i) The Group has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

ii) No proceedings have been initiated or are pending against the Group for holding any Benami property under the Benami Transactions (Prohibition) Act,1988 (45 of 1988) and rules made thereunder.

iii) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (ultimate beneficiaries) or
(b) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

iv) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (funding party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or
(b) provide any guarantee, security or the like on behalf of the ultimate beneficiaries."

v) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

vi) The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

vii) The Group does not have any transactions with companies which are struck off.

KANTILAL PATEL & CO. AHMEDABAD CHARTERED ACCOUNTANTS

ARMEE INFOTECH LIMITED
(Formerly known as ARMEE INFOTECH PRIVATE LIMITED)
CIN - U72100GJ2011PLC063953
Notes to the Restated Financial Information

viii) The Group has been maintaining its books of accounts in the Tally Prime edit Log which has feature of recording audit trail of each and every transaction, creating an edit log of each change made in books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled, throughout the year as required by proviso to sub rule (1) of rule 3 of The Companies (Accounts) Rules, 2014 known as the Companies (Accounts) Amendment Rules, 2021.

ix) Details of Loans given, Investments made and Guarantee given or security provided covered u/s 186 (4) of the Companies Act, 2013 are given under respective heads (refer note 4, 5, and 11). The said loans has been given for business purpose.

x) The Group has not revalued its Property Plant and Equipment, Other Intangible Assets and Rights of Use Assets.

46. The Group has not entered with any Scheme(s) of arrangement in terms of sections 230 to 237 of the Companies Act, 2013.

As per our Report of even date
For, KANTILAL PATEL & CO.
Chartered Accountants
Firm Reg. No. 104744W

JINAL A. PATEL
Partner
Membership No. 153599
Place: Ahmedabad
Date : December 20,2024

KANTILAL PATEL & CO. CHARTERED ACCOUNTANTS "KPC House" Besides High Court Auditorium Gate, Sola, Ahmedabad 380060

For and on Behalf of Board of Directors of
ARMEE INFOTECH LIMITED

Ridhish K. Patel
Managing Director
(DIN: 02876453)

Ami R. Patel
Director
(DIN: 03330035)

Aruna Maheshwari
Chief Financial Officer
(Membership No: 412770)
Place: Ahmedabad
Date : December 20,2024

Purnima Jain
Company Secretary
(Membership No: A34071)

OTHER FINANCIAL INFORMATION

The restated consolidated audited statements of our Company together with its Subsidiary for the six months ended September 30, 2024 and Fiscal ended March 31, 2024 and the standalone audited financial statements of our Company for six months ended September 30, 2024 and Fiscals ended March 31, 2024, March 31, 2023, and March 31, 2022 and the audited standalone financial statements of our Subsidiary for six months ended September 30, 2024, together with all the annexures, schedules and notes thereto (collectively, the "**Restated Financial Information**") are available at www.armeeinfotech.com. Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Restated Financial Information do not constitute, (i) a part of this Draft Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document to purchase or sell any securities under the Companies Act, 2013, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere in the world. The Restated Financial Information and the reports thereon should not be considered as part of information that any investor should consider in order to subscribe for or purchase any securities of our Company, its Subsidiary or any entity in which it or its shareholders have significant influence (collectively, the "**Group**") and should not be relied upon or used as a basis for any investment decision. Due caution is advised when accessing and placing reliance on any historic or other information available in the public domain. None of the Group or any of its advisors, nor any of the BRLMs, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Restated Financial Information, or the opinions expressed therein.

The details of accounting ratios derived from our Restated Financial Information required to be disclosed under the SEBI ICDR Regulations are set forth below:

(in ₹, except share data)

Particulars	**September 30, 2024**	**For Fiscal 2024**	**For Fiscal 2023**	**For Fiscal 2022**
	Consolidated		**Standalone**	
Earnings per Equity Share				
- Basic EPS (in ₹)	7.67	21.12	6.98	1.42
- Diluted EPS (in ₹)	7.67	21.12	6.98	1.42
RoNW (in %)	17.46%	70.67%	43.17%	11.85%
NAV per Equity Share (in ₹)	47.78	40.11	19.68	12.68
EBITDA (in ₹ lakh)	2,479.64	7,157.58	1,704.05	1,223.00

Notes:

1. *Basic EPS (₹) = Restated profit for the year/period attributable to the equity Shareholders of the Company divided by weighted average number of Equity Shares outstanding during the year/period.*
2. *Diluted EPS (₹) = Restated profit for the year/ended attributable to equity Shareholders of the Company divided by weighted average number of diluted Equity Shares and all dilutive potential Equity Shares outstanding during the year/period.*
3. *Return on Net worth (RoNW%) is computed as Restated profit/ (loss) for the year/period divided by Net worth for the year/period.*
4. *NAV per Equity Share is calculated as net worth of the Company as at the end of the year/period, divided by the weighted average number of Equity Shares used in calculating basic EPS. The weighted average number of Equity Shares outstanding during the year for the Company is adjusted for bonus issue of equity shares for Fiscal 2023 and Fiscal 2022, in accordance with Indian Accounting Standard 33 - 'Earnings per Share'.*
5. *EBITDA is calculated as profit for the year plus tax expense, depreciation and amortisation and finance cost less other income for the year/period.*

Related Party Transactions

For details of the related party transactions, as per the requirements under applicable Accounting Standards i.e. Ind AS 18 for six months ended September 30, 2024 and Fiscals 2024, 2023, and 2022, please see "*Restated Financial Information – Related Party Disclosures- Note-33*" on page F-34.

CAPITALISATION STATEMENT

The following table sets forth our capitalisation as at September 30, 2024, derived from our Restated Financial Information, and as adjusted for the Issue. This table should be read in conjunction with "*Risk Factors*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Restated Financial Information*" on pages 26, 302, and 296, respectively.

(In ₹ lakhs)

Particulars	Pre-Issue as at September 30, 2024	Post Issue*
Total borrowings		
Current borrowings (excluding current maturity)	2,118.76	[●]
Non-current borrowings (including current maturity)	1,361.88	[●]
Total borrowings	**3,480.64**	**[●]**
Total equity		
Equity share capital	**2,373.14**	[●]
Instruments entirely equity in nature		
Other equity	8,965.48	[●]
Less: non-controlling interest		
Total equity	11,338.62	**[●]**
Ratio: Total borrowings/ Total equity	**0.31**	**[●]**
Ratio: Non-current borrowings (including current maturity) / Total equity	**0.12**	**[●]**

**Post-Issue capitalisation will be determined after finalization of the Issue Price.*

FINANCIAL INDEBTEDNESS

Our Company and its Subsidiary avails loans in the ordinary course of business to meet our working capital and operational requirements, and for general corporate purposes. For details regarding the borrowing powers of our Board, please see "*Our Management - Borrowing Powers of our Board*" on page 273.

Set forth below is a brief summary of the aggregate borrowings by our Company and its Subsidiary as of December 31, 2024 on a consolidated basis:

(*In ₹ lakhs*)

Category of borrowing	Sanctioned amount as on December 31, 2024	Outstanding amount as on December 31, 2024
Fund Based (I)		
Secured Loans (A)		
Term loans	1,345.51	962.53
Working capital loan	2,460.00	2,138.55
Vehicle loan	175.80	122.57
Total Secured (A)	**3,981.31**	**3,223.65**
Unsecured Loans (B)		
Term loans	666.66	108.81
Working capital loan	775.00	694.84
From its promoters, directors or their relatives	Nil[2]	751.78
Total Unsecured (B)	**1,441.66**	**1,555.43**
Total Fund Based (I)=(A+B)	**5,422.97**	**4,779.08**
Non-Fund Based (II)		
Bank guarantee	5,540.00	4,895.01
Bank guarantee (100 % Margin against FD)	-	107.88
Non-Fund Based Total (II)	**5,540.00**	**5,002.89**
Total (I+II)	**10,962.97**	**9,781.97**

Notes:
(1) As certified by M/s Kantilal Patel & Co., Chartered Accountants, pursuant to their certificate dated February 26, 2025.
(2) Subject to overall ceiling of borrowing powers authorised by the Shareholders of the Company, there are no limits prescribed for the borrowings from the Promoters, Directors or their relatives.

Principal terms of the facilities sanctioned to our Company and its Subsidiary:

1. ***Tenor and interest:*** The tenor of the facilities availed by our Company and its Subsidiary ranges from 12 months to 84 months. The interest rate of the facilities typically comprises a base rate plus applicable margin of the specified lender, ranging from 7.50 % to 18% p.a.

2. ***Security:*** The facilities sanctioned are typically secured by way of hypothecation on the current assets and mortgage on specified properties of our Company and properties belonging to our Promoters, personal guarantees of our Promoters. The nature of securities described herein is indicative and there may be additional requirements for creation of security under the various borrowing arrangements entered into by our Company.

3. ***Pre-payment:*** Certain facilities allow for pre-payment of the outstanding amount by seeking prior consent from the lenders. Pre-payment may be subject to pre-payment penalties as may be prescribed.

4. ***Penal interest:*** The terms of certain facilities availed by our Company and its Subsidiary prescribe penalties for default in the repayment obligations of the Company and its Subsidiary, delay in creation of the stipulated security or in case of events of default. The penalty typically ranges from 1.5 % to 3% per month.

5. ***Re-payment:*** Our Company and its Subsidiary may repay all amounts of the facilities on the due dates for payment. Certain of our loans are repayable on demand.

6. ***Events of default:*** Borrowing arrangements entered into by our Company and its Subsidiary contain standard events of default, including:

    a) material adverse change in the ownership/ control or management of our Company;

    b) failure to pay outstanding principal and interest amounts on due dates;

    c) winding up, bankruptcy or dissolution of our Company;

d) commencement of or existence of any legal proceedings/ investigations that may have a material adverse effect;

e) failure to procure or maintain insurance on our assets;

f) cessation or change in our business;

g) failure to provide additional security;

h) utilization of loan amount for any purpose other than the purpose such loan is sanctioned for;

i) cross default; and

j) breach of any covenant, condition, agreement in the loan/facility agreement.

This is an indicative list and there may be additional terms that may amount to an event of default under the borrowing arrangements entered into by our Company and its Subsidiary.

7. ***Consequences of occurrence of events of default:*** In terms of our borrowing arrangements, the following, *inter alia*, are the consequences of occurrence of events of default, whereby the lenders may:

a) terminate and cancel either whole or part of the facility;

b) modify or revise the terms of the facility;

c) take physical possession of the assets hypothecated and/or mortgaged to the lenders and alienate sell, transfer the said properties either by itself or by an agent;

d) appoint a nominee director on the Board to look after lender's interest;

e) impose a monetary penalty;

f) enforce security; and

g) accelerate repayments/ initiate recall of the loans.

8. ***Restrictive covenants:*** The facilities sanctioned to our Company and its Subsidiary contain certain restrictive covenants, which require prior written consent of the lender or prior intimation to be made to the lender, including:

a) adverse changes in capital structure;

b) undertaking any new project, scheme of expansion or diversification or capital expenditure;

c) change in our constitution, structure, members, management control and legal and/or beneficial ownership;

d) dilution of the shareholding of the existing Promoters and/or directors below current levels or dilution in their controlling stake whether by way of pledge, transfer, attachment, lien, charge or in any other manner for any reason;

e) change in the shareholding pattern;

f) opening any account with other bank;

g) change the practice with regard to remuneration of our Directors by means of ordinary remuneration or commission, scale of sitting fees etc. except where mandated by any legal or regulatory provisions;

h) take any action which might have material adverse effect on the constitution of borrower; and

i) approaching the capital market for mobilizing additional resources.

This is an indicative list and there may be such other additional terms under the borrowing arrangements entered into by our Company and its Subsidiary. We are also required to keep our lenders informed of any event likely to have a substantial effect on our business. We have received all relevant consents/NOCs required under the relevant loan documents for undertaking the activities in relation to this Issue. For further details of financial and other covenants required to be complied with in relation to our borrowings, please see "*Risk Factor - 52. We have incurred indebtedness and an inability to comply with repayment and other covenants in our financing agreements could adversely affect our business and financial condition.*" on page 53.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our Restated Financial Information on page 296.

This Draft Red Herring Prospectus may include forward-looking statements that involve risks and uncertainties, and our actual financial performance may materially vary from the conditions contemplated in such forward-looking statements as a result of various factors, including those described below and elsewhere in this Draft Red Herring Prospectus. For further information, see "Forward-Looking Statements" on page 24. Also read "Risk Factors" and "Significant Factors Affecting our Results of Operations" on pages 26, and 305, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations.

Unless otherwise indicated, the financial information included herein is based on our Restated Financial Information included in this Draft Red Herring Prospectus, which have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations, the Guidance Note on Reports in Company Prospectuses (Revised 2019), as amended from time to time, which differ in certain material respects from IFRS, U.S. GAAP and GAAP in other countries. For further information, see "Financial Information" on page 296. Unless the context otherwise requires, in this section, references to "we", "us", "our" "our Company" or "the Company" refers to ArMee Infotech Limited and its Subsidiary on a consolidated basis.

Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report on IT Infrastructure Industry & Solar EPC Industry in India" issued on February 11, 2025 prepared by Dun & Bradstreet Information Services India Private Limited and is exclusively commissioned for an agreed fee and paid for by the Company in connection with the Issue. D&B was appointed on February 8, 2024, pursuant to an engagement letter entered into with our Company. D&B is not related in any other manner to our Company. The data included herein includes excerpts from the D&B Report and may have been re-ordered by us for the purposes of presentation. Further, the D&B Report was prepared on the basis of information as of specific dates and opinions in the D&B Report and may be based on estimates, projections, forecasts and assumptions that may be as of such dates. D&B has prepared this study in an independent and objective manner, and it has taken all reasonable care to ensure its accuracy and has further advised that while it has taken due care and caution in preparing the D&B Report based on the information obtained by it from sources which it considers reliable. Unless otherwise indicated, financial, operational, industry and other related information derived from the D&B Report and included herein with respect to any particular year refers to such information for the relevant calendar year. A copy of the D&B Report is available on the website of our Company at www.armeeinfotech.com. Further, the D&B Report is not a recommendation to invest or disinvest in any company covered in the report. You are advised not to unduly rely on the D&B Report. The views expressed in the D&B Report are that of D&B. For more information and risks in relation to commissioned reports, see "Risk Factor – 59. Industry information included in this Draft Red Herring Prospectus has been derived from an industry report prepared by Dun & Bradstreet Information Services India Private Limited exclusively commissioned and paid for by us for such purpose." on page 57. Also see, "Certain Conventions, Presentation of Financial, Industry and Market Data – Industry and Market Data" on page 21.

OVERVIEW

We are an IT infrastructure and IT managed services Company, which has ventured into the retail sales space through Experience Zones engaged in the sale of IT, consumer electronics, and gaming and merchandise products, and into the renewable energy sector vide solar EPC and PPAs. We are headquartered in Ahmedabad, Gujarat. We service both Government/public sector undertakings (PSUs) and private sector clients which operate across a wide variety of industries. A majority of our revenues are currently derived from servicing Government/PSU projects.

Under the **IT Infrastructure** category, we provide IT hardware and software (e.g., computers, servers, interactive panels and their peripherals), work on the installation and integration of the hardware and software as per client requirements, and also provide maintenance of the IT Infrastructure installed by us for periods as may be specified under the relevant contracts. To ensure seamless transition for our clients, we also provide functional training of the IT Infrastructure installed by us. We have undertaken multiple projects under the IT Infrastructure segment including setting up of ICT labs, smart classes, installing digital infrastructure for the public distribution system under the National Food Security Act, 2013, and supplying and/or installing IT hardware to various Government entities. The projects undertaken by us are for specific contractual periods. Our revenue from IT infrastructure segment is as follows:

Particulars	Revenue generated from IT infrastructure segment				
	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022	CAGR between Fiscal 2022 and Fiscal 2024
Amount (in ₹ lakhs)	55,663.23	93,500.81	40,844.98	7,528.69	252.41%
% of total revenue from operation	92.10%	91.62%	81.25%	60.14%	

Under the **IT managed services** category, in addition to providing IT Infrastructure as mentioned above, we also provide technical manpower, skill development training and offer annual maintenance services. Our employees provide on-site and off-site operational support and maintenance of the IT infrastructure, as may be specified under the relevant contracts. IT managed services are typically delivered under a service level agreement and payments are made at pre-defined intervals or as per contractual terms. Our revenue from IT managed services segment is as follows:

Particulars	Revenue generated from IT managed services segment				
	September 30, 2024	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**	**CAGR between Fiscal 2022 and Fiscal 2024**
Amount (in ₹ lakhs)	4,777.34	8,556.66	9,424.53	4,989.29	30.96%
% of total revenue from operation	7.90%	8.38%	18.75%	39.86%	

In the projects undertaken by us, certain activities like site preparation, electrification, installation, commissioning and maintenance of IT Infrastructure are provided by third party service providers including ArMee Technology Services Private Limited, our Wholly Owned Subsidiary. For further details on our Subsidiary, please see "*Our Subsidiary*" on page 268.

As part of our strategic diversification, we have ventured into **renewable energy vide solar EPC and PPAs** to cater to the burgeoning renewable energy vide solar EPC and PPAs market. India's solar power generation has demonstrated robust growth, marked by a significant increase in installed capacity over the past five Fiscal Years. Beginning at 29.1 GW in FY 2019, the country's solar power capacity surged to 81.8 GW by FY 2024, reflecting a notable compound annual growth rate (CAGR) of 23%. As of August 2024, India has achieved a cumulative installed solar power capacity of 89.43 GW. *[Source: D&B Report]* We have engaged in EPC services for executing turnkey projects and may also consider acting as a developer entering into solar PPAs with consumers. For more details, see *"Our Business – Strategies – Expanding and augmenting our products and services portfolio –renewable energy vide solar EPC and PPAs"* on page 230. As on the date of this Draft Red Herring Prospectus, our Company has secured a turnkey works contract dated January 10, 2025 from NACOF OORJAA Private Limited for supplying all materials and equipment including modules inverters, apparatus, devices, parts, tools, special tools, components, instruments, appliances, lines, cables, computer hardware and software, spare parts and other items of a similar nature and all appurtenances thereto, that are required to supply the solar power generating system required for the Project and design, engineering, installation, testing and commissioning of a 50 MW (AC) solar photovoltaic power plant at various parts of Maharashtra. Additionally, our Company has obtained an LOA from NACOF OORJAA Private Limited for the design, manufacture, supply, transport, installation, testing, and commissioning of solar powered water pumping systems with 3, 5, and 7.5 horsepower capacities. Our Company has also bid for additional projects, and we cannot assure you that these bids will be successful, or that successful bids in the future will translate to work orders.

We do not have limited experience of operating in the renewable energy vide solar EPC and PPAs category. Please see *"Risk Factor - 36. Our Promoters and the Company's management do not have adequate experience in some of the business activities we undertake, which may have an adverse impact on the management and operations of our Company."* on page 47.

As on the date of this Draft Red Herring Prospectus, we have opened one **Experience Zone** in Ahmedabad on November 20, 2024. This Experience Zone is a single-brand exclusive Experience Zone opened pursuant to the Acer Re-Seller Agreement. We believe that Experience Zones hold immense potential to tap into the Indian retail market, driven by the following factors:

1. Shifting consumer preferences: Indian consumers, particularly millennials and Gen Z, seek engaging experiences that go beyond just buying a product. They value authenticity, personalization, and a connection with a brand story.

2. Rising disposable income: As disposable incomes increase; consumers are willing to spend more on experiences that add value and create lasting experiences.

3. Digital natives: Growing digital adoption has fueled a demand for interactive experiences that mirror the online world. *[Source: D&B Report.]*

Since the existing Experience Zone was established and operationalized after September 30, 2024, Experience Zones did not contribute to our revenue generated from operations during the periods of the six months ended September 30, 2024, and Fiscals 2024, 2023, 2022. Also see *"Risk Factor — 37. Our strategic diversification into new lines of business, being renewable energy vide solar EPC and PPAs and retail sales through Experience Zones, may expose us to more challenges and new risks."* on page 47.

In the projects undertaken by us, certain activities like site preparation, electrification, installation, commissioning and maintenance of IT Infrastructure are provided by third party service providers including ArMee Technology Services Private Limited, our Wholly Owned Subsidiary. For further details on our Subsidiary, please see "*Our Subsidiary*" on page 268.

As of September 30, 2024, a significant number of our projects are with the Government/PSU clients. Our revenue from operations generated from our Government/PSU clients is as follows:

(*In ₹ lakhs, except for percentages*)

Particulars	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(Consolidated)		(Standalone)	
Revenue from operations generated from Government/PSU clients	50,556.74	92,830.73	42,552.85	7,287.95
Percentage of total revenue from operations	83.65%	90.96%	84.65%	58.22%

We classify Ongoing Projects as projects wherein we have received contract/purchase orders and there is pending obligation either for supply and/or installation and/or maintenance as per the terms and conditions of the contract/purchase orders. As on September 30, 2024, we have 20 Ongoing Projects out of which 11 are under IT Infrastructure category and 9 are under IT managed services category. Further, as on September 30, 2024 we have 183 projects wherein we have completed the execution and received the payment in full but the term of the project for warranty period is still ongoing. The warranty period for these 183 projects ranges from three to five years depending upon the terms of the contract.

We classify our projects as completed when we have received contract/purchase orders and booked and realised the amount as per the terms of the contract/purchase orders. In the Six months period ended September 30, 2024, and the last three Fiscals we have completed 153 projects under the IT Infrastructure category and 13 projects under the IT managed services category.

The details of Order Book for our Ongoing Projects as of September 30, 2024, is as follows:

(*In ₹ lakhs, except for percentages*)

Service categories	No. of projects	Order Book* as of September 30, 2024	Order Book percentage as of September 30, 2024 (%)	Order Book as a percentage of revenue from operations in the six months period ended September 30, 2024
IT Infrastructure	11	10,515.84	32.88%	92.10%
IT managed services	9	21,470.68	67.12%	7.90%
Renewable energy vide solar EPC and PPAs	Nil	Nil	Nil	Nil
Total	**20**	**31,986.52**	**100.00%**	**100.00%**

As of September 30, 2024, out of our 20 Ongoing Projects, 13 projects are based in the state of Gujarat, 4 Projects in Maharashtra and one Project each is based in Madhya Pradesh, Uttarakhand, and Bihar. Our revenue from operations for the respective periods from the projects executed by us in the state of Gujarat is as follows:

(*In ₹ lakhs*)

Particulars	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Percentage	39.72	86.49	82.81	58.77
Revenue from operations from the state of Gujarat	24,007.24	88,273.49	41,627.67	7,356.45

In order to ensure delivery of trusted and reliable IT Infrastructure products to empower our clientele with reliable technologies, we have maintained good working relationships with our Technology Partners and through this we are able to provide reliable end-to-end IT Infrastructure to our clients.

Our Company has a management team with extensive industry experience in IT Infrastructure and IT managed services. Our Promoters, Kiritkumar Chimanbhai Patel and Ami Ridhish Patel have been associated with the Company since its inception and have experience of over two decades each in the IT Infrastructure industry. Further our Promoter, Ridhish Kiritbhai Patel joined the operations of our Company as an Executive Director on May 22, 2012, and has an experience of more than a decade in the IT Infrastructure industry. Our Promoters, Kiritkumar Chimanbhai Patel and Ami Ridhish Patel were carrying on the business of trading, installation and maintenance of computer systems and other allied products under a Partnership Firm, namely, M/s Armee Infotech from 2003 to 2017. Our Company became a partner in M/s Armee Infotech on March 1, 2017, and ultimately acquired all the assets, business and operations of the Partnership Firm with effect from April 1, 2017 upon dissolution of the said Partnership Firm. For further details, please see "*History and Certain Corporate Matters – Details regarding material acquisitions or divestments of business/undertakings, mergers, amalgamations, and revaluation of assets, if any, in the last ten years"* at page 266.

As of September 30, 2024, we have 1,772 employees, out of which 1,727 are skilled and semi-skilled technical manpower are skilled and semi-skilled technical manpower engaged in the implementation and management of our various projects. In addition, as of September 30, 2024, we have engaged 693 employees on contractual basis through third party service providers, based upon the requirements of the projects. For further details, please see *"Risk Factor – 44. We may be subject to employee unrest, slowdowns and increased wage costs, which may have an adverse effect on our business, operations, our cash flow and financial condition."* on page 50. The project management team, with support from other teams, such as, project implementation team, logistics and procurement, accounts department, sales department, quality control department, overlooks end-to-end implementation of all the projects serviced by us. We believe that the combination of our experienced Board of Directors, our dynamic management team and our skilled employees positions us well to capitalize on future growth opportunities.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATION

The results of our operations and our financial conditions are affected by numerous factors and uncertainties, many of which may be beyond our control, including as discussed in "*Our Business*" and "*Risk Factors",* beginning on pages 224, and 26 respectively. Set forth below is a discussion of certain factors that we believe may be expected to have a significant effect on our financial condition and results of operations:

Retaining our existing clients and augmenting our client base

Our ability to grow our business consistently requires us to (i) retain our existing clients; (ii) broad - base our engagement with our existing clients; and (iii) augment our client base. We continually engage with our clients to understand their requirements better to be able to provide more holistic services and to identify new areas where we can engage with them and explore business opportunities as and when they arise. Our constant endeavour is to nurture every client relationship to ensure that it translates into a long-term association. Our expertise, honed over the years, in conjunction with the strength of our collaborative efforts with our Technology Partners enables us to provide customised IT solutions to our clients. We also track the developments in the business segments we operate in to stay abreast of emerging trends and capitalise on new business opportunities. All these factors combined with our close interaction with our clients to understand their specific requirements enables us to strengthen, and forge long-term and more successful, relationships with our existing clients. We adopt a similar approach while seeking to establish new relationships. Further, we have broad based the industry segments to which we cater including by venturing into newer business segments, and augmenting our product bouquet within each business segment. The revenue generated from IT infrastructure segment is as follows:

Particulars	Revenue generated from IT infrastructure segment			
	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Amount (in ₹ lakhs)	55,663.23	93,500.81	40,844.98	7,528.69
% of total revenue from operation	92.10%	91.62%	81.25%	60.14%

Our continued success and growth will to a certain extent also depend on our continuing to receive the patronage of our existing clients in this particular business segment, while simultaneously broadening and augmenting our client base. The revenue from operations generated from our top 10 clients is as follows:

Particulars	Revenue from operations generated from our top 10 clients			
	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
Amount (in ₹ lakhs)	58,875.85	97,343.07	45,157.35	11,167.61
% of total revenue from operation	97.41%	95.38%	89.83%	89.21%

Focus on technology and the ability to deliver innovative solutions

We are a fast-growing IT solutions provider headquartered in Ahmedabad, Gujarat. Our business and our reputation are, therefore, intrinsically linked to our ability to continuously augment our technology solutions and to provide improved product and service offerings catering to the specific needs of our clients. Over the years, we have expanded the range of our operations and products. The growth in the range of our product and service offerings is a direct consequence of constantly honing our technical skill-sets and focusing on developing/adapting newer technology. We constantly seek to keep abreast of the latest technology trend in the IT industry. We will also be required to continuously update our existing systems. In addition, rapid and frequent technological changes and market demands can often render existing technologies obsolete and result in requirements for additional expenditures to replace or upgrade / update these technologies. The cost of replacing, updating or implementing new technologies, upgrading our existing technology, or expanding capacity could be significant. Our success will depend on our ability to enhance our existing offerings or develop new solution to meet client needs in a timely manner. Our continued growth will to a large extent depend on our ability to continue our relentless focus on technological advancements and also continually deliver innovative solutions.

Expanding our geographic footprint

We are located in Gujarat and have branch offices in three states, being, Haryana, Karnataka and Maharashtra. In recent years, the Government of India has recognized the crucial role of IT Infrastructure in bridging the digital divide and fostering socio-economic development in rural India. [*Source: D&B Report*] As digital literacy rises and people become comfortable with technology, the demand for internet-based services like e-commerce, online education, and telemedicine will soar. This creates fertile ground for managed service providers to offer solutions like cloud storage, data analytics, and cybersecurity. [*Source: D&B Report*]

Currently, we provide IT Infrastructure and IT managed services to various sectors including education, healthcare, public distribution system, rural & urban development, science & technology sectors etc. We have a predominant presence in the state of Gujarat. Out of our 20 Ongoing Projects, 13 projects are based in the state of Gujarat, four Projects in Maharashtra and one Project each is based in Madhya Pradesh, Uttarakhand, and Bihar. We intend to increase our presence pan India by securing and servicing projects in other states of India.

Strength of our Order Book

The details of Order Book for our Ongoing Projects as of September 30, 2024, is as follows:

Particulars	**No of projects**	**Order Book (*In ₹ lakhs*)**
IT Infrastructure	11	10,515.84
IT managed services	9	21,470.68
Total	**20**	**31,986.52**

The following table sets forth our Order Book, as on September 30, 2024, presented according to the states where we are providing our comprehensive range of services:

State	**Number of projects**	**Project value (*In ₹ lakhs*)***	**Order Book as on September 30, 2024 (*In ₹ lakhs*)**	**Percentage of our Order Book contribution as of September 30, 2024 (%)**
Gujarat	13	1,38,032.53	14,747.79	46.11%
Maharashtra	4	7,022.13	6,992.34	21.86%
Bihar	1	10,361.08	4,101.67	12.82%
Madhya Pradesh	1	1,218.77	1,218.77	3.81%
Uttarakhand	1	4,925.94	4,925.95	15.40%
Total	**20**	**1,61,560.45**	**31,986.52**	**100.00%**

* *The total project value is exclusive of GST.*

Investors should not consider our Order Book as an accurate indicator of our future performance or future revenue. The successful conversion of orders into revenue and getting new orders will depend on the demand from our clients, which is beyond our control and is subject to uncertainty as well as changes in Government policies and priorities. Going forward, our Order Book may be affected by delays, cancellations, renegotiations of the contracts as well as the long gestation period in concluding such contracts, if any.

Relationship with Technology Partners

We source various hardware products such as servers, laptops, desktops, printers, webcams, interactive panels, point of sale machines, storage hardware, and third-party software products such as operating system software, database software, antivirus software and other allied hardware and software products from our Technology Partners. Our business is, therefore, heavily dependent on our relationships with Technology Partners. The share of our top three Technology Partners as a percentage of our purchases in each respective period are as follows:

Particulars	**Six months ended September 30, 2024**	**Fiscal 2024**	**Fiscal 2023**	**Fiscal 2022**
Purchases from top three Technology Partners (in ₹ lakhs)	48,171.65	74,465.71	26,585.35	3,463.67

% of purchases from top three Technology Partners, cumulatively	84.29%	84.89%	72.82%	51.04%

We do not enter into any long-term contracts with our Technology Partners for supply of these products. We place purchase orders with Technology Partners from time to time basis our requirements and prices for products are normally based on the quotes we receive from these Technology Partners. Further, the client acceptance of our products depends on the quality of these products and our ability to deliver our products in a timely manner.

The failure of our Technology Partners to deliver these products in the necessary quantities, to adhere to delivery schedules or to meet specified quality standards or technical specifications, could adversely affect our ability to deliver orders on time to our clients.

Dependence on projects from Government/PSUs

As of date, our services majorly cater to the needs of Government/PSU clients. We obtain majority of our projects by bidding on the government e-marketplace. There can be no assurance that the projects for which we bid will be tendered within a reasonable time, or at all. In the event that new projects which have been announced and which we plan to bid for are not put up for tender within the announced timeframe, or qualification criteria are modified such that we are unable to qualify, our business, prospects, financial condition, cash flows and results of operations could be materially and adversely affected. The revenue earned from the Government/PSU clients is as follows:

(*In ₹ lakhs, except for percentages*)

Particulars	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(Consolidated)		(Standalone)	
Revenue from operations generated from Government/PSU clients	50,556.74	92,830.73	42,552.85	7,287.95
Percentage of total revenue from operations	83.65%	90.96%	84.65%	58.22%

Further, any change in policies of the Government, impacting the public at large, scaling back of Government policies or initiatives towards IT Infrastructure projects and/or changes in Governmental or external budgetary allocation, can significantly and adversely affect the business, financial condition and results of operations.

PRESENTATION OF FINANCIAL INFORMATION

Our Restated Financial Information for the Six months period ended September 30, 2024 and March 31, 2024 (on a consolidated basis) and as at for the financial year ended March 31, 2023 and March 31, 2022 (on a standalone basis) and the restated summary statements of profit and loss (including other comprehensive income), cashflows and changes in equity for the Six months period ended September 30, 2024 and March 31, 2024 (on a consolidated basis) and as at for the financial year ended March 31, 2023 and March 31, 2022 (on a standalone basis) together with the summary of significant accounting policies and explanatory information thereon (collectively, the "Restated Financial Information"), prepared in accordance with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) and other relevant provisions of the Act. The Restated Financial Information have been derived from our audited financial statements for the Six months period ended September 30, 2024, financial year ended March 31, 2024 (on a consolidated) prepared in accordance with AS 25 and as at and for the financial year ended March 31, 2023 and March 31, 2022 prepared in accordance with Indian GAAP, and is reclassified/ remeasured to Ind-AS, by preparing Ind-AS financial statements and further restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India, as amended.

The consolidated financial information for the six months period ended September 30, 2024 and March 31, 2024 is not directly comparable with the standalone financial information for March 31, 2023 and March 31, 2022, given that we did not have any subsidiary in such prior periods. Further, unless otherwise indicated or the context otherwise requires, all operational information included herein for Fiscals 2023, and 2022 is on a standalone basis, while all such information for Fiscal 2024 is on a consolidated basis.

TRANSITION FROM INDIAN GAAP TO IND AS FINANCIAL INFORMATION

Our company has adopted Ind AS for the preparation of financial information for the financial year beginning from April 1, 2022. The audited financial statements for the six months period ended September 30, 2024, financial year ended March 31, 2024 (consolidated and standalone basis) and for the financial year ended March 31, 2023 and March 31, 2022 (standalone basis) were prepared in accordance with Indian GAAP and the same have been converted into Ind AS by our management to align accounting policies, exemptions and disclosures as adopted by our Company for the transition to Ind AS in the context of the preparation for the financial year ended March 31, 2024 (consolidated and standalone basis) and for the financial year ended March 31, 2023andMarch 31, 2022 (standalone basis) to Restated Ind AS summary of financial information. In preparing these financial information, our company's opening balance sheet was prepared as at April 1, 2022, our Company's date of transition to Ind AS. In preparing the restated Ind AS summary financial information for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, our Company prepared opening balance sheet as at April 1, 2022, being the date of transition to Ind AS. For further information, see the chapter titled *"Restated Financial Information"* beginning on page 296 of this Draft Red Herring Prospectus.

Ind AS differs in certain material respects from Indian GAAP, IFRS and U.S. GAAP. Accordingly, the degree to which our financial information will provide meaningful information to a prospective investor in countries other than India is entirely dependent on the reader's level of familiarity with Ind AS. As a result, the Restated Financial Information Statements may not be comparable to our historical financial statements. For Reconciliation of Indian GAAP to Ind AS please refer Note 40 pertaining to reconciliation between Indian GAAP and Ind AS in the chapter titled *"Restated Financial Statements"* beginning on page 296 of this Draft Red Herring Prospectus.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Preparation of Restated Financial Information

i) Statement of Compliance

These Restated Financial Information have been prepared in accordance with the recognition and measurement principles of Indian Accounting Standard 34, 'Interim financial reporting' and other accounting principles generally accepted in India for the purpose of Restated Financial Information as required under the SEBI ICDR Regulations in relation to the proposed initial public offering of the Company. These Restated Financial Information shall therefore not be suitable for any purpose other than as disclosed in this note.

ii) Basis of Preparation

The Restated Financial Information of the Company and its Subsidiary (collectively, the "**Group**"), comprising the restated consolidated statement of assets and liabilities as at September 30, 2024 and March 31, 2024 and restated standalone statement of assets and liabilities as at March 31, 2023 and March 31, 2022, the restated consolidated statements of profit and loss (including other comprehensive income), the restated consolidated statement of changes in equity and the restated consolidated cash flow statement for the Six month ended September 30, 2024 and March 31, 2024 and the restated standalone statement of profit and loss (including other comprehensive income), the restated standalone statement of changes in equity and the restated standalone cash flow statement for the year ended March 31, 2023 and March 31, 2022 and the summary statement of material accounting policies and other explanatory information, collectively, the restated financial information, as approved by the Board of Directors of the Company at their meeting held on December 20, 2024 for the purpose of inclusion in the Issue Documents prepared by the Company in connection with its proposed Issue, prepared in terms of the requirements of:

a) Section 26 of Part I of Chapter III of the Companies Act, 2013;

b) SEBI ICDR Regulations; and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("**ICAI**"), as amended from time to time (the "**Guidance Note**").

iii) Compliance with Ind-AS

a) The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time. Presentation requirements of Division II of Schedule III to the Companies Act, 2013, "as amended", as applicable to the Consolidated Financial Statements have been followed. These consolidated financial statements are separate financial statements of the Group. The consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements. The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities which are measured at fair value as explained in the accounting policies below.

b) Certain comparative figures appearing in these consolidated financial statements have been regrouped and/ or reclassified to better reflect the nature of those items.

c) The consolidated financial statements are presented in INR and all values are rounded to the nearest lakhs (INR 1,00,000) as per the requirement of Schedule III of the Act, unless otherwise stated.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company along with its Subsidiary as at September 30, 2024. The control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its powers over the investee. Specifically, the Group controls an investee if and only if the Group has:

a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)

b) Exposure, or rights, to variable returns from its involvement with the investee and

c) The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

a) The contractual arrangement with the other vote holders of the investee

b) Rights arising from other contractual arrangements

c) The Group's voting rights and potential voting rights"

The Restated Financial Information have been compiled from:

1) Audited Special Purpose Consolidated Ind AS Financial Statements of the Group as at and for the Six Months period ended 30 September 2024 prepared in accordance with the Indian Accounting Standard, as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, (referred to as "IND AS") and other recognised accounting practices and policies generally accepted in India including the requirements of the Act, which has been approved by the Board of Directors at their meeting held on December 20, 2024;

2) Audited Consolidated Ind AS Financial Statements of the Group as at and for the year ended on 31 March 2024 which were prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS")to the extent applicable and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 30, 2024.

3) Audited Standalone Ind AS Financial Statements of the Company as at and for the year ended on 31 March 2023 which were prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended (referred to as "Ind AS")to the extent applicable and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on August 30, 2024; and

4) Audited Special Purpose Standalone Ind AS Financial Statements of the Company as at and for the year ended March 31, 2022, prepared as per following basis:

The Audited Special Purpose Standalone Ind AS Financial Statements of the Company as at and for the year ended 31 March 2022, have been prepared by the management of the Company in accordance with Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Previous GAAP' or 'Indian GAAP') after giving effect to accounting policy and accounting policy choices (both mandatory exceptions and optional exemptions availed as per Indian Accounting Standards 101 'First-time Adoption of Indian Accounting Standards' (Ind AS 101)) as initially adopted on transition date i.e. 01 April 2021. These Audited Special Purpose IND AS Financial Statements have been approved by the Board of Directors on May 07, 2024. Suitable restatement adjustments (both re-measurements and reclassifications) as per Ind AS 101, are made to these Financial Statements for the year ended 31 March 2022.

Material accounting policies

a) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

- It is expected to be settled in normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current or noncurrent classification of assets and liabilities.

b) Property, plant and equipment

The Company has elected to regard previous GAAP carrying values of property, plant and equipment as deemed cost at the date of transition to Ind AS.

An item of property, plant and equipment is recognised as an asset if it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably.

The initial cost of property, plant and equipment comprises its purchase price, non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use. All other expenses on existing property, plant and equipment, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

Where, during any financial year, any addition has been made to any asset, or where any asset has been sold, discarded, demolished or destroyed, or significant components replaced; depreciation on such assets is calculated on a pro rata basis as individual assets with specific useful life from the month of such addition or, as the case may be, up to the month on which such asset has been sold, discarded, demolished or destroyed or replaced.

The Company reviews the residual value and useful life of an asset at least at each financial year-end and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate.

Depreciation on property, plant and equipment is provided on the straight-line method prescribed under Schedule II of the Act, computed on the basis of useful lives prescribed under Schedule II of the Act. Leasehold improvements are amortised over the period of lease or estimated useful life, whichever is lower. For the following assets, useful life is taken based on technical evaluation of the property, plant and equipment by the management which are mentioned below:

Tangible assets	Useful life (years)
EPOS Devices	5

c) Intangible assets

Recognition and initial measurement

The Group has elected to regard previous GAAP carrying values of intangible assets as deemed cost at the date of transition to Ind AS.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

Subsequent measurement (amortisation and useful lives)

All intangible assets are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives.

De-recognition

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

d) Inventories

Inventories are stated at lower of cost or net realisable value. Cost is determined on a First in First out basis.

Net realisable value is the price at which the inventories can be realised in the normal course of business after allowing for the cost of conversion from their existing state to a finished condition and for the cost of marketing, selling and distribution.

e) Foreign currency translation

Functional and Presentation Currency

The financial statements are presented in Indian Rupees and are rounded to two decimal places of lakhs which is also the Company's functional currency.

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items as at reporting date are recognised in statement of profit and loss.

f) Revenue recognition from sale of products and services

Revenue from contracts with clients is recognised when control of the goods or services are transferred to the client at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for certain specific services mentioned below, as it typically controls the goods or services before transferring them to the customer.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

The performance obligation in case of product is satisfied at a point in time i.e., when the material is shipped to the client or on delivery to the client, as may be specified in the contract.

The performance obligation in case of service is satisfied over a period of time. Income in respect of service contracts, which are generally in the nature of providing maintenance and support services, are recognised in statement of profit and loss on straight line basis over the period of the performance obligation.

The Group provides preventive maintenance services and on-site maintenance on its certain products at the time of sale. These maintenance services are sold together with the sale of product. Contracts for such sales of product and preventive maintenance services comprise two performance obligations because the promises to transfer the product and to provide the preventive maintenance services are capable of being distinct. Accordingly, a portion of the transaction price is allocated to the preventive maintenance services and recognised as a contract liability. Revenue is recognised over the period in which the preventive maintenance services are provided based on the time elapsed.

g) Other income

Interest income

Interest income on financial assets is calculated using the effective interest method and is recognised in the statement of profit and loss as part of other income.

Dividend income

Dividend income from investment is accounted for when the right to receive is established, which is generally when shareholders approve the dividend.

h) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition. Trade receivables are initially recognised at transaction price where that do not contain any significant portion of financing component. Transaction costs that are directly attributable to the acquisition or release of financial assets and financial liabilities respectively, which are not at fair value through profit or loss, are added to the fair value of underlying financial assets and liabilities on initial recognition. Trade receivables and trade payables that do not contain a significant financing component are initially measured at their transaction price.

Financial assets

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in two categories:
-Financial assets at amortised cost at effective interest rate.
-Financial assets at fair value through profit or loss

Financial assets at amortised cost

A financial asset is subsequently measured at amortised cost which is held with the objective to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through profit or loss:

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.
This category includes interest free security deposit given valued at present value.

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities

Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method.

De-recognition of financial liabilities:

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

i) Impairment of financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. For impairment purposes significant financial assets are tested on an individual basis, other financial assets are assessed collectively in groups that share similar credit risk characteristics. For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

j) Right-of-use assets and lease liabilities

As a lessee

Classification of lease:

The Group's leased asset consist of leases for building only. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

i) the contract involves the use of an identified asset

ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and

iii) the Group has the right to direct the use of the asset.

Recognition and initial measurement of right-of use assets:

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Subsequent measurement of right-of-use asset:

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

Lease liabilities:

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment of whether it will exercise an extension or a termination option.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

k) Cash and bank balances

Cash and bank balances consist of:

- Cash and cash equivalents - which includes cash in hand, deposits held at call with banks and other short term deposits which are readily convertible into known amounts of cash, are subject to an insignificant risk of change in value and have maturities of less than three months from the date of such deposits. These balances with banks are unrestricted for withdrawal and usage.
- Other bank balances - which includes balances and deposits with banks that are restricted for withdrawal and usage.

l) Cash flow statement

Statement of cash flows is prepared segregating the cash flows into operating, investing and financing activities. Cash flow from operating activities is reported using indirect method adjusting the net profit for the effects of:

i) changes during the period in inventories and operating receivables and payables, transactions of a non-cash nature;

ii) non-cash items such as depreciation, provisions, and unrealised foreign currency gains and losses etc.; and

iii) all other items for which the cash effects are investing or financing cash flows

m) Employee benefits

i) Short term employee benefits:

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, short term compensated absences etc., and the expected cost of bonus, ex-gratia are recognised in the period in which the employee renders the related service.

ii) Post-employment benefits:

1) Defined contribution plans:

State governed provident fund scheme and employees state insurance scheme are defined contribution plans.

The contribution paid / payable under the schemes is recognised during the period in which the employees render the related services.

2) Defined benefit plans:

The employee's gratuity fund scheme and compensated absences is Company's defined benefit plans. The present value of the obligation under such defined benefit plan is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to an additional unit of employee benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date, having maturity periods approximating to the terms of related obligations.

For defined benefit plans, the amount recognised as 'employee benefit expenses' in the statement of profit and loss is the cost of accruing employee benefits promised to employees over the year and the costs of individual events such as past/future service benefit changes and settlements (such events are recognised immediately in rate to the net defined benefit liability or asset is charged or credited to 'finance costs' in the statement of profit and loss. Any differences between the interest income on plan assets and the return actually achieved and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised immediately in 'pther comprehensive income' and subsequently not reclassified to the statement of profit and loss.

All defined benefit plans obligations are determined based on valuations, as at the balance sheet date, made by independent actuary using the projected unit credit method. The classification of the Company's net obligation into current and non-current is as per the actuarial valuation report.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligations under the defined benefit plans, to recognise the obligation on net basis.

Gains or losses on the curtailment or settlement of any defined benefits plans are recognised when the curtailment or settlement occurs. Past service cost is recognised as expense on a straight-line basis over the average period until the benefits become vested.

iii) Long term employee benefits:

The employees' long term compensated absences are the Company's defined benefit plans. The present value of the obligation is determined based on the actuarial valuation using the projected unit credit method as at the date of the balance sheet. In case of funded plans, the full value of plan assets is reduced from the gross obligation to recognise the obligation on the net basis.

n) Provisions and Contingencies

Provisions

Provisions are recognised in the balance sheet when the Company has a present obligation (legal or constructive) as a result of a past event, which is expected to result in an outflow of resources embodying economic benefits which can be reliably estimated. Each provision is based on the best estimate of the expenditure required to settle the present obligation at the balance sheet date. Where the time value of money is material, provisions are measured on a discounted basis.

Constructive obligation is an obligation that derives from an entity's actions where:

i) by an established pattern of past practice, published policies or a sufficiently specific current statement, the entity has indicated to other parties that it will accept certain responsibilities and;

ii) as a result, the entity has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

Contingencies

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

o) Contract balances

i) Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contract assets are recognised when there are excess of revenues earned over billings on contracts. Contract assets are classified as unbilled receivables when there is conditional right to receive cash, as per contractual terms.

The amount recognised as contract assets is reclassified to trade receivables once the amounts are billed to the customer as per the terms of the contract. Contract assets are subject to impairment assessment. Refer to accounting policies on impairment of financial assets in section i Impairment.

ii) Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section h Financial instruments – initial recognition and subsequent measurement.

iii) Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

Unearned and deferred revenue ("contract liability") is recognised when there are billings in excess of revenues.

p) Income taxes

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized.

The carrying value of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on the tax rates and tax laws that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to cover or settle the carrying value of its assets and liabilities.

Deferred tax assets and liabilities are offset to the extent that they relate to taxes levied by the same tax authority and there are legally enforceable rights to set off current tax assets and current tax liabilities within that jurisdiction.

Current and deferred tax are recognised as an expense or income in the statement of profit and loss, except when they relate to items credited or debited either in other comprehensive income or directly in equity, in which case the tax is also recognised in other comprehensive income or directly in equity.

q) Earnings per share

Basic earnings per share is computed by dividing the profit / (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The Group did not have any potential dilutive securities in any period presented.

r) Impairment of Non Financial Asset:

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

s) Key accounting estimates and judgments

The preparation of the Company's financial statements requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Critical Accounting Estimates and Assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

i) Income taxes

The Company's tax jurisdiction is India. Significant judgments are involved in estimating budgeted profits for the purpose of paying advance tax, determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

ii) Property, plant and equipment

Property, plant and equipment represent a significant proportion of the asset base of the Company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of Company's assets are determined by the management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technical or commercial obsolescence arising from changes or improvements in production or from a change in market demand of the product or service output of the asset.

iii) Defined benefit obligation

The costs of providing pensions and other post employment benefits are charged to the statement of profit and loss in accordance with IND AS 19 'Employee benefits' over the period during which benefit is derived from the employees' services. The costs are assessed on the basis of assumptions selected by the management. These assumptions include salary escalation rate, discount rates, expected rate of return on assets and mortality rates.

t) Business combination

Business combinations are accounted for, using the Pooling of Interest Method of accounting as laid down in Appendix C, 'Business Combinations of entities under common control' of Indian Accounting Standard (Ind AS) 103 'Business Combinations' as prescribed under Section 133 of the Companies Act, 2013.

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Set forth below are the principal components of income and expenditure from our continuing operations:

Total Income

Our total income comprises (i) revenue from operations; and (ii) other income.

Revenue from operations

Revenue from operations comprises i) revenue from sale of IT Infrastructure; and (ii) revenue from IT managed services. Revenue from sale of IT Infrastructure further has two components, a) traded goods which includes supply, installation of IT Infrastructure and b) project based -IT Infrastructure includes supply, installation, networking, electrification and other ancillary activity of IT Infrastructure for our projects.

Revenue from IT managed services have two components, a) service income which includes technical manpower, skill development training and O&M service income from projects and b) other operating revenue which includes annual maintenance services.

Other Income

Other income primarily comprises (i) interest income on deposits with banks and income tax refund; (ii) dividend income, (iii) balances write back (liabilities not required to pay), (iv) depreciation written back, (v) foreign exchange rate differences, (vi) profit on sale of fixed asset, (vii) fair valuation of investment, and (viii) miscellaneous income.

Total Expenses

Our total expenses comprise (i) purchase of stock in trade, (ii) changes in inventories of finished goods, (iii) employee benefits expense, (iv) finance costs, (v) depreciation and amortisation expense, and (vi) other expenses

Purchases of stock-in-trade

Purchases of stock-in-trade comprises purchase of traded goods and purchase related to sale of traded goods.

Changes in inventories of finished goods

Changes in inventories consist of the difference between the inventory at the beginning of the year and the inventory at the end of the year.

Employee Benefits Expense

Employee benefit expense comprises (i) salaries and wages; (ii) contribution to provident and other funds; and (iii) staff welfare expenses.

Finance Costs

Finance costs include interest costs on: (i) unsecured loan (ii) cash credit; (iii) income tax; (iv) lease liability; and bank charges.

Depreciation and Amortisation Expenses

Depreciation and amortisation expenses primarily comprise (i) depreciation on property, plant and equipment and (ii) depreciation on right of use of assets.

Other Expenses

Other expenses primarily comprise expense on (i) project expenses includes expenses related to installation, delivery of IT Infrastructure and other expenses related to O&M of projects, (ii) rent expenses, (iii) claims & contingencies, (iv) sales promotion and marketing expense, (v) tender fees, (vi) legal and professional fees, (vii) commission expenses, (viii) office expenses, (ix) insurance expenses,(x) service render charges, (xi) CSR expense, (xii) repairs and maintenance, (xiii) payment to auditors, (xiv) rates and taxes (including penalties), (xv) donation, (xvi) expected credit loss for trade receivables, (xvii) loans and deposits written off / balances written off, (xviii) Director Sitting Fees (xix) miscellaneous expenses.

Tax Expense

Tax expenses comprise the current tax and the deferred tax**.**

RESULTS OF OPERATIONS

The following table sets forth selected financial information with respect to our results of operations for six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023,Fiscal 2022, the components of which are also expressed as a percentage of total income for such years:

(In ₹ lakhs)

Particulars	Consolidated		Standalone	

	Six months ended September 30, 2024	As a percentage of total income	Year Ended March 31, 2024	As a percentage of total income	Year Ended March 31, 2023	As a percentage of total income	Year Ended March 31, 2022	As a percentage of total income
Revenue from Operations	60,440.57	99.92%	1,02,057.47	99.67%	50,269.51	97.48%	12,517.98	98.22%
Other Income	49.58	0.08%	341.87	0.33%	1,297.91	2.52%	226.92	1.78%
Total Income	**60,490.15**	**100.00%**	**1,02,399.34**	**100.00%**	**51,567.42**	**100.00%**	**12,744.90**	**100.00%**
Expenses:								
Purchase of Stock in Trade	57,149.77	94.48%	87,721.45	85.67%	36,510.67	70.80%	6,786.47	53.25%
Changes in Inventory of Stock in Trade	(3,830.23)	(6.33)%	(2,784.68)	(2.72)%	1,222.85	2.37%	334.03	2.62%
Employee Benefits Expense	2,341.37	3.87%	4,229.55	4.13%	3,739.55	7.25%	716.91	5.63%
Finance Costs	208.73	0.35%	667.82	0.65%	592.48	1.15%	556.11	4.36%
Depreciation & Amortisation Expense	38.20	0.06%	453.38	0.44%	459.52	0.89%	426.60	3.35%
Other Expenses	2,300.02	3.80%	5,733.57	5.60%	7,092.39	13.75%	3,457.57	27.13%
Total Expenses	**58,207.86**	**96.23%**	**96,021.09**	**93.77%**	**49,617.46**	**96.22%**	**12,277.69**	**96.33%**
Profit before Tax	**2,282.29**	**3.77%**	**6,378.25**	**6.23%**	**1,949.96**	**3.78%**	**467.21**	**3.67%**
Tax Expenses:								
Current Tax	458.77	0.76%	1,409.64	1.38%	544.05	1.06%	175.45	1.38%
Excess Provision of Earlier Year	-	0.00%	(9.30)	(0.01)%	(77.81)	(0.15)%	-	0.00%
Deferred Tax	2.49	0.00%	(35.13)	(0.03)%	(173.74)	(0.34)%	(44.65)	(0.35)%
Total Tax Expense	**461.26**	**0.76%**	**1,365.21**	**1.33%**	**292.50**	**0.57%**	**130.80**	**1.03%**
Net Profit after Tax	**1,821.03**	**3.01%**	**5,013.04**	**4.90%**	**1,657.46**	**3.21%**	**336.41**	**2.64%**
Other Comprehensive Income/(Loss)								
Items that will not be Reclassified to Profit or Loss								
Re-Measurements (Loss)/Gain of Defined Benefit Plans	(0.04)	0.00%	0.52	0.00%	4.89	0.01%	3.85	0.03%
Income Tax Effect	0.01	0.00%	(0.13)	0.00%	(1.23)	0.00%	(0.97)	(0.01%)
Total Other Comprehensive Income for the period/year	(0.03)	0.00%	0.39	0.00%	3.66	0.01%	2.88	0.02%
Total Comprehensive Income	**1,821.00**	**3.01%**	**5,013.43**	**4.90%**	**1,661.12**	**3.22%**	**339.29**	**2.66%**

SIX MONTH PERIOD ENDED SEPTEMBER 30, 2024

Set forth below is a discussion of our results of operations, on the basis of amounts derived from our Restated Financial Information for the six months period ended September 30, 2024:

Total Income

Our total income was ₹ 60,490.15 lakhs in the six months ended September 30, 2024. It comprised (i) revenue from operations, and (ii) other income.

Revenue from operations

Revenue from operations was ₹ 60,440.57 lakhs in the six months period ended September 30, 2024, primarily attributable to income received from two projects during this period. The Company had received the project for digitization of 43,750 elementary and secondary classrooms under the Sarva Shiksha Abhiyan scheme for ₹ 31,587.87 lakhs in December 2023 and supply of 280,702

Acer tablet across various location of Uttar Pradesh of ₹ 29,630.71 Lakhs, which were executed in a phased manner, as per the terms of the respective projects. During the six months ended September 30, 2024, we booked an amount of ₹ 15,764.93 lakhs and ₹ 26,205.75 lakhs from both these projects, respectively.

Other income

Our other income was ₹ 49.58 lakhs in the six months period ended September 30, 2024. Other income primarily comprises (i) interest income on term deposits with bank; (ii) profit on sale of Mutual Funds (iii) miscellaneous income.

Total Expenses

Our total expense was ₹ 58,207.86 lakhs in the six months period ended September 30, 2024. The expenses of our Company comprised (i) purchase of stock in trade; (ii) changes in inventories of finished goods; (iii) employee benefit expense; (iv) finance costs; (v) depreciation and amortisation expense, and (vi) other expenses.

Purchase of Stock in Trade

Our purchases of stock-in-trade was ₹ 57,149.77 lakhs in the six months period ended September 30, 2024, comprise of purchase price of traded goods of ₹ 41,310.10 lakhs which include purchase related to projects considered under sale of traded goods and purchase related to project - IT infrastructure of ₹ 15,839.67 lakhs considered under sale of project based IT infrastructure. The Company consumed material amounting to ₹ 53,319.54 lakhs for the six months period ended September 30, 2024 for its various projects.

Changes in inventories of finished goods

Our changes of inventories of finished goods were ₹ (3,830.23) lakhs in six months period ended September 30, 2024 as a result of execution of projects received during this period. The Company has 11 Ongoing Projects under IT Infrastructure as on September 30, 2024.

Employee benefits expense

Our employee benefits expense was ₹2,341.37 lakhs in the six months period ended September 30, 2024 and it comprises of i) salaries and wages of ₹ 2,198.94 lakhs ii) contribution to provident and other funds of ₹ 135.74 lakhs iii) and staff welfare expenses of ₹ 6.69 lakhs.

Finance costs

Our finance costs were ₹ 208.73 lakhs in the six months period ended September 30, 2024, which primarily comprise interest cost on (i) unsecured loans from financial institution and individuals of ₹ 93.15 lakhs (ii) cash credit facility taken from Bank of India, ICICI Bank and Axis Bank of ₹ 52.11 lakhs; (iii) interest expense on lease liabilities accounted for as per Ind AS 116 of ₹ 0.31 lakhs (iv) other interest of ₹ 8.06 lakhs; and (iv) bank charges including bank guarantee charges and other processing charges of ₹ 55.10 lakhs.

Depreciation and amortisation expense

Our depreciation and amortisation expenses amounted to ₹ 38.20 lakhs for the six months period ended September 30, 2024, primarily comprising depreciation on (i) property, plant and equipment and (ii) right of use assets and other intangible assets.

Other expenses

Our other expenses accounted for 3.80 % of our total income for the six months ended September 30, 2024. Other expenses were ₹2,300.02 lakhs in the six months ended September 30, 2024.

Profit before tax

Our profit before tax was ₹ 2,282.29 lakhs in the six months period ended September 30, 2024, primarily due to aforementioned factors.

Tax Expense

Total tax expense (current and deferred) was ₹ 461.26 lakhs in the six months period ended September 30, 2024.

- Current tax expense was ₹ 458.77 lakhs in the six months period ended September 30, 2024 ; and
- Deferred tax expense was ₹ 2.49 lakhs in the six months period ended September 30, 2024.

Net Profit after tax

Our Net profit after tax was ₹ 1,821.03 lakhs in the six months period ended September 30, 2024, primarily due to aforementioned factors.

Total comprehensive income

Our total comprehensive income was ₹ 1,821.00 lakhs in the six months period ended September 30, 2024, primarily due to aforementioned factors.

Fiscal Year 2024 compared with Fiscal Year 2023

Total Income

Our total income increased by 98.57%, from ₹ 51,567.42 lakhs in Fiscal Year 2023 to ₹ 1,02,399.34 lakhs in Fiscal Year 2024. This was driven by a growth in (i) our revenue from operations;.

Revenue from operations: Revenue from operations increased by 103.02% from ₹ 50,269.51 lakhs in Fiscal Year 2023 to ₹ 1,02,057.47 lakhs in Fiscal Year 2024. This was primarily due to increase in our i) IT Infrastructure revenue increased by ₹ 52,655.83 lakhs or 128.92% from ₹ 40,844.98 lakhs in Fiscal Year 2023 to ₹ 93,500.81 lakhs in Fiscal Year 2024. During the Fiscal Year 2024, the Company received projects for supply and installation of 7,500 ICT labs by Gujarat Governments, of ₹ 38,515.04 lakhs, and project for digitization of 43,750 elementary and secondary classrooms under the Sarva Shiksha Abhiyan scheme for ₹ 31,587.87 lakhs. These projects contributed revenue of ₹ 51,556.14 lakhs or 55.14% of total revenue generated from IT Infrastructure during Fiscal 2024. IT Managed services revenue decreased by 9.21% or ₹ 867.87 lakhs from ₹ 9,424.53 lakhs in Fiscal Year 2023 to ₹ 8,556.66 lakhs in Fiscal Year 2024.

Other income: Other income decreased by 73.66%, from ₹ 1,297.91 lakhs in Fiscal Year 2023 to ₹ 341.87 lakhs in Fiscal Year 2024. This significant reduction was primarily due to a decline in balances written back, which fell by ₹ 1,036.55 lakhs, from ₹ 1,206.80 lakhs in FY 2023 to ₹ 170.25 lakhs in FY 2024. The decrease was largely attributed to liabilities that were no longer payable. However, this decline was partially offset by an increase of ₹ 57.57 lakhs in FY 2024, resulting from the reversal of excess provisions for Claims & Contingencies.

Expenses

Our total expenses increased by 93.52% from ₹ 49,617.46 lakhs in Fiscal Year 2023 to ₹ 96,021.09 lakhs in Fiscal Year 2024.

Purchase of Stock in Trade: Our purchases of stock-in-trade increased by 140.26% from ₹ 36,510.67 lakhs in Fiscal Year 2023 to ₹ 87,721.45 lakhs in Fiscal Year 2024. This increase was primarily due to increase in purchase price of project based - IT Infra by 159.41% from ₹ 25,534.24 lakhs in Fiscal Year 2023 to ₹66,237.27 Lakhs in Fiscal 2024.

Changes in Inventories of Finished Goods: Our changes of inventories of finished goods was ₹ (2,784.68) lakhs in Fiscal Year 2024 as a result execution of projects received during this period.

Finance costs: Finance costs increased by 12.72 % from ₹ 592.48 lakhs in Fiscal 2023 to ₹ 667.82 lakhs in Fiscal 2024 to primarily due to i) increase in interest on unsecured loan by ₹ 52.33 lakhs from ₹ 289.17 lakhs in Fiscal 2023 to ₹ 341.50 lakhs in Fiscal 2024 to as a result of enhanced working capital requirements for our projects, ii) increase in bank charges by ₹ 32.37 lakhs from ₹ 113.48 lakhs in Fiscal 2023 to ₹ 145.85 lakhs in Fiscal 2024 on account of bank guarantee issued for projects awarded in Fiscal 2024, which was offset by decrease of ₹ 28.98 lakhs in other interest expenses from ₹ 58.26 Lakhs in Fiscal 2023 to ₹ 29.28 lakhs in Fiscal 2024.

Depreciation and amortisation expense*:* Depreciation and amortisation expenses decreased by 1.34% from ₹ 459.52 lakhs in Fiscal 2023 to ₹ 453.38 lakhs in Fiscal 2024.

Other expenses: Our other expenses decreased by 19.16% from ₹ 7,092.39 lakhs in Fiscal 2023 to ₹ 5,733.57 lakhs in Fiscal 2024 to primarily due to decrease in our:

i. Rent expenses by 84.50% from ₹ 2,040.50 lakhs in Fiscal 2023 to ₹ 316.29 lakhs in Fiscal 2024

ii. Provision of claims and contingencies from ₹ 609.28 lakhs in Fiscal 2023 to ₹ Nil in Fiscal 2024.

iii. Sales promotion and marketing expense by 21.20% from ₹ 342.75 lakhs in Fiscal 2023 to ₹ 270.09 lakhs in Fiscal 2024.

iv. Balances written off by 95.66% from ₹ 237.28 lakhs in Fiscal 2023 to ₹ 10.30 Lakhs in Fiscal 2024.

v. Legal and Professional expenses by 42.96% from ₹ 143.95 lakhs in Fiscal 2023 to ₹ 82.11 lakhs in Fiscal 2024.

vi. Commission expenses by 50.14% from ₹ 126.21 lakhs in Fiscal 2023 to ₹ 62.93 lakhs in Fiscal 2024.

vii. Office expenses by 51.99% from ₹ 180.85 lakhs in Fiscal 2023 to ₹ 86.83 lakhs in Fiscal 2024.

This was offset by increase in

i) Project expenses by 46.55% from ₹2,804.35 lakhs in Fiscal 2023 to ₹ 4,109.70 lakhs to in Fiscal 2024. Project expenses has increased due to increase in installation charges, delivery of IT infrastructure for supply and installation of 7500 ICT labs and 43,750 elementary and secondary classrooms under the Sarva Shiksha Abhiyan scheme by Gujarat and O&M of UPDESCO and e-Gram Vishwagram projects.

ii) Expected credit loss for trade receivables by ₹0.83 lakhs in Fiscal 2023 from to ₹ 112.60 lakhs in Fiscal 2024, and

iii) Rates and Taxes by 221.72% from ₹ 21.59 Lakhs in Fiscal 2023 to ₹69.46 Lakhs in Fiscal 2024.

Restated profit before tax

On account of factors mentioned herein above, our profit before tax increased by 227.10% from ₹ 1,949.96 lakhs in Fiscal 2023 to ₹ 6,378.25 Lakhs in Fiscal 2024.

Tax Expense

Total tax expense (current and deferred) increased by 366.75% from ₹ 292.50 lakhs in Fiscal 2023 to ₹ 1365.21 lakhs in Fiscal 2024. This was due to increase in current tax from ₹ 544.05 lakhs in Fiscal 2023 to ₹ 1,409.64 lakhs in Fiscal 2024.

Restated Net Profit after tax

For the reasons discussed above, our net profit after tax increased by 202.45 % from ₹ 1,657.46 lakhs in Fiscal 2023 to ₹ 5013.04 lakhs in Fiscal 2024.

Fiscal Year 2023 compared with Fiscal Year 2022

Total Income

Our total income increased by 304.61%, from ₹ 12,744.90 lakhs in Fiscal Year 2022 to ₹ 51,567.42 lakhs in Fiscal Year 2023. This was driven by a growth in (i) our revenue from operations; and (ii) other income.

Revenue from operations: Revenue from operations increased by 301.58% from ₹ 12,517.98 lakhs in Fiscal Year 2022 to ₹ 50,269.51 lakhs in Fiscal Year 2023. This was primarily due to increase in our i) IT Infrastructure revenue by ₹ 33,316.29 lakhs from ₹ 7,528.69 lakhs in Fiscal Year 2022 to ₹ 40,844.98 lakhs in Fiscal Year 2023. During the Fiscal Year 2023, the Company received projects for supply and installation of 4,162 and 679 ICT labs by Gujarat and Bihar Governments, respectively of ₹ 31,736.75 lakhs, and a project for digitization of elementary and secondary classrooms of ₹ 24,660.76 lakhs. These projects contributed revenue of ₹ 29,096.80 lakhs or 71.24% of total revenue generated from IT Infrastructure during Fiscal 2023. IT Managed services revenue by increased by 88.90% or ₹ 4,435.24 lakhs from ₹ 4,989.29 lakhs in Fiscal Year 2022 to ₹ 9,424.53 lakhs in Fiscal Year 2023. This increase is attributed to the revenue of ₹ 4,057.49 lakhs generated from the e-Gram Vishwagram Project by the Company in Fiscal Year 2023.

Other income: Other income increased by 471.97% from ₹ 226.92 lakhs in Fiscal Year 2022 to ₹ 1,297.91 lakhs in Fiscal Year 2023 primarily due to balances written back on account of liabilities no longer payable. Our balances written back during Fiscal Year 2023 was ₹ 1,206.80 lakhs as compared to ₹ 40.96 lakhs during Fiscal Year 2022. Detailed explanation to the same has been given below:

Our Company entered into an agreement dated March 16, 2019 ("**Agreement**") with Mantra Softech (India) Private Limited ("**Mantra**"), Arrow Power Tech Private Limited ("**Arrow**"), and Punjab National Bank with respect to the UPDESCO project, whereby it was agreed that our Company, Mantra and Arrow would share the revenue and participate by contributing operational expenditure and capital expenditure in this project in the ratio of 32.984%, 62.015% and 5.00% respectively.

All the parties to this Agreement reconciled their contribution in Fiscal 2023 and it was observed that the amount debited to our Company as its share of contribution to the said project had exceeded the agreed ratio between the Parties. It was further noticed that our Company had contributed an excess amount of ₹ 1,195.60 lakhs over and above what had been mutually agreed between the parties.

Based on the above facts, and applying the guidance available in the applicable Ind AS, this excess amount of ₹ 1,195.60 lakhs was considered; neither a prior period error nor a change of estimate. The effect of this settlement was given in FY 2022-23 as a write-back resulting in a possibility that the entire excess amount may relate only to FY 2022-23, and as there was no real way to bifurcate the period or the category of the overrun, it was considered as such.

Accordingly, the above transaction cannot be classified between prior period error and a change of estimate, as per the Ind AS.

Expenses

Our total expenses increased by 304.13% from ₹ 12,277.69 lakhs in Fiscal Year 2022 to ₹ 49,617.46 lakhs in Fiscal Year 2023 and increase in purchase price of project based - IT Infra by 4,837.21% from ₹ 517.18 lakhs in Fiscal Year 2022 to ₹ 25,534.24 lakhs in Fiscal 2023.

Purchase of Stock in Trade: Our purchases of stock-in-trade increased by 437.99% from ₹ 6,786.47 lakhs in Fiscal Year 2022 to ₹ 36,510.67 lakhs in Fiscal Year 2023. This increase was primarily due to increase in purchase price of traded goods by 75.08% from ₹ 6,269.29 lakhs in Fiscal Year 2022 to ₹ 10,976.43 lakhs in Fiscal 2023.

Changes in Inventories of Finished Goods: Our changes of inventories of finished goods was ₹ 1,222.85 lakhs in Fiscal Year 2023 as a result execution of projects received during this period.

Employee benefits expense: Our employee benefits expense increased by 421.62%, from ₹ 716.91 lakhs in Fiscal Year 2022 to ₹ 3,739.55 lakhs in Fiscal Year 2023. This increase was primarily due to an increase in (i) salaries and wages by 408.80% from ₹ 693.85 lakhs in Fiscal Year 2022 to ₹ 3,530.34 lakhs in Fiscal Year 2023, (ii) contribution to provident and other fund increase by 1,357.38% from ₹ 13.96 lakhs in Fiscal Year 2022 to ₹ 203.45 lakhs in Fiscal Year 2023. The reason for increase in employee benefit expenses is attributed to recruitment of 1,515 technical manpower for the e-Gram Vishwagram Project. The e-Gram Vishwagram Project resulted in increase in employee benefit expenses by ₹ 2,855.01 lakhs and annual performance linked compensation increments given to employees.

Finance costs: Finance costs increased by 6.54 % from ₹ 556.11 lakhs in Fiscal 2022 to ₹ 592.48 lakhs in Fiscal 2023 primarily due to i) increase in interest on unsecured loan by ₹ 103.51 lakhs or 55.75% from ₹ 185.66 lakhs in Fiscal 2022 to ₹ 289.17 lakhs in Fiscal 2023 as a result of enhanced working capital requirements for our projects, ii) increase in bank charges by ₹ 61.19 lakhs or 117.02% from ₹ 52.29 lakhs in Fiscal 2022 to ₹ 113.48 lakhs in Fiscal 2023 on account of bank guarantee issued for projects awarded in Fiscal 2023, which was offset by decrease in other interest expenses in Fiscal 2023. The other interest expense was ₹ 182.67 lakhs in Fiscal 2022 due to an interest payment of ₹ 173.70 lakhs on GST demand raised during GST audit during the same fiscal.

Depreciation and amortisation expense*:* Depreciation and amortisation expenses increased by 7.72% from ₹ 426.60 lakhs in Fiscal 2022 to ₹ 459.52 lakhs in Fiscal 2023 primarily due to an increase in depreciation of property, plant, and equipment by ₹ 29.70 lakhs to ₹ 455.65 lakhs for Fiscal 2023 from ₹ 425.95 lakhs for Fiscal 2022.

Other expenses: Our other expenses increased by 105.13% from ₹ 3,457.57 lakhs in Fiscal 2022 to ₹ 7,092.39 lakhs in Fiscal 2023 primarily due to an increase in our:

i) Project expenses by 152.76% from ₹ 1,109.48 lakhs to in Fiscal 2022 to ₹2,804.35 lakhs in Fiscal 2023. Project expenses has increased due to increase in installation charges, delivery of IT infrastructure for supply and installation of 4,162 and 679 ICT labs by Gujarat and Bihar Governments, and O&M of UPDESCO and e-Gram Vishwagram projects.

ii) Rent expenses increase by 24.93% from ₹ 1,633.30 lakhs in Fiscal 2022 to ₹ 2,040.50 lakhs in Fiscal 2023.

iii) Provision of claims and contingencies increase from ₹ Nil in Fiscal 2022 to ₹ 609.28 lakhs in Fiscal 2023,

iv) Sales promotion and marketing expense increase by 168.15% from ₹ 127.82 lakhs in Fiscal 2022 to ₹ 342.75 lakhs in Fiscal 2023.

v) Tender fees increase by 3,939.75% from ₹6.29 lakhs in Fiscal 2022 to ₹ 254.10 lakhs in Fiscal 2023.

vi) Legal and professional fees increase by 35.76%, from ₹ 106.03 lakhs in Fiscal 2022 to ₹ 143.95 lakhs in Fiscal 2023.

vii) Insurance expense increase by 159.58%, from ₹ 34.98 lakhs in Fiscal 2022 to ₹ 90.80 lakhs in Fiscal 2023.

viii) Commission expense increase by 65.35%, from ₹ 76.33 lakhs in Fiscal 2022 to ₹ 126.21 lakhs in Fiscal 2023.

ix) Office expense increase by 42.67%, from ₹ 126.76 lakhs in Fiscal 2022 to ₹ 180.85 lakhs in Fiscal 2023.

x) Miscellaneous expense increase by 147.39%, from ₹ 40.79 lakhs in Fiscal 2022 to ₹ 100.91 lakhs in Fiscal 2023.

The above increase in expenses was offset by decrease in:

xi) Expected credit loss for trade receivables decrease by 99.08% from ₹ 90.11 lakhs in Fiscal 2022 to ₹ 0.83 lakhs in Fiscal 2023,

xii) Rates & Taxes decrease by 72.56% from ₹ 78.69 lakhs in Fiscal 2022 to ₹ 21.59 lakhs in Fiscal 2023 and

xiii) Balances written off of ₹ 237.28 lakhs in Fiscal 2023.

Restated Profit before tax

On account of factors mentioned herein above, our profit before tax increased by 317.36% from ₹ 467.21 lakhs in Fiscal 2022 to ₹ 1,949.96 lakhs in Fiscal 2023.

Tax Expense

Total tax expense (current and deferred) increased by 123.62% from ₹ 130.80 lakhs in Fiscal 2022 to ₹ 292.50 lakhs in Fiscal 2023. This was due to increase in deferred tax assets (DTA) from ₹ (71.49) lakhs in Fiscal 2022 to ₹ 101.02 lakhs in Fiscal 2023. This resulted on account of Ind AS Adjustments, which was partially set off by increase in current tax (net of excess provision of earlier years) by ₹ 290.79 lakhs from ₹ 175.45 lakhs in Fiscal 2022 to ₹ 466.24 lakhs in Fiscal 2023.

Restated Net Profit after tax

For the reasons discussed above, our net profit after tax increased by 392.69 % from ₹ 336.41 lakhs in Fiscal 2022 to ₹ 1,657.46 lakhs in Fiscal 2023.

LIQUITY AND CAPITAL RESOURCE

Historically, our primary liquidity requirements have been to finance our capital expenditure and working capital needs for our operations. We have met these requirements through cash flows from operations, equity infusions from Shareholders and borrowings. We believe that, after taking into account the expected cash to be generated from operations, our borrowings and the proceeds from the Issue, we will have sufficient liquidity for our present requirements and anticipated requirements for capital expenditure and working capital for the next 12 months.

CASH FLOW

The following table sets forth our cash flows for the period / years indicated:

(In ₹ lakhs)

Particulars	Six months ended September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(Consolidated)		(Standalone)	
Net cash from/ (used in) operating activities	(1,651.00)	5,518.60	(677.76)	(217.44)
Net cash from/ (used in) investing activities	785.17	(2,131.56)	551.06	233.46

Net cash from/ (used in) financing activities	598.67	(1,304.89)	148.62	(193.88)
Net increase/ (decrease) in cash and cash equivalents	(267.16)	2,082.15	21.92	(177.86)
Cash and cash equivalents at the end of the period/ year	1,864.04	2,131.20	46.07	24.15

Net cash from/ (used in) operating activities

September 30, 2024: Net cash used in operating activities was ₹1,651.00 lakhs in the six months period ended September 30, 2024. Profit before tax for September 30, 2024 was ₹ 2,282.29 lakhs. Adjustments to reconcile profit before tax to operating profit before working capital changes is primarily adjusted for finance costs of ₹153.63 lakhs, depreciation and amortisation expense of ₹ 38.20 lakhs, expected credit allowance of ₹ 34.22 lakhs and provision for contingencies and claims of ₹ 15.00 lakhs. This was offset by Interest income of ₹ 46.37 lakhs and profit on sale of mutual funds of ₹ 2.92 lakhs.

Our adjustments for working capital changes for six months period ended September 30, 2024 primarily consisted of a decrease in trade payables by ₹ 21,451.67 lakhs, decrease in other current financial liabilities by ₹ 307.15 Lakhs, decrease in non-current provisions by ₹ 5.28 lakhs and increase in inventories by ₹ 3,830.23 lakhs, increase in other non-current assets by ₹ 149.81 lakhs. This was offset by increase in other current liabilities and current provisions by ₹ 115.44 lakhs and decrease in trade receivables by ₹ 2,739.35 lakhs, and decrease in other current assets by ₹ 1,621.44 lakhs, decrease in other current financial assets by ₹ 16,780.22 Lakhs and increase in other non-current liabilities by ₹ 457.86 lakhs and direct taxes paid of ₹ 106.62 lakhs.

Fiscal 2024: Net cash generated from operating activities was ₹ 5,518.60 lakhs during Fiscal 2024. Profit before tax for Fiscal 2024 was ₹ 6,378.25 lakhs. Adjustments to reconcile profit before tax to operating profit before working capital changes is primarily adjusted for finance costs of ₹ 521.97 lakhs depreciation and amortisation expense of ₹ 453.38 lakhs and expected credit allowance of ₹ 96.57 lakhs. This was offset by balance written back of ₹ 170.25 lakhs, Interest Income of ₹ 97.43 lakhs and provision of contingencies and claims of ₹ 57.57 lakhs.

Our adjustments for working capital changes for Fiscal 2024 primarily consisted of an increase in inventories by ₹ 2,784.68 lakhs, increase in trade receivables by ₹ 17,300.37 lakhs, increase in other current assets (including financial assets) by ₹ 19,679.99 lakhs and increase in non-current financial assets by ₹ 465.74 lakhs. This is offset by decrease in loans & advances (current & non-current) by ₹ 93.04 lakhs and increase in trade payables by ₹ 39,011.29 Lakhs, increase in other current and non-current liabilities by ₹ 693.49 lakhs and Increase in Other current Financial liabilities by ₹ 455.72 lakhs. The direct tax paid was ₹ 1,599.28 lakhs.

Fiscal 2023: Net cash used in operating activities was ₹ 677.76 lakhs during Fiscal 2023. Profit before tax for Fiscal 2023 was ₹1,949.96 lakhs. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily adjustment of which was primarily adjusted for finance costs of ₹ 479.00 lakhs and depreciation and amortisation expense of ₹ 459.52 lakhs and provision for claims and contingencies of ₹ 609.27 lakhs. This was offset by balance written back of ₹ 1,206.80 lakhs and interest income of ₹ 91.02 lakhs.

Our adjustments for working capital changes for Fiscal 2023 primarily consisted of an increase in trade payables by ₹7,662.33 lakhs; an increase in provisions by ₹ 15.34 lakhs; decrease in loans and advances by ₹ 423.76 lakhs; decrease in inventory by ₹ 1,222.85 lakhs. This was offset by an increase in trade receivable by ₹ 6,357.90 lakhs; an increase in other current and non-current assets (including financial assets) by ₹ 5,371.26 lakhs and decrease in other current and non-current liabilities by ₹ 91.83 lakhs.

Fiscal 2022: Net cash used in operating activities was ₹ 217.44 lakhs during Fiscal 2022. Profit before tax for Fiscal 2022 was ₹ 467.21 lakhs. Adjustments to reconcile profit before tax to operating profit before working capital changes primarily adjustment of which was primarily adjusted for finance costs of ₹ 503.82 lakhs and depreciation and amortisation expense of ₹ 426.60 lakhs, expected credit loss allowance of ₹ 90.11 lakhs. This was offset by balance write back of ₹ 40.96 lakhs and interest income of ₹ 89.27 lakhs and depreciation written back of ₹ 91.08 lakhs.

Our adjustments for working capital changes for Fiscal 2022 primarily consisted of an increase in trade payables by ₹ 51.51 lakhs, increase in provisions by ₹ 3.25 lakhs and, decrease in inventory by ₹ 334.03 lakhs, decrease in trade receivable by ₹ 328.17 lakhs. This was offset by an increase in other current and non-current assets (including financial assets) by ₹ 1,654.97 lakhs; decrease in other liabilities by ₹ 93.85 lakhs; an increase in loans and advances by ₹ 339.36 lakhs.

Net cash from/ (used in) investing activities

September 30, 2024: Net cash generated from investing activities was ₹ 785.17 lakhs in six months period ended September 30, 2024, primarily on account of purchase of property, plant and equipment of ₹ 400.70 lakhs. This was partially by redemption of deposits with banks of ₹ 1,141.01 lakhs.

Fiscal 2024: Net cash used from investing activities was ₹ 2,131.56 lakhs in Fiscal 2024, primarily on account of purchase of property, plant and equipment of ₹ 213.34 lakhs, investment in subsidiary of ₹ 185.29 lakhs and investments in deposits with banks ₹ 1,796.30 lakhs. This was partially offset by interest received of ₹ 43.54 lakhs and proceeds from sale of property, plant and equipment of ₹ 19.55 lakhs.

Fiscal 2023: Net cash generated from investing activities was ₹ 551.06 lakhs in Fiscal 2023, primarily on account of purchase of property, plant and equipment of ₹ 35.02 lakhs. This was partially offset by proceeds from redemption of deposits with banks by ₹ 438.10 lakhs; interest received of ₹ 147.26 lakhs.

Fiscal 2022: Net cash generated from investing activities was ₹ 233.46 lakhs in Fiscal 2022, primarily on account of purchase of property, plant and equipment of ₹ 72.57 lakhs. This was partially offset by proceeds from sale of property, plant and equipment by ₹ 235.43 lakhs; investment in bank deposits with more than 12 months maturity by ₹ 41.44 lakhs; interest received of ₹ 112.04 lakhs.

Net cash from/ (used in) financing activities

September 30, 2024: Net cash generated from financing activities was ₹ 598.67 lakhs in six months period ended September 30, 2024, primarily on account of proceeds from current borrowing by ₹ 876.41 lakhs. This was partially offset by finance cost of ₹ 153.31 lakhs and repayment of non current borrowings of ₹ 121.42 lakhs.

Fiscal 2024: Net cash used in financing activities was ₹ 1,304.89 lakhs in Fiscal 2024, primarily on account of repayment of current borrowings of ₹ 1,377.92 lakhs and finance charge paid of ₹ 515.94 lakhs. This was partially offset by proceeds of non-current borrowings by ₹ 595.29 lakhs.

Fiscal 2023: Net cash generated from financing activities was ₹ 148.62 lakhs in Fiscal 2023, primarily on account of proceeds from current borrowings (net) by ₹1,015.26 lakhs. This was partially offset by repayment of non-current borrowings (net) by ₹ 388.04 lakhs; finance cost of ₹ 474.37 lakhs.

Fiscal 2022: Net cash used in financing activities was ₹193.88 lakhs in Fiscal 2022, primarily on account of repayment of current borrowings (net) by ₹501.15 lakhs. This was partially offset by repayment of non-current borrowings (net) by ₹ 185.79 lakhs; finance cost of ₹ 508.53 lakhs.

FINANCIAL INDEBTEDNESS

As of September 30, 2024, we had total borrowings (consisting of current and non-current borrowings) of ₹ 3,480.64 lakhs. Our gross debt to equity ratio was 0.31 as of September 30, 2024.

CONTINGENT LIABILITIES AND OFF-BALANCE SHEET ARRANGEMENTS

As of September 30, 2024, March 2024, March 31, 2023 and March 31, 2022, our contingent liabilities as per Ind AS 37 - Provisions, Contingent Liabilities and Contingent Assets, that have not been provided for, were as follows:

(In ₹ lakhs)

Particulars	As of six months period ended September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	(Consolidated)		(Standalone)	
Contingent liabilities:				
(A) **Claims against the Company /disputed liabilities not acknowledged as debts**	41.76	41.76	-	-
(B) **Disputed Statutory Claims**	-	-	-	-
Income Tax - Appeals preferred by Company	30.88	30.88	41.71	218.66
Central Goods and Services Tax Act, 2017	38.55	30.90	-	-
TOTAL	**111.19**	**103.54**	**41.71**	**218.66**

(C) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) as at September 30, 2024, amounted to ₹ 1,475.33 lakh.
(D) We operate majorly with Government departments and we are required to give bank guarantees for each and every orders. The Bank guarantees are contingent upon the completion of orders, products warranties and other conditions. The total amount of bank guarantees given as at September 30, 2024, March 31, 2024, March 31, 2023 and March 31, 2022 are ₹ 3971.46 Lakhs, ₹ 4,024.28 Lakhs, ₹ 2,553.34 Lakhs and ₹ 1,304.13 Lakhs, respectively, and the same should be considered as contingent liability.

For further information on our contingent liabilities, see "*Financial Information*" on page 296.

The Company is working with Government departments. The Company has to give bank guarantee for each and every order. The bank guarantees are subject to completion of orders, warranty of products and the total amount of bank guarantee given is as follows:

(amounts in ₹ lakhs)

Particulars	Total amount of bank guarantee			
	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(Consolidated)		(Standalone)	
Total amount of bank guarantee	3,971.46	4,024.28	2,553.34	1,304.13

The bank guarantee should be considered as contingent liability.

Except as disclosed in the Restated Financial Information, there are no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that we believe are material to investors.

CAPITAL EXPENDITURES

Our capital expenditure towards additions to fixed assets (property, plant and equipments, right to use assets and intangible assets) is as follows:

(amounts in ₹ lakhs)

Particulars	Capital expenditure			
	September 30, 2024	Fiscal 2024	Fiscal 2023	Fiscal 2022
	(Consolidated)		(Standalone)	
Amount	215.78	240.22	35.03	84.18

For further information, see "*Financial Information*" on page 296.

RELATED PARTY TRANSACTIONS

We enter into various transactions with related parties in the ordinary course of business. For further information relating to our related party transactions, see "*Financial Statements – Note 33: Related party transactions*" on page F-34.

AUDITOR'S OBSERVATIONS

Except as disclosed below, our Statutory Auditors have not included any emphasis of matters in relation to our Company in our Restated Financial Information:

As at and for the year ended 31st March 2023:

1. *The balances of Trade Receivables over Six Months old amounting ₹ 179.20 lakhs (P.Y. ₹ 201.42 lakhs) are being pursued by the Company. In the opinion of the management, they are considered as good and fully recoverable.*

2. *The balances of loans and advances to others and company amounting to ₹ 458.91 lakhs (P.Y. ₹ 756.23 lakhs) are being pursued by the company. In the opinion of the management, they are considered as good and fully recoverable.*

Our opinion is not modified in respect of this matter.

As at and for the year ended 31st March 2022:

1. *The balances of Trade Receivables outstanding for over six months amounting to ₹ 201.42 lakhs (P.Y. ₹ 26.24 lakhs) which are being pursued by the Company. In the opinion of the management, they are considered as good and fully recoverable.*

2. *The balances of Loan to others amounting to ₹ 756.23 lakhs (P.Y. ₹ 410.62 lakhs) are being pursued by the Company. In the opinion of the management, they are considered as good and fully recoverable.*

Our opinion is not modified in respect of this matter.

NON-GAAP MEASURES

Earnings before Interest, Taxes, Depreciation and Amortization Expenses ("EBITDA")/ EBITDA Margin/ Return on Capital Employed / PAT Margin / Return on Equity / Gross Margin

In addition to our results determined in accordance with Ind AS, we believe the following Non-GAAP measures are useful to investors in evaluating our operating performance and liquidity. We use the following Non-GAAP financial information to evaluate our ongoing operations and for internal planning and forecasting purposes. We believe that Non-GAAP financial information, when taken collectively with financial measures disclosed in the financial statements prepared in accordance with Ind AS, may be helpful to investors because it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance. However, our management does not consider these Non-GAAP measures in isolation or as an alternative to financial measures.

Gross margin, EBITDA, EBITDA margin, return on net asset, PAT margin and return on equity (Non-GAAP Measures) presented in this Draft Red Herring Prospectus is a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, IFRS or US GAAP. Further, EBITDA is not a measurement of our financial performance or liquidity under Ind AS, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, IFRS or US GAAP. In addition, Non-GAAP Measures are not standardised terms, hence a direct comparison of Non-GAAP Measures between companies may not be possible. Other companies may calculate the Non-GAAP Measure differently from us, limiting its usefulness as a comparative measure. Although Non-GAAP Measures is not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company's operating performance. See *"Risk Factor - 64. We have in this Draft Red Herring Prospectus included certain non-GAAP financial measures and certain other industry measures related to our operations and financial performance. These non-GAAP measures and industry measures may vary from any standard methodology that is applicable across the Indian information technology distribution industry, and therefore may not be comparable with financial or industry related statistical information of similar nomenclature computed and presented by other companies"* on page 58.

(In ₹ lakhs, except for percentages)

Particulars	As of/for six months period ended on September 2024	As of/for the year ended March 31		
		2024	2023	2022
	(Consolidated)		(Standalone)	
Profit before exceptional items and tax	2,282.29	6,378.25	1,949.96	467.21
Adjustments:				
Add: Finance cost	208.73	667.82	592.48	556.11
Add: Depreciation and amortisation expense	38.20	453.38	459.52	426.60
Less: Other Income	(49.58)	(341.87)	(1,297.91)	(226.92)
Earnings before Interest, Tax, Depreciation and Amortisation (A)	2,479.64	7,157.58	1,704.05	1,223.00
Revenue From Operations (B)	60,440.57	1,02,057.47	50,269.51	12,517.98
EBITDA Margin (EBITDA as a percentage of revenue of operations) (A/B)	4.10%	7.01%	3.39%	9.77%

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to risks that are related to the normal course of our operations, which may affect economic growth in India and the value of our financial liabilities, our cash flows and our results of operations.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regards to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

According to the Company, interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, the analysis is prepared assuming that the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50-basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

Exposure to interest rate risk

Interest rate sensitivity

A change of 50 bps in interest rates would have following impact on profit before tax

(In ₹ lakhs)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	(Consolidated)		(Standalone)	
50 bp decrease would increase the profit before tax by	11.53	10.83	8.11	5.26
50 bp increase would decrease the profit before tax by	(11.53)	(10.83)	(8.11)	(5.26)

Liquidity Risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company/s objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including, debt and overdraft / credit facilities from both domestic and international banks at an optimised cost.

Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or client contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to client credit risk management. Credit quality of a client is assessed based on an extensive evaluation and individual credit limits are defined in accordance with this assessment.

Movement in allowance for credit losses of receivables is as below:

(in ₹ lakh)

Particulars	As at September 30, 2024	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
	(Consolidated)		(Standalone)	
Balance at the beginning of the year	**209.66**	**113.09**	**113.09**	**22.98**
Charge in statement of profit and loss	34.22	112.57	0.83	90.11
Release to statement of profit and loss	-	-	-	-
Utilized during the year	(0.17)	(16.00)	(0.83)	-
Balance at the end of the year	**243.71**	**209.66**	**113.09**	**113.09**

Inflation Risk

In recent years, India has experienced relatively high rates of inflation. While we believe inflation has not had any material impact on our business and results of operations, inflation generally impacts the overall economy and business environment and hence could affect us.

Revenue recognition from sale of products and services

Revenue from contracts with clients is recognised when control of the goods or services are transferred to the clients at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements, except for certain specific services mentioned below, as it typically controls the goods or services before transferring them to the clients.

The performance obligation in case of product is satisfied at a point in time i.e., when the material is shipped to the clients or on delivery to the clients, as may be specified in the contract.

The performance obligation in case of service sold along with sale of product is satisfied over a period of time. Income in respect of service contracts, which are generally in the nature of providing maintenance and support services, are recognised in statement of profit and loss on straight line basis over the period of the performance obligation.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the service contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

The Company provides preventive maintenance services and on-site maintenance on its certain products at the time of sale. These maintenance services are sold together with the sale of product. Contracts for such sales of product and preventive maintenance services comprise two performance obligations because the promises to transfer the product and to provide the preventive maintenance services are capable of being distinct. Accordingly, a portion of the transaction price is allocated to the preventive maintenance services and recognised as a contract liability. Revenue is recognised over the period in which the preventive maintenance services are provided based on the time elapsed.

Facts of the case:

The Company has executed a Contract with a client to supply and install 7,500 ICT labs, with the client agreeing to remit ₹ 38,515.04 lakhs (excluding GST). The contract encompasses provisions for half-yearly preventive maintenance over a five year period following the installation.

In this contract, the Company has distinguished three distinct performance obligations: the sale of the product, the sale of service for Installation/commission of the project, and the sale of preventive maintenance support services. The performance obligation for the sale of the product is fulfilled at a specific point in time, which occurs either upon the material's shipment to the client or upon delivery, as specified in the contract. Similarly, the performance obligation for the sale of service for Installation/commission of the project is also satisfied at a specific point in time, which happens either upon commissioning the product at the client site or upon installation, as stipulated in the contract. On the other hand, the performance obligation for the service sold alongside the product is met over time. Revenue from service contracts, primarily concerning maintenance and support services, is recognized in the statement of profit and loss on a straight-line basis over the performance obligation period.

Based on the contract terms and prevailing business practices, the Company has apportioned the transaction price among the three performance obligations as follows:

i) Sale of product - 95% of the project value

ii) Sale of service for Installation/commission of the project - 3.5% of the project value

iii) Sale of service along with the product - 1.5% of the project value

Contract liability

A contract liability is the obligation to transfer goods or services to a client for which the Company has received consideration (or an amount of consideration is due) from the client. If a client pays consideration before the Company transfers goods or services to the client, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Unearned and deferred revenue ("**Contract Liability**") is recognised when there are billings in excess of revenues.

Scenario I

The Company issues a tax invoice for 100% of the project value since separate transaction prices for each performance obligation are not stipulated in the contract.

In accordance with the Revenue Recognition policy adopted by the Company, the following recognition is applied:

i) Sale of product - 95% of the project value

ii) Sale of service for Installation/commission of the project - 3.5% of the project value

iii) Sale of service along with the product - 1.5% of the project value

(*In ₹ lakhs*)

Particulars	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
Taxable Invoice - 100% of project value	38,515.04					
Contract Liability	(577.73)	115.55	115.55	115.55	115.55	115.55
Revenue from operations	**37,937.32**	**115.55**	**115.55**	**115.55**	**115.55**	**115.55**

The Company will recognise Contract Liability of amount equivalent to 1.5% of project value towards pending performance obligation in the year of installation and will be recognised as revenue over the five year period from the installation date, employing the Straight-Line Method (SLM) basis.

Scenario II

If the Company issues a tax invoice for 95% of the project value on delivery and installation and tax invoice for remaining 5% will raise over the period of five years due to contractual obligation of half yearly maintenance.

In accordance with the Revenue Recognition policy adopted by the Company, the following recognition is applied:

i) Sale of product - 95% of the project value

ii) Sale of service for Installation/commission of the project - 3.5% of the project value

iii) Sale of service along with the product - 1.5% of the project value

(*In ₹ lakhs*)

Particulars	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6
Taxable Invoice - 95% of project value (A)	36,589.29	-	-	-	-	-
Contractual assets (unbilled revenue) @ 3.5% of project value (B)	1,348.03	-	-	-	-	-
Contractual assets remaining 1.5 % over the period of contract (C)	-	115.55	115.55	115.55	115.55	115.55
Reversal of contractual assets by issuing Tax invoice (D)	-	385.15	385.15	385.15	385.15	385.15
Revenue from operations (A+B+C)	**37,937.32**	**115.55**	**115.55**	**115.55**	**115.55**	**115.55**
Contractual assets (B+C-D)	**1,348.03**	**1,078.42**	**808.82**	**539.21**	**269.61**	**-**

Contractual assets

A contractual asset is the right to consideration in exchange for goods or services transferred to the client. If the Company performs by transferring goods or services to a client before the client pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

Contractual assets are recognised when there are excess of revenues earned over billings on contracts. Contractual assets are classified as unbilled receivables (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

The amount recognised as contractual assets is reclassified to trade receivables once the amounts are billed to the client as per the terms of the contract.

The Company will recognise contractual assets on the basis of revenue recognition policy adopted as mentioned above.

Reasons for variation in profit before tax

CHANGES IN ACCOUNTING POLICIES

There have been no changes in our accounting policies in the six months period ended September 30, 2024, and during the Fiscals 2024, 2023, and 2022.

UNUSUAL OR INFREQUENT EVENTS OR TRANSACTIONS

Except as described in this Draft Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

KNOWN TRENDS OR UNCERTAINTIES

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Factors Affecting our Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 305, and 26, respectively. To our knowledge, except as discussed in this Draft Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our Company from continuing operations.

FUTURE RELATIONSHIP BETWEEN COST AND INCOME

Other than as described in "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 26, 224, and 302 respectively, to our knowledge, there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

NEW PRODUCTS OR BUSINESS SEGMENTS

Except as set out in this Draft Red Herring Prospectus in the sections "*Our Business*" on page 224, we have not announced and do not expect to announce in the near future any new products or business segments.

COMPETITIVE CONDITIONS

We operate in a competitive environment and expect to continue to compete with existing and potential competitors. See "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 26, 126, and 224, respectively, for further details on competitive conditions that we face across our various business segments.

SIGNIFICANT DEPENDENCE ON SINGLE OR FEW CLIENTS

Considering the nature of business, our Company is dependent on few clients. The clients which contribute significantly to our revenue may change every fiscal depending on the projects received. Set forth below are the details of percentage of revenue contributed by our top five clients in the six months period ended September 30, 2024, Fiscal 2024, Fiscal 2023, and Fiscal 2022.

Clients*	September 30, 2024		Fiscal 2024		Fiscal 2023		Fiscal 2022	
	(Consolidated)				(Standalone)			
	Revenue contribution (*In ₹ lakhs*)	As a percentage of revenue from operations	Revenue contribution (*In ₹ lakhs*)	As a percentage of revenue from operations	Revenue contribution (*In ₹ lakhs*)	As a percentage of revenue from operations	Revenue contribution (*In ₹ lakhs)*	As a percentage of revenue from operations
Client 1	26,202.05	43.35%	71,861.25	70.41%	24,985.05	49.70%	3,601.00	28.77%
Client 2	15,764.93	26.08%	4,662.66	4.57%	4,791.41	9.53%	1,532.33	12.24%
Client 3	8,251.71	13.65%	4,597.65	4.50%	4,179.10	8.31%	1,274.76	10.18%
Client 4	3,331.67	5.51%	4,173.84	4.09%	3,745.78	7.45%	1,075.95	8.60%
Client 5	2,054.88	3.40%	4,146.81	4.06%	1,540.21	3.06%	958.29	7.64%
Total	**55,605.25**	**91.99%**	**89,442.21**	**87.63%**	**39,241.55**	**78.05%**	**8,442.33**	**67.43%**

**Names of clients are not disclosed to retain confidentiality.*

SEASONALITY/ CYCLICALITY OF BUSINESS

Our business is not seasonal in nature.

MATERIAL DEVELOPMENTS AFTER SEPTEMBER 30, 2024 THAT MAY AFFECT OUR FUTURE RESULTS OF OPERATIONS

There have been no significant developments after September 30, 2024, the date of the last financial statements contained in this Draft Red Herring Prospectus, to the date of filing of this Draft Red Herring Prospectus, which materially and adversely affects, or is likely to affect, our trading or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months.

SECTION VI: LEGAL AND OTHER INFORMATION

*Except as disclosed in this section, there are no (i) outstanding civil litigation involving our Company, Directors, Promoters, and Subsidiary ("**Relevant Parties**") (ii) outstanding criminal litigation involving the Relevant Parties; (iii) actions taken by statutory or regulatory authorities involving the Relevant Parties; (iv) outstanding claims involving the Relevant Parties, for any direct and indirect tax liabilities; (v) defaults or non-payment of statutory dues by our Company; (vi) material fraud against our Company in the last five years immediately preceding the year of this Draft Red Herring Prospectus; (vii) litigation or legal action against our Promoters by any ministry or Government department or statutory authority during the last five years immediately preceding the year of this Draft Red Herring Prospectus; or (viii) other outstanding litigations involving the Relevant Parties or any other person.*

There are no findings/observations of any of the inspections by SEBI or any other regulator which are material and which needs to be disclosed in the Issue Documents or non disclosure of which may have bearing on the investment decision, other than the ones which have already disclosed in this section.

*Further, except as stated in this section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board in its meeting held on February 17, 2025, has considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of this materiality policy, outstanding dues to any creditor of our Company having monetary value equal to, or exceeding 5% of the total trade payables of our Company as on the last date of the latest period covered in the Restated Financial Information included in this Draft Red Herring Prospectus, shall be considered as 'material'. Accordingly, for the purpose of this disclosure, any outstanding dues exceeding ₹ 1,554.54 lakhs as on September 30, 2024, have been considered as material outstanding dues for the purposes of disclosure in this section. Further, for outstanding dues to any party which is a micro, small or a medium enterprise ("**MSME**"), the disclosure will be based on information available with our Company regarding status of the creditor under section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended.*

Our Company, our Promoters and our Directors, have not been declared as wilful defaulters by the RBI or any governmental authority, have not been debarred from dealing in securities and/or accessing capital markets by the SEBI and no disciplinary action has been taken by the SEBI or any stock exchanges against our Company, our Promoters or our Directors, that may have a material adverse effect on our business or financial position, nor are there any such proceedings pending or threatened. None of our Promoters or Directors are a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018.

Pre-litigation notices received by the Relevant Parties or Group Company from third parties (excluding governmental/ statutory/ regulatory/ judicial/ quasi-judicial/tax authorities or notices threatening criminal action) shall, in any event, not be considered as litigation until such time that Relevant Parties or Group Company (to the extent such litigation has a material impact on the Company) are impleaded as defendants in proceedings initiated before any court, arbitrator, tribunal, judicial forum or governmental authority or is notified by any governmental, statutory or regulatory authority of any such proceedings that may be commenced against the Relevant Parties or Group Company (to the extent such proceeding has a material impact on the Company).

Litigation involving our Company

A. Litigation filed against our Company

i. Criminal proceedings

1. A notice dated March 17, 2020, under Section 138(b) of the Negotiable Instruments Act, 1881 ("**Notice**") was issued by M/s Select Technologies Pvt. Ltd. (the "**Complainant**") to our Company and our Managing Director, Ridhish Kiritbhai Patel, alleging that a postdated cheque for an amount of ₹ 278.06 lakhs issued by our Company was dishonoured. In this respect, a complaint dated January 1, 2022, was filed by the Complainant in the Court of the Hon'ble XIVth Additional Metropolitan Magistrate, Nampally, Criminal Courts at Hyderabad, Telangana, with the allegations mentioned in the Notice. Our Company and our Managing Director, Ridhish Kiritbhai Patel filed a petition dated July 27, 2023, under Section 482 of the Code of Criminal Procedure, 1973, in the Telangana High Court to quash the proceedings and to grant a stay of all further proceedings. An interim stay order in this matter has been passed by the High Court for the State of Telangana at Hyderabad on July 27, 2023, which has been granted extensions since then. The matter is currently pending. Additionally, a civil suit for recovery of money was also filed in this regard by M/s Select Technologies Pvt. Ltd. against our Company and our Managing Director. For further details, please see "*Litigation filed against our Company-Other pending litigation*" on page 335.

ii. Actions by regulatory and statutory authorities

Nil

iii. Tax proceedings

1. The Deputy Commissioner of Central Tax, Circle IV, Audit Commissionerate, Ahmedabad, (the "**Deputy Commissioner**") issued a show cause notice dated December 14, 2023 (the "**Notice**"), demanding payment of integrated goods and services tax amounting to ₹ 30.89 lakhs, in relation to excess availment of input tax credit on inward supply of goods/services, in contravention of Section 16(2) of the Central Goods and Services Tax Act, 2017. Through the notice, the Deputy Commissioner called upon our Company to show cause as to why interest should not be charged and recovered and as to why penalty should not be imposed upon our Company on the proposed demand of tax, under Sections 50(1) and 74(1) of the Central Goods and Services Tax Act, 2017. Our Company has filed a reply dated January 25, 2024, to the Notice stating that there was no availment of excess input tax credit. There has been no further action by the Deputy Commissioner.

2. An assessment order dated March 30, 2022 ("**Order**") was issued by the Income Tax Department, National Faceless Assessment Centre, Delhi against our Company in relation to the assessment year 2017-18, stating that there has been an under valuation of closing stock of ₹ 48.69 lakhs and such amount is to be added to the total income of the Company. In this regard, a demand notice was issued and penalty proceedings under Section 270A of the Income-tax Act, 1961 have been initiated against our Company. An appeal dated April 22, 2022 was filed by our Company against this Order wherein the addition of ₹ 48.69 lakhs to the total income of the Company was disputed. The matter is currently pending.

3. An assessment order dated December 22, 2022 ("**Order**") was issued by the Income Tax Department against our Company in relation to the assessment year 2021-22, stating that our Company has shown large payments as fee for technical services to a party, Sheenmoon Pvt. Ltd. ("**Sheenmoon**"), who has not filed returns of income for the relevant year in comparison to total payments. The Order declared that the identity and existence of Sheenmoon remained unverified and therefore, it does not actually exist during the year and bogus expenses amounting to ₹ 50.00 lakhs have been raised just to reduce profit. In this regard, the expenses made by our Company for technical/professional fee as per Section 194J of the Income-tax Act, 1961 (the "**Act**") to Sheenmoon, amounting to ₹ 50.00 lakhs was disallowed and added back to our Company's total income. In this regard, a demand notice under Section 156 of the Act was issued and penalty proceedings under Section 270A of the Act, have been initiated against our Company through the Order. An appeal dated January 19, 2023 was filed by our Company against this Order stating that Sheenmoon is carrying on its business and is filing GST returns regularly and its identity is verifiable. Our Company has also stated that it cannot be burdened with uncalled liability by disallowing legitimate expense of ₹ 50.00 lakhs merely because Sheenmoon failed to furnish returns of income. The matter is currently pending.

4. An intimation order dated July 29, 2023, was issued by the Centralized Processing Centre, Income Tax Department against our Company raising a demand for ₹ 1,046.97 lakhs in relation to the assessment year 2022-23, by re-computing our total income under Section 143(1) of the Income-tax Act, 1961 (the "**Act**"). In this regard, a rectification order dated November 27, 2023, was issued by the Centralized Processing Centre, Income Tax Department under Section 154 of the Act which reduced the demand to ₹ 1.20 lakh. This outstanding demand has been adjusted against our refund for the assessment year 2023-24. In connection with this demand, our Company has filed an appeal before the Commissioner of Income-tax (Appeals), Income Tax Department, Delhi to allow for a deduction of ₹ 3.31 lakhs, stating that after the rectification order, a prima facie adjustment of this amount remained on account of disallowance under Section 43B of the Act. The Additional/Joint Commissioner of Income Tax (Appeals)-2 Vishakhapatnam has sought written submissions from our Company on or before February 27, 2025. The matter is currently pending.

5. The Office of the Income Tax Officer, TDS Ward-1, TDS, Ahmedabad issued show cause notices to our Promoters on August 8, 2024 with respect to alleged delay in the paying of TDS by the Company for assessment year 2023-24, which allegedly constituted a technical offence under section 276B of the Income-tax Act, 1961 (the "**Act**"), and which asked the Promoters to show cause as to why they should not be held as Principal Officers within the meaning of section 2(35) of the Act and proceedings not be commenced against the Promoters under section 276B of the Act for the alleged delay of paying of TDS (or interest thereon). Accordingly, the Promoters have filed their replies as to why they cannot be considered Principal Officers within the meaning of the Act on August 23, 2024. Fresh show cause notices were then addressed to the Promoters on the same subject matter on September 12, 2024, to which the replies were sent by our Promoters on December 26, 2024. Our Promoter, Ridhish Kiritbhai Patel, and the Company, received a fresh show cause notice from the Office of the Commissioner of Income Tax (TDS), Ahmedabad, on January 1, 2025 which was replied to on January 18, 2025. Thereafter, our Company received a fresh show cause notice from the Office of the Commissioner of Income Tax (TDS), Ahmedabad, on January 21, 2025, which was replied to on February 5, 2025. The matter is currently pending.

iv. Other pending litigations

1. On November 28, 2022, a civil suit for recovery of money was filed by M/s Select Technologies Pvt. Ltd. ("**Plaintiff**") against our Company and our Managing Director, Ridhish Kiritbhai Patel (collectively, the "**Defendants**") before the City Civil Court at Hyderabad, praying for a payment of an amount of ₹ 87.96 lakhs and interest at 24% per annum on a principal amount of ₹ 40.00 lakhs from the date of filing of the suit till the date of realization. The suit alleged that an agreement for supply of web cameras was executed between the Plaintiff and the Defendants on December 25, 2019, consequent to which the Plaintiff supplied the necessary material and raised an invoice for ₹ 278.06 lakhs. Thereafter, the Plaintiff presented a post dated cheque issued by the Defendants which bounced and was returned by the bank. The Plaintiff alleged that after multiple attempts to recover the invoice amount, the Defendants only managed to make a part payment of ₹ 238.06 lakhs. A written statement was filed by our Company and our Managing Director, Ridhish Kiritbhai Patel, on April 19, 2023 denying the allegations and stating that the payment of the principal amount of ₹ 40.00 lakhs was rejected by the Plaintiff. The matter is currently pending.

2. A civil suit was filed by the heirs of the late Amitkumar Shanubhai Vasava (the "**Deceased**") in the court of the Hon'ble Principal Senior Civil Judge of Narmada District, Rajpipla, Gujarat, against our Company, our Managing Director, Ridhish Kiritbhai Patel and our Promoter, Kiritkumar Chimanbhai Patel, alleging that the Deceased was appointed as an executive at taluka level with mediclaim and life insurance cover. After his death due to an accident, the heirs of the Deceased served a notice dated September 29, 2022, to our Company to obtain insurance benefits available to the Deceased under his appointment letter. Thereafter, the said suit for recovery of compensation amounting to ₹ 36.06 lakhs was filed by the heirs of the Deceased and a reply to the suit dated July 19, 2023 was filed by our Company and our Managing Director, Ridhish Kiritbhai Patel and erstwhile Director Kiritkumar Chimanbhai Patel, denying the claims and stating that the filled in appointment letter and the necessary details of insurance and mediclaim were not submitted by the Deceased to the Company as requested, and hence, the Deceased was not issued any appointment letter by the Company. The matter is currently pending.

B. Litigation filed by our Company

i. Criminal proceedings

Nil

ii. Other pending litigations

Nil

II. Litigation involving our Subsidiary

A. Litigation filed against our Subsidiary

i. Criminal proceedings

Nil

ii. Actions by regulatory and statutory authorities

Nil

iii. Tax proceedings

Nil

iv. Other pending litigations

Nil

B. Litigation filed by our Subsidiary

i. Criminal proceedings

Nil

ii. Other pending litigations

Nil

III. Litigation involving our Directors

A. Litigation filed against our Directors

i. Criminal proceedings

Nil

ii. Actions by regulatory and statutory authorities

Nil

iii. Tax proceedings

Nil

iv. Other pending litigations

1. A suit dated December 30, 2019, has been filed by Lendingkart Finance Limited (the "**Plaintiff**"), against our Directors, Ridhish Kiritbhai Patel and Ami Ridhish Patel (together, the "**Defendants**") before the Hon'ble Principle Senior Civil Judge Court at Ahmedabad (Rural), Gujarat, stating that the Plaintiff had leased a property from the Defendants after providing an interest free security deposit of ₹ 6.25 lakhs. It was alleged that after the Plaintiff had handed over the possession of the property to the Defendants, they have not returned an outstanding balance amount of the security deposit of ₹ 2.86 lakhs to the Plaintiff. Therefore, the Plaintiff has filed this present suit stating that it is entitled to recover the balance amount of the security deposit together with an accrued interest of 18% per annum thereon from the Defendants, as per the terms of their lease agreement. The matter is currently pending.

B. Litigation filed by our Directors

i. Criminal proceedings

Nil

ii. Other pending litigations

Nil

IV. Litigation involving our Promoters

A. Litigation filed against our Promoters

i. Criminal proceedings

Nil

ii. Actions by regulatory and statutory authorities

Nil

iii. Tax proceedings

Nil

iv. Other pending litigations

Except as mentioned under the heading '*Litigation involving our Directors'* in this chapter above, there are no other litigation filed against our Promoters.

v. Disciplinary actions including penalty imposed by the SEBI or Stock Exchanges against our Promoters in the last five fiscal years

Nil

B. Litigation filed by our Promoters

i. Criminal proceedings

Nil

ii. Other pending litigations

Nil

V. Tax Proceedings involving our Company, Subsidiary, Promoters and Directors

Details of outstanding tax proceedings involving our Company, Subsidiary, Promoters and Directors as of the date of this Draft Red Herring Prospectus are disclosed below:

Nature of Proceedings	Number of Proceedings	Amount involved* (in ₹ lakhs)
Direct Tax		
Company	**5**	30.88
Promoters	**3**	Nil
Directors	Nil	Nil
Subsidiary	Nil	Nil
Sub-total (A)	**8**	**30.88**
Indirect Tax		
Company	1	30.90
Promoters	Nil	Nil
Directors	Nil	Nil
Subsidiary	Nil	Nil
Sub-total (B)	**1**	**30.90**
Total (A+B)	**9**	**61.88**

**Such amount excludes any interest or penalty in relation to such tax proceedings, and amounts are to the extent quantifiable.*

VI. Litigation involving our Group Company

As on the date of this Draft Red Herring Prospectus, there are no pending litigation involving our Group Company which will have a material impact on our Company.

VII. Outstanding dues to creditors

In terms of the Materiality Policy, the creditors to whom an amount due by our Company exceeds 5% of the total trade payables (being ₹1,554.54 lakhs) of our Company as on September 30, 2024, as provided in the Restated Financial Information have been considered as material creditors of our Company for the purposes of disclosure in this Draft Red Herring Prospectus. Details of outstanding dues owed to material creditors, MSME creditors and other creditors of our Company based on such determination, as on September 30, 2024, are disclosed below:

Type of Creditors*	Number of Creditors	Amount involved (*in ₹ lakhs*)
Dues to MSME creditors**	9	433.36
Dues to material creditors	3	26,238.14
Dues to other creditors	155	4,419.24
Total outstanding dues	167	31,090.74

** Based on the certificate dated February 26, 2025 from M/s Kantilal Patel & Co., Chartered Accountants.*
*** Entities that are identified as "Micro, Small & Medium Enterprises" under the Restated Financial Statements are considered as micro, small and medium enterprises*

The details pertaining to outstanding dues to the material creditors, along with names and amounts involved for each such material creditor are available on the website of our Company at www.armeeinfotech.com.

It is clarified that such details available on our Company's website do not form a part of this Draft Red Herring Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any source of information including our Company's website, www.armeeinfotech.com, would be doing so at their own risk.

VIII. Material Developments since the last balance sheet date

There have been no significant developments after September, 2024 the date of the last financial statements contained in this Draft Red Herring Prospectus, to the date of filing of this Draft Red Herring Prospectus, which materially and adversely affects, or is likely to affect, our trading or profitability, or the value of our assets, or our ability to pay our liabilities within the next 12 months, on both standalone and consolidated basis.

GOVERNMENT AND OTHER APPROVALS

Our business requires various approvals, consents, licenses, registrations and permits issued by relevant governmental, statutory, and regulatory authorities of the respective jurisdictions under various rules and regulations. We have set out below an indicative list of material consents, licenses, permissions, registrations, and approvals from the Government of India, various governmental agencies and other statutory and/or regulatory authorities obtained by our Company and Subsidiary which are considered necessary for the purpose of undertaking our business activities and other than as stated below, no further material approvals from any regulatory or statutory authority are required to undertake the Issue or continue such business and operations. Unless otherwise stated, these material approvals are valid as of the date of this Draft Red Herring Prospectus.

We have also set forth below (i) material approvals that have expired and for which renewal applications have been made (ii) material approvals applied for by our Company and Subsidiary but not received; and (iii) material approvals required but yet to be obtained or applied for by our Company and Subsidiary. For further details in connection with the regulatory and legal framework within which we operate, see the section titled "Key Regulations and Policies" on page 250. For details of corporate and other approvals in relation to the Issue, see "Other Regulatory and Statutory Disclosures – Authority for the Issue" on page 343, and for incorporation details of our Company, please see "History and Certain Corporate Matters" on page 262.

I. Incorporation details of our Company and its Subsidiary

a) Certificate of incorporation dated February 8, 2011, issued by the Registrar of Companies, Gujarat at Dadra and Nagar Haveli to our Company under the name of "Blossom Infraspace Private Limited".

b) Fresh certificate of incorporation dated April 21, 2017, issued by the RoC to reflect the change in name of our Company from "Blossom Infraspace Private Limited" to "ArMee Infotech Private Limited".

c) Fresh certificate of incorporation dated April 24, 2024, issued by the RoC to our Company under the name of "ArMee Infotech Limited" for conversion from a private company to a public company.

d) Certificate of incorporation dated December 14, 2009, issued by the Registrar of Companies, Gujarat at Dadra and Nagar Haveli, to our Subsidiary under the name of "Kothari Gourmet Foods Private Limited".

e) Fresh certificate of incorporation dated October 22, 2010, issued by the Registrar of Companies, Gujarat at Dadra and Nagar Haveli, to reflect the change in name of our Subsidiary from "Kothari Gourmet Foods Private Limited" to "SNM Food Wizards Private Limited".

f) Fresh certificate of incorporation dated April 11, 2018, issued by the RoC to reflect the change in name of our Subsidiary from "SNM Food Wizards Private Limited" to "ArMee Technology Services Private Limited".

g) The corporate identity number of our Company is U72100GJ2011PLC063953.

h) The legal entity identifier number of our Company is 9845007EA596000DDA08.

i) The corporate identity number of our Subsidiary is U72100GJ2009PTC058865.

For further details in relation to incorporation of our Company and its Subsidiary, see "*History and Certain Corporate Matters*" and "*Our Subsidiary*" on pages 262, and 268, respectively.

A. Tax related approvals obtained by our Company and its Subsidiary

(i) The permanent account number of our Company is AAECB4165A.

(ii) The tax deduction account number of our Company is AHMB05964A.

(iii) The import export code for our Company is 0812022068.

(iv) The permanent account number of our Subsidiary is AADCK8114H.

(v) Our Company and Subsidiary have obtained GST registration certificates issued by the Government of India and the state Governments for GST payments in the states where our business operations are situated.

(vi) Our Company and Subsidiary have obtained professional tax certificates, to the extent applicable, for the states where our business operations are situated.

B. Labour related approvals obtained by our Company and its Subsidiary

(i) Registrations issued by the Employees' Provident Fund Organisation, India under the EPF Act for the states where our business operations are spread.

(ii) Registrations issued by the Employees' State Insurance Corporation, India under the ESI Act, for the states where our business operations are spread.

(iii) Registration number P.T.//EECLPE/2024/00148 issued by the Office of the Registering Officer, Government of Bihar, under the Contract Labour (Regulation and Abolition) Act, 1970, for Patna, Bihar.

C. Material approvals obtained in relation to the business and operations of our Company and its Subsidiary

In order to carry on our operations and our business activities in India, our Company and its Subsidiary require various approvals, licenses and registrations under several central or state-level acts, rules and regulations. Some of the approvals, licenses and registrations that we are required to obtain and maintain may expire in the ordinary course of business, and applications for renewal of such approvals are submitted by us in accordance with applicable procedures and requirements. An indicative list of the material approvals required by our Company and its Subsidiary is provided below:

(i) Udyam registration number UDYAM-GJ-01-0044862 issued to our Company by the Ministry of Micro, Small and Medium Enterprises, Government of India.

(ii) Udyam registration number UDYAM-GJ-01-0053574 issued to our Subsidiary by the Ministry of Micro, Small and Medium Enterprises, Government of India.

(iii) Registration certificate dated June 27, 2023, issued under the Gujarat Shops and Establishment Act (Regulation of Employment and Conditions of Services) Act, 2019 for registration of our Registered and Corporate Office.

(iv) Registration certificate dated June 21, 2023, issued under the Gujarat Shops and Establishment Act (Regulation of Employment and Conditions of Services) Act, 2019 to our Subsidiary.

(v) Registration certificate dated May 30, 2024, issued under the Punjab Shops and Commercial Establishments Act, 1958 to our Company for registration of its branch office at Gurgaon, Haryana.

(vi) Registration certificate dated June 3, 2024, issued under the Karnataka Shops and Commercial Establishments Act, 1961 for registration of our branch office in Bengaluru, Karnataka.

(vii) Registration certificate dated December 31, 2024 issued under the Gujarat Shops and Establishment Act (Regulation of Employment and Conditions of Services) Act, 2019 for the registration of our Experience Zone in Ahmedabad, Gujarat.

II. Material approvals that have expired and for which renewal applications have been made

There are no material approvals that have expired and for which renewal applications have been made as on the date of this Draft Red Herring Prospectus.

III. Material approvals required and applied for but not received by our Company and its Subsidiary

Further, there are no material approvals or renewals which have been applied for and have not been received by our Company.

There are no material approvals or renewals which have been applied for and have not been received by our Subsidiary.

IV. Material approvals required but yet to be obtained or applied for by our Company and its Subsidiary

There are no material approvals required but yet to be obtained or applied for by our Company and its Subsidiary.

V. Our Intellectual Property

As on the date of this Draft Red Herring Prospectus, our Company has registered four trademarks in India for which we have obtained valid registration certificates under classes 9, 36, 37 and 42 from the Trade Marks Registry, Government of India under the Trade Marks Act, 1999 ("**Trade Marks Act**"), as amended. The following table provides the details of registered trademarks which are currently being used by our Company:

Registered Trademark	Class of trademark under the Trade Marks Act	Registering Authority
ArMee	9	Trade Marks Registry, Ahmedabad
ArMee	36	Trade Marks Registry, Ahmedabad
ArMee	37	Trade Marks Registry, Ahmedabad
ArMee	42	Trade Marks Registry, Ahmedabad

Our Company has also filed for four applications for trademark of the logo of our Company, under classes 11, 35, 38 and 41 respectively, which are currently pending. The application made under class 11 has been accepted and advertised, where it may be opposed by filing a valid notice of opposition. Two of these applications have been objected by the Registrar of Trademarks, Ahmedabad on the grounds that they are identical with or similar to earlier marks in respect of identical or similar description of goods or services, and we have filed replies to these objections. One of these applications has been objected on the grounds that the mark is a common surname/personal name or a non-distinctive. Our Company has filed replies to the examination reports received in connection with these applications.

For risks associated with intellectual property, please see, "*Risk Factor - 17. Inability to obtain or protect our intellectual property rights may adversely affect our business.*" on page 39.

Further, as on the date of the Draft Red Herring Prospectus, our Subsidiary does not have any intellectual property registered.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Issue has been authorised by our Board pursuant to its resolution dated May 3, 2024, and by our Shareholders pursuant to their resolution dated May 9, 2024. Our Board has approved this Draft Red Herring Prospectus pursuant to its resolution dated [●]. For further details, please see "*The Issue*" on page 67.

In-principle listing approvals

Our Company has received in-principle approvals from the BSE and the NSE for the listing of the Equity Shares pursuant to letters dated [●], and [●], respectively.

Prohibition by the SEBI or other governmental authorities

Our Company, Promoters, members of the Promoter Group, Directors are not prohibited from accessing the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters or directors have been debarred from accessing capital markets under any order or direction passed by the SEBI or any other authorities.

Our Company, Promoters or Directors have not been declared as Wilful Defaulters or Fraudulent Borrowers. Our Promoters or Directors have not been declared as Fugitive Economic Offenders.

Directors associated with the securities market

None of our Directors are associated with the securities market in any manner.

There have been no outstanding actions initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, Promoters, and members of the Promoter Group (to the extent applicable to them) are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, in relation to our Company, as of the date of this Draft Red Herring Prospectus.

Eligibility for the Issue

Our Company is eligible to undertake the Issue in accordance with the eligibility criteria provided in Regulation 6(1) of the SEBI ICDR Regulations, and is in compliance with the conditions specified therein in the following manner:

(i) our Company has net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each);

(ii) our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;

(iii) our Company has a net worth of at least ₹10 million in each of the three preceding full years (of 12 months each), calculated on a restated and consolidated basis; and

(iv) there has been no change of name of our Company at any time during the one year immediately preceding the date of filing of this Red Herring Prospectus.

Set forth below are our Company's net tangible assets, operating profit and net worth, derived from our Restated Consolidated Statements included in this Draft Red Herring Prospectus.

(in ₹ lakh)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Net tangible assets(1)	9,013.68	4,569.33	3,080.25
Operating profit(2)	6,704.20	1,244.53	796.41

Average operating profit	2,915.05		
Net worth(3)	9,517.62	4,669.77	3,008.65

Notes:
(1) The restated net tangible assets mean the sum of all net assets of the issuer, excluding intangible assets as defined in Indian Accounting Standard (Ind AS) 38, as applicable, issued by the Institute of Chartered Accountants of India and in accordance with Regulation 2(1)(gg) of the SEBI ICDR Regulations. The restated net tangible assets mentioned above excludes, Right of Use assets (related total lease liabilities),intangible assets, and deferred tax assets/liabilities (net).
(2) Restated pre-tax operating profit means restated profit before tax excluding other income, finance cost, and other comprehensive income.
(3) Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.

We are eligible to undertake the Issue as per Rule 19(2)(b) of the SCRR read with Regulations 6(1) of the SEBI ICDR Regulations. Accordingly, in accordance with Regulation 32(1) of the SEBI ICDR Regulations we are required to allocate not more than 50% of the Net Issue to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to NIIs of which one-third of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 200,000 and up to ₹ 1,000,000 and two-thirds of the Non-Institutional Category shall be available for allocation to Bidders with an application size of more than ₹ 1,000,000 and under-subscription in either of these two sub-categories of Non-Institutional Category may be allocated to Bidders in the other sub-category of Non-Institutional Category in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further not less than 35% of the Net Issue shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. In the event we fail to do so, the full application money shall be refunded to the Bidders. Our Company confirms that it is in compliance with the conditions specified in Regulation 7(1) of the SEBI ICDR Regulations, to the extent applicable and will ensure compliance with the conditions specified in Regulation 7(2) of the SEBI ICDR Regulations, to the extent applicable.

Further, in accordance with the conditions specified in Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees in the Issue shall be not less than 1,000 failing which the entire application monies shall be refunded forthwith or the application monies shall be unblocked in the ASBA Accounts, in accordance with the SEBI ICDR Regulations and other applicable laws.

Our Company confirms that it is not ineligible to make the Issue under Regulation 5 of the SEBI ICDR Regulations to the extent applicable.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

1. Neither our Company, nor our Directors, Promoters or members forming part of our Promoter Group are debarred from accessing the capital markets by the SEBI;

2. None of our Promoters or our Directors are promoters or directors of companies which are debarred from accessing the capital markets by the SEBI;

3. Neither our Company nor any of our Promoters or Directors have been categorized or identified as Wilful Defaulters or Fraudulent Borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them;

4. None of our Promoters or Directors have been classified as a Fugitive Economic Offender under Section 12 of the Fugitive Economic Offenders Act, 2018;

5. There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into, or which would entitle any person any option to receive Equity Shares, as on the date of this Draft Red Herring Prospectus;

6. Our Company has filed applications dated [●], and [●] with the BSE and NSE, respectively, seeking an in-principle approval for listing its securities on the Stock Exchanges;

7. Our Company, along with the Registrar to the Issue, has entered into tripartite agreements dated February 29, 2024, and March 2, 2024 with NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;

8. The Equity Shares of our Company held by our Promoters are in dematerialised form;

9. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares existing as on the date of filing of this Draft Red Herring Prospectus;

10. There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, as the entire objects of the Issue are proposed to be financed from the Issue proceeds; and

11. The amount for general corporate purposes, as mentioned in the "*Objects of the Issue*" on page 96, shall not exceed 25% of the Gross Proceeds from the Issue.

Disclaimer clause of SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING KHANDWALA SECURITIES LIMITED AND SAFFRON CAPITAL ADVISORS PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED FEBRUARY 26, 2025 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE THE COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All applicable legal requirements pertaining to this Issue will be complied with at the time of filing of the Red Herring Prospectus and the Prospectus, as applicable, with the RoC in terms of the Companies Act.

Disclaimer from our Company, our Promoters, our Directors and the BRLMs

Our Company, our Promoters, our Directors and the BRLMs accept no responsibility for statements made in relation to our Company or the Issue other than those confirmed by them in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance. Except when specifically directed in this Draft Red Herring Prospectus, anyone placing reliance on any other source of information, including our Company's website, www.armeeinfotech.com or any website of any member of the Promoter Group, Subsidiary, Group Company or affiliates of our Company, would be doing so at their own risk.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Issue Agreement and as will be provided in the Underwriting Agreement.

All information, to the extent required in relation to the Issue, shall be made available by our Company and the BRLMs to the public and investors at large and no selective or additional information would be made available by our Company and the BRLMs for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, the BRLMs and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Underwriters, the BRLMs and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates in their capacity as principals or agents may engage in transactions with, and perform services for, our Company, its Subsidiary and Group Company, and their respective directors and officers, affiliates, associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, its Subsidiary, and their respective group company, directors, officers, affiliates, associates or third parties, for which they have received, and may in the future receive, compensation.

Disclaimer in respect of Jurisdiction

The Issue is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds registered with the SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), systemically important NBFCs registered with the RBI or trusts under applicable trust law and who are authorised under their constitution to hold and invest in equity shares, insurance companies registered with the IRDAI, permitted provident funds and pension funds, National Investment Fund, insurance funds set up and managed by the army, navy and air force of the Union of India, insurance funds set up and managed by the Department of Posts, Government of India and to Eligible FPIs, AIFs, FVCIs, Eligible NRIs and other eligible foreign investors, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, state industrial development corporations and registered multinational and bilateral development financial institutions.

This Draft Red Herring Prospectus shall not constitute an offer to sell or an invitation to subscribe to or purchase Equity Shares offered hereby in any jurisdiction including India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform themselves about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Issue will be made only pursuant to the Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India.

Bidders are advised to ensure that any Bid from them should not exceed investment limits or the maximum number of Equity Shares that could be held by them under applicable law.

Any dispute arising out of the Issue will be subject to the jurisdiction of appropriate court(s) in Ahmedabad, Gujarat 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, except that this Draft Red Herring Prospectus has been filed with the SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any offer hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company, our Subsidiary, our Promoters, members of our Promoter Group or our Group Company since the date of this Draft Red Herring Prospectus or that the information contained herein is correct as at any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Issue unless that person has received the preliminary offering memorandum for the Issue, which contains the selling restrictions for the Issue outside India.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933 or any other applicable law of the United States. Accordingly, the Equity Shares are being offered and sold outside of the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act of 1933 and the applicable laws of the jurisdiction where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of 40 days after the commencement of this Issue, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in this Issue) may violate the registration requirements of the U.S. Securities Act of 1933.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off – shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer clause of the BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by the BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Disclaimer clause of the NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by the NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus and the Prospectus prior to filing with the RoC.

Listing

The Equity Shares issued through the Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and NSE. Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares being issued in the Issue. [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalized.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of the Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within such time prescribed by the SEBI. If our Company does not allot Equity Shares pursuant to the Issue within such timeline as prescribed by the SEBI, it shall repay without interest all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period or such other rate prescribed by SEBI.

Consents

Consents in writing of our Directors, our Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditors, Independent Chartered Accountants, the Bankers to our Company, the BRLMs, the legal counsel to the Issue as to Indian Law, the Registrar to the Issue, Dun & Bradstreet Information Services India Private Limited, Syndicate Members, the Escrow Collection Bank(s), the Refund Bank(s), the Public Issue Account Bank(s), the Sponsor Bank(s) and the Monitoring Agency to act in their respective capacities, have been obtained/will be obtained prior to filing of the Red Herring Prospectus with the RoC and filed (as applicable) along with a copy of the Red Herring Prospectus with the RoC as required under the Companies Act, 2013 and such consents that have been obtained have not been withdrawn as of the date of this Draft Red Herring Prospectus.

Experts

Our Company has not obtained any expert opinions other than as disclosed below:

(i) Our Company has received written consent dated February 26, 2025 from the Statutory Auditors, namely, M/s Kantilal Patel & Co., Chartered Accountants, to include their name as required under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act to the extent and in their capacity as our Statutory Auditors and (i) in respect of their examination report dated December 20, 2024 on the Restated Financial Information; (ii) the statement of special tax benefits dated February 26, 2025 included in this Draft Red Herring Prospectus; and (iii) certificates issued by them in connection with the Issue. Such consent has not been withdrawn until the filing of this Draft Red Herring Prospectus with the SEBI. The term 'expert' shall be not construed to mean an 'expert' as defined under U.S. Securities Act.

(ii) Our Company has received written consent dated February 26, 2025 from the Independent Chartered Accountants, namely, N B T & Co., Chartered Accountants, to include their name as an 'expert' as defined under Section 26(5) of the Companies Act read with the SEBI ICDR Regulations, in this Draft Red Herring Prospectus and as an "expert" as defined Section 2(38) of the Companies Act to the extent and in their capacity as the independent chartered accountant and such consent has not been withdrawn as of the date of this Draft Red Herring Prospectus. The term 'expert' shall be not construed to mean an 'expert' as defined under U.S. Securities Act.

Particulars regarding capital issues by our Company, Group Company, Subsidiary or associate entities during the last three years

Our Company has not made any capital issues during the three years preceding the date of this Draft Red Herring Prospectus.

Our Company does not have any associates. Further, as on the date of this Draft Red Herring Prospectus, our Company does not have a listed Subsidiary or listed Group Company.

Commission and brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares in the five years preceding the date of this Draft Red Herring Prospectus.

Particulars regarding public/rights issue of our Company and performance vis-à-vis objects

Our Company has not undertaken any public issue or any rights issue to the public in the five years immediately preceding the date of this Draft Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of the listed Subsidiary of our Company

Our Subsidiary is not listed on any stock exchange.

Price information of past issues handled by the BRLMs

Khandwala Securities Limited

(i) Khandwala Securities Limited have not handled a main-board IPO in the past. Price information of the past SME board public issues (during the current Fiscal Year and the two Fiscal Years immediately preceding the current Fiscal Year) handled by Khandwala Securities Limited:

Sr. No.	Issue Name	Issue size (₹ In Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30th calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90th calendar days from listing*		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180th calendar days from listing*	
1.	Vishnusurya Projects And Infra Limited	49.98	68.00	October 10, 2023	73.00	141.94	(1.25)	478.34	10.26	271.36	14.34
2.	Kaushalya Logistics Limited	36.60	75.00	January 8, 2024	100.00	(13.67)	1.94	(17.19)	4.65	(11.33)	13.07
3.	Euphoria Infotech India Limited	9.60	100.00	January 30, 2024	190.00	(59.92)	1.64	(63.73)	4.96	(61.54)	14.33
4.	QVC Exports Limited	24.07	86.00	August 28, 2024	161.00	(60.22)	4.50	(70.58)	(4.54)	(78.78)	(10.00)
5.	Bikewo Green Tech Limited	24.09	62.00	September 27, 2024	45.00	(29.42)	(6.72)	(38.52)	(9.04)	N.A	N.A
6.	Phoenix Overseas Limited	36.03	64.00	September 27, 2024	64.00	(45.56)	(6.72)	(52.71)	(9.04)	N.A	N.A
7.	Premium Plast Limited	26.20	49.00	October 28, 2024	51.45	(4.19)	(4.39)	(13.91)	(5.12)	N.A	N.A
8.	Supreme Facility Management Limited	50.00	76.00	December 18,2024	75.00	(25.05)	(4.11)	N.A	N.A	N.A	N.A
9.	Newmalayalam Steel Limited	41.76	90.00	December 27, 2024	90.00	(39.88)	(5.74)	N.A	N.A	N.A	N.A

Source: www.nseindia.com and www.bseindia.com

(ii) Summary statement of price information of past public issues (during the current Fiscal Year and the two Fiscal Years immediately preceding the current Fiscal Year) handled by Khandwala Securities Limited:

Fiscal Year	Total no. of IPOs	Total amount of funds raised *(In ₹ lakhs)*#	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-2023	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
2023-24	3	96.2	Nil	1	Nil	1	Nil	1	Nil	1	Nil	1	Nil	1
2024-25	6	202.15	Nil	4	2	N.A	Nil	Nil	Nil	1	Nil	Nil	Nil	Nil

(iii) Summary statement of price information of past public issues (during the current Fiscal Year and the two Fiscal Years immediately preceding the current Fiscal Year) handled by Khandwala Securities Limited:

Financial Year	No. of SME IPOs	No. of Main Board IPOs
2023-24	3	Nil
2024-25	6	Nil

Notes:
(1) Source: www.nseindia.com and www.bseindia.com
(2) In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken on the immediately preceding trading day.

Saffron Capital Advisors Private Limited

(i) Price information of past public issues (during the current Fiscal Year and the two Fiscal Years immediately preceding the current Fiscal Year) handled by Saffron Capital Advisors Private Limited:

Sr. No.	Issue name	Issue Size *(In ₹ lakhs)*	Issue price (₹)	Listing Date	Opening price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from %listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Tolins Tyres Limited#	2,300.00	226.00	September 16, 2024	227.00	(22.98%) [-1.41%]	(8.12%) [-1.03%]	N.A.
2.	Udayshivakumar Infra Limited#	660.00	35.00	April 3, 2023	35.00	(7.80%) [-3.80%]	(12.26%) [-9.49%]	0.09% [10.45%]
3.	DCX Systems Limited#	5,000.00	207.00	November 11, 2022	286.25	17.10% [0.63%]	(12.56%) [-1.83%]	(12.32%) [-0.05%]

Source: www.bseindia.com
#BSE as Designated Stock Exchange

Notes:
1. *Opening price information as disclosed on the website of the Designated Stock Exchange.*
2. *Change in closing price over the issue/offer price as disclosed on Designated Stock Exchange.*
3. *For change in closing price over the closing price as on the listing date, S&P BSE SENSEX is considered as the Benchmark Index as per the Designated Stock Exchange disclosed by the respective Issuer at the time of the issue, as applicable.*
4. *In case of reporting dates falling on a trading holiday, values for the trading day immediately preceding the trading holiday have been considered.*
5. *30th calendar day has been taken as listing date plus 29 calendar days; 90th calendar day has been taken as listing date plus 89 calendar days; 180th calendar day has been taken a listing date plus 179 calendar days.*

(ii) Summary statement of price information of past public issues (during the current Fiscal Year and the two Fiscal Years immediately preceding the current Fiscal Year) handled by Saffron Capital Advisors Private Limited:

Financial Year	Total no. of IPOs	Total funds raised *(In ₹ lakhs)*	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Over 50%	Between 25% - 50%	Less than 25%	Over 50%	Less than 25%
2024-2025*	1	2,300.00	-	-	1	-	-	-	-	-	-	-	-	-
2023-2024	1	660.00	-	-	1	-	-	-	-	-	-	-	-	1
2022-2023	1	5,000.00	-	-	-	-	-	1	-	-	1	-	-	-
2021-2022	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
2020-2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Notes:
** The information is as on the date of this document.*
The information for each of the financial years is based on issues listed during such fiscal year.

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in the SEBI circular dated January 10, 2012, bearing reference number CIR/MIRSD/1/2012, please see the websites of the BRLMs indicated in the table below:

S. No.	Name of the BRLM	Website
1.	Khandwala Securities Limited	www.kslindia.com
2.	Saffron Capital Advisors Private Limited	www.saffronadvisor.com

Stock Market Data of Equity Shares

This being an initial public offer of our Company, the Equity Shares are not listed on any stock exchange as of the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of Investor grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Issue for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

In terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, read with the SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI master circular SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the investors shall be compensated by the SCSBs in accordance with SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 in the events of delayed unblock for cancelled/withdrawn/deleted applications, blocking of multiple amounts for the same UPI application, blocking of more amount than the application amount, delayed unblocking of amounts for non-allotted/partially-allotted applications, for the stipulated period. In the event there is a delay in redressal of the investor grievance in relation to unblocking of amounts, the BRLMs shall compensate the investors at the rate higher of ₹100 per day or 15% per annum of the application amount for the period of such delay. Further, in terms of SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

All grievances (other than from Anchor Investors) in relation to the Bidding process may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, UPI ID, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgement Slip duly received from the concerned Designated Intermediary in addition to the information mentioned hereinabove.

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

The Registrar to the Issue shall obtain the required information from the SCSBs and Sponsor Bank(s) for addressing any clarifications or grievances of ASBA Bidders. Our Company, the Book Running Lead Managers and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations. Investors can contact our Company Secretary and 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, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

Our Company, the Book Running Lead Managers and the Registrar to the Issue accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Disposal of Investor grievances by our Company

Our Company has obtained SCORES registration in terms of the SEBI circular no. CIR/OIAE/1/2014 dated December 18, 2014, the SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2019/86 dated August 2, 2019, the SEBI circular no. SEBI/HO/OIAE/IGRD/CIR/P/2021/642 dated October 14, 2021 and the SEBI circular no. SEBI/HO/OIAE/IGRD/P/CIR/2022/0150 dated November 7, 2022, issued by SEBI in relation to redressal of investor grievances through SCORES.

Our Company has appointed Purnima Jain, as the Company Secretary and Compliance Officer for the Issue and she may be contacted in case of any pre- Issue or post- Issue related problems. For details, see "*General Information*" on page 75.

Our Company has also constituted a Stakeholders' Relationship Committee to review and redress shareholder and investor grievances. Please see "*Our Management – Committees of the Board – Stakeholders' Relationship Committee"* on page 279.

Our Company has not received any investor grievances during the three years preceding the date of this Draft Red Herring Prospectus and there are no investor complaints pending as of the date of this Draft Red Herring Prospectus.

Our Company estimates that the average time required by it or the Registrar to the Issue or the relevant Designated Intermediary for the redressal of routine investor grievances shall be Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Disposal of investor grievances by listed Group Company and listed Subsidiary

As of the date of this Draft Red Herring Prospectus, we do not have a listed Group Company or a listed Subsidiary.

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

Our Company has not applied for or received any exemption from complying with any provisions of securities laws from SEBI.

SECTION VII: ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and Allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, our Memorandum of Association and our Articles of Association, the SEBI Listing Regulations, the terms of the Draft Red Herring Prospectus, Red Herring Prospectus, the Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by the SEBI, the Government of India, the Stock Exchanges, the RBI, the RoC and/or any 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 the SEBI, the RBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Issue.

The Issue

The Issue comprises a Fresh Issue of Equity Shares by our Company. The fees and expenses relating to the Issue shall be borne by our Company in accordance with applicable law. For details in relation to Issue expenses, please see "*Objects of the Issue*" on page 96.

Ranking of the Equity Shares

The Equity Shares being issued and Allotted pursuant to the Issue shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association and our Articles of Association and shall rank *pari passu* in all respects with the existing Equity Shares of our Company, including in respect of the right to receive dividend and voting. The Allottees, upon Allotment of Equity Shares under the Issue, will be entitled to dividend and other corporate benefits, if any, declared by our Company after the date of Allotment. For more information, please see "*Main Provisions of the Articles of Association*" on page 382.

Mode of payment of Dividend

Our Company has not declared Dividends since its incorporation. Dividends, if any, declared by our Company after the date of Allotment, will be payable to the Allottees, in accordance with applicable law. For more information, please see "*Dividend Policy*" and "*Main Provisions of the Articles of Association*" on pages 295, and 382, respectively.

Face value, Issue Price, Floor Price and Price Band

The face value of each Equity Share is ₹10 and the Issue Price at the lower end of the Price Band is ₹[●] per Equity Share ("**Floor Price**") and at the higher end of the Price Band is ₹[●] per Equity Share ("**Cap Price**"). The Anchor Investor Issue Price is ₹[●] per Equity Share.

The Issue Price, Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLMs and shall be published in all [●] editions of [●], an English national daily newspaper, all [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation, and advertised at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchanges to upload on their respective websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price shall be pre-filled in the Bid cum Application Forms available at the websites of the Stock Exchanges.

The Issue Price shall be determined by our Company, in compliance with the SEBI ICDR Regulations, in consultation with the BRLMs, and after the Bid/Issue Closing Date on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process.

At any given point of time, there shall be only one denomination of Equity Shares.

Compliance with disclosure and Accounting Norms

Our Company shall comply with all applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and our Articles of Association, our Shareholders shall have the following rights:

- right to receive dividends, if declared;
- right to attend general meetings and exercise voting rights, unless prohibited by law;
- right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- right to receive offers for rights Equity Shares and be allotted bonus Equity Shares, if announced;
- right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- right of free transferability, subject to applicable laws including any RBI rules and regulations; and
- such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations and our Articles of Association and other applicable laws.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, please see "*Main Provisions of the Articles of Association*" on page 382.

Allotment only in Dematerialised form

In terms of Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, the following agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

(a) tripartite agreement dated February 29, 2024 among NSDL, our Company and the Registrar to the Issue; and

(b) tripartite agreement dated March 2, 2024 among CDSL, our Company and the Registrar to the Issue; and

Market Lot and Trading Lot

Since trading of the Equity Shares is in dematerialised form, the tradable lot is one Equity Share. Allotment in the Issue will be only in dematerialised form in multiples of one Equity Share subject to a minimum allotment of [●] Equity Shares. For details of basis of allotment, please see "*Issue Procedure*" on page 363.

Joint holders

Subject to the provisions contained in our Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they shall be deemed to hold the same as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of the Issue is with the competent courts/authorities in Ahmedabad, India.

Period of operation of subscription list

See *"–Bid/Issue Programme"* on page 356.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013, and the rules framed thereunder, the sole Bidder, or the First Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is modified or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by nominating any other person in place of the present nominee by the holder of the Equity Shares who has made the nomination by giving a notice of such cancellation or variation to our Company. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by our Board, elect either:

(a) to register himself or herself as the holder of the Equity Shares; or

(b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividends, interests, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment in the Issue will be made only in dematerialised mode there is no need to make a separate nomination with our Company. Nominations registered with the respective Depository Participant of the Bidder would prevail. If the Bidders wish to change the nomination, they are requested to inform their respective Depository Participant.

Bid/Issue programme

BID/ISSUE OPENS ON	[●](1)
BID/ISSUE CLOSES ON	[●](2)(3)

(1) *Our Company may, in consultation with the BRLMs, consider participation by Anchor Investors. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.*
(2) *Our Company may, in consultation with the BRLMs, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*
(3) *UPI mandate end time and date shall be 5:00 p.m. on the Bid/Issue Closing Date, i.e., on [●].*

An indicative timetable in respect of the Issue is disclosed below:

Event	Indicative Date
Bid/Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about [●]
Credit of Equity Shares to dematerialised accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

* *In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding four Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Bid/Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. The Bidder shall be compensated in the manner specified in the SEBI circular dated March 31, 2021 and SEBI circular dated March 16, 2021, as amended pursuant to SEBI circulars dated June 2, 2021, April 20, 2022, May 30, 2022 and August 9, 2023, which for the avoidance of doubt, shall be deemed to be incorporated in the deemed agreement of our Company with the SCSBs, to the extent applicable.*
The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with the UPI Circulars.

The above timetable, other than the Bid/Issue Closing Date, is indicative and does not constitute any obligation on our Company or the BRLMs.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and commencement of trading of the Equity Shares on the Stock Exchanges are taken within three Working Days of the Bid/Issue Closing Date or such other period as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid/Issue Period by our Company, in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges. In terms of the SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, our Company shall within four days from the closure of the Issue, refund the subscription amount received in case of non –receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws.

The Registrar to the Issue shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs' on daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for initial public offerings. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Issue will be made under UPI Phase III on mandatory basis, subject to the timing of the Issue and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

In terms of the UPI Circulars, in relation to the Issue, the BRLMs will be required to submit reports of compliance with listing timelines and activities prescribed by the SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Draft Red Herring Prospectus may result in changes to the listing timelines. Further, the Issue Procedure is subject to change to any revised SEBI circulars to this effect.

Submission of Bids (Other than Bids from Anchor Investors):

Bid/Issue Period (except the Bid/Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/Issue Closing Date*	
Submission of electronic applications (online ASBA through 3-in-1 accounts) for RIBs, Eligible Employees bidding in the Employee Reservation Portion	Only between 10.00 a.m. and 5.00 p.m. IST
Submission of electronic application (bank ASBA through online channels like internet banking, mobile banking and Syndicate ASBA applications through UPI as a payment mechanism where Bid Amount is upto ₹0.50 million)	Only between 10.00 a.m. and 4.00 p.m. IST
Submission of electronic applications (Syndicate non-retail,non-individual applications of QIBs and NIIs)	Only between 10.00 a.m. and 3.00 p.m. IST
Submission of physical applications (Bank ASBA)	Only between 10.00 a.m. and 1.00 p.m. IST
Submission of physical applications (Syndicate non-Retail, non-individual applications where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and 12.00 p.m. IST
Modification/Revision/Cancellation of Bids	
Upward Revision of Bids by QIBs and Non-Institutional Bidders categories#	Only between 10.00 a.m. and 4.00 p.m. IST on Bid/Issue Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs and Eligible Employees bidding in the Employee Reservation Portion	Only between 10.00 a.m. and 5.00 p.m. IST

* *UPI mandate end time shall be 5:00 p.m. on the Bid/ Issue Closing Date*

\# *QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.*

On the Bid/Issue Closing Date, the Bids shall be uploaded until:

(1) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(2) until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by UPI Bidders.

On Bid/Issue Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by RIBs after taking into account the total number of Bids received and as reported by the Book Running Lead Managers to the Stock Exchanges.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date until the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLMs and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Issue Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Issue Closing Date and in any case no later than the prescribed time on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Issue Closing Date, as is typically experienced in public offerings, some Bids may not get uploaded due to lack of sufficient time. Bids and any revision in Bids will be accepted only during Working Days. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Issue Period till 5.00 pm on the Bid/Issue Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

In case of any discrepancy in the data entered in the electronic book *vis-a-vis* data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/Issue Period in accordance with the SEBI ICDR Regulations, provided that the revised Cap Price shall be less than or equal to 120% of the revised Floor Price, the Floor Price shall not be less than the face value of the Equity Shares, and that the revision in the Price Band shall not exceed 20% on either side, *i.e.*, the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. Provided that, the Cap Price of the Price Band shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price.

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

In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid-cum-Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Minimum subscription

In case our Company does not receive the (i) minimum subscription of 90% of the Issue portion through Issue Document on the date of closure of the Issue, and (ii) minimum subscription in the Issue as specified under the terms of Rule 19(2)(b) of the SCRR including through devolvement on the Underwriters, as applicable, within 60 days from the date of closure of the Issue, or if the subscription level falls below the thresholds mentioned above after the Bid/ Issue Closing Date; or on account of withdrawal of applications; or after technical rejections; or if the listing or trading permission is not obtained from the Stock Exchanges for the securities so issued under the issue document(s), our Company shall forthwith refund the entire subscription amount received in accordance with applicable law including the including the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 (to the extent applicable). If there is a delay beyond the prescribed time, our Company and every Director of our Company, who are officers in default, shall pay interest at the rate of 15% per annum. Further, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 49(1) of the SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

In terms of the SEBI ICDR Master Circular, our Company shall within two days from the closure of the Offer, refund the subscription amount received in case of non-receipt of minimum subscription or in case our Company fails to obtain listing or trading permission from the Stock Exchanges for the Equity Shares. If there is a delay beyond such time period as prescribed under applicable law, interest at the rate of 15% per annum shall be paid. Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangement for disposal of odd lots

Since the Equity Shares will be traded in dematerialised form only and the market lot for the Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

New financial instruments

Our Company is not issuing any new financial instruments through this Issue.

Option to receive Equity Shares in dematerialised form

Allotment of Equity Shares to successful Bidders will only be in the dematerialised form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialised segment of the Stock Exchange.

Restrictions, if any, on transfer and transmission of Equity Shares

Except for lock-in of the pre-Issue capital of our Company, the Minimum Promoters' Contribution and the Anchor Investor lock-in in the Issue as detailed in "*Capital Structure*" on page 83, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/splitting.

ISSUE STRUCTURE

The Issue is being made through the Book Building Process, and in compliance of Regulation 32 of the SEBI ICDR Regulations. Initial public offering of up to [●] Equity Shares bearing face value of ₹ 10 each for cash at a price of ₹ [●] per Equity aggregating up to ₹ 30,000 lakhs.

The Issue shall constitute [●]% of the post-Issue paid-up Equity Share capital of our Company.

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation(2)	Not more than [●] Equity Shares or net Issue less allocation to Non-Institutional Bidders and Retail Individual Bidders.	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Retail Individual Bidders.	Not less than [●] Equity Shares available for allocation or Issue less allocation to QIB Bidders and Non-Institutional Bidders.
Percentage of Issue size available for Allotment/ allocation	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion (excluding the Anchor Investor Portion). The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of the Net Issue or the Issue less allocation to QIBs and Retail Individual Bidders will be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size more than ₹200,000 to ₹ 1,000,000 and two-thirds of the Non-Institutional Portion will be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹ 1,000,000.	Not less than 35% of the Net Issue shall be available for allocation.
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): (a) up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and (b) up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion (of up to [●] Equity Shares) on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.	The allotment of specified securities to each Non-Institutional Bidder shall not be less than the minimum application size, subject to availability in the Non-Institutional Portion, and the remainder, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in the SEBI ICDR Regulations, subject to the following: one-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with an application size of more than ₹0.20 million and upto ₹1.00 million, and two-third of the portion available to Non-Institutional Investors shall be reserved for Bidders with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Investors. For details, please see, "*Issue Procedure*" on page 363.	The allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details, please see the section entitled "*Issue Procedure*" on page 363.
Minimum Bid	Such number of Equity Shares so that the Bid Amount exceeds ₹2,00,000 and in multiples of [●] Equity Shares	Such number of Equity Shares so that the Bid Amount exceeds ₹2,00,000 and in multiples of [●] Equity Shares thereafter.	[●] Equity Shares and in multiples of [●] Equity Shares.

Particulars	QIBs[1]	Non-Institutional Bidders	Retail Individual Bidders
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue, subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceed the size of the Issue (excluding the QIB Portion), subject to applicable limits.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹2,00,000.
Mode of Allotment	Compulsorily in dematerialised form		
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter		
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share thereafter		
Trading Lot	One Equity Share		
Who can apply[3][5][6]	Public financial institutions as specified in Section 2(72) of the Companies Act 2013, scheduled commercial banks, mutual funds registered with SEBI, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance company registered with IRDAI, provident fund (subject to applicable law) with minimum corpus of ₹2,500 lakhs, pension fund with minimum corpus of ₹2,500 lakhs National Investment Fund set up by the Government, insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of Karta), companies, corporate bodies, scientific institutions, societies, trusts and FPIs who are individuals, corporate bodies and family offices and registered with SEBI.	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids[4] **In case of all other Bidders**: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.		
Mode of Bidding	Only through the ASBA process (except for Anchor Investors). In case of UPI Bidders, ASBA will include the UPI Mechanism.		

**Assuming full subscription in the Issue.*

(1) Our Company may, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price. In the event of under -subscription or non-Allotment in the Anchor Investor Portion, the balance Equity Shares in the Anchor Investor Portion shall be added to the Net QIB Portion. For details, please see the section entitled "Issue Structure" on page 360.

(2) Subject to valid Bids being received at or above the Issue Price. The Issue is being made in accordance with Rule 19(2)(b) of the SCRR read with Regulation 45 of the SEBI ICDR Regulations. The Issue is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Issue shall be available for allocation on a proportionate basis to QIBs, provided that our Company, in consultation with the BRLM, may allocate up to 60% of the QIB Category to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Category. 5% of the QIB Category (excluding the Anchor Investor Portion), shall be available for allocation on a proportionate basis to Mutual Funds only and the remainder of the QIB Category shall be available for allocation on a proportionate basis to all QIB Bidders including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Category (excluding the Anchor Investor Portion), the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining the QIB Category (excluding the Anchor Investor Portion) for

proportionate allocation to QIBs. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non- Institutional Bidders of which one-third of the Non-Institutional Bidders will be available for allocation to Bidders with an application size between ₹ 2 lakhs to ₹ 10 lakhs and two-thirds of the Non-Institutional Bidders will be available for allocation to Bidders with an application size of more than ₹ 10 lakhs and undersubscription in either of these two sub-categories of Non-Institutional Bidders may be allocated to Bidders in the other sub-category of Non-Institutional Bidders in accordance with SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. Further, not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

(3) In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company reserves the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay -In Date as indicated in the CAN.

(5) The Bids by FPIs with certain structures as described under the section entitled "Issue Procedure - Bids by FPIs" on page 369 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

(6) Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares. Anchor Investors are not permitted to use the ASBA process.

Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, please see "*Terms of the Issue*" on page 354.

Withdrawal of the Issue

The Issue shall be withdrawn in the event the requirement of the minimum subscription as prescribed under Regulation 45 of the SEBI ICDR Regulations is not fulfilled. Our Company, in consultation with the BRLMs, reserve the right not to proceed with the Issue, after the Bid/ Issue Opening Date but before the Allotment. In such an event, our Company, in consultation with the BRLMs, decides not to proceed with the Issue, our Company would issue a public notice in the newspapers in which the pre-Issue advertisements were published, within two days of the Bid/ Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The BRLMs, through the Registrar to the Issue, shall notify the SCSBs and the Sponsor Bank(s) to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Issue to process refunds to the Anchor Investors, as the case may be. Our Company shall also inform the same to the Stock Exchanges on which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company, in consultation with the Book Running Lead Managers, withdraws the Issue after the Bid/Issue Closing Date and thereafter determines that it will proceed with a public offering of Equity Shares, our Company shall file a fresh draft red herring prospectus with the SEBI and the Stock Exchanges.

ISSUE PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Offers prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**"), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act,, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue, including in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue, (ii) maximum and minimum Bid size, (iii) price discovery and allocation, (iv) payment instructions for ASBA Bidders, (v) issuance of Confirmation of Allocation Note and Allotment in the Issue, (vi)general instructions (limited to instructions for completing the Bid cum Application Form), (vii) Designated Date, (viii) disposal of applications, (ix) submission of Bid cum Application Form, (x) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds), (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious applications, (xii) mode of making refunds, and (xiii) interest in case of delay in Allotment or refund; and (xiv) disposal of application.

*The SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 as amended from time to time read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIBs 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 until June 30, 2019.*

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II until further notice. Pursuant to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, the final reduced timeline of T+3 days using the UPI Mechanism for applications by UPI Investors ("**UPI Phase III**"), and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140dated August 9, 2023 and made mandatory for public issues opening on or after December 1, 2023. Accordingly, the Issue is being made under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.*

Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. Subsequently, vide the SEBI RTA Master Circular, consolidated the circulars no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 to the extent relevant for RTAs, and rescinded these circulars. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹ 5,00,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of these circular are deemed to form part of this Draft Red Herring Prospectus. Further, a SEBI Master Circular. No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, was released to supersede the SEBI Master Circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, and certain other additional circulars issued for streamlining the process of initial public offers and redressing investor grievances.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Stock Exchanges shall, for all categories of investors and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI Master Circular. No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process. In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Issue Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid/Issue Closing Date by the intermediary responsible for causing such delay in unblocking. Additionally, SEBI vide its circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 has reduced the time period for refund of application monies from 15 days to four days.

Our Company and the Syndicate and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus and the Prospectus.

Further our Company and the Syndicate Members are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

Book Building Procedure

The Issue is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and the Selling Shareholders, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non- Institutional Bidders, and not less than 35% of the Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with an application size of more than ₹2 lakhs and up to ₹10 lakhs, and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for Bidders with application size of more than ₹10 lakhs, provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to Bidders in the other sub-category of Non-Institutional Bidders.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID (for UPI Bidders using the UPI Mechanism) shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Issue, subject to applicable laws.

Investors must ensure that their PAN is linked with Aadhaar and are in compliance with Central Board of Direct Taxes notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021, March 30, 2022 and March 28, 2023.

Phased implementation of UPI

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, among others, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working

Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended until June 30, 2019. Under this phase, a Retail Individual Bidders had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI, vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, has decided to extend the timeline for implementation of UPI Phase II until March 31, 2020. Subsequently, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, extended the timeline for implementation of UPI Phase II until further notice. Under this phase, submission of the ASBA Form by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds has been discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: Pursuant to SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, Phase III has been notified, and accordingly the revised timeline from six Working Days to T+3 days has been made applicable in two phases i.e., (i) voluntary for all public issues opening on or after September 1, 2023; and (ii) mandatory on or after December 1, 2023. The Issue was undertaken pursuant to the processes and procedures as notified in the T+3 Circular, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

Pursuant to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 issued by SEBI, as amended by the SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated April 20, 2022 (the "**UPI Streamlining Circular**"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the post– Issue BRLM will be required to compensate the concerned investor.

The Issue will be made under UPI Phase III and the same will be advertised in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper, and [●] editions of [●], a Gujarati daily newspaper (Gujarati also being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation on or prior to the Bid/Issue Opening Date and such advertisement shall also be made available to the Stock Exchanges for the purpose of uploading on their websites.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and/or payment instructions of the UPI Bidders using the UPI.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at relevant Bidding Centres and at our Registered and Corporate Office. The electronic copy of the Bid cum Application Forms will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Issue Opening Date.

Copies of the Anchor Investor Application Form will be available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. Anchor Investors are not permitted to participate in the Issue through the ASBA process. The UPI Bidders can additionally Bid through the UPI Mechanism.

ASBA Bidders (other than UPI Bidders using UPI Mechanism) must provide bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected. The ASBA Bidders shall ensure that they have sufficient balance in their bank accounts to be blocked through ASBA for their respective Bid as the application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. UPI Bidders using UPI Mechanism may submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs. Retail Individual Bidders authorising an SCSB to block the Bid Amount in the ASBA Account may submit their ASBA Forms with the SCSBs. ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked.

The prescribed color of the Bid cum Application Forms for various categories is as follows:

Category	Color of Bid cum Application Form*
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	[●]
Non-Residents including Eligible NRIs, FVCIs, FPIs, registered multilateral and bilateral development financial institutions applying on a repatriation basis	[●]
Anchor Investors	[●]

* *Excluding electronic Bid cum Application Form*

Notes:
(1) *Electronic Bid cum Application Forms and the abridged prospectus will also be available for download on the website of the NSE (www.nseindia.com) and the BSE (www.bseindia.com).*
(2) *Bid cum Application Forms for Anchor Investors will be made available at the office of the BRLMs.*

In case of ASBA Forms, the relevant Designated Intermediaries shall upload the relevant Bid details in the electronic bidding system of the Stock Exchanges. For ASBA Forms (other than through the UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank.

For UPI Bidders using the UPI Mechanism, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis to enable the Sponsor Bank(s) to initiate the UPI Mandate Request to UPI Bidders for blocking of funds. The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to UPI Bidders, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e., the Sponsor Bank(s), NPCI or the bankers to an issue) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the Bankers to the Issue. The BRLMs shall also be required to obtain the audit trail from the Sponsor Bank(s) and the Bankers to the Issue for analyzing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in the SEBI circular dated March 16, 2021, as amended pursuant to the SEBI circulars dated June 2, 2021 and April 20, 2022.

Pursuant to NSE circular dated July 22, 2022 with reference no. 23/2022 and BSE circular dated July 22, 2022 with reference no. 20220722-30, has mandated that Trading Members, Syndicate Members, RTA and Depository Participants shall submit Syndicate ASBA bids above ₹5,00,000 and NIB & QIB bids above ₹2,00,000, through SCSBs only.

For all pending UPI Mandate Requests, the Sponsor Bank(s) shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Issue Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI Mandate Requests for blocking off funds prior to the Cut-Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. For ensuring timely information to Bidders, SCSBs shall send SMS alerts as specified by SEBI vide its March 2021 Circular, June 2021 Circular and circular (SEBI/HO/CFD/DIL2/CIR/P/2022/51) dated April 20, 2022.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation on compliance with the UPI Circulars.

The Sponsor Bank(s) will undertake a reconciliation of Bid responses received from Stock Exchanges and sent to NPCI and will also ensure that all the responses received from NPCI are sent to the Stock Exchanges platform with detailed error code and description, if any. Further, the Sponsor Bank(s) will undertake reconciliation of all Bid requests and responses throughout their lifecycle on daily basis and share reports with the BRLMs in the format and within the timelines as specified under the UPI Circulars. Sponsor Bank(s) and issuer banks shall download UPI settlement files and raw data files from the NPCI portal after every settlement cycle and do a three way reconciliation with UPI switch data, CBS data and UPI raw data. NPCI is to coordinate with issuer banks and Sponsor Bank(s) on a continuous basis.

The Sponsor Bank(s) shall host a web portals for intermediaries (closed user group) from the date of Bid/Issue Opening Date until the date of listing of the Equity Shares with details of statistics of mandate blocks/unblocks, performance of apps and UPI handles, down-time/network latency (if any) across intermediaries and any such processes having an impact/bearing on the Issue Bidding process.

Electronic registration of Bids

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Issue.

b) On the Bid/Issue Closing Date, the Designated Intermediaries may upload the Bids until such time as may be permitted by the Stock Exchanges and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given until 5:00 pm on the Bid/Issue Closing Date to modify select fields uploaded in the stock exchange platform during the Bid/Issue Period after which the Stock Exchange(s) send the Bid information to the Registrar to the Issue for further processing.

Participation by the Promoters, the members of the Promoter Group, the BRLMs, the Syndicate Members and persons related to Promoters/the members of the Promoter Group/the BRLMs/ the Syndicate Members.

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Issue, either in the QIB Portion or in the Non-Institutional Portion, as may be applicable to such Bidders, where allocation is on a proportionate basis or in any other manner as introduced under applicable laws and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except as stated below, neither the BRLMs nor any associate of the BRLMs or any person related to the Promoters or Promoter Group can apply in the Issue under the Anchor Investor Portion:

(i) mutual funds sponsored by entities which are associate of the BRLMs;

(ii) insurance companies promoted by entities which are associate of the BRLMs;

(iii) AIFs sponsored by the entities which are associate of the BRLMs;

(iv) FPIs (other than individuals, corporate bodies and family offices) sponsored by the entities which are associate of the BRLMs; or

pension funds sponsored by entities which are associate of the BRLMs. Further, an Anchor Investor shall be deemed to be an associate of the BRLMs, if: (a) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (b) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (c) there is a common director, excluding a nominee director, among the Anchor Investor and the BRLMs.

Our Promoters and members of the Promoter Group and persons related to them shall not participate by applying for Equity Shares in the Issue.

However, a QIB who has any of the following rights in relation to our Company shall be deemed to be a person related to our Promoters or the members of the Promoter Group of our Company:

(i) rights under a shareholders' agreement or voting agreement entered into with our Promoters or the members of the Promoter Group of our Company;

(ii) veto rights; or

(iii) right to appoint any nominee director on the Board.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof, subject to applicable law.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which such Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its NAV in equity shares or equity-related instruments of any single company, provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by HUFs

Bids by HUFs, should be made in the individual name of the Karta. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "*Name of sole or First Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta*". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

Bids by Eligible NRIs

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries.

Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and Eligible NRI Bidders Bidding on a non-repatriation basis by using Resident Forms should authorise their respective SCSBs (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents ([●] in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents ([●] in colour). By way of Press Note 1 (2021 Series) dated March 19, 2021, issued by the DPIIT, it has been clarified that an investment made by an Indian entity which is owned and controlled by NRIs on a non-repatriation basis, shall not be considered for calculation of indirect foreign investment.

In accordance with the FEMA Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs applying in the Issue using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application.

Also please see "*Restrictions on Foreign Ownership of Indian Securities*" on page 381.

Bids by FPIs

An FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognised stock exchange in India, and/or may purchase or sell securities other than equity instruments.

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities registered as foreign portfolio investors and having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Non-debt Instruments Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA Non-debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap is 100% and accordingly, the applicable limit with respect to our Company is 100%.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason. FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non-Residents ([●] in colour).

In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered 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.

SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Issue to ensure there is no breach of the investment limit, within the timelines for Issue procedure, as prescribed by SEBI from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments(as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing offshore derivate instruments Is also required to ensure that any transfer of offshore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

(i) such offshore derivative instruments are transferred to persons subject to fulfilment of criteria provided under Regulation 21(1) of the SEBI FPI Regulations; and

(ii) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilize the multi investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations (the "**Operational FPI Guidelines**"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("MIM Bids"). FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilize the multi investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "**MIM Structure**"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

Further, in the following cases, the bids by FPIs will not be considered as multiple Bids: involving (i) the MIM Structure and indicating the name of their respective investment managers in such confirmation; (ii) offshore derivative instruments ("**ODI**") which have obtained separate FPI registration for ODI and proprietary derivative investments; (iii) sub funds or separate class of investors with segregated portfolio who obtain separate FPI registration; (iv) FPI registrations granted at investment strategy level/sub fund level where a collective investment scheme or fund has multiple investment strategies/sub-funds with identifiable differences and managed by a single investment manager; (v) multiple branches in different jurisdictions of foreign bank registered as FPIs; (vi) Government and Government related investors registered as Category I FPIs; and (vii) Entities registered as Collective Investment Scheme having multiple share classes.

Please note that in terms of the General Information Document, the maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under applicable laws. Further, MIM Bids by an FPI Bidder utilising the MIM Structure shall be aggregated for determining the permissible maximum Bid. Further, please note that as disclosed in this Draft Red Herring Prospectus read with the General Information Document, Bid Cum Application Forms are liable to be rejected in the event that the Bid in the Bid cum Application Form "exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of the Red Herring Prospectus."

For example, an FPI must ensure that any Bid by a single FPI and/ or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) (collective, the "**FPI Group**") shall be below 10% of the total paid-up Equity Share capital of our Company on a fully diluted basis. Any Bids by FPIs and/ or the FPI Group (including but not limited to (a) FPIs Bidding through the MIM Structure; or (b) FPIs with separate registrations for offshore derivative instruments and proprietary derivative instruments) for 10% or more of our total paid-up post Issue Equity Share capital shall be liable to be rejected.

Bids by SEBI registered AIFs, VCFs and FVCIs

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, *inter alia*, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. While the SEBI VCF Regulations have since been repealed, the funds registered as VCFs under the SEBI VCF Regulations continue to be regulated by such regulations until the existing fund or scheme managed by the fund is wound up. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and Category II AIF cannot invest more than 25% of the investible funds in one investee company directly or through investment in the units of other AIFs, subject to the conditions prescribed by the SEBI. A Category III AIF cannot invest more than 10% of the investible funds in one investee company directly or through investment in the units of other AIFs, subject to the conditions prescribed by the SEBI. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re- registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Issue) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, AIFs, FPIs and FVCIs, and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Our Company or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Bids by LLPs

In case of Bids made by LLPs registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended, ("**Banking Regulation Act**"), and the Master Directions – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended, and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the banking company's paid-up share capital and reserves, whichever is lower.

However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid- up share capital of such investee company, subject to prior approval of the RBI, if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act, (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank, and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid-up share capital engaged in non-financial services. However, this cap does not apply to the cases mentioned in (i) and (ii) above.

Further, the aggregate equity investment made by a banking company in all its subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments, cannot exceed 20% of the bank paid up share capital and reserves.

Bids by SCSBs

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013, respectively, issued by SEBI. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such Bids.

Bids by systemically important NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, a certified copies of the (i) certificate of registration issued by RBI, (ii) last audited financial statements on a standalone basis (iii) a net worth certificate from its statutory auditor(s), and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Bid, without assigning any reason thereof, subject to applicable law.

Systemically Important NBFCs participating in the Issue shall comply with all applicable regulations, directions, 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**.**

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates.

Insurance companies participating in the Issue are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the BRLMs, reserves the right to reject any Bid, without assigning any reason thereof.

Bids under power of attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, Systemically Important NBFCs, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 2,500 lakhs (subject to applicable laws) and pension funds with a minimum corpus of ₹ 2,500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company, in consultation with the BRLMs, in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form, subject to such terms and conditions that our Company, in consultation with the BRLMs, may deem fit.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Issue.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, the key terms for participation by Anchor Investors are provided below:

(i) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(ii) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹1,000 lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹1,000 lakhs.

(iii) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(iv) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date, and will be completed on the same day.

(v) Our Company, in consultation with the BRLMs may finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than: (a) maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹1,000 lakhs; (b) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹1,000 lakhs but up to ₹30,000 lakhs, subject to a minimum Allotment of ₹500 lakhs per Anchor Investor; and (c) in case of allocation above ₹30,000 lakhs under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹30,000 lakhs, and an additional 10 Anchor Investors for every additional ₹30,000 lakhs, subject to minimum Allotment of ₹500 lakhs per Anchor Investor.

(vi) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made, will be made available in the public domain by the BRLMs before the Bid/Issue Opening Date, through intimation to the Stock Exchanges.

(vii) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(viii) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Issue Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Issue Price is lower than the Anchor Investor Issue Price, Allotment to successful Anchor Investors will be at the higher price.

(ix) 50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked- in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares shall be locked-in for a period of 30 days from the date of Allotment.

(x) Neither (a) BRLMs nor any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies and family offices sponsored by the entities which are associate of the and BRLMs) nor (b) the Promoters, Promoter Group or any person related to the Promoters or members of the Promoter Group shall apply in the Issue under the Anchor Investor Portion.

(xi) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulation and as specified in this Draft Red Herring Prospectus, or as will be specified in the Red Herring Prospectus and the Prospectus.

For more information, please read the General Information Document.

Certain Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the Acknowledgement Slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised Acknowledgement Slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the BRLMs are cleared or approved by the Stock Exchanges, nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. UPI Bidders can revise their Bid(s) during the Bid/Issue Period and withdraw or lower the size of their Bid(s) until Bid/Issue Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/Issue Period.

Do's:

A. Check if you are eligible to apply as per the terms of the Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals.

B. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

C. Ensure that you have Bid within the Price Band;

D. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

E. Ensure that you (other than the Anchor Investors) have mentioned the correct details of your ASBA Account (*i.e.*, bank account number) in the Bid cum Application Form if you are not a UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are a UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

F. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre (except in case of electronic Bids) within the prescribed time. Bidders (other than Anchor Investors) shall submit the Bid cum Application Form in the manner set out in the General Information Document;

G. UPI Bidders Bidding shall ensure that they use only their own ASBA Account or only their own bank account linked UPI ID (only for UPI Bidders using the UPI Mechanism) to make an application in the Issue and not ASBA Account or bank account linked UPI ID of any third party;

H. Ensure that you have funds equal to or more than the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;

I. UPI Bidders using UPI Mechanism, may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

J. The ASBA bidders shall ensure that bids above ₹ 5,00,000, are uploaded only by the SCSBs;

K. Ensure that the signature of the first Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is signed by the ASBA Account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

L. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

M. Ensure that you request for and receive a stamped Acknowledgment Slip in the form of a counterfoil or acknowledgement specifying the application number as a proof of having accepted the of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

N. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed, and obtain a revised Acknowledgement Slip;

O. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and/or the designated branches of SCSBs or the relevant Designated Intermediary, as applicable;

P. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the circular (No. MRD/DoP/Cir-20/2008) dated June 30, 2008 issued by the SEBI, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;

Q. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

R. Ensure that the category and the investor status is indicated in the Bid cum Application Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

S. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trusts, etc., the relevant documents, including a copy of the power of attorney, if applicable, are submitted;

T. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

U. Since the Allotment will be in demat form only, ensure that the depository account is active, the correct DP ID, Client ID, the PAN, and UPI ID (for UPI Bidders Bidding through UPI Mechanism) and PAN are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI Mechanism) and the PAN entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, UPI ID (for UPI Bidders bidding through UPI Mechanism) and PAN available in the Depository database;

V. In case of QIBs and NIBs, ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

W. The ASBA Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Issue, which is UPI 2.0 certified by NPCI;

X. Bidders (except UPI Bidders Bidding through the UPI Mechanism) should instruct their respective banks to release the funds blocked in the ASBA account under the ASBA process.

Y. In case of UPI Bidders, once the Sponsor Bank(s) issues the Mandate Request, the UPI Bidders would be required to proceed to authorise the blocking of funds by confirming or accepting the UPI Mandate Request to authorise the blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment, in a timely manner;

Z. UPI Bidders Bidding using the UPI Mechanism should mention valid UPI ID of only the Bidder (in case of single account) and of the first Bidder (in case of joint account) in the Bid cum Application Form;

AA. Ensure that when applying in the Issue using the UPI Mechanism, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

BB. In case of ASBA Bidders (other than 3-in-1 Bids) Syndicate Members shall ensure that they do not upload any bids above ₹ 5,00,000;

CC. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;

DD. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

EE. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected;

FF. Bids received from FPIs bearing the same PAN shall not be treated as multiple Bids in the event such FPIs utilize the MIM Structure and such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs;

GG. UPI Bidders Bidding through UPI Mechanism shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her/its UPI PIN. Upon the authorisation of the mandate using his/her UPI PIN, a UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidder in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorises the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid cum Application Form;

HH. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. on the Bid/ Issue Closing Date;

II. Bids by Eligible NRIs, HUFs and any individuals, corporate bodies and family offices who are FPIs and registered with SEBI for a Bid Amount of less than ₹2,00,000 would be considered under the Retail Portion for the purposes of allocation and Bids for a Bid Amount exceeding ₹2,00,000 would be considered under the Non-Institutional Portion for allocation in the Issue;

JJ. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or the Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Issue through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

KK. Ensure that the Demographic Details are updated, true and correct in all respects; and

LL. Ensure that your PAN is linked with your Aadhaar card, and that you are in compliance with notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021, each issued by the Central Board of Direct Taxes.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

A. Do not Bid for lower than the minimum Bid size;

B. Do not submit a Bid using UPI ID, if you are not a UPI Bidder;

C. Do not Bid/revise the Bid Amount to an amount calculated at less than the Floor Price or higher than the Cap Price;

D. Do not Bid for a Bid Amount exceeding ₹2,00,000 (for Bids by Retail Individual Bidders);

E. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

F. Do not pay the Bid Amount in cheques, demand drafts, cash, money order, postal order or by stock invest;

G. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

H. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;

I. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

J. Do not submit the Bid for an amount more than funds available in your ASBA account;

K. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediary;

L. If you are a QIB, do not submit your Bid after 3 p.m. on the Bid/Issue Closing Date for QIBs;

M. Do not Bid for Equity Shares in excess of what is specified for each category;

N. In case of ASBA Bidders and UPI Bidders using UPI mechanism, do not submit more than one Bid cum Application Form per ASBA Account or UPI ID, respectively.;

O. Do not make the Bid cum Application Form using third party bank account or using third party linked bank account UPI ID;

P. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a color prescribed for another category of Bidder;

Q. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

R. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

S. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for exceeds the Issue size and/or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations, or under the terms of the Red Herring Prospectus;

T. Do not submit the General Index Register ("**GIR**") number instead of the PAN;

U. Do not submit incorrect details of the DP ID, Client ID, the PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;

V. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

W. Do not submit Bids to a Designated Intermediary at a location other than at the relevant Bidding Centres. If you are RIB and are using UPI mechanism, do not submit the ASBA Form directly with SCSBs;

X. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are available for blocking in the relevant ASBA account;

Y. Anchor Investors should not Bid through the ASBA process;

Z. Anchor Investors should submit Anchor Investor Application Form only to the BRLMs;

AA. Do not Bid on a Bid cum Application Form that does not have the stamp of a Designated Intermediary;

BB. Do not Bid on another Bid cum Application Form and the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

CC. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

DD. UPI Bidders Bidding through the UPI Mechanism using the incorrect UPI handle or using a bank account of an SCSB or a bank which is not mentioned in the list provided in the SEBI website is liable to be rejected;

EE. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders Bidding using the UPI Mechanism;

FF. Do not Bid if you are an OCB; and

GG. Do not submit a Bid using UPI ID, if you are applying for an amount more than Rs.5 Lakhs.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Issue or post-Issue related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please see "*General Information*" on page 75.

For helpline details of the BRLMs pursuant to SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see '*General Information*' on page 75.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

1. Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

5. Bids under the UPI Mechanism submitted by UPI Bidders using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank(s));

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

10. GIR number furnished instead of PAN;

11. Bids by RIBs Bidding in the Retail Portion with Bid Amount of a value of more than ₹2,00,000;

12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

13. Bids accompanied by stock invest, money order, postal order or cash; and

14. Bids by QIBs uploaded after 4.00 pm on the QIB Bid/ Issue Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Issue Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Issue Closing Date, unless extended by the Stock Exchanges.

15. In case of partnership firms, Equity Shares may be registered in the name of the individual partners and no firm as such shall be entitled to apply. However allotment in the name of LLP is permitted.

Further, in case of any pre-Issue or post-Issue related matters regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, please see "*General Information*" on page 75.

Further, Bidders shall be entitled to compensation in the manner specified in the SEBI circular dated March 16, 2021 read with SEBI circular dated March 31, 2021 and SEBI circulars dated June 2, 2021 and April 20, 2022 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalizing the basis of allotment in a fair and proper manner

The authorised employees of the Designated Stock Exchange, along with the BRLMs and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by SEBI from time to time

Our Company will not make any allotment in excess of the Equity Shares through the Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Issue may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to Bidders other than to the RIBs, NIBs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Bidder shall not be less than the minimum bid lot, subject to the availability of shares in Retail Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis.

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

Payment into Escrow Account(s) for Anchor Investors

Our Company, in consultation with the BRLMs, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. Anchor Investors should transfer the Bid Amount (through direct credit, RTGS, NACH or NEFT) to the Escrow Account(s). For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favor of:

(a) In case of resident Anchor Investors: "[●]"; and

(b) In case of Non-Resident Anchor Investors: "[●]".

Anchor Investors should note that the escrow mechanism is not prescribed by the SEBI and has been established as an arrangement between our Company and the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections of Bid amounts from Anchor Investors.

Pre-Issue advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing the Red Herring Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI ICDR Regulations, in [●] editions of [●], an English national daily newspaper, [●] editions of [●], a Hindi national daily newspaper and [●] editions of [●], a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation.

In the pre-Issue advertisement, we shall state the Bid/Issue Opening Date and the Bid/Issue Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment advertisement

Our Company, the Book Running Lead Managers and the Registrar to the Issue shall publish an allotment advertisement before commencement of trading of the Equity Shares on the Stock Exchanges, disclosing the date of commencement of trading of the Equity Shares on the Stock Exchanges in: (i) [●] editions of [●], a widely circulated English national daily newspaper; (ii) in all editions of [●], a Hindi national daily newspaper; and (iii) [●] editions of [●], a Gujarati daily newspaper (Gujarati being the regional language of Gujarat, where our Registered and Corporate Office is located), each with wide circulation

Signing of the Underwriting Agreement and the RoC Filing

(a) Our Company and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalization of the Issue Price but prior to the filing of Prospectus.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Issue Price, the Anchor Investor Issue Price, Issue size, and underwriting arrangements and will be complete in all material respects.

For more information, please see "*General Information*" on page 75.

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"***Any person who:***

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, for fraud involving an amount of at least ₹10 lakhs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹10 lakhs or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹50 lakhs or with both.

Undertakings by our Company

Our Company undertakes the following:

(i) adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders and Anchor Investor Application Form from Anchor Investors;

(ii) the complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;

(iii) all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within six Working Days of the Bid/Issue Closing Date or such other time as may be prescribed by the SEBI or under any applicable law;

(iv) if Allotment is not made within the prescribed time period under applicable law, the entire Bid amount received will be refunded/unblocked within the time prescribed under applicable law, failing which interest will be due to be paid to the Bidders at the rate prescribed under applicable law for the delayed period;

(v) the funds required for making refunds (to the extent applicable) to unsuccessful Bidders as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company;

(vi) where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;

(vii) Except for Equity Shares allotted pursuant to the Issue, no further issue of the Equity Shares shall be made until the Equity Shares issued through the Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc, other than as disclosed in accordance with Regulation 56;

(viii) Promoters' contribution, if any, shall be brought in advance before the Bid/Issue Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees;

(ix) it shall not have any recourse to the proceeds of the Issue until final listing and trading approvals have been received from the Stock Exchanges; and

(x) if our Company, in consultation with the BRLMs withdraws the Issue after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue of the Equity Shares, it shall be required to file a fresh draft red herring prospectus with the SEBI.

(xi) If our Company does not proceed with the Issue after the Bid/Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly.

Utilization of Issue Proceeds

Our Company confirms that 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 and the details of all monies utilized out of the Issue shall be disclosed, and continued to be disclosed till the time any part of the Issue proceeds reman unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized. Details of all monies unutilized out of the Issue, if any shall be disclosed under an appropriate head in the balance sheet of our Company indicating the from in which such unutilized monies have been invested.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the FDI Policy, which with effect from October 15, 2020, consolidated, subsumed superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as of and prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. Up to 100% foreign investment under the automatic route is currently permitted for our Company.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of RBI, provided that: (i) the activities of the investee company are under the automatic route under the FDI Policy and transfer does not attract the provisions of the SEBI Takeover Regulations, (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy, and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. For details of the aggregate limit for investments by NRIs and FPIs in our Company, please see "*Issue Procedure – Bids by Eligible NRIs*" and "*Issue Procedure – Bids by FPIs*" on pages 368, and 369, respectively.

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 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 Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Bid/Issue Period.

As per the existing policy of the Government of India, OCBs cannot participate in the Issue. For further details, please see "*Issue Procedure*" on page 363.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933 or any other applicable law of the United States. Accordingly, the Equity Shares are being offered and sold outside of the United States in offshore transactions as defined in and in compliance with Regulation S under the U.S. Securities Act of 1933 and the applicable laws of the jurisdiction where such offers and sales are made.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

SECTION VIII: MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

ARTICLES OF ASSOCIATION
OF
ARMEE INFOTECH LIMITED

COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 1956)

The following regulations comprised in the Articles of Association were adopted pursuant to the members' resolution passed at the Extra Ordinary General Meeting held on February 20, 2024. In substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company.

PRELIMINARY

1.

a) The Regulations Contained in Table "F" in the Schedule Ito the Companies Act, 2013, shall apply to this Company, so far as they are not inconsistent with any of the provisions contained in these regulations or modifications thereof and only to the extent that there is no specific provisions in these regulations. In case of any conflict between the express provisions herein contained and the incorporated Regulation of 'Table F', the provisions herein shall prevail.

b) The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

INTERPRETATION

2.

I. in these Articles:

a) "Act" means the Companies Act, 2013 and the Rules made there under or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable.

b) "Articles" means these Articles of Association of the Company or as altered from time to time.

c) "Board" or "Board of Directors" means the Board of Directors of the Company or the Directors of the Company collectively. The Board of Directors shall include committees of the Board made thereon.

d) "Beneficial Owner" shall mean beneficial owner of the Shares or Debentures, whose name is recorded as such with a Depository.

e) "By- Laws" means bye-laws made by a Depository the Depository Act, 1996.

f) "Company" means the Company above named.

g) "Depositories Act, 1996" shall also include any statutory modification or enactment thereof.

h) "Depository" shall mean a company formed and registered under the Companies Act, 1956 and the Act, 2013 which has been granted a certificate of registration to act as a depository under the Securities & Exchanges Board of India Act, 1992.

i) "Document" includes summons, notice, requisition, order, declaration, form and register, whether issued, sent or kept in pursuance of this Act or under any other law for the time being in force or otherwise, maintained on paper or electronic form.

j) "Executor" or 'Administrator" means a person who has obtained probate or Letters of Administration, as the case maybe, from a competent court, and shall include the holder of a succession Certificate authorizing the holder thereof to negotiate or transfer the share or shares of the deceased members, and shall also include the holder of a certificate granted by the Administrator General of any State in India.

k) "Global Depository Receipt "means any instrument in the form of a depository receipt, by whatever name called, created by a foreign depository outside India and authorized by a company making an issue of such depository receipts.

l) "Indian Depository Receipt" means any instrument in the form of a depository receipt created by a domestic depository in India and authorized by a company incarnated outside India making an issue of such depository receipts.

m) "Legal Representative "means a person who in law represent the estate of a deceased Member.

n) "Office" means the Registered Office for the time being of the Company.

o) "Shareholder(s)" or "Member(s)" means;

- the subscriber to the memorandum of the company who shall be deemed to have agreed to become member of the company, and on its registration shall he entered as member in its register of members;
- Every other person who agrees in writing to become a member of the company and whose name is entered in the register of members of the company.
- every person holding shares of the company and whose name is entered as a beneficial owner in the records of a depository,

p) "In Writing" or "Written" means and includes words printed, lithographed, represented or reproduced in any mode in a visible form.

q) Word importing the masculine gender shall include the feminine gender and vice-versa

r) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act

s) Word importing the singular number include where the context admits or requires the plural number and vice versa

II. Unless the context otherwise requires, words or expressions contained in these. Articles shall bear the same meaning as in the. Act as the case may be.

III. The Company Shall, on being so required by a Member, send to him within seven days of the requirement and subject to the payment of a fees of 100/- or such other fee as may be specified in the Rules for each copy of the documents specified in the Act.

PUBLIC COMPANY

The company is a Public Company within the meaning of section 2(71) of the Companies Act, 2013. "Public Company means a Company which

a) is not a private company
b) has a minimum paid up share capital as may be prescribed

Provided that a company which is a subsidiary of a company, not being a private company, shalt be deemed to be public company for the purposes of this Act even where such subsidiary company continues to be a private company in its articles;

SHARE CAPITAL AND VARIATION OF RIGHTS

3.

a) The Authorized Share Capital of the Company is as stated in the Memorandum of Association of the Company. Further, Subject to the provisions of the Act, the Company may, by an ordinary resolution:

- Increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient.

- Consolidate and divide all or any of its share capital into shares or larger amount then its existing shares provided that any consolidation or division which results in changes in the voting percentage of the members shall require applicable approval under the Act.

- Convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination.

- Sub-divide its existing shares or any of them into shares of smaller amount then is fixed by the Memorandum of Association.

- Cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person.

b) except in so far as otherwise provided by the conditions of issue or by these Articles, 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.

4. Subject to the provision of the Act and these Articles, the shares in the capital (including any shares forming part of any increased capital) of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such term and conditions and either at a premium or at par and at such time as they may from time to time think fit

5. The Company may issue Global Depository receipts in any foreign country in accordance with these Articles, the Act, the Rules and other applicable laws after passing a special resolution in its general meeting.

6. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted or issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up, as the case may be

7. The Company may issue following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:

Equity Share Capital:

a) with voting rights; and/ or

b) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and Preference share Capital

8.

a) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:

i. one certificate for all his shares without payment of any charges: or
ii. Several certificates, each for one or more of his shares, upon payment of twenty rupees or such charges as may be fixed by the Board for each certificate after the first.

Provided that notwithstanding what is stated herein above the Board of Directors shall comply with such Rules or Regulation or requirements of Securities Exchange Board of India, any Stock Exchange, where the Companies securities are listed 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.

b) Every certificate shall be issued: in under the seal and shall specify the. shares to which it relates and the amount paid-up thereon.

c) In respect of any shares or shares held jointly by several persons; the company shall not be bound to issue more than one certificate, and delivery of a certificate fora share to one of several joint holders shall be sufficient delivery to all such holders.

9.

a) A member holding shares shall have the option either to receive certificate for such shares or hold such shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the company shall intimate such depository the details of allot/bent of the share to enable the depository' to enter in its records the name of such person as the beneficial owner of that shares.

b) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities and to offer any shares, debentures or other securities proposed to be issued by it for subscription in a dematerialised form and on the same being done, the Company shall further be entitled to maintain a Register of Manifest Debenture holders other Security holders with the details of members/ debenture holders/ other security holders holding shares, debentures or other securities both in materialized and dematerialised form in any media as permitted by the Act.

c) very person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allotted as the Beneficial Owner of the. Security

d) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the 'beneficial owner of the shares; debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividend or bonus shares, interest/ premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent judicator as by law required and except as aforesaid)'he bound to recognize any benami trust or equity or equitable, contingent or other claim to or interest in. such Shiites, debentures or other securities as the ease may be, on the part any other person whether or not it shall have express or implied notice thereof.

e) In the ease of transfer of shares, debentures or other securities whore the Company has not issued any certificates and where such shares, debentures or other securities arc being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.

f) Every Depository shall furnish to the Company; information about the transfer of se entitle s in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company in that behalf.

g) Except as specifically provided in. these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic forth so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

10.

a) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees fees for each Certificate or such other fees as may be fixed by the Board.

b) The company may issue new share certificates pursuant to consolidation or sub-division of share certificate(s) upon written request received from shareholder together with production and surrender of respective original share certificate(s). Every certificate under this Article shall be issued on payment 'of twenty rupees for each certificate.

c) Any debentures, debenture-stock or other securities may be issued subject to the provisions of the Act and these Articles, at a discount, premium or otherwise and may be issued with an option that they shall be convertible into shares of any denomination and with any special privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending (but not voting) at the general meeting 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 way of a special resolution.

Further the Company shall have power to reissue redeemed debentures in certain case in accordance with the provisions of Act,

11. The Provisions of the foregoing. Articles relating to issue of certificates shall mutates mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.

12. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a shares, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except as absolute right to the entirely thereof in the registered holder,

13.

a) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per center the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules,

b) The rate or amount of commission shall not exceed the rate or amount prescribed in the Act,

c) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

14.

a) if at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of 'a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act.

b) To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis: apply,

15. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.

16. Subject to provisions: of the Act the Board shall have the power to issue or re-issue preference: shares of one or More classes which are liable to be redeemed, or converted to equity shares, on such terms: and conditions and in such manner as determined by the Board in accordance with the Act.

17.

a) The Board or the Company, as the case may be, may in accordance with the Act issue further. Shakes to:

- persons who, at the date of offer, arc holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person conceited to renounce the shares offered or private or any of them in favor of any other person; or

- employees under any scheme of employees' stock option; or

- any persons, whether or not those persons include the persons referred to in clause (i) or clause (ii) above.

b) A further issue of shares may be made in any Manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules.

LIEN

18.

a) The Company shall have a fast and paramount lien;

- on every share (not being a fully paid share); for all Monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and

- On all shares (not being fully paid shares) standing registered in the name of a single member, for all monies presently payable by him or his estate to the company;

The fully paid shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to monies called or payable at a fixed tithe in respect of such shakes.

- Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this Clause.

b) The Company's lien, if any, on a share shall extend to all dividends or interest as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.

c) Unless otherwise agreed by the Board, the registration of a transfer of Shares shall operate as a waiver of the Company's lien.

19.

The Company may sell, in such manner as the Board thinks fit, any shares on Which the Company has a lien:

Provided that no sale shall be made:

- Unless a Sum in respect of which the lien exists is presently payable; or

- until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the licence as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.

20.

a) To give effect to any such sale, the Board may authorize Some person to. transfer the shares sold to the purchaser thereof.

b) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

c) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the ease may be) constitute a good title to the share and the purchaser shall be registered as the holder 'of the share.

d) The purchaser shall not be bound to sec to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale.

21.

a) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

b) The residue, if any, shall, subject to a like hen for sums not presently payable as existed as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

c) in exercising its hen, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless. required by any statute) be bound to recognize any equitable or other claim to or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The company's lien shall prevail notwithstanding that it has received notice of any such Claim.

22.

The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.

CALLS ON SHARES

23.

a) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.

b) Provided that no calls shall exceed one- fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

c) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the. Company, at the time or times and place so specified, the amount called on his shares.

d) The Board may, from time.to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.

e) A call may be revoked or postponed at the discretion of the board

f) The option or right to make call on shares shall not be given to any person except with the sanction of the Company in General Meetings. That is, it may delegate power to make calls on shares subject to approval of the shareholder in a general meeting of the company.

g) A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installment

h) The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof

24.

a) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at ten per cent per annum or at such higher rate, as may be fixed by the, Board.

b) The Board shall be at liberty to waive payment of any such interest wholly or in part.

25.

a) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purpose of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

b) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture of otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

26.

a) The Board may, if it thinks fit-

- receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and

- upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not confer a right to dividend or to participate in profits.

- Noting contained in this clause shall confer on the member;

- any right to participate in profits or dividends; or

- any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.

b) if by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.

27. All calls shall be made on a uniform basis on all shares falling under the same class.

Explanation: Shares of the same nominal values on which different amounts have been paid-up shall not be deemed to fall under the same class.

28. Neither a judgment nor a decree in favor of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.

29. necessary to prove the appointment of the Directors who made such call, not that a quorum of Directors was present at the meeting of the Board at which such call was made, nor that the meeting at which such call was made duly convened or constituted, nor any other matter whatsoever, but the proof of the matters aforesaid shall be conclusive or evidence of the debts, and the same shall be recovered by the Company against the member or his representatives from whom the same is sought to be recovered unless it shall be proved, on behalf of such member or his representatives against the Company that the name of such member was improperly inserted in the register, that the money sought to be recovered has actually been paid.

30. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.

FORFEITURE OF SHARES

31.

If a member fail to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requesting a payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non¬payment

32. The notice aforesaid shall

- name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made, and

- state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

33. If the requirement of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been mad; be forfeited by a resolution of the Board to that effect.

34. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the. Company in respect of payment of any such money, shalt preclude-the Company front thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.

35. When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof; shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid,

36. The forfeiture, of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.

37.

a) A forfeited share may be sold or otherwise disposed on such terms and in such manner as the Board thinks fit,

b) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit,

38.

a) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the company all monies which, at the date of forfeiture, were presently payable by the to the Company in respect of the shares.

b) All such monies payable shall be paid together with interest thereon at such rate as the board may determine, from the title of forfeiture until payment or retaliation. The Board may, if it thinks fit but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due without any allowance for the 'value of the shares at the time of forfeiture or waiver payment in whole or in part.

39.

a) The Liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.

b) A duly verified declaration in writing that the declarant is a director; the manager or the secretary of the company, and that a share in the company has: been duly forfeited on a date stated in the declaration; shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares,

c) The Company may receive the consideration, if any, given for the share on any sale, re allotment or disposal thereof and may execute a transfer of the share in favor of the person to whom the share is sold or disposed of

d) The transferee shall thereupon be registered as the holder of the share:

e) The transferee shall not he bound to see to the application of the purchase money; if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, Sale, re allotment or disposal of the share.

40. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board May; if necessary,: appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

41. Upon any sale, re-allotment or other disposal under the provisions of the proceeding Articles; the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously sin-rendered to it by' the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said Shares to the person(s).

42. The Board may, subject to the provisions of the Act; accept a surrender of any share from or by any member desirous of surrounding those on such terms as they think fit,

43. The provisions of these Articles as to forfeiture shall apply in the case: of Non,- payment of any sum which; by the terms of issue of a share, becomes payable at fixed time, whether an account 6f the nominal value of the share or by way of premium, as if the same had been payable by virtue of a Call duly made arid notified.

44. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the Share or by way of premium as if the same had been payable by virtue of a call duly made and notified,

TRANSFER OF SHARES

45. The Company shall use a Common form of transfer. The instrument of transfer of any share in the company shall be duly executed by or on behalf of both the transferor and transferee. The instrument of transfer shall be in writing arid all provisions of Section 56 of the Act and statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof

46. The Board shall not issue or register a transfer of any shares to a minor (except in case when they are fully paid) or insolvent person or person of unsound mind.

The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof

47.

a) The board may, subject to the right of appeal conferred by the Act decline to register

- the transfer of a share, not being a fully paid share, to a person of whom they do not approve, or

- any transfer of shares on which the Company has a lien.

b) Subject to the power of the Directors stated in Articles 63 and the provisions of this clause, transfer of shares/ debentures, in whatever lot should not be refused. However the Company may refuse to split a Share Certificate/ Debenture Certificate into several scraps of very small denominations or to consider a proposal for transfer of Shares/ Debentures comprised in a Share Certificate/ Debenture Certificate to several parties, involving such splitting if on the face of its such splitting/ transfer appears to be unreasonable or without a genuine need or a marketable lot.

48. In case of shares held in physical form, the Board may decline to recognize any instrument of transfer unless-

- the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act,

- the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and

- the instrument of transfer is in respect of only one class of shares.

49. On previous notice of at least seven days or such lesser period in accordance with the Act and Rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

50. Subject to the provisions of Section 59 of Companies Act, 2013, the Board may decline to register any transfer of Shares on such grounds as it think fit in the benefit of the company (notwithstanding that the proposed transferee be already a Member), but in such case it shall, within two (2) months from the date the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

51. The Company shall keep a book called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any share in the Company.

52. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company

TRANSMISSION OF SHARES

53.

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 be was a sole holder, shall be the only persons recognized by the Company as bavinganytitle.to his interest in the shares.

b) Nothing in clause (a) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons

54.

a) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either

- to be registered himself holder of the share; or

- to Make such transfer of the share as the deceased or insolvent member could have made

b) The Board shall in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

c) The Company shall be fully indemnified by such person from all liability, if any; by attention. Taken by the Board to give effect to such registration or transfer.

55.

a) If a person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

b) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share

56. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares Shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and. the notice or transfer were a transfer signed that member.

57. A person becoming entitled to a share be reason of the death or insolvency of the holder shall he entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not be for being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company

Provided that the Board may, at anytime, give notice requiring any such person to elect either to be registered himself or to transfer the share; and if the notice is not complied with within ninety days; the Board May thereafter withhold payment of all dividends; bonuses or other monies payable in respect of the share, until the requirement of the notice have been complied with.

58. The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debenture of the Company.

59. Where shares are converted into stock;

a) the holders of stock may transfer the same or any part thereof in. the same manner as, and subject to the same Articles 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 sock transferable so, however, that such minimum shall not the minimum nominal amount of the shares from which the stock arose

b) the holders of stock shall, according to the amount of stock field by them, have the same right, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares form which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on Winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage:

c) such of these. Articles of the Company as are applicable to paid-up shares shall apply to stock and the Words "shares" and "shareholder"/ "member" shall include "stock" and "stock-holder" respectively.

Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the company is conceited) to hold the same as joint tenants with benefit of survivorship, subject to the following and other provisions contained in these Articles

60.

a) The joint holders of any shares shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which alight to be made in respect of such, share.

b) on the death of any one or more of such joint holders; the survivor or survivors Shall be the only person or persons recognized by the company as having any title to the share but the Directors may require such evidence: of death as they may deem fit, and nothing herein contained shall he taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

c) 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 the delivery of certificate, if any, relating to such share or to receive notice

(Which term Shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.

d) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such Shares shall alone be entitled to vote in respect thereof

CAPITALISATION OF PROFITS

61.

a) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve-

- 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

- that such sum be accordingly set free for distribution in the manner specified in Clause (b) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

b) The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (c) below, either in or towards:

- paying up any amounts for the time being unpaid on any shares held by such members respectively

- Paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid:

- Partially in the way specified in sub-clause (I) and partly in that specified in sub-Clause (ii).

c) A securities premium account and a capital redemption reverse account may, for the purpose of this regulation; be applied in the paying up of unissued shares to be issued to. members of the company as fully paid bonus shares

d) The Board shall give effect to the resolution passed by the company in pursuance of this Article.

62.

a) whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the amounts resolved to be capitalized thereby, and all allotments and issues of fully paid shares or other securities, if any, and generally do all acts and things required to give effect thereto,

b) The Board shall have power

- to make such provisions, by the issue of fractional certificates/ coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and

- to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up of any further shares or other securities to which they may be entitled upon such capitalizations, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares.

c) Any agreement made under such authority shall be effective and binding on such members.

SHARE WARRANTS

63.

a) Subject to the provisions of the Act and the approval of the Company in General Meeting the Company may issue with respect to any fully paid shares, a warrant stating that the bearer of the warrants is entitled to the shares specified therein and may provide coupons or otherwise, for payment of future dividends on the Shares specified in the warrants and may provide conditions for registering membership.

b) Subject to the provisions of the Act and the approval of the Company in General Meeting, the Company may from time to time issue warrants naked or otherwise or issue coupons or other instruments and any combination of Equity Shares, Debentures, Preference Shares or any other instruments to such class of persons as the Board of Directors may deem fit with a right attached to the holder of such warrants or coupons or other instruments to subscribe to the Equity shares or other instruments within such time and at such price as the Board of Directors may decide asper the rules applicable from time to time.

c) The bearer of a share warrant may, at any time, deposit the warrant at the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company and of attending and voting and exercising the other privileges of the 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

- Not more than one person shall be recognized as depositor of the share warrant.

- The Company shall, on two days' written notice, return the deposited share warrant to the depositor.

d) subject as herein otherwise expressly provided, no person shall as bearer of a share warrant, 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

- The bearer of a share warrant shall be entitled in all other respect to the same privileges and advantages as if he is named in the Register of Members as the holder of the Shares included in the warrant and he shall be a member of the Company.

BUY-BACK OF SHARES

64. Notwithstanding anything contained in these Articles but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

GENERAL MEETINGS

65. All general meetings other than Annual General Meeting shall be called Extraordinary General Meeting

66. The Board may, whenever it thinks fit, call an extraordinary general meeting,

if at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

67.

a) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business

b) The quorum for a general meeting shall be as provided in the Act

c) The Chairperson, of the Company shall preside as Chairperson at every general meeting of the Company

d) if there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be chairperson of the meeting.

e) if at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall elect one of themselves to be chairperson of the meeting thereof by show of hands

68. on any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically, the chairperson shall have a second or casting vote.

69.

a) The Company shall cause minutes of the proceedings of every general. meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.

b) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting

- is, or could reasonably be regarded, as defamatory of any person, or
- is irrelevant or immaterial to the proceedings, or
- is detrimental to the interests of the Company

c) The chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds. specified in the aforesaid clause,

d) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.

70.

a) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:

- be kept at the registered office of the Company; and
- ii. be open to inspection of any member without charge, during 11.00 a.m. to 1,00 p.m. on all working days other than Saturdays.

b) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board or Committee made thereof, with a copy of any minutes referred to in clause (a) above:

Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.

c) The Board, and also any person(s) authorized by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.

ADJOURNMENT OF MEETING

71.

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

d) Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

72.

a) Subject to any rights or restrictions for the time being attached to any class or classes of shares-

- on show of hands, every member present in. person shall have one vote; and

- one poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

b) A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once,

73.

a) 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.

b) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

c) A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.

74. Subject to the provisions of the Act and other Provisions of these Articles, any person entitled: under the Transmission on Clause if any sharps may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time Of holding the meeting or adjourned meeting, as the case Maybe, at which he proposes to vote; he shall only satisfy the Board of his :right to such shares unless the Beard shall have previously admitted his right to vote at such Meeting in respect thereof.

75. Any business other than that upon which a poll has been demanded may be proceeded With, pending the taking of the poll,

76. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

77.

a) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which vote objected to; is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

b) Any Stith objection made in due time shall be referred to the Chairperson of the meeting, Whose decision shall be final and conclusive

78. Any member whose name is, entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

79. **PROXY**

a) Any member entitled to attend and vote at a general meeting may do' so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting.

b) The instrument appointing a proxy and the power of attorney or other authority; if any, under which it is signed or a notarized copy of that power or authority, shall be deposited at the registered office 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 vole and in default the instrument of proxy shall not he treated as valid.

c) An instrument appointing a proxy shall be in the form, as prescribed in the Rules.

d) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided, that no intimation in Writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

80. The number of the directors and the names of the first directors 'shall be determined in writing by the subscribers of the memorandum or a Majority of them.

1. Kiritkumar Chimanbhai Patel
2. Ami Ridhish Patel

81. Until otherwise determined by a General Meeting of the Company and subject to the provisions of the Act, the Member of Directors shall not be less than three and not more than fifteen.

82. Subject to the provisions of the Act and these Articles, the Managing Director or Whole- time Director shall not while he continues to hold that office, be subject to retirement by rotation but he shall be subject to the same provisions as to the resignation and removal as the other Directors of the Company and he shall ipso facto and immediately cease to be Managing Director or Whole-time. Director if he chooses to hold office of Director for any cause provided that if at any time the number of Directors (including. Managing Director or Whole-time Director) as are not subject to retirement by rotation shall exceed one-third of the total number of the Directors for the time being, then such of the Managing Director or Whole-time Director or two or more of them as the Directors may from time to time determine shall be liable to retirement by rotation to the extent that the number of Directors not liable to retirement by rotation shall not exceed one- third of the total number of Directors for the time being.

83. The same individual may, at the same time, be appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the. Company.

84.

a) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

b) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an ordinary resolution passed by the Company in general meeting

c) In addition to the remuneration payable to, them in pursuance of the. Act, the directors may be paid all travelling, hotel and other expenses properly, incurred by them:

- In attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or

- In connection with the business of the Company.

The Board may pay all expenses incurred in getting up and registering the Company.

85. All cheques, promissory notes, drafts, hands, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

86. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that

87.

a) Subject to the provisions of the. Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the. Board by the Articles.

b) Such person shall hold office only up to the date of the next Annual General Meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.

88.

a) The Board may appoint an alternate director to act for a director (hereinafter in this Article called **"the Original Director"**) during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.

b) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.

c) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

89.

a) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a Meeting of the Board.

b) The director so appointed 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.

POWERS OF BOARD

90.

a) The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and not hereby or by the statute or otherwise directed or required to be exercised or done by the. Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum Of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation bad not been made.

b) Save as provided by the said Act or by these presents and subject to the restrictions imposed by the Act, the Directors may delegate ail or any powers by the said Act or by the Memorandum of Association or by these presents reposed in them.

c) Subject to restrictions provided in the Act, the Directors may, from time to time at their discretion raise or borrow, or secure the repayment of any loan or advance taken by the. Company. Any such moneys maybe raised and the payment or repayment of such moneys maybe secured in such manner and upon such terms and conditions in all respects as the Directors may think fit and, in particular by promissory notes, or by opening current accounts or by receiving deposits and advances at interest, with or without security, or by the issue of debentures or debenture-stock of the Company charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being, or by mortgaging, charging or pledging any lands, buildings, machinery, plants, goods or other property and securities of the Company, or by such other means as to them may seem expedient,

d) The Board of Directors shall not, except with the consent of the Company in General Meeting, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the borrowing limits as specified in the. Act.

- Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company, shall be under the Control of the Directors 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.

PROCEEDINGS OF THE BOARD

91.

a) The Board of Directors may meet for the conduct of business, adjourn. and otherwise regulate its meetings, as it thinks fit.

b) The Chairperson or any one Director with the previous consent of the Chairperson may, on the direction of the Chairperson may; or the. company secretary; at any time, summons a meeting of the Board.

c) The quorum for a Board meeting shall be as provided in the Act.

d) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

92.

a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

b) In case of equality of votes, the chairperson of the Board, if any, shall have a second or casting vote:

93. 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.

94.

a) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its Meetings and determine the period for which he is to hold office.

b) If.no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after lifetime appointed for holding the meeting, the directors present may choose one of their member to be Chairperson of the meeting.

95.

a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

b) Any Committee so formed shall in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the board.

c) The participation of directors in a meeting of the Committee May be either in person or through video conferencing or audio visual means or teleconferencing, as may, he prescribed by the Rules or permitted under law.

96.

a) A Committee may elect a Chairperson of its meetings unless the Board; While constituting a Committed has appointed a Chairpersons of such Committee.

b) If no such Chairperson is: elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

97.

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.

c) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote.

98. All acts done in any meeting of the: Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appoint merit had terminated; be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

99. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

100.

a) Subject to the provisions of the Act,—

A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board, the Board may appoint one or more chief executive officers for its multiple businesses.

b) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

REGISTERS

101.

a) The Company shall keep and maintain at its registered office all statutory. registers namely, register of charges, register of members, register of debenture holders, register of another security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules.

b) The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think Et respecting the keeping of au such register.

- The foreign register shall be open for inspection and may be closed, and extracts may be taken there from and copies thereof may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

c) The Board of Directors shall provide a Common Seal for the purpose 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, under such regulations as the. Board may prescribe.

- The Common Seal of the Company shall riot be affixed to any instrument except by the authority of the Board of Directors or a Committee of the Board previously given and in the presence of any one Director or any other person duly authorized by the Board, who shall sign every instrument to which the Common Seal is affixed, provided further that the certificate of shares or debentures shall be sealed in the manner and in conformity with the provisions of the Companies (Issue of share certificates) Auks, 1960 and any statutory modifications for the time being in force.

DIVIDEND AND RESERVE

102.

a) The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Word but the. Company in general meeting May declare a lesser dividend.

b) Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such titles as it may think fit.

c) The Board may, before recommending Any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for 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, think fit.

d) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve,

e) 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 maybe declared and paid according to the amounts of the shares.

f) No amount paid or credited as paid on a share in advance Of calls shall be, treated for the purposes of this Article as paid on the share.

g) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares dining 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.

h) The Board may deduct from any dividend payable to arty Member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

i) The Board. may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a Member in respect of such shares,

j) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or in the case of joint holders, to the registered address of that one of the joint 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:

k) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

l) Payment in any way whatsoever shall be made at the risk of the person. entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

m) Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

n) No dividend shall bear interest against the Company

o) The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.

p) Where the Company has declared a dividend but which has not been paid or claimed within 30 days from the date of declaration, transfer the total amount of dividend which remains unpaid or unclaimed within the said period of 30 days, to a special account to be opened by the company in that behalf in any scheduled bank, to be called " _____Unpaid Dividend Account"

Any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the company to the Fund known as Investor Education and Protection Fund established under Section 125 of the Act.

q) No unclaimed Dividend shall be forfeited before the claim becomes barred by law, and unclaimed Dividends shall be dealt with in accordance with the applicable provisions of the Act

ACCOUNTS

103.

a) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.

b) No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorized by the Board.

WINDING UP

104.

a) Subject to the applicable provisions of the Chapter XX of the Act and the Rules made thereunder -

- If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

- For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

- The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY AND INSURANCE

105. Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

GENERAL POWER

106. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts and documents which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material are attached to the copy of this Draft Red Herring Prospectus which will be delivered to the RoC for filing. Copies of these documents and contracts and the documents and contracts for inspection referred to hereunder, may be inspected at our Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Draft Red Herring Prospectus until the Bid/ Issue Closing Date (except for such agreements executed after the Bid/ Issue Closing Date). Copies of the documents for inspection referred to hereunder, will also be available on the website of the Company at www.armeeinfotech.com. Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time, if so required, in the interest of our Company, or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions of the Companies Act and other applicable law.

Material contracts to the Issue

1. Issue Agreement dated February 26, 2025, entered into among our Company and the BRLMs.

2. Registrar Agreement dated February 26, 2025, entered into among our Company and the Registrar to the Issue.

3. Monitoring Agency Agreement dated [●] entered into between our Company and the Monitoring Agency.

4. Cash Escrow and Sponsor Bank(s) Agreement dated [●] entered into among our Company, the BRLMs, the Bankers to the Issue, and the Registrar to the Issue.

5. Syndicate Agreement dated [●] entered into among our Company, the BRLMs, the Syndicate Members and Registrar to the Issue.

6. Underwriting Agreement dated [●] entered into among our Company and the Underwriters.

Material documents

1. Certified copies of the Memorandum of Association and the Articles of Association, as amended until date.

2. Certificate of incorporation dated April 24, 2024, issued by the RoC.

3. Resolution dated May 3, 2024, passed by the Board authorising the Issue and other related matters.

4. Resolution dated May 9, 2024, passed by the Shareholders authorising the Issue and other related matters.

5. Resolution dated February 26, 2025 passed by the Board approving this Draft Red Herring Prospectus and certain other related matters.

6. Report titled "*Industry Report on IT Infrastructure Industry & Solar EPC Industry in India*" issued on February 11, 2025 issued by D&B.

7. The examination report dated December 20, 2024, of the Statutory Auditors on the Restated Financial Information included in this Draft Red Herring Prospectus.

8. Consent from the Statutory Auditors, M/s Kantilal Patel & Co., Chartered Accountants, to include their name as an "expert" in their capacity as an auditor and in respect of their (i) examination report dated December 20, 2024, on the Restated Financial Information; (ii) the statement of special tax benefits dated February 26, 2025 included in this Draft Red Herring Prospectus; and (iii) certificates issued by them in connection with the Issue.

9. Consent from the Independent Chartered Accountants, N B T & Co., Chartered Accountants, dated February 26, 2025 to include their name as an "expert" in their capacity as the Independent Chartered Accountant of our Company.

10. Consents of the BRLMs, the Registrar to the Issue, the Syndicate Members, Bankers to the Company, Escrow Collection Bank(s), Public Issue Account Bank(s), Refund Bank(s) and Sponsor Bank(s), Monitoring Agency, the legal counsel to the Issue as to Indian law, our Directors, the Company Secretary and Compliance Officer, and D&B, to act in their respective capacities.

11. Agreement dated March 12, 2024 between our Company and the Managing Director, appointing the Managing Director.

12. Valuation report dated October 10, 2023, furnished by our Statutory Auditors, M/s Kantilal Patel & Co., Chartered Accountant, determining fair market value of equity shares of ATSPL.

13. Valuation report dated April 1, 2017, furnished by Induprasad C. Patel, the Independent Valuer, determining fair market value of assets of the Partnership Firm.

14. The statement of special tax benefits available to our Company, dated February 26, 2025 issued by the Statutory Auditors.

15. The report in relation to the objects of the issue—working capital, dated February 16, 2025, issued by the Statutory Auditors.

16. Copies of annual reports of our Company for Fiscals 2024, 2023, and 2022.

17. Tripartite agreement dated February 29, 2024, among our Company, NSDL and Registrar to the Issue.

18. Tripartite agreement dated March 2, 2024, among our Company, CDSL and the Registrar to the Issue.

19. Certificate dated February 26, 2025 from M/s Kantilal Patel & Co., Chartered Accountants, the Statutory Auditors, with respect to our key performance indicators.

20. Due diligence certificate to SEBI from the BRLMs dated February 26, 2025.

21. In-principle listing approvals dated [●], and [●] from BSE and NSE, respectively.

22. Final observation letter bearing number [●] dated [●] issued by SEBI.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders, subject to compliance with the provisions contained in the Companies Act and other applicable law.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHAIRMAN AND MANAGING DIRECTOR OF OUR COMPANY

Ridhish Kiritbhai Patel

(Chairman and Managing Director)

Place: Ahmedabad

Date: February 26, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE EXECUTIVE DIRECTOR OF OUR COMPANY

Ami Ridhish Patel

(Executive Director)

Place: Ahmedabad

Date: February 26, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Dukhabandhu Rath

Dukhabandhu Rath

(Independent Director)

Place: Anandpur, Odisha

Date: February 26, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Preet Prakashbhai Shah

(Independent Director)

Place: Ahmedabad

Date: February 26, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Sudhin Bhagwandas Choksey

(Independent Director)

Place: Ahmedabad

Date: February 26, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, I 956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE INDEPENDENT DIRECTOR OF OUR COMPANY

Sujit Gulati

(Independent Director)

Place: Gandhinagar

Date: February 26, 2025

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statements, disclosures and undertakings made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. I further certify that all statements, disclosures and undertakings in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Aruna Maheshwari

Aruna Maheshwari

(Chief Financial Officer)

Place: Ahmedabad

Date: February 26, 2025