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**Draft Red Herring Prospectus**

Dated: July 26, 2024

(Please read Section 26 & 32 of the Companies Act, 2013)

**100% Book Built Issue**

This Draft Red Herring Prospectus will be updated upon filing with RoC

**franchiseindia.com**  
Entrepreneur's Daily Dose

**FRANCHISEINDIA.COM LIMITED**  
CIN: U74110DL2010PLC198418

Registered office	Contact Person	Email & Telephone	Website
B-2/11, 1 <sup>st</sup> Floor, Mohan Cooperative Industrial Estate, Badarpur, New Delhi- 110044	Mr. Aashish K Bhatt Company Secretary & Compliance Officer	compliance@franchiseindia.com Contact No. +91-9667007218	<a href="http://www.franchiseindia.com">www.franchiseindia.com</a>

**PROMOTERS OF OUR COMPANY: MR. SACHIN MARYA, MS. RITU MARYA, MS. ASHITA MARYA AND MS. PREETIMA BHARDWAJ**

**DETAILS OF THE ISSUE**

Type	Fresh Issue Size (₹ In Lakh)	OFS Size (By No. of Shares or by amount in ₹)	Total Issue Size	Eligibility
Fresh Issue	Upto 24,60,000 Equity Shares aggregating to ₹[●] Lakhs	Nil	Upto [●] Equity Shares aggregating to ₹[●] Lakhs	<b>THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018, AS AMENDED</b>

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

**RISK IN RELATION TO THE FIRST ISSUE**

The face value of the Equity Shares is ₹10/- each. The Floor Price, Cap Price and the Issue Price to be determined by our Company in consultation with the BRLM on the basis of the assessment of market demand of our Equity Shares by way of the Book Building Process, as disclosed in the "Basis for Issue Price" beginning on page no 96 on this DRHP, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding anH active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page no 29 of this Draft Red Herring Prospectus.


**ISSUER ABSOLUTE RESPONSIBILITY**

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


**LISTING**

The Equity Shares Issued through this Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE") in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received an 'in-principal' approval letter dated [●] from NSE for using its name in the issue document for listing of our Company on the Emerge Platform of NSE. For the purpose of this Issue, the Designated Stock Exchange will be National Stock Exchange of India ("NSE")

**BOOK RUNNING LEAD MANAGER TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 <b>CORPORATE MAKERS CAPITAL LIMITED</b>	Mr. Pawan Kumar Mahur/ Mr. Rohit Pareek	<b>Email id:</b> compliance@corporatemakers.in & <b>Telephone:</b> +91-11-41411600

**REGISTRAR TO THE ISSUE**

Name and Logo	Contact Person	Email & Telephone
 <b>SKYLINE FINANCIAL SERVICES PRIVATE LIMITED</b>	Mr. Anuj Rana	<b>Email Id:</b> ipo@skylinerta.com <b>Telephone:</b> +91-11-40450193-197 <b>FAX No. :</b> +91-11-26812683

**ISSUE PROGRAMME**

<b>ANCHOR PORTION ISSUE OPENS/CLOSES ON:</b> [●]*	<b>ISSUE OPENS ON</b> [●]*	<b>ISSUE CLOSES ON</b> [●]**^
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\*The Company may, in consultation with the Book Running Lead Manager, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/Issue Opening Date.

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

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



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Entrepreneur's Daily Dose
FRANCHISEINDIA.COM LIMITED
CIN: U74110DL2010PLC198418

Draft Red Herring Prospectus
Dated: July 26, 2024
Please read Section 26 & 32 of the Companies Act, 2013)
100% Book Built Issue
This Draft Red Herring Prospectus will be updated upon filing with RoC

Our Company was originally incorporated as a Private Limited Company under the name of "Startup Publication India Private Limited" on January 28, 2010 under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi & Haryana. Further pursuant to a resolution passed by our shareholders at extra ordinary general meeting held on December 14, 2020, name of our Company was changed from "Startup Publication India Private Limited" to "Franchiseindia.com Private Limited" and a fresh Certificate of Incorporation pursuant to change in name of the Company dated December 29, 2020 was issued by the Registrar of Companies, NCT of Delhi & Haryana. Subsequently our Company was converted into Public Limited pursuant to resolution passed by our shareholders at extra ordinary general meeting held on April 20, 2024 and a fresh Certificate of Incorporation pursuant to conversion into public limited dated June 22, 2024 issued by the Registrar of Companies, Central Processing Centre. For details of incorporation, change of registered office of our Company, please refer to the section title "History and Corporate Structure" on page no. 154 of this Draft Red Herring Prospectus.

Registered Office: B-2/11, 1st Floor, Mohan Cooperative Industrial Estate, Badarpur, New Delhi- 110044
Telephone: +91-9667007218; Website: www.franchiseindia.com; E-mail: compliance@franchiseindia.com
Company Secretary and Compliance Officer: Mr. Aashish K Bhatt

OUR PROMOTERS: MR. SACHIN MARYA, MS. RITU MARYA, MS. ASHITA MARYA AND MS. PREETIMA BHARDWAJ

DETAILS OF THE ISSUE

INITIAL PUBLIC ISSUE OF UPTO 24,60,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH OF FRANCHISEINDIA.COM LIMITED ("FIL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹[●] LAKHS ("THE ISSUE"), OF WHICH 1,23,600 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE AGGREGATING TO ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS THE MARKET MAKER RESERVATION PORTION i.e. NET ISSUE OF 23,36,400 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH AT A ISSUE PRICE OF ₹[●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE AGGREGATING TO ₹[●] LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]% RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF OUR EQUITY SHARES IS ₹ 10/- EACH. THE ISSUE PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGER.

The price band and the minimum bid lot will be decided by our Company, in consultation with the book running lead manager and will be advertised in all editions of [●] (which are widely circulated in New Delhi English daily newspaper) and all editions of [●] (which are widely circulated in New Delhi daily newspaper) and all editions of [●] the regional language of New Delhi, where our registered office is located), at least two working days prior to the bid/ issue opening date and shall be made available to National Stock Exchange of India Limited ("NSE", "stock exchange") for the purpose of uploading on their respective website.

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

This Issue is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50.00% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company may, in consultation with the Book Running Lead Manager, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), 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-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15.00% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors and not less than 35.00% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All Bidders are required to participate in the Issue by mandatorily utilizing the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page no 258 of this Draft Red Herring Prospectus.

RISK IN RELATION TO FIRST ISSUE

"This being the first Public Issue of our Company, there has been no formal market for the securities of our Company. The face value of the shares is ₹10/- per Equity Shares and the Issue price/ floor price/ price band should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the equity shares of our Company nor 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 this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. 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 neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on page no 29 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of this Issue; that the information contained in this Prospectus is true and correct in all material aspects and is not misleading in any material respect; that the opinions and intentions expressed herein are honestly held; and that there are no other facts, the omission of which makes this 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 offered through the Draft Red Herring Prospectus are proposed to be listed on the Emerge Platform of National Stock Exchange of India Limited ("NSE" i.e. "NSE SME PLATFORM"). In terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended, our Company has received an in-principle approval letter dated [●] from NSE for using its name in the Offer document for listing of our shares on the Emerge Platform of NSE. For the purpose of this Issue, the Designated Stock Exchange will be the National Stock Exchange of India Limited.

BOOK RUNNING LEAD MANAGER

REGISTRAR TO THE ISSUE



CORPORATE MAKERS CAPITAL LIMITED
611, 6th Floor, Pragati Tower, Rajendra Place, New Delhi- 110008;
Telephone: 011 41411600
Email: compliance@corporatemakers.in;
Website: www.corporatemakers.in
Investor Grievance Email: info@corporatemakers.in;
Contact Person: Mr. Pawan Kumar Mahur/ Mr. Rohit Pareek;
SEBI Registration Number: INM000013095
CIN: U65100DL1994PLC063880

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
D-153A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi- 110020
Telephone: 011 40450193-197
Fax No. : +91-1126812683
Email ID: ipo@skylinerta.com
Investor grievance email: grievances@skylinerta.com
Website: www.skylinerta.com
Contact Person: Mr. Anuj Rana
SEBI Registration Number: INR000003241
CIN: U74899DL1995PTC071324

ISSUE PROGRAMME

ANCHOR PORTION ISSUE OPENS/ CLOSES ON [●]\*

ISSUE OPENS ON: [●]\*

ISSUE CLOSES ON: [●]\*\*^

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

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

***THIS PAGE HAS BEEN LEFT BLANK PURSUANT TO SCHEDULE VI OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.***

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## SECTION I- GENERAL

### DEFINITIONS AND ABBREVIATIONS

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

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

*Notwithstanding the foregoing, terms used in of the chapters titled “Industry Overview”, “Key Industry Regulations and Policies”, “Statement of Possible Tax Benefits”, “Financial Information as Restated”, “Basis for Issue Price”, “History and Corporate Structure”, “Other Regulatory and Statutory Disclosures”, “Outstanding Litigations and Material Developments” and “Main Provision of Articles of Association” beginning on page nos. 106, 145, 103, 185, 96, 154, 231, 222 and 293 respectively, of this Draft Red Herring Prospectus shall have the meaning ascribed to such terms in such sections.*

### GENERAL TERMS

Term	Description
"Franchiseindia.com Limited", "FIL", "Franchiseindia", "We" or "us" or "our Company" or "the Issuer " or "the Company"	Unless the context otherwise requires, refers to Franchiseindia.com Limited, a Company incorporated under the Companies Act, 1956 and having its registered office at B-2/11, 1st Floor, Mohan Cooperative Industrial Estate, Badarpur, New Delhi- 110044.

### COMPANY RELATED TERMS

Term	Description
AOA/ Articles / Articles of Association	Articles of Association of our Company.
Audit Committee	The Committee of the Board of Directors constituted as the Company's Audit Committee on July 06, 2024 in accordance with Section 177 of the Companies Act, 2013 and rules made thereunder disclosed as such in the chapter titled “Our Management” beginning on page no 158 of this Draft Red Herring Prospectus.
Auditor/ Statutory Auditor	The Statutory Auditors of our Company, being M/s Madhu Khajanchi & Co. Chartered Accountants as mentioned in the section titled “General Information” beginning on page no 52 of this Draft Red Herring Prospectus.
Bankers/ Lenders to our Company	Such banks which are disclosed as bankers to the Company in the chapter titled “General Information” beginning on page no 52 of this Draft Red Herring Prospectus.
Board of Directors/ the Board / our Board	The director(s) on our Board, unless otherwise specified. For further details of our Directors, please refer to section titled “Our Management” beginning on page no 158 of this Draft Red Herring Prospectus.
Chief Financial Officer/ CFO	Chief Financial Officer of our Company being Mr. Sachin Marya.
CIN	Corporate Identification Number: U74110DL2010PLC198418.
Companies Act / Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
Company Secretary and Compliance Officer	The Company Secretary & Compliance Officer of our Company, Mr. Aashish K Bhatt.
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).
Depositories Act	The Depositories Act, 1996, as amended from time to time.
DIN	Directors Identification Number.

Director(s) / our Directors	The Director(s) of our Company, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹10.00 each unless otherwise specified in the context thereof.
Equity Shareholders/ Shareholders	Persons/ entities holding Equity Shares of our Company.
Group Companies	Group Companies as defined under Regulation 2(1)(t) of the SEBI (ICDR) Regulations, 2018, Group companies shall include such companies (other than our Promoters and Subsidiary) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed under section titled “ <b>Financial Information as Restated</b> ” beginning on page no 185 of this Draft Red Herring Prospectus.
HNI	High Net-worth Individual
Independent Director	A Non-executive & Independent Director as per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Indian GAAP	Generally Accepted Accounting Principles in India.
ISIN	International Securities Identification Number. In this case being INEOWLD01015.
IT Act	The Income Tax Act, 1961 as amended till date.
Independent Director	An Independent Director as defined under Section 2(47) of the Companies Act, 2013 and as defined under the SEBI (LODR) Regulations. For details of our Independent Directors, see “ <b>Our Management</b> ” on page no 158 of this Draft Red Herring Prospectus
JV/ Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
Key Managerial Personnel/ Key Management Employees	The officer vested with executive power and the officers at the level immediately below the Board of Directors as described in the chapter titled “ <b>Our Management</b> ” beginning on page no 158 of this Draft Red Herring Prospectus.
LLP	Limited Liability Partnership
Materiality Resolution	Resolution of the Board dated July 06, 2024 for identification of group companies, material creditors and material litigation, in accordance with the requirements of the SEBI ICDR Regulations.
MD	Managing Director being Mr. Sachin Marya.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on July 06, 2024, in accordance with the requirements of the SEBI (ICDR) Regulations, 2018.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Franchiseindia.com Limited, as amended from time to time.
Non- residents	A person resident outside India, as defined under FEMA.
NAV	Net Asset Value.
NBFC	Non-Banking Financial Company as defined under Section 45-IC and 45-IF of the RBI Act, 1934.
NPA	Non-Performing Asset.
Nomination and Remuneration Committee	Nomination and Remuneration Committee of our Company as constituted vide the Board Meeting held on July 06, 2024 in accordance and Section 178 of Companies Act, 2013 and rules made thereunder.
Non-Executive Director	A Director not being an Executive Director.
NSE/ NSE Limited	National Stock Exchange Limited or Emerge Platform of NSE.
Peer Review Auditor	Auditor having a valid Peer Review certificate in our case being M/s Kapish Jain & Associates., Chartered Accountants (FRN: 022743N), having peer review certificate number 011804, having their office at B-504, Statesman House, Barakhamba Road, Delhi – 110001
Promoter	Shall mean Promoter of Our Company i.e. Mr. Sachin Marya, Ms. Ritu Marya, Ms. Ashita Marya and Ms. Preetima Bhardwaj. For further details, please refer to section titled “ <b>Our Promoters &amp; Promoters Group</b> ” beginning on page no 175 of this Draft Red Herring Prospectus.
Promoter Group	Includes such 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 under section titled <b>“Our Promoters &amp; Promoters Group”</b> beginning on page no 175 of this Draft Red Herring Prospectus.
RBI Act	Reserve Bank of India constituted under the RBI Act.
Registered Office of our Company	The Registered Office of our Company is situated at B-2/11, 1st Floor, Mohan Cooperative Industrial Estate, Badarpur, New Delhi- 110044.
RoC / Registrar of Companies, NCT of Delhi & Haryana	The Registrar of Companies, Delhi, is situated at Registrar of Companies, 4 <sup>th</sup> Floor, IFCI Tower, 61, Nehru Place, New Delhi- 110019, India.
Restated Financial Information/ Restated Financial Statement	The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows, for the period ended on March 31, 2024, 2023 and 2022 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time.
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
SEBI (ICDR) Regulations /ICDR Regulation/ Regulation	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015 /SEBI Listing Regulations /Listing Regulations/ SEBI (LODR) Regulations	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
Stakeholders’ Relationship Committee	Stakeholder’s Relationship Committee of our Company as constituted vide the Board Meeting held on July 06, 2024 in accordance Section 178 of Companies Act, 2013.
Stock Exchange	Unless the context requires otherwise, refers to, National Stock Exchange of India Limited (Emerge Platform of NSE).
Shareholders	Shareholders of our Company from time to time.
Sub-Account	Sub- accounts registered with SEBI under the Securities and Exchange Board of India (Foreign Institutional Investor) Regulations, 1995, other than sub-accounts which are foreign corporate or foreign individuals.

## ISSUE RELATED TERMS

Term	Description
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf.
Acknowledgment Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application.
Allotment/Allot/Allotted	Unless the context otherwise requires, allotment of Equity Shares offered pursuant to the Fresh Issue pursuant to successful Bidders.
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of our Company.
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchanges.
Application Supported by Blocked Amount / ASBA	An application, whether physical or electronic, used by applicants to make an application authorising a SCSB to block the application amount in the ASBA Account maintained with the SCSB.
ASBA Account	An account maintained with the SCSB and specified in the application form submitted by ASBA applicant for blocking the amount mentioned in the application form.
ASBA Applicant	Any prospective investor who makes an application pursuant to the terms of the Draft Red Herring Prospectus and the Application Form including through UPI mode (as applicable).

Term	Description
ASBA Bid	A Bid made by ASBA Bidder.
Allotment	Issue of the Equity Shares pursuant to the Issue to the successful applicants.
Allottee (s)	The Successful applicant(s) to whom the Equity Shares are being/ have been issued /allotted.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers during the Anchor Issue Period.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and 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 the Anchor Investors in terms of the Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Issue Price but not higher than the Cap Price. The Anchor Investor Issue Price will be decided by our Company, in consultation with the Book Running Lead Manager.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the Book Running Lead Managers, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations.
Applicant/ Investor	Any prospective investor who makes an application pursuant to the terms of this Draft Red Herring Prospectus.
Application Amount	The amount at which the prospective investors shall apply for Equity Shares of our Company in terms of this Draft Red Herring Prospectus.
Basis of Allotment	The basis on which Equity Shares will be allotted to successful applicants under the Issue and which is described in “Basis of allotment” under chapter titled “ <b>Issue Procedure</b> ” beginning on page no 258 of this Draft Red Herring Prospectus.
Banker to the Issue / Refund Banker/ Public Issue Bank	The bank which are clearing members and registered with SEBI as Banker to an Issue with whom the Public Issue Account will be opened and in this case being [●].
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Application Forms i.e. Designated SCSB Branch for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs.
Bid	An indication to make an Issue during the Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term “Bidding” shall be construed accordingly
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter
Business Day	Monday to Friday (except public holidays).
Broker Centres	Broker Centres notified by the Stock Exchanges where investors can submit the Application Forms to a Registered Broker. The details of such Broker Centers, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchange.
Book Running Lead Manager / BRLM	Book Running Lead Manager to the Issue, in this case being Corporate Makers Capital Limited.
CAP Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price will not be finalized and above which no Bids will be accepted.



<b>Term</b>	<b>Description</b>
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars, issued by SEBI and as per the list available on the websites of BSE and NSE.
Circular on Streamlining of Public Issues/ UPI Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Master circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard.
Controlling Branches	Such branches of SCSBs which coordinate Applications under the Issue with the LM, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in">http://www.sebi.gov.in</a> or at such other website as may be prescribed by SEBI from time to time.
Cut-Off Price	The Issue Price, which shall be any price within the Price band as finalized by our Company in consultation with the BRLM. Only Retail Individual Investors are entitled to Bid at the Cut-off Price. QIBs (including Anchor Investor) and Non-Institutional Investors are not entitled to Bid at the Cutoff Price.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, name of the applicant father/husband, investor status, occupation and Bank Account details.
Designate Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue.
Designated Intermediaries /Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue.
Depository/ Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges ( <a href="http://www.bseindia.com">www.bseindia.com</a> and <a href="http://www.nseindia.com">www.nseindia.com</a> ).
Designated Stock Exchange	National Stock Exchange of India Limited.
DP ID	Depository Participants Identity Number.
Draft Red Herring Prospectus/ DRHP	This Draft Red Herring Prospectus dated July 26, 2024, issued in accordance with Section 26 and 32 of the Companies Act, 2013 and SEBI (ICDR) Regulations.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.

Term	Description
Eligible FPI(s)	FPIs from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Issue and in relation to whom the Application Form and the Prospectus constitutes an invitation to subscribe to the Equity Shares.
Eligible NRI	NRIs from jurisdictions outside India where it is not unlawful to make an issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus constitutes an invitation to subscribe to the Equity Shares Allotted herein.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Emerge Platform of National Stock Exchange of India Limited	The Emerge Platform of National Stock Exchange of India Limited for Listing of Equity Shares offered under Chapter IX of SEBI (ICDR) Regulations which was approved by SEBI as a National Stock Exchange of India Limited Emerge on October 14, 2011.
Engagement Letter	The engagement letter dated June 22, 2024 between our Company and the BRLM.
Escrow and Sponsor Bank Agreement	Agreement dated [●] entered into amongst our Company, the Registrar to the Issue, the Book Running Lead Manager and Banker to the Issue and Sponsor Bank, to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Escrow Account(s)	Account(s) opened with the Bank(s) to the Issue pursuant to Escrow and Sponsor Bank Agreement.
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account(s) will be opened, in this case being [●].
First Applicant	The Applicant whose name appears first in the Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band being [●], subject to any revision(s) thereto, not being less than the face value of Equity Shares and the Anchor Investor Issue Price, at or above which the Issue Price will be finalized and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
Fresh Issue	The Fresh Issue of Upto 24,60,000 Equity Shares aggregating up to ₹ [●] Lakhs.
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.
General Information Document (GID)	The General Information Document for investing in public issues prepared and issued in accordance with the 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 Exchange and the Book Running Lead Manager.
GIR Number	General Index Registry Number
Issue Agreement	The agreement dated July 10, 2024 amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Opening	The date on which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●]
Issue Closing	The date after which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national

Term	Description
	newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●]
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders. Our Company in consultation with the Book Running Lead Manager may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days.
IPO	Initial Public Offering.
Issue/ Issue Size/ Initial Public Issue/ Initial Public Offering/ IPO/ Public Issue	The Public Issue of 24,60,000 Equity Shares of ₹10/- each at ₹[●] per Equity Shares including Share Premium of ₹[●] per Equity Share aggregating to ₹[●] Lakhs by Franchiseindia.com Limited.
Issue Price	The price at which the Equity Shares are being issued by our Company in consultation with the Book Running Lead Manager under the Red Herring Prospectus and the Prospectus being ₹[●] per share.
Issue Proceeds	Proceeds to be raised by our Company through this Issue, for further details please refer chapter titled “ <i>Objects of the Issue</i> ” beginning on page no 82 of this Draft Red Herring Prospectus.
Listing Agreement	Unless the context specifies otherwise, this means the SME Equity Listing Agreement to be signed between our company and the Emerge Platform of National Stock Exchange of India Limited (“NSE Emerge”).
Market Maker	The Market Maker to the Issue, in this case being [●].
Market Maker Agreement	The Agreement entered into between the Market Maker and our Company dated [●].
Mobile App(s)	The mobile applications listed on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmid=43</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism.
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended.
Mutual Fund Portion	5% of the Net QIB Portion (other than anchor allocation), 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.
NCLT	National Company Law Tribunal.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] Equity Shares of ₹10/- each at ₹[●] per Equity Share including share premium of ₹[●] per Equity Share aggregating to ₹[●] Lakhs by Franchiseindia.com Limited.
Net Proceeds	The proceeds from the Issue less the Issue related expenses applicable to the Issue. For further information about use of the Issue Proceeds and the Issue expenses, see “ <i>Objects of the Issue</i> ” on page no 82 of this Draft Red Herring Prospectus.
Net QIB Portion	The portion of the QIB Portion less the number of Equity Shares Allocated to the Anchor Investors.
Non-Institutional Investors/ Non-Institutional Bidders/ NIB’s	All Applicants that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹200,000 (but not including NRIs other than Eligible NRIs).
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).

Term	Description
Non Retail Portion including Qualified Institution Buyers (NRII)	The remaining portion of the Net Issue, after retails portion, being not more than 50% of the Net issue which shall be available for allocation to NRIIs in accordance with the SEBI ICDR Regulations.
Pay-in Period	The period commencing on the Bid/Issue Opening date and extended till the closure of the Anchor Investor Pay-in-Date.
Payment through electronic transfer of funds	Payment through NECS, NEFT or Direct Credit, as applicable.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price Band of a minimum price (Floor Price) of ₹[●] and the maximum price (Cap Price) of ₹[●]. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation at least two working days prior to the Bid / Issue Opening Date.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, inter alia, the Issue opening and closing dates, the size of the Issue and certain other information
Public Issue Account	An Account of the Company under Section 40 of the Companies Act, 2013 where the funds shall be transferred by the SCSBs from bank accounts of the ASBA Investors.
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalise the Issue Price.
Qualified Institutional Buyers / QIBs	The qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI.
QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of [●] Equity Shares aggregating to ₹[●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors).
Red Herring Prospectus / RHP	The Red Herring Prospectus dated [●] issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto.
Registered Brokers	Stockbrokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI.
Refund Account	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Issue at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Registrar/ Registrar to the Issue	Registrar to the Issue being Skyline Financial Services Private Limited.
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Retail Individual Investors/ (RII)	Individual investors (including HUFs applying through their Karta and Eligible NRI Bidders) who applies or bids for the Equity Shares of a value of not more than ₹ 2,00,000/.
Retail Portion	The portion of the Net Issue being not less than 50% of the Net Equity Shares which shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations.

Term	Description
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and NonInstitutional Investors are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Applicants can revise their Applications during the Issue Period and withdraw their Applications until Issue Closing Date
Reserved Category/ Categories	Categories of persons eligible for making bid under reservation portion.
Reservation Portion	The portion of the Issue reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System
SEBI Master Circular	The SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023.
Self-Certified Syndicate Bank(s) or SCSB(s)	The list of SCSBs notified by SEBI for the ASBA process is available at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> , or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RIB using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Application Forms, is available at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> , or at such other websites as may be prescribed by SEBI from time to time. In relation to Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> ) and updated from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=35</a> ) as updated from time to time. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> ) and ( <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=43</a> ) 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 Applicants, a list of which will be included in the Application Form
Sponsor Bank	The Banker to the Issue registered with SEBI and appointed by our Company to act as a conduit between the Stock Exchanges and the NPCI in order to push the mandate collect requests and / or payment instructions of the Retail Individual Bidders into the UPI and carry out other responsibilities, in terms of the UPI Circulars.
Stock Exchange	National Stock Exchange of India Limited
Systemically Important Non-Banking Financial Companies	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/ TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.
Underwriter	The Underwriter to the Issue, in this case being [●].
Underwriting Agreement	The Agreement entered into between the Underwriter and our Company dated [●]

Term	Description
UPI	Unified Payment Interface, which is an instant payment mechanism, developed by NPCI.
UPI Bidder	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail Portion, and (ii) Non- Institutional Bidders with an application size of up to ₹500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the 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 websites 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 Circular	The SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, Circular number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI Master circular, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 April 20, 2022, SEBI circular no SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and any subsequent circulars or notifications issued by SEBI or any other governmental authority in this regard.
UPI ID	ID created on UPI for single-window mobile payment system developed by the NPCI.
UPI Mandate Request	A request (intimating the Retail Individual Bidder by way of a notification on the Mobile App and by way of a SMS directing the Retail Individual Bidder to such Mobile App) to the Retail Individual Bidder initiated by the Sponsor Bank to authorize blocking of funds on the Mobile App equivalent to Bid Amount and Subsequent debit of funds in case of Allotment.
UPI Mechanism	The bidding mechanism that may be used by a RII to make a Bid in the Issue in accordance with the UPI Circulars.
UPI PIN	Password to authenticate UPI transactions.
Willful Defaulter	Willful defaulter as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations.
Working Days	In accordance with Regulation 2(1)(mmm) of SEBI ICDR Regulation, working day means all days on which commercial banks in the city as specified in the Red Herring Prospectus are open for business:  1. However, in respect of announcement of price band and Issue Period, working day shall mean all days, excluding Saturday, Sundays and Public holidays, on which commercial banks in the city as notified in this Red Herring Prospectus are open for business. 2. In respect to the time period between the Issue closing date and the listing of the specified securities on the stock exchange, working day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holiday in accordance with circular issued by SEBI.

## TECHNICAL AND INDUSTRY RELATED TERMS

Term	Description
ADM	Application Development and Management
AI	Artificial Intelligence
API	Application Programming Interface
App	Application
DPIIT	Department for Promotion of Industry and Internal Trade

Term	Description
Discom	Distribution Companies
DRE	Distributed Renewable Companies
EPC	Engineering, Procurement, and Construction
ERP	Enterprise Resource Planning
EV	Electronic Vehicles
GW	Giga Watt
ICAT	International Centre for Automotive Technology
iOS	iPhone Operating System
MNRE	Ministry of New and Renewable Energy, Government of India
MW	Mega Watts
SAAS	Software as a Service
UI	User Interface
Bankruptcy Code	The Insolvency and Bankruptcy Code, 2016, as amended from time to time
Bn	Billion
CSR	Corporate Social Responsibility
CAGR	Compounded Annual Growth Rate
CPI	Consumer Price Index
CRAR	Capital Adequacy Ratio
DSA	Direct Selling Agents
DGFT	Directorate General of Foreign Trade
ECB	External Commercial Borrowing
FDI	Foreign Direct Investment
FTA	Foreign Tourist Arrivals
GDP	Gross Domestic Product
GPS	Global Positioning System
IIP	Index of Industrial Production
KYC	Know Your Customer
KYC Norms	Customer identification procedure for opening of account and monitoring transactions of suspicious nature followed by NBFCs for the purpose of reporting it to appropriate authority
LAP	Loans against Property
PE	Private Equity
PMI	Purchasing Managers' Index
RNI	Registrar of Newspaper of India
SLR	Statutory Liquidity Ratio
Total Assets	Total Assets of our Company
Total AUM	Includes AUM for our Asset Backed Finance, Mortgaged Finance and SME Finance Business.
Tier I Capital	As defined under RBI Regulations for NBFCs
Tier II Capital	As defined under RBI Regulations for NBFCs
US	United States of America
VC	Venture Capital

## CONVENTIONAL AND GENERAL TERMS

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
AO	Assessing Officer.
AMC	Asset Management Company
Air Act	The Air (Prevention and Control of Pollution) Act, 1981
Associate	A person who is an associate of the offeror and as defined under the Companies Act, 2013
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations

Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
Category I foreign portfolio investor(s)	FPIs who are registered as "Category I foreign portfolio investor" under the SEBI FPI Regulations.
Category II foreign portfolio investor(s)	FPIs who are registered as "Category II foreign portfolio investor" under the SEBI FPI Regulations.
Category III foreign portfolio investor(s)	FPIs who are registered as "Category III foreign portfolio investor" under the SEBI FPI Regulations.
Client ID	The client identification number maintained with one of the Depositories in relation to Demat account.
Companies Act, 1956	Companies Act, 1956 ( <i>without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013</i> ) along with the relevant rules made thereunder.
Companies Act/ Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made thereunder.
Competition Act	The Competition Act, 2002.
Consolidated FDI Policy	The current consolidated FDI Policy, effective from October 15, 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
Depositories Act	The Depositories Act, 1996.
Equity Listing Agreement/ Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our company and National Stock Exchange of India Limited.
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999 read with rules and regulations thereunder.
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations ( <i>defined later</i> ).
Financial Year/ Fiscal/ Fiscal Year/ F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations ( <i>defined later</i> ) and registered with SEBI under applicable laws in India.
Fugitive economic offender	An individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018
FVCI	Foreign Venture Capital Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
Income Tax Act or the I.T. Act	The Income Tax Act, 1961.
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016.
LLP Act	The Limited Liability Partnership Act, 2008
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the Government as having come into effect prior to the date of this Prospectus.
NRE Account	Non-resident external account
NRO Account	Non-resident ordinary account
RBI Act	Reserve Bank of India Act, 1934
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations,



		2019, as amended.
SEBI Regulations	FVCI	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended.
SEBI Regulations	(ICDR)	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
SEBI Regulations / (LODR) Regulations	Listing	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI Regulations	Takeover	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
SARFESI Act		The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002.
SEBI VCF Regulations		The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996, as amended.
Securities Act		U.S. Securities Act of 1933, as amended.
State Government		The government of a state of the Union of India.
Sub-account		Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporates or foreign individuals.
VCFs		Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.

## GENERAL TERMS/ ABBREVIATIONS

Term	Description
₹, Rs. or Rupees or INR	Indian Rupees
A/c	Account
AMT	Amount
AGM	Annual General Meeting
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
ASBA	Applications Supported by Blocked Amount
A.Y.	Assessment year
AOA	Articles of Association
Approx.	Approximately
B.A.	Bachelor of Arts
B. Com	Bachelor in Commerce
BG/LC	Bank Guarantee / Letter of Credit
BIFR	Board for Industrial and Financial Reconstruction
BPLR	Bank Prime Lending Rate
NSE	National Stock Exchange Limited
NSE (NIFTY)	NIFTY is an index; market indicator of the position of stock that is listed in the NSE.
CAGR	Compounded Annual Growth Rate
CAN	Confirmation of Allocation Note
CA	Chartered Accountant
CC	Cash Credit
Cr	Crore
CIT	Commissioner of Income Tax
CS	Company Secretary
CS & CO	Company Secretary and Compliance Officer
CFO	Chief Financial Officer
CARO	Companies (Auditor's Report) Order, 2003
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
CLB	Company Law Board
CrPC	Criminal Procedure Code, 1973, as amended
CSR	Corporate Social Responsibility
CMD	Chairman and Managing Director
DIN	Director Identification Number

DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce, Government of India.
DP	Depository Participant
DP ID	Depository participant's identification
ECS	Electronic Clearing System
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation
ESIC	Employee's State Insurance Corporation
EGM	Extraordinary General Meeting of the Shareholders of the Company
EPS	Earnings Per Share
ESOS	Employee Stock Option Scheme
EXIM/EXIM Policy	Export-Import Policy
FIPB	Foreign Investment Promotion Board
FBT	Fringe Benefit Tax
GAAR	General anti avoidance rules
GIR	General index register
GST	Goods and Services Tax
GoI/Government	Government of India
HNI	High Net worth Individual
HSC	Higher Secondary Certificate
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
IIP	Index of Industrial Production
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
ISO	International Organization for Standardization
IT Act	The Income Tax Act, 1961, as amended
IT Rules	The Income Tax Rules, 1962, as amended
IRDA	Insurance Regulatory and Development Authority
ICSI	The Institute of Company Secretaries of India
Ltd.	Limited
M.B.A.	Master of Business Administration
MoF	Ministry of Finance, Government of India
MCA	Ministry of Corporate Affairs, Government of India
MoU	Memorandum of understanding
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MVAT	Maharashtra Value Added Tax Act
N.A.	Not Applicable
NAV/ Net Asset Value	Net asset value being paid up equity share capital plus free reserves ( <i>excluding reserves created out of revaluation</i> ) less deferred expenditure not written off ( <i>including miscellaneous expenses not written off</i> ) and debit balance of profit and loss account, divided by number of issued Equity Shares.
Net worth	The aggregate of paid-up Share Capital and Share Premium account and Reserves and Surplus (Excluding revaluation reserves) as reduced by aggregate of Miscellaneous Expenditure (to the extent not written off) and debit balance of Profit & Loss Account.
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
NPV	Net Present Value
NoC	No Objection Certificate
No.	Number
NR	Non-resident
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets
P.A.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax

PBT	Profit before tax
PF	Provident Fund
PSU	Public Sector Undertaking(s)
P/E Ratio	Price per earnings ratio
Pvt.	Private
RBI	Reserve Bank of India
ROE	Return on Equity
RoC	Registrar of Companies
RONW	Return on Net Worth
RTGS	Real time gross settlement
SME	Small and Medium Enterprises
Sec.	Section
SICA	Sick Industrial Companies (Special Provisions) Act, 1985.
SSC	Secondary School Certificate
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
SCSB	Self-certified syndicate bank
UIN	Unique identification number
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
w.e.f.	With effect from
Willful Defaulter	A willful defaulter, as defined under Regulation 2(1)(III) of the SEBI (ICDR) Regulations, means a person who or which is categorized as a willful defaulter by any bank or financial institution (as defined under Companies Act, 2013) or consortium thereof, in accordance with the guideline on willful defaulter issued by the RBI.
-, ()	Represent Outflow

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

Notwithstanding the foregoing, terms in the sections "**Statement of Possible Tax Benefits**", "**Financial Statements as Restated**" and "**Main Provision of Articles of Association**" beginning on page no 103, 185 & 293 respectively, shall have the meaning given to such terms in such sections.

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## PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

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

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Thousand means One Thousand”, “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off. All figures in decimals have been rounded off to the second decimal and all percentage figures have been rounded off to two decimal places. In certain instances, (i) the sum or percentage change of such 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.

### Financial Data

Unless stated otherwise, the financial data in this Draft Red Herring Prospectus is derived from our Restated Financial Statements which includes Restated Standalone Financial information of Franchiseindia.com Limited for the period ended March 31, 2024, 2023 and 2022 prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP which are included in this Draft Red Herring Prospectus, and set out in the section titled “*Financial Information as Restated*” beginning on page no 185 of this Draft Red Herring Prospectus. Our Financial Year commences on April 01 and ends on March 31 of the following year, so all references to a particular Financial Years are to the twelve-month period ended March 31 of that year. In this Draft Red Herring Prospectus, discrepancies in any table, graphs or charts between the total and the sums of the amounts listed are due to rounding-off.

There are significant differences between Indian GAAP, IFRS and U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included herein, and the investors should consult their own advisors regarding such differences and their impact on the financial data. Accordingly, the degree to which the Restated Financial Statements included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

Any percentage amounts, as set forth in the sections / chapters titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Information*” beginning on page nos. 29, 125 and 211 respectively of this Draft Red Herring Prospectus and elsewhere in this Draft Red Herring Prospectus, unless otherwise indicated, have been calculated on the basis of our Restated Financial Statements prepared in accordance with Indian GAAP, the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, 2018 and the Indian GAAP.

### Use of Industry and Market Data

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

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

and assumptions may vary widely among different market and industry sources. In accordance with the SEBI (ICDR) Regulations, 2018 the section titled **“Basis for Issue Price”** on page no 96 of the Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

### **Currency and units of presentation**

In this Draft Red Herring Prospectus, unless the context otherwise requires, all references to:

- i **‘Rupees’ or ‘₹’ or ‘Rs.’ or ‘INR’ are to Indian rupees, the official currency of the Republic of India.**
- ii ‘US Dollars’ or ‘US\$’ or ‘USD’ or ‘\$’ are to United States Dollars, the official currency of the United States of America,
- iii EURO or "€" are Euro currency,

All references to the word ‘Thousand’ means ‘One thousand’, ‘Lakh’, means ‘One hundred thousand’ and the word ‘Million’ means ‘Ten Lakhs’ and the word ‘Crore’ means ‘Ten Million’ and the word ‘Billion’ means ‘One thousand Million’.

In accordance with the SEBI (ICDR) Regulations, the chapter titled **“Basis for Issue Price”** beginning on page no 96 of this Draft Red Herring Prospectus includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLM, have independently verified such information.

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## FORWARD LOOKING STATEMENTS

All statements contained in this Draft Red Herring Prospectus that are not statements of historical facts constitute “*forward looking statements*”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in this Draft Red Herring Prospectus regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this Draft Red Herring Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or other projections.

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. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Competition from existing and new entities may adversely affect our revenues and profitability;
- Experience delays and/or defaults in client payments, we may be unable to recover all expenditures;
- Political instability or changes in the Government could adversely affect economic conditions in India and consequently our business may get affected to some extent;
- Our business and financial performance is particularly based on market demand and supply of our products/ services;
- Failure to comply with regulations prescribed by authorities of the jurisdictions in which we operate;
- Inability to successfully obtain registrations in a timely manner or at all;
- The performance of our business may be adversely affected by changes in, or regulatory policies of, the Indian national, state and local Governments;
- Any downgrading of India’s debt rating by a domestic or international rating agency could have a negative impact on our business and investment returns;
- Changes in Government Policies and political situation in India may have an adverse impact on the business and operations of our Company;
- Concentration of ownership among our Promoters.
- The performance of the financial markets in India and globally;
- The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.

For further discussion of factors that could cause the actual results to differ from the expectations, please refer to the sections / chapters titled “*Risk Factors*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Information*” beginning on page nos. 29, 125 and 211 respectively of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

Forward looking statements reflect the current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management’s beliefs and assumptions, which in turn are based on currently available information. Although our Company believes 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, the Directors, the BRLM, or any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. Our Company and the Directors will ensure that investors in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange.

## SECTION II – SUMMARY OF ISSUE DOCUMENT

Our Company was originally incorporated as a Private Limited Company under the name of “**Startup Publication India Private Limited**” on January 28, 2010 under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi & Haryana. Further pursuant to a resolution passed by our shareholders at extra ordinary general meeting held on December 14, 2020, name of our Company was changed from “**Startup Publication India Private Limited**” to “**Franchiseindia.com Private Limited**” and a fresh Certificate of Incorporation pursuant to change in name of the Company dated December 29, 2020 was issued by the Registrar of Companies, NCT of Delhi & Haryana. Subsequently our Company was converted into Public Limited pursuant to resolution passed by our shareholders at extra ordinary general meeting held on April 20, 2024 and a fresh Certificate of Incorporation pursuant to conversion into public limited dated June 22, 2024 issued by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U74110DL2010PLC198418, please refer to Chapter titled “**History and Corporate Structure**” on page no 154 of this Draft Red Herring Prospectus.

### A. PRIMARY BUSINESS OF OUR COMPANY

Our Company is a leading player in the Indian franchise ecosystem. Established in 2010, FIL has a long history of facilitating successful franchise partnerships in India. FIL plays a significant role in the Indian franchising ecosystem. Our comprehensive services, extensive experience, and industry publications establishes us as a valuable resource for both franchisors and aspiring franchisees seeking to navigate the Indian franchise landscape.

For detailed information on our business activities, please refer to Chapter titled “**Our Business**” beginning on page no 125 of this Draft Red Herring Prospectus.

### B. INDUSTRY IN WHICH OUR COMPANY OPERATES

Franchisees typically profit from the franchisor’s ready-made, tried-and-true business model, which frequently includes a well-known brand, marketing approach, and advantages related to economies of scale when purchasing supplies and other crucial business inputs.

A Franchise system’s expansion will typically be fueled by franchisees therefore the goods or service must be something that a small business owner or staff members who may not have prior industry knowledge can quickly learn. In addition, franchisees must continually keep the franchisor’s brand requirements so that the system can maintain a solid reputation within its network of operators.

Joining a franchise is among the most promising ways for young entrepreneurs to open new businesses. This enables companies to get off the ground quickly with a market, product, and process that are already well-established, all while avoiding a high learning curve.

Successful and content franchisees are the goals of good franchisors. A high prevalence of multi-unit franchisees is a positive indicator since it shows that the franchisee was satisfied enough with the performance of their initial site to open their other units. Successful franchise systems will be more likely to draw in new franchisees and have stronger growth potential.

The financial investment and outcomes one may forecast from opening and running a single site/ unit are known as unit economics. There are many measures some might examine inside a franchised system, but same-store sales growth and return on investment (ROI) from build-out expenditures are the core components of a solid unit economic profile.

For more details, please refer chapter titled “**Industry Overview**” beginning on page no 106.

### C. OUR PROMOTERS

Promoters of our company are Mr. Sachin Marya, Ms. Ritu Marya, Ms. Ashita Marya and Ms. Preetima Bhardwaj. Our promoters have rich experience of more than 25 years, 16 years, 25 years and 23 years respectively. For detailed information on our Promoters and Promoters Group, please refer to Chapter titled “**Our Promoters & Promoters Group**” beginning on page no 175 of this Draft Red Herring Prospectus.

## D. ISSUE OF THE SIZE

This is an Initial Public Issue of upto 24,60,000 Equity Shares of face value of ₹10/- each of our Company for cash at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share (the “**Issue Price**”) aggregating to ₹ [●] lakhs (“**The Issue**”), of which 1,23,600 Equity Shares of face value of ₹ 10/- each for cash at a price of ₹ [●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs will be reserved for subscription by Market Maker to the Issue (the “**Market Maker Reservation Portion**”). The Issue less the Market Maker Reservation Portion i.e. Net issue of 23,36,400 Equity Shares of face value of ₹10/- each at a price of ₹[●]/- per Equity Share including a share premium of ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs is herein after referred to as the “**Net Issue**”. The Public Issue and the Net Issue will constitute [●]% and [●]% respectively of the post-issue paid up Equity Share capital of our Company.

## E. OBJECTS OF THE ISSUE

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

Sr. No.	Particulars	Estimated Amount* (₹ in Lakhs)
1.	Unidentified Acquisitions in India	Upto 100.00
2.	Investment in Technology Infrastructure Development	Upto 816.81
3.	Capital Expenditure in requirements for the purchase of laptops/servers/printers and other equipments	Upto 330.26
4.	Expenditure for Intellectual Properties Development (Power Point Slides/ Presentation Decks/ Creatives)	Upto 100.20
5.	Expenditure for Expansion of Office Premises	Upto 287.21
6.	General Corporate Purpose	[●]/-
	<b>Total</b>	[●]/-

For further details please refer to the chapter titled “*Object of the Issue*” beginning on page no 82 of this Draft Red Herring Prospectus

## F. PRE & POST ISSUE SHAREHOLDING OF PROMOTER & PROMOTER GROUP

Our Promoters and Promoter Group collectively holds 48,47,388 Equity shares of our Company aggregating to 70.16% of the pre-issue paid-up Share Capital of our Company.

The shareholding pattern of our Promoters and Promoters’ Group before and after the Issue is as under:

Sr. No.	Name of Shareholders	Pre-Issue		Post-Issue*	
		No. of equity shares	As a % of Issued capital	No. of equity shares	As a % of Issued Capital
<b>Promoters</b>					
1.	Mr. Sachin Marya	28,45,929	41.19	[●]	[●]
2.	Ms. Ritu Marya	11,62,379	16.82	[●]	[●]
3.	Ms. Ashita Marya	8,21,764	11.89		
4.	Ms. Preetima Bhardwaj	17316	0.25		
	<b>Total- A</b>	<b>48,47,388</b>	<b>70.16</b>	[●]	[●]
<b>Promoters Group</b>					
5.	Ms. Asha Marya	3,94,268	5.71	[●]	[●]
6.	Uconcepts Solution Private Limited	492828	7.13	[●]	[●]
7.	Aptitud Studios Private Limited	246409	3.57	[●]	[●]
8.	Franchise India East Private Limited	739246	10.70	[●]	[●]
	<b>Total- B</b>	<b>18,72,751</b>	<b>27.11</b>	[●]	[●]
	<b>Total Shareholding (A+B)</b>	<b>67,20,139</b>	<b>97.27%</b>	[●]	[●]

\*Subject to finalization of basis of allotment



## G. SUMMARY OF FINANCIAL INFORMATION

Following are details as per the restated financial statements for the period ended March 31, 2024, 2023 and 2022 are as below:

(₹ In Lakh)

Sr. No.	Particulars	For the year ended on		
		March 31, 2024	March 31, 2023	March 31, 2022
1.	Paid-up Share Capital	22.35	1.00	1.00
2.	Net Worth	524.93	9.11	(0.89)
3.	Total Net Revenue (Operations)	1,466.50	352.02	463.86
4.	Profits after Tax	317.25	10.00	(0.13)
5.	Earnings Per Share (In ₹)	2,997.60	100.01	(1.35)
6.	NAV Per Share (In ₹)	4,959.99	91.10	(8.91)
7.	NAV Per Share (In ₹) (Post Bonus & Right Issue)	-		
8.	<b>Total Borrowings</b>			
	Long Term	-	-	-
	Short Term	-	-	-

For detailed information on the “**Financial Information as restated**”, please refer on page no 185 of this Draft Red Herring Prospectus.

## H. AUDITORS QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS

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

## I. OUTSTANDING LITIGATIONS

### Litigations/ Matters involving our Company:

There are no pending litigations involving our Company.

### Litigations/ Matters involving our Promoters and/or Directors:

Nature of Proceedings	Number of cases	Amount involved* (₹ in Lakhs)
<b>Of the Company</b>		
Direct Tax (Income Tax)	02	-
Direct Tax (TDS)	-	-
Indirect Tax (GST)	01	7,74,402/-
<b>Of the Promoters and Directors</b>		
Sachin Marya (Outstanding Income Tax Demand)	02	1,65,133/-
Ritu Marya (Outstanding Income Tax Demand)	02	1,85,121/-

For further details, in relation to the legal proceedings involving our Company, our Directors, and our Promoters, please refer to the section titled “**Outstanding Litigation and Material Developments**” and “**Risk Factors**” beginning on page no 222 and 29 respectively of this Draft Red Herring Prospectus.

## J. RISK FACTORS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. 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 neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled “*Risk Factors*” beginning on page no 29 of this Draft Red Herring Prospectus.

## K. SUMMARY OF CONTINGENT LIABILITIES

Following is the summary of the Contingent Liabilities of the Company for the period ended March 31, 2024, 2023 and 2022:

(₹ In Lakh)

Contingent Liabilities:	ANNEXURE – XII		
	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
<b>Particulars</b>			
a. Estimated amount of contracts remaining to be executed and not provided for	-	-	-
b. Claims against the Company not acknowledged as debt	-	-	-
c. Bank Guarantees	-	-	-
d. Outstanding Tax Demand with Respect to any Revenue Authorities	-	-	-

As on the date of this Draft Red Herring Prospectus, the contingent liabilities are defined in the “*Financial Statements as Restated*” beginning on page no 185 of this Draft Red Herring Prospectus.

## L. SUMMARY OF RELATED PARTY TRANSACTIONS

### (a) List of Related Parties

Particulars	Name of Related Parties	Nature of Relationship
Directors and Key Managerial Personnel (KMP)	Sachin Marya	Managing Director & CFO
	Ritu Marya	Director
	Ashita Marya	Director
	Aashish K Bhatt	KMP
Enterprises in which KMP/ Relatives of KMP can exercise significant influence Enterprises	Franchise India Holdings Limited	Holding Company (till 07 March 2024)

### b) Transactions with Related Parties:

(₹ In Lakh)

Transactions with Related Parties:			
Particulars	For the year ended 31st March, 2024	For the year ended 31st March, 2023	For the year ended 31st March, 2022
<b>Rent</b>			
Franchise India Holding Limited	43.93	42.00	42.00
<b>Sales</b>			
Entrepreneur Inda Media Pvt. Ltd.	-	-	10.46
Franchise India Holdings Limited	150.00	-	-
<b>Balance outstanding at year end</b>			

Particulars	As at	As at	As at
	31st March, 2024	31st March, 2023	31st March, 2022
<b>Current A/c</b>			
Sachin Marya	-	0.04	7.52
Ashita Marya	-	-	0.40
<b>Sales</b>			
Entrepreneur Inda Media Pvt. Ltd.	-	-	0.32

For detailed information on the related party transactions executed by our Company, please refer “**Annexure-IX**” appearing under Chapter titled “**Financial Statement as Restated**” beginning on page no 185 of this Draft Red Herring Prospectus.

#### M. FINANCING ARRANGEMENTS

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

#### N. WEIGHTED AVERAGE PRICE AT WHICH THE EQUITY SHARES WERE ACQUIRED BY OUR PROMOTERS IN THE ONE YEAR PRECEDING THE DATE OF THIS RED HERRING PROSPECTUS

Weighted average price at which the Equity Shares were acquired by our Promoters in last one year:

Sr. No.	Name of Promoters	No. of Equity Shares Acquired	Average Cost of Acquisition (in ₹)*
1.	Sachin Marya	28,45,929	13.97
2.	Ritu Marya	11,62,379	13.97
3.	Ashita Marya	8,21,764	13.97
4.	Preetima Bhardwaj	17,316	13.97

\*Our Company has issued 2,13,513 equity shares as Right Issue on March 31, 2024, 5,11,340 equity shares as Right Issue on April 15, 2024, 60,01,299 equity shares as Bonus Issue on April 20, 2024 and 1,72,722 equity shares on Right Issue on April July 04, 2024.

For further details, refer the section titled “**Capital Structure**” beginning on page no 62 of this Draft Red Herring Prospectus

#### O. AVERAGE COST OF ACQUISITIONS OF SHARES FOR PROMOTERS

Sr No.	Name of Promoters	No. of Equity Shares held	Average Cost of acquisition (in ₹)
1.	Sachin Marya	28,45,929	10.15
2.	Ritu Marya	11,62,379	10.15
3.	Ashita Marya	8,21,764	10.15
4.	Preetima Bhardwaj	17,316	10.15

#### P. DETAILS OF PRE-ISSUE PLACEMENT

Our Company does not contemplate any issuance or placement of Equity Shares from the date of this Draft Red Herring Prospectus till the listing of the Equity Shares.

#### Q. ISSUE OF SHARES FOR CONSIDERATION OTHER THAN IN CASH IN THE LAST ONE YEAR

Except for the details mentioned below, we have not issued Equity Shares for consideration other than cash in the preceding one year:

Date of Allotment	No. of Equity Share Allotted	Face Value (In ₹)	Issue Price (Including Premium if applicable) (In ₹)	Nature of Allotment
20.04.2024	60,01,299	10	Nil	Bonue Issue in the Ratio of 49:6

**R. SPLIT / CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR**

Our Company has not undertaken split or consolidation of the Equity Shares in the one (1) year preceding the date of this Draft Red Herring Prospectus.

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

As on date of the Draft Red Herring Prospectus, our Company has not availed any exemption from complying with any provisions of securities laws granted by SEBI.

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### SECTION III - RISK FACTORS

*An investment in Equity Shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Draft Red Herring Prospectus, particularly the “Financial Information as Restated” and the related notes, “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” beginning on page no 158 & 211 of this Draft Red Herring Prospectus respectively and the risks and uncertainties described below, before making a decision to invest in our Equity Shares.*

*The risk factors set forth below are not exhaustive and do not purport to be complete or comprehensive in terms of all the risk factors that may arise in connection with our business or any decision to purchase, own or dispose of the Equity Shares. This section addresses general risks associated with the industry in which we operate and specific risks associated with our Company. Any of the following risks, individually or together, could adversely affect our business, financial condition, results of operations or prospects, which could result in a decline in the value of our Equity Shares and the loss of all or part of your investment in our Equity Shares. While we have described the risks and uncertainties that our management believes are material, these risks and uncertainties may not be the only risks and uncertainties we face. Additional risks and uncertainties, including those we currently are not aware of or deem immaterial, may also have an adverse effect on our business, results of operations, financial condition and prospects.*

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

#### **Materiality**

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

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

#### **Note:**

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

*In this Draft Red Herring Prospectus, any discrepancies in any table between total and the sums of the amount listed are due to rounding off. Any percentage amounts, as set forth in “Risk Factors” beginning on page no 29 and “Management Discussion and Analysis of Financial Condition and Results of Operations” beginning on page no 211 unless otherwise indicated, has been calculated on the basis of the amount disclosed in the “Financial Statements as restated” prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP).*

#### **INTERNAL RISK FACTORS**

- 1. Our efforts to acquire new customers / users and retain existing customers / users may not be successful or may be costlier than we expect, which could prevent us from maintaining or increasing our revenue*

*A significant component of our growth strategy includes continually attracting new customers / users in a cost-effective manner. In addition, we also endeavour to increase the existing user base. We focus on catering to the value segment of the Indian franchise market. This segment comprises value-conscious, high end or middle income users who have a budget-led approach for setting up of established business. A significant number of such users are located across India. We have a strong focus on catering to the demand arising from*

users across India. We believe that our brand is reputed with affordable reach, and value-seeking users look to us not only for value-for-money products, but also for higher-value “aspirational” business concepts in franchise model products. We plan to attract users by promoting the affordability and assortment of the franchise businesses listed on our platform, as well as ensuring a quality user experience. We believe that this will drive the growth of our revenue.

Our expenses towards marketing and business promotion may not effectively secure potential users, potential users may decide not to opt for the franchise business available on our website, any of which could negatively affect our financial results. Many factors, some of which are beyond our control, may reduce our ability to acquire, maintain and further engage with users, including those described in this section and the following –

- the inability of our listing partners to maintain the business standards or revenue generation of the franchise sold on our platform;
- changes in advertising platforms’ pricing, which could result in higher advertising costs;
- changes in digital advertising platforms’ policies that may delay or prevent us from advertising through these platforms, which could result in reduced traffic to and sales on our platform;
- changes in search algorithms by search engines;
- an increase in competition;
- ineffectiveness of our marketing efforts and other spend to continue to acquire new users and maintain and increase engagement with existing users; and
- business listing by entrepreneurs on our platform that are the subject of adverse media reports, regulatory investigations, or other negative publicity

As a result of any of these factors or any additional factors that are outside of our control, if we are unable to continue acquiring new users or increasing engagement with existing users, it could have a material adverse effect on our business, financial condition, results of operations, and prospects.

**2. Our Company has experienced negative cash flow in the past and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.**

Our Company has experienced negative net cash flow in operating, investing and financing activities in the past, the details of which are provided below:

**₹ In Lakhs**

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Net Cash Flow from/ (used in) Operating Activities	229.25	12.14	(20.00)
Net cash generated from/(used in) investing activities	6.04	2.86	1.10
Net Cash Flow from/ (used in) Financing Activities	198.57	-	-

We may incur negative cash flows in the future which may have a material adverse effect on our business, prospects, results of operations and financial condition.

**3. We have incurred loss in one of the three previous financial years.**

Our business has suffered loss on standalone basis, in one out of three previous financial years as given below:

**₹ In Lakhs**

Particulars	March 31, 2024	March 31, 2023	March 31, 2022

Revenue from Operations	1466.50	352.02	463.86
Profit After tax	317.25	10.00	(0.13)

4. ***Our Registered Office, Corporate office and branch office(s) are located on rental premises. If we are unable to renew these rent agreement or relocate on commercially suitable terms, it may have a material adverse effect on our business, results of operation and financial condition.***

Our registered office is taken on rent pursuant to rent agreements. Such agreements may be terminated upon the expiry of their tenure and may not be renewed. If these agreements are terminated or revoked or if we are unable to renew these agreements on commercially reasonable terms or at all, we may suffer significant disruptions to our operations and incur considerable costs to relocate and move our operations elsewhere. Any inability on our part to timely identify a suitable location to relocate could have an adverse impact on our business. These agreements may not be stamped adequately or registered. The effect of inadequate stamping is that the document is not admissible as evidence in legal proceedings and parties to that agreement may not be able to legally enforce the same, except after paying differential stamp duty and/or penalty for inadequate stamping. The effect of non-registration of an instrument is that the title to the property does not transfer in favor of the transferee and therefore, making the instrument unenforceable. Any potential dispute due to non-compliance of local laws relating to stamp duty and registration may adversely impact the operations of our Company.

5. ***Our inability to maintain our website could reduce demand, and may cause loss of consumers, suppliers or sellers. Any undetected errors or design faults could result in limited capacity and directly affect our revenues.***

Our website, databases, IT, warehouse systems and management systems are critically important to our success in attracting and retaining customers and maximising sales conversion from those customers.

There is a risk that if one or more of our critical operating do not function properly, there could be system disruptions, corruption of databases or other electronic information, delays in marketing events to drive sales, delays in transaction processing, delays in receiving or processing orders through the warehouse, website slowdown or unavailability, loss of data or the inability to accept and fulfil customer orders could lead to reduced demand for our products, Our reputation and ability to attract, retain and serve our consumers depend upon the reliable performance of our websites and the underlying network infrastructure. timely manner and may prevent us from adequately meeting the demand placed on our systems. Any interruption or inadequacy that causes performance issues or interruptions in the availability of our websites could reduce consumer satisfaction and result in a reduction in the number of consumers purchasing our products, adversely affecting our business and financial position.

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

Our business requires us to obtain certain approvals, licenses, registrations and permits for organizing the events or workshops for presenting the business set up of the franchise models or concepts floated by the said Business Owners. Further, the approvals, licenses, registrations and permissions under various regulations, guidelines, circulars and statutes regulated by various authorities may contain conditions, some of which could be onerous. There can be no assurance that the relevant authorities will issue these approvals or licenses in a timely manner, or at all. In the event of any unanticipated delay in receipt of such approvals, it will have an adverse impact on our business operations.

Failure by us to maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have an adverse effect on our business, financial condition and results of operations. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. For further details, see **“Government and Other Statutory Approvals”** on page no 226 of this Draft Red Herring Prospectus.

In the event that we are unable to obtain such approvals in a timely manner or at all, our business operations may be adversely affected. We may be involved in any environmental legal proceedings in the course of our business due to non-compliances with terms and conditions of regulatory approvals or authorizations.

**7. *Our Company magazine are published on the RNI registration issued in the name of our Director and Relatives.***

The Indian media industry is subject to extensive regulation by state and central governments. Any magazine that intends to print and publish an edition in a specific area has to obtain the registration from the Registrar of Newspapers of India (“RNI”). To print magazine, we must obtain licenses, permits and approvals for our publications. Additionally, we are also required to obtain approvals from the RNI for import of magazine in each financial year. Since, the RNI license used for our magazine franchise world, Entrepreneur and Retailer are owned by our Directors or the relatives of or Directors. We cannot assure you that we will be able to continue the use of such licenses in future and comply with all necessary licenses, permits and approvals for magazine. In addition, certain of these licenses, permits and approvals could be subject to renewal and modification and there can be no assurance that such licenses, permits and approvals will be renewed on terms as advantageous as existing terms and conditions, or at all. Further, under applicable laws, in the event of default by such license owners or denial from such license owners for usage, certain adverse consequences such as imposition of penalties, revocation or termination of a license or suspension of a license, may occur. Our business might suffer in case there are adverse changes to the regulatory framework, which could include new regulations that we are unable to comply with or those that allow our competitors an advantage.

If we cannot comply with all applicable regulations or its usage, our business prospects and results of operations could be adversely affected.

**8. *We have entered into related party transactions in the past and may continue to do so in the future.***

As of March 31, 2024, we have entered into several related party transactions with our Promoters group entities forming a part of our Promoter Group. In addition, we have in the past also entered into transactions with other related parties. We confirm that the transactions with Related Parties entered into by our Company in the preceding three years have been carried out at arms’ length price and are in compliance with the Companies Act and other applicable laws. Further, we confirm that the transactions are not prejudicial to the interest of our Company. A summary of the related party transactions during the period ended March 31, 2024, 2023 and 2022 as per applicable Indian GAAP is derived from our Restated Financial Statements. For further details, see “*Financial Information as Restated*” on page no 185 While we believe that all our related party transactions have been conducted on an arm’s length basis, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

**9. *We have certain outstanding litigation against us, an adverse outcome of which may adversely affect our business, reputation and results of operations.***

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

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
<b>Company</b>						
By the Company	NA	NA	NA	NA	NA	NA



Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Against the Company	NA	03	NA	NA	NA	7.74/-
<b>Promoters</b>						
By Promoter	NA	NA	NA	NA	NA	NA
Against Promoter	NA	4	NA	NA	NA	3.50/-
<b>Directors other than Promoters</b>						
By our directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	NA	NA	NA	NA	NA

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

We cannot assure you that any of the outstanding litigation matters will be settled in our favour or that no additional liabilities will arise out of these proceedings. In addition to the above, we could also be adversely affected by complaints, claims or legal actions brought by persons, including before consumer forums or sector-specific or other regulatory authorities in the ordinary course of business or otherwise, in relation to our business operations, our intellectual property, our branding or marketing efforts or campaigns or our policies. We may also be subject to legal action by our employees and/or former employees in relation to alleged grievances, such as termination of employment. We cannot assure you that such complaints, claims or requests for information will not result in investigations, enquiries or legal actions by any regulatory authority or third persons against us.

For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see **“Outstanding Litigations and Material Developments”** beginning on page no 222 of this Draft Red Herring Prospectus.

**10. Our Restated Financial Statements are Prepared and Signed by a Peer Reviewed Chartered Accountant who is not Statutory Auditor of our Company.**

Our Restated Financial Statements are prepared and signed by M/s. Kapish Jain & Associates, Chartered Accountants, the Peer Reviewed Chartered Accountants (FRN: 022743N), who is not the Statutory Auditor of our Company.

**11. Our revenue from operations is generated from Digital Platform, publishing the magazine and events organizing, failure to manage the said operations effectively could have an adverse effect on our net sales, profitability, cash flow and liquidity.**

We generate revenue of operations from three business operations managed by the company, events and exhibitions, Digital Media and Print Media. During the FY 2023-24, the revenue of operations of ₹1,466.48 lakhs was generated from ₹1,063.89 lakhs from exhibitions; ₹107.48 lakhs from Digital Media; and ₹295.11 lakhs from Print Media respectively. In the event any of the business operations does not generate positive cash flows or profits, the same may adversely impact the overall financial position of the company.

**12. *The Success of our future titles could be adversely affected if our competitors pre-empt the launch of those titles with competing publications.***

In the launch of a new niche publication, it is often the case that the first mover advantage in acquiring readership and advertising commitments. We propose to continue launch new titles for segments which are currently not being adequately served by any other competitors. In the event, that anyone or more of our competitors launches magazines for the same target market that we propose to serve with our new titles, the readership and advertising revenue potential of this new titles could be adversely affected.

**13. *We may face a shortage of experienced editorial talent for publications***

The Success of a magazine is highly dependent on the consistent quality of the content that it carries. The content published in any edition of our magazine is determined by our editorial teams. Our company continuously in process to launch several new titles as part of our business plan for which we need to identify and retain suitable editorial talent. In the event, company fails to maintain or retain the said team, it may adversely affect the results of the operations of the company.

**14. *Business is dependent on our printing partners***

All our printing operations are outsourced. These outsourced operations are subject to normal operating risk such as breakdown or failure of equipment, power or processes, labour disruption or natural disasters. Any of these operational problems could lead to a delay in publication of our magazines which could adversely affect our business and result of operations.

**15. *We may face some delays in implementation of our proposed objects.***

Any delays in the scheduled of implementation of our proposed objects could have an adverse impact on our business, financial condition and results of operations. We propose to utilize our Net Proceeds for funding the capital expenditure requirements towards a) Unidentified Acquisition b) Investment in Technological Infrastructure Development c) Capital Expenditure in requirements for the purchase of laptops/servers/printers and other equipments d) Expenditure for Intellectual Properties Development (Power Point Slides/ Presentation Decks Creatives) and e) Expenditure for Expansion of Office Premises. For ***Proposed schedule of Implementation and Deployment of Net Proceeds***, see ***“Objects of the Offer”*** on page no 82. We are subject to risks associated with the delays in the Schedule of Implementation of our proposed objects. These include risks on account of market conditions, delay in procuring and operationalizing assets or necessary licenses and approvals, competition, price fluctuations, interest rate fluctuations and other external factors. In the event, we are unable to adhere to our proposed Schedule of Implementation of our proposed objects, we may subject to cost escalations which in-turn could have a material adverse impact on our business, financial condition and results of operations.

**16. *Booking Orders placed by customers may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations.***

We rely on third parties for the setting up of exhibition stalls, workshops, transportation services for the timely delivery of our products to our distributors or dealers located in India. We also utilise third-party logistics service providers to provide support on our transportation requirements for procurement of our raw materials. Therefore, we face a risk that there could be deficiency or interruption in these third-party services. Disruptions of transportation services because of weather related problems, strikes, lockouts, inadequacy of road infrastructure or other events may affect our delivery schedules and impair our supply to our distributors as well as affect our raw materials to our manufacturing plant. To the extent that our losses are not covered by insurance, this may have a material adverse effect on our business and results of operations. Delays (including delays in customs clearance) or non-delivery of our products may also have a material adverse effect on our business and results of operations. In addition, production in our manufacturing facilities may be adversely affected by supply chain disruptions due to COVID-19-induced lockdowns or any other

lockdowns. We do not enter into formal contracts with our third-party logistic service providers. In the event that these logistic service providers are unable to continue to provide these necessary services for our operations for reasons which are beyond our control and we are unable to secure alternate transport arrangements in a timely manner and at an acceptable cost, or at all, our business, results of operations and reputation may be materially adversely affected.

***17. We depend on our senior management team and other key managerial personnel with technical expertise, and if we are unable to recruit and retain qualified and skilled personnel, our business and our ability to operate or grow our business may be adversely affected.***

Our success depends to a large extent on the continued services of our senior management team and other key managerial personnel with technical expertise. In an event they no longer work for us, there is no assurance that we will be able to find suitable replacements for such key managerial personnel or senior management team in a timely manner or at all and implement a smooth transition of responsibilities to any newly appointed management personnel. The market for qualified professionals is competitive and we may not continue to be successful in our efforts to attract and retain qualified people. We may therefore need to increase compensation and other benefits in order to attract and retain personnel in the future, which may adversely affect our results of operations.

We are a technology driven company with significant focus and investment in our in-house engineering capabilities. Our future success, amongst other factors, will depend upon our ability to continue to attract and retain qualified personnel, particularly engineers and other associates with critical expertise, know-how and skills that are capable of helping us develop technologically advanced systems and components and support key customers and products. The specialised skills we require in our industry are difficult and time-consuming to acquire and, as a result, are in short supply. We require a long period of time to hire and train replacement personnel when we lose skilled employees. Our inability to hire, train and retain a sufficient number of qualified employees could delay our ability to bring new products or services to the market and impair the success of our operations. This could have an adverse effect on our business and results of operations.

Our success also depends, in part, on key customer relationships forged by our senior management team. If we were to lose these members of the senior management, we cannot assure you that we will be able to continue to maintain key customer relationships or renew them, which could adversely affect our business, financial condition, results of operations and cash flows.

***18. We require a number of approvals, NOCs, licenses, registrations and permits in the ordinary course of our business and any failure or delay in obtaining such approvals or renewal of the same in a timely manner may adversely affect our operations.***

We require a number of approvals, licenses, registrations and permits in ordinary course of our business. Additionally, we need to apply for renewal of approvals which expire, from time to time, as and when required in the ordinary course. Any failure to apply for and obtain the required approvals, licenses, registrations or permits in a timely manner, or any suspension or revocation of any of the approvals, licenses, registrations, and permits would result in a delay in our business operations which could otherwise adversely affect our financial condition, results of operations and prospects of our company. We cannot assure you that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. In addition to same, our failure to comply with existing or increased regulations, or the introduction of changes to existing regulations, could adversely affect our business and results of operations. For further details, please refer the chapter titled ***“Government and Other Statutory Approvals”*** beginning on page no 226 of this Draft Red Herring Prospectus.

***19. Significant security breaches in our computer systems and network infrastructure, fraud, systems failures and calamities would adversely impact our business.***

We are required to protect our computer systems and network infrastructure from physical and online break-ins as well as security breaches and other disruptive problems caused by our increased internet connectivity. Computer break-ins and power disruptions could affect the security of information stored in and transmitted through these computer systems and networks. These concerns will intensify with our increased dependence on technology. We employ security systems, including firewalls and password encryption, designed to minimize the risk of security breaches but there can be no assurance that these security measures will be successful. Breaches of our security measures could affect the security of information stored in and transmitted through these computer systems and network infrastructure. A significant failure in security measures could have a material adverse effect on our business and our future financial performance.

**20. We are subject to the risk of failure of, or a material weakness in, our internal control systems.**

We are exposed to risks arising from the inadequacy or failure of internal systems or processes, and any actions we may take to mitigate these risks may not be sufficient to ensure an effective internal control environment. Given our high volume of transactions, errors may be repeated or compounded before they are discovered and rectified. Our management information systems and internal control procedures may not be able to identify non-compliance or suspicious transactions in a timely manner, or at all. Where internal control weaknesses are identified, our actions may not be sufficient to fully correct such weaknesses. As a result, we may incur expenses or suffer monetary losses, which may not be covered by our insurance policies and may result in a material effect on our business, financial condition and results of operations.

**21. There have been certain instances of non-compliances in respect of ROC filing or payments.**

In the past, there have been certain instances of incorrect and /or delays in filing statutory forms as per the reporting requirements Companies Act, 2013 with the RoC which have been filed by our Company with payment of an additional fees / interest / penalties as prescribed in the Companies Act, 2013 and other applicable Act, regulations. Therefore, we cannot confirm that no action from authorities would be taken against the Company pursuant to the above explained instances which may adversely affect our business and financial operations.

**22. We have contingent liabilities and capital commitments. Our financial condition could be adversely affected if any of these contingent liabilities or capital commitments materialize.**

As of March 31, 2024 we had disclosed the following contingent liabilities (as per Ind AS 37) in the Restated Summary Statements:

(In ₹ Lakhs)

Particulars	For the Period Ended		
	March 31, 2024	March 31, 2023	March 31, 2022
I. Contingent Liabilities			
(a) claims against the company not acknowledged as debt;	-	-	-
(b) guarantees excluding financial guarantees; and			
(c) other money for which the company is contingently liable.			
II. Commitments			
(a) estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-

(b) uncalled liability on shares and other investments partly paid			
(c) Other commitments			

We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future. If any of these contingent liabilities materialize or if at any time we are compelled to pay all or a material proportion of these contingent liabilities, our financial condition and results of operation may be adversely affected.

**23. *We may need to seek additional financing in the future to support our growth strategies. Any failure to raise additional financing could have an adverse effect on our business, results of operations, financial condition and cash flows.***

We will continue to incur significant expenditure in maintaining and growing our existing infrastructure, developing and implementing new technologies as part of our platform and solutions. In past we have successfully raised funds to meet the business requirements and as part of our strategy to grow our business may require us to raise additional funds for our long-term business plans. We cannot assure you that we will have sufficient capital resources for our current operations or any future expansion plans that we may have. If our internally generated capital resources and available credit facilities are insufficient to finance our capital expenditure and growth plans, we may, in the future, have to seek additional financing from third parties, including banks, venture capital funds, joint-venture partners and other strategic investors. 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. If we decide to meet our capital requirements through debt financing, we may be subject to certain restrictive covenants. Our financing agreements may contain terms and conditions that may restrict our ability to operate and manage our business, such as terms and conditions that require us to maintain certain pre-set debt service coverage ratios and leverage ratios and require us to use our assets, including our cash balances, as collateral for our indebtedness. If we are unable to obtain such financing in a timely manner, at a reasonable cost and on acceptable terms or at all, we may be forced to delay our expansion plans, downsize or abandon such plans, which may materially and adversely affect our business, financial condition and results of operations, as well as our future prospects.

**24. *Our funding requirements and the proposed deployment of Net Proceeds are based on management estimates and we have not entered into any definitive arrangements to utilize certain portions of the Net Proceeds of the Offer.***

Our funding requirement is based management estimates, current circumstances of our business and prevailing market conditions, which are subject to changes in external factors, such as financial and market conditions, market feedback and demand of our products, competition, business strategy and interest/exchange rate fluctuations, which may not be within the control of our management. The objects of the Offer have not been appraised by any bank or financial institution. Based on the competitive nature of our industry, we may have to revise our business plan and/or management estimates from time to time and consequently our funding requirements may also change. Such internal estimates may differ from the value that would have been determined by third party appraisals, which may require us to reschedule or reallocate our expenditure, subject to applicable laws. In case of increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements, and may have an adverse impact on our business, results of operations, financial condition and cash flows. Accordingly, investors in our Equity Shares will be relying on the judgment of our management regarding the application of the Net Proceeds.

Further, pursuant to Section 27 of the Companies Act and other applicable law, any variation in the Objects of the Offer would require a special resolution of the shareholders and the promoter or controlling

shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Offer, at such price and in such manner in accordance with applicable law.

Our Company, in accordance with the applicable law and to attain the objects set out above, will have the flexibility to deploy the Net Proceeds. Pending utilization of the Net Proceeds for the purposes described above, our Company may temporarily deposit the Net Proceeds within one or more scheduled commercial banks included in the Second Schedule of Reserve Bank of India Act, 1934 as may be approved by our Board.

***25. If we are unable to manage our growth effectively or if our estimates or assumptions used in developing our strategic plan are inaccurate or we are unable to execute our strategic plan effectively, our business and prospects may be materially and adversely affected.***

We plan to continue to expand our scale of operations, we may not be able to sustain these rates of growth in future periods due to a number of factors, including, among others, our execution capability, our ability to retain, maintain new suppliers, our ability to maintain customer satisfaction, our ability to mobilize sufficient working capital, macroeconomic factors beyond our control such as decline in global economic conditions, competition with other players in the organized and unorganized segments, the greater difficulty of growing at sustained rates from a larger revenue base, our inability to control our expenses and the availability of resources for our growth. There can be no assurance that we will not suffer from capital constraints, operational difficulties, or difficulties in expanding existing business operations.

Our development and expansion strategies will require substantial managerial efforts and skills and the incurrence of additional expenditures may subject us to new or increased risks. We may not be able to implement our growth strategies efficiently or effectively or manage the growth of our operations, and any failure to do so may limit future growth and have an adverse effect on our business. Further, our strategy to improve our debt – equity ratio may not be capitalized in the manner we intend to, and we may be required to obtain additional debt to meet immediate capital requirements, resulting in unfavorable ratios.

Also, the fund requirement and deployment for our strategies are based purely on management estimates and assumptions considering the current market scenario and are subject to revision in the light of changes in external circumstances or costs. If we are unsuccessful in executing our strategic plan, or if the underlying estimates or assumptions used to develop our strategic plan are materially inaccurate, our business and financial condition would have an adverse impact.

The success of our business depends substantially on our ability to implement our business strategies effectively. Even though we have successfully executed our business strategies in the past, there is no guarantee that we can implement the same on time and within the estimated budget going forward, or that we will be able to meet the expectations of our targeted clients. Changes in regulations applicable to us may also make it difficult to implement our business strategies. Failure to implement our business strategies would have a material adverse effect on our business and results of operations.

***26. In addition to normal remuneration, other benefits, and reimbursement of expenses of our Directors (including our Promoter) and Key Management Personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.***

Some of our Directors (*including our Promoter*) and Key Management Personnel may be interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to normal remuneration, incentives or benefits and reimbursement of expenses. We cannot assure you that our Directors or our Key Management Personnel would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, our Promoter & our Directors will continue to exercise significant control over our Company, including being able to control the composition of our board of directors and determine decisions requiring simple or special majority voting, and our other Shareholders may be unable to affect the outcome of such voting. Our Promoter and Directors may take or block actions with respect to our business, which may conflict with our best interests or the interests of other minority Shareholders, such as actions with respect to future capital raising or acquisitions. We cannot assure you that our Promoter and Directors will always act to resolve any conflicts of interest in our favor, thereby adversely affecting our business and results of operations and prospects. For further details of our transactions or interests of our Promoter / promoter group, please refer the sections titled “*Our Promoter and Promoter Group*” and “*Group*

*Entities of our Company*”, “*Related Party Transactions- Financial Statements as Restated*” beginning on page no 175 , 182 and 185 respectively, of this Draft Red Herring Prospectus.

**27. *Our inability to respond adequately to increased competition in our business may adversely affect our business, financial condition and results of operations.***

We are the pure independent player in the market and having significant first mover advantage in the industry. We may face competition from new entrants who may have more flexibility in responding to changing business and economic conditions. The basis of competition includes, among other things, pricing, innovation, perceived value and other criteria. We have experienced price competition in the past, and there can be no assurance that such price competition will not recur in the future. Growing competition may reduce revenues and margins and/or decrease our market share, either of which could affect our results of operations. These developments could render us obsolete or in competitive, which would harm our business and financial results.

**28. *Our company does not have any insurance coverage to protect us against all losses, which could adversely affect business, results of operations and financial condition.***

As on the date of this prospectus, our company does not hold any insurance policy, to cover all or any material losses caused to the company. Our business and results of operations could be adversely affected. For details on insurance policies taken by our company please refer page no 125 in chapter titled “*Our Business*” of this Draft Red Herring Prospectus.

**29. *The Equity Shares have never been publicly traded, and, after the Issue, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the price of the Equity Shares may be volatile, and you may be unable to resell the Equity Shares at or above the Issue Price, or at all.***

Prior to the Issue, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. 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. The Issue Price of the Equity Shares is proposed to be determined in accordance with the SEBI ICDR Regulations and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results of our Company, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors.

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

As per regulation 262(1) of SEBI ICDR Regulations, the requirement of monitoring agency is not mandatory if the Issue size is up to ₹10,000 Lakh.

However, if the Issue size is more than ₹10,000 Lakh, our Company shall appoint a monitoring agency for this Issue. However, as per Section 177 of the Companies Act, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the issue. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

**31. *Our Promoters and Promoter Group will continue to retain significant control in our Company after the Issue which will allow them to influence the outcome of matters submitted to shareholders for approval. Such a concentration of ownership may also have the effect of delaying, preventing or deterring a change in control.***

After the completion of this Issue, our Promoters and Promoter Group will continue to hold [●] percentage of the equity share capital of our Company and will be in a position to exercise significant control, including being able to control the composition of our Board of Directors and determine decisions requiring simple or special majority voting, and our other shareholders will be unable to affect the outcome of such voting. Our Promoters and Promoter Group may take or block actions with respect to our business, which may conflict

with our interests or the interests of our minority shareholders, such as actions which delay, defer or cause a change of our control or a change in our capital structure, merger, consolidation, takeover or other business combination involving us, or which discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us. We cannot assure you that our Promoters and Promoter Group will act in our interest while exercising their rights in such entities, which may in turn materially and adversely affect our business and results of operations. We cannot assure you that our Promoters and Promoter Group will act to resolve any conflicts of interest in our favor. If our Promoters and Promoter Group sell a substantial number of the Equity Shares in the public market, or if there is a perception that such sale or distribution could occur, the market price of the Equity Shares could be adversely affected. No assurance can be given that such Equity Shares that are held by the Promoters will not be sold any time after the Issue, which could cause the price of the Equity Shares to decline.

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

Any future equity issuance by our Company may lead to the dilution of investors' shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Offer, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

**33. *Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures.***

We have not declared any dividends on our Equity Shares in the past. The amount of our future dividend payments, if any, will depend upon factors that our Board deems relevant, including among others, our results of future earnings, financial condition, cash flows, working capital requirements, capital expenditures, applicable Indian legal restrictions and other factors. There can be no assurance that our Company will be able to pay dividends in future. For further details, please see "*Dividend Policy*" on page no 184 of this Draft Red Herring Prospectus.

**34. *Our employees may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements.***

We are exposed to the risk of employee fraud or other misconduct. Misconduct by employees could include intentional failures to comply with any regulations applicable to us, to provide accurate information to regulatory authorities, to comply with manufacturing standards we have established, or to report financial information or data accurately or disclose unauthorized activities to us. In particular, sales, marketing and business arrangements in our industry are subject to laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. While we have not faced such instances in the past, there can be no assurance that we will be able to identify and deter such misconduct, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risk. If our employees engage in any such misconduct, we could face criminal penalties, fines, revocation of regulatory approvals and harm to our reputation, any of which could form a material adverse effect on our business.

**35. *We are exposed to the risks of malfunctions or disruptions of information technology systems.***

We depend on information technology systems and accounting systems to support our business processes, including designing, planning, execution, procurement, inventory management, quality control, product costing, human resources and finance. Although these technology initiatives are intended to increase productivity and operating efficiencies, they may not achieve such intended results. These systems may be potentially vulnerable to outages due to fire, floods, power loss, telecommunications failures, natural disasters, computer viruses or malware, break-ins and similar events. Effective response to such disruptions or malfunctions will require effort and diligence on the part of our third-party distribution partners and employees to avoid any adverse effect to our information technology systems.



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

The issue price of the equity shares has been based on many factors and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled “**Basis for Issue Price**” beginning on page no 96 of this Draft Red Herring Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue in case of unfavorable situation it, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

**37. *Certain data mentioned in this Draft Red Herring Prospectus has not been independently verified.***

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

**38. *QIBs and Non-Institutional Bidders 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 and Retail Individual Investors are not permitted to withdraw their Bids after Bid/Issue Closing Date.***

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While we are required to complete Allotment, listing and commencement of trading pursuant to the Issue within three (3) Working Days from the Bid/ Issue Closing Date, events affecting the Bidders’ decision to invest in our Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows and financial condition may arise between the date of submission of the Bid and Allotment, listing and commencement of trading. We may complete the Allotment, listing and commencement of trading of our Equity Shares even if such events occur and such events may limit the Bidders’ ability to sell our Equity Shares Allotted pursuant to the Issue or may cause the trading price of our Equity Shares to decline on listing. Retail Individual Investors can revise their Bids during the Bid/Issue Period and withdraw their Bids until Bid/Issue Closing Date. While our Company is 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 pursuant to the Issue within three Working Days from the Bid/Issue Closing Date, events affecting the Bidders’ decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operations or financial condition may arise between the date of submission of the Bid and Allotment. Our Company may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders’ ability to sell the Equity Shares Allotted pursuant to the Issue or cause the trading price of the Equity Shares to decline on listing.

## **RISK FACTORS RELATED TO EQUITY SHARES**

**39. *Any further issuance of Equity Shares by Our Company or sales of Equity Shares by any significant shareholders may adversely affect the trading price of the Equity Shares.***

Any future issuance of Equity Shares by our Company could dilute the investors’ shareholding. Any such future issuance of Equity Shares or sales of Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares, and could impact our ability to raise capital through an offering of securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

**40. *Our ability to pay dividends in the future may be affected by any material adverse effect on our future earnings, financial condition or cash flows.***

Our ability to pay dividends in future will depend on our earnings, financial condition and capital requirements, and that of our Subsidiary and the dividends they distribute to us. In the past, we have not made dividend payments to the Shareholders of our Company. The Company may decide to retain all future earnings, if any, for use in the operations and expansion of the business. In such situation, the Company may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. We cannot state with any certainty whether we will be able to pay dividends in the future. Accordingly, realization of a gain on Shareholders' investments will depend on the appreciation of the price of the Equity Shares. There is no guarantee that our Equity Shares will appreciate in value.

- 41. *Our Company has not paid regular dividends till now and there can be no assurance that we will pay dividends in future. Our ability to pay dividends in the future will depend upon a variety of factors such as future earnings, financial condition, cash flows, working capital requirements, and restrictive covenants in our financing arrangements.***

Our Company has not paid regularly dividends till now and there can be no assurance that we will pay dividends in future. Our ability to pay dividends in the future will depend on our earnings, financial condition and capital requirements. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. There can be no assurance that we will generate sufficient income to cover our operating expenses and pay dividends to our shareholders, or at all. Our ability to pay dividends could also be restricted under the existing or certain financing arrangements that we may enter into.

## **EXTERNAL RISK FACTORS**

- 42. *Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.***

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, 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. 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, increase borrowing costs, cause outflow of capital from emerging markets and may lead to overall slowdown in economic activity in India. In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries.

- 43. *Our business and results of operations could be adversely affected by disruptions in global economic and geo political conditions.***

As substantially all of our operations are dependent on our customers who have their head offices or parent companies situated outside India, our financial performance and growth are necessarily dependent on economic conditions prevalent globally. The global economy may be materially and adversely affected by political instability or regional conflicts; a general rise in interest rates; inflation; exchange rate fluctuations; changes in tax, trade, and monetary policies; occurrence of natural or man-made disasters; downgrade in debt rating; and adverse economic conditions occurring elsewhere in the world, such as a slowdown in economic growth in China, the repercussions of the United Kingdom exit from the European Union and other matters. While the Indian economy has grown significantly in recent years, it has experienced economic slowdowns in the past due to global economic and geo political conditions. The Indian economy in particular could be

adversely impacted by inflationary pressures, currency depreciation, the poor performance of its large agricultural and manufacturing sectors, trade deficits, recent initiatives by the Indian government and other factors. Unfavourable changes in the above factors or in other business and economic conditions affecting our customers could result in a corresponding decline in our business.

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

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

**45. *The continuing effect of the COVID-19 pandemic on our business, results of operations and financial condition is highly uncertain and cannot be predicted.***

The outbreak, or threatened outbreak, of any severe communicable disease (particularly COVID-19) could adversely affect the overall business sentiment and environment, particularly if such outbreak is inadequately controlled. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines and lockdowns. These measures have impacted and may further impact our workforce and operations, the operations of our consumers. In case there is a rapid increase in severe cases of infections leading to deaths, where the measures taken by governments are not successful or are any bans imposed by the government in this regard are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. If any of our employees were suspected of contracting COVID-19 or any other epidemic disease, this could require us to quarantine some or all of these employees or disinfect the facilities. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak has significantly increased economic uncertainty. It is likely that the current outbreak or continued spread of COVID-19 will cause an economic slowdown and it is possible that it could cause a global recession.

**46. *A slowdown in economic growth in India may adversely affect our business, financial condition, cash flows, results of operations and prospects.***

The performance and growth of our business are necessarily dependent on economic conditions prevalent in India, which may be materially and adversely affected by center or state political instability or regional conflicts, a general rise in interest rates, inflation, and economic slowdown elsewhere in the world or otherwise. There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results. The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the U.S. and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability, including the financial crisis and fluctuations in the stock markets in China and further deterioration of credit conditions in the U.S. or European markets, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business and financial results.

**47. *Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.***

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter “Government and Other Approvals” on page no 226 for details of the laws currently applicable to us. The governmental and regulatory bodies in India and other jurisdictions where we operate may notify new regulations and/or policies, which may require us to obtain approvals and licenses from the government and other regulatory bodies, or impose onerous requirements and conditions on our operations, in addition to those which we are undertaking currently. Any such changes and the related uncertainties with respect to the implementation of new regulations may have a material adverse effect on our business, financial condition, results of operations and cash flows.

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, operations and investments in our Company by non-residents, could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. Tax and other levies imposed by the central and state governments in India that affect our tax liability include central and state taxes and other levies, income tax, turnover tax, goods and services tax, stamp duty and other special taxes and surcharges which are introduced on a temporary or permanent basis from time to time. The final determination of our tax liabilities involves the interpretation of local tax laws and related regulations in each jurisdiction as well as the significant use of estimates and assumptions regarding the scope of future operations and results achieved and the timing and nature of income earned and expenditures incurred. We are involved in various disputes with tax authorities. For details of these disputes, see “*Outstanding Litigation and Material Developments*” on page no 222. Moreover, the central and state tax scheme in India is extensive and subject to change from time to time.

Any change in Indian tax laws could have an effect on our operations. For instance, the Taxation Laws (Amendment) Ordinance, 2019, a new tax ordinance issued by India’s Ministry of Finance on September 20, 2019, prescribes a number of changes to the income tax rate applicable to companies in India. According to this new ordinance, companies can henceforth voluntarily opt for a concessional tax regime (subject to no other special benefits/exemptions being claimed), which would ultimately reduce the effective tax rate for Indian companies. Any such future amendments may affect other benefits such as an exemption for income earned by way of dividend from investments in other domestic companies and units of mutual funds, exemption for interest received in respect of tax-free bonds, and long-term capital gains on equity shares if withdrawn by the statute in the future, and the same may no longer be available to us. Any adverse order passed by the appellate authorities/ tribunals/ courts would influence our profitability.

The Finance Act, 2022 (“Finance Act”), has, amongst others things, provided a number of amendments to the direct and indirect tax regime, including, without limitation, a simplified alternate direct tax regime and that dividend distribution tax (“DDT”), will not be payable in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020, and accordingly, such dividends would not be exempt in the hands of the shareholders, both resident as well as nonresident and are likely to be subject to tax deduction at source. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source from such dividend. Investors should consult their own tax advisors about the consequences of investing or trading in the Equity Shares. Further, the Government of India has notified the Finance Act, 2023, which has introduced various amendments to taxation laws in India. 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. 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 business or restrict our ability to grow our business in the future.

**48. *Natural calamities could have a negative impact on the Indian economy and cause Our Company’s business to suffer.***

India has experienced natural calamities such as earthquakes, tsunami, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which

could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

**49. *Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.***

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

**50. *Our performance is linked to the stability of policies and the political situation in India.***

The Government of India has traditionally exercised, and continues to exercise, a significant influence over many aspects of the economy. Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of our Equity Shares. Any political instability could delay the reform of the Indian economy and could have a material adverse effect on the market for our Equity Shares. There can be no assurance to the investors that these liberalization policies will continue under the newly elected government. Protests against privatization could slow down the pace of liberalization and deregulation. The rate of economic liberalization could change, and specific laws and policies affecting companies in the industrial equipment manufacturing sectors, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalization and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

**51. *The risk factors associated with cancelling location Service Provider/hotel reserved for upcoming events organized by the company***

Cancelling the service provider or hotel reservations for upcoming events organized by our company entails several risk factors that must be carefully considered. Firstly, such cancellations can lead to significant financial losses due to non-refundable deposits and cancellation fees imposed by the service providers or hotels. These costs can escalate quickly, especially if the reservations were made for peak seasons or popular venues where demand is high.

Additionally, the cancellation of these reservations could severely damage our company's reputation. Clients and attendees expect a certain level of reliability and professionalism, and failure to secure planned accommodations can result in a loss of trust and credibility. This could impact future business opportunities as clients may seek more reliable service providers.

Furthermore, there are logistical challenges to consider. Last-minute cancellations necessitate finding alternative arrangements, which can be both time-consuming and stressful. The availability of comparable accommodations on short notice is not guaranteed, and the new arrangements may not meet the original standards of quality or convenience, potentially compromising the overall event experience.

Another critical risk is the potential for financial loss. Depending on the terms and conditions of the original agreements, our company may face financial loss from the service providers or hotels for breach of contract. This not only incurs additional costs in terms of legal fees and potential settlements but also further tarnishes our company's reputation.

Lastly, such cancellations can lead to internal disruptions within our organization. The need to address and mitigate these issues can divert resources and attention away from other essential business operations.

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**SECTION IV - INTRODUCTION**  
**THE ISSUE**

This Initial Public Offer has been authorized pursuant to a resolution of our Board of Directors held on July 06, 2024 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013, at the Extra Ordinary General Meeting of the members held on July 08, 2024.

The following is the summary of the Issue:

<b>PARTICULARS</b>	<b>DETAILS</b>
Equity Shares Offered through Public Issue <sup>(1)(2)</sup>	Issue of upto 24,60,000 Equity Shares of face value of ₹10.00/- each for a cash at a price of ₹ [●] aggregating to ₹ [●] Lakhs.
<b>Out of which:</b>	
<b>Issue Reserved for Market Maker</b>	Upto 1,23,600 Equity Shares of face value of ₹10.00/- each for a cash at a price of ₹ [●] aggregating to ₹ [●] Lakhs.
<b>Net Issue to the Public</b>	Upto 23,36,400 Equity Shares of face value of ₹10.00/- each for a cash at a price of ₹ [●] aggregating to ₹ [●] Lakhs.
<b>of which*:</b>	
<b>QIB Portion</b> <sup>(3)(4)</sup>	Not more than [●] Equity Shares
<b>Of which</b>	
<b>Anchor Investor Portion</b>	Upto [●] Equity Shares of face value of ₹10.00/- each for a cash at a price of ₹ [●] aggregating to ₹ [●] Lakhs
<b>Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)</b>	Upto [●] Equity Shares of face value of ₹10.00/- each for a cash at a price of ₹ [●] aggregating to ₹ [●] Lakhs
<b>Out of which</b>	
<b>Available for allocation to Mutual Funds only (5% of the Net QIB Portion)</b>	Upto [●] Equity Shares of face value of ₹10/- each fully paidup for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakhs
<b>Balance of QIB Portion for all QIBs including Mutual Funds</b>	Upto [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakhs
<b>Non – institutional Portion</b>	Not Less than [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹ [●] /- per Equity Share aggregating to ₹[●] Lakhs
<b>Retail portion</b>	Not Less than [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹ [●] Lakhs
<b>Pre and Post-Issue Equity Shares</b>	
<b>Equity Shares outstanding prior to the Issue</b>	69,08,874 Equity Shares of face value of ₹10/- each.
<b>Equity shares outstanding after the Issue</b>	93,68,874 Equity Shares of face value of ₹10/- each.
<b>Use of Net Proceeds by our Company</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page no 82 of this Draft Red Herring Prospectus.

(1) Public issue of upto 24,60,000 Equity Shares face value of ₹10.00 each for cash at a price of ₹[●] per Equity Share of our Company aggregating to ₹[●] Lakhs. This issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. For further details please refer to section “*Issue Structure*” beginning on page no 253 of this Draft Red Herring Prospectus

**Notes:**

- 1) The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229(2) of SEBI (ICDR) Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.

- 2) The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on July 06, 2024 and by the Shareholder of our Company, vide a special resolution passed pursuant to Section 23 of the Companies Act, 2013 read with applicable ICDR regulations at the Extra-Ordinary General Meeting held on July 08, 2024.
- 3) The SEBI (ICDR) Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e. not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-institutional bidders.
- 4) Subject to valid Bids being received at or above the Issue Price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.
- 5) Our Company may, in consultation with the Book Running Lead Manager, 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 Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the 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 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 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For further details, please refer section titled ***“Issue Procedure”*** beginning on page no 253 of this Draft Red Herring Prospectus.

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## SUMMARY OF FINANCIAL INFORMATION

### RESTATED STATEMENT OF ASSETS AND LIABILITIES

*(All amounts in ₹ Lakhs, unless otherwise stated)*

Particulars	Annexure No.	As at	As at	As at
		31st March, 2024	31st March, 2023	31st March, 2022
<b>Equity &amp; Liabilities</b>				
<b>1. Shareholders Fund</b>				
a) Share Capital	I.1	22.35	1.00	1.00
b) Reserves and Surplus	I.2	502.58	8.11	(1.89)
<b>Total Shareholder's Fund</b>		<b>524.93</b>	<b>9.11</b>	<b>(0.89)</b>
<b>2. Non Current Liabilities</b>				
a) Long Term Borrowings		-	-	-
b) Deferred Tax Liability	I.3	-	-	-
c) Other Non Current Liabilities		-	-	-
d) Long Term Provisions	I.4	19.11	13.08	14.11
<b>Total Non Current Liabilities</b>		<b>19.11</b>	<b>13.08</b>	<b>14.11</b>
<b>3. Current Liabilities</b>				
a) Short Term Borrowings		-	-	-
b) Trade Payables	I.5	2.97	2.16	3.18
c) Other Current Liabilities	I.6	112.16	31.40	17.93
d) Short Term Provisions	I.7	66.35	1.28	1.40
<b>Total Current Liabilities</b>		<b>181.48</b>	<b>34.84</b>	<b>22.51</b>
<b>Total Equity &amp; Liability</b>		<b>725.52</b>	<b>57.03</b>	<b>35.73</b>
<b>4. Non-Current Assets</b>				
a) Property, Plant and Equipment and Intangible Assets	I.8			
- Property, Plant and Equipment		0.97	0.04	0.04
- Intangible Assets		-	-	-
- Work-In-Progress		-	-	-
<b>Total Fixed Assets</b>		<b>0.97</b>	<b>0.04</b>	<b>0.04</b>
b) Non- current Investment		-	-	-
c) Deferred Tax Assets (Net)	I.3	5.73	3.99	4.30
d) Long Term Loans and Advances	I.9	4.61	0.51	-
e) Other Non - current Assets		-	-	-
<b>Total Non Current Assets</b>		<b>11.31</b>	<b>4.54</b>	<b>4.34</b>
<b>5. Current assets</b>				
a) Current Investments		-	-	-
b) Inventories		-	-	-
c) Trade Receivables	I.10	176.42	1.24	0.12
d) Cash and Cash Equivalents	I.11	477.24	43.38	28.38
e) Short Term Loans and advances	I.12	57.24	5.27	0.01
f) Other Current Assets	I.13	3.31	2.60	2.71
<b>Total Current Assets</b>		<b>714.21</b>	<b>52.49</b>	<b>31.39</b>
<b>Total Assets</b>		<b>725.52</b>	<b>57.03</b>	<b>35.73</b>
<b>Note: The above statement should be read with the significant accounting policies and notes on financial statements appearing in Annexure IV &amp; V respectively.</b>				

**RESTATED STATEMENT OF PROFIT AND LOSS**
*(All amounts in ₹ Lakhs, unless otherwise stated)*

Particulars	For the year ended	For the year ended	For the year ended
	31st March, 2024	31st March, 2023	31st March, 2022
I Revenue from Operations	1,466.50	352.02	463.86
II Other Income	7.05	2.86	1.10
<b>III Total Income (I+II)</b>	<b>1,473.55</b>	<b>354.88</b>	<b>464.96</b>
<b>IV Expenditure</b>			
(a) Cost of Services Consumed	-	-	-
(b) Employee Benefit Expenses	415.00	220.27	381.19
(c) Other Expenses	615.80	121.09	84.32
<b>V. Total Expenses</b>	<b>1,030.80</b>	<b>341.36</b>	<b>465.51</b>
<b>VI. Profit Before Interest, Depreciation and Tax</b>	<b>442.75</b>	<b>13.52</b>	<b>(0.55)</b>
VII. Depreciation and amortization expense	0.08	-	-
<b>VIII Profit Before Interest and Tax (VI-VII)</b>	<b>442.67</b>	<b>13.52</b>	<b>(0.55)</b>
IX Financial Charges	-	-	-
<b>X Profit Before Exceptional and Extraordinary Items and Taxes (VIII-IX)</b>	<b>442.67</b>	<b>13.52</b>	<b>(0.55)</b>
XI Exceptional Items - Prior period items	-	-	-
<b>XII Profit Before Extraordinary Items and Taxes (X-XI)</b>	<b>442.67</b>	<b>13.52</b>	<b>(0.55)</b>
XIII Extraordinary Items	-	-	-
<b>XIV Profit Before Tax (XII-XIII)</b>	<b>442.67</b>	<b>13.52</b>	<b>(0.55)</b>
<b>XV Tax Expenses</b>			
Current tax	127.16	3.21	1.81
Current tax for earlier year	-	-	-
Deferred tax charge/ (benefit)	(1.74)	0.31	(2.23)
MAT credit entitlement	-	-	-
<b>Total tax Expenses</b>	<b>125.42</b>	<b>3.52</b>	<b>(0.42)</b>
<b>Net Profit/(Loss) for the Year (XIV-XV)</b>	<b>317.25</b>	<b>10.00</b>	<b>(0.13)</b>
<b>Basic and Diluted Equity Per Share</b>	<b>2,997.60</b>	<b>100.01</b>	<b>(1.35)</b>

**RESTATED STATEMENT OF CASH FLOWS**
*(All amounts in ₹ Lakhs, unless otherwise stated)*

PARTICULARS	For the year ended	For the year ended	For the year ended
	31st March, 2024	31st March, 2023	31st March, 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>			
Profit Before Tax as per Profit & Loss A/c	442.67	13.52	(0.55)
<b>Adjusted for :</b>			
a. Depreciation	0.08	-	-
b. Interest Income	(7.05)	(2.86)	(1.10)
<b>Operating profit before working capital changes</b>	<b>435.70</b>	<b>10.66</b>	<b>(1.65)</b>
Adjusted for :			
a. Decrease / ( Increase ) in Trade Receivable	(175.15)	(0.93)	(0.10)
b. Decrease / ( Increase ) in Long Term Loans and Advances	(4.10)	(0.51)	-
c. Decrease / ( Increase ) in Short Term Loans and Advances	(51.97)	(5.25)	1.21
d. Decrease / ( Increase ) in Other Assets	(0.73)	0.08	(0.55)
e. Increase / ( Decrease ) in Trade Payables	0.81	(1.02)	(19.99)
f. Increase / (Decrease) in Short Term Provisions	0.38	(0.12)	1.40
g. Increase / (Decrease) in Long Term Provisions	6.02	(1.03)	14.11
h. Increase / ( Decrease ) in Other current Liabilities	80.76	13.47	(12.62)
<b>Cash generated from operations</b>			
Net Income Tax (Paid)/Refund	(62.47)	(3.21)	(1.81)
<b>Net Cash Generated/(Used) From Operating Activities (A)</b>	<b>229.25</b>	<b>12.14</b>	<b>(20.00)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>			
a. (Purchase) Sale of Fixed Assets	(1.01)	-	
b. Interest & Other Income	7.05	2.86	1.10
<b>Net Cash Generated/(Used) From Investing Activities (B)</b>	<b>6.04</b>	<b>2.86</b>	<b>1.10</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>			
a. Interest & Finance Cost	-	-	-
b. Proceeds from issues of equity shares	198.57	-	-
c. ( Repayments ) / proceeds of long term borrowings	-	-	-
d. ( Repayments ) / proceeds of short term borrowings	-	-	-
<b>Net Cash Generated/(Used) From Financing Activities (C)</b>	<b>198.57</b>	<b>-</b>	<b>-</b>
<b>Net Increase / ( Decrease ) in cash and cash equivalents</b>	<b>433.86</b>	<b>15.00</b>	<b>(18.90)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>43.38</b>	<b>28.38</b>	<b>47.28</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>477.24</b>	<b>43.38</b>	<b>28.38</b>

## SECTION V - GENERAL INFORMATION

Our Company was originally incorporated as a Private Limited Company under the name of “**Startup Publication India Private Limited**” on January 28, 2010 under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi & Haryana. Further pursuant to a resolution passed by our shareholders at extra ordinary general meeting held on December 14, 2020, name of our Company was changed from “**Startup Publication India Private Limited**” to “**Franchiseindia.com Private Limited**” and a fresh Certificate of Incorporation pursuant to change in name of the Company dated December 29, 2020 was issued by the Registrar of Companies, NCT of Delhi & Haryana. Subsequently our Company was converted into Public Limited pursuant to resolution passed by our shareholders at extra ordinary general meeting held on April 20, 2024 and a fresh Certificate of Incorporation pursuant to conversion into public limited dated June 22, 2024 issued by the Registrar of Companies, Central Processing Centre. For details of incorporation, change of registered office of our Company, please refer to the section title “**History and Corporate Structure**” on page no 154 of this Draft Red Herring Prospectus.

For further details, please refer to chapter titled “**History and Corporate Structure**” beginning on page no 154 of this Draft Red Herring Prospectus.

### BRIEF INFORMATION ON COMPANY AND ISSUE PROGRAMME

<b>CIN</b>	U74110DL2010PLC198418
<b>Company</b>	Franchiseindia.com Limited
<b>ROC Code</b>	ROC-Delhi
<b>Registration Number</b>	198418
<b>Company Category</b>	Company limited by Shares
<b>Company Sub Category</b>	Non-Govt. Company
<b>Email Id</b>	<a href="mailto:compliance@franchiseindia.com">compliance@franchiseindia.com</a>
<b>Website</b>	<a href="https://www.franchiseindia.com/">https://www.franchiseindia.com/</a>
<b>Class of Company</b>	Public
<b>Date of Incorporation</b>	28/01/2010
<b>Registered Address</b>	B-2/11, 1 <sup>st</sup> Floor, Mohan Cooperative Industrial Estate, Badarpur, New Delhi- 110044
<b>Company Secretary and Compliance Officer</b>	Mr. Aashish K Bhatt

#### Address of RoC:

Registrar of Companies, NCT of Delhi  
Registrar of Companies, 4<sup>th</sup> Floor, IFCI Tower, 61,  
Nehru Place, New Delhi – 110019  
**Tel:** 011-26235703, 26235708  
**E-mail:** roc.delhi@mca.gov.in  
**Website:** www.mca.gov.in

### BOARD OF DIRECTORS

<b>Name</b>	<b>DIN</b>	<b>Address</b>	<b>Designation</b>
Mr. Sachin Marya	01045300	A-1104, Kenwood Towers, Charmwood Village, Surajkund, Faridabad, Haryana-121009	Managing Director
Mrs. Ritu Marya	06482671	A-1104, Kenwood Towers, Charmwood Village, Surajkund, Faridabad, Haryana-121009	Director
Mrs. Ashita Marya	06482869	A-1104, Kenwood Towers, Charmwood Village, Surajkund, Faridabad, Haryana-121009	Director
Mr. Velayutham Thiagarajan	01021487	139, 1 <sup>st</sup> Cross Street, Kapaleeswarar Nagar, Kancheepuram, Tamil Nadu-600115	Independent Director

Name	DIN	Address	Designation
Mr. Ratish Chandra Pandey	01157322	H. No. A-1, Pushpanjali I.P. Extension-II Opp. Jagriti Enclave Gate, Pushpanjali Shakar Pur Baramad, Shakarpur, Gandhi Nagar, East Delhi-110092	Independent Director
Mr. Ramasamy Jayapal	00392421	24, Bloxhome Drive, Seragoon Garden, Singapore -559719	Additional Non-Executive (Non-Independent) Director

For further details of our directors, please refer to chapter titled **“Our Management”** on page no 158 of this Draft Red Herring Prospectus.

Chief Financial Officer	Company Secretary & Compliance Officer
Sachin Marya <b>Franchiseindia.com Limited</b> 502-508, 5 <sup>th</sup> Floor, Charmwood Plaza, Eros Garden, Surajkund, Faridabad, Haryana – 121009 <b>Tel. No.:</b> +91-9667007218 <b>Email:</b> <a href="mailto:sachin@franchiseindia.com">sachin@franchiseindia.com</a> <b>Website:</b> <a href="https://www.franchiseindia.com/">https://www.franchiseindia.com/</a>	Aashish K Bhatt <b>Franchiseindia.com Limited</b> 502-508, 5 <sup>th</sup> Floor, Charmwood Plaza, Eros Garden, Surajkund, Faridabad, Haryana – 121009 <b>Tel. No.:</b> +91-9667007218 <b>Email:</b> <a href="mailto:compliance@franchiseindia.com">compliance@franchiseindia.com</a> <b>Website:</b> <a href="https://www.franchiseindia.com/">https://www.franchiseindia.com/</a>

## DESIGNATED STOCK EXCHANGE

National Stock Exchange of India Limited  
**Address:** Exchange Plaza, Plot no. C/1, G Block,  
Bandra – Kurla Complex,  
Bandra (East), Mumbai- 400051

## ISSUE PROGRAMME

An indicative timetable in respect of the Issue is set out below:

Event	Indicative Date
Anchor Portion Issue Opening/ Closing Date	[●]
Issue Opening Date	[●]
Issue Closing Date	[●]
Finalization of Basis of Allotment with the Designated Stock Exchange	[●]
Unblocking of Funds	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

## INVESTOR GRIEVANCES

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

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the Applicant, number of Equity Shares applied for, the Application Amount paid on submission of the Application Form and the bank branch or collection centre where the application was submitted.

All grievances relating to the ASBA process may be addressed to the Registrar to the Issue with a copy to the relevant SCSB or the member of the Syndicate if the Application was submitted to a member of the Syndicate at any of the Specified Locations, or the Registered Broker if the Application was submitted to a Registered Broker at any of the Brokers Centres, as the case maybe, quoting the full name of the sole or first Applicant, Application Form number, address of the Applicant, Applicant’s DP-ID, Client-ID, PAN, number of Equity Shares applied for, date of Application Form, name and address of the member of the Syndicate or the Designated Branch or the Registered Broker or address of the RTA or address of the Depository Participant, as the case may be, where the Application was submitted, and the ASBA Account number in which the amount equivalent to the Application Amount was blocked and UPI ID used by the Retail Individual Investors. Further, the Bidder shall enclose the

Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

For all Issue related queries and for redressal of complaints, Applicants may also write to the Book Running Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Book Running Lead Manager, who shall respond to the same.

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

Book Running Lead Manager to the Issue	Registrar to the Issue
<b>Corporate Makers Capital Limited</b> 611, 6 <sup>th</sup> Floor, Pragati Tower, Rajendra Place, New Delhi- 110008 <b>Telephone:</b> 011 41411600 <b>Email:</b> compliance@corporatemakers.in <b>Website:</b> www.corporatemakers.in <b>Investor Grievance Email:</b> info@corporatemakers.in <b>Contact Person:</b> Mr. Rohit Pareek <b>SEBI Registration Number:</b> INM000013095 <b>CIN:</b> U65100DL1994PLC063880	<b>Skyline Financial Services Private Limited</b> D-153A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase-I, New Delhi- 110020 <b>Telephone:</b> 011 40450193-197 <b>Email ID:</b> ipo@skylinerta.com <b>Investor grievance email:</b> grievances@skylinerta.com <b>Website:</b> www.skylinerta.com <b>Contact Person:</b> Mr. Anuj Rana <b>SEBI Registration Number:</b> INR000003241 <b>CIN:</b> U74899DL1995PTC071324
Legal Advisor to the Issue	Statutory Auditors
<b>Abizchancellor Law LLP</b> 57A, Om Vihar Phase-III, Uttam Nagar, Delhi-110059 <b>Telephone:</b> +91-8882017384 <b>E-mail:</b> Adv.parvindra@gmail.com <b>Contact Person:</b> Adv. Parvindra Nautiyal <b>Enrolment No.:</b> D/958/2020	<b>Madhu Khajanchi &amp; Co.,</b> Chartered Accountants H.No. 20, Block-16, Sector-31/32, Faridabad, Haryana-121002 <b>Telephone:</b> +91 9818707518 <b>Email:</b> Madhu_khajanchi@rediffmail.com <b>FRN:</b> 033212N <b>Contact Person:</b> Ms. Madhu Ghiya
Bankers to the Company	Bankers to the Issue/Refund Banker/ Sponsor Bank*
<b>HDFC Bank</b> Shop No. 50-53, Charmwood Plaza, Faridabad-121009 <b>Telephone:</b> 0129-4116316 <b>Email:</b> kartik.malhotra@hdfcbank.com <b>Website:</b> www.hdfcbank.com <b>SEBI Registration Number:</b> INBI00000063 <b>Contact Person:</b> Kartik Malhotra	[•]
Peer Reviewed Auditors	Advisor to the Issue
<b>M/s. Kapish Jain &amp; Associates</b> Chartered Accountants 504, B Wing, statesman house, 148, Barakhamba Road, New Delhi- 110001 <b>Telephone:</b> +91 9971921466 <b>Email:</b> ca.kapish@gmail.com <b>FRN:</b> 022743N <b>Contact Person:</b> Mr. Vikas Katyal	<b>Credent Asset Management Services Private Limited</b> Unit No. 609, 6th Floor, C Wing, One BKC, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra, 400051 <b>Registration No.</b> INP000006101 <b>E-mail</b> compliance@credentglobal.com <b>Telephone</b> +91 022-68452001 <b>Fax No.</b> +91 022-68452001 <b>Contact Person:</b> Mr. Aditya Vikram Kanoria

#### DESIGNATED INTERMEDIARIES:

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

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

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

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

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

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

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Investors Bank or Issuer Bank for UPI mechanism are provide on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=41>

### **Syndicate SCSB Branches**

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, Retail Individual Investors Applying using the UPI Mechanism 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=40>) and 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, as amended.

### **Registered Brokers**

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

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

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

### **Collecting Depository Participants (CDP's)**

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

### **Brokers to the Issue**

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

### **Experts Opinion**

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

- (i) Our Company has received consent from the M/s. Kapish Jain & Associates, Chartered Accountants, to include their name as required under section 26 of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus, and as an “expert” as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of (a) Auditors' reports on the restated financial statements; and (b) Statement of Tax Benefits (c) Statement of Financial Indebtedness. Such consent has not been withdrawn as on the date of this Draft Red Herring

Prospectus. such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus, and;

- (ii) M/s. Abizchancellor Law LLP has provided their written consent to act as Legal Advisor to the issue dated July 01, 2024 for chapters titled **“Key Industry Regulations”**, **“Government ant Other Approvals”** and **“Outstanding Litigations and Material Developments”** beginning on page nos 145, 226 and 222 of this Draft Red Herring Prospectus.

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

Corporate Makers Capital Limited is the sole BRLM to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

### **Monitoring Agency**

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

### **Green Shoe Option**

No Green Shoe Option is applicable for this issue.

### **Appraising Entity**

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

### **Credit Rating**

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

### **IPO Grading**

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

### **Trustee**

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

### **Debenture Trustees**

Since this is not a debenture issue, appointment of debenture trustee is not required.

### **Filing of the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus**

The Draft Red Herring Prospectus/ Red Herring Prospectus and Prospectus shall be filed on Emerge Platform of NSE, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai-400051, Maharashtra, India.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246(2) of SEBI (ICDR) Regulations, 2018. Pursuant to Regulation 246(5) of SEBI (ICDR) Regulations, 2018 and SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of Red Herring Prospectus/Prospectus will be filed online through SEBI Intermediary Portal at <https://siportal.sebi.gov.in>.



A copy of the Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 26 & 32 of the Companies Act, 2013 was filed to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be filed to the RoC through the electronic portal at <http://www.mca.gov.in>.

## Underwriting

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the Underwriter [●] in the capacity of Underwriter to the issue.

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

Details of the Underwriter	No. of Equity Shares Underwritten	Amount Underwritten	% of total Issue size underwritten
<b>BCB Brokerage Private Limited</b> 1207A, P J Towers, Dalal Street, Fort, Mumbai-400001 <b>SEBI Registration No.</b> INZ000200633 <b>Telephone:</b> +91 022 22720000 <b>Email Id:</b> bbplmumbai@bcbbrokerage.com <b>Website:</b> www.bcbbrokerage.com <b>Contact Person:</b> Uttam Bharat Bagri	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

\*Includes up to [●] Equity Shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker in order to claim compliance with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, 2018 as amended.

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

## Changes in Auditors during the last three (3) years

Our Company has appointed M/s Madhu Khajanchi & Co., Chartered Accountants, as its statutory auditors on April 01, 2019 and there is no change since her appointment. However, the term of the Auditor is valid until the ensuing Annual General Meeting of the company for the Financial Year 2024.

## Book Building Process

The book building, in the context of the Issue, refers to the process of collection of Bids on the basis of the Draft Red Herring Prospectus/ Red Herring Prospectus within the Price Band, which will be decided by our Company, in consultation with the BRLM, and will be advertised in [●] editions of the English national newspaper, [●] editions of the Hindi national newspaper, and [●] editions in Regional newspaper where our Registered Office is located, each with wide circulation, at least two working days prior to the Bid/ Issue Opening Date. The Issue Price shall be finalized after the Bid/ Issue Closing Date. The principal parties involved in the Book Building Process are:

All Bidders (except Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Pursuant to the UPI Circulars, Retail Individual Bidders may also participate in this Offer through UPI in the ASBA process. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/ Issue Period and withdraw their Bids until the Bid/ Issue Closing Date.

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

Our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Issue. In this regard, our Company has appointed the BRLM to manage this Issue and procure Bids for this Issue. The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

The process of Book Building is in accordance with the guidelines, rules and regulations prescribed by SEBI under the SEBI ICDR Regulations and the Bidding Processes are subject to change from time to time. Investors are advised to make their own judgment about investment through this process prior to submitting a Bid in this Issue.

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

For further details, please refer to the chapters titled “*Issue Structure*” and “*Issue Procedure*” beginning on page no 253 and 258 respectively of this Draft Red Herring Prospectus.

### **Type of Issue**

The present Issue is considered to be Book Building Issue.

### **Withdrawal of the Issue**

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

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

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

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

### **Market Maker**

#### **BCB Brokerage Private Limited**

1207A, P J Towers, Dalal Street, Fort, Mumbai-400001

**SEBI Registration No.** INZ000200633

**Telephone:** +91 022 22720000

**Email Id:** bbplmumbai@bcbbrokerage.com

**Website:** www.bcbbrokerage.com

**Contact Person:** Uttam Bharat Bagri

## Details of the Market Making Agreement

In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the BRLM and the Market Maker (duly registered with NSE Emerge to fulfil the obligations of Market Making) dated [●] to ensure compulsory Market Making for a minimum period of three years from the date of listing of equity shares offered in this Issue.

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

The Market Maker shall fulfil the applicable obligations and conditions as specified in the SEBI ICDR Regulations, as amended from time to time and the circulars issued by NSE Emerge and SEBI in this matter from time to time.

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

- ❖ The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. The spread (difference between the sell and buy quote) shall not be more than 10% or as specified by the Stock Exchange from time to time. Further, the Market Maker shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
- ❖ The prices quoted by the Market Maker shall be in compliance with the Market Maker Spread requirements and other particulars as specified or as per the requirements of NSE EMERGE Platform and SEBI from time to time.
- ❖ The minimum depth of the quote shall be ₹1,00,000. However, the investors with holdings of value less than ₹1,00,000 shall be allowed to issue their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker. Based on the IPO price of ₹[●]/- per share the minimum lot size is [●] Equity Shares thus minimum depth of the quote shall be [●] until the same, would be revised by NSE.
- ❖ After a period of three (3) months from the market making period, the market maker would be exempted to provide quote if the Equity Shares of market maker in our Company reaches to 25%. Or upper limit (Including the 5% of Equity Shares ought to be allotted under this Issue). Any Equity Shares allotted to Market Maker under this Issue over and above 25% equity shares would not be taken into consideration of computing the threshold of 25%. As soon as the Shares of market maker in our Company reduce to 24%, the market maker will resume providing 2-way quotes.
- ❖ There shall be no exemption/threshold on downside. However, in the event the market maker exhausts his inventory through market making process, the concerned stock exchange may intimate the same to SEBI after due verification.
- ❖ On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the company will be placed in Special Pre-Open Session (SPOS) and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity shares on the Stock Exchange.
- ❖ There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non- controllable reasons would be final.
- ❖ The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and NSE Emerge Platform from time to time.

- ❖ Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
- ❖ There would not be more than five Market Makers for the Company's Equity Shares at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
- ❖ The shares of the company will be traded in continuous trading session from the time and day the company gets listed on NSE Emerge Platform and market maker will remain present as per the guidelines mentioned under NSE and SEBI circulars.
- ❖ There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily / fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- ❖ The price band shall be 20% and the Market Maker Spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.
- ❖ The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Company, who shall then be responsible to appoint a replacement Market Maker.
- ❖ In case of termination of the abovementioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Company to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of Regulation 261 of the SEBI ICDR Regulations. Further the Company reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.
- ❖ **Risk containment measures and monitoring for Market Maker:** Emerge Platform NSE will have all margins which are applicable on the Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. NSE can impose any other margins as deemed necessary from time-to-time.
- ❖ **Punitive Action in case of default by Market Maker:** Emerge Platform NSE will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership. The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.
- ❖ **Price Band and Spreads:** SEBI Circular bearing reference no. CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for Issue size up to ₹250 Crores, the applicable price bands for the first day shall be:
  - In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
  - In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the Issue price.

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

- ❖ The following spread will be applicable on the NSE Emerge:

Sr. No.	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1.	Upto 50	9
2.	50 to 75	8
3.	75 to 100	6
4.	Above 100	5

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

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

- ❖ The Market Making arrangement, trading and other related aspects including all those specified above shall be subject to the applicable provisions of law and / or norms issued by SEBI/ NSE from time to time.
- ❖ All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.
- ❖ On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.

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## SECTION VI - CAPITAL STRUCTURE

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

(₹ in Lakhs)			
Sr. No.	Particulars	Aggregate Value at Face Value	Aggregate Value at Issue Price
A.	<b>Authorized Share Capital</b> 95,00,000 Equity Shares of ₹10/- each	950.00	-
B.	<b>Issued, Subscribed &amp; Paid-up Share Capital prior to the Issue*</b> 69,08,874 Equity Shares of ₹10/- each	690.89	-
	<b>Present Issue in terms of this Draft Red Herring Prospectus*</b> 24,60,000 Equity Shares of ₹10/-each for cash price at a price of ₹ [●] per share	[●]	[●]
	<i>Which comprises of:</i>		
	<b>Reservation for Market Maker Portion</b> 1,23,600 Equity Shares of ₹10/- each for cash price at a price of ₹ [●] per share	[●]	[●]
	Net Issue to the Public – 23,36,400 Equity Shares of ₹10/- each at a price of ₹[●] /- per Equity Share.		
C.	<b>Of the Net Issue to the Public</b>		
I	<b>Allocation to Qualified Institutional Buyer</b> – [●] Equity Shares of ₹10/- each at a price of ₹[●] per Equity Share.	[●]	[●]
	<i>Of which:</i>		
	a) Anchor Investor Portion- Upto [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakhs	[●]	[●]
	(b) Net QIB Portion (assuming the anchor Investor Portion is fully subscribed)- Upto [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakhs	[●]	[●]
	<i>Of which:</i>		
	(i) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)- Upto [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹[●] Lakhs		
	(ii) Balance of QIB Portion for all QIBs including Mutual Funds- Upto [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at price of ₹[●] /- per Equity Share aggregating to ₹ [●] Lakhs		
II	<b>Allocation to Retail Individual Investors</b> – [●] Equity Shares of ₹10/- each at a price of ₹[●] /- per Equity Share shall be available for allocation for Investors applying for a value of up to ₹2.00 Lakhs.		
III	<b>Allocation to Non-Institutional Investors</b> – [●] Equity Shares of ₹10/- each at a price of ₹[●] /- per Equity Share shall be available for allocation for Investors applying for a value of above ₹2.00 Lakhs		
D.	<b>Issued, Subscribed and Paid-up Equity Share Capital after the Issue</b>		
	93,68,874 Equity Shares of face value of ₹10/- each	[●]	
E.	<b>Securities Premium Account</b>		
	Before the Issue	144.86	
	After the Issue	[●]	

\*The present Issue has been authorized pursuant to a resolution of our Board dated July 06, 2024 and a special resolution of our Shareholders at an Extra-Ordinary General Meeting dated July 08, 2024 under Section 23 of the Companies Act, 2013.

## Classes of Shares

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

## NOTES TO THE CAPITAL STRUCTURE

### a. Details of changes in Authorized Share Capital of our Company since incorporation:

Sr. No.	Particulars of Increase in Share Capital	Authorized Share Capital (₹)	Date of Meeting	Whether AGM/EGM
1.	Incorporated with an Authorized Share Capital of ₹5,00,000 comprising of 50,000 Equity Shares of Face Value of ₹10/- each	₹5,00,000	January 28, 2010	On Incorporation
2.	Increase in Authorised Share Capital from ₹5,00,000 divided into 50,000 Equity Shares of ₹10/- each to ₹7,50,00,000 divided into 75,00,000 Equity Shares of ₹10/- each.	₹7,50,00,000	December 30, 2023	EGM
3.	Increase in Authorised Share Capital from ₹7,50,00,000 divided into 75,00,000 Equity Shares of ₹10/- each to ₹9,50,00,000 divided into 95,00,000 Equity Shares of ₹10/- each.	₹9,50,00,000	June 24, 2024	EGM

### b. Equity Share Capital History:

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

Date of Allotment	No. of Shares Allotted	Face Value (₹)	Issue Price (Including Premium, if any) (₹)	Consideration Cash/ Other than Cash	Nature of Allotment	Cumulative No of Equity Shares	Cumulative Security Premium (₹)	Cumulative Paid-up capital (₹)
On Incorporation	10,000	10	10	Cash	Subscription to MOA <sup>(1)</sup>	10,000	-	10,0000
31.03.2024#	2,13,513	10	93	Cash	Allotment pursuant to the issue of shares on right basis.	2,23,513	1,77,21,579	22,35,130
15.04.2024#	5,11,340	10	93	Cash	Allotment pursuant to the issue of shares on right basis.	7,34,853	6,01,62,799	73,48,530
20.04.2024#	60,01,299	10	Nil	Other than cash	Allotment pursuant to the issue of bonus shares in the Ratio of 49:6.	67,36,152	-*	6,73,61,520
04.07.2024#	1,72,722	10	93	Cash	Allotment pursuant to the issue of shares on right basis	69,08,874	14,485,735	6,90,88,740

#Note: Based on Form PAS-3 filed with the Registrar of Companies, NCT of Delhi & NCR.

\*The Company has issued 60,01,299 bonus equity shares by utilizing ₹6,00,12,990 on April 20, 2024.

1. Initial Subscribers to Memorandum of Association hold **10,000** Equity Shares of face value of ₹10/- each fully paid up as per the details given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Mr. Gaurav Marya	5,000
2.	Mr. Sachin Marya	5,000
	<b>Total</b>	<b>10,000</b>

2. Allotment pursuant to right issue of **2,13,513** Equity Shares of Face Value of ₹10/- each fully paid up on a premium of ₹83/- per share, details of which are given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Mr. Sachin Marya	1,63,440
2.	Ms. Ashita Marya	47,311
3.	Ms. Preetima Bhardwaj	1,816
4.	Ms. Gunanidhi Samantaray	109
5.	Mr. Rajesh Sharad Zhawar	182
6.	Ms. Susheela Negi	182
7.	Ms. Madhu Devi Ghiya	291
8.	Mr. Pawan S. Kulkarni	182
	<b>Total</b>	<b>2,13,513</b>

3. Allotment pursuant to the right issue of **5,11,340** Equity Shares of Face Value of ₹10/- each fully paid up on a premium of ₹83/- per share, details of which are given below:

Sr. No	Name of Person	No. of Shares Allotted*
1.	Mr. Sachin Marya	1,41,925
2.	Ms. Ashita Marya	42,336
3.	Ms. Preetima Bhardwaj	73
4.	Ms. Ritu Marya	1,21,905
5.	Ms. Asha Marya	43,011
6.	Uconcepts Solution Private Limited	53,763
7.	Aptitud Studios Private Limited	26,881
8.	Franchise India East Private Limited	80,645
9.	Ms. Punita Kapoor	364
10.	Ms. Shalini Sharma	182
11.	Ms. Nusra	73
12.	Mr. Dharmendra Yadav	182
	<b>Total</b>	<b>5,11,340</b>

4. Allotment pursuant to issue of bonus share of **60,01,299** Equity Shares of Face Value of ₹10/- each fully paid up, details of which are given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	Mr. Sachin Marya	25,35,464
2.	Ms. Ritu Marya	10,35,574
3.	Ms. Ashita Marya	7,32,117
4.	Ms. Asha Marya	3,51,257
5.	Uconcepts Solution Private Limited	4,39,065
6.	Aptitud Studios Private Limited	2,19,528
7.	Franchise India East Private Limited	6,58,601
8.	Ms. Punita Kapoor	2,973
9.	Ms. Shalini Sharma	1,486
10.	Ms. Nusra	596
11.	Mr. Dharmendra Yadav	1,486
12.	Mrs. Preetima Bhardwaj	15,427
13.	Ms. Madhu Devi Ghiya	2,377



Sr. No	Name of Person	No. of Shares Allotted
14.	Mr. Rajesh Sharad Zhawar	1,486
15.	Ms. Susheela Negi	1,486
16.	Mr. Pawan S. Kulkarni	1,486
17.	Mrs. Gunanidhi Samantaray	890
	<b>Total</b>	<b>60,01,299</b>

5. Allotment pursuant to the right issue of 1,72,722 Equity Shares of Face Value of ₹10/- each fully paid up on a premium of ₹83/- per share, details of which are given below:

Sr. No	Name of Person	No. of Shares Allotted
1.	4G Capital Ventures	50,906
2.	1955 Ventures	70,000
3.	Sandeep Bhandari	27,636
4.	Hemalatha Umedmal Golecha	12,090
5.	Shagun Capital Venture	12,090
	<b>Total</b>	<b>1,72,722</b>

c. As on the date of this Draft Red Herring Prospectus, our Company does not have any Preference Share Capital.

d. Issue of Equity Shares for consideration of cash–

As on the date of this Draft Red Herring Prospectus, Our Company has issued Equity shares for consideration of cash as mentioned below.

Date of Allotment	Number of Equity Shares	Face Value (in ₹)	Issue Price (in ₹)	Reason for Allotment	Allottees
31.03.2024	2,13,513	10	93	Right Issue	Refer Note-2
15.04.2024	5,11,340	10	93	Right Issue	Refer Note-3
04.07.2024	1,72,722	10	93	Right Issue	Refer Note-5

e. Issue of Equity Shares for consideration other than cash–

As on the date of this Draft Red Herring Prospectus, Our Company has not issued Equity shares for consideration other than cash except as mentioned below:

Date of Allotment	Number of Equity Shares	Face Value (In ₹)	Issue Price (In ₹)	Reason for Allotment	Allottees
20.04.2024	60,01,299	10	-	Bonus Issue in the Ratio of 49 fully Paid-up Equity Shares for every 6 Equity Shares held by existing Shareholder.	Refer Note-4

f. Revaluation of our assets:

We have not re-valued our assets since inception and have not issued any equity shares (*excluding bonus shares as mentioned in point 5 above*) by capitalizing any revaluation reserves.

g. If shares have been issued in terms of any scheme approved under section 230-234 of the Companies Act, 2013:

Our Company has not issued any Equity Shares in terms of any scheme approved under section 230-234 of the Companies Act, 2013.

**h. If shares have been issued under one or more employee stock option schemes:**

Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/ Employee Stock Purchase Scheme for our employees.

**i. Our Company has not issued any Equity Shares during a period of one year preceding the date of this Draft Red Herring Prospectus at a price lower than the Issue Price except the following:**

Date of Allotment	Number of Equity Shares	Face Value (In ₹)	Issue Price (In ₹)	Reason for Allotment	Allottees
20.04.2024	60,01,299	10	-	Bonus Issue in the Ratio of 49 fully Paid-up Equity Shares for every 6 Equity Shares held by existing Shareholder.	Refer Note-4

**j. Details of Allotment made in the last two years preceding the date of Prospectus:**

Our Company has issued following Equity Shares in the last two years preceding the date of Draft Red Herring Prospectus:

Date of Allotment	Number of Equity Shares	Face Value (In ₹)	Issue Price (In ₹)	Reason for Allotment	Allottees
31.03.2024	2,13,513	10	93	Right Issue	Refer Note-2
15.04.2024	5,11,340	10	93	Right Issue	Refer Note-3
20.04.2024	60,01,299	10	-	Bonus Issue in the Ratio of 49 fully Paid-up Equity Shares for every 6 Equity Shares held by existing Shareholder.	Refer Note-4
04.07.2024	1,72,722	10	93	Right Issue	Refer Note-5

**k. The shareholding pattern of our Company before the issue as per Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given here below:**

Sr. No.	Particular	Yes/No	Promoter and Promoter Group	Public shareholder	Non Promoter-Non Public
1	Whether the Company has issued any partly paid-up shares?	No	No	No	No
2	Whether the Company has issued any Convertible Securities?	No	No	No	No
3	Whether the Company has issued any Warrants?	No	No	No	No
4	Whether the Company has any shares against which depository receipts are issued?	No	No	No	No
5	Whether the Company has any shares in locked-in?	No	No	No	No
6	Whether any shares held by promoters are pledge or otherwise encumbered?	No	No	No	No
7	Whether company has equity shares with differential voting rights?	No	No	No	No

\* All Pre-IPO Equity Shares of our Company will be locked in as mentioned above prior to listing of shares on Emerge Platform of NSE. Our Company shall file the shareholding pattern in the form prescribed under Regulation 31 of the SEBI

*(Listing Obligations and Disclosure Requirements), Regulations, 2015, one day prior to the Listing of the Equity Shares. The Shareholding Pattern will be uploaded on the Website of the NSE before commencement of trading of such Equity Shares.*

*(This space has been intentionally left blank)*

## I. Shareholding Pattern of our Company

Category (I)	Category of Shareholder (II)	No. of Shareholders (III)	No of fully paid up equity shares held. (IV)	No of partly paid up equity shares held. (V)	No. of shares underlying Depository Receipts (VI)	Total No of Shares held (VII = IV + V + VI)	Shareholding as a % of total No. of Shares (calculated as per SCRR,1957 (As a % of (A + B + C2) (VIII)	Number of Voting Rights held in each Class of securities (IX)				No of underlying convertible securities (incl. Warrants) (X)	Shareholding as a % assuming full convertible securities (as a % of diluted share capital (As a % of (A + B + C2) (XI=VII +X)	Number of Locked in shares (XII)		No. of shares Pledged Or Otherwise Encumbered (XIII)		No. of Equity shares held in De-mat Form (XIV)
								Class X	Class Y	Total	Total as % of (A+B+C)			Nos of shares held (a)	As % of total number of shares held (b)	Nos of shares held (a)	As % of total number of shares held (b)	
I.	II.	III.	IV.	V.	VI.	VII.	VIII.	IX.				X.	XI.	XII.		XIII.		XIV.
A.	Promoter & Promoter Group	8	67,20,139	-	-	67,20,139	97.27%	67,20,139	-	67,20,139	97.27%	-	-	-	-	-	-	52,41,656
B.	Public	14	18,87,35	-	-	18,87,35	2.73%	18,87,35	-	18,87,35	2.73%	-	-	-	-	-	-	14,94,496
C.	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
D 1	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
D 2	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>22</b>	<b>69,08,874</b>			<b>69,08,874</b>	<b>100%</b>	<b>69,08,874</b>		<b>69,08,874</b>	<b>100.00%</b>							<b>69,08,874</b>

### Note:

- The term “Encumbrance” has the same meaning as assigned under regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- As on date of this Draft Red Herring Prospectus, 1 Equity share holds 1 vote.
- As on date, we have only one class of Equity Shares of face value of ₹10/- each.
- All Pre-IPO equity shares of our Company will be locked-in as per regulations of SEBI ICDR prior to listing of shares on Emerge Platform of National Stock Exchange of India.
- In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, all specified securities held by promoters are dematerialized.
- Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of National Stock Exchange of India before commencement of trading of such Equity Share.

**List of Shareholders of the Company holding 1% or more of the paid-up share capital of the Company:**

a) As on the date of filing of this Prospectus, our Company has 22 (Twenty-Two) Shareholders;

b) As on the date of the filing of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholders	Shares held (Face Value of ₹10 each)	% Pre-Issue paid up Share Capital
1.	Mr. Sachin Marya	28,45,929	41.19
2.	Ms. Ritu Marya	11,62,379	16.82
3.	Ms. Ashita Marya	8,21,764	11.89
4.	Ms. Asha Marya	3,94,268	5.71
5.	Uconcepts Solution Private Limited	4,92,828	7.13
6.	Aptitud Studios Private Limited	2,46,409	3.57
7.	Franchise India East Private Limited	7,39,246	10.70
8.	1955 Ventures	70,000	1.01

c) Ten days prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholders	Shares held (Face Value of ₹10 each)	% Pre-Issue paid up Share Capital
1.	Mr. Sachin Marya	28,45,929	41.19
2.	Ms. Ritu Marya	11,62,379	16.82
3.	Ms. Ashita Marya	8,21,764	11.89
4.	Ms. Asha Marya	3,94,268	5.71
5.	Uconcepts Solution Private Limited	4,92,828	7.13
6.	Aptitud Studios Private Limited	2,46,409	3.47
7.	Franchise India East Private Limited	7,39,246	10.70
8.	1955 Ventures	70,000	1.01

d) One Year prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholders	Shares held (Face Value of ₹10 each)	% Pre-Issue paid up Share Capital
1.	Franchise India Holding Limited	9,999	99.99

\*Details of shares held on July 06, 2023 and percentage held has been calculated based on the paid-up capital of our Company as on July 06, 2023.

e) Two Year prior to the date of filing of this Draft Red Herring Prospectus:

Sr. No.	Name of Shareholders	Shares held (Face Value of ₹10 each)	% Pre-Issue paid up Share Capital
1.	Franchise India Holding Limited	9,999	99.99

m. Except as disclosed below, no subscription to or sale or purchase of the securities of our Company within three years preceding the date of filing of the Prospectus by our Promoters or Directors or Promoter Group which in aggregate equals to or is greater than 1% of the pre- offer share capital of our Company:

Name of Shareholder	Date of Transaction	Category	No. of Equity Shares Subscribed/ Acquired	No of Equity shares sold	Nature of Transaction
Mr. Sachin Marya	07-03-2024	Promoter & Managing Director	5,099	-	Transfer
Ms. Ritu Marya	07-03-2024	Promoter & Director	4,900	-	Transfer
Mr. Sachin Marya	31-03-2024	Promoter & Managing Director	1,63,440	-	Right Issue
Mr. Sachin Marya	15-04-2024	Promoter & Managing Director	1,41,925	-	Right Issue
Mr. Sachin Marya	20-04-2024	Promoter & Managing Director	25,35,464	-	Bonus Issue
Ms. Ritu Marya	15-04-2024	Promoter & Director	1,21,905	-	Right Issue
Ms. Ritu Marya	20-04-2024	Promoter & Director	10,35,574	-	Bonus Issue
Ms. Ashita Marya	31-03-2024	Promoter & Director	47,311	-	Right Issue
Ms. Ashita Marya	15-04-2024	Promoter & Director	42,336	-	Right Issue
Ms. Ashita Marya	20-04-2024	Promoter & Director	7,32,117	-	Bonus Issue
Ms. Preetima Bhardwaj	31-03-2024	Promoter	1,816	-	Right Issue
Ms. Preetima Bhardwaj	15-04-2024	Promoter	73	-	Right Issue
Ms. Preetima Bhardwaj	20-04-2024	Promoter	15,427	-	Bonus Issue
Ms. Asha Marya	15-04-2024	Promoter Group	43,011	-	Right Issue
Ms. Asha Marya	20-04-2024	Promoter Group	3,51,257	-	Bonus Issue
Uconcepts Solution Private Limited	15-04-2024	Promoter Group	53,763	-	Right Issue
Uconcepts Solution Private Limited	20-04-2024	Promoter Group	4,39,065	-	Bonus Issue
Aptitud Studios Private Limited	15-04-2024	Promoter Group	26,881	-	Right Issue
Aptitud Studios Private Limited	20-04-2024	Promoter Group	2,19,528	-	Bonus Issue
Franchise India East Private Limited	15-04-2024	Promoter Group	80,645	-	Right Issue
Franchise India East Private Limited	20-04-2024	Promoter Group	6,58,601	-	Bonus Issue

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

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

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

The shareholding pattern of our Promoters and Promoters' Group before and after the Issue is as under:

Sr. No.	Name of Shareholders	Pre-Issue		Post-Issue*	
		No. of equity shares	As a % of Issued capital	No. of equity shares	As a % of Issued Capital
<b>Promoters</b>					
1.	Mr. Sachin Marya	28,45,929	41.19	[•]	[•]
2.	Ms. Ritu Marya	11,62,379	16.82	[•]	[•]
3.	Ms. Ashita Marya	8,21,764	11.89		
4.	Ms. Preetima Bhardwaj	17316	0.25		
<b>Total- A</b>		<b>48,47,388</b>	<b>70.16</b>	[•]	[•]
<b>Promoters Group</b>					
5.	Ms. Asha Marya	3,94,268	5.71	[•]	[•]
6.	Uconcepts Solution Private Limited	4,92,828	7.13	[•]	[•]
7.	Aptitud Studios Private Limited	2,46,409	3.57	[•]	[•]
8.	Franchise India East Private Limited	7,39,246	10.70	[•]	[•]
<b>Total- B</b>		<b>18,72,751</b>	<b>27.11</b>	[•]	[•]
<b>Total Shareholding (A+B)</b>		<b>67,20,139</b>	<b>97.27%</b>	[•]	[•]

\*Subject to finalization of basis of allotment

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company. As on the date of this Draft Red Herring Prospectus, our Promoter and Promoter Group holds 67,20,139 Equity Shares, which constitutes approximately 97.27 % of the pre-IPO issued, subscribed and paid-up Equity Share capital of our Company and approximately [•]% of the post-IPO issued, subscribed and paid-up Equity Share capital assuming full allotment of the shares offered in IPO.

All Equity Shares held by the Promoters and members of Promoter Group have been dematerialized as on date of this Draft Red Herring Prospectus. The Details are as under:

**Name of Promoter: Mr. Sachin Marya**

Date of Allotment/ Transfer	Nature of Transaction	Face Value of Equity Share	Issue/ Transfer Price of Equity Share	No. of Shares acquired/Sold	Cumulative no. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital*
January 28, 2010	Subscription to MOA	10	10	5000	5000	0.07	[•]
December 10, 2020	Transfer	10	10	4999*	01	0.00	[•]
March 07, 2024	Transfer	10	93	5099*	5100	0.08	[•]
March 31, 2024	Right Issue	10	93	1,63,440	1,68,540	2.50	[•]
April 15, 2024	Right Issue	10	93	1,41,925	3,10,465	4.61	[•]
April 20, 2024	Bonus Issue	10	-	25,35,464	28,45,929	42.25	[•]
<b>Total</b>					<b>28,45,929</b>		[•]

\*Mr. Sachin Marya has transferred 4,999 equity shares to Franchise India Holding Limited on December 10, 2020, subsequently Franchise India Holding Limited transferred 5,099 equity shares to Mr. Sachin Marya on March 07, 2024. Further Mr. Sachin Marya transferred 01 equity share to Ms. Ritu Marya on March 07, 2024. Ms. Ritu Marya transferred 01 equity share to Mr. Sachin Marya on March 08, 2024.

\*Subject to finalization of basis of allotment.

**Name of Promoter: Ms. Ritu Marya**

Date of Allotment/ Transfer	Nature of Transaction	Face Value of Equity Share (In ₹)	Issue/ Transfer Price of Equity Share (In ₹)	No. of Shares	Cumulative no. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital*
March 07, 2024	Transfer	10	93	4,900	4,900	0.07	[•]
April 15, 2024	Right Issue	10	93	1,21,905	1,26,805	1.88	[•]
April 20, 2024	Bonus Issue	10	-	10,35,574	11,62,379	17.26	[•]
<b>Total</b>					<b>11,62,379</b>		[•]

\* Franchise India Holding Limited transferred 4,999 equity shares to Ms. Ritu Marya on March 07, 2024, Mr. Sachin Marya transferred 01 equity share to Ms. Ritu Marya on same date and Ms. Ritu Marya Transferred one share to Mr. Sachin Marya on March 08, 2024.

\*Subject to finalization of basis of allotment

**Name of Promoter: Ms. Ashita Marya**

Date of Allotment/ Transfer	Nature of Transaction	Face Value of Equity Share (In ₹)	Issue/ Transfer Price of Equity Share (In ₹)	No. of Shares	Cumulative no. of Equity Shares	% of Pre-Issue Equity Share Capital	% of Post Issue Equity Share Capital*
March 31, 2024	Right Issue	10	93	47,311	47,311	0.70	[•]
April 15, 2024	Right Issue	10	93	42,336	89,647	1.33	[•]
April 20, 2024	Bonus Issue	10	-	7,32,117	8,21,764	12.20	[•]
<b>Total</b>					<b>8,21,764</b>	<b>1</b>	[•]

\*Subject to finalization of basis of allotment

**Name of Promoter: Ms. Preetima Bhardwaj**

Date of Allotment/ Transfer	Nature of Transaction	Face Value of Equity Share	Issue/ Transfer Price of Equity Share	No. of Shares acquired/Sold	Cumulative no. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital*
March 31, 2024	Right Issue	10	93	1,816	1,816	0.03	[•]



April 15, 2024	Right Issue	10	93	73	1,889	0.03	[•]
April 20, 2024	Bonus Issue	10	-	15,427	17,316	0.26	[•]
<b>Total</b>					<b>17,316</b>		[•]

*\*Subject to finalization of basis of allotment*

**Name of Promoter Group: Ms. Asha Marya**

Date of Allotment/ Transfer	Nature of Transaction	Face Value of Equity Share	Issue/ Transfer Price of Equity Share	No. of Shares acquired/Sold	Cumulative no. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital*
April 15, 2024	Right Issue	10	93	43,011	43,011	0.64	[•]
April 20, 2024	Bonus Issue	10	-	3,51,257	3,94,268	5.85	[•]
<b>Total</b>					<b>3,94,268</b>	5.85	[•]

**Name of Promoter Group: Uconcepts Solution Private Limited**

Date of Allotment/ Transfer	Nature of Transaction	Face Value of Equity Share	Issue/ Transfer Price of Equity Share	No. of Shares acquired/Sold	Cumulative no. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital*
April 15, 2024	Right Issue	10	93	53,763	53,763	0.78	[•]
April 20, 2024	Bonus Issue	10	-	4,39,065	4,92,828	7.13	[•]
<b>Total</b>					<b>4,92,828</b>	7.13	[•]

*\*Subject to finalization of basis of allotment*

**Name of Promoter Group: Aptitud Studios Private limited**

Date of Allotment/ Transfer	Nature of Transaction	Face Value of Equity Share	Issue/ Transfer Price of Equity Share	No. of Shares acquired/Sold	Cumulative no. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital*
April 15, 2024	Right Issue	10	93	26,881	26,881	0.39	[•]
April 20, 2024	Bonus Issue	10	-	2,19,528	2,46,409	3.57	[•]
<b>Total</b>					<b>2,46,409</b>	3.57	[•]

*\*Subject to finalization of basis of allotment*

**Name of Promoter Group: Franchise India East Private Limited**

Date of Allotment/ Transfer	Nature of Transaction	Face Value of Equity Share	Issue/ Transfer Price of Equity Share	No. of Shares acquired/Sold	Cumulative no. of Equity Shares	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital*
April 15, 2024	Right Issue	10	93	80,645	80.645	1.17	[•]
April 20, 2024	Bonus Issue	10	-	6,58,601	7,39,246	10.70	[•]
<b>Total</b>					<b>7,39,246</b>	10.70	[•]

\*Subject to finalization of basis of allotment

All the Equity Shares held by our Promoters were fully paid-up on the respective dates of allotment of such Equity Shares. Further, none of the Equity Shares held by our Promoters are pledged;

The maximum and minimum price at which the aforesaid transaction was made is ₹93.00, ₹10.00 and Nil per Equity Share.

Except as mentioned below, none of the members of the Promoter Group, the Promoters, or the Directors and 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:

Date of Transaction	No. of Equity shares allotted/ acquired/Sold	Face Value Per Equity Shares (In ₹)	Issued Price/ Acquired Price/ Transfer Price per Equity Shares	Nature of Transaction	Nature of Consideration	Name of the Allottees / Transferor / Transferee	Category
March 07, 2024	5,099	10	93	Transfer	Cash	Mr. Sachin Marya	Promoter & Managing Director
March 07, 2024	4,900	10	93	Transfer	Cash	Mrs. Ritu Marya	Promoter & Director
March 31, 2024	1,63,440	10	93	Right Issue	Cash	Mr. Sachin Marya	Promoter & Managing Director
March 31, 2024	47,311	10	93	Right Issue	Cash	Mrs. Ashita Marya	Promoter & Director
March 31, 2024	1,816	10	93	Right Issue	Cash	Mrs. Preetima Bhardwaj	Promoter
April 15, 2024	1,41,925	10	93	Right Issue	Cash	Mr. Sachin Marya	Promoter & Managing Director
April 15, 2024	1,21,905	10	93	Right Issue	Cash	Mrs. Ritu Marya	Promoter & Director
April 15, 2024	42,336	10	93	Right Issue	Cash	Mrs. Ashita Marya	Promoter & Director
April 15, 2024	43011	10	93	Right Issue	Cash	Mrs. Asha Marya	Promoter Group
April 15, 2024	53,763	10	93	Right Issue	Cash	Uconcept Solutions Private Limited	Promoter Group

April 15, 2024	26,881	10	93	Right Issue	Cash	Aptitud Studios Private Limited	Promoter Group
April 15, 2024	80,645	10	93	Right Issue	Cash	Franchise India East Private Limited	Promoter Group
April 15, 2024	73	10	93	Right Issue	Cash	Mrs. Preetima Bhardwaj	Promoter
April 20, 2024	25,35,464	10	Nil	Bonus Issue	Other than Cash	Mr. Sachin Marya	Promoter & Managing Director
April 20, 2024	10,35,574	10	Nil	Bonus Issue	Other than Cash	Mrs. Ritu Marya	Promoter & Director
April 20, 2024	7,32,117	10	Nil	Bonus Issue	Other than Cash	Mrs. Ashita Marya	Promoter & Director
April 20, 2024	3,51,257	10	Nil	Bonus Issue	Other than Cash	Mrs. Asha Marya	Promoter Group
April 20, 2024	15,427	10	Nil	Bonus Issue	Other than Cash	Mrs. Preetima Bhardwaj	Promoter
April 20, 2024	4,39,065	10	Nil	Bonus Issue	Other than Cash	Uconcept Solutions Private Limited	Promoter Group
April 20, 2024	2,19,528	10	Nil	Bonus Issue	Other than Cash	Aptitud Studios Private Limited	Promoter Group
April 20, 2024	6,58,601	10	Nil	Bonus Issue	Other than Cash	Franchise India East Private Limited	Promoter Group

(a) Details of Transfer of shares by Mr. Gaurav Marya of 5,000 Equity Shares dated December 10, 2020:

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares
1.	December 10, 2020	Franchise India Holding Limited	5,000
		<b>Total</b>	<b>5,000</b>

(b) Details of Transfer of shares by Mr. Sachin Marya of 4,999 Equity Shares dated December 10, 2020:

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares
1.	December 10, 2020	Franchise India Holding Limited	4,999
		<b>Total</b>	<b>4,999</b>

(c) Details of Transfer of shares by Franchise Holding Limited of 5,099 Equity Shares dated March 07, 2024:

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares
1.	March 07, 2024	Mr. Sachin Marya	5,099
		<b>Total</b>	<b>5,099</b>

(d) Details of Transfer of shares by Franchise Holding Limited of 4,999 Equity Shares dated March 07, 2024:

Sr. No.	Date of Transfer	Name of Transferee	No. of Shares
1.	March 07, 2024	Mrs. Ritu Marya	4,900
		<b>Total</b>	<b>4,900</b>

(e) The average cost of acquisition or subscription of shares by our Promoters is set forth in the table below:

Sr. No.	Name of the Promoters	No. of Equity Shares held	Average cost of Acquisition (In ₹)
1.	Mr. Sachin Marya	28,45,929	10.15
2.	Ms. Ritu Marya	11,62,379	10.15
3.	Ms. Ashita Marya	8,21,764	10.15
4.	Ms. Preetima Bhardwaj	17,316	10.15

i) None of our Directors or Key Managerial Personnel hold any Equity Shares other than as set out below:

Sr. No.	Name of the Promoters	No. of shares held
1.	Mr. Sachin Marya	28,45,929
2.	Ms. Ritu Marya	11,62,379
3.	Ms. Ashita Marya	8,21,764

(f) The entire Promoter's shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Draft Red Herring Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations.

(g) All the shares held by our Promoters were fully paid-up.

- i) None of our Promoter, Promoter Group, our directors and their relatives has entered into any financing arrangement or financed the purchase of the Equity Shares of our Company by any other person during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus.
- ii) Our Promoters have confirmed to the Company and the BRLM that the Equity Shares held by our Promoters have been financed from their personal funds or their internal accruals, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
- iii) There are no financing arrangements whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity during the period of six months immediately preceding the date of filing offer document with the Stock Exchanges.

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

Pursuant to Regulation 236 and 238 of SEBI (ICDR) Regulations, 2018, an aggregate of 20% of the post issue capital held by our Promoter shall be considered as Promoter's Contribution ("Promoter's Contribution") and shall be locked-in for a period of three years from the date of allotment of Equity shares issued pursuant to this Issue. The lock in of Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

As on the date of this Draft Red Herring Prospectus, our Promoters hold [●] Equity Shares constituting [●]% of the Post-Issued, subscribed and paid up Equity Share Capital of our Company, which are eligible for the Promoters' contribution.

Our Promoters, Mr. Sachin Marya, Mrs. Ritu Marya, Mrs. Ashita Marya and Mrs. Preetima Bhardwaj have given written consent to include [●] Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting [●]% of the post issue Equity Shares of our Company. Further, they have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoters contribution, for a period of three years from the date of allotment in the Issue as specified below:

Date of Allotment/ Transfer	No. of Equity Shares locked-in	Face Value Per Share (In ₹)	Issue/ Acquisition/ Transfer Price (In ₹)	Nature of Transaction	Post-Issue Shareholding %	Lock-In Period**
<b>Sachin Marya</b>						
January 28, 2010	5000	10	10	Incorporation	[●]	[●]
December 10, 2020	4999*	10	10	Transfer	[●]	[●]
March 07, 2024	5,099	10	93	Transfer	[●]	[●]
March 31, 2024	1,63,440	10	93	Right Issue	[●]	[●]
April 15, 2024	1,41,925	10	93	Right Issue	[●]	[●]
April 20, 2024	25,35,464	10	Nil	Bonus Issue	[●]	[●]
<b>Ritu Marya</b>						
March 07, 2024	4,900	10	10	Transfer	[●]	[●]
March 31, 2024	1,21,905	10	93	Right Issue	[●]	[●]
April 20, 2024	10,35,574	10	Nil	Bonus Issue	[●]	[●]
<b>Ashita Marya</b>						
March 31, 2024	47,331	10	93	Right Issue	[●]	[●]
April 15, 2024	42,336	10	93	Right Issue	[●]	[●]
April 20, 2024	7,32,117	10	Nil	Bonus Issue	[●]	[●]
<b>Preetima Bhardwaj</b>						
March 31, 2024	1,816	10	93	Right Issue	[●]	[●]
April 15, 2024	73	10	93	Right Issue	[●]	[●]
April 20, 2024	15,427	10	Nil	Bonus Issue	[●]	[●]

\*Mr. Sachin Marya has transferred 4,999 equity shares to Franchise India Holding Limited on December 10, 2020

\*\*Lockin details will be finalise subject to on the basis of allotment

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

Sr. No.	Name of Shareholders	Pre-Issue		Post-Issue*	
		No. of equity shares	As a % of Issued capital	No. of equity shares	As a % of Issued Capital
<b>Promoters</b>					
1.	Mr. Sachin Marya	28,45,929	41.19	[•]	[•]
2.	Ms. Ritu Marya	11,62,379	16.82	[•]	[•]
3.	Ms. Ashita Marya	8,21,764	11.89		
4.	Ms. Preetima Bhardwaj	17316	0.25		
<b>Total- A</b>		<b>48,47,388</b>	<b>70.16</b>	[•]	[•]
<b>Promoters Group</b>					
5.	Ms. Asha Marya	3,94,268	5.71	[•]	[•]
6.	Uconcepts Solution Private Limited	492828	7.13	[•]	[•]
7.	Aptitud Studios Private Limited	246409	3.57	[•]	[•]
8.	Franchise India East Private Limited	739246	10.70	[•]	[•]
<b>Total- B</b>		<b>18,72,751</b>	<b>27.11</b>	[•]	[•]
<b>Total Shareholding (A+B)</b>		<b>67,20,139</b>	<b>97.27%</b>	[•]	[•]

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

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

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

Reg. No.	Promoters Minimum Contribution Conditions	Eligibility Status of Equity Shares forming part of Promoters Contribution
237 (1)(a)(i)	Specified securities acquired during the preceding three years, if they are acquired for consideration other than cash and revaluation of assets or capitalization of intangible assets is involved in such transaction	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>
237 (1) (a) (ii)	Specified securities acquired during the preceding three years, resulting from a bonus issue by utilization of revaluation reserves or unrealized profits of the issuer or from bonus issue against Equity Shares which are ineligible for minimum promoters' contribution	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>
237 (1) (b)	Specified securities acquired by promoters during the preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>

237(1) (c)	Specified securities allotted to promoters during the preceding one year at a price less than the issue price, against funds brought in by them during that period, in case of an issuer formed by conversion of one or more partnership firms, where the partners of the erstwhile partnership firms are the promoters of the issuer and there is no change in the management: Provided that specified securities, allotted to promoters against capital existing in such firms for a period of more than one year on a continuous basis, shall be eligible	The minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>
237 (1) (d)	Specified securities pledged with any creditor.	Our Promoters have not Pledged any shares with any creditors. Accordingly, the minimum Promoter's contribution does not consist of such Equity Shares. <b>Hence Eligible.</b>

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

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting 69,08,874 Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue.

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

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

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

- r. Neither, we nor our Promoters, Directors and the BRLM to this Issue have entered into any buyback and/ or standby arrangements and/ or similar arrangements for the purchase of our Equity Shares from any person.
- s. As on the date of this Draft Red Herring Prospectus, the entire Issued Share, Subscribed and Paid-up Share Capital of our Company is fully paid up. Since the entire issue price in respect of the issue is payable on application, all the successful applicants will be allotted fully paid up Equity Shares.
- t. The BRLM i.e. Corporate Makers Capital Limited and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus.
- u. As on the date of this Draft Red Herring Prospectus, we do not have any Employees Stock Option Scheme/ Employees Stock Purchase Scheme and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Plan from the proposed issue. As and when, options are granted to our employees under the Employee Stock Option Scheme, our Company shall comply with the SEBI (Share Based Employee Benefits) Regulations, 2014.
- v. We have 22 (Twenty Two) shareholders as on the date of filing of this Draft Red Herring Prospectus.
- w. As on the date of filing of this Draft Red Herring Prospectus, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.
- x. Our Company has not raised any bridge loan against the proceeds of the Issue.
- y. As on the date of this Draft Red Herring Prospectus, none of the shares held by our Promoters/ Promoter Group are subject to any pledge.
- z. We here by confirm that there will be no further issue of capital whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity Shares offered have been listed or application money unblocked on account of failure of Issue.
- aa. An over-subscription to the extent of 1% of the Issue, can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 1% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoters and subject to 3 years lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
- ab. 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 a combination of categories at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines. Under-subscription, if any, in the QIB Category will not be allowed to be met with spill over from any category or combination thereof.
- ac. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time.
- ad. At any given point of time there shall be only one denomination of the Equity Shares, unless otherwise permitted by law.



- ae.** Our Company shall comply with such disclosure and accounting norms as may be specified by the designated stock exchange, SEBI and other regulatory authorities from time to time.
- af.** There are no Equity Shares against which depository receipts have been issued.
- ag.** Other than the Equity Shares, there is no other class of securities issued by our Company.
- ah.** There are no safety net arrangements for this public issue.
- ai.** As per RBI regulations, OCBs are not allowed to participate in this issue.
- aj.** Our Promoters and Promoter Group will not participate in this Issue.
- ak.** This Issue is being made through Book Building Method.
- al.** In terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended, (the SCRR) the Issue is being made for at least 25% of the post-issue paid-up Equity Share capital of our Company. Further, this Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

*(This space has been left blank intentionally)*

**SECTION VII - PARTICULARS OF THE ISSUE  
OBJECTS OF THE ISSUE**

The Issue includes a Fresh Issue of upto 24,60,000 Equity Shares of our Company at an Issue Price of ₹[●]/- per Equity Share.

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

1. To meet and pursue Inorganic growth through unidentified acquisitions in India
2. To meet out the expenditure in Technology infrastructure development
3. To meet out the capital expenditure in requirements for the purchase of Laptops/ Servers/ Printers and other equipments
4. To meet out the expenditure for intellectual properties development
5. To meet out the expenditure for Expansion of Office premises
6. To meet out the General corporate purposes; and
7. To meet out the Issue Expenses;

(Collectively, referred to herein as the **“Objects of the Issue”**)

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

The main objects clause of our Memorandum of Association enables us to undertake the activities for which the funds are being raised by us in the Fresh Issue. Further, the activities we have been carrying out until now are in accordance with the main objects clause of our Memorandum of Association.

**Net Proceeds**

The details of the Net Proceeds are set forth below:

Particulars	Amount (₹ in Lakhs)
Gross Proceeds of the Issue	[●]
Less: Issue related expenses in relation to Issue	[●]
<b>Net Proceeds</b>	<b>[●]</b>

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

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

Sr. No.	Particulars	Amount (₹ In Lakhs)	% of Gross Proceeds
1.	Unidentified Acquisitions in India	Upto 100.00	[●]
2.	Investment in Technology Infrastructure Development	Upto 816.81	[●]
3.	Capital Expenditure in requirements for the purchase of laptops/servers/printers and other equipments	Upto 330.26	[●]
4.	Expenditure for Intellectual Properties Development (Power Point Slides/ Presentation Decks/ Creatives)	Upto 100.20	

5.	Expenditure for Expansion of Office Premises	Upto 287.21	[•]
6.	General corporate purposes	[•]	[•]
	<b>Total</b>	[•]	[•]

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

*Note: The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds from the Issue.*

## Means of Finance

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

Particulars	Amount (₹ In Lakhs)
Net Issue Proceeds	[•]
<b>Total</b>	[•]

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

Subject to applicable law, if the actual utilization towards the Objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes will not exceed 25% of the Gross Proceeds in accordance with Regulation 7(2) of the SEBI ICDR Regulations. In case of a shortfall in raising the requisite capital from the Net Proceeds or an increase in the total estimated cost of the Objects, business considerations may require us to explore a range of options including utilizing our internal accruals and seeking additional debt from existing and/or future lenders. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilisation of funds earmarked for the purpose set forth above, increased funding requirements for a particular purpose may be financed by surplus funds, if any, available in respect of other purposes for which funds are being raised in the Fresh Issue. Any variation in the utilisation of the Net Proceeds as disclosed in this Draft Red Herring Prospectus shall be subject to certain compliance requirements, including prior approval of the shareholders of our Company. The Objects may be varied in the manner provided in “*Objects of the Issue – Variation in Objects*” on page no 82 However, we confirm that no bridge financing has been availed as on date, which is subject to being repaid from the Issue Proceeds.

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

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “*Risk Factors*” beginning on page no 29 of this Draft Red Herring Prospectus.

## Details of Utilization of Net Proceeds

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

### 1. Unidentified Acquisition

Our company intends to deploy an amount aggregating to ₹100.00 lakhs out of net proceeds for acquisitions yet to be identified. Further we confirm that we are in compliance with Regulation 230(3), of SEBI (ICDR) Regulations, 2018.

With a view to obtain the benefits of inorganic growth, we are on the course of identifying target business acquisition in India or outside India, in the same line of business. Such acquisition will help us to create further presence and recognition, domestic or international, reaching wider audience and in scaling up operations. Strategically this will help in tapping unexplored potential markets which might help in increasing revenue, benefiting from economies of scale and borrowing funds at lower cost. Such acquisition might help in areas of technology, work force and business environment.

As franchise business model sector is growing day by day due to its inherent characteristics and benefits as explained comprehensively in the chapter “**Industry Overview**” on page no 106 the company is intensively searching the target acquisition that will add value to the company and its business.

### **Evaluation Criteria**

Our management and our Audit Committee (comprising of Independent Directors) in compliance of SEBI (ICDR) Regulation, 2018 would review and evaluate such acquisition opportunities and other business or technology initiatives, and only upon being satisfied that such proposed use of the Net Proceeds will be for our benefit, shall our Audit Committee make recommendations to our Board for further action, as appropriate. The amount of Net Proceeds to be used for any acquisition will be based on such evaluation by our management and our Audit Committee and may not be the total value or cost of any such acquisitions but is expected to provide us with sufficient financial leverage to pursue such acquisitions.

## **2. Investment in Technology Infrastructure Development**

Investing in technological development is crucial in our business, particularly as it revolves around our website, mobile application, and the content we distribute through our platforms. Our company is willing to allocate funds towards designing and developing six web domains, creating mobile apps for both iOS and Android, and optimizing content migration underscores a strategic commitment to enhancing customer engagement and operational efficiency. Enhancing our web presence through multiple domains allows us to tailor content and user experiences to different customer segments more effectively. This modular approach not only improves accessibility but also ensures that each segment receives targeted information about our services, thereby increasing conversion rates. A well-designed and intuitive website and mobile application further extends this accessibility, catering to the growing number of users who prefer accessing information on-the-go. This mobile-centric strategy not only enhances user experience but also potentially increases customer retention and brand loyalty.

On the revenue side, these technological investments are expected to yield significant returns. A streamlined and user-friendly web experience coupled with robust mobile applications can attract a broader audience, including international markets as per our expansion plans. This expansion increases our potential customer base and facilitates easier transactions, thereby directly contributing to revenue growth. These insights empower us to adapt swiftly to changing customer preferences and industry dynamics, positioning our business for sustained growth and profitability.

We propose to deploy issue proceeds amounting to ₹816.81 Lakhs in the development of technological infrastructure which will be used in carrying out business operations. The cost of the said development has been bifurcated into 3 parts i.e. One Time design and development costs amounting to ₹141.00 Lakhs, Third Party Purchases (Yearly) amounting to ₹54.37 Lakhs and Annual Maintenance Contract amounting to ₹169.8 Lakhs. The costs of Third Party

Purchases and Annual Maintenance Contract are recurring costs and our company shall also utilize the issue proceeds for the said recurring costs for second and third year from the date of this DRHP.

*Note: Our Company has received a quotation from a vendor detail of which are mentioned herein below. The quotation is valid on the date of DRHP. Furthermore, in case of any increase in the price of the quotation the incremental amount shall be funded by the company through internal accruals.*

### Details of The Vendor

<b>Name of the Vendor</b>	Envigo Marketing Private Limited
<b>Address</b>	Springhouse Co-Working grant Mall, Mehrauli-Gurgaon Road, Gurugram, Haryana
<b>Nature of Entity</b>	Private Limited

### Services / Deliverables

<b>Item</b>	<b>Description</b>	<b>Price (₹ in Lakhs)</b>
Design and development 6 domains (Web)	<ul style="list-style-type: none"> <li>Franchise India (.net/.com),</li> <li>Indian Retailer</li> <li>Opportunity India</li> <li>Restaurant India</li> <li>License India</li> </ul>	101.00
Design and development of Mobile App (IOS/Android)	<ul style="list-style-type: none"> <li>Franchise India</li> <li>Indian Retailer</li> </ul>	38.00
Content Migration, Uploading and Optimization for both applications	Applicable for all applications	2.00
<b>Total</b>		141.00

### Third Party Purchases (Yearly)

<b>Item</b>	<b>Price (₹ in Lakhs)</b>
AWS Server cost (Including Production UAT VM, Load balancer, 3 Tier Architecture)	54.12
IOS & Android application yearly cost Per year	0.25
<b>Total</b>	54.37

### Annual Maintenance Contract (Dedicated Resources)

<b>Item</b>	<b>Resources</b>	<b>Price (₹ in Lakhs)</b>
Web Developer/Mobile Developer/Help Desk Support	6	169.80
<b>Total</b>		169.80

*Note:*

- If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals
- Quotes shared above are exclusive of GST and applicable taxes, if any

3. **Capital Expenditure in requirements for the purchase of laptops/servers/printers and other equipments**  
Our company intends to deploy ₹330.26 Lakhs out of net proceeds in towards Investment in Infrastructure Technology. This introduction will revamp the existing system and will allow us to improve our day-to-day functioning, particularly in customer support. The bifurcation of ₹330.26 lakhs shall be as follows:

*Note: Our company has received quotations from vendor for respective products details of which are mentioned herein below. The quotation is valid on the date of DRHP. Furthermore, in case of any increase in the price of the quotation the incremental amount shall be funded by the company through internal accruals.*

*(Amount in ₹ Lakhs)*

<b>Adimax Infoways Private Limited located at 205, Hemkunt Chambers 89, Nehru Place, New Delhi - 110019</b>				
<b>S. No.</b>	<b>Items and Description</b>	<b>Quantity (in pcs)</b>	<b>Price/ unit</b>	<b>Amount*</b>
1.	<b>Laptop</b> – HP Pavilion 15, 13 <sup>th</sup> Gen Intel Core i7-1360P, 15.6-Inch (39.6 cm), FHD, 16GB DDR4, 1TB SSD, Intel Iris X graphics, FPR, Backlit KB, Audio by B&O (Win 11)	30	0.72	21.60
2.	<b>Laptop</b> HP Laptop 15s AMD Ryzen 7 5700U, 15.6- inch (39.6 cm) FHD, Anti-glare Laptop (16 GB/512 GB/AMD Radeon Graphics/Dual Speakers/backlit KB/Win 11/1.69 kg/Natural Silver	40	0.43	17.20
3	<b>Printer</b>  HP Laser Jet Pro MFP M128 FN  HP MFP 128FW  HP M438NDA A3 Duplex  Brother MFC L5915DW AIO	8  8  10  10	0.19  0.21  0.44  0.38	1.52  1.72  4.42  3.86
<b>Naveen Technologies (IT Solution Company) located at B1/21, Sahyog Building 58, Nehru Place, New Delhi - 110019</b>				
1.	<b>Laptop</b> HP Pavilion 15 (EG3036TU), Core i7- 1360P, 15.6-inch (39.6 cm), FHD, 16GB DDR4,	30	0.70	20.97

	1TB SSD, Intel Iris X <sup>e</sup> graphics, FPR, Backlit KB, Audio by B&O (Win 11, MSO 2021, Silver, 1.74 kg), 1 Year warranty			
2.	<b>Server</b> HPE Proliant DL 360 Gen 10 rack server with one Intel Xeon 4210 processor, 1X 32 GB memory and HPE Smart Array P408i-a/2GB and Smart Storage battery 1GB 4-port FLR-T BCM5719 Adapter, 8 small form factor drive bays and one 800W power supply, 3 years parts, 3 years labour, 3 year on-site support, with next business day response (3*HPE 1.2 RB SAS 10K SFF SC HDD)	2	3.55	7.11
	D-link – DGS1210-52 Smart 42 port switch	9	0.19	1.75
	Cisco Business CBS35024 P-G4	2	0.27	0.55
	HPE Proliant DL380 Gen 10 Xeon Processor 4210R 2.4GHZ 10-core IP32GB-R raid 5/6 enabled P408i-a 8 SFF 800W Power Supply *1 server one embedded 4x1GbE network Adapter/3years NBD  (HPE1.2TB SAS10K SFF SC MV HDD) *3Pc	2	2.46	4.92
	Fortinet Fg80F Firewall 1 year subscription	2	0.98	1.97
<b>Maruti Nandan Telecom LLP located at 5E-22 BP, BK Chowk, NIT, Faridabad, Haryana – 121001#</b>				
1.	<b>Laptop</b>	30	1.29	38.87

	14 – inch Mac Book Pro 8-core CPU 10-core GPU 8GB Unified Memory 512 GB SSD Storage, 14.2” Liquid Retina XDR display <sup>2</sup> Two Thunderbold/ USB 4 Ports, HDMI Port, SDXC card slot, headphone jack, MagSafe 3 port Magic Keyboard with Touch ID Force Touch trackpad 70W USB-C Power Adapter			
2.	<b>Laptop</b> Macbook Air M2 8-core CPU 10-core GPU 8GB Unified Memory 512 GB SSD Storage, 16-core Neural Engine, 1080p FaceTime HD Camera, Two Thunderbolts / USB 4 ports Support for one external display, Magic Keyboard with Touch ID Force Touch trackpad, 35W Dual USB-C Port Power Adapter	25	0.91	26.97
3.	<b>Mac Studio</b> Apple M2 Ultra with 24-core CPU, 60-core GPU, 32-core Neural Engine, 64GB unified memory, 1TB SSD storage, Front: Two Thunderbolt 4 ports, one SDXC card slot, Back: Four Thunderbolt 4 ports, two USB-A ports, one HDMI port, one 10gb Ethernet Port, one 3.5mm headphone jack	15	3.27	57.94

\* Amount is exclusive of Goods and Service Tax i.e. 18% or any other charges, as applicable

# The quote received is for one year however the same quantity is considered for 2nd year too

Note: If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals



#### 4. Expenditure for Intellectual Properties Development (Power Point Slides/ Presentation Decks/ Creatives)

Based on the outlined objectives and responsibilities, the objective is to develop a unique and ownable event intellectual property (IP) for a recurring event series. This initiative aims to create a distinct business event concept that can be replicated and scaled for future iterations. Central to its success is the establishment of a strong brand identity that resonates with attendees, coupled with a compelling event experience and clearly defined measurable objectives. The deliverables include crafting a clear unique selling proposition, understanding the primary target audience and their needs, setting specific event objectives and KPIs, and devising a comprehensive event strategy that guides its overall vision and execution. Concurrently, developing a memorable event name and logo, alongside a cohesive style guide for visual elements, will reinforce brand identity across various marketing materials. Collaboration between the client and agency is crucial, with the client articulating the event's purpose, providing audience insights, allocating resources, and participating actively in the creative process, while the agency conducts market research, generates innovative event concepts, designs immersive experiences, adheres to timelines

Our company intends to deploy ₹100.20 Lakhs out of net proceeds in towards Intellectual Properties Development. This expenditure will allow us to create designed presentation decks and creatives which will help us in representing our concepts to our prospective investors and other interested customers. The bifurcation of ₹100.20 lakhs shall be as follows:

*Note: Our company has received a quotation from a service provider, details of which are mentioned herein below. The quotation is valid on the date of DRHP. Furthermore, in case of any increase in the price of the quotation the incremental amount shall be funded by the company through internal accruals.*

#### Details of The Vendor

<b>Name of the Vendor</b>	Slyds Services Pvt. Ltd.
<b>Address</b>	4 <sup>th</sup> Floor, Axis One 4, Above MG Showroom, 4 <sup>th</sup> Phase, Site No. 14, Dollar Layout, 15 <sup>th</sup> Cross, 100 Feet Ring Road, J.P. Nagar, Bengaluru, Karnataka - 560078
<b>Nature of Entity</b>	Private Limited

#### Services / Deliverables

*(Amount in ₹ Lakhs)*

Plans	Standard	Value	Enterprise
Cost Per Month (Amt. in Lakhs)	4.75	5.22	8.35
No. PPTs (20 slides each)	80	100	120
Custom Design / Slide (Amt. in Lakhs)	0.022	0.020	0.018
Redraft Content / Slide	0.015	0.013	0.012
Additional Slides	0.015	0.015	0.015
Animated Slides	0.020	0.020	0.020
Creative (Logos, Flyers, Brochures) (No. of Creatives)	25	50	75
Custom Design / Page	0.055	0.045	0.035
Redraft Content / Page	0.020	0.017	0.015

*Note: If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals Taxes shall be additional as per applicable rates*

## 5. Expenditure for Expansion of Office Premises

We will continue to expand our operational capabilities and capacity to the extent it assists us in improving quality metrics and overall performance to cater the public at large. Our strategy to expand our business requires us to invest in infrastructure, technology and human resources to serve the maximum public at large for supporting and guiding them about the new existing business opportunities.

We intend to deploy ₹287.21 Lakhs to expand our office premises so that we can hire and accommodate more no. of people or resources which can assist to accelerate the growth of our company at our existing office premises admeasuring 6,000 sq. ft. situated at 4<sup>th</sup> & 5<sup>th</sup> Floor, 501-508, Charmwood Plaza, Surajkund, Faridabad, Haryana – 121009.

This has been estimated by our management in accordance with our business plan approved by our Board in their meeting held on July 18, 2024 and quotations received from third party suppliers.

### Civil and Upgradation Works

Particulars	Details of Execution / Deliverables	Rate per sq. ft. (₹)	Area= 6,000 Sq. ft. (Amt. in ₹ Lakhs)
Civil and Interior	<ul style="list-style-type: none"> <li>Civil correction</li> <li>Floor and wall finishing works</li> <li>Doors and portals</li> <li>Site fabricating furniture</li> <li>Misc. items</li> </ul>	3624	217.45
Chair	Office Chairs	57	3.44
Electrification	<ul style="list-style-type: none"> <li>Power &amp; Lighting Distribution</li> <li>Receptacles - Modification to existing electrical infrastructure</li> <li>Earthing</li> <li>Electrical Panels</li> <li>Light Fixtures</li> <li>HIGH Side Elecrtical Work</li> </ul>	155	9.30
Light Fixtures	-	70	4.20
Fire Alarms System	<ul style="list-style-type: none"> <li>Fire Alarms</li> <li>Other Misc. products</li> </ul>	30	1.80
PA System Single Speaker Considered	-	15	0.90
CCTV & ACS (For common area) (Only conducting and cable)	-	30	1.80
HVAC Low Side Works	-	150	9.0
Networking (only user end work)	-	50	3.00
Server & Telephony infra	-	208	12.50
HVAC High Side Work	-	250	15.00
Fire Fighting Works	-	65	3.90
High Side Electrical Work	-	82	4.92

The details given above are taken from the quotation dated July 17, 2024 received from M/s Wig Brother Contractor and Developers, located at 317, 3<sup>rd</sup> Floor, Qutub laxa, DLF, Phase-1, Gurgaon – 122002. GST and Labour cess shall be additional as per applicable rates.

We have considered the above quotations for the budgetary estimate purpose and have not placed orders for them. The actual cost of procurement and actual supplier/dealer may vary.

Quotation received from the vendor mentioned above is valid as on the date of this Draft Red Herring Prospectus. However, we have not entered into any definitive agreements with vendor and there can be no assurance that the same vendor would be engaged to eventually supply the material and services or at the same costs. If there is any increase in the costs, the additional costs shall be paid by our Company from its internal accruals see “**Risk Factor**”. We may face delay in Implementation of our proposed objects” on page no 29 of this Draft Red Herring Prospectus.

The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost, resulting in increase in the estimated cost. Such cost escalation would be met out of our internal accruals.

## 2. General Corporate Purpose

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

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

### Public Issue Expenses

The total estimated Issue Expenses are ₹[●], which is [●] % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Activity	(₹ in Lakhs)	As a % of Estimate Issue Expenses	As a % of Issue Size
Book Running Lead Manger Fees	[●]	[●]	[●]
Underwriting Commission	[●]	[●]	[●]
Brokerage and selling commission	[●]	[●]	[●]
Fees Payable to Registrar to the Issue	[●]	[●]	[●]
Fees Payable for Advertising and Publishing Expenses	[●]	[●]	[●]
Fees Payable to Regulators including Stock Exchanges	[●]	[●]	[●]
Payment for Printing & Stationery, Postage, etc.	[●]	[●]	[●]

Fees Payable to Statutory Auditor, Legal Advisors and other Professionals	[●]	[●]	[●]
Others (Commission/processing fee for SCSBs, Sponsor Bank and Banker(s) to the Issue and brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs and Miscellaneous Expenses)	[●]	[●]	[●]
<b>Total</b>	[●]	[●]	[●]

(1) Amounts will be finalised and incorporated in the Prospectus on determination of Issue Price. Issue expenses include applicable taxes, where applicable. Issue expenses are estimates and are subject to change.

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

Portion for Retail Individual Bidders*	[●] of the Amount Allotted* (plus applicable taxes)
Portial 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. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the Bid Book of NSE.

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

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

Notwithstanding anything contained above the total processing fee payable under this clause will not exceed ₹1 lakh (plus applicable taxes) and in case if the total processing fees exceeds ₹1 lakh (plus applicable taxes) then processing fees will be paid on pro-rata basis.

(4) The processing fees for applications made by Retail Individual Bidders using the UPI Mechanism would be as follows:

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

\*For each valid application by respective Sponsor Bank

Notwithstanding anything contained above in this clause the total Uploading charges/ Processing fees payable to Members of the Syndicate/ RTAs/ CDPs for applications made by RIBs (up to ₹200,000), Non-Institutional Bidders (for an amount more than ₹200,000 and up to ₹500,000) using the UPI Mechanism and in case if the total uploading charges/

processing fees exceeds ₹1 lakh (plus applicable taxes) then uploading charges/ processing fees using UPI Mechanism will be paid on pro-rata basis.

(5) Selling commission on the portion for Retail Individual Bidders and Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), Registered Brokers, CRTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:

Portion for Retail Individual Bidders*	[●]% of the amount allotted* (plus applicable taxes)
Portial 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

Uploading charges payable to Members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the applications made by 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: ₹10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

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

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

\* Based on valid applications

Notwithstanding anything contained above the total uploading/ bidding charges payable under this clause will not exceed ₹1 lakh (plus applicable taxes) and in case if the total uploading/ bidding charges exceeds ₹ 1 lakh (plus applicable taxes) then uploading charges will be paid on pro-rata basis.

The Selling Commission payable to the Syndicate/ Sub-Syndicate Members will be determined on the basis of the application form number/ series, provided that the application is also bid by the respective Syndicate/ Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number/ series of a Syndicate/ SubSyndicate Member, is bid by an SCSB, the Selling Commission will be payable to the SCSB and not the Syndicate/ SubSyndicate Member. Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs on the portion for RIBs and Non-Institutional Bidders which are procured by them and submitted to SCSB for blocking, would be as follows: ₹[●] plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members), CRTAs and CDPs.

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

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and/or Escrow and Sponsor Bank Agreement. Further, the processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021.

**Proposed schedule of Implementation and Deployment of Net Proceeds:**

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

Sr. No.	Particulars	Amount (₹ In Lakhs)	Amount to be deployed and utilized in	Amount to be deployed and utilized in	Amount to be deployed and utilized in
			F.Y. 2024-25	F.Y. 2025-26	F.Y. 2025-26
1.	Unidentified Acquisitions in India	Upto 100.00	100.00	-	-
2.	Investment in Technology Infrastructure Development	Upto 816.81	368.47	224.17	224.17
3.	Capital Expenditure in requirements for the purchase of laptops/servers/printers and other equipments	Upto 330.26	198.44	131.82	-
4.	Expenditure for Intellectual Properties Development (Power Point Slides/ Presentation Decks/ Creatives)	Upto 100.20	100.20	-	-
5.	Expenditure for Expansion of Office Premises	Upto 287.21	287.21	-	-
6.	General corporate purposes	[●]	[●]	[●]	[●]
<b>Total</b>		[●]	[●]	[●]	[●]

To the extent our Company is unable to utilize any portion of the Net Proceeds towards the Objects, as per the estimated schedule of deployment specified above, our Company shall deploy the Net Proceeds in the subsequent Financial Years towards the Objects.

### Appraisal

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

### Shortfall of Funds

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

### Bridge Financing Facilities

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 of the Issue.

### Monitoring of Utilization of Funds

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

### **Interim Use of Funds**

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds only with scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934.

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

### **Variation in Objects**

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

### **Other confirmations / payment to Promoters and Promoter's Group from the IPO Proceeds**

There is no proposal whereby any portion of the Net Proceeds will be paid to Our Promoters, Promoter Group, Directors and Key Managerial Personnel, Group Companies, except in the ordinary course of business. Further, there are no existing or anticipated transactions in relation to the utilization of the Net Proceeds entered into or to be entered into by our Company with Our Promoters, Promoter Group, Directors Group Companies, and/or Key Managerial Personnel.

*(This space has been left blank intentionally)*

## BASIS FOR ISSUE PRICE

Investors should read the following summary with the section titled “**Risk Factors**”, the details about our Company under the section titled “**Our Business**” and its financial statements under the section titled “**Financial Statements**” beginning on page no. 29, 125 and 221 respectively of the Draft Red Herring Prospectus. The trading price of the Equity Shares of Our Company could decline due to these risks and the investor may lose all or part of his investment.

The Issue price will be determined by our Company, in consultation with the Lead Manager, and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10.00 each and the Issue Price is [●] times the face value.

### Qualitative Factors

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

1. Diversified range of services offered
2. Strong Client base
3. Experience of our Promoter and core management team
4. Quality Assurance
5. Cost competitiveness and time bound delivery

For further details, please refer to sections titled “**Risk Factors**” and “**Our Business**” beginning on page no 29 and 125 of this Draft Red Herring Prospectus.

### Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, please refer “**Financial Information as Restated**” on page no 185, of this Draft Red Herring Prospectus. Investors should evaluate our Company and form their decision considering its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the Issue Price is mentioned herein below.

For further details, please refer **Our Business – Our Strengths**” on page no 125 of this Draft Red Herring Prospectus.

#### 1. Basic and Diluted Earnings Per Share (‘EPS’), as adjusted for changes in capital:

As derived from the Restated Financial Information:

Financial Year	Basic EPS/(in ₹)	Diluted EPS (in ₹)	Weights
2023-24	2,997.60	2,997.60	3
2022-23	100.01	100.01	2
2021-22	(1.35)	(1.35)	1
<b>Weighted Average</b>		1,531.91	

Notes:

1. Basic EPS and Diluted EPS is calculated after considering effect of allotments which was made after March 31, 2024 i.e. Right Issue of 5,11,340 equity shares on April 15, 2024, Bonus Issue 60,01,299 equity shares on April 20, 2024 and Right Issue of 1,72,722 equity shares on July 04, 2024 accordingly, the adjusted EPS is ₹5.22/-.
2. The ratios have been computed as under:



- *Basic and diluted EPS: profit for the year attributable to equity shareholders of the Company divided by total weighted average number of equity shares outstanding during the period. Basic and diluted EPS are computed in accordance with Ind AS 33 – Earnings per share post the bonus issue in current financial year;*
- *Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.*

**2. Price Earning (P/E) Ratio in relation to the Issue Price of ₹[•] to ₹[•] per Equity Share of Face Value of ₹10/- each fully paid up.**

Particulars	P/E at the lower end of the price band (no. of times)	P/E at the higher end of the price band (no. of times)
P/E Ratio based on the Basic & Diluted EPS of ₹2997.60/- for the period ending March 31, 2024	[•]	[•]
P/E ratio based on the Weighted Average Basic EPS of ₹1,531.91/- *	[•]	[•]

**3. Return on Net Worth (RoNW)**

Period	RoNW (%)	Weights
2023-24	118.81	3
2022-23	243.37	2
2021-22	16.36	1
<b>Weighted Average</b>	143.25	

Note:

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

*RoNW is calculated after considering effect of allotments which was made after March 31, 2024 i.e. i.e. Right Issue of 5,11,340 equity shares on April 15, 2024 and Bonus Issue 60,01,299 equity shares on April 20, 2024, Right Issue of 1,72,722 equity shares on July 04, 2024 accordingly the adjusted Return on Networth is 37.56%.*

	Net profit after tax as restated, attributable to the owners of the company
Return on net worth (%)	Net worth as restated, including share capital and reserves and surplus, as stated at the end of the year

Net worth

Equity share capital + Reserves and surplus (including,  
Securities Premium, General Reserve and surplus in statement  
of profit and loss).

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

Period	NAV Per Share (In ₹)
March 31, 24	4,959.99
March 31, 23	91.10
March 31, 2022	(8.91)
<b>NAV Post Issue:</b>	
NAV Post Issue- at Cap Price of ₹[●]	[●]
NAV after issue- at Floor Price of ₹[●]	[●]
Issue Price per share	[●]

#### Note:

- NAV is calculated after considering effect of allotments which was made after March 31, 2024 i.e. i.e. Right Issue of 5,11,340 equity shares on April 15, 2024 and Bonus Issue 60,01,299 equity shares on April 20, 2024, the adjusted NAV is ₹13.90/-
- The ratio has been computed as under:

	$\frac{\text{Net worth as restated, including share capital and reserves and surplus, as restated at the end of the year}}{\text{No. of equity shares outstanding at the end of the year}}$
Net Asset Value per equity share	
	$\frac{\text{Net profit after tax as restated for calculating basic EPS}}{\text{Weighted average number of equity shares outstanding at the end of the period or year}}$
Basic earnings per share (₹)	

#### 5. Comparison of Accounting Ratios with Industry Peers:

We believe that none of the listed companies in India offer exclusively the same services as our Company offers. Hence a strict comparison is not possible.

#### 6. The Issue Floor Price ₹[●]/- which is [●] times the face value of Equity Shares and the Issue Cap Price is ₹[●]/- which is [●] times the face value of Equity Shares.

The price band/floor price/issue price will be determined by the issuer in consultation with the BRLM, on the basis of book-building on the basis of assessment of the market demand from investors for the Equity Shares and shall be justified in view of the above qualitative and quantitative parameters.

Investors should read the above-mentioned information along with “*Risk Factors*”, “*Our Business*” and “*Financial Information as Restated*” on page no 29, 125 and 185 respectively, to have a more informed view. The trading price of

the Equity Shares of our Company could decline due to the factors mentioned in **“Risk Factors”** and you may lose all or part of your investments.

## 6. Key Financial and Operational Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyse the business performance, which in result, help us in analysing the growth of our Company.

The KPIs disclosed below have been approved by a resolution of our Audit Committee dated July 11, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years’ period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/s Kapish Jain & Associates., Chartered Accountants, by their certificate dated July 11, 2024 having UDIN: 24512562BKCUPW3540

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Issue Section, whichever is later. Any change in these KPIs, during the aforementioned period, will be disclosed by the Company. Upto that, the ongoing KPIs shall continue to be certified as certified by M/s Kapish Jain & Associates., Chartered Accountants, by their certificate dated July 11, 2024 having UDIN: 24512562BKCUPW3540

### Key Financial Performance Indicators of our Company:

(₹ In Lakh)

Particulars	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from operations (1)	1,466.50	352.02	463.86
Revenue CAGR (%) from F.Y. 2021-2024(2)	77.81%		
EBITDA(3)	442.75	13.52	(0.55)
EBITDA (%) Margin(4)	30.19%	3.84%	(0.12%)
EBITDA CAGR (%) from F.Y. 2021-2023(5)	N/A		
EBIT(6)	442.67	13.52	(0.55)
ROCE (%) (7)	156.35%	76.38%	(8.33%)
Current ratio(8)	3.94	1.51	1.39
Operating cash flow(9)	229.25	12.14	(20.00)
PAT(10)	317.25	10.00	(0.13)
PAT Margin (11)	21.63%	2.84%	(0.03%)
Net Worth (12)	524.93	9.11	(0.89)
ROE/ RONW(13)	118.81%	243.37%	16.36%
EPS(14)	2,997.60	100.01	(1.35)

Notes:

(1) Revenue from operations is the revenue generated from operations by our Company.

(2) Revenue CAGR: The three-year compound annual growth rate in Revenue.

$[(Ending\ Value/Beginning\ Value)^{(1/N)}]-1$

- (3) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income
- (4) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations
- (5) EBITDA CAGR: The three-year compound annual growth rate in EBITDA.  
 $[(Ending\ Value/Beginning\ Value)^{(1/N)}]-1$
- (6) EBIT is Earnings before Finance Cost and taxes.
- (7) ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long-term debt.
- (8) Current Ratio: Current Asset over Current Liabilities
- (9) Operating Cash Flow: Net cash inflow from operating activities
- (10) PAT is mentioned as profit after tax for the period.
- (11) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.
- (12) Net Worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.
- (13) ROE: Return on Equity is calculated as PAT divided by average shareholders' equity
- (14) EPS: Earning per share is calculated as PAT divide by Weighted No. of equity shares.

KPI	Explanation
Revenue from operation	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
Revenue CAGR %	Revenue CAGR informs the management of compounded annual growth rate i.e. Rate at which Company's revenue are growing on annual basis.
EBITDA	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
EBITDA CAGR %	EBITDA CAGR indicate our compounded growth of the business
ROCE %	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Current Ratio	Current ratio indicates the company's ability to bear its short-term obligations
Operating Cash Flow	Operating cash flow shows whether the company is able to generate cash from day-to-day business
PAT	Profit after Tax is an indicator which determine the actual earning available to equity shareholders
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of the business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
ROC/RONW	ROC/RONW (%) is an indicator which shows how much company is generating from its available shareholders' funds
EPS	Earning per shares is the company's earnings available of one share of the Company for the period

### Key Performance Indicator of our Company- Non-GAAP Measures

Particulars	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Adjusted EBITDA	442.67	13.52	(0.55)
Current Ratio	3.94	1.51	1.39

Set forth below are some of our Key Operational Performance Indicators:

Metric (₹ In Lakh)	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from Operations	1,466.50	352.02	463.86

#### Comparison of KPI with Listed Industry Peers

Our Company offerings are vast and diverse, catering to the multifaceted needs of franchisors and franchisees. The Company has successfully orchestrated large- and small-scale events across over 100+ cities nationwide, showcasing its commitment to excellence. Beyond physical exhibitions, FIL has a robust online presence through platforms like *franchiseindia.com*, *www.indianretailer.com*, *Entrepreneurindia.com*, and *restaurantindia.in*. Additionally, the company publishes esteemed magazines such as The Franchising World, Retailer, and Entrepreneur, further solidifying its presence in the industry. Comparing KPI metrics with listed peer companies is not possible, as we believe that none of the listed companies in India offer exclusive services that is offered by our Company.

#### Justification for Basis for Issue Price

The price per share of the Company based on the primary/ new issue of shares.

The details of the Equity Shares excluding shares issued under ESOP/ESOS and issuance of bonus shares during the 18 months preceding the date of this certificate where such issuance is equal to or more than 5 per cent of the fully diluted paid-up share capital of the Issuer Company (calculated based on the pre-issue capital before such transaction), in a single transaction or multiple transactions combined together over a span of rolling 30 days; and

Date of Acquisition	No. of Share Acquired	Nature of Consideration	Price of Acquisition	Consideration paid (in Rs.)
31-Mar-24	2,13,513	Cash	93	1,98,56,709
15-Apr-24	5,11,340	Cash	93	4,75,54,620
20-Apr-24	60,01,299	Bonus Issue	-	-
04-Jul-24	1,72,722	Cash	93	1,60,63,146
<b>Total</b>	<b>68,98,874</b>			<b>8,34,74,475</b>
<b>Weighted average number of shares</b>	<b>59,75,287</b>			
<b>Weighted average cost of Acquisition*</b>				<b>13.97</b>

Note: - \*Our Company has allotted 60,01,299 equity shares through a Bonus Issue on April 20, 2024.

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

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where the promoters, members of the promoter group, selling shareholders, or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the

date of this Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-Offer 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.

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

Type of Transaction	Weighted average cost of acquisition (₹ per Equity Shares)	Weighted average cost of acquisition after Bonus Shares adjustment (₹ per Equity Shares)	Floor Price is ₹[●]/-	Cap Price is ₹[●]/-
Weighted average cost of acquisition of primary issuances	125.75	13.97	[●]/-	[●]/-
Weighted average cost of acquisition for secondary transactions	Nil	Nil	[●]/-	[●]/-

**Justification for Basis for Issue Price**

**Explanation for Issue Price / Cap Price being [●] price of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares (set out above) along with our Company's key performance indicators and the Fiscals 2024 and 2023.**

[●]\*

\*To be included upon finalization 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 (set out [●]) in view of the external factors which may have influenced the pricing of the Issue.**

[●]\*

\*To be included upon finalization of Price Band

## STATEMENT OF POSSIBLE TAX BENEFITS

To,  
The Board of Directors  
**Franchiseindia.Com Limited**  
*(Formerly known as Franchiseindia.com Private Limited)*  
C/O- Sachin Marya, B-2/11, 1st Floor,  
Mohan Cooperative Industrial Estate, Badarpur  
New Delhi, Delhi, India, 110044

Dear Sir,

**Sub: Statement of possible Special tax benefit ('the Statement') available to Franchiseindia.Com Limited" (hereinafter referred to as "the Company" or "the Issuer") and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')**

We hereby confirm that the enclosed annexure, prepared by "**FRANCHISEINDIA.COM LIMITED**" ("**the Company**") states the possible special tax benefits available to the Company and the shareholders of the Company under the Income – tax Act, 1961 ('Act') as amended time to time, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the State Goods and Services Tax Act as passed by respective State Governments from where the Company operates and applicable to the Company, the Customs Act, 1962 and the Foreign Trade Policy 2015-2020, as amended by the Finance Act, 2023, i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India for inclusion in the Draft Prospectus ("DP") / Prospectus for the proposed public offer of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfil.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and its Shareholders and do not cover any general tax benefits. Further, these benefits are neither exhaustive nor conclusive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this statement is only intended to provide general information to the investors and hence is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

Our views are based on the existing provisions of the Act and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could

also be retroactive, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein.

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

- the Company or its Shareholders will continue to obtain these benefits in future;
- the conditions prescribed for availing the benefits, where applicable have been/would be met;
- The revenue authorities/courts will concur with the views expressed herein.

We hereby give our consent to include enclosed statement regarding the tax benefits available to the Company and to its shareholders in the DP for the proposed public offer of equity shares which the Company intends to submit to the Securities and Exchange Board of India provided that the below statement of limitation is included in the offer document.

### **Limitations**

*Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views 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 and the interpretation of the existing tax laws in force in India and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.*

The enclosed Annexure is intended solely for your information and for inclusion in the Draft Prospectus / Prospectus or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

### **Signed in terms of our separate report of even date.**

For M/s. **Kapish Jain & Associates**,  
Chartered Accountants,  
Firm Regd No: 022743N

**Sd/-**

**CA Vikas Katyal**

**Partner**

**Membership No:** 512562

**UDIN:** 24512562BKCUPV5431

**Date:** July 10, 2024

**Place:** New Delhi



## **Annexure to the statement of possible Tax Benefits**

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

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

### **1. Special Tax Benefits available to the Company under the Act:**

The Company is not entitled to any Special tax benefits under the Act.

### **2. Special Tax Benefits available to the shareholders of the Company**

The Shareholders of the company are not entitled to any Special tax benefits under the Act.

#### **Notes:**

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

No assurance is given 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. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

**Signed in terms of our separate report of even date.**

For **M/s Kapish Jain & Associates**,  
Chartered Accountants,  
Firm Registration No: 022743N

**Sd/-**

**CA Vikas Katyal**

**Partner**

**Membership No: 512562**

**UDIN: 24512562BKCUPV5431**

**Date: July 10 2024**

**Place: New Delhi**

## **SECTION VIII - ABOUT THE COMPANY INDUSTRY OVERVIEW**

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

Investors must note that this is only a summary of the industry in which we operate and does not contain all information that should be considered before investing in the equity shares. Accordingly, Investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient 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. You should read the entire Prospectus, including the information contained in the sections titled “**Risk Factors**” and “**Restated Financial Statements**” and related notes beginning on page no. 29 and 185 of this Prospectus.

### **INTRODUCTION**

Franchisees typically profit from the franchisor’s ready-made, tried-and-true business model, which frequently includes a well-known brand, marketing approach, and advantages related to economies of scale when purchasing supplies and other crucial business inputs.

A Franchise system’s expansion will typically be fueled by franchisees, therefore the goods or service must be something that a small business owner or staff members who may not have prior industry knowledge can quickly learn. In addition, franchisees must continually keep the franchisor’s brand requirements so that the system can maintain a solid reputation within its network of operators.

Joining a franchise is among the most promising ways for young entrepreneurs to open new businesses. This enables companies to get off the ground quickly with a market, product, and process that are already well-established, all while avoiding a high learning curve.

Successful and content franchisees are the goals of good franchisors. A high prevalence of multi-unit franchisees is a positive indicator since it shows that the franchisee was satisfied enough with the performance of their initial site to open their other units. Successful franchise systems will be more likely to draw in new franchisees and have stronger growth potential.

The financial investment and outcomes one may forecast from opening and running a single site/ unit are known as unit economics. There are many measures some might examine inside a franchised system, but same-store sales growth and return on investment (ROI) from build-out expenditures are the core components of a solid unit economic profile.

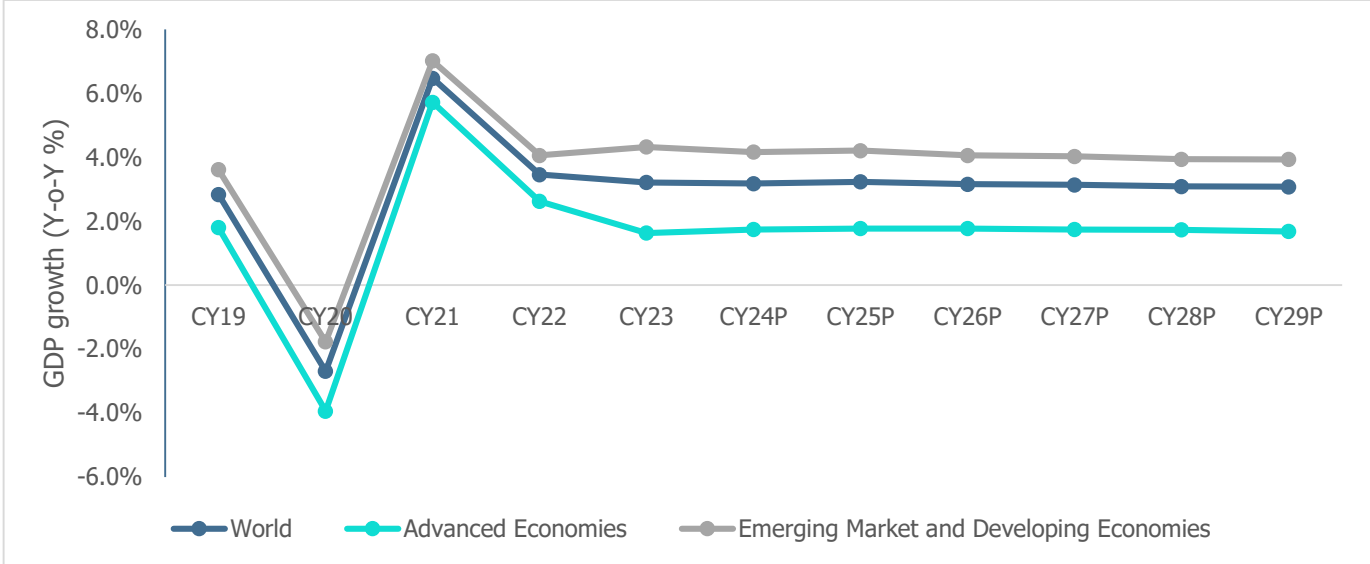
### **ECONOMIC OUTLOOK**

#### **1.1. Global Economy**

Global growth, which stood at 3.2% in CY23, is anticipated to maintain this rate throughout CY24 and CY25. The CY24 forecast has been adjusted upwards by 0.1 percentage point compared to the January 2024 World Economic Outlook (WEO) Update, and by 0.3 percentage point compared to the October 2023 WEO. Despite this, the expansion remains

historically low, attributed to factors including sustained high borrowing costs, reduced fiscal support, lingering effects of the COVID-19 pandemic and Russia’s Ukraine invasion, Iran–Israel Cold War, sluggish productivity growth, and heightened geo-economic fragmentation.

**Chart 1: Global Growth Outlook Projections (Real GDP, Y-o-Y change in %)**



Notes: P-Projection; Source: IMF – World Economic Outlook, April 2024

**Table 1: GDP growth trend comparison - India v/s Other Economies (Real GDP, Y-o-Y change in %)**

	Real GDP (Y-o-Y change in %)									
	CY20	CY21	CY22	CY23	CY24P	CY25P	CY26P	CY27P	CY28P	CY29P
India	-5.8	9.7	7.0	7.8	6.8	6.5	6.5	6.5	6.5	6.5
China	2.2	8.5	3.0	5.2	4.6	4.1	3.8	3.6	3.4	3.3
Indonesia	-2.1	3.7	5.3	5.0	5.0	5.1	5.1	5.1	5.1	5.1
Saudi Arabia	-3.6	5.1	7.5	-0.8	2.6	6.0	4.0	3.5	3.0	3.5
Brazil	-3.3	4.8	3.0	2.9	2.2	2.1	2.1	2.0	2.0	2.0
Euro Area	-6.1	5.9	3.4	0.4	0.8	1.5	1.4	1.3	1.3	1.2
United States	-2.2	5.8	1.9	2.5	2.7	1.9	2.0	2.1	2.1	2.1

P- Projections; Source: IMF- World Economic Outlook Database (April 2024)

**Advanced Economies Group**

Advanced economies are expected to experience a gradual increase in growth, climbing from 1.6 % in CY23 to 1.7% in CY24 and further to 1.8% in CY25. The projection for CY24 has been adjusted upwards by 0.2 percentage points compared to the January CY24 WEO Update, while the forecast for CY25 remains unchanged. This adjustment primarily reflects a revision in US growth, compensating for a slight downward revision in the euro area for CY25.

The **United States** is expected to see growth rise to 2.7% in CY24, followed by a slight slowdown to 1.9% in CY25. This deceleration is attributed to gradual fiscal tightening and labor market softening, which dampen aggregate demand. The CY24 projection has been revised upward by 0.6 percentage points since the January CY24 WEO Update. This

revision primarily reflects carryover effects from stronger-than-expected growth in the fourth quarter of CY23, with some of this momentum expected to continue into CY24.

The **Euro Area's** growth is anticipated to rebound from its sluggish rate of 0.4% in CY23, mainly influenced by significant exposure to the conflict in Ukraine. Projections indicate an increase to 0.8% in CY24 and further to 1.5% in CY25. This recovery is driven by stronger household consumption, as the impact of elevated energy prices diminishes and declining inflation bolsters real income growth. Despite a downward revision of 0.3 percentage points for Germany in both CY24 and CY25 due to persistent weak consumer sentiment, this adjustment is largely balanced by upgrades for several smaller economies, including Belgium and Portugal.

### **Emerging Market and Developing Economies Group**

Emerging market and developing economies are forecasted to maintain stable growth at 4.2% in both CY24 and CY25. While there's a slowdown expected in emerging and developing Asia, this is counterbalanced by increasing growth in economies across the Middle East, Central Asia, and sub-Saharan Africa. Low-income developing countries are anticipated to experience a gradual growth uptick, starting at 4.0% in CY23 and climbing to 4.7% in CY24 and 5.2% in CY25, as certain constraints on near-term growth begin to ease.

The economic forecast for emerging and developing Asia reveals a modest deceleration in growth, with projections indicating a decline from 5.6% in CY23 to 5.2% in CY24 and 4.9% in CY25. **China's** trajectory reflects a slowdown, transitioning from 5.2% in CY23 to 4.6% in CY24 and 4.1% in CY25 due to fading post-pandemic stimuli and ongoing property sector challenges. In contrast, **India's** growth remains robust, with anticipated rates of 6.8% in CY24 and 6.5% in CY25, bolstered by resilient domestic demand and a burgeoning working-age populace.

The **Indonesian** economy is expected to register growth of 5.0% in CY24 and 5.1% in CY25 with a strong domestic demand, a healthy export performance, policy measures, and normalization in commodity prices. In CY22, **Saudi Arabia's** growth slowed at -0.8% in CY23 attributed to lower oil production. CY24 is predicted to see a revamp in the growth rates to 2.6% on account of Vision 2030 reforms that helped advance the country's economic diversification agenda, including through reduced reliance on oil. Going forward, GDP is expected to grow at 6.0% and 4.0% in CY25 and CY26, respectively. On the other hand, **Brazil's** growth is projected to ease to 2.2% in CY24, driven by fiscal consolidation, the lingering impact of tight monetary policies, and reduced contributions from the agricultural sector.

Despite the turmoil in the last 2-3 years, India bears good tidings to become a USD 5 trillion economy by CY27. According to the IMF dataset on Gross Domestic Product (GDP) at current prices, the nominal GDP has been estimated to be at USD 3.6 trillion for CY23 and is projected to reach USD 5.3 trillion by CY27 and USD 6.4 trillion by CY29. India's expected GDP growth rate for coming years is almost double compared to the world economy.

Besides, India stands out as the fastest-growing economy among the major economies. The country is expected to grow at more than 6.5% in the period of CY24-CY29, outshining China's growth rate. By CY27, the Indian economy is estimated to emerge as the third-largest economy globally, hopping over Japan and Germany. Currently, it is the third-largest economy globally in terms of Purchasing Power Parity (PPP) with a ~7.6% share in the global economy, with China [~18.7%] on the top followed by the United States [~15.6%]. Purchasing Power Parity is an economic performance indicator denoting the relative price of an average basket of goods and services that a household needs for livelihood in each country.

Despite Covid-19's impact, high inflationary environment and interest rates globally, and the geopolitical tensions in Europe, India has been a major contributor to world economic growth. India is increasingly becoming an open economy as well through growing foreign trade. Despite the global inflation and uncertainties, Indian economy continues to show resilience. This resilience is mainly supported stable financial sector backed by well-capitalized banks and export of services in trade balance. With this, the growth of Indian economy is expected to fare better than other economies

majorly on account of strong investment activity bolstered by the government's capex push and buoyant private consumption, particularly among higher income earners.

## **Indian Economic Outlook**

### **1.1.1. GDP Growth and Outlook**

#### **Resilience to External Shocks remains Critical for Near-Term Outlook**

India's real GDP grew by 7.0% in FY23 and stood at ~Rs. 161 trillion despite the pandemic in previous years and geopolitical Russia-Ukraine spillovers. In Q1FY24, the economic growth accelerated to 8.2%. The manufacturing sector maintained an encouraging pace of growth, given the favorable demand conditions and lower input prices. The growth was supplemented by a supportive base alongside robust services and construction activities. This momentum remained in the range in the Q2FY24 with GDP growth at 8.1%, mainly supported by acceleration in investments. However, private consumption growth was muted due to weak rural demand and some moderation in urban demand amid elevated inflationary pressures in Q2FY24.

India's GDP at constant prices surged to Rs. 43.72 trillion in Q3FY24 from Rs. 40.35 trillion in Q3FY23, marking an 8.4% growth rate. This upswing was fueled by robust performances in construction, mining & quarrying, and manufacturing sectors and investment drove the GDP growth, while both private and government consumption remained subdued. In 9MFY24, GDP surged by 8.2% to Rs. 126 trillion compared to 7.3% in the previous year largely due to increase in investments and growth in domestic demand (investment growth increased 10.6% y-o-y while private consumption was 3.5% higher).

Real GDP in the year FY24 is estimated to grow at 7.6% at Rs. 172.90 trillion as per second advance estimate of the Ministry of Statistics and Programme Implementation. It is expected that domestic demand, especially investment, to be the main driver of growth in India, amid sustained levels of business and consumer confidence.

#### **GDP Growth Outlook**

- Driven by fixed investment and improving global environment, domestic economic activity continues to expand. The second advance estimates (SAE) place real GDP growth at 7.6% for FY24.
- Industrial activity led by manufacturing continues its momentum. Moreover, services sector shows exhibit broad based buoyancy. The purchasing managers' index for both manufacturing and services continues to exhibit a sustained and healthy expansion.
- The outlook for agriculture and rural activity appears bright owing to good rabi wheat crop and expected improvements in kharif crop due to expected normal south-west monsoon. This combines with increasing rural demand, improvement in informal activity, improving employment condition, and alleviating inflationary pressures are expected to boost private investment. Additionally, consumption is expected to support economic growth in FY25 owing to strengthening rural demand.
- The resilience exhibited by cement sector, strong growth in steel sector and import of capital goods bode well for investment cycle to gain further headway. While improvements in external demand led to double digit expansion in exports in February, imports have also accelerated leading to increase in trade deficit in February.

- Investment activity is also expected to be further supported by sustained and robust government spending, strong financial positions of banks and corporations, increasing capacity utilization, and rising business confidence as indicated by surveys. Additionally, improving global economic growth and trade prospects, along with greater integration into global supply chains, are expected to boost external demand for goods and services.

Persistent geopolitical tensions and disruptions in trade route do pose risk to this outlook. Based on these considerations, the RBI, in its April 2024 monetary policy, has projected real GDP growth at 7.0% y-o-y for FY25.

**Table 2: RBI's GDP Growth Outlook (Y-o-Y %)**

FY 25P	Q1FY25P	Q2FY25P	Q3Y25P	Q4FY25P
7.0%	7.1%	6.9%	7.0%	7.0%

Note: P-Projected; Source: Reserve Bank of India

### 1.1.2. Gross Value Added (GVA)

Gross Value Added (GVA) is the measure of the value of goods and services produced in an economy. GVA gives a picture of the supply side whereas GDP represents consumption.

#### Industry and Services sector leading the recovery charge

- The gap between GDP and GVA growth turned positive in FY22 (after a gap of two years) due to robust tax collections. Of the three major sector heads, the service sector has been the fastest-growing sector in the last 5 years.
- The **agriculture sector** was holding growth momentum till FY18. In FY19, the acreage for the rabi crop was marginally lower than the previous year which affected the agricultural performance. Whereas FY20 witnessed growth on account of improved production. During the pandemic-impacted period of FY21, the agriculture sector was largely insulated as timely and proactive exemptions from COVID-induced lockdowns to the sector facilitated uninterrupted harvesting of rabi crops and sowing of kharif crops. However, supply chain disruptions impacted the flow of agricultural goods leading to high food inflation and adverse initial impact on some major agricultural exports. However, performance remained steady in FY22.

In FY23, the agriculture sector performed well despite weather-related disruptions, such as uneven monsoon and unseasonal rainfall, impacting yields of some major crops and clocked a growth of 4% y-o-y, garnering Rs. 22.3 trillion.

In Q1FY24, this sector expanded at a slower pace of 3.5% y-o-y growth compared to y-o-y growth a quarter ago. This further stumbled to 1.2% in Q2FY24. Further, it experienced contraction of 0.8% in Q3, leading to expectations of a modest 0.7% rise for the full year, contrasting sharply with the 4.7% growth recorded in FY23. In the Interim Budget 2024-25, the government plans to boost private and public investment in post-harvest activities and expand the application of Nano-DAP across agro-climatic zones. Strategies for self-reliance in oilseeds and dairy development are to be formulated, alongside ramping up the Pradhan Mantri Matsaya Sampada Yojana and establishing Integrated Aquaparks. Allocation for PM-Formalisation of Micro Food Processing Enterprises scheme has increased from Rs. 639 in FY24 to Rs. 880 crores in FY25.

Going forward, rising bank credit to the sector and increased exports will be the drivers for the agriculture sector. However, a deficient rainfall may have impact on the reservoir level, weighing on prospects of Kharif sowing. Considering these factors, the agriculture sector is estimated to attain Rs. 22.7 trillion and mark 1.8% y-o-y growth for complete FY24.

- The **industrial sector** witnessed a CAGR of 4.7% for the period FY16 to FY19. From March 2020 onwards, the nationwide lockdown due to the pandemic significantly impacted industrial activities. In FY20 and FY21, this sector

felt turbulence due to the pandemic and recorded a decline of 1.4% and 0.9%, respectively, on a y-o-y basis. With the opening up of the economy and resumption of industrial activities, it registered 11.6% y-o-y growth in FY22, albeit on a lower base.

The industrial output in FY23 grew by 4.4% with estimated value Rs. 45.2 trillion owing to a rebound in manufacturing activities and healthy growth in the construction sector.

The industrial sector grew by 5.5% in Q1FY24, while Q2FY24 growth was up by 13.2% owing to positive business optimism and strong growth in new orders supported manufacturing output. The industrial growth was mainly supported by sustained momentum in the manufacturing and construction sectors. Within manufacturing, industries such as pharma, motor vehicles, metals, petroleum and pharma witnessed higher production growth during the quarter. The construction sector (13% growth in Q2FY24) benefited from poor rainfall during August and September and higher implementation of infrastructure projects. This was reflected in robust cement and steel production and power demand in Q2FY24. Overall, H1FY24 picked up by 9.3% with manufacturing and construction activities witnessing significant acceleration. In Q3FY24, growth rate slowed down to 10.4%.

India’s industrial sector is experiencing strong growth, driven by significant expansion in manufacturing, mining, and construction. This growth is supported by positive business sentiment, declining commodity prices, beneficial government policies like production-linked incentive schemes, and efforts to boost infrastructure development. These factors collectively contribute to the sustained buoyancy in industrial growth due to which the industrial growth is estimated at 7.9% on y-o-y basis registering the value of Rs. 48.9 trillion in FY24.

- The **Services sector** recorded a CAGR of 7.1% for the period FY16 to FY20, which was led by trade, hotels, transport, communication, and services related to broadcasting, finance, real estate, and professional services. This sector was the hardest hit by the pandemic and registered an 8.2% y-o-y decline in FY21. The easing of restrictions aided a fast rebound in this sector, with 8.8% y-o-y growth witnessed in FY22.

Overall, in FY23, benefitting from the pent-up demand, the service sector was valued at Rs. 20.6 trillion and registered growth of 9.5% y-o-y.

In Q1FY24, the services sector growth jumped to 10.3%. Within services, there was a broad-based improvement in growth across different sub-sectors. However, the sharpest jump was seen in financial, real estate, and professional services. Trade, hotels, and transport sub-sectors expanded at a healthy pace gaining from strength in discretionary demand. The service sector growth in Q2FY24 moderated to 5.8% partly due to the normalization of base effect and some possible dilution in discretionary demand. Considering these factors, service sector marked 8% growth in H1FY24. In Q3FY24 growth slowed to 6.7% compared to 9.7% last year in the same quarter.

With this performance, steady growth in various service sector indicators like air passenger traffic, port cargo traffic, GST collections, and retail credit are expected to support the services sector. With this, the growth of service sector is estimated at Rs. 86.2 trillion registering 7.7% growth in FY24 overall.

**Table 3: Sectoral Growth (Y-o-Y % Growth) - at Constant Prices**

At constant Prices	FY19	FY20	FY21	FY22 (FRE)	FY23 (PE)	FY24 (FAE)
Agriculture, Forestry & Fishing	2.1	6.2	4.1	3.5	4.0	1.8
Industry	5.3	-1.4	-0.9	11.6	4.4	7.9
Mining & Quarrying	-0.9	-3.0	-8.6	7.1	4.6	8.1
Manufacturing	5.4	-3.0	2.9	11.1	1.3	6.5

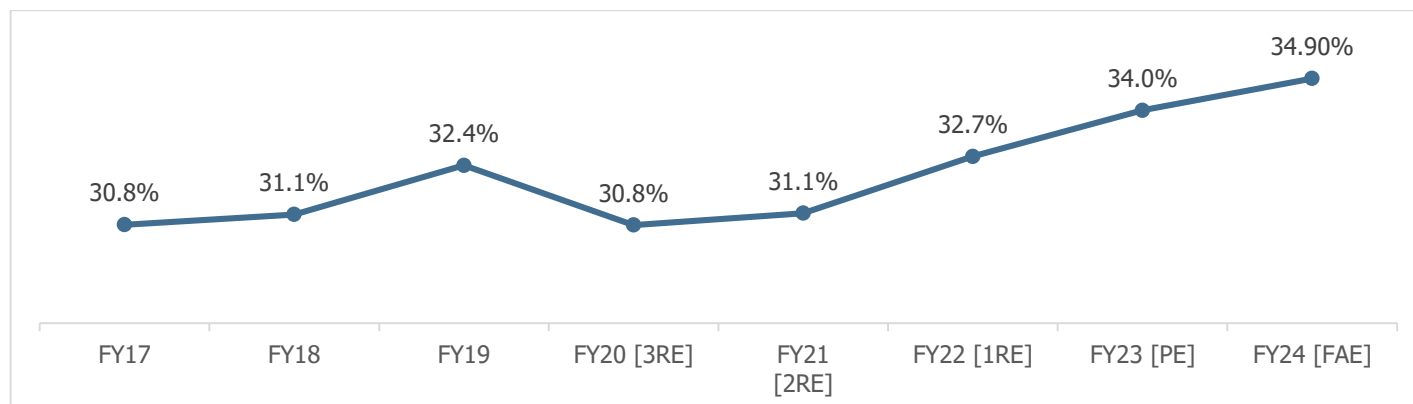
Electricity, Gas, Water Supply & Other Utility Services	7.9	2.3	-4.3	9.9	9.0	8.3
Construction	6.5	1.6	-5.7	14.8	10.0	10.7
<b>Services</b>	<b>7.2</b>	<b>6.4</b>	<b>-8.2</b>	<b>8.8</b>	<b>9.5</b>	<b>7.7</b>
Trade, Hotels, Transport, Communication & Broadcasting	7.2	6.0	-19.7	13.8	14.0	6.3
Financial, Real Estate & Professional Services	7.0	6.8	2.1	4.7	7.2	8.9
Public Administration, Defence and Other Services	7.5	6.6	-7.6	9.7	7.2	7.7
<b>GVA at Basic Price</b>	<b>5.8</b>	<b>3.9</b>	<b>-4.2</b>	<b>8.8</b>	<b>7.0</b>	<b>6.9</b>

Note: FRE – First Revised Estimates, PE – Provisional Estimate, FAE – First Advance Estimate; Source: MOSPI

### 1.1.3. Investment Trend in Infrastructure

Gross Fixed Capital Formation (GFCF), which is a measure of the net increase in physical assets, witnessed an improvement in FY22. As a proportion of GDP, it is estimated to be at 32.7%, which is the second-highest level in 7 years (since FY15). In FY23, the ratio of investment (GFCF) to GDP climbed up to its highest in the last decade at 34%. Continuing in its growth trend, this ratio is expected to reach 34.9% in FY24.

**Chart 2: Gross Fixed Capital Formation (GFCF) as % of GDP (At constant prices):**



Note: 3RE – Third Revised Estimate, 2RE – Second Revised Estimates, 1RE – First Revised Estimates, PE – Provisional Estimate, FAE-First Advance Estimate; Source: MOSPI

Overall, the support of public investment in infrastructure is likely to gain traction due to initiatives such as Atmanirbhar Bharat, Make in India, and Production-linked Incentive (PLI) scheme announced across various sectors.

### 1.1.4. Industrial Growth

#### Improved Core and Capital Goods Sectors helped IIP Growth Momentum

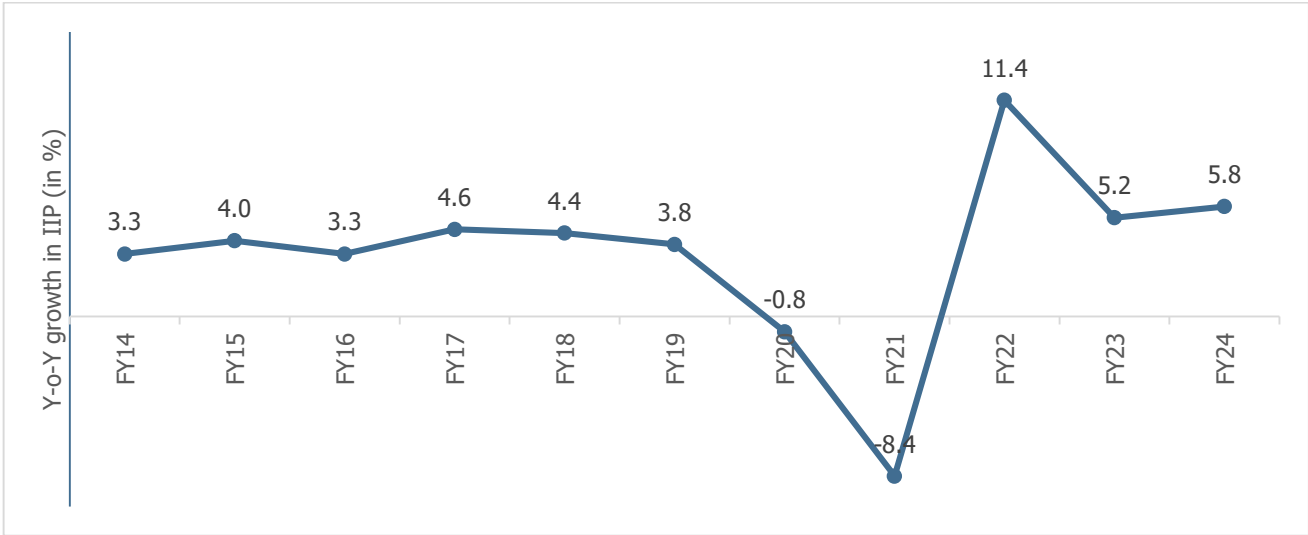
The Index of Industrial Production (IIP) is an index to track manufacturing activity in an economy. On a cumulative basis, IIP grew by 11.4% y-o-y in FY22 post declining by 0.8% y-o-y and 8.4% y-o-y, respectively, in FY20 and FY21. This high growth was mainly backed by a low base of FY21. FY22 IIP was higher when compared with the pre-pandemic level of FY20, indicating that while economic recovery was underway.



During FY23, the industrial output recorded a growth of 5.2% y-o-y supported by a favorable base and a rebound in economic activities. The period April 2023 – March 2024, industrial output grew by 5.8% compared to the 5.2% growth in the corresponding period last year. For the month of March 2024, the IIP growth increased to 4.9% compared to the last year’s 1.9%, on account of growth in manufacturing and electricity but decelerated from 5.6% in February 2024 due to slowdown in mining activity. Within the manufacturing sector, the top three contributors to growth of IIP have been manufacturing of basic metals, pharmaceuticals, medicinal chemical and botanical products, and other transport equipment.

So far in the current fiscal, growth in consumer and capital goods, along with pick-up in rural demand and investment activity exhibits a positive outlook for the economy. Additionally, moderating inflationary pressures, expectation of a normal monsoon, improvement in rabi crop, and spending fueled by wedding season in April-May are expected to sustain this growth.

**Chart 3: Y-o-Y growth in IIP (in %)**



Source: MOSPI

**1.1.5. Consumer Price Index**

India’s consumer price index (CPI), which tracks retail price inflation, stood at an average of 5.5% in FY22 which was within RBI’s targeted tolerance band of 6%. However, consumer inflation started to upswing from October 2021 onwards and reached a tolerance level of 6% in January 2022. Following this, CPI reached 6.9% in March 2022.

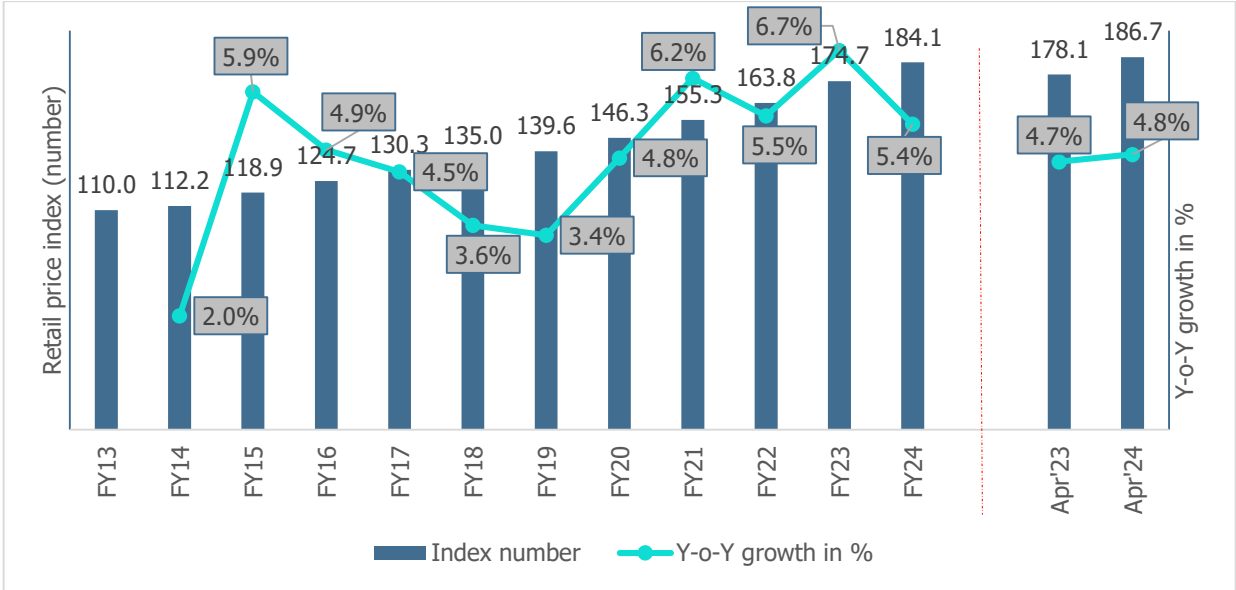
CPI remained elevated at an average of 6.7% in FY23, above the RBI’s tolerance level. However, there was some respite toward the end of the fiscal wherein the retail inflation stood at 5.7% in March 2023, tracing back to the RBI’s tolerance band. Apart from a favorable base effect, the relief in retail inflation came from a moderation in food inflation.

In FY24, the CPI moderated for two consecutive months to 4.7% in April 2023 and 4.3% in May 2023. This trend snapped in June 2023 with CPI rising to 4.9%. In July 2023, the CPI had reached its highest point at 7.4%, this was largely due to increase in food prices. The notable surge in vegetable prices and in other food categories such as cereals, pulses, spices, and milk have driven this increase. In August 2023, the food inflation witnessed some moderation owing to government’s active intervention. This was further moderated for second consecutive month in September 2023 to 5%, led by a sharp correction in vegetables prices and lower LPG prices. Helped by deflation in the fuel and light

category, the retail inflation in October 2023 softened at 4.9%. This trend reversed in November 2023 due to spike in certain vegetable prices as well as sticky inflation in non-perishable food items such as cereals, pulses and spices and the CPI rose to 5.6%. In the month of December 2023, elevated food prices and an unfavourable base drove headline inflation to a four-month peak of 5.7%. However in the month of January and February, food prices softened and the inflation was reported at 5.1% for both the months. March witnessed further softening of prices registering 4.9% growth. For FY24 inflation moderated to 5.4% which are within the boundaries set of 2% to 6% by the RBI.

While the consistent decrease in core inflation due to falling commodity prices and diminishing demand-side pressures is encouraging, the ongoing high food inflation due to rising mercury levels could pose a significant risk worth monitoring. Despite these concerns, the favourable base effect throughout Q4FY24 and the expected easing of food price pressures and Government’s support could help mitigate inflation risks. The numbers for April FY25 show an increase in inflation growth y-o-y to 4.8%.

**Chart 4: Retail Price Inflation in terms of index and Y-o-Y Growth in % (Base: 2011-12=100)**

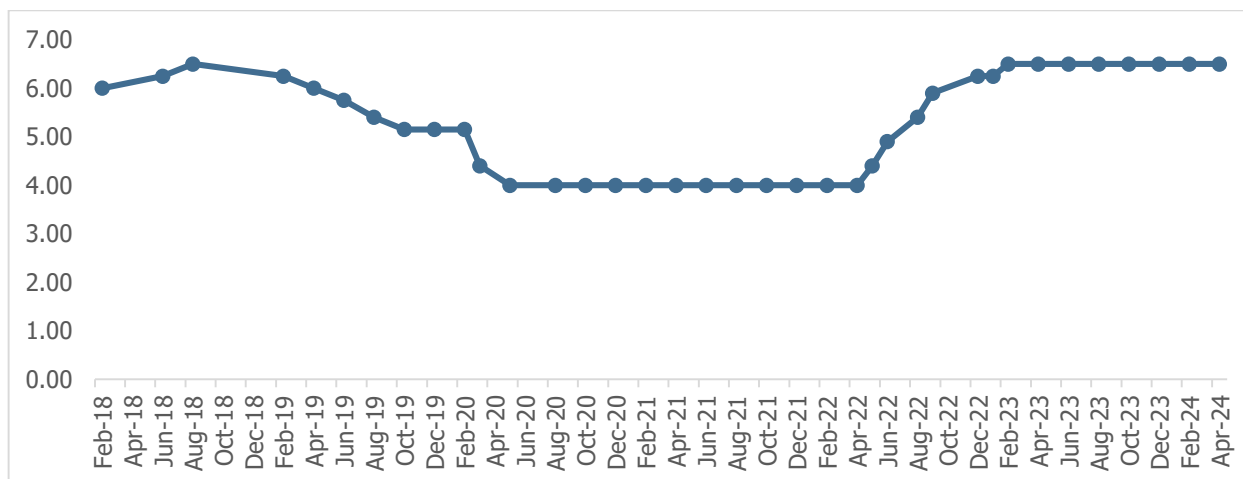


Source: MOSPI

The CPI is primarily factored in by RBI while preparing their bi-monthly monetary policy. At the bi-monthly meeting held in April 2024, RBI projected inflation at 4.5% for FY25 with inflation during Q1FY25 at 4.9%, Q2FY25 at 3.8%, Q3FY25 at 4.6% and Q4FY25 at 4.5%.

Considering the current inflation situation, RBI has kept the repo rate unchanged at 6.5% again in the April 2024 meeting of the Monetary Policy Committee.

**Chart 5: RBI historical Repo Rate**



Source: RBI

In a meeting held in April 2024, RBI also maintained the liquidity adjustment facility (LAF) corridor by adjusting the standing deposit facility (SDF) rate of 6.25% as the floor and the marginal standing facility (MSF) at the upper end of the band at 6.75%.

Further, the central bank continued to remain focused on the withdrawal of its accommodative stance. With growth prospects gaining traction, RBI has the policy space to prioritize controlling inflation. While RBI has paused on the policy rate front, it has also strongly reiterated its commitment to bringing down inflation close to its medium-term target of 4%. Given the uncertainties in food prices that might derail the path to bring down inflation, the Central Bank has decided to be vigilant and maintain an active disinflationary stance to ensure complete transmission of past rate cuts and anchoring of inflation expectations.

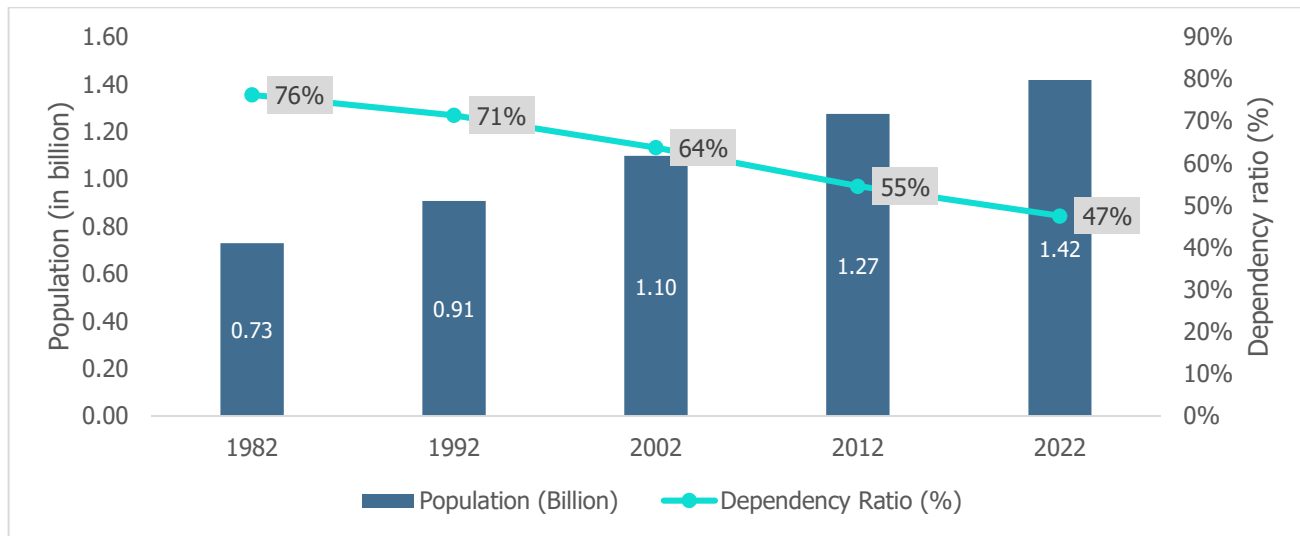
### 1.1.6. Overview on Key Demographic Parameters

- **Population growth and Urbanization**

The trajectory of economic growth of India and private consumption is driven by socio-economic factors such as demographics and urbanization. According to the world bank, India’s population in 2022 surpassed 1.42 billion slightly higher than China’s population 1.41 billion and became the most populous country in the world.

Age Dependency Ratio is the ratio of dependents to the working age population, i.e., 15 to 64 years, wherein dependents are population younger than 15 and older than 64. This ratio has been on a declining trend. It was as high as 76% in 1982, which has reduced to 47% in 2022. Declining dependency means the country has an improving share of working-age population generating income, which is a good sign for the economy.

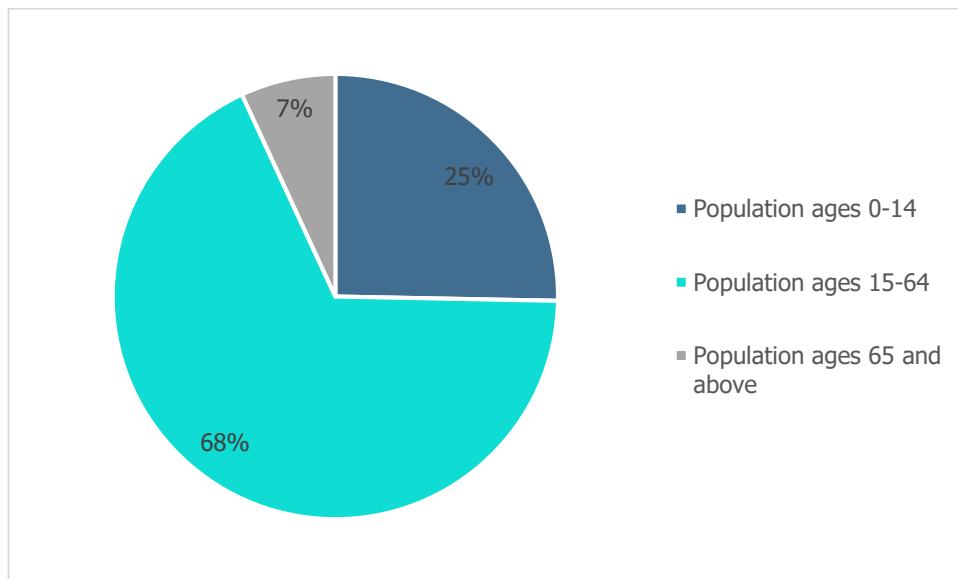
**Chart 6: Trend of India Population vis-à-vis dependency ratio**



Source: World Bank Database

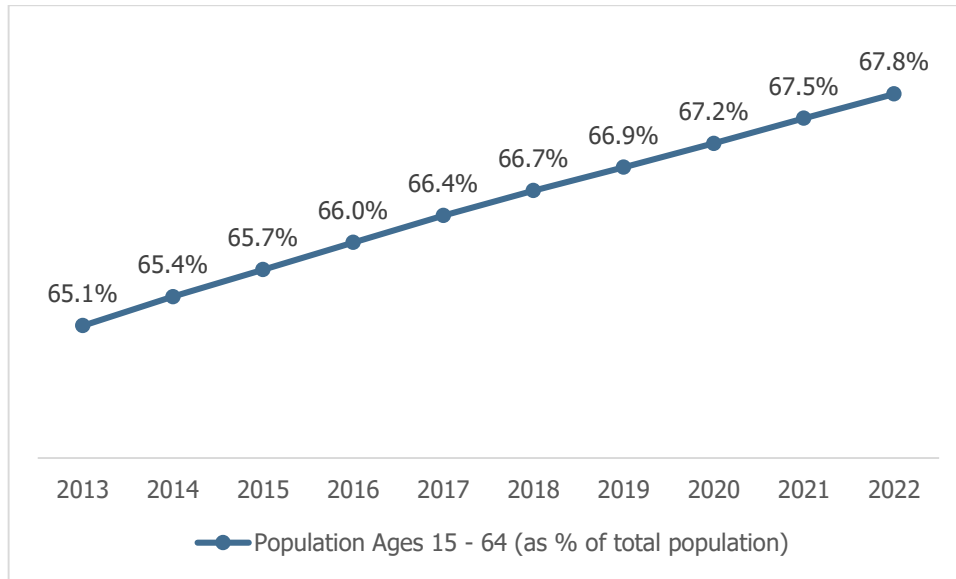
With an average age of 29, India has one of the youngest populations globally. With vast resources of young citizens entering the workforce every year, it is expected to create a ‘demographic dividend’. India is home to a fifth of the world’s youth demographic and this population advantage will play a critical role in economic growth.

**Chart 7: Age-Wise Break Up of Indian population**



Source: World Bank Database

**Chart 8: Yearly Trend - Young Population as % of Total Population**

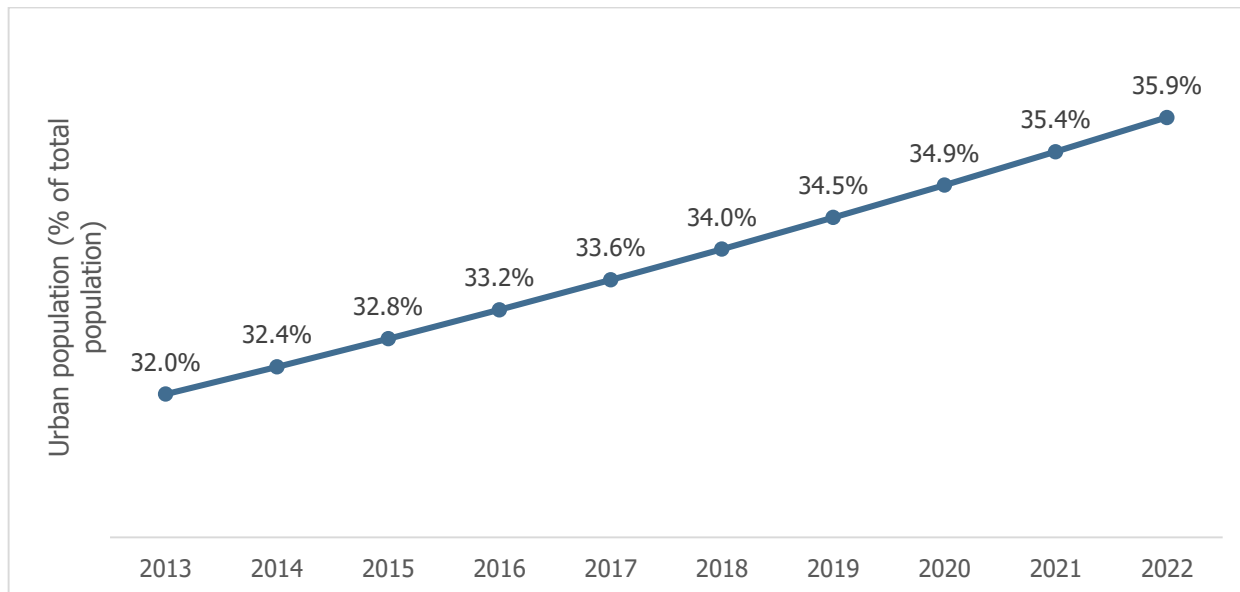


Source: World Bank database

- **Urbanization**

The urban population is significantly growing in India. The urban population in India is estimated to have increased from 403 million (31.6% of total population) in 2012 to 508 million (35.9% of total population) in the year 2022. People living in Tier-2 and Tier-3 cities have greater purchasing power.

**Chart 9: Urbanization Trend in India**



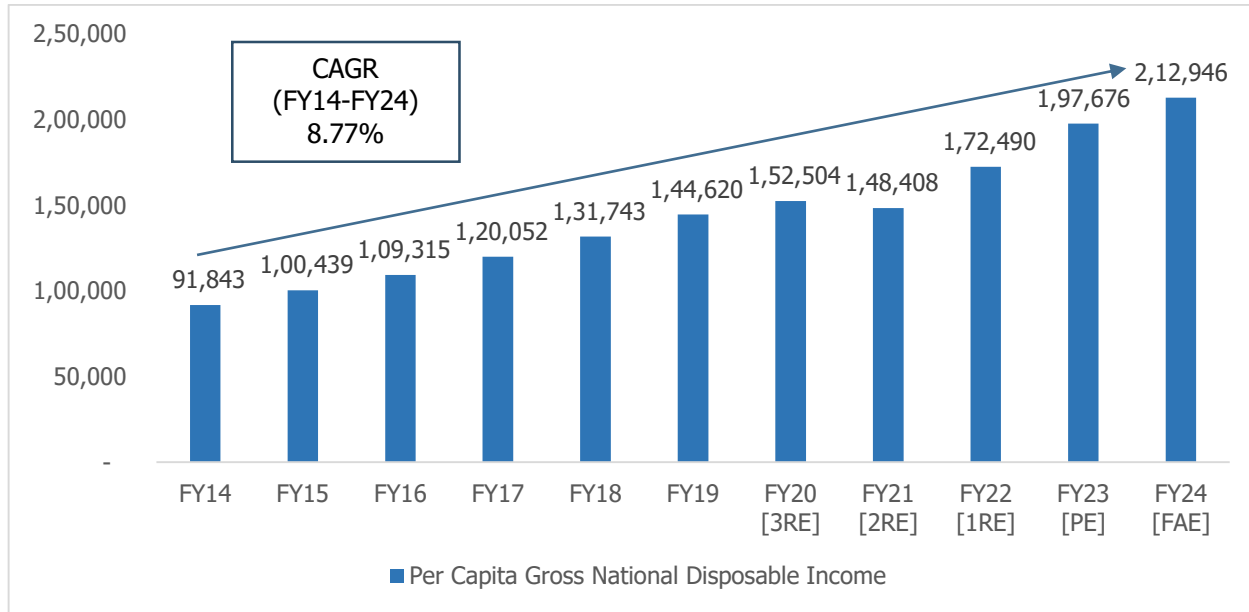
Source: World Bank Database

- Increasing Per Capita Disposable Income**

Gross National Disposable Income (GNDI) is a measure of the income available to the nation for final consumption and gross savings. Between the period FY14 to FY24, per capita GNDI at current prices registered a CAGR of 8.77%. More disposable income drives more consumption, thereby driving economic growth.

The chart below depicts the trend of per capita GNDI in the past decade:

**Chart 10: Trend of Per Capita Gross National Disposable Income (Current Price)**

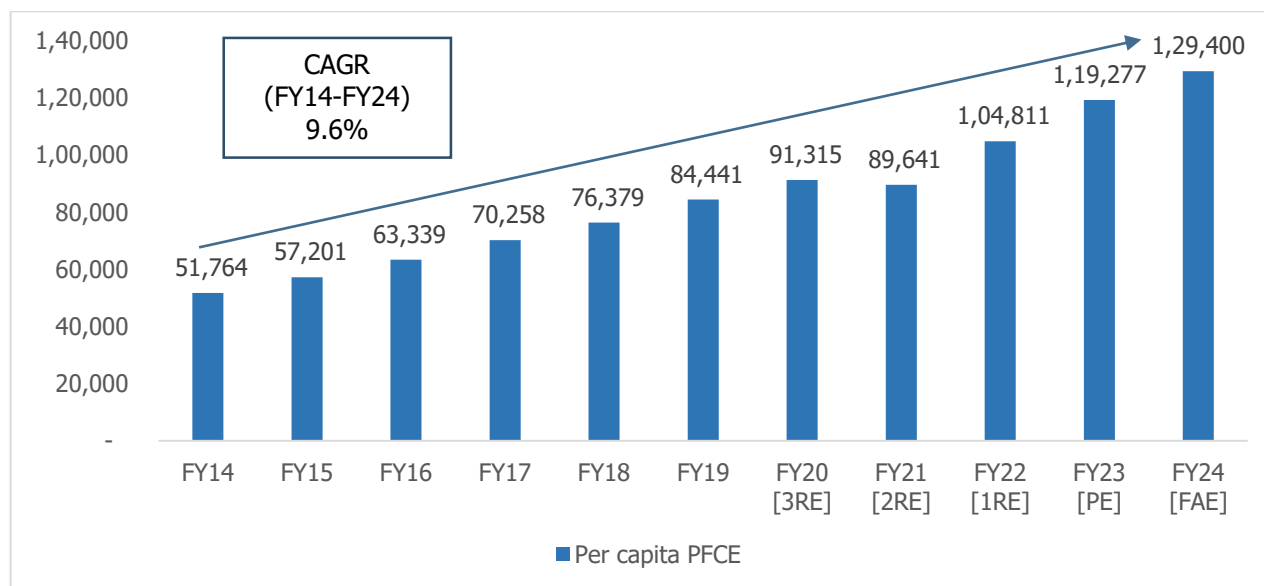


Note: 3RE – Third Revised Estimate, 2RE – Second Revised Estimates, 1RE – First Revised Estimates, PE – Provisional Estimate; Source: MOSPI

- Increase in Consumer Spending**

With increase in disposable income, there has been a gradual change in consumer spending behaviour as well. Private Final Consumption Expenditure (PFCE) which is measure of consumer spending has also showcased significant growth in the past decade at a CAGR of 9.6%. Following chart depicts the trend of per capita PFCE at current prices:

**Chart 11: Trend of Per Capita Private Final Consumption Expenditure (Current Price)**



Source: MOSPI

### 1.1.7. Concluding Remarks

The major headwinds to global economic growth are escalating geopolitical tensions, volatile global commodity prices, and a shortage of key inputs. Despite the global economic growth uncertainties, the Indian economy is relatively better placed in terms of GDP growth compared to other emerging economies. According to IMF's forecast, it is expected to be 6.8% in CY24 compared to the world GDP growth projection of 3.2%. The bright spots for the economy are continued healthy domestic demand, support from the government towards capital expenditure, moderating inflation, investments in technology and improving business confidence.

Likewise, several high-frequency growth indicators including the purchasing managers index, auto sales, bank credit, and GST collections have shown improvement in FY23. Moreover, normalizing the employment situation after the opening up of the economy is expected to improve and provide support to consumption expenditure.

The India Meteorological Department (IMD) has made a significant forecast, predicting "above normal" rainfall for the upcoming monsoon season, marking the first time in a decade that such an optimistic outlook has been declared at the initial stage. This forecast, coupled with an anticipated eight-year-high rainfall, offers promising prospects for the agrarian economy and inflation. The weakening of El Nino to a neutral stage in the early monsoon season, followed by the likely development of La Nina conditions in the later part, adds to the positive outlook. El Nino typically leads to suppressed rainfall during the Indian monsoon, whereas La Nina tends to enhance rainfall activity. IMD's more optimistic prediction is expected to bolster agricultural growth and incomes, while also potentially alleviating stubborn food inflation pressures.

At the same time, public investment is expected to exhibit healthy growth as the government has allocated a strong capital expenditure of about Rs. 11.11 lakh crores for FY25. The private sector's intent to invest is also showing improvement as per the data announced on new project investments and resilience shown by the import of capital goods. Additionally, improvement in rural demand owing to good rabi crop and an expected normal monsoon will aid the investment cycle in gaining further traction.

## AN OVERVIEW OF FRANCHISE CONSULTING

### Global Scenerio:

FRANdata anticipates a 1.8% growth in franchise establishments within the business services sector in 2024 in US market, reaching an estimated 104,000 locations. This expansion is poised to generate an additional 32,000 jobs in franchise employment, with industry output expected to contribute \$107.6 billion at 3.8%. The expansion of the business services industry within franchising is propelled by shifts in workforce dynamics, purchasing behaviors, and lifestyles. The IT consulting/management sector continues to grow, driven by the prevalence of hybrid and remote work environments. The mailing, packaging, and shipping sector is also thriving due to the growing popularity of e-commerce. While the staffing services sector maintains a significant presence in franchising and shows potential for growth in 2024, the pace is expected to moderate as the job market and hiring activity experience a slowdown.

Brands offering other professional services, such as accounting, finance, or marketing, are also expected to grow in 2024. This growth is supported by small and medium-sized businesses increasingly choosing to partner with third parties to manage specific tasks and functions, thereby reducing their operating costs. According to the U.S. Small Business Administration, there are 33.2 million small businesses in the U.S., with the number of new businesses increasing by approximately 30,000 annually. Steady growth in new business formations has stimulated demand for professional services. Conversely, traditional services such as printing or direct mail will continue to experience challenges as consumers' demand for digital services grows.

In 2024, franchising will help bolster economic growth, providing jobs and business opportunities at the national, regional, and state levels. According to FRANdata estimates, the southeast region holds the number one spot for most franchised businesses. The region is home to approximately 30% of all U.S. franchised businesses, 2.6 million employees, and \$268.2 billion in franchise revenue. The Midwest is the second-largest region in terms of franchise establishments with an estimated 179,500 businesses, employing 2.0 million people, with an output of \$193.6 million.

### Source:

*chrome-extension://efaidnbmnnnibpcajpcglclefindmkaj/https://www.franchise.org/sites/default/files/2023-03/2023-Franchising-Economic-Report.pdf*

### Domestic Scenerio:

The franchise industry in India has been growing steadily for several years now, with many well-established brands expanding their footprint in the country and new franchise concepts emerging.

The Indian franchise industry is valued at around INR 800 billion and is expected to continue growing in the coming years at a rate of 30-35% per annum, driven by factors such as the increasing number of small and medium-sized enterprises (SMEs), the rise of consumerism, and the growing middle class.

Presently "India is the second largest franchise market globally. Five years from now the franchise industry is looking to touch USD 140-150 billion".

Currently, in India, there are 4,600 active franchisors across all sectors operating nearly 2 lakh outlets.

More than 300 companies are starting franchising every year and 53 per cent of all franchises are by multi-unit franchisees.



In this, regional brand dominates with 50 per cent, 34 per cent from a national brand and rest 16 per cent is with the local brands.

Out of this 35 per cent of franchise concepts are F&B brands and Rs 5-10 lakh is the initial investment level for 40 per cent of the franchisees

Though the Indian franchise market is still nascent, the industry accounts for close to 2 per cent of the national GDP but has created one million jobs.

The global franchise market size reached USD 100.7 billion in 2021-2022 and is expected to grow at a CAGR (Compound Annual Growth Rate) of 9.73 per cent till 2030.

"The global franchise market is expected to reach the value of USD 175.9 billion by the end of 2030,

**Source:**

<https://www.msn.com/en-in/money/topstories/india-franchise-industry-to-be-150-bn-report/ar-AA1dUlyV>

The future of the Indian Franchise Market is undoubtedly bright, with many opportunities for growth and expansion. Key trends that are expected to drive growth in the industry include:

Expansion of existing brands: Well-established franchises are expected to continue expanding their footprint in India.

[As per SiliconIndia's credible source](#), Indian Franchise Ecosystem may be one of the brightest spots of the economy. The article states that the Indian franchise market has experienced rapid growth in recent years, with a projected CAGR of 30% from 2021 to 2026. This growth can be attributed to several factors, including a growing middle class, increased disposable income, and favorable government policies.

The franchise industry offers a range of benefits to both franchisors and franchisees. For franchisors, it allows for rapid expansion without the high costs associated with opening new locations. For franchisees, it provides an opportunity to start a business with a proven model and established brand.

The article also highlights the impact of the COVID-19 pandemic on the franchise sector in India. While the pandemic has had a negative impact on many businesses, the franchise industry has proven to be resilient. Many franchisors have adapted to the changing business environment by offering online services and delivery options, allowing them to continue operating even during lockdowns and restrictions.

As the franchise industry continues to grow and evolve in India, there are several key trends to watch. These include the rise of micro-franchising, which allows for low-cost entry and greater flexibility, and the increasing use of technology to streamline operations and enhance customer experience.

Overall, the Indian franchising market offers a plethora of opportunities for enterprising individuals and investors alike. Success in this market can be achieved through strategic planning, diligent research, and a readiness to adjust to shifting market dynamics. With the right approach, one can successfully establish and grow a franchise business in India.

**Source:**

<https://www.franchisebazar.com/blog/the-booming-franchise-industry-in-india-opportunities-and-challenges>

## **INDIA FRANCHISE DEVELOPMENT**

Franchising is a business to expand the brand's footprint to a network of Franchisees. Franchising is about capturing new markets in a competitive environment with minimum risks. It's vital that the business model, i.e. the products,

systems, or services, are scalable and teachable to new Franchisees. Start-up assistance, training, and the rights to trade under a brand name form part of the initial costs for the Franchisee outlet. Both franchisors and franchisees benefit from this business model. The franchisor can grow the business without opening multiple outlets, hiring staff, and managing premises/branches while the Franchisee is allowed to make good use of the franchisor’s expertise and experience.

With the Franchise industry in India being over US\$ 51 Billion in 2013, we see a growth in Franchise opportunities driven by increasing consumer spending from US\$ 1.5 Trillion in 2022 to US\$ 6 Trillion by 2030. India has around 3.5 lakh franchise outlets; the number will grow if the economic conditions do not stagnate again. (Convert Bold text into graph and remove from paragraph).

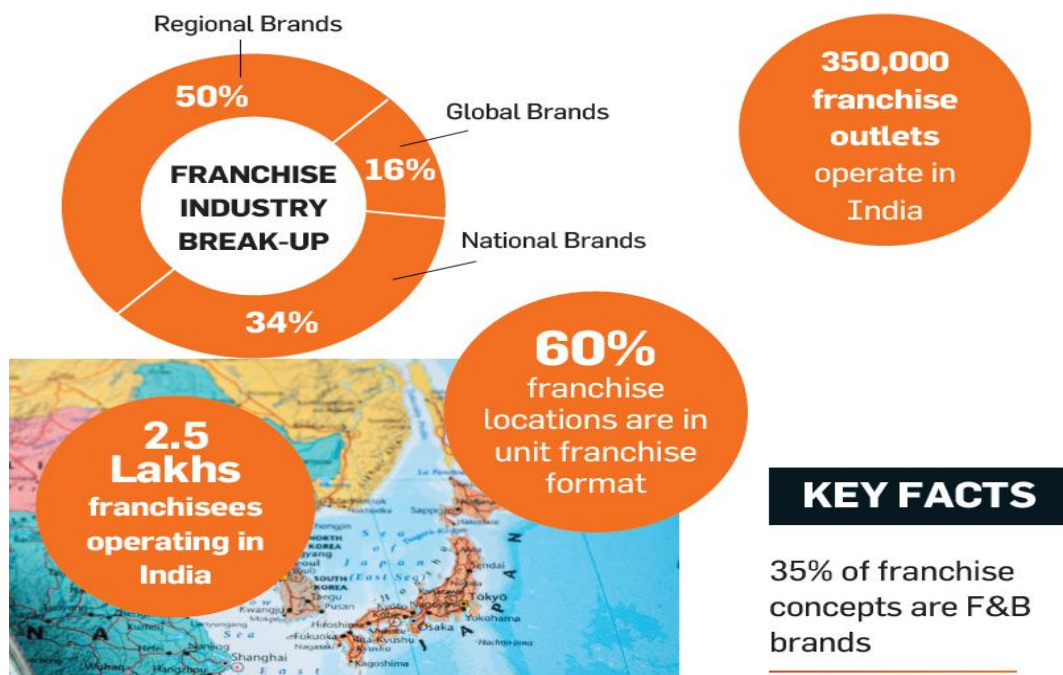
### Impact of Covid-19

Until 2019, the Indian Franchise business market was growing steadily. We observed that in response to the covid-19 crisis, the Franchise businesses could make prompt adjustments to survive the pandemic compared to other traditional businesses. Franchisors adapted quickly by making business or marketing strategy changes in a single go even though operations were spread multi-city.

In the post-pandemic world, we see consistent improvement in existing businesses and the creation of new franchises. Restaurants, Lifestyles, Wellness, Health aids, Services, etc. are considered the most popular sectors for franchise business arrangements.

### Current Developments

Post pandemic, the franchise business model proved to be the leading employment generator with rapid business openings, faster hiring, and more stable performance than independent businesses. The pandemic made us understand that Franchise business models have the potential to resolve challenges through agile shifts in business operations. By 2023, the franchise industry is expected to account for about 4% of the Indian GDP, making franchise-based setups.



## **Franchising to Boost Job Creation amid Economic Downturn**

The recent National Sample Survey Office (NSSO) report shows that the unemployment rate in the country in FY 2021-22 was at 5.3% in rural India and 7.8% in urban India, resulting in overall unemployment rate of 6.1%. As per market estimates, current unemployment in India is at a 45-decade high. The situation is aggravated with the spurt in instances of job losses from automobile manufacturers to biscuit makers. For instance, the automobile sector which makes up for almost 7.5% of the country's GDP and almost half the manufacturing GDP, has laid off 3.5 lakh employees.

This is because consumer demand has shrunk dramatically over the last 10 months of sectoral slowdown. Many other sectors, including real estate, banking and FMCG, are feeling the heat as well, but haven't yet sizzled completely under pressure. While economic conditions are not permanent and are expected to recuperate in sometime, the lay-offs highlight the big employment gap to be covered in the market.

### **DIGITAL FRANCHISING**

Digital franchise operates on the same principle as a traditional franchise, but instead of physical products or services, the parent company develops digital products or services that can be sold online.

In a digital franchise, the parent company creates a digital product, such as an online marketing tool, software application, e-learning platform, or any other digital offering. The parent company establishes a brand and business model around this product. They then allow franchisees to purchase the rights to sell and distribute the digital product using the parent company's brand and business model.

Franchisees benefit from the established brand recognition, reputation, and support provided by the parent company. They pay a fee or royalty to the parent company, typically in the form of a percentage of their sales, in exchange for the rights to sell the digital product and utilize the parent company's branding and resources.

This arrangement allows franchisees to leverage the parent company's expertise, technology, and marketing strategies to build their own digital business. It also provides the parent company with an expanded reach and distribution network through its franchisees. However, as with any business endeavour, success depends on factors such as market demand, competition, and the franchisee's ability to effectively market and sell the digital product.

The Indian Franchise industry is valued at around INR 800 billion and is expected to continue growing in the coming years at a rate of 30-35% P.A., driven by factors such as the increasing number of small and medium-sized enterprises (SMEs), the rise of consumerism, and the growing middle class.

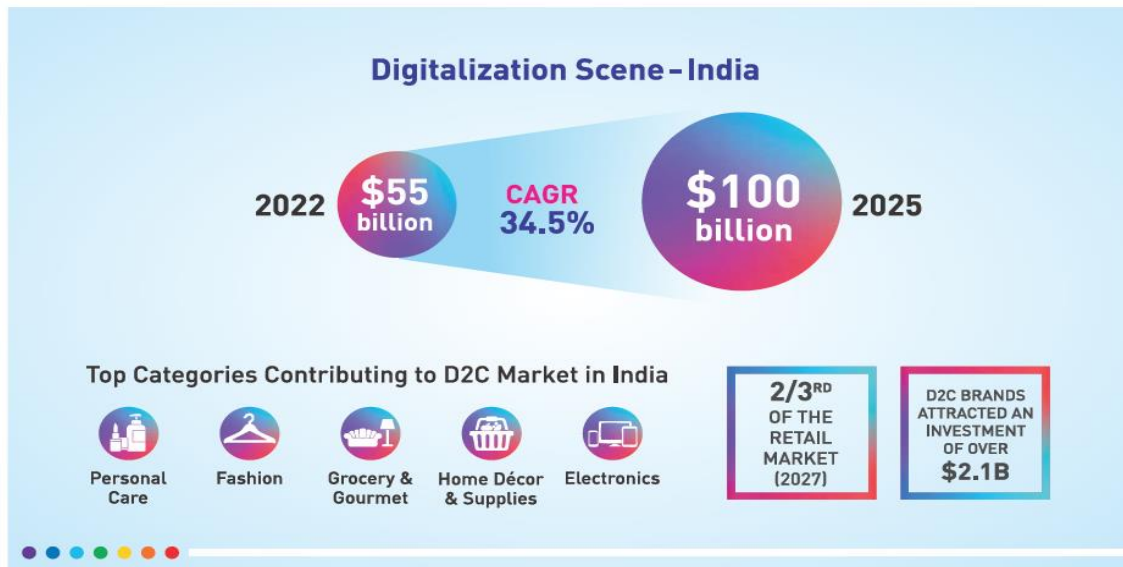
The Global Franchise Market size reached USD 100.7 Billion in 2021-2022. It is expected to grow at a CAGR of 9.73% till 2030. The Global Franchise Market is expected to reach the value of USD 175.9 Billion by the end of 2030.

In essence, a "Franchise" is a business relationship in which a parent firm allows a franchisee to market and earn an income with their products and services using the parent company's name. A "Digital Franchise" works on the same principle, except it applies to internet and digital items. The parent firm creates an online product that can be sold by someone else to make a profit.

Digital Franchise model is a type of licence or right sold to a Franchisee that grants ownership of a local market and access to a digital technology that will enable them to build a local business, under the parent's name.

In this model, Franchisees buy the rights to certain geographic areas and earn a profit from mobile and web eCommerce in their marked territory. As the owner of a Digital Franchise, Franchisees own the rights to the market, and the rights to leverage the parent company's brand name, back-end systems, training, and customer support.

Digital franchising is the new frontier of franchising that will revolutionize how many businesses operate, by combining power of the internet and cloud-based applications with the distribution scale of franchising.



## OUR BUSINESS

The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the section titled '**Risk Factors**', beginning on page no 29 of this Draft Red Herring Prospectus.

This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section titled '**Risk Factors**' and the chapters titled "**Financial Statement**" and "**Management Discussion and Analysis of Financial Conditions and Results of Operations**" beginning on page no 29 and 185 & 211 respectively, of this Draft Red Herring Prospectus.

Unless the context otherwise requires, in relation to business operations, in this section of this Draft Red Herring Prospectus, all references to "we", "us", "our" and "our Company" are to Franchiseindia.com Limited and Group Entities as the case may be.

## OVERVIEW

Franchiseindia.com Limited (FIL) stands as a premier franchise solutions provider in India, with a storied history and a commitment to fostering entrepreneurial success. This comprehensive overview delves into the company's evolution, business model, core services, market presence, and management prowess.

Our Company was incorporated under the name "**Startup Publication India Private Limited**" on January 28, 2010, as Private Limited under the provisions of the Companies Act, 1956. This incorporation was registered with the Registrar of Companies, NCT of Delhi. Over the years, the company has undergone significant transformations to align with its strategic goals. On December 29, 2020, it was renamed "Franchiseindia.Com Private Limited," reflecting its core focus. The company further evolved into a public limited entity on June 22, 2024, adopting the name "Franchiseindia.Com Limited," with the Corporate Identification Number U74110DL2010PLC198418.

Founded in 1999, Franchise India has grown to become a leading franchise solutions provider. Its expertise spans franchising, retail, and licensing, facilitating successful partnerships between investors and businesses seeking expansion. Franchise India's reputation is built on four foundational pillars: in-depth Knowledge, Opportunity, an extensive Network, and proven Success. These elements have consistently driven the company's achievements and growth.

**Our Company** service offerings are vast and diverse, catering to the multifaceted needs of franchisors and franchisees. The company has successfully orchestrated large- and small-scale events across over 100+ cities nationwide, showcasing its commitment to excellence. Beyond physical exhibitions, FIL has a robust online presence through platforms like *franchiseindia.com*, *www.indianretailer.com*, *Entrepreneurindia.com*, and *restaurantindia.in*. Additionally, the company publishes esteemed magazines such as The Franchising World, Retailer, and Entrepreneur, further solidifying its presence in the industry.

Our Company plays a pivotal role in the Indian franchising ecosystem. Since its establishment in 2010, the company has facilitated numerous successful franchise partnerships in India. Its comprehensive services, extensive experience, and industry publications make FIL a valuable resource for both franchisors and aspiring franchisees navigating the complex landscape of franchising. From the year 2023-24 onwards, as per the restructuring executed between Franchise India Holding Limited and our company, an agreement was executed on April 01, 2023, wherein it was agreed that all the business shall be managed and operated by our company and to secure the same a Non-compete agreement was executed between the parties that Franchise India Holding Limited will never into similar line of business of our company, our company is managing and operating the business operations including but not limited to events and exhibitions, digital and print media activities.

Franchiseindia.com offers unique business opportunities across various domains. The platform is designed to cater to user's seeking diverse opportunities, with sections like "What's New" for industry articles and stories, and "Interviews" section for company/people profiles, and a "News" section providing daily updates on franchising developments worldwide. This segmented approach ensures that users can find tailored information and opportunities that suit their specific needs and interests.

One of FIL's cornerstone services is franchise development, which encompasses strategic planning, training, and marketing. The company provides customized strategies for franchise development and expansion, ensuring that each

business receives a tailored approach to meet its unique needs. Comprehensive training programs are offered to franchisees to ensure consistent quality and operational standards. Additionally, FIL designs and executes effective marketing campaigns to promote franchise opportunities, leveraging both digital and traditional media to reach a broad audience.

FIL excels in brand management, offering services that include brand management and licensing strategies. The company assists in managing and maintaining brand integrity across all franchise locations, ensuring that the brand's identity and values are consistently represented. Tailored licensing strategies are developed to maximize brand reach and revenue, helping brands identify suitable licensing partners and negotiate agreements that align with their growth objectives.

FIL's strategic goals are focused on expanding its reach, enhancing its service offerings, and maintaining its leadership position in the market. The company plans to enter new geographies and sectors, leveraging its expertise and network to tap into emerging markets and opportunities. Client acquisition and retention strategies include targeted marketing campaigns, strategic partnerships, and exceptional service delivery.

Our Company is promoted by seasoned professionals who possess significant industrial experience and have established long-standing relationships with customers. Our Promoters are adept at identifying new opportunities and effectively implementing business strategies, enabling the company to capitalize on emerging market opportunities swiftly. The Promoters team's expertise has been crucial in maintaining FIL's competitive edge and driving its success in providing comprehensive franchise solutions

### **SACHIN MARYA**

Sachin Marya, an entrepreneur in the media industry for 25 years, serves as the Managing Director of FIL, overseeing over 600 business shows across various sectors. An architect by education from Maharishi Dayanand University, he also publishes three leading business magazines and industry portals. Sachin has chaired the World Franchise Forum at 25 and represented India at global forums like the World Retail Congress, addressing over 500 industry events with 400,000 attendees. His collaborations with international organizations have launched significant initiatives in India. Known for his innovative marketing strategies, he authored "Finance Cracked" and received acclaim for his Retailer magazine cover story, "Who's Afraid of Walmart." Sachin views India as a burgeoning consumer market and is recognized for his contributions to thought leadership in B2B forums.

### **RITU MARYA**

Ritu Marya, aged 47 years, is the Editor-in-Chief for Entrepreneur India-Asia-Pacific. She leads the editorial teams of Entrepreneur, The Franchising World, and Retailer magazines, as well as digital platforms like Entrepreneur.com and Franchiseindia.com, indianretailer.com reaching 10 million monthly. With 20 plus years in business journalism, Ritu is a recognized authority on startups, technology, fintech, consumer businesses, and more. She regularly interacts with leading entrepreneurs and thought leaders across India and Asia-Pacific. Ritu is a frequent speaker at major business and leadership summits, organized by government bodies and business forums such as CII, FICCI, and NASSCOM, and global events like the RISE Technology Summit and Web Summit. She holds a Master's in Business Economics from Panjab University.

### **ASHITA MARYA**

Ashita Marya, aged 46 years, is a pivotal promoter of our company and has significantly transformed the franchise business in India. With 25 years of dedicated experience, she has launched numerous franchise events across 80+ cities and towns, creating the industry's largest franchise and B2B outreach network. Ashita has assisted thousands of brands, including FnP, Light House Learning (Eurokids), Sagar Ratna, and Sankalp, in their franchising journeys. She leads The Franchising World magazine and is now spearheading efforts to develop the electric vehicle ecosystem, building a rapidly growing community. Ashita holds an MBA from Panjab University and is renowned for her meticulous attention to detail and strong leadership, continuing to make substantial contributions to the franchise industry.

### **PREETIMA BHARDWAJ**

Preetima Bhardwaj, aged 46 years, is a key promoter of our company with over 23 years of experience, including five years in the USA. She has worked with renowned organizations like Apple Inc., Metro Chevrolet, Perfect Relations, and Wunderman, and has been a vital part of Franchise India for the past 14+ years. Leading franchiseindia.com team

across five states. Preetima holds a BA from Delhi University, a Fashion Communication PG certificate from NIFT Delhi, and studied Psychology at Sinclair Community College, USA.

## FINANCIAL PERFORMANCE

For the period ending March 31, 2024 our total revenue as per Restated Financial Statement was ₹1473.55 Lakhs. Further, our profit after tax for the period ending March 31, 2024 as per Restated Financial Statements was ₹ 317.25 Lakhs.

The following table sets forth a breakdown of our revenue from operations, as well as other key performance indicators, for the periods indicated:

(₹ in Lakhs, except for percentage)

Particulars	2023-24	2022-23	2022-21
Revenue from Operations <sup>1</sup>	1,466.50	352.02	463.86
Revenue CAGR (%) from F.Y. 2021-2024 <sup>2</sup>	77.81%		
EBITDA <sup>3</sup>	442.75	13.52	(0.55)
EBITDA Margin (%) <sup>4</sup>	30.19%	3.84%	(0.12%)
EBITDA CAGR (%) from F.Y. 2021-2023 <sup>5</sup>			
EBIT <sup>6</sup>	442.67	13.52	(0.55)
ROCE (%) <sup>7</sup>	112.06%	56.49%	(2.16%)
Current Ratio <sup>8</sup>	3.94	1.51	1.39
Operating Cash Flow <sup>9</sup>	229.25	12.14	(20.00)
PAT <sup>10</sup>	317.25	10.00	(0.13)
PAT Margin (%) <sup>11</sup>	<b>21.63%</b>	<b>2.84%</b>	<b>(0.03%)</b>
Net Worth <sup>12</sup>	524.93	9.11	(0.89)
ROE/RONW <sup>13</sup>	118.81%	243.37%	16.36%
EPS (Basic and Diluted) <sup>14</sup>	2,997.60	100.01	(1.35)

### Notes:

(1) Revenue from operations is the revenue generated from operations by our Company.

(2) Revenue CAGR: The three-year compound annual growth rate in Revenue.

$[(\text{Ending Value}/\text{Beginning Value})^{(1/N)}]-1$

(3) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

(4) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

(5) EBITDA CAGR: The three-year compound annual growth rate in EBITDA.

$[(\text{Ending Value}/\text{Beginning Value})^{(1/N)}]-1$

(6) EBIT is Earnings before Finance Cost and taxes.

(7) ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long-term debt.

(8) Current Ratio: Current Asset over Current Liabilities

(9) Operating Cash Flow: Net cash inflow from operating activities

(10) PAT is mentioned as profit after tax for the period.

(11) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

(12) Net Worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.

(13) ROE: Return on Equity is calculated as PAT divided by average shareholders' equity

(14) EPS: Earning per share is calculated as PAT divide by Weighted No. of equity shares.

KPI	Explanation
Revenue from operation	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business.
Revenue CAGR %	Revenue CAGR informs the management of compounded annual growth rate i.e. Rate at which Company's revenue are growing on annual basis.
EBITDA	EBITDA provides information regarding the operational efficiency of the business

<i>EBITDA Margin (%)</i>	<i>EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business</i>
<i>EBITDA CAGR %</i>	<i>EBITDA CAGR indicate our compounded growth of the business</i>
<i>ROCE %</i>	<i>ROCE provides how efficiently our Company generates earnings from the capital employed in the business.</i>
<i>Current Ratio</i>	<i>Current ratio indicates the company's ability to bear its short-term obligations</i>
<i>Operating Cash Flow</i>	<i>Operating cash flow shows whether the company is able to generate cash from day-to-day business</i>
<i>PAT</i>	<i>Profit after Tax is an indicator which determine the actual earning available to equity shareholders</i>
<i>PAT Margin (%)</i>	<i>PAT Margin (%) is an indicator of the overall profitability and financial performance of the business.</i>
<i>Net Worth</i>	<i>Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.</i>
<i>ROC/RONW</i>	<i>ROC/RONW (%) is an indicator which shows how much company is generating from its available shareholders' funds</i>
<i>EPS</i>	<i>Earning per shares is the company's earnings available of one share of the Company for the period</i>

## REVENUE FROM OPERATIONS BREAKUP

Our service wise revenue breakup for the years ended on March 31, 2024, March 31, 2023 and March 31, 2022.

(₹ in Lakhs)

<b>Sr. No.</b>	<b>Particulars</b>	<b>2023-24</b>	<b>2022-23</b>	<b>2021-22</b>
1.	Print Media	295.11	172.39	177.95
2.	Digital Media	107.48	106.39	119.12
3.	Events & Exhibition	1063.89	73.23	166.78
	<b>Total</b>	<b>1466.48</b>	<b>352.01</b>	<b>463.85</b>

## OUR STRENGTHS:

We consider our business strengths to be the following:

### 1. Range of Service Offering:

As a comprehensive franchise solutions company, we provide detailed guidance to entrepreneurs on all aspects of franchising, including franchise opportunities, business opportunities, partnerships, dealers, manufacturing, distribution, retail, and more. Our extensive suite of services caters to both franchisors and franchisees, addressing diverse needs within the franchise ecosystem. FIL is recognized as a leading franchise solution provider, signifying a strong reputation and established market presence.

### 2. Established Brand Name

Our well-known brand, "franchiseindia.com," is the world's largest franchise website and an essential resource for entrepreneurs. This brand, coupled with our promoters' vast experience, has earned us the trust and goodwill of our customers, significantly influencing prospective clients' decisions. Our established and recognized brand reputation, built over 15 years, positions us to expand our client base further.

### 3. Diversified Business Operations and Revenue Base

Our business is geographically diverse, organizing events across India. We have hosted events in major cities such as Delhi, Mumbai, Bangalore, Hyderabad, and Chennai, among others. This geographical diversification allows us to reach a broad client base and mitigate the risk of income concentration by spreading revenue across multiple sources, thus opening new growth opportunities. By providing comprehensive support services, including strategic planning, market analysis, and promotional activities, FIL helps new franchisors navigate the complexities of the market, ensuring a successful launch and sustainable growth. FIL plays a vital role in expanding the market presence of various brands, enhancing consumer access to a diverse range of products and services.



#### 4. Experience of Promoters

Our experienced promoters have significantly contributed to our business growth through their combined industry knowledge and understanding. Their expertise provides a competitive advantage, enabling us to expand our geographical and customer presence in existing and target markets while exploring new growth avenues. Our promoters' experience allows us to respond effectively to changing market conditions and evolving customer preferences, which is crucial for our overall success and future growth.

#### 5. Experienced Management Team & Efficient Workforce

Our company is managed by a team of experienced professionals with extensive knowledge in various aspects of franchise consulting. We believe that our creative, passionate, and qualified management team is pivotal to our business operations' growth. The management's faith in our dedicated staff has been instrumental in driving our success.

#### 6. Largest Franchise Investor Database

FIL boasts the largest franchise investor database, providing extensive networking opportunities for franchisors and franchisees. This database is a critical asset for those looking to expand their franchise networks or invest in promising franchise opportunities. The database includes detailed profiles of potential franchise investors, helping franchisors identify suitable partners. The database significantly enhances the reach and FranchiseIndia.Com Limited offers a comprehensive suite of services that cater to the diverse needs of franchisors and franchisees. From robust online media platforms and authoritative print publications to high-impact events and a vast investor database, FIL provides the tools and resources necessary for successful franchising. These services are designed to empower entrepreneurs, foster business growth, and facilitate strategic partnerships, solidifying FIL's position as a leader in the franchising industry.

#### OUR BUSINESS STRATEGIZES:

##### 1. Maximizing returns through integrations:

The restructuring of Franchise India Holdings Limited (FIHL) and Franchiseindia.com Limited started in FY2023-24 has created a stronger, more diversified entity. This consolidation of resources, expertise, and market presence offers investors significant return on investment (ROI) potential by enhancing operational efficiency and expanding market reach.

##### 2. Expand our customer base

A key strategy for increasing and growing our business is to increase the strength of our relationship with our existing customers, reaching out for new customers & widen our customer base. Our strategy is to widen our customer base geographically as well as demographically. We intend to continue to invest in our existing services so as to provide better experiences to our existing clients and also provide services for increasing the client base of our Company. Continued investment in digital platforms will attract a broader audience, driving higher engagement and conversions and Leveraging the advanced digital marketing techniques will boost the digital advertising segment and overall revenue.

##### 3. Expansion of Geographic Reach:

We intend to expand our geographical reach and enter the large domestic market for growth opportunities of our business. By Entering new geographic markets and exploring untapped sectors will capitalize on the successful events and exhibitions model, increasing revenue streams.

##### 4. Diversification and Innovation:

**New Business Opportunities** Diversifying revenue streams and exploring innovative service offerings will mitigate risks and ensure sustained growth. **Continuous Innovation** on Investing in research and development to innovate new services and improve existing ones will maintain FIL's competitive edge. Enhancing the quality and reach of core services such as franchise consulting, brand licensing, and entrepreneurial support will solidify FIL's market leadership.

## 5. Attract, train and retain qualified personnel:

We believe that maintaining quality, ensuring timely delivery, minimising costs, and completion of our proposed project depend largely upon the technical skill and workmanship of our employees and adoption of latest technology. We intend to improve our competitiveness by increasing our focus on training our staff and honing their skills. We continuously train our workforce to enhance their knowledge and equip them with the latest skill sets.

### OUR OPERATIONS:

Franchiseindia.com Limited (FIL) is dedicated to providing a comprehensive suite of services designed to meet the diverse needs of both franchisors (companies offering franchises) and franchisees (individuals or businesses buying franchises). The company's services span various platforms and formats, ensuring that every aspect of franchising and business opportunities is covered comprehensively. Here's an in-depth look at the key services offered by FIL:

#### 1. Online Media through Website:

FIL operates a dynamic and resource-rich website that serves as a central hub for all things related to franchising and business opportunities. The website is meticulously designed to provide entrepreneurs with detailed information on various aspects of franchising, including franchise opportunities, business opportunities, partnerships, dealers, manufacturing, distribution, retail, and more. The site is a favourite destination for a diverse audience, including franchisors, start-ups, franchisees, dealers, distributors, retailers, and franchise prospect seekers.

#### Key Features of the Website:

- **Comprehensive Listings:** The website features extensive listings of franchise opportunities across different industries, investment ranges, and geographic locations.
- **Industry Insights:** Regular updates and articles provide valuable insights into the latest trends and developments in the franchising industry.
- **Interactive Tools:** Tools such as franchise opportunity search, industry news, and interactive forums facilitate easy navigation and engagement.
- **Networking Opportunities:** The platform enables users to connect with potential partners, investors, and industry experts.

FIL's digital presence is anchored by its flagship website [www.franchiseindia.com](http://www.franchiseindia.com), which serves as a crucial resource for franchise opportunities and industry insights.



- **Business Opportunities:** The website features a diverse range of business opportunities across premium, domestic, and international domains. It provides sections dedicated to industry articles, interviews, and news, keeping users informed about the latest trends in franchising.
- **Weekly Newsletter:** Subscribers receive a weekly newsletter that includes opportunities to feature brands directly, promoting visibility among thousands of potential investors and partners.
- **Social Media Integration:** Franchiseindia.com leverages social media platforms like Twitter, Facebook, and LinkedIn to extend its reach and engagement.
- **Event Updates:** The website provides regular updates on upcoming franchise events, such as FRO (National Franchise Retail and SME show) and BOS (Business Opportunity Shows), helping users stay informed and participate in key industry gatherings.
- **Key Numbers:** Franchiseindia.com achieves over 4 million monthly page views and lists more than 20,000 brands, making it India's #1 franchising website.

## Additional Website:



- **Entrepreneurindia.com:** Offers resources and articles for entrepreneurs, including startup advice, growth strategies, and industry news.
- **Indianretailer.com:** Indian Retailer is India's largest news, information and market intelligence provider in the retail sector. Indian Retailer exclusively covers retail business news and activities in this arena. Indianretailer.com keeps daily track of all activities and decisions taken in the sector. Our journalist and analysts provide behind-the-scene and in-depth analysis of all major events and happenings. We also focus on retail-industry specific surveys, studies and reports in order to track and predict upcoming trends. We also keep track of changing consumer behaviour and overall economic condition in order to help companies to assess their impact. We provide sector specific information in an effective way, so that our inputs could help companies to stay informed and to formulate future strategy.
- **RestaurantIndia.in:** Restaurant India is one such unique platform where the stakeholders of food business fraternity come together to talk about their success stories. The specially designed case studies of failed ventures aware restaurant owners about a failed strategy offering enormous support. The website boasts of authentic news updates, interviews, web features covering different issues and best practices from the domestic and international food business fraternity as well.
- **LicenseIndia.com:** License India is formed with the objective to increase awareness and support the growth of licensing in the country. Being the knowledge centre, the vertical comprises of licensing portal [www.licenseindia.com](http://www.licenseindia.com) and business-to business licensing shows encapsulating the conferences and workshops, expositions, awards and recognitions. License India excels in the licensing space with its strategic and knowledge based verticals. Focuses on brand licensing opportunities, providing a marketplace for licensors and licensees to connect.

## 2. Magazine and Media:

FIL publishes three business magazines that are essential reading for anyone involved in the franchising sector. These magazines are rich in content, offering in-depth information and knowledge about businesses and franchising.

**I. The Franchising World:** This magazine is dedicated to the world of franchising, providing insights into franchise opportunities, success stories, and expert advice on franchise management.

- **Target Audience:** Aspiring and existing franchisees, franchisors looking to expand their businesses.
- **Content Focus:** Industry trends, success stories, expert advice, and franchise opportunities. The magazine provides in-depth articles on the latest developments in the franchising sector, showcasing successful franchise models and offering practical advice for both new and established franchisors and franchisees.

**II. Entrepreneur:** Focused on entrepreneurship, this publication covers startup stories, business growth strategies, and emerging trends that impact entrepreneurs and small business owners.

- **Target Audience:** Entrepreneurs at all stages, individuals interested in starting their own businesses, and investors.
- **Content Focus:** Startup stories, business growth strategies, emerging trends, and franchise opportunities. Entrepreneur Magazine offers insights into the entrepreneurial journey, providing readers with inspiration, practical tips, and the latest trends impacting the business world.

**III. Retailer:** This magazine targets the retail sector, offering articles on retail management, marketing strategies, and the latest trends in the retail industry.

- **Target Audience:** Small and medium-sized retailers, retail professionals, suppliers, and mall developers.

- **Content Focus:** Retail operations, industry trends, success stories, and expert advice. Retailer Magazine covers various aspects of retail management, including customer engagement, sales strategies, technology adoption, and supply chain management.

#### **Impact and Reach:**

- **Wide Circulation:** These magazines have a substantial readership, both in print and digital formats, ensuring broad dissemination of information.
- **Industry Authority:** The publications are respected for their authoritative content, making them a valuable resource for industry professionals.
- **High-Quality Content:** Each magazine features in-depth articles, industry news, success stories, and expert advice tailored to the needs of its readership.
- **Broad Distribution:** With a circulation of over 228k, FIL's print magazines have a significant presence in the Asia-Pacific region, ensuring wide readership and influence.

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Glances of Our Magazines

25th anniversary special

# The Franchising World

www.franchiseindia.com

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RADHIKA GUPTA  
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ANSHUKA PARWANI  
JONITA GANDHI  
AND MORE...

TOP10 IPOs TO WATCH OUT FOR IN FY 24-25



### 3. Events and Conferences

FIL organizes a series of events and conferences specifically designed to connect franchisors looking to expand their brands with potential franchisees seeking business opportunities. These events are pivotal in fostering connections and facilitating business deals within the franchising ecosystem.

#### Types of Events and Conferences:




- **Nationwide Events & Expo Excellence:** FIL hosts over 100 annual IP forums in state capitals, providing a platform for brands to showcase their offerings and connect with prospective franchisees.
- **Sector-Specific Conferences:** These events focus on specific industries, offering tailored opportunities for networking and knowledge sharing among professionals within those sectors.

#### Highlights:

- **50+ Shows:** Our Company has organized over 50 shows across many cities of India, attracting more than 1 million visitors each year.
- **Networking Opportunities:** These events offer unparalleled networking opportunities, allowing attendees to meet industry leaders, potential partners, and investors.


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## Key Events:

 <p><b>FRANCHISE INDIA 2024</b></p> <ul style="list-style-type: none"> <li>World's Largest Franchise &amp; Retail Show</li> <li>20th edition @ Yashbhoomi Delhi – 40,000 investors   10,000 HNIs   500+ National &amp; International brands</li> <li>Expansion to Mumbai @ JIO World last year</li> </ul> <p><a href="http://www.franchiseindia.com/expo/">www.franchiseindia.com/expo/</a></p>	 <p><b>FROEXPO</b></p> <ul style="list-style-type: none"> <li>Annual National Franchise &amp; Retail Opportunity Expo</li> <li>Held yearly at Hyderabad, Chennai, Ahmedabad &amp; Bengaluru</li> <li>Features 150+ brands &amp; attracts 5000 investors each expo</li> <li>Celebrating its 134th edition</li> </ul> <p><a href="http://www.franchiseindia.net/fro/">www.franchiseindia.net/fro/</a></p>	 <p><b>FRANCHISE EXPO (FEBO)</b></p> <ul style="list-style-type: none"> <li>One-day expo across pan India</li> <li>50+ brands exhibit and attract over 1000 investors</li> <li>25 Expo in a year</li> <li>Upcoming editions: 21st Jul @ Lucknow   27th July @ Kolkata</li> </ul> <p><a href="http://franchisexpo.in/">franchisexpo.in/</a></p>
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- **FRANCHISE INDIA 2024:** The world's largest franchise and retail show, featuring over 500 national and international brands, and drawing more than 40,000 investors and 10,000 HNIs. This event serves as a major platform for networking, brand exposure, and learning.
- **FROEXPO:** An annual national franchise and retail opportunity expo held in major cities like Hyderabad, Chennai, Ahmedabad, and Bengaluru, attracting 150+ brands and 5,000 investors annually. FROEXPO is essential for businesses looking to expand and for investors seeking new opportunities.
- **FEBO:** One-day expos held across tier 1-4 cities in India, featuring 50+ brands and attracting over 1,000 investors per event. FEBO provides a localized platform for franchise growth and networking.

## Sector-Specific Forums:

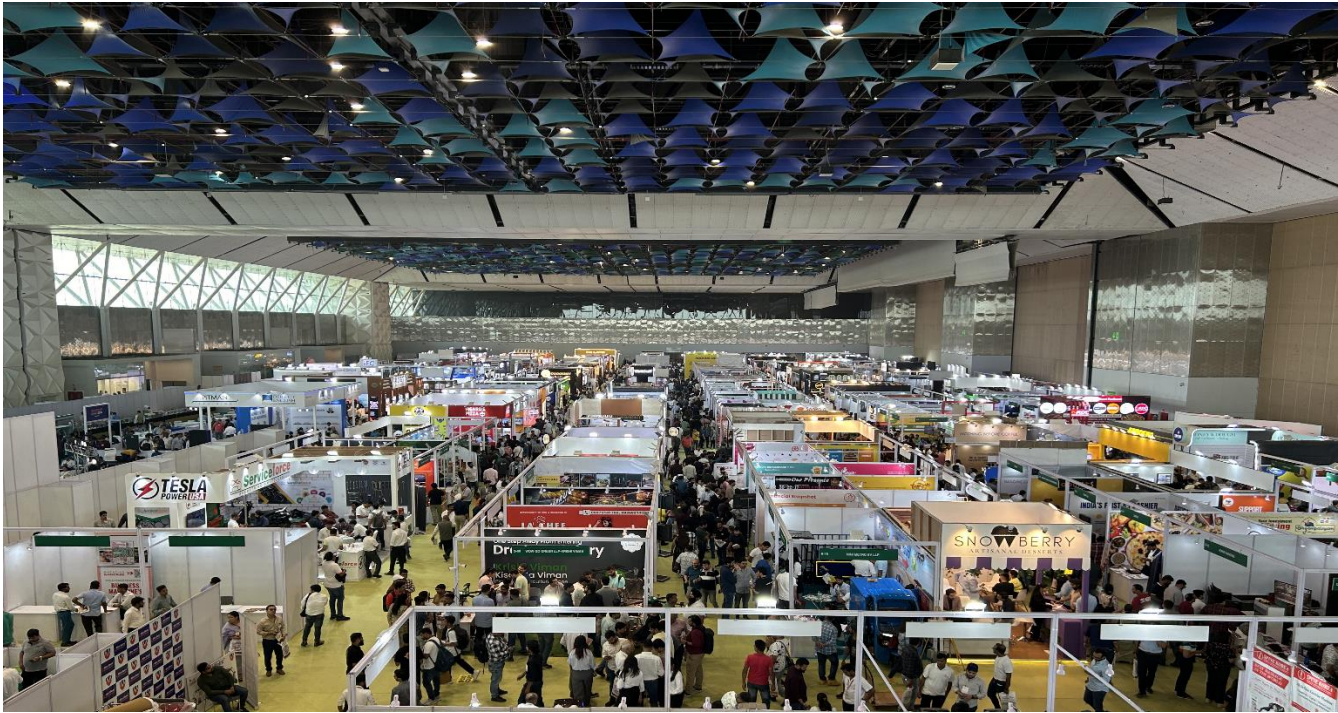
 <p><b>IREC X D2C 2024</b></p> <ul style="list-style-type: none"> <li>Pioneering B2B show – Focused on retail, commerce, and D2C sector</li> <li>Features 5 summits within a single show</li> <li>13 years of legacy</li> <li>Attracts top investors, business leaders, and industry experts</li> </ul> <p><a href="http://www.irec.asia">www.irec.asia</a></p>	 <p><b>ENTREPRENEUR 2024</b></p> <ul style="list-style-type: none"> <li>Features insights &amp; case studies from top global leaders</li> <li>Coming up with 14th Edition – 1000+ attendees, 100+ speakers, 60+ award categories, 8 summits, and 250+ startups</li> </ul> <p><a href="http://www.entrepreneurindia.com">www.entrepreneurindia.com</a></p>	 <p><b>W3 SUMMIT</b></p> <ul style="list-style-type: none"> <li>Premier Web3 Gathering – Asia's startup hub with 1500+ C-level visitors</li> <li>Elite Attendees – Top CEOs, thought leaders, celebrities, govt. officials, and venture funds</li> <li>Participants from 10+ Countries</li> </ul> <p><a href="http://www.w3summit.io">www.w3summit.io</a></p>
 <p><b>INDIAN RESTAURANT CONGRESS &amp; AWARDS 2024</b> 13<sup>th</sup> National Convention on Food &amp; Restaurant Business</p> <ul style="list-style-type: none"> <li>Premier event in India's food and beverage sector</li> <li>Advances restaurant industry through knowledge sharing</li> <li>13th edition attracts diverse industry stakeholders</li> <li>Includes restaurateurs, chefs, foodpreneurs, suppliers, and experts</li> </ul> <p><a href="https://www.restaurantindia.in/congress/">https://www.restaurantindia.in/congress/</a></p>	 <p><b>Entrepreneur TECH &amp; INNOVATION SUMMIT 2024</b></p> <ul style="list-style-type: none"> <li>Summit unites tech entrepreneurs, investors, and policymakers</li> <li>Two-day event with over 100 speakers</li> <li>Focus on AI, robotics, space tech, healthcare, and sustainability</li> <li>Discusses investment trends and Tech innovations</li> </ul> <p><a href="https://www.entrepreneurindia.com/tech25web/">https://www.entrepreneurindia.com/tech25web/</a></p>	

- **IREC x D2C 2024:** A pioneering B2B show focused on retail, commerce, and D2C sectors. It features five summits within a single show and attracts top investors, business leaders, and industry experts.
- **Entrepreneur 2024:** This event offers insights and case studies from global leaders. It includes 100+ speakers, 60+ award categories, and eight summits, making it a vital platform for entrepreneurs.
- **W3 Summit:** Asia's premier Web3 gathering, drawing over 1,500 C-level visitors, including top CEOs, thought leaders, celebrities, government officials, and venture funds.
- **Indian Restaurant Congress & Awards 2024:** Premier event in India's food and beverage sector, Includes restaurateurs, chefs, foodpreneurs, suppliers, and experts

- **Entrepreneur Tech & Innovation Summit 2024: Two-day event with over 100 speakers, Focus on AI, robotics, space tech, healthcare, and sustainability, Discusses investment trends and Tech innovations**

**A glimpse of our Expo / Exhibition**

Franchise Expo Yashobhoomi India International Convention and Expo Centre, Delhi



FRO Hyderabad, 2024



Franchise India Mumbai, 2023



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**Number of events held:**

Sr. No.	Particulars	No. of Events
1.	For the Financial Year 2024-25 (As on date of this DRHP)	12
2.	For the Financial Year ended 31 <sup>st</sup> March, 2024	41
3.	For the Financial Year ended 31 <sup>st</sup> March, 2023	2

**MARKETING AND DISTRIBUTION STRATEGY**

Franchiseindia.com Limited employs a robust and multi-faceted marketing and distribution strategy to effectively reach potential clients and promote its diverse range of products and services. This comprehensive approach integrates various forms of mass advertising, including Above-The-Line (ATL), Below-The-Line (BTL), Direct Marketing (DM), and digital marketing, ensuring widespread visibility and engagement across multiple platforms.

**Print Advertisements**

**National Dailies:** Franchiseindia.com Limited frequently publishes print advertisements in leading national newspapers such as Times of India, Hindustan Times, Business Standard, and Economic Times. These print ads are strategically designed to target a broad audience, ensuring that the company's products and services reach a wide demographic across the country.

**Magazines:** The company also leverages its own publications, including The Franchising World, Entrepreneur, and Retailer magazines, to promote its offerings. These magazines provide valuable industry insights and serve as a platform to highlight the company's events, franchise opportunities, and success stories.

**Television Advertisements**

**National TV Channels:** Franchiseindia.com Limited advertises on prominent television channels such as Zee TV, ET Now, NDTV, News 18, and TV 9. These TV ads are crafted to capture the attention of a diverse viewership, promoting the company's events, products, and services to a national audience.

**Content and Timing:** The TV advertisements are strategically placed during prime time slots and relevant programs to maximize reach and engagement. By aligning the content of the ads with the interests of the target audience, the company ensures high visibility and recall.

## Digital Marketing

**Search Engine Marketing (SEM):** franchiseindia.com utilizes digital Ads to run targeted search engine marketing campaigns. These campaigns are designed to appear in search results when potential clients are looking for related products and services, driving traffic to the company's websites and increasing conversions.

**Social Media Marketing:** The company aggressively uses social media platforms such as LinkedIn, Facebook (Meta), Instagram, and others to market its events, magazines, and products. Through engaging content, sponsored posts, and targeted ads, FIL reaches a broad and relevant audience.

**Content Marketing:** franchiseindia.com also invests in content marketing by creating valuable and informative content that resonates with its audience. This includes blog posts, articles, videos, and infographics that provide insights into franchising trends, success stories, and expert advice.

**Email Marketing:** Email marketing campaigns are an integral part of the company's strategy. franchiseindia.com sends out regular newsletters, promotional emails, and event invitations to its database of subscribers. These emails are personalized and segmented to ensure relevance and engagement.

**Direct Marketing:** The company employs various forms of direct marketing, including WhatsApp, SMS, and direct mailers, one-on-one calling, to reach its targeted audience. These direct marketing efforts are tailored to provide timely and relevant information about the company's offerings.

## Radio Advertisements

**Leading Radio Channels:** FIL uses radio jingles and advertisements on popular radio stations such as Fever FM, Red FM, and other leading channels to promote its products and events. Radio ads are crafted to be catchy and memorable, ensuring high recall among listeners.

**Geographical Targeting:** Radio ads are broadcasted in different regions to ensure that the message reaches a diverse and widespread audience. This geographical targeting helps in creating localized campaigns that resonate with regional audiences.

**Content and Frequency:** The content of radio ads is designed to be concise and impactful, highlighting key messages and call-to-actions. The frequency of ads is optimized to ensure that the audience is repeatedly exposed to the company's offerings, enhancing brand recall.

## AWARDS AND RECOGNITION

franchiseindia.com has received numerous accolades, highlighting its excellence and impact in the franchising and business sectors.

1. **Exceptional Women of Excellence:** Our Promoter Ms. Ashita Marya awarded as “**Exceptional Women of Excellence**” awards by Women Economic Forum (WEF) in the Year 2019

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2. **Exhibition Excellence Awards 2024:** The Company was awarded Exhibition Excellence Awards 2024 honoured by Exhibition Showcase at CIDICO **Exhibition** & Convention Centre, Mumbai on June 21, 2024 in the following category:

- ACE of B-City
- Top Start-up India Promotion Show - Franchise India 2023 Expo
- Top Multi-city Show -Franchise Expo 2023
- The Grand Conference 2<sup>nd</sup> Runner-up - Startup Summit 2023





These accolades reflect Franchise India's dedication to excellence, innovation, and leadership in the franchising sector. They underscore the company's commitment to providing high-quality services and fostering industry growth, further solidifying its reputation as a trusted leader in the market.

## OUR LOCATIONS & PROPERTIES

Sr. No.	Type of office	Address	Owned/Rented
1.	Registered Office	B-2/11, 1st Floor, Mohan Cooperative Industrial Estate, Badarpur (South Delhi), South Delhi, New Delhi India, 110044	Rented
2.	Corporate Office	502-508, 5 <sup>th</sup> Floor, Charmwood Plaza, Eros Garden, Surakjkund, Faridabad, Haryana-121009	Rented
3.	Branch Office	Workafella Co-working Space, Western Aqua, Cabin No. 121. 5th floor, Cross Street 1, Opp. Tech Mahindra, Whitefields, HiTech City, Hyderabad, Telangana 500081	Rented
4.	Branch Office	15/7, Saraf Towers – G Floor, Primrose Road, Off M. G. Road, Ashoknagar, Bengaluru – 560001	Rented
5.	Branch Office	Franchise India The Executive Zone, Shakti Towers – 1,766, Anna Salai Chennai – 600002	Rented
6.	Branch Office	Office address - 407, tower 2, world Trade center, Kharadi, Pune – 411014	Rented

## COMPETITION AND OUR COMPETITOR

There are few start-up, mid-level consultancies who compete with our company. As on the date of this prospectus, our Company does not have any major competition in India. Since there is no large franchise market place or large franchise event in India.

## COLLABORATION AND TIE UPS (IF ANY):

As of the date of the Draft Red Herring Prospectus, our company has not entered into any collaboration or tie-ups agreements.

## PLANT AND MACHINERY:

As of the date of this Draft Red Herring Prospectus, our company does not possess any plant and machinery. We are a service-oriented company, and therefore, the need for plant and machinery is not applicable to our business operations except the computer and electronic devices, and server etc for keeping and storing the database.

## TOP CUSTOMERS AND SUPPLIER:

### Customers:

We have a broad and varied customer base. This implies that our services are sought after by a large number of individuals or organizations. The customer details cannot be disclosed and made public.

### Suppliers:

Being a service-oriented company, our primary focus is in delivering services viz events and exhibitions. Our Suppliers keep on changing as per the geographic events presence. This means that our operational model is primarily centered around providing specialized services directly to our customers without the need for intermediary suppliers.

## HUMAN RESOURCE:

We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business. One of the assets to company's production facilities and technical expertise is the team of experienced and qualified people. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to succeed.

As on date of this DRHP, the present manpower strength is 164 employees as per following details:

Function/ Department	Number of Employees
Senior Management & KMP	6
Operations	54
Admin & HR	7
Finance and Accounts	4
Sales	83
Marketing	10
<b>Total</b>	<b>164</b>

## UTILITIES:

### Infrastructure:

Our Registered Office is well equipped with computer systems, internet connectivity, other communication equipment and security, etc. which are required for our business operations.

### Power

We have arrangements for regular power supply at our office premises. We depend on state electricity supply for our power requirements.

## INSURANCE

Insurance details are as under:

Name of Insurance Company	Type of Policy	Validity Period	Description of Asset covered under the policy	Policy no.	Total Sum Insured	Premium
Reliance General Insurance Company Limited	Group Mediclaim Schedule	From 20/05/2024 to midnight on 19/05/2025	Employee	130232428430000013	₹2.98 Crores	₹4,54,300/-

## INTELLECTUAL PROPERTY

As of the date of this Draft Red Herring Prospectus, our Company has following registered trademarks.

The details of trademark are as given below:

Sr. No.	Mark	Application Number	Valid upto	Applicant Name	Class
1.	Franchise India	3065416	29-09-2025	Franchiseindia.com Limited*	35, 36 & 41
2.	Franchise India Holdings Limited	3068928	05-10-2025	Franchise India Holdings Limited*	35 & 41
3.	Indian Retail Congress	1488664	19-09-2026	Franchise India Holding Limited*	41
4.	Indian Retail Awards	1488663	19-09-2026	Franchise India Holding Limited*	41
5.	Restaurant Awards	3517069	31-03-2027	Franchise India Holdings Limited*	41
6.	Wellnessindia.com	3517068	31-03-2027	Franchise India Holdings Limited*	35 & 41
7.	Restaurant India	3517067	31-03-2027	Franchise India Holdings Limited*	41
8.	Entrepreneur India	1625006	27-11-2027	Franchise India Holding Limited*	42
9.	Small Business With Device of Star	1625004	27-11-2027	Franchise India Holding Limited*	42
10.	Small Business	1625005	27-11-2027	Franchise India Holding Limited*	16
11.	Franchiseindia.com	1905691	06-01-2030	Franchiseindia.com Limited*	35, 36 & 41
12.	Small Business Awards	1976343	08-06-2030	Sachin Marya	35 & 41
13.	Small Business Congress	1976342	08-06-2030	Sachin Marya	35 & 41
14.	Estate Summit	2033466	06-10-2030	Sachin Marya	41
15.	Estate Awards	2033465	06-10-2030	Sachin Marya	41
16.	Estate World	2176311	18-07-2031	Sachin Marya	41
17.	Business Opportunities Show	2176310	18-07-2031	Sachin Marya	41
18.	D2C India	5464311	26.05.2032	Sachin Marya	41

\*Application filed for assignement of Trademark

## Domain

As of the date of this Draft Red Herring Prospectus, our Company has following registered domain

Domain Name and ID	Sponsoring Registrar and IANA ID	Registrant Name	Creation Date	Registration Expiry Date
franchiseindia.com	Network Solutions, LLC	Franchiseindia.com Limited	02-07-1999	02-07-2031
bharatstartup.in	NameCheap, Inc.	Franchiseindia.com Limited	16-07-2021	16-07-2025
irec.asia	PDR Ltd. d/b/a PublicDomain Registry.com	Franchiseindia.com Limited	28-03-2017	28-03-2029

opportunitybharat.com	NameCheap, Inc.	Franchiseindia.com Limited	21-01-2022	21-01-2025
opportunityindia.com	NameCheap, Inc.	Franchiseindia.com Limited	28-05-2007	28-05-2025
restaurantindia.in	NameCheap, Inc.	Franchiseindia.com Limited	25-03-2013	25-03-2025
restaurantindia.org	PDR Ltd. d/b/a PublicDomain Registry.com	Franchiseindia.com Limited	06-06-2013	06-06-2025
smbindia.com	NameSay LLC	Franchiseindia.com Limited	30-05-2012	30-05-2025
startupkickoff.in	NameCheap, Inc.	Franchiseindia.com Limited	18-02-2016	18-02-2025
franchisenepal.com	PDR Ltd. d/b/a PublicDomain Registry.com	Franchiseindia.com Limited	17-06-2006	17-06-2025
estateawards.com	PDR Ltd. d/b/a PublicDomain Registry.com	Franchiseindia.com Limited	26-12-2017	26-12-2024
indianretailer.com	PDR Ltd. d/b/a PublicDomain Registry.com	Franchiseindia.com Limited	12-01-2006	12-01-2025
franchisebangladesh.com	PDR Ltd. d/b/a PublicDomain Registry.com	Franchiseindia.com Limited	09-02-2004	09-02-2025
educationcongress.org	PDR Ltd. d/b/a PublicDomain Registry.com	Franchiseindia.com Limited	05-12-2018	05-12-2024
dealerindia.com	DropCatch.com 753 LLC	Franchiseindia.com Limited	09-11-2020	09-11-2024
d2cindia.in	NameCheap, Inc.	Franchiseindia.com Limited	21-01-2022	21-01-2025
franchiseindia.net	PDR Ltd. d/b/a PublicDomain Registry.com	Franchiseindia.com Limited	19-10-2004	19-10-2024
franchiseuae.com	PDR Ltd. d/b/a PublicDomain Registry.com	Franchiseindia.com Limited	17-06-2006	17-06-2025
franchisexpo.in	NameCheap, Inc.	Franchiseindia.com Limited	25-06-2009	25-06-2025
indiaev.org	NameCheap, Inc.	Franchiseindia.com Limited	28-12-2021	28-12-2024

indialicensing.com	PDR Ltd. d/b/a PublicDomain Registry.com	Franchiseindia.com Limited	24-12-2016	24-12-2024
irecwire.com	GoDaddy.com, LLC	Franchiseindia.com Limited	26-04-2020	26-04-2028
licenseindia.com	PDR Ltd. d/b/a PublicDomain Registry.com	Franchiseindia.com Limited	17-06-2006	17-06-2024
restaurantaward.in	NameCheap, Inc.	Franchiseindia.com Limited	06-04-2022	06-04-2025
restaurantawards.in	NameCheap, Inc.	Franchiseindia.com Limited	06-04-2022	06-04-2025
successpreneur.in	NameCheap, Inc.	Franchiseindia.com Limited	18-11-2022	18-11-2024
w3summit.io	NameCheap, Inc.	Franchiseindia.com Limited	04-10-2022	04-10-2024

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## KEY REGULATIONS AND POLICIES

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

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

### APPROVALS

For the purpose of the business undertaken by our Company, it is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled “**Government and Other Statutory Approvals**” beginning on page number 226 of this Draft Red Herring Prospectus.

### LAWS IN RELATION TO OUR BUSINESS

#### ***The Micro, Small and Medium Enterprises Development Act, 2006***

In order to promote and enhance the competitiveness of Micro, Small and Medium Enterprise (MSME) the Act was enacted. With effect from July 01, 2020 the Manufacturing enterprises and enterprises rendering Services have been re-classified as Micro enterprise, where the investment in plant and machinery does not exceed ₹1 Crore and annual turnover does not exceed ₹5 Crore; Small enterprise, where the investment in plant and machinery does not exceed ₹10 crore and annual turnover does not exceed ₹50 Crore; a Medium enterprise, where the investment in plant and machinery does not exceed ₹50 crore and annual turnover does not exceed ₹250 Crore.

#### ***Consumer Protection Act, 2019 (“Consumer Protection Act”) and the rules made thereunder***

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, was designed and enacted to provide for timely and effective administration and settlement of consumer disputes. It seeks, *inter alia*, to promote and protect 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 who buy goods or avail services by offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal commissions for the purposes of redressal of consumer grievances. In addition, under the Consumer Protection Act, in cases of misleading and false advertisements, a manufacturer or service provider who causes a false or misleading advertisement to be made which is prejudicial to the interest of consumers can be punished with imprisonment for a term which may extend to two years and with fine which may extend to ten lakh rupees.

#### ***The Information Technology Act, 2000 (the “IT Act”) and the rules made thereunder***

The IT Act seeks to (i) provide legal recognition to transactions carried out by various means of electronic data interchange and other means of electronic communication, commonly referred to as “electronic commerce”, involving alternatives to paper-based methods of communication and storage of information, (ii) facilitate electronic filing of documents, and (iii) create a mechanism for the authentication of electronic documentation through digital signatures. The IT Act facilitates electronic commerce by recognizing contracts concluded through electronic means, protects intermediaries in respect of third-party information liability and creates liability for failure to protect sensitive personal data. The Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or

Information) Rules, 2011 (“**IT Security Rules**”) prescribe directions for the collection, disclosure, and transfer of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate or person who on behalf of the body corporate receives, stores or handles information to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, publishing such policy on its website.

The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

### ***The Digital Personal Data Protection Act, 2023 (“DPDP Act”)***

The Parliament passed the DPDP Act on August 9, 2023. The DPDP Act, once notified, will replace the existing data protection provision, as contained in Section 43A of the IT Act. The DPDP Act provides for the processing of digital personal data in a manner that recognises both the rights of individuals to protect their personal data and the need to process personal data for lawful purposes and matters incidental thereto. The DPDP Act provides that personal data may be processed only for a lawful purpose after obtaining the consent of the data principal to whom the personal data relates, or for certain legitimate uses. A notice must be given before seeking consent. It further imposes certain obligations on data fiduciaries including (i) ensuring the accuracy, consistency and completeness of personal data processed, (ii) building reasonable security safeguards to prevent a data breach, (iii) informing the Data Protection Board of India (the “**DPB**”) and affected persons in the event of a breach, and (iv) erasing personal data upon the data principal withdrawing consent or as soon as the purpose has been met and retention is not necessary for legal purposes (storage limitation). In case of government entities, storage limitation and the right of the data principal to erasure will not apply. The Central Government will establish the DPB. Key functions of the DPB include: (i) monitoring compliance and imposing penalties, (ii) directing data fiduciaries to take necessary measures in the event of a data breach, and (iii) hearing grievances made by data principals. The DPB members will be appointed for two years and will be eligible for re-appointment. The Central Government will prescribe details such as the number of members of the DPB and the selection process.

## **TAX RELATED LEGISLATIONS**

### ***Income Tax Act, 1961***

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

### ***Goods and Services Tax Act, 2017***

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

## **INTELLECTUAL PROPERTY LAWS**

Certain laws relating to intellectual property rights under the Trade Marks Act, 1999 and the Designs Act, 2000 are applicable to us.

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

The Trade Marks Act provides for the application and registration of trademarks in India. The purpose of the Trade Marks Act is to register trademarks applied for in India and to provide for better protection of trademarks for goods and services and also to prevent use of fraudulent marks. Application for the registration of trademarks has to be made to the Trade Marks registry by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. The Trade Marks Act prohibits any registration of trademarks which are identical/similar to other trademarks or commonly used names of chemical compounds among others. It also provides for penalties for falsifying and falsely applying trademarks and using them to cause confusion among the public. The Trade Marks Act provides for civil remedies in the event of infringement of registered trademarks or for passing off, including injunction, damages, account of profits or delivery-up of infringing labels and marks for destruction or erasure.

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

The Copyrights Act governs copyright protection in India. Under the Copyright Act, copyright may subsist in original literary, dramatic, musical or artistic works, cinematograph films, and sound recordings. Following the issuance of the International Copyright Order, 1999, subject to certain exceptions, the provisions of the Copyright Act apply to nationals of all member states of the World Trade Organization.

While copyright registration is not a prerequisite for acquiring or enforcing a copyright, registration creates a presumption favoring ownership of the copyright by the registered owner. Copyright registration may expedite infringement proceedings and reduce delay caused due to evidentiary considerations. Once registered, the copyright protection of a work lasts for 60 years. The remedies available in the event of infringement of a copyright under the Copyright Act include civil proceedings for damages, account of profits, injunction and the delivery of the infringing copies to the copyright owner. The Copyright Act also provides for criminal remedies, including imprisonment of the accused, imposition of fines and seizure of infringing copies.

### ***Designs Act, 2000 (“DA”) and the Designs Rules, 2001 (“DR”)***

The DA regulates and protects the originality of an article’s design and prohibits the piracy of registered designs. The Central Government also drafted the DR under the authority of the DA for the purposes of specifying certain prescriptions regarding the practical aspects related to designs such as payment of fees, register for designs, classification of goods, address for service, restoration of designs, etc.

## **ADVERTISING AND MEDIA LAWS**

### ***The Press and Registration of Books Act, 1867***

The Press and Registration of Books Act, 1867 is an important law that regulates the printing, publishing, and registration of books and newspapers in India. The Act requires all printers and publishers to register their printing presses and publications with the government. It also provides for the appointment of a Registrar of Newspapers, who is responsible for maintaining a register of all newspapers published in India. The Act also lays down provisions for the printing and publication of newspapers, including rules on the use of titles, penalties for printing seditious or obscene material, and rules on the appointment of editors and publishers. The Act has been amended several times to keep up with changing times, and its provisions continue to be relevant in today's digital age.

## **Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011**

Since our Company is involved in the business of providing solutions to franchise on web based, providing real time solutions at the place of the Clients. During the course of interaction with clients, we interchange sensitive information, data, records, functions, security procedures and like and hence our working is governed by Information Technology Act, 2000. This act governs and provides legal recognition for transactions carried out by means of electronic data interchange and other means of electronic communication, commonly referred to as electronic commerce. It also gives legal recognition to Digital Signatures and facilitates storage of data. The Act is applicable to any offence or contravention committed outside India as well. If the conduct of person constituting the offence involves a computer or a computerized system or network located in India, then irrespective of his/her nationality, the person is punishable under the Act.

## **The Personal Data Protection Bill, 2022 (“Bill”)**

The Personal Data Protection Bill, 2022 was introduced in Lok Sabha on November 18, 2022. The Bill seeks to provide for protection of personal data of individuals, and establishes a Data Protection Authority for the same. Data Protection refers to the set of privacy laws, policies and procedures that aim to minimise intrusion into one's privacy caused by the collection, storage and dissemination of personal data. Personal data generally refers to the information or data which relate to a person who can be identified from that information or data whether collected by any Government or any private organization or an agency.

## **GENERAL CORPORATE LAWS**

### ***The Companies Act, 2013***

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

### ***The Sale of Goods Act, 1930***

The Sale of Goods Act, 1930 governs contracts relating to sale of goods in India. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract of sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of the goods, delivery of goods, rights and duties of the buyers and sellers, remedies for breach of contract and the conditions and warranties implied under a contract for sale of goods.

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

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

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

The Contract Act is the legislation which lays down the general principles relating to formation, performance and enforceability of contracts. The rights and duties of parties and the specific terms of agreement are decided by the contracting parties themselves, under the general principles set forth in the Contract Act. The Contract Act also

provides for circumstances under which contracts will be considered as 'void' or 'voidable'. The Contract Act contains provisions governing certain special contracts, including indemnity, guarantee, bailment, pledge, and agency.

### ***The Specific Relief Act, 1963***

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

### ***Negotiable Instruments Act, 1881***

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

### ***Competition Act, 2002***

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

## **FOREIGN INVESTMENT LAWS**

### ***The Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder ("FTA")***

The FTA is the main legislation concerning foreign trade in India. The FTA, read along with the Foreign Trade (Regulation) Rules, 1993, provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the foreign trade policy and to keep amending the same on a timely basis. The government has also been given wide powers to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023, prohibits anybody from undertaking any import or export except under an importer exporter code ("IEC") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involving import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it is suspended or cancelled by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract a penalty under the FTA.

### ***The Foreign Exchange Management Act, 1999 ("FEMA") and regulations framed thereunder***

Foreign investment in India is governed primarily by the provisions of the FEMA, and the rules, regulations and notifications thereunder, as issued by the RBI from time to time and the Consolidated FDI Policy. In terms of the Consolidated FDI Policy, foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the Government route, depending upon the sector in which the foreign investment is

sought to be made. In terms of the Consolidated FDI Policy, the work of granting government approval for foreign investment under the Consolidated FDI Policy and FEMA has now been entrusted to the concerned administrative ministries/departments.

The FEMA Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except for things done or omitted to be done before such supersession. The total holding by any individual NRI, on a repatriation basis, shall not exceed five percent of the total paid-up equity capital on a fully diluted basis or shall not exceed five percent of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10 percent may be raised to 24 percent if a special resolution to that effect is passed by the general body of the Indian company.

With effect from April 1, 2020, the aggregate limit for investment by FPIs shall be the sectoral caps applicable to Indian companies as laid out in paragraph 3(b) of Schedule I of FEMA Rules, with respect to paid-up equity capital on fully diluted basis or such same sectoral cap percentage of paid-up value of each series of debentures or preference shares or share warrants provided that such aggregate limit may be decreased by the Indian company concerned to a lower threshold limit of 24% or 49% or 74% as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively before March 31, 2020. Further, the Indian company which has decreased its aggregate limit to 24% or 49% or 74%, may increase such aggregate limit to 49% or 74% or the sectoral cap or statutory ceiling respectively as deemed fit, with the approval of its board of directors and its shareholders through a resolution and a special resolution, respectively. However, once the aggregate limit has been increased to a higher threshold, the Indian company cannot reduce the same to a lower threshold. The aggregate limit with respect to an Indian company in a sector where FDI is prohibited shall be 24%. Further, in accordance with Press Note No. 4 (2020 Series), dated April 17, 2020, issued by the DPIIT, all investments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the Consolidated FDI Policy.

## **LAWS RELATING TO SPECIFIC STATE WHERE ESTABLISHMENT IS SITUATED**

### ***Stamp Act***

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

### ***Municipality Laws***

Pursuant to the Constitution (Seventy-Fourth Amendment) Act, 1992, the respective state legislatures in India have power to endow the municipalities with power to implement schemes and perform functions in relation to matters listed in the Twelfth Schedule to the Constitution of India. The respective states of India have enacted laws empowering the municipalities to issue trade licenses for operating eating outlets and implementation of regulations relating to such licenses along with prescribing penalties for non-compliance.

## **LABOUR LAW LEGISLATIONS**

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 our Company due to the nature of our business activities:

## ***The Code on Wages, 2019 (the “Code”)***

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

The four existing laws are as follows:

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

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

- ***The Minimum Wages Act, 1948***

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

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

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

- ***The Equal Remuneration Act, 1976***

The Equal Remuneration Act, 1976 aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature. In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

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

The Government of India enacted ‘The Code on Social Security, 2020 which received the assent of the President of India on September 28, 2020. The provisions of this code will be brought into force on a date to be notified by the Central Government. It proposes to subsume 9 separate legislations including the 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 and the Payment of Gratuity Act, 1972. The relevant laws that the code shall subsume, are currently as follows:

- ***Employees' Compensation Act, 1923***

The Employees' Compensation Act, 1923 provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the Employee's Act, the amount of compensation to be paid depends on the nature and severity of the injury. The Employee's Act also lays down the duties/obligations of an employer and penalties in cases of non-fulfilment of such obligations. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within 7 days of death/serious bodily injury.

- ***Employees' State Insurance Act, 1948***

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

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

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

- ***Maternity Benefit Act, 1961***

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

- ***Payment of Gratuity Act, 1972***

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



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

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

- ***Child Labour (Prohibition and Regulation) Act, 1986 (the “CLPR Act”)***

The CLPR Act seeks to prohibit the engagement of children in certain occupations and to regulate the conditions of work of children in certain other occupations. Part B of the Schedule to the CLPR Act strictly prohibits employment of children in cloth printing, dyeing and weaving processes and cotton ginning and processing and production of hosiery goods.

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## HISTORY AND CORPORATE STRUCTURE

### Brief history of our Company:

Our Company was originally incorporated as a Private Limited Company under the name of “**Startup Publication India Private Limited**” on January 28, 2010 under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi & Haryana. Further pursuant to a resolution passed by our shareholders at extra ordinary general meeting held on December 14, 2020, name of our Company was changed from “**Startup Publication India Private Limited**” to “**Franchiseindia.com Private Limited**” and a fresh Certificate of Incorporation pursuant to change in name of the Company dated December 29, 2020 was issued by the Registrar of Companies, NCT of Delhi & Haryana. Subsequently our Company was converted into Public Limited pursuant to resolution passed by our shareholders at extra ordinary general meeting held on April 20, 2024 and a fresh Certificate of Incorporation pursuant to conversion into public limited dated June 22, 2024 issued by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U74110DL2010PLC198418. For further details of Our Promoters please refer the chapter titled “***Our Promoters and Promoter Group***” beginning on page no. 175 of this Draft Red Herring Prospectus.

### Initial Subscribers to the Company:

Mr. Sachin Marya and Mr. Gaurav Marya were the initial subscriber to the Memorandum of Association of the Company.

For information on our Company’s profile, activities, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major vendors and suppliers, please refer the sections titled “***Our Business***”, “***Industry Overview***”, “***Our Management***”, “***Financial Statements as Restated***” and “***Management’s Discussion and Analysis of Financial Condition and Results of Operations***” on page no. 125, 106, 158, 185 and 211 respectively of this Draft Red Herring Prospectus.

### Address:

<b>Registered Office</b>	B-2/11, 1 <sup>st</sup> Floor, Mohan Cooperative Industrial Estate, Badarpur, New Delhi- 110044
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### Changes in Registered Office of the Company since Incorporation:

Details of change in our registered office of our Company since incorporation is as follows:

<b>Event Date</b>	<b>From</b>	<b>To</b>
May 17, 2023	F-89/11, Okhla Industrial Area Phase-I Near ESI Hospital, New Delhi-110020.	B-2/11, 1st Floor, Mohan Cooperative Industrial Estate, Badarpur (South Delhi), New Delhi-110044

### Main Objects of Memorandum of Association:

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

- To list all types of various brands for expansion of Franchise and expansion on various websites or other ecommerce portals. To carry on the business of promoting various brands into franchising businesses. To promote, propagate and popularize the idea of franchising as a method of business by way of organizing events, conferences, workshops, seminars & study groups and organize course & lecture on topical questions concerning franchising. To collaborate with international organizations and foreign similar bodies on matter affecting international franchising business and send delegations abroad and invite representative of such organizations and bodies for purpose.*
- To disseminate information, conduct research, impart training and educational material concerning franchising process and laws, rules or procedures, techniques and facilities, international conventions, etc. on franchising*

matters. To design & formulate suitable policies & programmers, franchising agreements, clauses, model rules of franchising procedure & assist in the improvement of legislation on franchising and procedures. To publish journal, books, newspapers, magazines & other publications pertaining to franchising businesses, research data and studies of projects undertaken in India or foreign countries on franchising matters. To run, establish and operate an advertising/ media platform to promote various brands by ways of many mediums including but not limited to online listing of brands on website, newspapers advertisement, magazines, journals, etc.

- To act as consultant for various brands to provide various types of business solution advisory including but not limited to business expansion solution through franchising models, distribution channels, business investment advisory, by analysis of which brand and segment relates to particular person & provide all types of retail business solution consulting etc. To associate, collaborate & partnership with various brands to start a new business by way of promoting, investing and establishing new ventures in all business segments by setting up franchise outlets, retail outlets etc. or otherwise.

### Amendments to the Memorandum of Association:

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

Date of Meeting	Type of Meeting	Amendments
December 05, 2020	EGM	Alteration in Memorandum of Association due to Change in name of the Company from “Startup Publication India Private Limited” to “Franchiseindia.Com Private Limited”
December 14, 2020	EGM	Clause III of the Memorandum of Association was amended to alter the Main Objects of the Company
December 30, 2023	EGM	Adopted the Memorandum of Association of the Company as per Companies Act, 2013
December 30, 2023	EGM	Clause V of the Memorandum of Association was amended to reflect increase in the authorized share capital of the company from ₹5.00 Lakh divided into 50,000 Equity Shares of ₹10/- each to ₹7.50 Crore divided into 75,00,000 Equity Shares of ₹10/- each.
April 20, 2024	EGM	Conversion of Company from Private Limited to Public Limited and consequent change in the name of the Company from “Franchiseindia.Com Private Limited” to “Franchiseindia.Com Limited”
June 24, 2024	EGM	Clause V of the Memorandum of Association was amended to reflect increase in the authorized share capital of the company from ₹7.50 Crore divided into 75,00,000 Equity Shares of ₹10/- to ₹9.50 Crore divided into 95,00,000 Equity Shares of ₹10/- each.

### Adopting new Articles of Association of the Company

Our Company was originally incorporated on January 28, 2010 under the provisions of the Companies Act, 1956 and rules framed thereunder.

Company has adopted the New Article of Association of the Company vide passing Special Resolution in the Extra Ordinary General Meeting of member of the Company on December 30, 2023.

### Major events and milestones of our Company:

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

Year/ F.Y.	Key Events/ Milestone Achievement
2010	Incorporation of our Company as “Startup Publication India Private Limited” under the Companies Act, 1956.
2020	Change in the name of our Company from “Startup Publication India Private Limited” to “Franchiseindia.Com Private Limited”.

2024	Conversion of Company from Private Limited to Public Limited and consequent change in the name of the Company from “Franchiseindia.Com Private Limited” to “Franchiseindia.Com Limited”
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**Other details about our Company:**

For details of our Company’s activities, products, growth, awards & recognitions, capacity, location of stores, technology, marketing strategy, competition and our customers, please refer section titled “*Our Business*”, “*Management’s Discussion and Analysis of Financial Conditions and Results of Operations*” and “*Basis for Issue Price*” on page no. 125, 211 and 96 respectively of this Draft Red Herring Prospectus. For details of our management and managerial competence and for details of shareholding of our Promoters, please refer to sections titled “*Our Management*” and “*Capital Structure*” beginning on page no 158 and 62 of the Draft Red Herring Prospectus respectively.

**Capital Raising (Debt / Equity):**

For details in relation to our capital raising activities through equity, please refer to the chapter titled “*Capital Structure*” beginning on page no 62 of the Draft Red Herring Prospectus. For details of our Company’s debt facilities, see “*Financial Indebtedness*” on page no. 185 of the Draft Red Herring Prospectus.

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

There has not been any change in the activity of our Company during the last five (5) years preceding the date of this Draft Red Herring Prospectus except as detailed herein :-

- Company has amended Clause III of the Memorandum of Association on December 14, 2020.

**Our Holding Company:**

As on the date of the Draft Red Herring Prospectus, our Company is not a subsidiary of any Company. Our Subsidiaries, Associates, and Joint Ventures Our Company does not have any Subsidiaries, Associates or Joint Ventures as on the date of this Draft Red Herring Prospectus.

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

Except as disclosed in this Draft Red Herring Prospectus, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Draft Red Herring Prospectus.

Except as stated herewith, our Company has not made any material acquisitions or divestments of any business or undertakings, merger, amalgamation or revaluation of assets in the last 10 years preceding the date of this Draft Red Herring Prospectus:

- i. *Business Transfer Agreement dated January 01, 2024 entered into by and between our Company, Mr. Sachin Marya, Ms. Ritu Marya, Ms. Ashita Marya, Ms. Preetima Bhardwaj and Franchise India Holding Limited.*

**Injunction or Restraining Order:**

Except as disclosed in the section titled “*Outstanding Litigation and Material Developments*” beginning on page no 222 of this Draft Red Herring Prospectus, there are no injunctions/restraining orders that have been passed against the Company.

**Number of shareholders of our Company:**

Our Company has 22 (Twenty Two) shareholders as on the date of this Draft Red Herring Prospectus. For further details on the shareholding pattern of our Company, please refer to the chapter titled “*Capital Structure*” beginning on page no 62 of the Draft Red Herring Prospectus.

**Changes in the Management:**

For details of change in Management, please see chapter titled “*Our Management*” on page no 158 of the Draft Red Herring Prospectus.

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

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

**Shareholders Agreements:**

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

**Collaboration Agreements:**

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

**Material Agreement:**

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

**Strategic or Financial Partners:**

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

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

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

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

There have been no defaults or rescheduling of borrowings with any financial institutions/banks as on the date of the Draft Red Herring Prospectus.

**Other Agreements:****i. Non-Compete Agreement:**

Our Company has not entered into any Non- compete Agreement as on the date of filing of this Draft Red Herring Prospectus.

**ii. Joint Venture Agreement:**

Our Company has not entered into any Joint Venture Agreement as on the date of filing of this Drat Red Herring Prospectus.

## OUR MANAGEMENT

### Board of Directors

In terms of our Articles of Association, our Company is required to have not less than 3 directors and not more than 15 directors. As on the date of this Draft Red Herring Prospectus we have 6 (Six) Directors on our Board.

The following tables sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Draft Red Herring Prospectus:

Name, DIN, Designation, Age, Date of Birth, Father Name, PAN, Nationality, Address, Experience, Occupation, Qualification, Current Term and Date of Appointment	Other Directorships
<p><b>Sachin Marya</b>  <b>DIN:</b> 01045300  <b>Designation:</b> Managing Director  <b>Age:</b> 47 Years  <b>Date of Birth:</b> 29/05/1977  <b>Father Name:</b> Rajbir Marya  <b>PAN:</b> AGXPM7612F  <b>Nationality:</b> Indian  <b>Address:</b> A-1104, Kenwood Towers, Charmwood Village, Surajkund, Faridabad, Haryana-121009  <b>Experience:</b> 25 Years  <b>Occupation:</b> Business  <b>Qualification:</b> Bachelor of Architecture from Maharshi Dayanand University, Rohtak  <b>Current Term:</b> For a period of 3 years &amp; liable to retire by rotation  <b>Date of Appointment:</b> January 28, 2010</p>	<p><b>Directorships in Other Companies:</b></p> <ul style="list-style-type: none"> <li>a) Uconcepts Solutions Private Limited</li> <li>b) Franchise India Ventures Private Limited</li> <li>c) Bradford License India Private Limited</li> <li>d) Entrepreneur India Advisors Limited</li> <li>e) Entrepreneur India Media Private Limited</li> <li>f) Businesssex Solutions Private Limited</li> <li>g) Asha Franchise Holdings Private Limited</li> <li>h) Franchise India Knowledge Services Private Limited</li> <li>i) Early Learning Association of India</li> <li>j) Indian Business Brokers Association</li> <li>k) India 1947 Foundation</li> <li>l) Bizequity India Valuation Services Private Limited</li> <li>m) License India Advisory Private Limited</li> <li>n) Mompreneur India Limited</li> <li>o) Francorp Advisors Private Limited</li> <li>p) Indian Small Business and Franchise Association</li> <li>q) Franchise India Holdings Limited</li> <li>r) Equity India Ventures Private Limited</li> </ul> <p><b>Designated Partner/ Partner in LLP</b></p> <ul style="list-style-type: none"> <li>a) Uconcepts Solutions LLP</li> <li>b) Unbrand Asia LLP</li> <li>c) Mist Center for Entrepreneurship LLP</li> <li>d) Vitality Talent Management LLP</li> <li>e) Ngage Communications LLP</li> <li>f) Yellow Tie Hospitality Management LLP</li> </ul>
<p><b>Ritu Marya</b>  <b>DIN:</b> 06482671</p>	<p><b>Directorships in Other Companies:</b></p> <ul style="list-style-type: none"> <li>a) Mompreneur India Limited</li> </ul>

<p><b>Designation:</b> Director  <b>Age:</b> 48 Years  <b>Date of Birth:</b> 13/06/1976  <b>Father Name:</b> Brahma Dutt Mohindra  <b>PAN:</b> AGZPM6578N  <b>Nationality:</b> Indian  <b>Address:</b> A-1104, Kenwood Towers, Charmwood Village, Surajkund, Faridabad, Haryana-121009  <b>Experience:</b> 16 Years  <b>Occupation:</b> Business  <b>Qualification:</b> Bachelor of Commerce (General) from Punjab University and M.Phil. (Economics) from Kurukshetra University  <b>Current Term:</b> From June 24, 2024 and liable to retire by rotation  <b>Date of Appointment:</b> February 15, 2021</p>	<p>b) Entrepreneur India Advisors Limited  c) Asha Franchise Holdings Private Limited  d) Franchise India Knowledge Services Private Limited  e) Franchise India Holdings Limited  f) Entrepreneur India Media Private Limited</p> <p><b>Designated Partner/ Partner in LLP</b>  a) Uclean Rise and Shine LLP</p>
<p><b>Ashita Marya</b>  <b>DIN:</b> 06482869  <b>Designation:</b> Director  <b>Age:</b> 47 Years  <b>Date of Birth:</b> 09/09/1977  <b>Father Name:</b> Late Ishwar Dass Mittal  <b>PAN:</b> AJQPM8228B  <b>Nationality:</b> Indian  <b>Address:</b> A-1104, Kenwood Towers, Charmwood Village, Surajkund, Faridabad, Haryana-121009  <b>Experience:</b> 25 Years  <b>Occupation:</b> Business  <b>Qualification:</b> Bachelor of Arts from Punjab University and Master of Business Administration from Punjab University  <b>Current Term:</b> From July 05, 2024 and liable to retire by rotation  <b>Date of Appointment:</b> March 28, 2024</p>	<p><b>Directorships in Other Companies:</b>  a) Mompreneur India Limited</p>
<p><b>Velayutham Thiyagarajan</b>  <b>DIN:</b> 01021487  <b>IDDB Reg. No.:</b> IDDB-DI-202407-061344  <b>Designation:</b> Non-Executive, Independent Director  <b>Age:</b> 55 Years  <b>Date of Birth:</b> 01/09/1969  <b>Father Name:</b> Kalathur Venugopal Velayutham  <b>PAN:</b> ADDPV2133P  <b>Nationality:</b> Indian  <b>Address:</b> 139, 1<sup>st</sup> Cross Street, Kapaleeswarar Nagar, Kancheepuram, Tamil Nadu-600115  <b>Experience:</b> 17 Years  <b>Occupation:</b> Employment  <b>Qualification:</b> Bachelors in Engineering from University of Madras  <b>Current Term:</b> For a period of 5 years &amp; not liable to retire by rotation.  <b>Date of Appointment:</b> July 03, 2024</p>	<p>a. Sybrant Technologies Private Limited  b. Knobay Educational Technologies Private Limited  c. Xinote Technologies Private Limited  d. India Home Health Care Private Limited  e. Safeguard Family Health Private limited  f. Sybrant Technologies (SEZ) Private limited  g. New Life Physiocare Enterprises Private Limited</p>
<p><b>Ratish Chandra Pandey</b>  <b>DIN:</b> 01157322  <b>IDDB Reg. No.:</b> IDDB-DI-202407-061441  <b>Designation:</b> Non-Executive, Independent Director  <b>Age:</b> 64 Years  <b>Date of Birth:</b> 24/01/1960  <b>Father Name:</b> Mr. Ram Chandra Pandey  <b>PAN:</b> AAHPP1873F  <b>Nationality:</b> Indian  <b>Address:</b> H.No. A-1, Pushpanjali I.P. Extension-II Opp. Jagriti Enclave Gate, Pushpanjali Shakar Pur Baramad, Shakarpur, Gandhi Nagar, East Delhi-110092  <b>Experience:</b> 38 Years</p>	

<b>Occupation:</b> Business <b>Qualification:</b> Chartered Accountant <b>Current Term:</b> For a period of 5 years & not liable to retire by rotation <b>Date of Appointment:</b> July 05, 2024	
<b>Ramasamy Jayapal</b> <b>DIN:</b> 00392421 <b>Designation:</b> Non-Executive Director <b>Age:</b> 67 Years <b>Date of Birth:</b> 24/09/1957 <b>Father Name:</b> Mr. Perumal Ramasamy Naidu <b>PAN:</b> AHAPJ1204E <b>Nationality:</b> Singapore Citizen <b>Address:</b> 24, Bloxhome Drive, Serangoon Garden, Singapore-559719 <b>Experience:</b> 39 Years <b>Occupation:</b> Professional <b>Qualification:</b> Certified Management Consultant from Institute of Management Consultant Singapore and Member of Association of Chartered Certified Accountants, Singapore <b>Current Term:</b> From July 05, 2024 and liable to retire by rotation <b>Date of Appointment:</b> July 05, 2024	

### Brief profile of our directors:

1. **Sachin Marya**, aged 47 years is the Promoter & Managing Director of our Company. Mr. Sachin Marya has been an entrepreneur in the media business for the past 25 years. He has completed Bachelor of Architect from Maharshi Dayanand University, Rohtak. He is currently the Managing Director of Franchise India, one of the largest consumer business media companies, with over 600 business shows spanning various verticals including franchising, retail, entrepreneurship, small business, and consumer categories. Sachin also publishes three leading business magazines and industry portals focused on entrepreneurship, franchising, and retail business.

An avid speaker, Mr. Sachin Marya chaired the World Franchise Forum at the young age of 25 and has represented India at numerous global forums, including the prestigious World Retail Congress, for many years. He has addressed more than 500 industry forums, reaching over 400,000 attendees. His insights on local and consumer business have made him a regular participant in various government and policy forums.

2. **Ritu Marya**, aged 48 years is the Promoter & Director of our Company. She has completed Bachelor of Commerce (General) from Punjab University and M.Phil from Kurukshetra University. She Editor-In-Chief for The Franchising World, Retailer, Entrepreneur India & Asia-Pacific, restaurantindia.in, licenseindia.com. Ms. Ritu Marya is the Editor- in- Chief for Entrepreneur India-Asia-Pacific and Franchise India Media, a group company of Franchise India Holdings Limited. She is the Group Editor and leads the editorial desk which comprises business magazines including Entrepreneur,

3. **Ashita Marya**, aged 47 years is the Promoter & Director of our Company. She has completed Bachelor of Arts from Punjab University and Master of Business Administration from Punjab University. Ms. Ashita Marya has revolutionized the franchise business in India, which had minimal presence before 1999. With 25 years of dedicated work in this sector, she has launched numerous franchise events across 80+ cities and towns, creating the largest franchise and B2B outreach in the industry. Ms. Ashita Marya has assisted thousands of brands in expanding through franchising and leads The Franchising World magazine.

Ms. Ashita Marya earned her MBA from the prestigious Panjab University and has since been a prominent figure in the franchise industry.

4. **Velayutham Thiyagarajan**, aged 55 years is Independent Director of our Company. He pursued Bachelor of Engineering from University of Madras in the core subject of Electronics & Communication in the year 1991. His professional expertise is Finance. He is associated with an IT company since 2007. He entered into this field with immense eagerness to adapt to new changes and imply new ideas to expand the business with great efficiency. He has enriched knowledge and possesses interpersonal as well as communication skills coupled with excellent relationship building capabilities and excellent negotiating abilities. Has a track record of creating a work culture that rewards teamwork & cooperation.



5. **Ratish Chandra Pandey** aged 64 years is Independent Director of our Company. He completed his graduation in Bachelor of Commerce (Honours) in the core subjects of Economics, Accounting and Finance from Delhi University in 1979. He is also member of the Institute of Chartered Accountant of India since 1982. His professional expertise includes Finance and Accounting. He has performed professional accounting in the past few companies in the past few years. He possesses determination to successfully accomplish varied tasks and projects, able to efficiently work in business environment and adapt to various changes in such dynamic environment.
6. **Ramasamy Jayapal** aged 67 years is Non-Executive Director of our Company. Ramasamy Jayapal is well versed intellectual professional and also is a member of The Institute of Chartered Accountants, Singapore. He is also a fellow member of the Association of Chartered Certified Accountants (FCCA). He also possesses membership of the Institute of Management Consultants, Singapore (FCMC) and Member of Singapore Institute of Directors. His strengths are in terms of networking and developing contact within the region and also brand building exercise through networking and constantly keeping in touch with members.

### **Confirmations**

As on the date of this Draft Red Herring Prospectus:

- a) None of our Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the stock exchanges in the five years preceding the date of filing of this Draft Red Herring Prospectus with the SEBI, during the term of his/ her directorship in such company.
- b) None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the tenure of their directorship in such company.
- c) None of our Directors are categorized as a wilful defaulter or fraudulent borrower, as defined under Regulation 2(1)(III) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- d) Neither Company nor our Directors are declared as fugitive economic offenders as defined in Regulation 2(1) (p) of the SEBI ICDR Regulations and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
- e) None of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.

### **Arrangements with major Shareholders, Customers, Suppliers or Others:**

We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which any of our directors were selected as Directors or members of the senior management.

### **Service Contracts:**

The Directors of our Company have not entered into any service contracts with our company which provides for benefits upon termination of their employment.

### **Details of Borrowing Powers of Directors**

Our Articles of Association, subject to the provisions of clause (c) of Sub-Section (1) of Section 180 of the Companies Act, 2013, authorizes our Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. Pursuant to a special resolution passed at an Extra-ordinary General Meeting of our Company held on July 08, 2024 and pursuant to provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company be and are hereby authorized

to borrow monies from time to time, any sum or sums of money on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by our Company may exceed in the aggregate, its paid up capital and free reserves and security premium (apart from temporary loans obtained / to be obtained from bankers in the ordinary course of business), provided that the outstanding principal amount of such borrowing at any point of time shall not exceed in the aggregate of ₹50 crores (Rupees Fifty Crores Only).

For further details of the provisions of our Articles of Association regarding borrowing powers, please refer to the section titled “*Main Provision of Articles of Association*” beginning on page no. 293 of this Draft Red Herring Prospectus.

### **Compensation of our Managing Director and Whole-time Directors**

The compensation payable to our Managing Director and Whole-time Directors will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2(54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions, if any of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

### **The following compensation has been approved for Managing Director**

#### **Sachin Marya: Managing Director**

Pursuant to the resolutions passed by our Board and our Shareholders on June 24, 2024 and June 24, 2024 respectively, Mr. Sachin Marya was appointed as Managing Director and CFO of the Company for a period of 3 (three) Years with effect from June 24, 2024 at a remuneration, which is to be given by way of salary, dearness allowance, perquisites and other allowances or any other combination thereof which shall not exceed ₹84.00/- Lakhs Per Annum effective from April 01, 2024.

### **Payment or benefits to Directors**

#### **The remuneration paid to our Directors in Fiscal 2024 is as follows:**

<b>Name of Director</b>	<b>Remuneration paid in FY 2023-24 (₹ in Lakhs)</b>
Sachin Marya	Nil
Ritu Marya	Nil
Ashita Marya	Nil

### **Bonus or Profit-Sharing Plan for our Directors:**

We have no bonus or profit-sharing plan for our directors.

### **Sitting Fees:**

The Articles of Association of our Company provides for payment of sitting fees to Directors (other than Managing Director & Whole-time Directors), not exceeding ₹1.00 Lakh to be fixed by Directors from time to time, for attending a meeting of the Board or a Committee thereof. Our Board of Directors have resolved and approved in their meeting dated July 06, 2024 for the payment of an amount not exceeding ₹1.00 Lakh as sitting fees to all Non-executive Directors for attending each such meeting of the Board or Committee thereof.

### **Shareholding of our Directors as on the date of this Draft Red Herring Prospectus:**

<b>Sr. No.</b>	<b>Name of Directors</b>	<b>No. of Shares Held</b>	<b>Holding in %</b>
1.	Mr. Sachin Marya	28,45,929	41.19
2.	Ms. Ritu Marya	11,62,379	16.82

3.	Ms. Ashita Marya	8,21,764	11.89
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None of the Independent Directors of the Company holds any Equity Shares of Company as on the date of Draft Red Herring Prospectus.

Our Articles of Association do not require our directors to hold any qualification Equity Shares in the Company.

#### Nature of any family relationship between our Directors and Key Managerial Personnel (KMP)

The Directors and KMPs of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

Sr. No.	Name of the Director/ KMP	Relationship with other Directors/ KMP
1.	Mr. Sachin Marya	Spouse of Ms. Ashita Marya and Brother in law of Ms. Ritu Marya
2.	Ms. Ritu Marya	Sister in Law of Mr. Sachin Marya
3.	Ms. Ashita Marya	Spouse of Mr. Sachin Marya

#### The following compensation has been approved for Managing Director and Whole-time Directors

Particulars	Sachin Marya
Appointment/ Change in Designation	June 24, 2024
Current Designation	Managing Director & CFO
Terms of Appointment	June 24, 2024 to June 23, 2027
Remuneration Perquisites	₹ 84.00 Lakhs per annum
Compensation paid from April 01, 2023 to March 31, 2024	Nil

#### INTEREST OF OUR DIRECTORS

All the Directors may be deemed to be interested to the extent of remuneration and reimbursement of expenses payable to them under the Articles, and to the extent of remuneration paid to them for services rendered as an officer or employee of the Company. For further details, please refer to Chapter titled **"Our Management"** beginning on page no 158 of this Draft Red Herring Prospectus.

Our Directors may also be regarded as interested to the extent of their shareholding and dividend payable thereon, if any, and to the extent of Equity Shares, if any held by them in our Company or held by their relatives. Further our Directors are also interested to the extent of unsecured loans, if any, given by them to our Company or by their relatives or by the companies/ firms in which they are interested as directors/Members/Partners. Further our Directors are also interested to the extent of loans, if any, taken by them or their relatives or taken by the companies/ firms in which they are interested as Directors/Members/Partners and for the details of Personal Guarantee given by the Directors towards Financial facilities of our Company please refer to **"Financial Indebtedness"** on page no 221 of this Draft Red Herring Prospectus.

Except as stated otherwise in this Draft Red Herring Prospectus, our Company has not entered into any Contract, Agreements or Arrangements during the preceding two years from the date of the Draft Red Herring Prospectus in which the Directors are interested directly or indirectly and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be entered into with them.

Except as stated in this section **"Our Management"** or the section titled **"Financial Statement as Restated Note -.... - Related Party Disclosure"** beginning on page no 158 and 185 respectively of this Draft Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in our business.

### Interest in the property of Our Company:

Our Directors do not have any interest in any property acquired by our Company in the three years preceding the date of this Draft Red Herring Prospectus or proposed to be acquired by our Company or in any transaction with respect to the acquisition of land, construction of building or supply of machinery or any other contract, agreement or arrangement entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements:

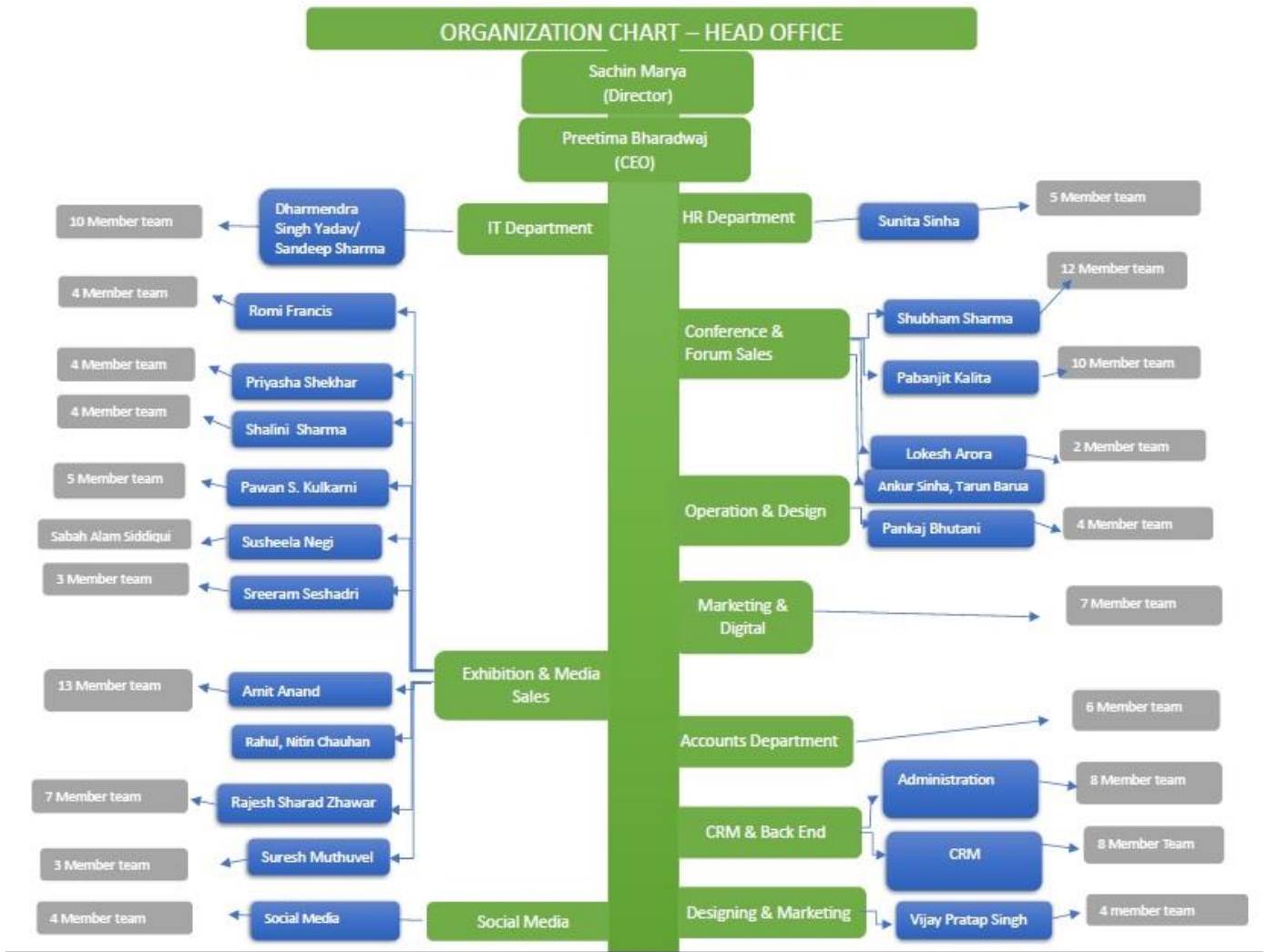
### Change in Board of Directors in last 3 years

Sr. No.	Name of Director	Date of Appointment/ Re-appointment	Reasons for change
1.	Gaurav Marya	February 15, 2021	Resignation as due to personal and unavoidable reasons
2.	Sachin Marya	June 24, 2024	Re-designated as Managing Director
3.	Ritu Marya	February 15, 2021	Appointed as Director
4.	Ritu Marya		Re-designated as Executive Director
5.	Ashita Marya	March 28, 2024	Appointed as Director
6.	Velayutham Thiyagarajan	July 03, 2024	Appointed as Independent Director
7.	Ratish Chandra Pandey	July 05, 2024	Appointed as Independent Director
8.	Ramasamy Jayapal	July 05, 2024	Appointed as Director

### MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure: -

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## COMPLIANCE WITH CORPORATE GOVERNANCE

In addition to the applicable provisions of the Companies Act, 2013, provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and SEBI (ICDR) Regulations, 2018 in respect of corporate governance will be applicable to our Company immediately upon the listing of our Company’s Equity Shares on Stock Exchanges. We are in compliance with the requirements of corporate governance with respect to composition of Board and constitution of the committees of the Board, including the audit committee, stakeholders relationship committee, nomination and remuneration committee and corporate social responsibility committee by our Company and formulation and adoption of policies, as prescribed under the SEBI Listing Regulations. Our Board undertakes to take all necessary steps to continue to comply with all the requirements of Listing Regulations and the Companies Act, 2013.

Our Board has been constituted in compliance with the Companies Act, the SEBI Listing Regulations. The Board of Directors function either as a full board or through various committees constituted to oversee specific operational areas.

Our Board of Directors consist of Six (6) Directors of which Two (2) are Independent Directors, and we have one women director on the Board. In compliance with Section 152 of the Companies Act, 2013, not less than two thirds of the Directors (excluding Independent Directors) are liable to retire by rotation.

## Committees of the Board:

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute Committees for various functions.

Details of the Committees as on the date of this Draft Red Herring Prospectus are set forth below:

### a. Audit Committee

Our Company at its Board Meeting held on July 06, 2024 has constituted an Audit Committee (“Audit Committee”) in compliance with the provisions of the Section 177 of the Companies Act, 2013 read with Rule 6 of the Companies (Meeting of board and its Power) Rules, 2014 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Audit Committee comprises following members:

Name of the Director	Status in the Committee	Nature of Directorship
Ratish Chandra Pandey	Chairman & Member	Independent Director
Velayutham Thiyagarajan	Member	Independent Director
Sachin Marya	Member	Managing Director & CFO

The Company Secretary of the Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of the Company to furnish clarifications to the shareholders on any matter relating to accounts. The scope and function of the Audit Committee and its terms of reference shall include the following:

The scope and function of the Audit Committee and its terms of reference shall include the following:

#### A. Tenure

The Audit Committee shall continue to be in function as a Committee of the Board until otherwise resolved by the Board, to carry out the functions of the Audit Committee as approved by the Board.

#### B. Quorum and meetings of the Audit Committee

The Audit Committee shall meet at least four (4) times in a year and not more than one hundred twenty (120) days shall elapse between any two meetings. The quorum for the meeting shall be either two members or one third of the members of the Audit Committee, whichever is higher but there shall be presence of minimum two Independent Directors at each meeting.

C. The Company Secretary shall act as the secretary to the audit committee.

#### D. Role and Powers

The Role of the Audit Committee together with its powers as per Part C of Schedule II of SEBI Listing Regulation, 2015 and Companies Act, 2013 shall be as under:

**The Audit Committee shall have powers, including the following:**

- to investigate any activity within its terms of reference;
- to seek information from any employee;
- to obtain outside legal or other professional advice;
- to secure attendance of outsiders with relevant expertise, if it considers necessary as may be prescribed under the Companies Act, 2013 (together with the rules thereunder) and SEBI Listing Regulations; and
- To have full access to information contained in records of Company.

**The role of the Audit Committee shall include the followings:**

- (1) oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation to the Board for appointment/ re-appointment, remuneration and terms of appointment of auditors of the listed entity;
- (3) Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- (4) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (5) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - (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;
  - (g) qualifications and modified opinion(s) in the draft audit report;
- (6) reviewing, with the management, the quarterly/ half yearly financial statements before submission to the board for approval;
- (7) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement], and making appropriate recommendations to the board to take up steps in this matter;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties with omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances;
- (13) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (14) 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;
- (15) discussion with internal auditors of any significant findings and follow up there on;
- (16) 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;

- (17) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (18) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (19) to review the functioning of the whistle blower mechanism;
- (20) approval of appointment of 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;
- (21) Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- (22) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- (23) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- (24) such roles as may be delegated by the Board and/ or prescribed under the Companies Act, 2013 and SEBI Listing Regulations or other applicable law; and
- (25) carrying out any other functions as is mentioned in the terms of reference of the audit committee or containing into SEBI (LODR) Regulations, 2015.

Further the Audit Committee shall mandatorily review the following information:

- 1) management discussion and analysis of financial condition and results of operations;
- 2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4) internal audit reports relating to internal control weaknesses;
- 5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee; and
- 6) statement of deviations:
  - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI ICDR Regulations;
  - b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI ICDR Regulations.

#### **b. Nomination and Remuneration Committee**

Our Company at its Board Meeting held on July 06, 2024, has constituted the Nomination and Remuneration Committee in compliance with the provisions of Section 178, Schedule V and all other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Meetings of Board and its Power) Rules, 2014 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The constituted Nomination and Remuneration Committee comprises following members:

<b>Name of the Director</b>	<b>Status in the Committee</b>	<b>Nature of Directorship</b>
Ratish Chandra Pandey	Chairman & Member	Independent Director
Velayutham Thiyagarajan	Member	Independent Director
Ramasamy Jayapal	Member	Non-Executive (Non-Independent) Director



The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee. The scope and function of the Committee and its terms of reference shall include the following:

#### **A. Tenure**

The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

#### **B. Quorum and meetings of the Nomination and Remuneration Committee**

The Nomination and Remuneration Committee shall meet as and when the need arises, subject to atleast one meeting in one meeting in a year for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. The Chairperson of the Nomination and Remuneration Committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

#### **C. Scope and Terms of Reference:**

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. for the appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the board of directors of the Company for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a. use the services of external agencies, if required;
  - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c. consider the time commitments of the candidates.
3. formulation of criteria for evaluation of Independent Directors and the Board;
4. devising a policy on Board diversity;
5. identifying persons, who are qualified to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal and carrying out evaluation of every director's performance;
6. determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
7. recommending remuneration of executive directors and any increase therein from time to time within the limit approved by the members of our Company;
8. recommending remuneration to non-executive directors in the form of sitting fees for attending meetings of the Board and its committees, remuneration for other services, commission on profits;
9. recommending to the Board, all remuneration, in whatever form, payable to senior management;
10. performing such functions as are required to be performed by the compensation committee under the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended;
11. engaging the services of any consultant/professional or other agency for the purpose of recommending compensation structure/policy;
12. analyzing, monitoring and reviewing various human resource and compensation matters;
13. reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
14. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:

- a. The SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended; or
  - b. The SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003, as amended; and
15. Performing such other functions as may be delegated by the Board and/or prescribed under the SEBI Listing Regulations, Companies Act, each as amended or other applicable law.

**c. Stakeholders Relationship Committee**

Our Company at its Board Meeting held on July 06, 2024, has approved the constitution of the Stakeholders Relationship Committee in compliance with the provisions of the Section 178(5) and all other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Chairperson of the Stakeholders Relationship Committee may be present at the annual general meeting, to answer the shareholders’ queries; however, it shall be up to the chairperson to decide who shall answer the queries. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Director	Status in the Committee	Nature of Directorship
Ramasamy Jayapal	Chairman & Member	Non-Executive (Non-Independent) Director
Velayutham Thiyagarajan	Member	Independent Director
Sachin Marya	Member	Managing Director & CFO

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Committee and its terms of reference shall include the following:

**A. Tenure**

The Stakeholders Relationship Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

**B. Quorum and meetings of the Stakeholders Relationship Committee**

The Stakeholders Relationship Committee shall meet as and when the need arises. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher however one independent director shall present in the meeting.

**C. Scope and Terms of Reference:**

1. To consider and ensure resolution of the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual reports, non-receipt of dividends, issue of new/duplicate share certificates, general meetings etc;
2. To monitor and review any investor grievances received by the Company through SEBI, BSE, NSE or SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary & Compliance officer and Registrar and Share Transfer Agent of the Company.
3. To consider and review the adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar and Share Transfer Agent (‘RTA’);
4. To consider and review the measures taken for effective exercise of voting rights by Shareholders.
5. To consider and review the various measures and initiatives taken by the Company for reducing the quantum of unclaimed / unpaid dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company;
6. To review compliance relating to all securities including dividend payments, transfer of unclaimed amounts or shares to the Investor Education and Protection Fund;

7. To undertake self-evaluation of its own functioning and identification of areas for Improvement towards better governance;
8. To perform such other functions or duties as may be required under the relevant provisions of SEBI Listing Regulations and the Act read with rules made thereunder and as may be specifically delegated to the Committee by the Board from time to time.

#### **Policy on Disclosures & Internal procedure for prevention of Insider Trading:**

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted at their meeting held on July 06, 2024 the policy on insider trading in view of the proposed public issue. Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the board.

#### **Policy for determination of Materiality and Materiality of Related Party Transactions and on dealing with Related Party Transactions**

The provisions of the SEBI (LODR) Regulations will be applicable to our Company immediately upon the listing of Equity Shares of our Company. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, as amended, on listing of Equity Shares. The Board of Directors at their meeting held on July 06, 2024 has approved and adopted the policy for determination of materiality and determination of materiality of related party transactions and on dealing with related party transactions.

#### **KEY MANAGERIAL PERSONNEL**

Our Company is supported by a team of professionals having exposure to various operational aspects of our business. A brief detail about the Key Managerial Personnel of our Company is provided below:

<b>Name, Designation &amp; Educational Qualification &amp; Term of office</b>	<b>Age (Years)</b>	<b>Year of Joining</b>	<b>Compensation paid for F.Y. ended 2023-24 (in ₹ Lakhs)</b>	<b>Overall experience (in years)</b>	<b>Previous Employment</b>
<b>Sachin Marya</b> <b>Designation:</b> Managing Director <b>Educational Qualification:</b> Bachelor of Architecture from Maharshi Dayanand University, Rohtak <b>Term of office:</b> 3 years w.e.f. June 24, 2024	47	2024	Nil	25	Self-employment
<b>Aashish K Bhatt</b> <b>Designation:</b> Company Secretary & Compliance Officer <b>Educational Qualification:</b> Company Secretary from Institute of Company Secretaries of India <b>Term of office:</b> w.e.f. June 24, 2024	42	2024	Nil	17	Self-employment
<b>Sachin Marya</b> <b>Designation:</b> Chief Financial Officer <b>Educational Qualification:</b> Bachelor of Architecture from Maharshi Dayanand University, Rohtak <b>Term of office:</b> w.e.f. July 05, 2024	47	2024	Nil	25	Self-employment

## BRIEF PROFILE OF KEY MANAGERIAL PERSONNEL

1. **Sachin Marya** - Please refer to section “Brief Profile of our Directors” beginning on page no. 158 of this Draft Red Herring Prospectus for details.
2. **Aashish K Bhatt** aged 42 years is the Company Secretary of our Company. He is member of Institute of Company Secretary of India, He has over 17+ years of distinguished experience in Corporate Governance and legal functions pertaining to Listing, Joint Ventures, Mergers and Amalgamations, Legal Agreement, and Corporate Finance, including Corporate Affairs and Governance; Possess a general understanding of strategic goals and plans of organizations, with an ability to make sound judgments in cases of conflict for the betterment of organizations.

### We confirm that:

- a. All the persons named as our Key Managerial Personnel above are the permanent employees of our Company.
- b. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the abovementioned Key Managerial Personnel have been recruited.
- c. None of our KMPs except Mr. Sachin Marya is also part of the Board of Directors.
- d. In respect of all above mentioned Key Managerial Personnel there has been no contingent or deferred compensation accrued for the period ended March 31, 2024.
- e. Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements or service contracts (including retirement and termination benefits) with the issuer.
- f. Our Company does not have any bonus/ profit sharing plan for any of the Key Managerial Personnel.
- g. None of the Key Managerial Personnel in our Company hold any shares of our Company as on the date of filing of this Draft Red Herring Prospectus except as under:

Sr. No.	Name of KMPs	No. of Shares held
1.	Mr. Sachin Marya	28,45,929
	<b>Total</b>	<b>28,45,929</b>

- h. Presently, we do not have Employee Stock Option Plan/ Employee Stock Purchase Scheme scheme for our employees.

### Nature of any family relationship between our Key Managerial Personnel (KMP)

The Directors and KMPs of the Company are related to each other within the meaning of section 2 (77) of the Companies Act, 2013. Details of which are as follows:

Sr. No.	Name of the Director/ KMP	Relationship with other Directors/ KMP
1.	Mr. Sachin Marya	Spouse of Ms. Ashita Marya and Brother in law of Ms. Ritu Marya
2.	Ms. Ritu Marya	Sister in Law of Mr. Sachin Marya
3.	Ms. Ashita Marya	Spouse of Mr. Sachin Marya

### Payment of benefits to officers of Our Company (*non-salary related*)

Except as disclosed in this Draft Red Herring Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer’s employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

### Changes in the Key Managerial Personnel in last three years:

There have been no changes in the Key Managerial Personnel of our Company during the last 3 (three) year except as stated below:

Sr. No.	Name	Designation and period	Appointment/ Cessation/ Re-designation	Reasons
1.	Mr. Sachin Marya	Re-designated as Managing Director w.e.f June 24, 2024	Appointment	To comply with the provisions of the Companies Act, 2013 and to ensure better corporate governance
2.	Mr. Aashish K Bhatt	Company Secretary & Compliance Officer Director w.e.f. June 24, 2024	Appointment	To comply with the provisions of the Companies Act, 2013 and to ensure better corporate governance
3.	Mr. Sachin Marya	Appointed as Chief Financial Officer w.e.f July 05, 2024	Appointment	To comply with the provisions of the Companies Act, 2013 and to ensure better corporate governance

### Interest of Our Key Managerial Persons

Apart from the shares held in the Company and to extent of remuneration allowed and reimbursement of expenses incurred by them for or on behalf of the Company and to the extent of loans and advances made to or borrowed from the Company, none of our key managerial personal are interested in our Company. For details, please refer section titled *“Financial information as Restated – Annexure IX- Related Party Transactions”* beginning on page no 185 of this Draft Red Herring Prospectus.

### Interest in the property of our Company

Except as disclosed in the Draft Red Herring Prospectus, our KMPs do not have any interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of filing the Draft Red Herring Prospectus with RoC.

### Arrangement and understanding with Major Shareholders/Customers/ Suppliers

None of the above Key Managerial Personnel have been selected pursuant to any arrangement/understanding with major shareholders/ customers/ suppliers.

### Details of Service Contracts of the Key Managerial Personnel

Except for the terms set forth in the appointment letters, the Key Managerial Personnel have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

### Loans given/ availed by Directors/ Key Managerial Personnel of Our Company

For details of unsecured loan taken from or given to our Directors/KMPs and for details of transaction entered by them in the past please refer to *“Annexure –IX – Related Party Transactions”* page no 185 of this Draft Red Herring Prospectus.

## **Employee Stock Option Plan (ESOP) / Employee Stock Purchase Scheme (ESPS) to Employees**

Presently, we do not have any ESOP/ESPS scheme for our employees.

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## OUR PROMOTER & PROMOTER GROUP


### Our Promoters

The Promoters of our Company are Mr. Sachin Marya, Mrs. Ritu Marya, Mrs. Ashita Marya and Ms. Preetima Bhardwaj.



As on date of this Draft Red Herring Prospectus, the Promoters, collectively holds 48,47,388 Equity shares of our Company, representing 70.16 % of the pre-issue paid-up Equity Share capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see "*Capital Structure*", on page no. 62 of this Draft Red Herring Prospectus.

*Brief Profile of our Promoters is as under:*

<b>Sachin Marya - Promoter, Managing Director &amp; CFO</b>		
	<b>Qualification</b>	Bachelor of Architecture from Maharshi Dayanand University, Rohtak
	<b>Age</b>	47 Years
	<b>Date of Birth</b>	29/05/1977
	<b>Address</b>	A-1104, Kenwood Towers, Charmwood Village, Surajkund, Faridabad, Haryana-121009
	<b>Experience in business &amp; employment</b>	Sachin Marya has been an entrepreneur in the media business for the past 25 years. he is currently designated as the Managing Director & CFO of Franchise India, one of the largest consumer business media companies, with over 600 business shows spanning various verticals including franchising, retail, entrepreneurship, small business, and consumer categories.
	<b>Occupation</b>	Business
	<b>PAN</b>	AGXPM7612F
	<b>No. of Equity Shares &amp; % of Shareholding (Pre-Issue)</b>	28,45,929 equity shares & 41.19%
	<b>Other Ventures</b>	<p><b>Directorships in Other Companies:</b></p> <ul style="list-style-type: none"> <li>a) Uconcepts Solutions Private Limited</li> <li>b) Franchise India Ventures Private Limited</li> <li>c) Bradford License India Private Limited</li> <li>d) Entrepreneur India Advisors Limited</li> <li>e) Entrepreneur India Media Private Limited</li> <li>f) Businesssex Solutions Private Limited</li> <li>g) Asha Franchise Holdings Private Limited</li> <li>h) Franchise India Knowledge Services Private Limited</li> <li>i) Early Learning Association of India</li> <li>j) Indian Business Brokers Association</li> <li>k) India 1947 Foundation</li> <li>l) Bizequity India Valuation Services Private Limited</li> <li>m) License India Advisory Private Limited</li> <li>n) Mompreneur India Limited</li> <li>o) Francorp Advisors Private Limited</li> <li>p) Indian Small Business and Franchise Association</li> <li>q) Franchise India Holdings Limited</li> <li>r) Equity India Ventures Private Limited</li> </ul> <p><b>Designated Partner/ Partner in LLP:</b></p> <ul style="list-style-type: none"> <li>a) Uconcepts Solutions LLP</li> </ul>

		b) Unbrand Asia LLP c) Mist Center for Entrepreneurship LLP d) Vitality Talent Management LLP e) Ngage Communications LLP f) Yellow Tie Hospitality Management LLP  <b>HUF:</b> Nil  <b>Sole Proprietor:</b> Nil
	<b>Ritu Marya- Promoter</b>	
	<b>Qualification</b>	Bachelor of Commerce (General) from Punjab University and M.Phil (Economics) from Kurukshetra University
	<b>Age</b>	48 Years
	<b>Date of Birth</b>	13/06/1976
	<b>Address</b>	A-1104, Kenwood Towers, Charmwood Village, Surajkund, Faridabad, Haryana-121009
	<b>Experience in business &amp; employment</b>	In her tryst with Business Journalism over the last 16 years, Ritu is regarded as an authority on Startups, Entrepreneurship, Technology, Fintech, AI, Blockchain, Consumer Businesses, Retail, Luxury to Education, Restaurant, Funding and more. In her role as the Group Editor, she meets and interacts with Leading Indian and Global Entrepreneurs and thought-leaders while tracking Startup and Entrepreneurial and consumer business landscape in India and Asia-Pacific.
	<b>Occupation</b>	Business
	<b>PAN</b>	AGZPM6578N
	<b>No. of Equity Shares &amp; % of Shareholding (Pre-Issue)</b>	11,62,379 equity shares & 16.82%
	<b>Other Ventures</b>	<b>Directorships in Other Companies:</b> a) Mompreneur India Limited b) Entrepreneur India Advisors Limited c) Asha Franchise Holdings Private Limited d) Franchise India Knowledge Services Private Limited e) Franchise India Holdings Limited f) Entrepreneur India Media Private Limited  <b>Designated Partner/ Partner LLP:</b> a) Uclean Rise and Shine LLP  <b>HUF:</b> Nil  <b>Sole Proprietor:</b> Nil
	<b>Ashita Marya- Promoter</b>	
	<b>Qualification</b>	Bachelor of Arts from Punjab University and Master of Business Administration from Panjab University
	<b>Age</b>	47 Years
	<b>Date of Birth</b>	09/09/1977



	<b>Address</b>	A-1104, Kenwood Towers, Charmwood Village, Surajkund, Faridabad, Haryana-121009
	<b>Experience in business &amp; employment</b>	She holds 25 years of dedicated work in this sector, she has launched numerous franchise events across 80+ cities and towns, creating the largest franchise and B2B outreach in the industry. Ashita has assisted thousands of brands in expanding through franchising and leads The Franchising World magazine.
	<b>Occupation</b>	Business
	<b>PAN</b>	AJQPM8228B
	<b>No. of Equity Shares &amp; % of Shareholding (Pre-Issue)</b>	8,21,764 equity shares & 11.89%
	<b>Other Ventures</b>	<p><b>Directorships in Other Companies:</b></p> <p>a) Mompreneur India Limited</p> <p><b>Designated Partner/ Partner LLP:</b> Nil</p> <p><b>HUF:</b> Nil</p> <p><b>Sole Proprietor:</b> Nil</p>
<b>Preetima Bhardwaj - Promoter</b>		
	<b>Qualification</b>	BA from DU; Fashion Communication, NIFT and studied Psychology at Sinclair Community College in Dayton, Pittsburgh, USA
	<b>Age</b>	46 Years
	<b>Date of Birth</b>	27/08/1978
	<b>Address</b>	Long Site, Kulri Mussoorie, Dehradun, Uttarakhand – 248179
	<b>Experience in business &amp; employment</b>	She has over 23 years of experience, with 5 years in the USA and the rest in India. She has worked with prestigious organizations such as Apple Inc., Metro Chevrolet, Perfect Relations, Wunderman (part of the Rediffusion group), and for the past 14+ years, she has been a key part of Franchise India.
	<b>Occupation</b>	Service
	<b>PAN</b>	BOGPS7442H
	<b>No. of Equity Shares &amp; % of Shareholding (Pre-Issue)</b>	17,316 equity shares & 0.25%
<b>Other Ventures</b>	<p><b>Directorships in Other Companies:</b> Nil</p> <p><b>Designated Partner/ Partner LLP:</b> Nil</p> <p><b>HUF:</b> Nil</p> <p><b>Sole Proprietor:</b> Nil</p>	

## **Brief Profile of our Promoters:**

**Sachin Marya** - Please refer to chapter “**Our Management**” beginning on page no 158 of this Draft Red Herring Prospectus for details.

**Ritu Marya** - Please refer to chapter “**Our Management**” beginning on page no 158 of this Draft Red Herring Prospectus for details.

**Ashita Marya** - Please refer to chapter “**Our Management**” beginning on page 158 of this Draft Red Herring Prospectus for details.

**Preetima Bhardwaj** aged 46 years is the Promoter of our Company. She has completed Bachelor of Arts from Delhi University and Fashion Communication from NIFT and studied Psychology at Sinclair Community College in Dayton, Pittsburgh, USA. Ms. Preetima Bhardwaj has over 23 years of experience, with 5 years in the USA and the rest in India. She has worked with prestigious organizations such as Apple Inc., Metro Chevrolet, Perfect Relations, Wunderman (part of the Rediffusion group), and for the past 14+ years, she has been a key part of Franchise India.

At Franchise India, Ms. Preetima Bhardwaj leads a team of over 160 employees across offices in five states, driving growth with her vision of building a futuristic B2B media company. She is credited with training and mentoring young industry talent and has launched numerous impactful industry forums.

## **Confirmations/Declarations:**

In relation to our Individual Promoters, our Company confirms that the PAN, Bank Account Numbers, Passport Number, Aadhaar Card Number and Driving License number shall be submitted to NSE at the time of filing of this Draft Red Herring Prospectus.

## **Undertaking/ Confirmations**

None of our Promoters or Promoter Group or Group Company or person in control of our Company has been:

1. Prohibited or debarred from accessing or operating in the capital market or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other authority or
2. Refused listing of any of the securities issued by such entity by any stock exchange, in India or abroad.
3. No material regulatory or disciplinary action is taken by any by a stock exchange or regulatory authority in the past one year in respect of our Promoters, Group Company and Company promoted by the promoters of our company.
4. There are no defaults in respect of payment of interest and principal to the debenture / bond / fixed deposit holders, banks, FIs by our Company, our Promoters, Group Company and Company promoted by the promoters during the past three years.
5. The litigation record, the nature of litigation, and status of litigation of our Company, Promoters, Group company and Company promoted by the Promoters are disclosed in chapter titled “**Outstanding Litigations and Material Developments**” beginning on page no 222 of this Red Herring Prospectus.
6. None of our Promoters, person in control of our Company are or have ever been a promoter, director or person in control of any other company which is debarred from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

## **Interest of our Promoters:**

### **i. Interest in promotion and shareholding of Our Company:**

Our Promoters are interested in the promotion of our Company and also to the extent of their shareholding and shareholding of their relatives, from time to time, for which they are entitled to receive dividend payable, if any, and other distribution in respect of the Equity Shares held by them and their relatives. As on the date of this Draft Red Herring Prospectus, our Promoters, Mr. Sachin Marya, Mrs. Ritu Marya, Mrs. Ashita Marya and Mrs. Preetima Bhardwaj collectively holds 48,47,388 Equity Shares in our Company i.e. 70.16% of the pre issue paid up Equity Share

Capital of our Company. Our Promoters may also be deemed to be interested to the extent of the remuneration, as per the terms of their appointment and reimbursement of expenses payable to them for the rent, purchase and sale transactions.

For details, please refer to **Note -IX– “Related Party Transactions”** beginning on page no 185 of this Draft Red Herring Prospectus. For details regarding the shareholding of our Promoters in our Company, please see **“Capital Structure”** on page no 62 of this Draft Red Herring Prospectus.

**ii. Interest in the property of Our Company:**

Our Promoters do not have any other interest in any property acquired by our Company in a period of two years before filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on date of this Draft Red Herring Prospectus.

**iii. In transactions for acquisition of land, construction of building and supply of machinery**

None of our Promoters or Directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

**iv. Other Interests in our Company**

For transactions in respect of loans and other monetary transactions entered in past please refer **Annexure -IX** on **“Related Party Transactions”** on page no 185 forming part of **“Financial Statement as Restated”** of this Draft Red Herring Prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company, for the details of Personal Guarantee given by Promoters towards Financial facilities of our Company please refer to **“Financial Indebtedness”** and **“Financial Statement as Restated”** on page no 62 and 185 respectively of this Draft Red Herring Prospectus.

**Payment or Benefits to our Promoter and Promoter Group during the last 2 years:**

For details of payments or benefits paid to our promoter and promoter group, please refer chapter titled **“Our Management”** beginning on page no 158 also refer –note -IX on **“Related Party Transactions”** on page no 185 forming part of **“Financial Statement as Restated”**.

**Companies/Firms with which our Promoters have disassociated in the last (3) three years**

Except as mentioned below, none of our promoters have disassociated themselves from any of the Company, Firms or other entities during the last three years preceding the date of this Draft Red Herring Prospectus.

<b>Name of Promoter</b>	<b>Entity Name</b>	<b>Reason</b>
Mr. Sachin Marya	Franchise India Partners Private Limited	Resignation w.e.f. May 05, 2023
	Franchise India Holdings Limited	Resignation w.e.f. March 31, 2024
	Lifestyle Franchising (India) Private Limited.	Resignation w.e.f. May 05, 2023
	Franchise Management Company Private Limited	Resignation w.e.f. May 05, 2023
	Businessx Cybiz Realty Services Private Limited	Resignation w.e.f. June 06, 2022
Ms. Ashita Marya	Entrepreneur India Media Private Limited	Resignation w.e.f. November 25, 2021

Other ventures of our Promoter Save and except as disclosed in this section titled **“Our Promoter & Promoter Group”** beginning on page no 175 of this Draft Red Herring Prospectus, there are no other ventures promoted by our Promoters in which they have any business interests/ other interests.

## **Material Guarantees**

Our Promoter have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Draft Red Herring Prospectus.

## **Litigation details pertaining to our Promoter**

For details on litigations and disputes pending against the Promoters and defaults made by the Promoters please refer to the section titled “*Outstanding Litigations and Material Developments*” beginning on page no 222 of this Draft Red Herring Prospectus.

## **Experience of Promoters in the line of business**

Our Promoters, Mr. Sachin Marya, Ms. Ritu Marya, Ms. Ashita Marya and Ms. Preetima Bhardwaj has an experience of around 25 years, 16 years, 25 years and 23 years respectively. The Company shall also endeavor to ensure that relevant professional help is sought as and when required in the future.

## **Related Party Transactions**

Except as stated in “*Note -IX Related Party Transactions*” beginning on page no 185 of this Draft Red Herring Prospectus, and as stated therein, our Promoter or any of the Promoter Group Entities do not have any other interest in our business.

## **OUR PROMOTER GROUP**

### **1. Natural Persons who are part of the Promoter Group:**

As per Regulation 2(1)(pp)(ii) of the SEBI (ICDR) Regulations, 2018, the Natural persons who are part of the Promoter Group (due to their relationship with the Promoter) are as follows:

Relationship	Name of the Relatives			
	Sachin Marya	Ritu Marya	Ashita Marya	Preetima Bhardwaj
Father	Rajbir Marya	Late Brahma Dutt Mohindra	Late Ishwar Dass Mittal	K. N. Bhardwaj
Mother	Asha Marya	Tripta Mohindra	Meenu Mittal	Rekha Bhardwaj
Spouse	Ashita Marya	Gaurav Marya	Sachin Marya	-
Brother	Gaurav Marya	Rajesh Mohindra	Anirudh Mittal	Anupam Bhardwaj
Sister	-	-	-	-
Son	-	-	-	-
Daughter	Sana Marya	Mehr Marya	Sana Marya	Aditi Sharma
Spouse's Father	Late I.D. Mittal	Rajbir Marya	Rajbir Marya	-
Spouse's Mother	Meenu Mittal	Asha Marya	Asha Marya	-
Spouse's Brother	Anirudh Mittal	Sachin Marya	Gaurav Marya	-
Spouse's Sister	-	-	-	-

### **2. Corporate Entities or Firms forming part of the Promoter Group:**

As per Regulation 2(1)(pp)(iv) of the SEBI (ICDR) Regulations, 2018, the following entities would form part of our Promoter Group:

Sr. No.	Nature of Relationship	Name of Entities
1.	Any Body Corporate in which 20% or more of the Equity Share Capital is held by Promoter or an immediate relative of the Promoter or a firm or Hindu Undivided Family (HUF) in which Promoter or any one or more of his immediate relatives are a member.	1. Franchise India Knowledge Services Private Limited 2. Francorp Advisors Private Limited 3. Franglobal Advisors Private Limited 4. Indian Business Brokers Association

		5. India 1947 Foundation 6. Indian Small Business and Franchise Association 7. License India Advisory Private Limited 8. Lifestyle Franchising (India) Private Limited 9. Mompreneur India Limited 10. Franchise India East Private Limited 11. Franwork Brands Private Limited 12. Health Supplement Association of India 13. Asha Franchise Holdings Private Limited 14. Bradford License India Private Limited 15. Businessex Solutions Private Limited 16. Early Learning Association of India 17. Entrepreneur India Media Private Limited 18. Entrepreneur India Advisors Limited 19. Franchise India Brands Limited 20. Franchise India Holdings Limited 21. Franchise India Ventures Private Limited 22. Franchise Management Company Private Limited
2.	Any Body Corporate in which a body corporate as provided in (A) above holds twenty per cent. or more, of the equity share capital; and	(a) Businessex Solutions Private Limited (b) Bradford Licensing LLC (c) Franchise India Brands Limited
3.	Any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent. of the total capital;	-

### 3. Other persons included in Promoter Group:

None of the other persons forms part of promoter group for the purpose of shareholding of the Promoter Group under Regulation 2(1) (pp)(v) of SEBI (ICDR) Regulations, 2018.

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## GROUP ENTITIES OF OUR COMPANY

As per the SEBI (ICDR) Regulations, 2018, for the purpose of identification of Group Companies, our Company has considered those companies as our Group companies with which there were related party transactions as per the Restated Financial Statements of our Company and other Companies as considered material by our Board. Further, pursuant to a resolution of our Board dated July 06, 2024 for the purpose of disclosure in relation to Group companies in connection with the Issue, a company shall be considered material and disclosed as a Group company if such company fulfills both the below mentioned conditions:

- a. Such company that forms part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations; and
- b. Our Company has entered into one or more transactions with such company exceeding 10% of total revenue of the Company as per Restated Financial Statements.

Based on the above, the following Companies are identified as our Group Company:

### 1. Franchise India Holdings Limited (“FIHL”)

#### Brief Corporate Information

FIHL was originally incorporated as “Franchise India Holdings Limited” on July 28, 2003 under the Companies Act, 1956 pursuant to certificate of incorporation issued by the Registrar of Companies, Registrar of Companies, Chandigarh. The CIN of FIHL is U74999CH2003PLC026230. The registered office of FIHL is situated at #2504sector 22 C Chandigarh, U T, India, 160022.

#### Current Nature of Activities/Business Activities

FIHL is currently engaged in the business to acquire, lease, exchange or otherwise any movable and immovable property, mine, mining rights, quarries and interest thereon.

#### Board of Directors

As on date of this Draft Red Herring Prospectus, the following are the Board of Directors of the FIHL:

Sr. No.	Name of Director	Designation	DIN
1.	Asha Marya	Director	03076216
2.	Ritu Marya	Director	06482671
3.	Sachin Marya	Director	01045300

#### List of Shareholders

As on date of this Draft Red Herring Prospectus, the following are the shareholders of the FIHL:

Sr. No.	Name of Shareholders	No. of Shares
1.	Sachin Marya	51000
2.	Ritu Marya	31000
3.	Asha Marya	17000
4.	Ashita Marya	100
5.	Rajbir Marya	700
6.	Durgesh Kumar Gupta	100
7.	Preetima Bhardwaj	100

## Financial Performance

The summary of financial performance for the last three financial years are as follow:

(₹ In Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Equity Share Capital	10.00	10.00	10.00
Other Equity	942.47	903.34	891.76
Revenue from Operations	2187.05	642.78	708.32
Profit/ (Loss) after tax	38.38	11.58	1.85
Earnings Per Share	38.77	11.69	2.34
Diluted Earnings Per Share	38.77	11.69	2.34

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## DIVIDEND POLICY

The declaration and payment of dividends, if any, will be recommended by our Board of Directors and approved by our shareholders at their discretion, subject to the provision of the Articles of Association and the Companies Act. The dividends, if any, will depend on a number of factors, including but not limited to the earnings, capital requirements and overall financial position of our Company.

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 we may enter into from time to time.

The dividend distribution policy of our Company was adopted and approved by our Board in their meeting held on July 06, 2024. Our Board may also, from time to time, pay interim dividends. The Board shall, *inter alia*, consider certain financial, internal and external parameters before declaring dividend including level of debt, capital expenditure requirement, working capital requirement and profit earned during the year. Our Company may also, from time to time, pay interim dividends. The objective of the dividend policy is rewarding its Shareholders and retaining capital for growth and ensuring fairness, sustainability, and consistency in distributing profits to Shareholders. For details in relation to risks involved in this regard, see “*Risk Factor*” on page no 29 of this Draft Red Herring Prospectus.

The details of the dividend paid by our Company on the Equity Shares during the last three Fiscals are given below:

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Number of equity shares at year/ period ended	2,23,513	10,000	10,000
Face value per equity shares (in ₹)	₹10	₹10	
Dividend Paid (in ₹Lakh)	Nil	Nil	Nil
Dividend per Equity Share (in ₹)	Nil	Nil	Nil
Rate of dividend (%)	Nil	Nil	Nil
Mode of payment of dividend	Not Applicable	Not Applicable	Not Applicable

In addition, our ability to pay dividends may be impacted by a number of factors, including restrictive covenants under the loan or financing arrangements our Company is currently availing of or may enter into to finance our fund requirements for our business activities. For further details, please see the section entitled “*Financial Statement as Restated*” on page no. 185 of this Draft Red Herring Prospectus.

The amount of dividend paid in the past is not necessarily indicative of the dividend policy of our Company or dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid or the amount thereof will be decreased in the future.



## SECTION IX - FINANCIAL INFORMATION

### FINANCIAL STATEMENT AS RESTATED

#### Independent Auditor's Report on Restated Financial Statements

To  
The Company  
**Franchiseindia.Com Limited**  
C/O- Sachin Marya, B-2/11, 1st Floor,  
Mohan Cooperative Industrial Estate, Badarpur  
New Delhi, Delhi, India, 110044

We have examined the attached restated standalone financial information of **"Franchiseindia.Com Limited"** (hereinafter referred to as "the Company" or "the Issuer") comprising the restated statement of assets and liabilities as at 31 March 2024, 31 March 2023 and 31 March 2022, restated statement of Profit and Loss and restated cash flow statement for the financial year ended on 31 March 2024, 31 March 2023 and 31 March 2022 and the summary statement of significant accounting policies and other explanatory information (collectively referred to as the **"restated standalone financial information"** or **"restated standalone financial statements"**) annexed to this report and initiated by us for identification purposes. These Restated Standalone Financial Statements have been prepared by the management of the Company and approved by the board of directors at their meeting in connection with the proposed Initial Public Offering on Emerge Platform (**"IPO"** or **"SME IPO"**) of NSE Limited (**"NSE"**) of the company.

1. These restated summary statements have been prepared in accordance with the requirements of:
  - (i) Section 26 of Part – I of Chapter III of Companies Act, 2013 (the **"Act"**) read with Companies (Prospectus and Allotment of Securities) Rules 2014;
  - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 (**"ICDR Regulations"**) and related amendments/ clarifications from time to time issued by the Securities and Exchange Board of India (**"SEBI"**);
  - (iii) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (**"Guidance Note"**)
2. The Company's Board of Directors is responsible for the preparation of the Restated Standalone Financial Statements for inclusion in the Draft Prospectus/Prospectus to be filed with Securities and Exchange Board of India (**"SEBI"**), SME platform of NSE Limited (**"NSE"**) and Registrar of Companies Delhi in connection with the proposed IPO. The Restated Standalone Financial Statements have been prepared by the management of the Company on the basis of preparation stated in Annexure IV to the Restated Standalone Financial Statements. The responsibility of the board of directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Statements. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations and the Guidance Note.
3. We have examined such Restated Standalone Financial Statements taking in to consideration:
  - (i) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 01 June, 2024, in connection with the proposed SME IPO; and
  - (ii) The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - (iii) Concepts of test checks and materiality to obtain reasonable assurance based on verification of

evidence supporting the Restated Standalone Financial Statements;

- (iv) The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. The Restated Standalone Financial Statements of the Company have been compiled by the management from:

- (i) The audit for the year 31 March 2024, 31 March 2023 and 31 March 2022 was conducted by Madhu Khajanchi & Co. Chartered Accountants Statutory Auditors. There are no material audit qualifications in the audit reports issued by the statutory and tax auditors for the financial year ended on 31 March 2023, 31 March 2022 which would require adjustments in the Restated Standalone Financial Statements of the Company. The financial report included for these years is based solely on the report submitted by them.
- (ii) We have Re-audited the Financial statements of the company in accordance with applicable standard as required under the SEBI ICDR regulations for the financial year ended on 31 March 2024, 31 March 2023, 31 March 2022 prepared in accordance with the Accounting Standards (Indian GAAP) which have been approved by the Board of Directors.
- (iii) Based on our examination and according to information and explanations given to us, we are of the opinion that the Restated Standalone Financial Statements:
  - a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/ reclassifications retrospectively for the financial year ended on 31 March 2024, 31 March 2023 and 31 March 2022.
  - b) do not require any adjustment for modification as there is no modification in the underlying audit reports;
  - c) there are no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
  - d) have been prepared in accordance with the Act, ICDR Regulations and Guidance Note.
  - e) Adequate disclosure has been made in the financial statements as required to be made by the issuer as per schedule III of the Companies Act, 2013.
  - f) The accounting standards prescribed under the Companies act, 2013 have been followed.
  - g) The financial statements present a true and fair view of the company's accounts.
- (iv) In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and engagement letter, we report that:
  - a) The **“Restated Summary Statement of Assets and Liabilities”** as set out in **Annexure I** to this report, 31 March 2024, 31 March 2023 and 31 March 2022 are prepared by the Company and approved by the Board of Directors. These Restated Summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV & V** to this Report.
  - b) The **“Restated Summary Statement of Profit and Loss”** as set out in **Annexure II** to this report, of the Company for the financial year ended on 31 March 2024, 31 March 2023 and 31 March 2022 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV & V** to this Report.
  - c) The **“Restated Summary Statement of Cash Flow”** as set out in **Annexure III** to this report, of the Company for the financial year ended on 31 March 2024, 31 March 2023 and 31 March 2022 are

prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV & V** to this Report.

- (v) We have also examined the following other financial information relating to the Company prepared by the management and as approved by the board of directors of the Company and annexed to this report relating to the Company for the financial year ended on 31 March 2024, 31 March 2023 and 31 March 2022 proposed to be included in the Draft Prospectus/Prospectus ("**Offer Document**").

<b>Annexure No.</b>	<b>Particulars</b>
<b>I</b>	<b>Restated Statement of Assets &amp; Liabilities</b>
I.1	Restated Statement of Share Capital
I.2	Restated Statement of Reserves & Surpluses
I.3	Restated Statement of Deferred Tax Liabilities/Assets
I.4	Restated Statement of Long Term Provisions
I.5	Restated Statement of Trade Payable
I.6	Restated Statement of Other Current Liabilities
I.7	Restated Statement of Short-Term Provisions
I.8	Restated Statement of Property, Plant and Equipment
I.9	Restated Statement of Long-Term Loans and Advances
I.10	Restated Statement of Trade Receivable
I.11	Restated Statement of Cash & Cash Equivalent
I.12	Restated Statement of Short-Term Loans and Advances
I.13	Restated Statement of Other Current Assets
<b>II</b>	<b>Restated Statement of Profit &amp; Loss</b>
II.1	Restated Statement of Revenue from operations
II.2	Restated Statement of Other Income
II.3	Restated Statement of Employees Benefit Expenses
II.4	Restated Statement of Other Expenses
II.5	Restated Statement of Financial Charges
II.6	Restated Statement of Provision for Taxation
<b>Other Annexures:</b>	
III	Statement of Cash Flow, As Restated
IV	Statement of Significant Accounting Policies
V	Notes to the Re-stated Financial Statements
VI	Statement of Accounting & Other Ratios, As Restated
VII	Statement of Capitalization, As Restated
VIII	Statement of Tax Shelter, As Restated
IX	Statement of Related Parties & Transactions
X	Statement of Dividends
XI	Changes in the Significant Accounting Policies
XII	Contingent Liabilities

- (vi) We, M/s. Kapish Jain & Associates, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the "Peer Review Board" of the ICAI.
- (vii) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by any other firm of chartered accountants, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

- (viii) We have no responsibility to update our report for events and circumstances occurring after the date of the report.
- (ix) Our report is intended solely for use of the Board of Directors for inclusion in the Offer Document in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **M/s Kapish Jain & Associates**,  
Chartered Accountants,  
Firm Registration No: 022743N

Sd/-

**CA Vikas Katyal**  
Partner  
Membership No: 512562  
**UDIN:** 24512562BKCUPV5431

**Date:** July 10, 2024  
**Place:** New Delhi

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## STANDALONE STATEMENT OF ASSETS &amp; LIABILITIES, AS RESTATED

(All amounts in ₹  
lacs, unless otherwise  
stated)

Particulars	Annexure No.	As at	As at	As at
		31st March, 2024	31st March, 2023	31st March, 2022
<b>Equity &amp; Liabilities</b>				
<b>1. Shareholders Fund</b>				
a) Share Capital	I.1	22.35	1.00	1.00
b) Reserves and Surplus	I.2	502.58	8.11	(1.89)
<b>Total Shareholder's Fund</b>		<b>524.93</b>	<b>9.11</b>	<b>(0.89)</b>
<b>2. Non Current Liabilities</b>				
a) Long Term Borrowings		-	-	-
b) Deferred Tax Liability	I.3	-	-	-
c) Other Non Current Liabilities		-	-	-
d) Long Term Provisions	I.4	19.11	13.08	14.11
<b>Total Non Current Liabilities</b>		<b>19.11</b>	<b>13.08</b>	<b>14.11</b>
<b>3. Current Liabilities</b>				
a) Short Term Borrowings		-	-	-
b) Trade Payables	I.5	2.97	2.16	3.18
c) Other Current Liabilities	I.6	112.16	31.40	17.93
d) Short Term Provisions	I.7	66.35	1.28	1.40
<b>Total Current Liabilities</b>		<b>181.48</b>	<b>34.84</b>	<b>22.51</b>
<b>Total Equity &amp; Liability</b>		<b>725.52</b>	<b>57.03</b>	<b>35.73</b>
<b>4. Non-Current Assets</b>				
a) Property, Plant and Equipment and Intangible Assets	I.8			
- Property, Plant and Equipment		0.97	0.04	0.04
- Intangible Assets		-	-	-
- Work-In-Progress		-	-	-
<b>Total Fixed Assets</b>		<b>0.97</b>	<b>0.04</b>	<b>0.04</b>
b) Non- current Investment		-	-	-
c) Deferred Tax Assets (Net)	I.3	5.73	3.99	4.30
d) Long Term Loans and Advances	I.9	4.61	0.51	-
e) Other Non - current Assets		-	-	-
<b>Total Non Current Assets</b>		<b>11.31</b>	<b>4.54</b>	<b>4.34</b>
<b>5. Current assets</b>				
a) Current Investments		-	-	-
b) Inventories		-	-	-
c) Trade Receivables	I.10	176.42	1.24	0.29
d) Cash and Cash Equivalents balances	I.11	477.24	43.38	28.38
e) Short Term Loans and advances	I.12	57.24	5.27	0.01
f) Other Current Assets	I.13	3.31	2.60	2.71
<b>Total Current Assets</b>		<b>714.21</b>	<b>52.49</b>	<b>31.39</b>
<b>Total Assets</b>		<b>725.52</b>	<b>57.03</b>	<b>35.73</b>

## STANDALONE STATEMENT OF PROFIT &amp; LOSS, AS RESTATED

*(All amounts in ₹ lacs,  
unless otherwise  
stated)*

Particulars	Annexure No.	For the year ended		
		31st March, 2024	31st March, 2023	31st March, 2022
I Revenue from Operations	II.1	1,466.50	352.02	463.86
II Other Income	II.2	7.05	2.86	1.10
<b>III Total Income (I+II)</b>		<b>1,473.55</b>	<b>354.88</b>	<b>464.96</b>
<b>IV Expenditure</b>				
(a) Cost of Services Consumed		-	-	-
(b) Employee Benefit Expenses	II.3	415.00	220.27	381.19
(c) Other Expenses	II.4	615.80	121.09	84.32
<b>V. Total Expenses</b>		<b>1,030.80</b>	<b>341.36</b>	<b>465.51</b>
<b>VI. Profit Before Interest, Depreciation and Tax</b>		<b>442.75</b>	<b>13.52</b>	<b>(0.55)</b>
VII. Depreciation and amortization expense	I.8	0.08	-	-
<b>VIII Profit Before Interest and Tax (VI-VII)</b>		<b>442.67</b>	<b>13.52</b>	<b>(0.55)</b>
IX Financial Charges		-	-	-
<b>X Profit Before Exceptional and Extraordinary Items and Taxes (VIII-IX)</b>		<b>442.67</b>	<b>13.52</b>	<b>(0.55)</b>
XI Exceptional Items - Prior period items		-	-	-
<b>XII Profit Before Extraordinary Items and Taxes (X-XI)</b>		<b>442.67</b>	<b>13.52</b>	<b>(0.55)</b>
XIII Extraordinary Items		-	-	-
<b>XIV Profit Before Tax (XII-XIII)</b>		<b>442.67</b>	<b>13.52</b>	<b>(0.55)</b>
<b>XV Tax Expenses</b>	II.5			
Current tax		127.16	3.21	1.81
Current tax for earlier year		-	-	-
Deferred tax charge/ (benefit)		(1.74)	0.31	(2.23)
MAT credit entitlement		-	-	-
<b>Total tax Expenses</b>		<b>125.42</b>	<b>3.52</b>	<b>(0.42)</b>
<b>Net Profit/(Loss) for the Year (XIV-XV)</b>		<b>317.25</b>	<b>10.00</b>	<b>(0.13)</b>
<b>Basic and Diluted Equity Per Share</b>		<b>2,997.60</b>	<b>100.01</b>	<b>(1.35)</b>

<b>STANDALONE STATEMENT OF CASH FLOW, AS RESTATED</b>		<i>(All amounts in ₹ lacs, unless otherwise stated)</i>		
<b>PARTICULARS</b>	<b>For the year ended</b>			
	<b>31st March, 2024</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>				
Profit Before Tax as per Profit & Loss A/c	442.67	13.52	(0.55)	
<b>Adjusted for :</b>				
a. Depreciation	0.08	-	-	
b. Interest Income	(7.05)	(2.86)	(1.10)	
<b>Operating profit before working capital changes</b>	<b>435.70</b>	<b>10.66</b>	<b>(1.65)</b>	
Adjusted for :				
a. Decrease / ( Increase ) in Trade Receivable	(175.15)	(0.93)	(0.10)	
b. Decrease / ( Increase ) in Long Term Loans and Advances	(4.10)	(0.51)	-	
c. Decrease / ( Increase ) in Short Term Loans and Advances	(51.97)	(5.25)	1.21	
d. Decrease / ( Increase ) in Other Assets	(0.73)	0.08	(0.55)	
e. Increase / ( Decrease ) in Trade Payables	0.81	(1.02)	(19.99)	
f. Increase / (Decrease) in Short Term Provisions	0.38	(0.12)	1.40	
g. Increase / (Decrease) in Long Term Provisions	6.02	(1.03)	14.11	
h. Increase / ( Decrease ) in Other current Liabilities	80.76	13.47	(12.62)	
<b>Cash generated from operations</b>				
Net Income Tax (Paid)/Refund	(62.47)	(3.21)	(1.81)	
<b>Net Cash Generated/(Used) From Operating Activities (A)</b>	<b>229.25</b>	<b>12.14</b>	<b>(20.00)</b>	
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
a. (Purchase) Sale of Fixed Assets	(1.01)	-		
b. Interest & Other Income	7.05	2.86	1.10	
<b>Net Cash Generated/(Used) From Investing Activities (B)</b>	<b>6.04</b>	<b>2.86</b>	<b>1.10</b>	
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
a. Interest & Finance Cost	-	-	-	
b. Proceeds from issues of equity shares	198.57	-	-	
c. ( Repayments ) / proceeds of long term borrowings	-	-	-	
d. ( Repayments ) / proceeds of short term borrowings	-	-	-	
<b>Net Cash Generated/(Used) From Financing Activities (C)</b>	<b>198.57</b>	<b>-</b>	<b>-</b>	
<b>Net Increase / ( Decrease ) in cash and cash equivalents</b>	<b>433.86</b>	<b>15.00</b>	<b>(18.90)</b>	
<b>Cash and cash equivalents at the beginning of the year</b>	<b>43.38</b>	<b>28.38</b>	<b>47.28</b>	
<b>Cash and cash equivalents at the end of the year</b>	<b>477.24</b>	<b>43.38</b>	<b>28.38</b>	
Notes:				
1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.				
2. The above statement should be read with the significant accounting policies and notes on financial statements appearing in Annexure IV & V respectively.				

Statement of Significant Accounting Policies		Annexure-IV
<b>1</b>	<b>Background</b>	
	<p>FRANCHISE INDIA.COM Private Limited hereinafter referred to as ("the Company") is engaged in the business of publisher, agents of publishers both local and foreign, suppliers, contractors, importers, exporters, tenders, printers and designers, the company was incorporated on 28 January, 2010.</p> <p>The Company is a private company incorporated and domiciled in India. The address of its registered office &amp; principal place of its business is at B-2/11, 1st Floor Mohan Cooperative Industrial Estate Badarpur (South Delhi) New Delhi 110044 IN</p>	
<b>2</b>	<b>Summary of significant accounting policies</b>	
<b>i</b>	<b>Basis of Preparation</b>	
	<p>The Restated Summary Statement of the Assets and Liabilities of the Company as at 31st March 2024, 31st March 2023 and 31st March 2022, the Restated Summary Statement of Profit and Loss and the Restated Summary Statement of Cash Flow thereof (collectively referred to as 'Restated Summary Statements') have been compiled by the management of the Company and have been prepared specifically for the purpose of inclusion in the offer document to be filed by the Company with the Securities and Exchange Board of India ('SEBI') in connection with the proposed Initial Public Offering (hereinafter referred to as 'IPO').</p> <p>These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under Section 133 of the Companies Act, 2013 read with rule 7 of the companies (Accounts) rules 2015. The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees.</p>	
<b>ii</b>	<b>Use of estimates</b>	
	<p>The preparation of the financial statements in conformity with the Indian GAAP requires the management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. Examples of such estimates include provision for diminution of investments, provision for doubtful debts, income taxes etc. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from the estimates and assumptions used in preparing the accompanying financial statements. Any differences of actual results to such estimates are recognized in the period in which the results are known / materialized.</p>	
<b>iii</b>	<b>Property, Plant and Equipment</b>	
	<b>Tangible assets</b>	
	<p>Tangible assets are stated at cost, less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, borrowing costs, if capitalization criteria are met and any cost attributable to bringing the assets to its working condition for its intended use which includes taxes, freight, and installation and allocated incidental expenditure during acquisition and exclusive of Input tax credit (IGST/CGST and SGST) or other tax credit available to the Company.</p> <p>When parts of an item of tangible assets have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.</p> <p>Subsequent expenditure relating to tangible assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.</p>	
	<b>Intangible assets</b>	
	<p>Acquired intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives. A rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use is considered by the management. The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly.</p>	
<b>iv</b>	<b>Depreciation on property, plant and equipment</b>	



	Based on management's evaluation, useful life prescribed in Schedule II of the Companies Act, 2013 represent actual useful life of property, plant and equipment. The Company uses written down value method and has used following useful lives to provide depreciation of different class of its property, plant and equipment.	
	<b>Particulars</b>	<b>Useful life in years</b>
	Computer	3
	The Company has adopted Schedule II to the Companies Act, 2013 which requires identification and determination of separate useful life for each major component of the property, plant and equipment, if they have useful life that is materially different from that of the remaining asset. (Component Accounting)	
	Depreciation on addition to tangible assets is provided on pro-rata basis from the date the assets are ready for intended use. Depreciation on sale/discard from tangible assets is provided for upto the date of sale, deduction or discard of tangible assets as the case may be.	
<b>v</b>	<b>Impairment of Assets</b>	
	The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets' net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.	
	After impairment, depreciation/amortization is provided on the revised carrying amount of the asset over its remaining useful life.	
<b>vi</b>	<b>Foreign currency translation</b>	
	<b>Initial recognition:</b>	
	Transactions in foreign currency are recorded on initial recognition at the exchange rate prevailing on the date of the transaction.	
	Monetary items (i.e. receivables, payables, loans etc.) denominated in foreign currency are reported using the closing exchange rate on each balance sheet date.	
	The exchange differences arising on the settlement of monetary items or on reporting these items at rates different from rates at which these were initially recorded/reported in previous financial statements are recognized as income/expense in the period in which they arise except that the exchange differences arising till the commissioning of fixed assets, relating to borrowed funds and liabilities in foreign currency for acquisition of the fixed assets are adjusted to the cost of fixed assets	
<b>vii</b>	<b>Revenue recognition</b>	
	Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be measured reliably. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.	
	<b>Interest income</b>	
	Interest income is recognised on a time proportion basis taking into account the amount outstanding and applicable interest rate.	
	<b>Revenue from sale of services</b>	
	Revenue from sale of services are accounted based on stage of completion of assignments, when there is reasonable certainty of its ultimate realisation.	
<b>viii</b>	<b>Investment</b>	
	<b>Non-Current Investment</b>	
	Non-current investments are investments intended to be held for a period of more than a year. Non-current investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments.	
	<b>Current Investment</b>	
	Current investments are investments intended to be held for a period of less than a year. Current investments are stated at the lower of cost and market value, determined on an individual investment basis.	
<b>ix</b>	<b>Cash and cash equivalents</b>	
	Cash and cash equivalents include cash in hand, demand deposits with banks. Bank overdrafts are shown within borrowings in current liabilities in balance sheet.	
<b>x</b>	<b>Employees Benefit</b>	

	<p>Employee benefits in the form of Provident Fund and Employee State Insurance Scheme are defined contribution plans and the contributions are charged to the Statement of Profit and Loss of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the respective funds.</p> <p>Short-term employee benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.</p>
	<p>Gratuity is a post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the balance sheet date. The defined benefit obligation is calculated at the balance sheet date by an independent actuary using the projected unit credit method. Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to the Statement of Profit and Loss in the year in which such gains or losses are determined.</p>
<b>xi</b>	<b>Income taxes</b>
	<p>Tax expense for the period comprises of current tax, deferred tax and Minimum alternate tax credit considered in determining the net profit or loss for the year.</p>
	<b>Current tax</b>
	<p>Provision for current tax is recognized on the basis of estimated taxable income for the current accounting year in accordance with the Income-tax Act, 1961.</p> <p>Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts, and there is an intention to settle the asset and the liability on a net basis.</p>
	<b>Deferred tax</b>
	<p>The deferred tax for timing differences between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the reporting date.</p> <p>Deferred tax charge or credit reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward of losses, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each balance sheet date and are written-down or written up to reflect the amount that is reasonably/virtually certain (as the case may be) to be realised.</p> <p>At each reporting date, the Company reassesses the unrecognized deferred tax assets, if any.</p>
	<b>Minimum alternate tax</b>
	<p>Minimum alternate tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The Company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the Statement of Profit and Loss and shown as “MAT Credit Entitlement.” The Company reviews the “MAT credit entitlement” asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.</p>
<b>xii</b>	<b>Leases</b>
	<b>Operating leases - As a lessee</b>
	<p>Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to Statement of Profit and Loss on a straight-line basis over the period of lease.</p>
<b>xiii</b>	<b>Provisions, Contingent Liability and Contingent Asset</b>
	<b>Provisions</b>

	<p>Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and are probable that there will be an outflow of resources.</p> <p>Contingent Liabilities are not recognized but are disclosed in the Financial Statements where substantial estimation is dependent on the happening of another event which cannot be adequately judged. Contingent assets are neither recognized nor disclosed in the financial statements.</p>
	<b>Contingent liabilities</b>
	A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.
	<b>Contingent assets</b>
	Contingent assets are neither recorded nor disclosed in the financial statements.
<b>xiv</b>	<b>Earnings Per Share</b>
	In arriving at the EPS, the company's net profit after tax, computed in terms of Indian GAAP, is divided by the weighted average number of equity shares outstanding on the last day of the reporting period. The EPS thus arrived at is known as 'Basic EPS'. To arrived at the diluted EPS the net profit after tax, referred above, is divided by the weighted average number of equity shares, as computed above and the weighted average number of equity shares that could have been issued on conversion of shares having potential dilutive effect subject to the terms of issue of those potential shares. The dates of issue of such potential shares determine the amount of the weighted average number of potential equity shares.

**NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS, AS RESTATED**

<b>Restated Statement of Share Capital</b>		<i>(All amounts in ₹ lacs, unless otherwise stated)</i>	
			<b>Annexure – I.1</b>
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March, 2024</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>
<b>Authorised Share Capital</b>			
No. of equity share of Rs. 10/- each	75,00,000	50,000	50,000
Authorised Share Capital	750.00	5.00	5.00
<b>Issued, Subscribed &amp; Fully Paid-up</b>			
No. of equity share of Rs. 10/- each	2,23,513	10,000	10,000
Issued, Subscribed & Fully Paid-up	22.35	1.00	1.00
<p>Note: The Company has one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. All shareholders are equally entitled to dividend. In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the Company (after distribution of all preferential amounts, if any) in the proportion of equity shares held by the shareholders.</p>			

<b>Reconciliation of No. of Shares Outstanding at the end of the year</b>			
<i>(No. of Equity Shares)</i>			
<b>Particulars</b>	<b>As at</b>		
	<b>31st March, 2024</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>
Shares outstanding at the beginning of the year	10,000	10,000	-
Shares issued during the year	2,13,513	-	10,000
Bonus Issued during the year	-	-	-
<b>Share outstanding at the end of the year</b>	<b>2,23,513</b>	<b>10,000</b>	<b>10,000</b>

<b>Details of Shareholders holding more than 5% of the aggregate shares in the company</b>			
<b>Name of shareholders</b>	<b>As at</b>		
	<b>31st March, 2024</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>
<b><i>Sachin Marya</i></b>			
No. of Shares	1,68,540	1	1
% of holding	75.41%	0.01%	0.01%
<b><i>Franchise India Holding Ltd</i></b>			
No. of Shares	-	9,999	9,999
% of holding	0.00%	99.99%	99.99%
<b><i>Ashita Marya</i></b>			
No. of Shares	47,311	-	-
% of holding	21.17%	0.00%	0.00%

<b>Details of The Shareholding pattern of the promoters at the year end as follows:</b>			
<b>Name of the Promoters</b>	<b>As at 31st March, 2024</b>		
	<b>No. of Shares Held</b>	<b>% of Holding</b>	<b>% Change during the year</b>
Sachin Marya	1,68,540	75.41%	75.40%

Franchise India Holding Ltd	4,900	2.19%	-97.80%
Ashita Marya	47,311	21.17%	0.00%
Preetima Bhardwaj	1,816	0.81%	0.00%
<b>Name of the Promoters</b>	<b>As at 31st March, 2023</b>		
	<b>No. of Shares Held</b>	<b>% of Holding</b>	<b>% Change during the year</b>
Sachin Marya	1	0.01%	-
Franchise India Holding Ltd	9,999	99.99%	-
-			
<b>Name of the Promoters</b>	<b>As at 31st March, 2022</b>		
	<b>No. of Shares Held</b>	<b>% of Holding</b>	<b>% Change during the year</b>
Sachin Marya	1	0.01%	-
Franchise India Holding Ltd	9,999	99.99%	-

#### Annexure – I.2

#### Restated Statement of Reserve & Surplus

Particulars	As at		
	31st March, 2024	31st March, 2023	31st March, 2022
<b>Statement of Profit &amp; Loss</b>			
Opening balance	8.11	(1.89)	(1.76)
Add: Profit for the year	317.25	10.00	(0.13)
<b>Total</b>	<b>325.36</b>	<b>8.11</b>	<b>(1.89)</b>
Less: Utilised for Bonus Issue	-	-	-
Less: Other adjustment	-	-	-
<b>Balance as at the end of the year</b>	<b>325.36</b>	<b>8.11</b>	<b>(1.89)</b>
Security Premium Reserve	-	-	-
Addition during the year	177.22		
<b>Balance as at the end of the year</b>	<b>177.22</b>	<b>8.11</b>	<b>(1.89)</b>
Revaluation Reserves	-	-	-
Other Reserves, If Any (Please Specify)	-	-	-
<b>Total Reserve &amp; Surplus</b>	<b>502.58</b>	<b>8.11</b>	<b>(1.89)</b>

#### Restated Statement of Deferred Tax Liabilities/Assets

Particulars	As at		
	31st March, 2024	31st March, 2023	31st March, 2022
<b>Deferred Tax Assets/Liabilities Provision</b>			
WDV As Per Companies Act 2013	0.98	0.04	0.04
WDV As Per Income tax Act	0.78	0.01	0.01
Difference in WDV	<b>0.19</b>	<b>0.03</b>	<b>0.03</b>
Provision for employee benefits (Gratuity & Leave encashment)	(20.76)	(14.36)	(15.51)
<b>(DTA)/DTL</b>	<b>(5.72)</b>	<b>(3.99)</b>	<b>(4.31)</b>
<b>Deferred Tax Assets Provision</b>			

Opening Balance of (DTA)/DTL	(3.99)	(4.30)	(2.07)
Add: Provision for the year	(1.74)	0.31	(2.23)
<b>Closing Balance of (DTA)/DTL</b>	<b>(5.73)</b>	<b>(3.99)</b>	<b>(4.30)</b>

Restated Statement of Long Term Provision		Annexure – I.4	
		As at	
Particulars	31st March, 2024	31st March, 2023	31st March, 2022
Provision for Gratuity	19.11	13.08	14.11
<b>Total</b>	<b>19.11</b>	<b>13.08</b>	<b>14.11</b>

Annexure – I.5			
Restated Statement of Trade Payables			
Particulars	As at		
	31st March, 2024	31st March, 2023	31st March, 2022
<b>Trade Payables</b>			
- MSME*	-	-	-
- Others	2.97	2.16	3.18
- Disputed dues - MSME*	-	-	-
- Disputed dues - Others	-	-	-
<b>Total</b>	<b>2.97</b>	<b>2.16</b>	<b>3.18</b>
*MSME as per the Micro, Small and Medium Enterprises Development Act, 2006.			

Ageing Analysis of Trade Payables					
Particulars	Outstanding for following periods from due date of payment				
	As at 31st March, 2024				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	2.97	-	-	-	<b>2.97</b>
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Ageing Analysis of Trade Payables					
Particulars	Outstanding for following periods from due date of payment				
	As at 31st March 2023				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	2.16	-	-	-	<b>2.16</b>
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

Particulars	Outstanding for following periods from due date of payment				
	As at 31st March 2022				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	3.18	-	-	-	<b>3.18</b>
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-

Annexure – I.6			
Restated Statement of Other Current Liabilities			
Particulars	As at		
	31st March, 2024	31st March, 2023	31st March, 2022
Current maturity of long term borrowings	-	-	-
Statutory Dues Payable	31.39	9.62	3.47
Security Deposit	4.00	-	-
Salary and Wages Payables	-	-	-
Other payable	1.63	1.56	8.40
Advances from Customer	75.14	20.22	6.06
<b>Total</b>	<b>112.16</b>	<b>31.40</b>	<b>17.93</b>

Restated Statement of Short Term Provision			
Particular	As at	As at	As at
	31st March, 2024	31st March, 2023	31st March, 2022
Provision for Income Tax Current for the Year	64.70	-	-
Provision for Gratuity	1.65	1.28	1.40
Provision for Leave Encashment	-	-	-
<b>Total</b>	<b>66.35</b>	<b>1.28</b>	<b>1.40</b>

Annexure – I.8			
Restated Statement of Fixed Assets			
Particulars	As at	As at	As at
	31st March, 2024	31st March, 2023	31st March, 2022
<i>Computers &amp; Other Accessories</i>			
Gross Block - Opening Balance	1.12	1.12	1.12
Addition/Sale during the year	1.01	-	-
<b>Gross Block - Closing Balance</b>	<b>2.13</b>	<b>1.12</b>	<b>1.12</b>
Accumulated Depreciation - Opening Balance	1.08	1.08	1.08
Depreciation during the year	0.08	-	-
<b>Accumulated Depreciation - Closing Balance</b>	<b>1.16</b>	<b>1.08</b>	<b>1.08</b>
<i>Net Block</i>	<b>0.97</b>	<b>0.04</b>	<b>0.04</b>

Restated Statement of Long Term Loans & Advances			
Particulars	As at	As at	As at
	31st March, 2024	31st March, 2023	31st March, 2022
Capital advances	-	-	-
Security deposits	4.61	0.51	-
Other long term advances	-	-	-
<b>Total</b>	<b>4.61</b>	<b>0.51</b>	<b>-</b>

Restated Statement of Trade Receivables			
Particulars	As at		
	31st March, 2024	31st March, 2023	31st March, 2022
Secured & Considered Good	-	-	-
Unsecured & Considered Good	176.42	1.24	0.29
Doubtful	-	-	-
-Unsecured & Considered Good	-	-	-
<b>Total</b>	<b>176.42</b>	<b>1.24</b>	<b>0.29</b>

Ageing Schedule of Trade Receivable						
Particulars	Outstanding for following periods from due date of payment					
	As at 31st March, 2024					
	Less than 6 Month	6 Months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	176.42	-	-	-	-	<b>176.42</b>
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

Ageing Schedule of Trade Receivable						
Particulars	Outstanding for following periods from due date of payment					
	As at 31st March, 2023					
	Less than 6 Month	6 Months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	1.24	-	-	-	-	<b>1.24</b>
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-



Ageing Schedule of Trade Receivable						
Particulars	Outstanding for following periods from due date of payment					
	As at 31st March 2022					
	Less than 6 Month	6 Months-1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	0.29	-	-	-	-	<b>0.29</b>
(ii) Undisputed Trade Receivables – considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-

Annexure – I.11			
Restated Statement of Cash and Cash Equivalents			
Particulars	As at	As at	As at
	31st March, 2024	31st March, 2023	31st March, 2022
Cash in hand	2.57	1.78	1.24
Balance With Bank (in Current Accounts)	474.67	41.60	27.14
Cheque in Hand	-	-	-
<b>Total</b>	<b>477.24</b>	<b>43.38</b>	<b>28.38</b>

Restated Statement of Short Term Loans and Advances			
Particulars	As at	As at	As at
	31st March, 2024	31st March, 2023	31st March, 2022
<b>Loans and Advances to others Unsecured, Considered Good</b>			-
Advances to suppliers	51.81	3.34	0.01
Others advances	5.43	1.93	-
<b>Total</b>	<b>57.24</b>	<b>5.27</b>	<b>0.01</b>

Annexure – I.13			
Restated Statement of Other Current Assets			
Particulars	As at	As at	As at
	31st March, 2024	31st March, 2023	31st March, 2022
Mat credit entitlement	-	0.55	0.03
Interest accrued but not Received	3.31	0.65	0.20
Balance with Government authorities	-	1.40	2.48
<b>Total</b>	<b>3.31</b>	<b>2.60</b>	<b>2.71</b>

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS, AS RESTATED

(All amounts in ₹ lacs, unless otherwise stated)

Annexure –II.1

Restated Statement of Revenue from operations

Particulars	For the year ended	For the year ended	For the year ended
	31st March, 2024	31st March, 2023	31st March, 2022
<b>Sale of Products</b>			
Sales from Operations	1,466.50	352.02	463.86
<b>Total</b>	<b>1,466.50</b>	<b>352.02</b>	<b>463.86</b>

Annexure –II.2

Restated Statement of Revenue from Other Income

Particulars	For the year ended	For the year ended	For the year ended
	31st March, 2024	31st March, 2023	31st March, 2022
Interest received on deposits with banks and others	6.84	2.86	1.10
Interest on I T Refund	0.03		
Other Income	0.18	-	-
<b>Total</b>	<b>7.05</b>	<b>2.86</b>	<b>1.10</b>

Annexure –II.3

Restated Statement of Employees Benefit Expenses

Particulars	For the year ended	For the year ended	For the year ended
	31st March, 2024	31st March, 2023	31st March, 2022
Salaries, Wages & Bonus	404.52	216.30	365.68
Gratuity expenses	8.84	3.61	15.51
Contribution to Provident and Other Funds	-	-	-
Staff Welfare	1.64	0.36	-
<b>Total</b>	<b>415.00</b>	<b>220.27</b>	<b>381.19</b>

Annexure –II.4

Restated Statement of Other Expenses

Particulars	For the year ended	For the year ended	For the year ended
	31st March, 2024	31st March, 2023	31st March, 2022
Audit remuneration	0.35	0.25	0.25
Internet & Telephone expenses	2.38	-	0.04
Advertisement Expenses	33.81	-	-
Courier Expenses	4.83	1.36	2.02
Donation expenses	0.11	-	-
Electricity & Fuel power expenses	2.12	2.06	0.60
Legal & professional expenses	23.00	7.93	6.64
lease & License Fees	59.65	43.42	52.04
Office expenses	22.30	18.36	7.53
Printing & stationery	9.10	3.52	3.84
Repair & maintenance			
-Building	12.50	11.90	5.94
-Others	0.42	0.46	-

Travelling and conveyance expenses	23.29	6.36	3.42
Event Exp.	410.45	24.70	0.89
Rates and taxes	8.36	-	-
Bank Charges	3.11	0.75	1.11
Other miscellaneous expenses	0.02	0.02	(0.00)
<b>Total</b>	<b>615.80</b>	<b>121.09</b>	<b>84.32</b>

Annexure –II.5			
Restated Statement of Provision For Taxation			
	For the year ended	For the year ended	For the year ended
Particulars	31st March, 2024	31st March, 2023	31st March, 2022
Current Tax	127.16	3.21	1.81
Deferred tax charge/ (benefit)	(1.74)	0.31	(2.23)

ANNEXURE –V				
Other notes to restated financial statements				(All amounts in ₹ lacs, unless otherwise stated)
<b>1</b>	<b>Non-adjustment Items:</b>			
	No Audit qualifications for the respective periods which require any corrective adjustment in these Restated Financial Statements of the Company have been pointed out during the restated period.			
<b>2</b>	<b>Material Regroupings:</b>			
	Appropriate adjustments have been made in the restated summary statements of Assets and Liabilities, Profit & Loss and Cash flows wherever required by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the requirements of the SEBI Regulations.			
<b>3</b>	<b>Material Adjustments in Restated Profit &amp; Loss Account:</b>			
	<b>Particulars</b>	<b>For the period and year ended</b>		
		<b>31 March 2024</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
	Net profit after tax as per audited accounts but before adjustments for restated accounts:	324.03	9.14	13.15
	Adjustment in employee benefit expenses	(6.40)	1.15	(15.51)
	Adjustment for provision of Income Tax.	(2.16)	(0.00)	(0.00)
	Adjustment for Provision of Deferred Tax in respect of timing differences between taxable income and accounting Income	1.78	(0.29)	2.23
	<b>Profit after Tax as per restated</b>	<b>317.25</b>	<b>10.00</b>	<b>(0.13)</b>
	Explanatory notes to the above restatements to profits made in the audited Standalone Financial Statements of the Company for the respective years:			
	<b>a) Adjustment for change in employee benefit expenses:</b> The Company has not been recognised gratuity expenses in Statement of Profit and Loss as per requirement of AS-15 "Employee benefits", now it has been recognised in Statement of Profit and Loss account.			
	<b>b) Adjustment for provision of Income Tax:</b> Current tax expenses restated as per Statement of Tax Shelters due to changes made as mentioned in point no. (a) above.			

	<b>c) Adjustment for provision of Deferred Tax:</b> Deferred tax expenses restated due to timing differences of changes made as mentioned in point no. (a) above., which has now been restated and impact has been given in the respective periods at income tax rates as applicable to the respective periods			
<b>Material Adjustments in Restated Assets &amp; liability Statement:</b>				
<b>Particulars</b>		<b>For the period and year ended</b>		
		<b>31 March 2024</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
	<b>Audited shareholder's Funds</b>	<b>544.13</b>	<b>21.53</b>	<b>12.39</b>
	Adjustment in employee benefit expenses	(6.40)	1.15	(15.51)
	Adjustment for provision of Income Tax & Deferred Tax	(0.38)	(0.29)	2.23
	Opening Balances	(12.42)	(13.28)	-
	<b>Shareholder's Funds as per restated financials</b>	<b>524.93</b>	<b>9.11</b>	<b>(0.89)</b>
<b>4</b>	<b>Details of dues to Micro and Small Enterprises as defined under the MSMED Act, 2006</b>			
	Under the Micro, Small and Medium Enterprises Development Act, 2006 which came into force from 2nd October 2006, certain disclosures are required to be made relating to Micro and Small Enterprises.			
	The Management has identified enterprises which have provided goods and services to the Company and which qualify under the definition of micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of amounts payable to such enterprises as at year end has been made based on the information available with the Company. The information has been determined to the extent such parties have been identified on the basis of information available with the Company. Auditors have placed reliance on such information provided by the Management.			
<b>Particulars</b>		<b>For the period and year ended</b>		
		<b>31 March 2024</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
	Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	-	-	-
	Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end.	-	-	-
	Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-	-
	Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year.	-	-	-
	Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-	-
	Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-	-
	Amount of interest due and payable for the year 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 MSMED Act.	-	-	-
	Interest accrued and remaining unpaid as at the end of year.	-	-	-
	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	-	-	-
<b>5</b>	Other figures of the previous years have been regrouped/reclassified and rearranged wherever necessary.			

6	As required under SEBI (ICDR) Regulations, the Statement of Assets and Liabilities has been prepared after deducting the balance outstanding on revaluation reserve account from both fixed assets and reserves and the net worth arrived at after such deductions.			
7	<b>Expenditure/Earnings in Foreign currency (on accrual basis).</b>			
	<b>Particulars</b>	<b>For the period and year ended</b>		
		<b>31 March 2024</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
	Expenditure in Foreign Currency	9.03	20.48	22.80
	Export of Services in Foreign Currency	-	-	-
8	<b>Trade Receivables, Trade Payables, Borrowings, Loans &amp; Advances and Deposits</b>			
	Balances of Trade Receivables, Trade Payables, Borrowings, Loans & Advances and Deposits are subject to confirmation and reconciliation.			
	<b>Employee benefits plans</b>			
9	<b>A. Defined contribution plans:</b>			
	The Company makes Provident fund and Employee State Insurance Scheme contribution which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to the fund. The contribution payable to these plans by the Company are at rates specified in the rules of the schemes. Employer's contribution to Provident Fund and Employee's State Insurance Scheme recognised as expenses in the Statement of Profit and Loss for the year are as under:			
	<b>Particulars</b>	<b>For the period and year ended</b>		
		<b>31 March 2024</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
	Contribution to provident fund and other funds	-	-	-
	<b>B. Defined benefit plans:</b>			
	The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service.			
	<b>i) Amount recognised in the statement of profit and loss is as under :</b>			
	<b>Particulars</b>	<b>Gratuity Benefits</b>		
		<b>For the period and year ended</b>		
		<b>31 March 2024</b>	<b>31 March 2023</b>	<b>31 March 2022</b>
	Current service cost	3.43	1.80	1.68
	Past service cost including curtailment gains/losses	-	-	13.83
	Interest cost	1.06	1.12	-
	Actuarial (gain)/loss, net	4.36	0.70	-
	Amount recognised during the year	8.84	3.61	15.51
	<b>ii) Movement in the present value of defined benefit obligation recognised in the balance sheet is as under :</b>			

Particulars	Gratuity Benefits		
	For the period and year ended		
	31 March 2024	31 March 2023	31 March 2022
<b>Present value of defined benefit obligation as at the start of the year</b>	14.36	15.51	-
Current service cost	3.43	1.80	1.68
Past service cost	-	-	13.83
Interest cost	1.06	1.12	-
Actuarial (gain)/loss on obligation	4.36	0.70	-
Benefits paid	(2.45)	(4.76)	
<b>Present value of defined benefit obligation as at the end of the year</b>	20.76	14.36	15.51
<b>Current position of obligation as at the end of the year</b>	1.65	1.28	1.40
<b>Non-current position of obligation as at the end of the year</b>	19.11	13.08	14.11
<b>iii) Economic assumptions:</b>			
The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yield available on the Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate takes account of inflation, seniority, promotion and other relevant factors on long term basis.			
Particulars	As at		
	31 March 2024	31 March 2023	31 March 2022
Discount rate	7.27	7.39	7.22
Salary growth rate	8.00	8.00	8.00
<b>iv) Demographic assumptions:</b>			
	As at		
	31 March 2024	31 March 2023	31 March 2022
Retirement age	60	60	60
Mortality table	IALM (2012 - 14)	IALM (2012 - 14)	IALM (2012 - 14)
Withdrawal rates	10%	10%	10%
<b>v) Sensitivity analysis for defined benefit obligation</b>			
	As at		
	31 March 2024	31 March 2023	31 March 2022
<b>Impact of the change in discount rate</b>			
Present value of obligation at the end of the year	<b>20.76</b>	<b>14.36</b>	<b>15.51</b>
- Impact due to increase of 0.50 %	(0.81)	0.55	(0.55)
- Impact due to decrease of 0.50 %	0.87	0.58	6.27
<b>Impact of the change in salary increase</b>			
Present value of obligation at the end of the year	<b>20.76</b>	<b>14.36</b>	<b>15.51</b>
- Impact due to increase of 0.50 %	0.86	0.58	0.62

	- Impact due to decrease of 0.50 %	(0.81)	(0.55)	(0.59)
	The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation recognised in the balance sheet.			
	The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to prior period.			
<b>Notes:</b>				
	(1) The above figures have been extracted from the actuarial valuation report issued by M/s Charan Gupta Consultants Pvt. Ltd. vide certificate reference number - CGCPL/27586/132/34/G/212, CGCPL/27588/132/34/G/212, CGCPL/27600/132/34/G/212 Dated-13 May 2024 For the Period/Year ended 31 March 2022, 31 March 2023, 31 March 2024 respectively.			
<b>10</b>	<b>Re-grouping/re-classification of amounts</b>			
	The figures have been grouped and classified wherever they were necessary and have been rounded off to the nearest rupee.			
<b>11</b>	<b>Examination of Books of Accounts &amp; Contingent Liability</b>			
	The list of books of accounts maintained is based on information provided by the assessee and is not exhaustive. The information in audit report is based on our examination of books of accounts presented to us at the time of audit and as per the information and explanation provided by the assessed at the time of audit.			
<b>12</b>	<b>Director Personal Expenses</b>			
	There are no director personal expenses debited to the profit and loss account. However, personal expenditure if included in expenses like telephone, travelling expenses etc. are not identifiable or separable.			
<b>13</b>	The name of the Company has been changed from 'Franchiseindia.Com Private Limited' to 'Franchiseindia.Com Limited' vide fresh Certificate of Incorporation received from Ministry of Corporate Affairs dated 22 June 2024.			
<b>14</b>	<b>Deferred Tax Asset/Liability: [AS-22]</b>			
	The Company has created Deferred Tax Asset/Liability as required by Accounting Standard (AS)-22.			

**ANNEXURE –VI**

<b>Statement of Accounting &amp; Other Ratios, As Restated</b> <i>(All amounts in ₹ lacs, unless otherwise stated)</i>			
<b>Particulars</b>	<b>31st March, 2024</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>
Net Profit as Restated	317.25	10.00	(0.13)
Add: Depreciation	0.08	-	-
Add: Interest on Loan	-	-	-

Add: Income Tax/Deferred Tax	125.42	3.52	(0.42)
Add: Exceptional item	-	-	-
<b>EBITDA</b>	<b>442.75</b>	<b>13.52</b>	<b>(0.55)</b>
<b>EBITDA Margin (%)</b>	<b>30.19%</b>	<b>3.84%</b>	<b>-0.12%</b>
Opening Net Worth as Restated	9.11	(0.89)	(0.76)
Closing Net Worth as Restated	524.93	9.11	(0.89)
Average Net Worth as Restated	267.02	4.11	(0.82)
<b>Return on Net worth (%) as Restated</b>	<b>118.81%</b>	<b>243.37%</b>	<b>16.36%</b>
Equity Share at the end of year (in Nos.)	2,23,513	10,000	10,000
Weighted No. of Equity Shares	10,583	10,000	10,000
<b>Basic &amp; Diluted Earnings per Equity Share as Restated</b>	<b>2,997.60</b>	<b>100.01</b>	<b>(1.35)</b>
<b>Net Asset Value per Equity share as Restated</b>	<b>4,959.99</b>	<b>91.10</b>	<b>(8.91)</b>
Nominal Value per Equity share (Rs.)	22.35	1.00	1.00
Current Assets (A)	714.21	52.49	31.39
Current Liabilities (B)	181.48	34.84	22.51
<b>Current Ratio (A/B)</b>	<b>3.94</b>	<b>1.51</b>	<b>1.39</b>
Debt	-	-	-
Equity	524.93	9.11	(0.89)
<b>Debt Equity Ratio (In Times)</b>	<b>-</b>	<b>-</b>	<b>-</b>
EBIT	442.67	13.52	(0.55)
Interest+Principal	-	-	-
<b>Debt Service Coverage Ratio</b>	<b>-</b>	<b>-</b>	<b>-</b>
PAT	317.25	10.00	(0.13)
Average Shareholder's Fund	267.02	4.11	(0.82)
<b>Return On Equity (%)</b>	<b>118.81%</b>	<b>243.37%</b>	<b>16.36%</b>
Opening Trade Receivable	1.24	0.29	0.19
Closing Trade Receivable	176.42	1.24	0.29
Avg Trade Receivable	88.83	0.76	0.24
Revenue From Operation	1,466.50	352.02	463.86
<b>Trade Receivables turnover ratio (In times)</b>	<b>16.51</b>	<b>460.79</b>	<b>1,925.04</b>
Other Expenses	615.80	121.09	84.32
Opening Trade Payable	2.16	3.18	23.16
Closing Trade Payable	2.97	2.16	3.18
Average Trade Payable	2.57	2.67	13.17
<b>Trade Payable Ratio (In Times)</b>	<b>240.07</b>	<b>45.31</b>	<b>6.40</b>
Revenue From Operation	1,466.50	352.02	463.86
Average Working Capital	275.19	13.27	3.01
<b>Net Capital Turnover Ratio (In Times)</b>	<b>5.33</b>	<b>26.54</b>	<b>154.27</b>
Revenue From Operation	1,466.50	352.02	463.86
PAT	317.25	10.00	(0.13)
<b>N P Ration (In %)</b>	<b>21.63%</b>	<b>2.84%</b>	<b>-0.03%</b>
EBIT	442.67	13.52	(0.55)
Opening Capital Employed	22.19	13.22	(0.75)
Closing Capital Employed	544.04	22.19	13.22



Average Capital Employed	283.11	17.70	6.23
<b>Restated PAT as per P&amp;L Account</b>	<b>317.25</b>	<b>10.00</b>	<b>(0.13)</b>
<b>Return on Capital Employed (In %)</b>	<b>112.06%</b>	<b>56.49%</b>	<b>-2.16%</b>
Net PAT	317.25	10.00	(0.13)
Opening shareholder's fund	9.11	(0.89)	(0.76)
Closing shareholder's fund	524.93	9.11	(0.89)
Average shareholder's fund	267.02	4.11	(0.82)
<b>Return on Investments (In %)</b>	<b>118.81%</b>	<b>243.37%</b>	<b>16.36%</b>
Note:-			
EBITDA Margin = EBITDA/Revenue from operations			
Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year			
Return on Net worth (%) = Restated Profit after taxation / Average Net worth x 100			
Net asset value/Book value per share (₹) = Net worth / No. of equity shares			
The Company does not have any revaluation reserves or extra-ordinary items.			

## ANNEXURE –IX

### Statement of Related Parties & Transactions *(All amounts in ₹ lacs, unless otherwise stated)*

The Company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per accounting standard 18 issued by Institute of Chartered Accountants of India.

Name of the key managerial personnel/Entity/Relative of KMPs	Relationship
Ritu Marya	Director
Sachin Marya	Managing Director
Sachin Marya (w.e.f. 05 July 2024)	Chief Financial Officer
Ashita Marya	Director
Aashish K Bhatt (w.e.f. 24 June 2024)	Company Secretary
Franchise India Holdings Limited (till 07 March 2024)	Holding Company

### Transactions with Related Parties:

Particulars	For the year ended	For the year ended	For the year ended
	31st March, 2024	31st March, 2023	31st March, 2022
<b>Rent</b>			
Franchise India Holding Limited	43.93	42.00	42.00
<b>Sales</b>			
Entrepreneur Inda Media Pvt. Ltd.	-	-	10.46
Franchise India Holdings Limited	150.00	-	-
<b>Balance outstanding at year end</b>			
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March, 2024</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>
<b>Current A/c</b>			
Sachin Marya	-	0.04	7.52
Ashita Marya	-	-	0.40
<b>Sales</b>			
Entrepreneur Inda Media Pvt. Ltd.	-	-	0.32

**ANNEXURE –X**

<b>Statement of Dividends</b>	-	-	-
No Dividend Paid till Date	-	-	-

**ANNEXURE –XI**

<b>Changes in the Significant Accounting Policies</b>			
There have been no changes in the accounting policies of the company for the period covered under audit.			

**ANNEXURE –XII**

<b>Contingent Liabilities:</b>			
<b>Particulars</b>	<b>As at</b>	<b>As at</b>	<b>As at</b>
	<b>31st March, 2024</b>	<b>31st March, 2023</b>	<b>31st March, 2022</b>
a. Estimated amount of contracts remaining to be executed and not provided for	-	-	-
b. Claims against the Company not acknowledged as debt	-	-	-
c. Bank Guarantees	-	-	-
d. Outstanding Tax Demand with Respect to any Revenue Authorities	-	-	-

*(This space has been intentionally left blank)*

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*You should read the following discussion in conjunction with our restated financial statements attached in the chapter titled “Financial Information of the Company” beginning on page no. 185 You should also read the section titled “Risk Factors” on page no 29 and the section titled “Forward Looking Statements” on page no 22 of this Draft Red Herring Prospectus, which discusses a number of factors and contingencies that could affect our financial condition and results of operations. The following discussion relates to us, and, unless otherwise stated or the context requires otherwise, is based on our Restated Financial Statements.*

*Our financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditor which is included in this Draft Red Herring Prospectus under “Financial Statements”. The Restated Financial Information has been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. Our financial year ends on March 31 of each year, and all references to a particular financial year are to the twelve-month period ended March 31 of that year.*

### Business Overview

Our Company was originally incorporated as a Private Limited Company under the name of “**Startup Publication India Private Limited**” on January 28, 2010 under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi & Haryana. Further pursuant to a resolution passed by our shareholders at extra ordinary general meeting held on December 14, 2020, name of our Company was changed from “**Startup Publication India Private Limited**” to “**Franchiseindia.com Private Limited**” and a fresh Certificate of Incorporation pursuant to change in name of the Company dated December 29, 2020 was issued by the Registrar of Companies, NCT of Delhi & Haryana. Subsequently our Company was converted into Public Limited pursuant to resolution passed by our shareholders at extra ordinary general meeting held on April 20, 2024 and a fresh Certificate of Incorporation pursuant to conversion into public limited dated June 22, 2024 issued by the Registrar of Companies, Central Processing Centre.

Franchise India was founded in 1999. Today, Franchise India stands as a leading franchise solutions provider. Our expertise encompasses franchising, retail, and licensing, facilitating successful partnerships between investors and businesses seeking expansion. Our esteemed reputation is built on four pillars: in-depth Knowledge, Opportunity, an extensive network, and proven success. These foundational elements continue to drive our achievements.

We've embraced the challenges and triumphs of orchestrating large- and small-scale events across over 100+ cities nationwide and internationally too. Our commitment to excellence extends beyond physical exhibitions to include our online platform, franchiseindia.com, Retailer.com, Entrepreneur.com & restaurantindia.com and the esteemed magazines, The Franchising World, Retailer, and Entrepreneur.

FIPL is a leading player in the Indian franchise solutions company. Established in 2010, FIPL has a long history of facilitating successful franchise partnerships in India. FIPL plays a significant role in the Indian franchising ecosystem. Our comprehensive services, extensive experience, and industry publications establishes us as a valuable resource for both franchisors and aspiring franchisees seeking to navigate the Indian franchise landscape.

Franchiseindia.com has unique business opportunities in Premium, Domestic and International domain. For our readers who seek opportunities, we have segregated various spectrum of sections like What's New for Industry articles and stories, Interviews section for Company/People profile and the news section which offers a daily dose of what's happening in franchising across the world.

FIPL has a long history of facilitating successful franchise partnerships in India. FIPL plays a significant role in the Indian franchising ecosystem. Our comprehensive services, extensive experience, and industry publications establishes us as a valuable resource for both franchisors and aspiring franchisees seeking to navigate the Indian franchise landscape.

Promoters of our company are Mr. Sachin Marya, Ms. Ritu Marya, Ms. Ashita Marya and Ms. Preetima Bhardwaj. Our promoters have rich experience of more than 25 years, 20 years, 25 years and 23 years respectively. For detailed

information on our Promoters and Promoters Group, please refer to Chapter titled “*Our Promoters & Promoters Group*” beginning on page no 175 of this Draft Red Herring Prospectus.

Human capital is a strong focus for our Company, with our employee strength expanding to a team of over 164 employees and the employee are skilled in their respective field.

## FINANCIAL SNAPSHOT

The following table sets forth a breakdown of our revenue from operations, as well as other key performance indicators, for the periods indicated:

(Amount in lakh, except EPS, % and ratios)

Particulars	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Revenue from operations (1)	1,466.50	352.02	463.86
Revenue CAGR (%) from F.Y. 2021-2024(2)	77.81%		
EBITDA(3)	442.75	13.52	(0.55)
EBITDA (%) Margin(4)	30.19%	3.84%	(0.12%)
EBITDA CAGR (%) from F.Y. 2021-2023(5)	N/A		
EBIT(6)	442.67	13.52	(0.55)
ROCE (%) (7)	156.35%	76.38%	(8.33%)
Current ratio(8)	3.94	1.51	1.39
Operating cash flow(9)	229.25	12.14	(20.00)
PAT(10)	317.25	10.00	(0.13)
PAT Margin (11)	21.63%	2.84%	(0.03%)
Net Worth (12)	524.93	9.11	(0.89)
ROE/ RONW(13)	118.81%	243.37%	16.36%
EPS(14)	2,997.60	100.01	(1.35)

### Note:

(1) Revenue from operations is the revenue generated from operations by our Company.

(2) Revenue CAGR: The three-year compound annual growth rate in Revenue.

$$[(\text{Ending Value}/\text{Beginning Value})^{(1/N)}]-1$$

(3) EBITDA is calculated as Profit before tax + Depreciation + Interest Expenses - Other Income

(4) EBITDA Margin is calculated as EBITDA divided by Revenue from Operations

(5) EBITDA CAGR: The three-year compound annual growth rate in EBITDA.

$$[(\text{Ending Value}/\text{Beginning Value})^{(1/N)}]-1$$

(6) EBIT is Earnings before Finance Cost and taxes.

(7) ROCE: Return on Capital Employed is calculated as EBIT divided by capital employed, which is defined as shareholders' equity plus long-term debt.

(8) Current Ratio: Current Asset over Current Liabilities

(9) Operating Cash Flow: Net cash inflow from operating activities

(10) PAT is mentioned as profit after tax for the period.

(11) PAT Margin is calculated as PAT for the period/year divided by revenue from operations.

(12) Net Worth means the aggregate value of the paid-up share capital and reserves and surplus of the company.

(13) ROE: Return on Equity is calculated as PAT divided by average shareholders' equity

(14) EPS: Earning per share is calculated as PAT divide by Weighted No. of equity shares.

## STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

For details in respect of Statement of Significant Accounting Policies, please refer to Annexure- IV of Restated Financial Statements beginning on page no 185 of this Draft Red Herring Prospectus.

## Factors Affecting our Results of Operations

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section titled **“Risk Factors”** on page no 29 of this Draft Red Herring prospectus. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and results of operations:

Any adverse changes in central or state government policies;

1. Any qualifications or other observations made by our statutory auditors which may affect our results of operations;
2. Loss of one or more of our key customers and/or suppliers;
3. An increase in the productivity and overall efficiency of our competitors;
4. Our ability to maintain and enhance our brand image;
5. Our reliance on third party suppliers for our raw materials;
6. General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
7. Changes in technology and our ability to manage any disruption or failure of our technology systems;
8. Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
9. The performance of the financial markets in India and globally;
10. Occurrences of natural disasters or calamities affecting the areas in which we have operations;
11. Market fluctuations and industry dynamics beyond our control;
12. Our ability to compete effectively, particularly in new markets and businesses;
13. Changes in foreign exchange rates or other rates or prices;
14. Inability to collect our dues and receivables from, or invoice our unbilled services to, our customers, our results of operations;
15. Other factors beyond our control;
16. Our ability to manage risks that arise from these factors;
17. Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
18. Termination of customer contracts without cause and with little or no notice or penalty; and
19. Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals or noncompliance with and changes in, safety, health and environmental laws and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects.

## Result of Operations

The following table sets forth select financial data from restated profit and loss accounts for the financial year(s) ended on March 31, 2024, March 31, 2023 and March 31, 2022 and the components of which are also expressed as a percentage of total income for such periods.

*(₹ in Lakh, except for percentage)*

Particulars	For the year ended March 31, 2024	% of Total Revenue	For the year ended March 31, 2023	% of Total Revenue	For the year ended March 31, 2022	% of Total Revenue
Revenue from operation	1466.50	99.52	352.02	99.20	463.86	99.76
Other income	7.05	0.48	2.86	0.81	1.10	0.24
<b>Total Income (I + II)</b>	1473.55	100.00	354.88	100.00	464.96	100.00
Cost of Services Consumed	0.00	0.00	0.00	0.00	0.00	0.00
Employee benefits expense	415.00	28.16	220.27	62.07	381.19	81.98
Depreciation and amortization expense	0.08	0.01	0.00	0.00	0.00	0.00

Other expenses	615.80	41.79	121.09	34.12	84.32	18.13
<b>Total Expenses</b>	1030.88	69.96	341.35	96.19	465.51	100.12
<b>Profit / (Loss) before Tax</b>	442.67	30.04	13.52	3.81	-0.55	-0.12
Tax Expenses	125.43	8.51	3.52	0.99	-0.42	-0.09
<b>Net Profit after tax</b>	317.25	21.53	10.00	2.82	-0.13	-0.03

## Main Components of our Profit and Loss Account

### Revenue from operations:

Revenue from operations mainly consists of revenue from sale of services.

### Other Income:

Our other income primarily comprises of Interest Income and other non-operating income.

### Expenses:

Company's expenses consist of Event Expenses, Employee benefits expense, Depreciation expenses and other expenses.

### Employee benefits expense:

Our employee benefits expense primarily comprises of Salaries, wages & bonus expenses, gratuity expenses, Staff welfare expenses etc.

### Depreciation and Amortization Expenses:

Depreciation includes depreciation on Furniture & Fixtures, Office Equipment, and Computer Equipment etc.

### Other Expenses:

Our other expenses consist of Event Expenses, lease and license fee, Advertisement & Business Promotion Expenses, Internet & Telephone expenses, audit fees, insurance, rent paid, power & fuel cost, rates & taxes and miscellaneous expenses etc.

## RESULTS OF OPERATIONS FOR THE PERIOD ENDED MARCH 31, 2024

### Total Income:

Total income for the period starting from April 1, 2023 to March 31, 2024 stood at ₹1,473.55 Lakhs. The total income consists of revenue from the sale of services & goods and the other income.

### Revenue from Operations

During the period, the net revenue from operation of our Company was ₹1,466.50 Lakhs. The main contribution to the revenue from operations is the sale of Services.

### Other Income:

During the period, the other income of our Company stood at ₹7.05 Lakhs. The main components of the other income are interest income.

**Employee benefits expense:**

During the period, our employee benefits expense was ₹415.00 Lakhs for the year ended March 31, 2024, which included salaries, wages and bonus of ₹404.52 Lakhs and gratuity, perquisite and staff welfare expenses of ₹10.48 Lakhs.

**Depreciation and Amortization Expenses:**

During the period, the Depreciation and amortization charges of our Company stood at ₹0.08 Lakhs for the eight months ended March 31, 2024.

**Other Expenses:**

Our other expenses for the for the year ended March 31, 2024 amounted to ₹ 615.80 Lakhs, which primarily included Audit remuneration of ₹ 0.35 Lakhs , Internet & Telephone expenses of ₹ 2.38 Lakhs, Advertisement & Business Promotion Expenses of ₹ 33.81 Lakhs, Courier Expenses ₹ 4.83 Lakhs, Donation expenses ₹ 0.11 Lakhs, Electricity & Fuel power expenses ₹ 2.12 Lakhs, Legal & professional expenses ₹ 23.00 Lakhs, Lease & License Fees ₹ 59.65 Lakhs, Office expenses ₹ 22.30 Lakhs, Printing & stationery ₹9.10 Lakhs, Repair & maintenance ₹ 12.92 Lakhs, Travelling and conveyance expenses ₹ 23.29 Lakhs, Event Expenses ₹ 410.45 Lakhs, Rates and taxes ₹ 8.36, Bank Charges ₹3.11/- and Other miscellaneous expenses ₹ 0.02 Lakhs.

**Restated profit after tax:**

As a result of the above factors, our restated profit after tax for the year ended March 31, 2024 was ₹317.25 Lakhs

**FISCAL 2024 COMPARED WITH FISCAL 2023**

Set forth below is a discussion of our results of operations for financial year ended March 31, 2024 over March 31, 2023

**Total Income:**

Total income increased from ₹354.88 Lakh in year ended March 31, 2023 to ₹1473.55 Lakhs in year ended March 31, 2024 with a resultant increase of 315.22 % in year ended March 31, 2024 mainly due to restricting of business.

**Other Income:**

Other Income increased from ₹ 2.86 Lakhs in year ended March 31, 2023 to ₹ 7.05 Lakhs in year ended March 31, 2024 with a resultant increase of 146.50% in year ended March 31, 2024

**Employee benefits expense:**

Employee Benefit Expenses increased from ₹ 220.27 Lakhs in year ended March 31, 2023 to ₹415.00 Lakhs in year ended March 31, 2024 with a resultant increase of 88.41% in year ended March 31, 2024 mainly due to increase in the staff welfare expenses and salaries and wages including bonus.

**Depreciation and Amortization Expenses:**

Depreciation and amortization incurred in year ended ₹0.08 Lakhs in year ended March 31, 2024 with a resultant increase of 100% in year ended March 31, 2024 due to increase in the value of property, plant and equipment & right of use assets.

**Other Expenses:**

Other expenses increase from ₹121.09 Lakhs in year ended March 31, 2023 to ₹615.80 Lakhs in year ended March 31, 2024 with a resultant increase of 408.55% in year ended March 31, 2024.

**Restated profit after tax:**

Net Profit after tax increased from ₹10.00 Lakhs in year ended March 31, 2023 to ₹317.25 Lakhs in year ended March 31, 2024 with a resultant increase of 3072.50% in year ended March 31, 2024.

**FISCAL 2023 COMPARED WITH FISCAL 2022**

Set forth below is a discussion of our results of operations for financial year ended March 31, 2023 over March 31, 2022

**Total Income:**

Total income decreased from ₹464.96 Lakhs in year ended March 31, 2022 to ₹354.88 Lakhs in year ended March 31, 2023 with a resultant decreased of 23.67 % in year ended March 31, 2023 mainly due to decreased in the revenue from sale of services.

**Other Income:**

Other Income increased from ₹1.10 Lakhs in year ended March 31, 2022 to ₹2.86 Lacs in year ended March 31, 2023 with a resultant increased of 160.00% in year ended March 31, 2023.

**Employee benefits expense:**

Employee Benefit Expenses decreased from ₹318.19 Lakhs in year ended March 31, 2022 to ₹220.27 Lakhs in year ended March 31, 2023 with a resultant decrease of 30.77% in year ended March 31, 2023 mainly due to decrease in the staff welfare expenses and salaries and wages including bonus.

**Other Expenses:**

Other expenses increased from ₹84.32 Lakhs in year ended March 31, 2022 to ₹121.09 Lakhs in year ended March 31, 2023 with a resultant increase of 43.61% in year ended March 31, 2023.

**Restated profit after tax:**

Net Profit after tax increased from ₹-0.13 Lakhs in year ended March 31, 2022 to ₹10.00 Lakhs in year ended March 31, 2023 with a resultant decrease of 7792.31% in year ended March 31, 2023.

**CASH FLOWS**

The following table sets forth certain information relating to our cash flows in the periods indicated:

Particulars	(₹ in Lakhs)		
	FY 2023-24	FY 22-23	FY 21-22
Net Cash flow from/ (used in) Operating Activities	229.25	12.14	(20.00)
Net cash flow from/ (used in) investing activities	6.04	2.86	1.10
Net cash flow from/ (used in) financing activities	198.57	-	-
Cash and cash equivalents at the beginning of the period	43.38	28.38	47.28
Cash and cash equivalents at the closing of the period	477.24	43.38	28.38

**Cash Flows from Operating Activities****For Financial Year Ended March 31, 2024**

Net cash generated for operating activities was ₹ 229.25 lakhs in March 31, 2024. Profit before tax was ₹ 442.67 lakhs in March 31, 2024. Adjustments primarily consisted of depreciation of ₹ 0.08 lakhs and interest income (7.05) Lakhs.

Our operating cash flow before working capital adjustments was ₹ 435.70 lakhs in March 31, 2024. The working capital adjustments in March 31, 2024 included, Increase in Trade Receivable ₹ (175.15) Lakhs, Increase in Long Term Loans and Advances ₹ (4.10) Lakhs, Increase in Short Term Loans and Advances ₹ (51.97) Lakhs, Increase in



Other Assets ₹ (0.73) Lakhs, Increase in Trade Payables ₹ 0.81 Lakhs, Increase in Short Term Provisions ₹ 0.38 Lakhs, Increase in Long Term Provisions ₹ 6.02 Lakhs and Increase in Other current Liabilities ₹ 80.76 Lakhs.

#### **For Financial Year Ended March 31, 2023**

Net cash generated for operating activities was ₹ 12.14 Lakhs in March 31, 2023. Profit before tax was ₹ 13.52 lakhs in March 31, 2023. Adjustments primarily consisted of interest income (2.86) Lakhs.

Our operating cash flow before working capital adjustments was ₹ 10.66 lakhs in March 31, 2023. The working capital adjustments in Increase in Trade Receivable ₹ (0.93) Lakhs, Increase in Long Term Loans and Advances ₹ (0.51) Lakhs, Increase in Short Term Loans and Advances ₹ (5.25) Lakhs, decrease in Other Assets ₹ 0.08 Lakhs, decrease in Trade Payables ₹ (1.02) Lakhs, decrease in Short Term Provisions ₹ (0.12) Lakhs, decrease in Long Term Provisions ₹ (1.03) Lakhs and Increase in Other current Liabilities ₹ 13.47 Lakhs.

#### **For Financial Year Ended March 31, 2022**

Net cash generated for operating activities was ₹ (20.00) lakhs in March 31, 2022. Loss before tax was ₹ (0.55) lakhs in March 31, 2022. Adjustments primarily consisted of interest income (1.10) Lakhs.

Our operating cash flow before working capital adjustments was ₹ (1.65) lakhs in March 31, 2022. The working capital adjustments in decrease in Trade Receivable ₹ (0.10) Lakhs, decrease in Short Term Loans and Advances ₹ 1.21 Lakhs, increase in Other Assets ₹ (0.55) Lakhs, decrease in Trade Payables ₹ (19.99) Lakhs, increase in Short Term Provisions ₹ 1.40 Lakhs, increase in Long Term Provisions ₹ 14.11 Lakhs and decrease in Other current Liabilities ₹ (12.62) Lakhs.

#### **Cash Flows from Investment Activities**

##### **For Financial Year Ended March 31, 2024**

Net cash used for investing activities for the year ended March 31, 2024 was ₹ 6.04 Lakhs. This was primarily due to purchase of Fixed Assets of ₹ 1.01 lakhs and interest & other income of ₹ 7.05 Lakhs.

##### **For Financial Year Ended March 31, 2023**

Net cash used for investing activities for the year ended March 31, 2023 was ₹ 2.86 Lakhs. This was primarily due to interest & other income of ₹ 2.86 Lakhs.

##### **For Financial Year Ended March 31, 2022**

Net cash used for investing activities for the year ended March 31, 2022 was ₹ 1.10 Lakhs. This was primarily due to interest & other income of ₹ 1.10 Lakhs.

#### **Cash Flows from Financing Activities**

##### **For Financial Year Ended March 31, 2024**

Net cash used in financing activities for the year ended March 31, 2024 was ₹ 198.57Lakhs, primarily due to issue of equity shares of ₹ 198.57 lakhs.

##### **For Financial Year Ended March 31, 2023**

Net cash used in financing activities for the year ended March 31, 2023 was ₹ (0.75) lakhs, primarily due to interest and finance cost ₹ (0.75) Lakhs.

##### **For Financial Year Ended March 31, 2022**

Net cash used in financing activities for the year ended March 31, 2022 was ₹ (1.11) lakhs, primarily due to interest and finance cost ₹ (1.11) Lakhs.

## **Related Party Transactions**

Related party transactions with certain of our promoters, directors and their entities and relatives primarily relates to remuneration, salary, loan and Issue of Equity Shares. For further details of related parties kindly refer chapter titled *“Financial Statement as Restated”* beginning on page no 185 of this Draft Red Herring Prospectus.

### **Information required as per Item (II) (C) (iv) of Part A of Schedule VI to the SEBI Regulations:**

An analysis of reasons for the changes in significant items of income and expenditure is given hereunder:

#### **1. Unusual or infrequent events or transactions**

There has not been any unusual trend on account of our business activity. Except as disclosed in this Draft Red Herring Prospectus, there are no unusual or infrequent events or transactions in our Company.

#### **2. Significant economic changes that materially affected or are likely to affect income from continuing operations.**

There are no significant economic changes that may materially affect or likely to affect income from continuing operations.

#### **3. Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.**

Apart from the risks as disclosed under Section *“Risk Factors”* beginning on page no 29 of the Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

#### **4. Future changes in relationship between costs and revenues**

Other than as described in the sections *“Risk Factors”*, *“Our Business”* and *“Management’s Discussion and Analysis of Financial Condition and Results of Operations”* on page nos 29, 125 and 192 respectively, to our knowledge, no future relationship between expenditure and income is expected to have a material adverse impact on our operations and finances.

#### **5. Total turnover of each major industry segment in which our Company operates**

The Company is in the services offerings are vast and diverse, catering to the multifaceted needs of franchisors and franchisees. The company has successfully orchestrated large- and small-scale events across over 100+ cities nationwide and internationally, showcasing its commitment to excellence. Beyond physical exhibitions, FIL has a robust online presence through platforms like franchiseindia.com, Retailer.com, Entrepreneur.com, and restaurantindia.com. Additionally, the company publishes esteemed magazines such as The Franchising World, Retailer, and Entrepreneur, further solidifying its presence in the industry. Relevant industry data, as available, has been included in the chapter titled *“Industry Overview”* beginning on page no 106 of this Draft Red Herring Prospectus.

#### **6. Status of any publicly announced New Products or Business Segment**

Except as disclosed in the Chapter *“Our Business”*, our Company has not announced any new product or service.

## **7. Seasonality of business**

Our Company's business is not seasonal in nature.

## **8. Competitive conditions**

Competitive conditions are as described under the Chapters "Industry Overview" and "Our Business" beginning on page nos. 106 and 125 respectively of this Draft Red Herring Prospectus.

## **9. Details of material developments after the date of last balance sheet i.e., March 31, 2024.**

After the date of last Balance sheet i.e., March 31, 2024, the following material events have occurred:

Resolution passed for approving the Initial Public Offer (IPO).

- Conversion from a private limited company into a public limited June 22, 2024
- Board Meeting held on July 06, 2024
- Extraordinary General Meeting held on July 08, 2024

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## CAPITALISATION STATEMENT

(₹ in Lakh, except for percentage)

Particulars	Pre- Issue	Post Issue*
	March 31, 2024	
<b>Debt</b>		
Short Term Debt	Nil	[•]
Long Term Debt	Nil	[•]
<b>Total Debt</b>	<b>[•]</b>	<b>[•]</b>
<b>Shareholder's Funds (Equity)</b>		[•]
Share Capital	22.35	[•]
Reserves and Surplus	502.58	[•]
Less: Miscellaneous Expenses not w/off	Nil	[•]
Total Shareholders' Fund (Equity)	524.93	[•]
<b>Long Term Debt / Equity</b>	<b>Nil</b>	<b>[•]</b>
<b>Total Debt / Equity</b>	<b>Nil</b>	<b>[•]</b>

**Notes:**

\*As per the Restated Financial Statement the Corresponding Post IPO capitalization data for each of the amounts given in the above table is not determinable at this stage pending the completion of the Book Building process and hence the same have not been provided in the above statement.

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## FINANCIAL INDEBTEDNESS

Based on the independent examination of Books of Accounts, Audited Financial Statements and other documents of the issuer Company, **FRANCHISEINDIA.COM LIMITED** (Formerly known as Franchiseinda.com Private Limited) and further explanations and information provided by the management of the Companies, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as at 31<sup>st</sup> March 2024 are as mentioned below:

*(All amounts in ₹ Lakhs, unless otherwise stated)*

<b>Nature of Borrowing</b>	<b>Outstanding as on 31/03/2024</b>
Secured Loan	-
Unsecured Loan	-
<b>Total</b>	-

**For Kapish Jain & Associates,**  
Chartered Accountants,  
Firm Registration No: 022743N

Sd/-

**CA Vikas Katyal**

Partner

Membership No: 512562

**UDIN:** 24512562BKCUPV5431

**Date:** 10 July 2024

**Place:** New Delhi

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## SECTION X – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no: (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; (iv) disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoter in the last five financial years, including outstanding action; or (v) Material Litigation (as defined below); involving our Company, its Directors and Promoters.*

*Our Board, in its meeting held on July 06, 2024 determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation (“Material Litigation”) if the aggregate amount involved in such individual litigation exceeds 1% of profit after tax of the Company, as per the last audited financial statements of the Company or such litigations outcome could have a material impact on the business, operations, prospects or reputations of the Company.*

*The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2018 as amended for creditors where outstanding due to any one of them exceeds 5 % of the Company’s trade payables as per the last restated financial statements.*

#### **A. LITIGATION INVOLVING THE COMPANY**

##### **(a) Criminal proceedings against the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

##### **(b) Criminal proceedings filed by the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company

##### **(c) Other pending material litigations against the Company**

As on the date of this Draft Red Herring Prospectus, there are no other material litigations initiated against Company.

##### **(d) Other pending material litigations filed by the Company**

###### **1. Criminal Proceedings**

As on the date of this Draft Red Herring Prospectus, there are no Criminal Proceedings initiated by the Company.

###### **2. Civil and other Material Litigations**

As on the date of this Draft Red Herring Prospectus, there are no Civil and other Material Litigations initiated by the Company.

##### **(e) Actions by statutory and regulatory authorities against the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding criminal proceedings initiated against the Company.

#### **B. LITIGATIONS INVOLVING THE PROMOTERS & DIRECTORS OF THE COMPANY**

##### **(a) Criminal proceedings against the Promoters & Directors of the company**

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings pending against the Promoters.

**(b) Criminal proceedings filed by the Promoters & Directors of the company**

As on the date of this Draft Red Herring Prospectus, there are no criminal proceedings pending against the Promoters

**(c) Other pending material litigations against the Promoters & Directors of the company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated against the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**(d) Other pending material litigations filed by the Promoters & Directors of the Company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding litigations initiated by the Promoters & Directors, which have been considered material by the Company in accordance with the Materiality Policy.

**(e) Actions by statutory and regulatory authorities against the Promoters & Directors of the company**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions initiated by the statutory and regulatory authorities against the Promoters & Directors.

**(f) Disciplinary actions including penalties imposed by SEBI or stock exchanges against the Promoters in the last five financial years, including outstanding action**

As on the date of this Draft Red Herring Prospectus, there are no outstanding actions by SEBI or stock exchanges against the Promoters, nor any penalties have been imposed in the last five years.

**C. LITIGATIONS INVOLVING THE SUBSIDIARY COMPANY OF THE COMPANY**

As on the date of this Draft Red Herring Prospectus, there is no subsidiary of the Company.

**D. TAX PROCEEDINGS**

<b>Nature of Proceedings</b>	<b>Number of cases</b>	<b>Amount involved* (₹ in Lakhs)</b>
<b>Of the Company</b>		
Direct Tax (Income Tax)	2	-
Direct Tax (TDS)	-	-
Indirect Tax (GST)	1	7,74,402/-
<b>Of the Promoters and Directors</b>		
Sachin Marya (Outstanding Income Tax Demand) (Promoter and Director)	2	1,65,133/-
Ritu Marya (Interest to Outstanding Income Tax Demand) (Promoter and Director)	2	1,85,121/-
Ashita Marya (Promoter and Director)	-	-
Preetima Bhardwaj (Promoter)	-	-
Thiyagarajan Velayutham	-	-

(Director)		
Ratish Chandra Pandey (Director)	-	-
Ramasamy Jayapal (Director)	-	-

1. Notice issued u/s 148 of the Income Tax Act, 1961 issued in case for A.Y 2014-15 vide DIN ITBA/AST/S/148/2021-22/1033828933(1) dated 29.06.2021. Information by CIT (CPC), Bangalore and Assessment records, It is found that the assessee have not filed tax audit report in form 3CA/3CB, 3CD and 3CEB as per Notification No. 34 dated 01.05.2013 issued by CBDT, effective from 1 April 2013, where an assessee was required to furnish a report of audit under section 44AB or 92E if the Income Tax Act, 1961 amounting of ₹63,35,679/-(as Net-Sales-Receipts). The Response submitted by the company to the department is that Franchiseindia.com Private Limited, formerly known as Startup Publication India Private Limited, responded to a letter from the Assistant Commissioner of Income Tax regarding AY 2013-14. The company, engaged in events, exhibitions, advertisement, and magazine printing, explained that a manual error occurred in selecting the business code during ITR filing. It clarified that its turnover for AY 2013-14 was ₹63,35,679/-, below the ₹100 Lakhs threshold requiring an audit under section 44AB of the Income Tax Act, 1961. Therefore, an audit was not applicable. The company requested the letter to be quashed and no further action taken.
2. Proceeding Status Open for Assessment Proceeding u/s 147 for Assessment Year 2013-14 The Response submitted by the company to the department is that Franchiseindia.com Private Limited responded to a notice from the Assistant Commissioner of Income Tax concerning AY 2013-14. The company, engaged in advertisement and magazine printing, submitted the ITR under section 148, financial statements, and related reports. They noted that an earlier notice's response could not be verified due to a DSC registration issue, and subsequent attempts to re-upload the return were unsuccessful due to an error indicating the return had already been submitted.
3. A DRC 01 was issued to the taxpayer for depositing tax, interest, and penalty (as applicable) for the year 2019-20. Accordingly, a reply furnished by the taxpayer has been examined in light of the clarification submitted along with its attachments/annexure. However, the same is not clear/ unsatisfactory/ un-reconciled with the given DRC 01. It is therefore, an opportunity to explain your reply/ version/ clarification in the said DRC 01 is going provide. Taxpayer was directed to appear before undersigned on scheduled date, place and time for the same. If the taxpayer fails to appear and submit their written submissions along with supporting documents on the given date it will be presumed that the taxpayer has nothing to submit against the proposed demand of tax and interest specified in notice DRC-01 and further proceedings will be initiated and demand of tax, interest and penalty will be created vide form DRC-07 (Rule 142(5), and as provisions laid under Section 73 of CGST/DGST Act, 2017 without any further reference in this regard with Reference No: ZD070624116431P on Date: 28/06/2024 tax payer have already submitted all the required in formation. A Show Cause Notice issued Reference No. - ZD070524025063S Date - 23-05-2024 Tax Period : APR 2019 - MAR 2020 F.Y.- 2019-2020 for ₹7,74,402/-

**Tax proceedings initiated against Promoters are as below:**

**A. Income Tax notices issued against Mr. Sachin Marya having PAN AGXPM7612F**

1. Outstanding Demand Amount of ₹38,803/- pending along with Accrued Interest of ₹47,900/- for Assessment Year 2008 U/S 143(1) with Demand Reference No: 2010200851051285244T.
2. Outstanding Demand Amount ₹78,430/- pending for Assessment Year 2011 U/S 143(1) with Demand Reference No: 2012201110006458770T.



**B. Income Tax notices issued against Ms. Ritu Marya having PAN AJQPM8228B**

1. Outstanding Demand Amount of ₹1,19,710/- (In INR) pending for Assessment Year 2011 U/S 143(1A) with Demand Reference No: 2012201110012619153T.
2. Outstanding Demand Amount of ₹25,531/- along with Accrued Interest of ₹39,880/- pending for Assessment Year 2007 U/S 143(1) with Demand Reference No: 2009200751028576630T.

**E. AMOUNTS OWED TO SMALL SCALE UNDERTAKINGS AND OTHER CREDITORS:**

The Board of Directors of our Company considers dues exceeding 5% of our Company's total Trade payables as per Restated financial statements, to small scale undertakings and other creditors as material dues for our Company. Our Board of Directors considers dues owed by our Company to the creditors exceeding 5% of the Company's trade payables as per the last restated financial statements as material dues for the Company. The trade payables for the sub period ended on March 31, 2024 were ₹2.97 Lakhs. Accordingly, a creditor has been considered 'material' if the amount due to such creditor exceeds 0.15 Lakhs. This materiality threshold has been approved by our Board of Directors pursuant to the resolution passed on July 06, 2024. Based on these criteria, details of outstanding dues owed as on March 31, 2024 by our Company on are set out below:

*(₹ in Lakhs)*

Particulars	As at 31st March 2024	As as 31st March 2023	As at 31st March 2022
(i) Micro, Small and Medium Enterprises	NIL	NIL	NIL
(ii) Others	2.97	2.16	3.18
<b>TOTAL</b>	<b>2.97</b>	<b>2.16</b>	<b>3.18</b>

The details pertaining to net outstanding dues towards our material creditors as on March 31, 2024 (along with the names and amounts involved for each such material creditor) are available on the website of our Company at [www.franchiseindia.com](http://www.franchiseindia.com). It is clarified that such details available on our website do not form a part of this Draft Red Herring Prospectus.

**F. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS**

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. There are no violations of securities laws committed by them in the past or are currently pending against any of them.

**MATERIAL DEVELOPMENTS OCCURRING AFTER LAST BALANCE SHEET DATE:**

Except as disclosed in Chapter titled "*Management's Discussion & Analysis of Financial Conditions & Results of Operations*" beginning on page no 211 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet date.

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## GOVERNMENT AND OTHER APPROVALS

*Except as mentioned below, our Company has received the necessary consents, licenses, permissions, registrations and approvals from the Central and State Governments and other government agencies/ regulatory authorities/ certification bodies required to undertake the Issue or continue our business activities and no further approvals are required for carrying on our present or proposed business activities. It must, however, be distinctly understood that in granting the above approvals, the Government of India and other authorities do not take any responsibility for the financial soundness of our Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this Draft Red Herring Prospectus.*

*For details in connection with the regulatory and legal framework within which we operate, see the section titled “**Key Industrial Regulations and Policies**” at page no 145 of this Draft Red Herring Prospectus. The main objects clause of the Memorandum of Association of our Company and the objects incidental, enable our Company to carry out its activities.*

*The Company has got following licenses/ registrations/ approvals/ consents/ permissions from the Government and various other Government agencies required for its present business.*

### **I. APPROVALS FOR THE ISSUE**

The following approvals have been obtained in connection with the Issue:

#### **Corporate Approvals:**

- a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on July 06, 2024 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
- b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a Special Resolution passed in the Extra Ordinary General Meeting held on July 08, 2024 authorized the Issue.
- c) Our Board approved the Draft Red Herring Prospectus pursuant to its resolution dated July 26, 2024.

#### **Approval from the Stock Exchange:**

- d) In-Principle approval dated [•] from NSE for using the name of the Exchange in the offer documents for listing of the Equity Shares on Emerge Platform of NSE, issued by our Company pursuant to the Issue.

#### **Agreements with NSDL and CDSL:**

- e) The company has entered into an agreement dated July 10, 2024 with the Central Depository Services (India) Limited (“CDSL”) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited for the dematerialization of its shares.
- f) Similarly, the Company has also entered into an agreement dated May 17, 2024. with the National Securities Depository Limited (“NSDL”) and the Registrar and Transfer Agent, who in this case is Skyline Financial Services Private Limited for the dematerialization of its shares.
- g) The International Securities Identification Number (ISIN) of our Company is INE0WLD01015.

#### **Lenders Consent for the Issue**

Not Applicable.

## II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

Sr. No.	Nature of Registration	CIN	Applicable Laws	Issuing Authority	Date of Certificate	Date of Expiry
1.	Certificate of Incorporation of 'Startup Publication India Private Limited'	U74110DL2010PTC198418	The Companies Act, 1956	Registrar of Companies, Central Registration Centre	January 28, 2010	Valid Until Cancelled
2.	Certificate of Incorporation on change of name from 'Startup Publication India Private Limited' to 'Franchiseindia.com Private Limited'	U74110DL2010PTC198418	The Companies Act, 2013	Registrar of Companies, Central Processing Centre	December 29, 2020	Valid Until Cancelled
3.	Certificate of Incorporation on conversion of company from Private Limited to Public Limited i.e. 'Franchiseindia.com Limited'	U74110DL2010PLC198418	The Companies Act, 2013	Registrar of Companies, Central Processing Centre	June 22, 2024	Valid Until Cancelled

## III. OTHER APPROVALS

We require various approvals and/ or licenses under various rules and regulations to conduct our business. Some of the material approvals required by us to undertake our business activities are set out below:

### A. TAX RELATED APPROVALS:

Sr. No.	Description	In the Name of the Company	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
1.	Permanent Account Number (PAN)	FranchiseIndia.Com Limited	AANCS9219D	Income Tax Act, 1961	Income Tax Department, Government of India	28/01/2010	Valid Until Cancelled
2.	Tax Deduction Account Number (TAN)	FranchiseIndia.Com Private Limited	DELS45982G	Income Tax Act, 1961	Income Tax Department, Government of India	28/01/2010	Valid Until Cancelled

Sr. No.	Description	In the Name of the Company	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
3.	Certificate of Registration of Goods and Services Tax, Karnataka	FranchiseIndia.Com Private Limited	29AANCS9219D1ZY	Goods and Services Tax Act, 2017	Central Board of Indirect Taxation	March 28, 2023	Valid Until Cancelled
4.	Certificate of Registration of Goods and Services Tax, Tamil Nadu	FranchiseIndia.Com Private Limited	33AANCS9219D1Z9	Goods and Services Tax Act, 2017	Central Board of Indirect Taxation	March 31, 2023	Valid Until Cancelled
5.	Certificate of Registration of Goods and Services Tax, Delhi	FranchiseIndia.Com Private Limited	07AANCS9219D1Z4	Goods and Services Tax Act, 2017	Central Board of Indirect Taxation	July 01, 2017	Valid Until Cancelled
6.	Certificate of Registration of Goods and Services Tax, Haryana	FranchiseIndia.Com Private Limited	06AANCS9219D1Z6	Goods and Services Tax Act, 2017	Central Board of Indirect Taxation	April 01, 2021	Valid Until Cancelled
7.	Certificate of Registration of Goods and Services Tax, Telangana	FranchiseIndia.Com Private Limited	36AANCS9219D1Z3	Goods and Services Tax Act, 2017	Central Board of Indirect Taxation	July 13, 2023	Valid Until Cancelled

**B. BUSINESS OPERATIONS RELATED APPROVALS:**

Sr. No	Description	Applicable Laws	Authority	Registration Number	Date of Expiry
1.	Certificate of registration under Employees' State Insurance Act, 1948	Employees' State Insurance Act, 1948	Employee State Insurance Corporation	13001239750001099	Valid till cancelled
2.	Certificate of Registration under The Employees' Provident Funds & Miscellaneous Provisions Act, 1952	The Employees' Provident Funds & Miscellaneous Provisions Act, 1952	Employees' Provident Fund	HRFBD3259069000	Valid till cancelled
3.	Certificate of registration under The Delhi Shops & Registration Act, 1954	The Delhi Shops & Registration Act, 1954	Delhi Shop & Establishment Authority	2024118835	Valid till cancelled

**C. LABOUR LAW RELATED APPROVALS:**

Sr. No	Description	In the Name of the Company	Registration number	Applicable laws	Authority	Date of Certificate	Date of Expiry
							NA

**D. APPROVALS OBTAINED/APPLIED IN RELATION TO INTELLECTUAL PROPERTY RIGHT (IPR):**

The Company is having following registered Trademark in its own name (*Application filed for assignement of Trademark*). The Promoter & Director of the Company has also got the following Trade Mark registered in his own name for which he has given Consent to the Company to use such Trade Mark:

Sr. No	Mark	Application Number	Valid upto	Applicant Name	Class
19.	Franchise India	3065416	29-09-2025	Franchiseindia.com Limited*	35, 36 & 41
20.	Franchise India Holdings Limited	3068928	05-10-2025	Franchise India Holdings Limited*	35 & 41
21.	Indian Retail Congress	1488664	19-09-2026	Franchise India Holding Limited*	41
22.	Indian Retail Awards	1488663	19-09-2026	Franchise India Holding Limited*	41
23.	Restaurant Awards	3517069	31-03-2027	Franchise India Holdings Limited*	41
24.	Wellnessindia.com	3517068	31-03-2027	Franchise India Holdings Limited*	35 & 41
25.	Restaurant India	3517067	31-03-2027	Franchise India Holdings Limited*	41
26.	Entrepreneur India	1625006	27-11-2027	Franchise India Holding Limited*	42
27.	Small Business With Device of Star	1625004	27-11-2027	Franchise India Holding Limited*	42
28.	Small Business	1625005	27-11-2027	Franchise India Holding Limited*	16
29.	Franchiseindia.com	1905691	06-01-2030	Franchiseindia.com Limited*	35, 36 & 41
30.	Small Business Awards	1976343	08-06-2030	Sachin Marya	35 & 41
31.	Small Business Congress	1976342	08-06-2030	Sachin Marya	35 & 41
32.	Estate Summit	2033466	06-10-2030	Sachin Marya	41
33.	Estate Awards	2033465	06-10-2030	Sachin Marya	41
34.	Estate World	2176311	18-07-2031	Sachin Marya	41
35.	Business Opportunities Show	2176310	18-07-2031	Sachin Marya	41
36.	D2C India	5464311	26.05.2032	Sachin Marya	41

\*Application filed for assignement of Trademark

**VI. THE DETAILS OF DOMAIN NAME REGISTERED ON THE NAME OF THE COMPANY:**

<b>Domain Name and ID</b>	<b>Sponsoring Registrar and IANA ID</b>	<b>Registrant Name</b>	<b>Creation Date</b>	<b>Registration Expiry Date</b>
<a href="http://franchiseindia.com">franchiseindia.com</a>	Network Solutions, LLC	Franchiseindia.com Limited	02-07-1999	02-07-2031
bharatstartup.in	NameCheap, Inc.	Franchiseindia.com Limited	16-07-2021	16-07-2025
irec.asia	PDR Ltd. d/b/a PublicDomainRegistry.com	Franchiseindia.com Limited	28-03-2017	28-03-2029
opportunitybharat.com	NameCheap, Inc.	Franchiseindia.com Limited	21-01-2022	21-01-2025
opportunityindia.com	NameCheap, Inc.	Franchiseindia.com Limited	28-05-2007	28-05-2025
restaurantindia.in	NameCheap, Inc.	Franchiseindia.com Limited	25-03-2013	25-03-2025
restaurantindia.org	PDR Ltd. d/b/a PublicDomainRegistry.com	Franchiseindia.com Limited	06-06-2013	06-06-2025
smbindia.com	NameSay LLC	Franchiseindia.com Limited	30-05-2012	30-05-2025
startupkickoff.in	NameCheap, Inc.	Franchiseindia.com Limited	18-02-2016	18-02-2025
franchisenepal.com	PDR Ltd. d/b/a PublicDomainRegistry.com	Franchiseindia.com Limited	17-06-2006	17-06-2025
estateawards.com	PDR Ltd. d/b/a PublicDomainRegistry.com	Franchiseindia.com Limited	26-12-2017	26-12-2024
<a href="http://indianretailer.com">indianretailer.com</a>	PDR Ltd. d/b/a PublicDomainRegistry.com	Franchiseindia.com Limited	12-01-2006	12-01-2025
<a href="http://franchisebangladesh.com">franchisebangladesh.com</a>	PDR Ltd. d/b/a PublicDomainRegistry.com	Franchiseindia.com Limited	09-02-2004	09-02-2025
educationcongress.org	PDR Ltd. d/b/a PublicDomainRegistry.com	Franchiseindia.com Limited	05-12-2018	05-12-2024
<a href="http://dealerindia.com">dealerindia.com</a>	DropCatch.com 753 LLC	Franchiseindia.com Limited	09-11-2020	09-11-2024
<a href="http://d2cindia.in">d2cindia.in</a>	NameCheap, Inc.	Franchiseindia.com Limited	21-01-2022	21-01-2025
<a href="http://franchiseindia.net">franchiseindia.net</a>	PDR Ltd. d/b/a PublicDomainRegistry.com	Franchiseindia.com Limited	19-10-2004	19-10-2024
franchiseuae.com	PDR Ltd. d/b/a PublicDomainRegistry.com	Franchiseindia.com Limited	17-06-2006	17-06-2025
<a href="http://franchisexpo.in">franchisexpo.in</a>	NameCheap, Inc.	Franchiseindia.com Limited	25-06-2009	25-06-2025
indiaev.org	NameCheap, Inc.	Franchiseindia.com Limited	28-12-2021	28-12-2024
indialicensing.com	PDR Ltd. d/b/a PublicDomainRegistry.com	Franchiseindia.com Limited	24-12-2016	24-12-2024
irecwire.com	GoDaddy.com, LLC	Franchiseindia.com Limited	26-04-2020	26-04-2028
<a href="http://licenseindia.com">licenseindia.com</a>	PDR Ltd. d/b/a PublicDomainRegistry.com	Franchiseindia.com Limited	17-06-2006	17-06-2024
<a href="http://restaurantaward.in">restaurantaward.in</a>	NameCheap, Inc.	Franchiseindia.com Limited	06-04-2022	06-04-2025
restaurantawards.in	NameCheap, Inc.	Franchiseindia.com Limited	06-04-2022	06-04-2025
successpreneur.in	NameCheap, Inc.	Franchiseindia.com Limited	18-11-2022	18-11-2024
w3summit.io	NameCheap, Inc.	Franchiseindia.com Limited	04-10-2022	04-10-2024

**VI. APPROVALS OR LICENSES PENDING YET TO BE APPLIED:**

NIL

*(This space has been intentionally left blank)*

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **AUTHORITY FOR THE ISSUE**

The issue has been authorized by the Board of Directors vide a resolution passed at its Meeting held on July 06, 2024 subject to the approval of the shareholders of the Company and such other authorities, as may be necessary.

The shareholders of the Company have, pursuant to a special resolution passed in Extra Ordinary General Meeting held on July 08, 2024 authorized the Issue under Section 62(1)(c) of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.

Our Company has also obtained all necessary contractual approvals required for the Issue. For further details, refer to the chapter titled “*Government and Other Approvals*” beginning on page no 226 of this Draft Red Herring Prospectus.

### **In-Principle Listing Approval**

We have received in principle approval from NSE vide their letter dated [●] to use the name of National Stock Exchange of India Limited in the Draft Red Herring Prospectus for listing of our Equity Shares on Emerge Platform of NSE. NSE is the Designated Stock Exchange for the purpose of this Issue.

### **PROHIBITION BY SEBI OR OTHER GOVERNMENTAL AUTHORITIES**

We confirm that our Company, our Directors, our Promoters, Promoter Group, or the persons in control of our Company have not been prohibited from accessing the capital market for any reason or restrained from buying, selling or dealing in securities, under any order or directions by the SEBI or any other regulatory or government authorities.

There are no violations of securities laws committed by any of them in the past or pending against them, nor have any companies with which any of our Company, our Promoter, Directors, persons in control of our Company are or were associated as a promoter, director or person in control, been debarred or prohibited from accessing the capital markets under any order or direction passed by the SEBI or any other authority.

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as promoters or director.

Further none of our Promoter’s or Directors has been declared as fugitive economic offender under Fugitive Economic Offenders Act, 2018.

The listing of any securities of our Company has never been refused by any of the stock exchanges in India.

### **PROHIBITION BY RBI**

Neither our Company, nor our Promoter’s or Directors have been identified as a wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations.

None of our Company, Promoter’s or Directors have been declared as a fraudulent borrower by any bank, financial institution or lending consortium, in accordance with the ‘Master Directions on Fraud-Classification and Reporting by commercial banks and select FIs’ dated July 1, 2016, as updated, issued by the RBI.

### **DIRECTORS ASSOCIATED WITH THE SECURITIES MARKET**

None of our Directors are associated with the securities market and there has been no outstanding action initiated by SEBI against them in the five years preceding the date of this Draft Red Herring Prospectus.

## COMPLIANCE WITH THE COMPANIES (SIGNIFICANT BENEFICIAL OWNERSHIP) RULES, 2018

Our Company, our Promoter and Promoter Group follows the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of this Draft Red Herring Prospectus.

### ELIGIBILITY FOR THE ISSUE

Our Company is an “Unlisted Company” in terms of the SEBI (ICDR) Regulation; and this Issue is an “Initial Public Issue” in terms of the SEBI (ICDR) Regulations.

Our Company is eligible in terms of Regulations 230 of SEBI ICDR Regulations for this Issue.

This Issue is being made in terms of Regulation 229 (1) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, our Company whose post Issue face value capital does not exceed twenty-five crores rupees, shall Issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”), in this case being the Emerge Platform of NSE i.e. NSE SME.

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of Emerge platform of the NSE in accordance with the Restated Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

(a) The Issuer should be a company incorporated under the Companies Act, 1956.

Our Company was originally incorporated as a Private Limited Company under the name of “**Startup Publication India Private Limited**” on January 28, 2010 under the provisions of the Companies Act, 1956 with the Registrar of Companies, NCT of Delhi & Haryana. Further pursuant to a resolution passed by our shareholders at extra ordinary general meeting held on December 14, 2020, name of our Company was changed from “**Startup Publication India Private Limited**” to “**Franchiseindia.com Private Limited**” and a fresh Certificate of Incorporation pursuant to change in name of the Company dated December 29, 2020 was issued by the Registrar of Companies, NCT of Delhi & Haryana. Subsequently our Company was converted into Public Limited pursuant to resolution passed by our shareholders at extra ordinary general meeting held on April 20, 2024 and a fresh Certificate of Incorporation pursuant to conversion into public limited dated June 22, 2024 issued by the Registrar of Companies, Central Processing Centre. The Corporate Identification Number of our Company is U74110DL2010PLC198418.

(b) The post issue paid up capital of the company (face value) shall not be more than ₹25.00 Crores.

(c) The present paid-up capital of the Company is ₹690.89 Lakhs and we are proposing an issue of up to 24,60,000 Equity Shares of ₹10/- each aggregating to ₹[●] Lakhs. Hence, the Post Issue Paid up Capital will be approximately ₹[●] Lakhs which less than ₹2,500.00 Lakhs.

(d) Our Company satisfies the criteria of track record of 3 years which given hereunder based on Restated Financial Statement:

<i>(₹ in Lakh)</i>			
Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Revenue from operations	1,466.50	352.02	463.86
Net Worth	524.93	9.11	(0.89)
Profit before tax	442.67	13.52	(0.55)

(e) The Net-worth of our Company is Positive as per Restated Standalone Financial Statements.

(f) Our Company has a website – [www.franchiseindia.com](http://www.franchiseindia.com).



- (g) Our Company had signed the tripartite agreements with both the Depositories and the Registrar and Share Transfer Agent.
- (h) There is no change in the Promoters of the Company in preceding one year from date of filing the application to NSE for listing under Emerge Platform.
- (i) The Company has not been referred to Board for Industrial and Financial Reconstruction.
- (j) No petition for winding up is admitted by the court or a liquidator has not been appointed of competent jurisdiction against the Company.

**Other Disclosures:**

- a) No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the Company except as disclosed under the chapter titled **“Outstanding Litigation and Material Developments”** on page no 222 of this Draft Red Herring Prospectus.
- b) There are no Defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders, banks, FIs by the applicant, promoters/promoting Company(ies), Company(ies), companies promoted by the promoters/promoting Company(ies) during the past three years. Except as mentioned in the Draft Prospectus. An auditor's certificate will be provided by the issuer to the exchange, in this regard.
- c) Our Company confirms that there is no material regulatory or disciplinary action by a stock exchange or regulatory authority in the past one year in respect of promoter, Group Companies, companies promoted by the promoter of the company except as disclosed under the chapter titled **“Outstanding Litigation and Material Developments”** on page no 222 of this Draft Red Herring Prospectus.
- d) We have disclosed all details of the track record of the directors. For Details, refer the chapter **“Outstanding Litigation & Material Developments”** on page no 222 of this Draft Red Herring Prospectus.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- Draft Red Herring Prospectus has been filed with NSE and our Company has made an application to NSE for listing of its Equity Shares on the Emerge Platform of NSE. NSE is the Designated Stock Exchange.
- To facilitate trading in demat securities; the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:
  - a. Tripartite agreement dated July 10, 2024 with CDSL, our Company and Registrar to the Issue;
  - b. Tripartite agreement dated May 17, 2024 with NSDL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: INE0WLD01015.

- The entire pre-Issue capital of our Company has shares fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoter is in dematerialized form.
- The entire fund requirement is to be funded from the proceeds of the Issue, there is no requirement to make firm arrangements of finance through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the proposed Issue. The fund requirement and deployment are based on internal management estimates and have not been appraised by any bank or financial institution. For details, please refer the chapter **“Objects of the Issue”** on page no 82 of this Draft Red Herring Prospectus.

Our Company confirms that it will ensure compliance with the conditions specified in Regulation 230 (2) of the SEBI ICDR Regulations, to the extent applicable.

Further, our Company confirms that it is not ineligible to make the Issue in terms of Regulation 228 of the SEBI ICDR Regulations, to the extent applicable. The details of our compliance with Regulation 228 of the SEBI ICDR Regulations are as follows:

- A. Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
- B. None of our Promoters or Directors is Promoter or Directors of companies which are debarred from accessing the capital markets by the SEBI.
- C. Neither our Company nor our Promoters or Directors is a willful defaulter.
- D. None of our Promoters or Directors has been declared as fugitive economic offender under Economic Offenders Act, 2018.

We further confirm that we shall be complying with all the other requirements as laid down for such an Issue under Chapter IX of SEBI (ICDR) Regulations and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

In accordance with regulation 260 of the SEBI (ICDR) Regulations, this Issue was 100% underwritten and shall not restrict to the minimum subscription level. The BRLM shall underwrite at least 15% of the total Issue size. For further details, pertaining to underwriting please refer to chapter titled **“General Information”** beginning on page no 52 of this Draft Red Herring Prospectus.

In accordance with Regulation 246 of the SEBI (ICDR) Regulations, we will file the Prospectus with SEBI as well as stock exchange. However, Board shall not issue any observation pursuant to Regulation 246(2) of the SEBI (ICDR) Regulations.

In accordance with Regulation 261 of the SEBI ICDR Regulations, we shall enter into an agreement with the BRLM and Market Maker to ensure compulsory market making for the minimum period of three years from the date of listing of equity shares offered in this Issue. For further details of the market making arrangement see chapter titled “of this Draft Red Herring Prospectus.

In accordance with regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT. THE BRLM CORPORATE MAKERS CAPITAL LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE**

**TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE. IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS ISSUE DOCUMENT, THE BRLM IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BRLM, CORPORATE MAKERS CAPITAL LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 26, 2024 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 THE ISSUE DOCUMENT DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND 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 LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THIS ISSUE DOCUMENT.**

**Note:** All legal requirements pertaining to the Issue will be complied with at the time of registration of this Draft Red Herring Prospectus with the ROC in terms of section 26 and 28 of the Companies Act, 2013.

#### **Disclaimer from our Company and the Book Running Lead Manager**

Our Company, the Directors and the BRLM accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

#### **DISCLAIMER IN RESPECT OF JURISDICTION**

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are not minors, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with minimum corpus of ₹ 2,500 Lakhs, pension funds with minimum corpus of ₹2,500 Lakhs and the National Investment Fund, and permitted non-residents including FPIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, provided that they are eligible under all applicable laws and regulations to hold Equity Shares of the Company. The Draft Red Herring Prospectus does not, however, constitute an invitation to purchase shares issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) in New Delhi 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 NSE for its observations and NSE shall give its observations in due course. Accordingly, the Equity Shares represented hereby may not be offered or sold, 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 sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each applicant where required agrees that such applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws, legislations and Draft Red Herring Prospectus in each jurisdiction, including India.

#### **DISCLAIMER CLAUSE OF THE EMERGE PLATFORM OF NSE**

National Stock Exchange of India Limited (“NSE”) has given vide its letter dated [●] permission to our Company to use its name in this Issue Document as one of the Stock Exchanges on which this company’s securities are proposed to be listed on the EMERGE PLATFORM OF NSE. NSE has scrutinized this issue document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. NSE does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Issue document; or
- Warrant that this company’s securities will be listed or will continue to be listed on NSE; or
- Take any responsibility for the financial or other soundness of this Company, its Promoters, its management or any scheme or project of this Company;
- warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this issue document have been cleared or approved by NSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against NSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever;
- NSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this issue document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof;
- The Company has chosen the Emerge platform of NSE on its own initiative and at its own risk, and is responsible for complying with all local laws, rules, regulations, and other statutory or regulatory requirements stipulated by NSE/other regulatory authority. Any use of the SME platform and the related services are subject to Indian laws and Courts exclusively situated in New Delhi.

#### **DISCLAIMER CLAUSE UNDER RULE 144A OF THE U.S. SECURITIES ACT**

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “Securities Act”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulation S of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulations under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

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## LISTING

Application will be made to the “NSE” for obtaining permission to deal in and for an official quotation of our Equity Shares. NSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

Emerge Platform of NSE has given its in-principle approval for using its name in the Issue Document vide its letter no. [●] dated [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the Emerge Platform of NSE Limited, our Company will forthwith repay, without interest, all moneys received from the bidders in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within 8 days after our Company becomes liable to repay it (i.e. from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of 8 days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Emerge Platform of NSE mentioned above are taken within six Working Days from the Issue Closing Date.

### **Disposal of Investor Grievances by our Company**

Our Company has constituted a Stakeholders’ Relationship Committee to review and redress the shareholders and investor grievances such as transfer of Equity Shares, non-recovery of balance payments, declared dividends, approve subdivision, consolidation, transfer and issue of duplicate shares. For details, please refer to the chapter titled “*Our Management*” beginning on page no 158 of this Draft Red Herring Prospectus.

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be Ten (10) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Mr. Aashish K Bhatt, as the Company Secretary to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary are as follows:

#### **Mr. Aashish K Bhatt**

C/o Franchiseindia.com Limited

**Address:** B-2/11, 1<sup>st</sup> Floor, Mohan Cooperative Industrial Estate, Badarpur, New Delhi- 110044

**Telephone:** +91- 9667007218

**Website:** www.franchiseindia.com

**Email id:** compliance@franchiseindia.com

Investors can contact the Company Secretary 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. Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system “SCORES”.

This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in).

The Company shall obtain authentication on the SCORES and comply with the SEBI circular no. CIR/OIAE/1/2013 dated December 18, 2014 in relation to redressal of investor grievances through SCORES. As on the date of this Draft Prospectus there are no pending investor complaints. Our Company has not received any investor complaint in the three years prior to the filing of this Draft Red Herring Prospectus.

## **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 2013 includes imprisonment for a term of not less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

## **CONSENTS**

Consents in writing of: (a) The Directors, Promoters, the Chief Financial Officer, Company Secretary & Compliance Officer and the Statutory Auditors; and (b) the BRLM, Registrar to the Issue, the Legal Advisors to the Issue, Banker to the Issue<sup>(#)</sup>, Bankers to the company, Market Maker<sup>(#)</sup> and Underwriters to act in their respective capacities, have been or shall be duly obtained as the case may be and shall be filed along with a copy of the Prospectus with the ROC, as required under Section 26 and Section 28 of the Companies Act, 2013.

*\*The aforesaid will be appointed prior to filing of the Prospectus with ROC and their consents as above would be obtained prior to the filing of the Prospectus with ROC.*

In accordance with the Companies Act, 2013 and the SEBI ICDR Regulations, M/s Kapish Jain & Associates, Chartered Accountants, Statutory and Peer Review Auditors, have provided their written consent dated January 08, 2024 for the inclusion of their name and Statement of Possible Tax Benefits dated July 10, 2024 on possible tax benefits which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft Red Herring Prospectus.

## **EXPERT OPINION**

Except for the reports in the section titled “*Financial Statements as Restated*” and “*Statement of Possible Tax Benefits*” on page no 185 and 103 respectively of this Draft Red Herring Prospectus from the Statutory Auditor, our Company has not obtained any expert opinions.

Here, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

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**PRICE INFORMATION OF THE PAST ISSUES HANDLED BY THE LEAD MANAGER**

Sr. No.	Issue name	Issue size (₹ Lakhs)	Issue price (₹)	Listing Date	Opening price on Listing Date (₹)	+/- % change in closing price, +/- % change in Closing benchmark		
						30 <sup>th</sup> calendar days from listing	90 <sup>th</sup> calendar days from listing	180 <sup>th</sup> Calendar days from listing
Not Applicable								

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Summary statement of price information of past issues handled by Corporate Makers Capital Limited:

Financial Year	Total no. of IPOs	Total Funds raised (₹ Crores)	Nos. of IPOs trading at discount on as on 30 <sup>th</sup> calendar days from listing date			Nos. of IPOs trading at premium on as on 30 <sup>th</sup> 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		
			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%
Not Applicable														

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## **PREVIOUS RIGHTS AND PUBLIC ISSUES**

Our Company has not made any previous public or rights issue in India or abroad the five (5) years preceding the date of this Draft Red Herring Prospectus.

## **TRACK RECORD OF PAST ISSUES HANDLED BY BOOK RUNNING LEAD MANAGER**

For details regarding track record of the BRLM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at: [www.corporatemakers.in](http://www.corporatemakers.in).

## **COMMISSION AND BROKERAGE PAID ON PREVIOUS ISSUES OF OUR EQUITY SHARES IN LAST FIVE YEARS**

Since this is an Initial Public Issue of the Company, 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 since inception of the Company.

## **CAPITAL ISSUES DURING THE LAST THREE YEARS BY OUR COMPANY, LISTED GROUP COMPANIES, SUBSIDIARIES & ASSOCIATES OF OUR COMPANY**

Except as disclosed in Chapter titled “*Capital Structure*” on page no 62 our Company has not made any capital issue during the previous three years.

We do not have any listed Group Company / Subsidiary / Associate as on date of this Draft Red Herring Prospectus.

## **STOCK MARKET DATA OF EQUITY SHARES**

This being an Initial Public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

## **PERFORMANCE VIS-À-VIS OBJECTS**

Except as stated in the chapter titled “*Capital Structure*” beginning on page no 62 we have not made any previous rights and / or public issues during the last five (5) years and are an “Unlisted Issuer” in terms of SEBI ICDR Regulations and this Issue is an “Initial Public Issue” in terms of the SEBI ICDR Regulations, the relevant data regarding performance vis-à-vis objects is not available with the Company.

## **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY THE COMPANY**

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

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## SECTION XI - ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of the Draft Red Herring Prospectus, Prospectus, Bid cum Application Form, any Confirmation of Allocation Note (“CAN”), the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the Allotment advices and other documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchange, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable or such other conditions as may be prescribed by SEBI, RBI, the GoI, the Stock Exchange, the RoC and/or any other authorities while granting its approval for the Issue.*

*Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars issued by SEBI in this regard, SEBI has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019. With effect from July 1, 2019, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bidders with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors (“UPI Phase III”), as may be prescribed by SEBI.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Bid cum Application Forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

#### **Authority for the Issue**

The present Public Issue of upto [.] Equity Shares has been authorized by a resolution of the Board of Directors of our Company at their meeting held on July 06, 2024 and was approved by the Shareholders of the Company by passing Special Resolution at the Extra Ordinary General Meeting held on July 08, 2024 in accordance with the provision of Section 62(1)(c) of the Companies Act, 2013.

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 and our MOA and AOA and shall rank pari-passu in all respects with the existing Equity Shares of our Company including rights in

respect of dividend. The Allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to section titled, “*Main Provisions of Article of Association*”, beginning on page no 293 of this Draft Red Herring Prospectus.

### **Mode of Payment of Dividend**

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules, regulations or guidelines as may be issued by the Government of India in connection thereto and as per the recommendation by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act and our Articles of Association. Further Interim Dividend (if any declared) will be approved by the Board of Directors. For further details, please refer to section titled “*Dividend Policy*” and “*Main Provisions of Article of Association*” beginning on page no 184 and 293 respectively of this Draft Red Herring Prospectus.

### **Face Value, Issue Price, Floor Price and Price Band**

The face value of each Equity Share is ₹10.00 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 Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper, all editions of a Hindi national daily newspaper, each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on its websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager and is justified under the chapter titled “*Basis of Issue Price*” beginning on page no. 96 of this Draft Red Herring Prospectus.

### **Compliance with SEBI (ICDR) Regulations, 2018**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Compliance with Disclosure and Accounting Norms**

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

### **Rights of the Equity Shareholders**

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports and notices to members;
- 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;
- Right to receive offer for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory or preferential claims being satisfied;
- Right of free transferability of the Equity Shares; and
- Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Memorandum and Articles of Association of our Company.

For a detailed description of the main provision of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/ or consolidation/ splitting, etc., please refer to section titled **“Main Provisions of the Articles of Association”** beginning on page no 293 of this Draft Red Herring Prospectus.

### **Allotment only in Dematerialized Form**

As per the provisions of the Depositories Act, 1996 and the regulations made under and Section 29 of the Companies Act, 2013 the Equity Shares to be allotted must be in Dematerialized form i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated May 17, 2024 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated July 10, 2024 between CDSL, our Company and Registrar to the Issue.

### **Minimum Application Value, Market Lot and Trading Lot**

In accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the EMERGE Platform of NSE from time to time by giving prior notice to investors at large. For further details, see **“Issue Procedure”** on page no 258 of this Draft Red Herring Prospectus.

### **Minimum Number of Allottees**

In accordance with Regulation 268 of SEBI (ICDR) Regulations, 2018 the minimum number of allottees in the Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be unblocked forthwith.

### **Joint Holders**

Where 2 (two) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in India.

The Equity Share have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States and may not be issued or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being issued and sold only outside the United States in off- shore transactions in reliance on Regulations under the U.S. Securities Act and the applicable laws of the jurisdiction where those issues and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be issued or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## Nomination Facility to Investor

In accordance with Section 72 of the Companies Act, 2013 the sole or first Bidder, along with other joint Bidder, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidder, death of all the Bidders, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013 be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013 any Person who becomes a nominee by virtue of Section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the Bidder would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

## Issue Program

Event	Indicative Dates
Anchor Portion Issue Opning/ Closing Date	[●] <sup>1</sup>
Bid/ Issue Opening Date	[●]

Bid/ Issue Closing Date	[●] <sup>2 &amp; 3</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	On or about [●]
Credit of Equity Shares to Demat Accounts of Allottees	On or about [●]
Commencement of Trading of The Equity Shares on the Stock Exchange	On or about [●]

*Note*<sup>1</sup> Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.

<sup>2</sup>Our Company in consultation with the BRLM, 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.

<sup>3</sup>UPI mandate end time and date shall be at 5.00 p.m. on Bid/Offer Closing Date

\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date 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 blocked funds other than the original application amount shall be instantly revoked and 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 different amount (i.e., the blocked amount less the Bid Amount) shall be instantly revoked and 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 nonallotted/ partially allotted Bids, exceeding three Working Days from the Bid/Offer 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 three Working Days from the Bid/Offer Closing Date by the intermediary 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 Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, , SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

The above timetable is indicative and does not constitute any obligation on our Company and the BRLM Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue by our Company or any delays in receiving the final listing and trading approval from the Stock Exchange. The Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bids-Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Bidding Centers mentioned in the Bid cum Application Form.

On the Bid/ Issue Closing Date, the Bids shall be uploaded until:

- (i) 4.00 P.M. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- (ii) until 5.00 P.M. IST or such extended time as permitted by the Stock Exchange, in case of Bids by Retail Individual Bidders.

On the Bid/ Issue Closing Date, extension of time will be granted by the Stock Exchange only for uploading Bids received from Retail Individual Bidders after taking into account the total number of Bids received and as reported by the Book Running Lead Manager to the Stock Exchange.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date, and are advised to submit their Bids no later than prescribed time on the Bid/ Offer Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under the Offer. Bids will be accepted only during Working Days, during the Bid/Offer Period. Investors may please note that as per letter no. List/smd/sm/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays, Sundays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

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

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

Our Company in consultation with the BRLM, reserves the right to revise the Price Band during the Bid/ Issue Period. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/ Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/ Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/ Issue Period for a minimum of three Working Days,



subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

### **Minimum Subscription and Underwriting**

This Issue is not restricted to any minimum subscription level and is 100% underwritten. As per Section 39 of the Companies Act, 2013, if the stated minimum amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, if any, within sixty (60) days from the date of closure of the issue, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable law.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the Company fails to obtain listing or trading permission from the stock exchanges where the specified securities are proposed to be listed, it shall refund through verifiable means the entire monies received within four days of receipt of intimation from stock exchange(s) rejecting the application for listing of specified securities, and if any such money is not repaid within four days after the issuer becomes liable to repay it, the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent per annum.

In terms of Regulation 260 of the SEBI (ICDR) Regulations, 2018, the Issue is 100% underwritten. For details of underwriting arrangement, kindly refer the chapter titled “*General Information - Underwriting*” on page no 52 of this Draft Red Herring Prospectus.

Further, in accordance with Regulation 267 of the SEBI (ICDR) Regulations, 2018, the minimum application size in terms of number of specified securities shall not be less than Rupees One Lakh per application.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will be allotted will not be less than 50 (Fifty).

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

### **Migration to Main Board**

Our company may migrate to the main board of NSE at a later date subject to the following:

If the Paid up Capital of our Company is likely to increase above ₹ 2500 Lakh by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principle approval from the main board), our Company shall apply to NSE for listing of its shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board

Or

If the paid-up Capital of our company is more than ₹1000 Lakh but below ₹2500 Lakh, our Company may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the Promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

Any company voluntarily desiring to migrate to the Main board from the EMERGE Platform, amongst others, has to fulfill following conditions:

<b>Parameter</b>	Migration policy from NSE SME Platform to NSE Main Board
<b>Paid up Capital &amp; Market Capitalisation</b>	The paid-up equity capital of the applicant shall not be less than ₹10 crores and the capitalisation of the applicant's equity shall not be less than ₹25 crores** ** Explanation For this purpose capitalisation will be the product of the price (average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during 3 months preceding the application date) and the post issue number of equity shares
<b>Earnings before Interest, Depreciation and Tax (EBITDA) and Profit After Tax (PAT)</b>	The applicant company should have positive cash accruals (Earnings before Interest, Depreciation and Tax) from operations for each of the 3 financial years preceding the migration application and has positive PAT in the immediate Financial Year of making the migration application to Exchange.
<b>Listing period</b>	The applicant should have been listed on SME platform of the Exchange for at least 3 years
<b>Other Listing conditions</b>	<ul style="list-style-type: none"> <li>• The applicant Company has not referred to the Board of Industrial &amp; Financial Reconstruction (BIFR) &amp;/OR No proceedings have been admitted under Insolvency and Bankruptcy Code against the issuer and Promoting companies.</li> <li>• The company has not received any winding up petition admitted by a NCLT.</li> <li>• The net worth* of the company should be at least ₹ 50 crores</li> </ul> <p>*Net Worth – as defined under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018</p>
<b>Public Shareholders</b>	Total number of public shareholders on the last day of preceding quarter from date of application should be at least 1,000.
<b>The applicant desirous of listing its securities on the main board of the Exchange should also satisfy the Exchange on the following:</b>	The Company should have made disclosures for all material Litigation(s) / dispute(s) / regulatory action(s) to the stock exchanges where its shares are listed in adequate and timely manner. • Cooling period of two months from the date the security has come out of trade-to-trade category or any other surveillance action, by other exchanges where the security has been actively listed. • Redressal mechanism of Investor grievance • PAN and DIN no. of Director(s) of the Company • Change in Control of a Company/Utilization of funds raised from public

## **Market Making**

The shares issued and transferred through this Offer are proposed to be listed on the Emerge Platform of NSE Limited with compulsory market making through the registered Market Maker of the Emerge Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the Emerge Platform of NSE Limited.

For further details of the market making arrangement please refer to chapter titled **“General Information”** beginning on page no 52 of this Draft Red Herring Prospectus.

## **Arrangements for disposal of odd lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the Emerge platform of NSE Limited.

Allotment of Equity Shares in Dematerialized Form Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares in the Issue shall be allotted only in dematerialized form. Further, as per the SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialized form on the Stock Exchange.

## **As per the extent Guideline of the Government of India, OCBs cannot participate in this Issue.**

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

## **New Financial Instruments**

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this Issue.

## **Application by Eligible NRI's, FPI's, VCF's, AIF's registered with SEBI**

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

## **Restrictions, if any on Transfer and Transmission of Equity Shares**

Except for the lock-in of the pre-Issue capital of our Company, Promoter's minimum contribution as provided in **“Capital Structure”** on page no 62 of this Draft Red Herring Prospectus and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For

details, please refer “*Main Provisions of Articles of Association*” on page no 293 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated herein above. Our Company and the BRLM are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, 2013 our Company shall, after registering the Red Herring Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

### **Withdrawal of the Issue**

Our Company in consultation with the BRLM, reserve the right to not to proceed with the issue after the Bid/ Issue Opening date but before the Allotment. In such an event, our Company would issue a public notice in the newspaper 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 Book Running Lead Manager through, the Registrar of the issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one working day from the date of receipt of such notification. Our Company shall also inform the same to the stock exchange on which equity shares are proposed to be listed.

Notwithstanding the foregoing, this Issue is also subject to obtaining the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an issue/issue for sale of the Equity Shares, our Company shall file a fresh Draft Red Herring Prospectus with Stock Exchange.

*The above information is given for the benefit of the Bidders. The Bidders are advised to make their own enquiries about the limits applicable to them. Our Company and the Book Running Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws and regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws and regulations.*

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## ISSUE STRUCTURE

*This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than ten crore rupees and upto twenty-five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the Emerge platform of NSE Limited). For further details regarding the salient features and terms of such an issue please refer chapter titled “Terms of the Issue” and “Issue Procedure” on page no. 243 and 258 of this Draft Red Herring Prospectus.*

### Issue Structure:

Initial Public Issue of upto 24,60,000 Equity Shares of ₹10 each (the “Equity Shares”) for cash at a price of ₹[●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share) (the “Issue Price”), aggregating up to ₹[●] Lakhs (“the Issue”) by the issuer Company (the “Company”).

The Issue comprises a reservation of upto [●] Equity Shares of ₹ 10 each for subscription by the designated Market Maker (“the Market Maker Reservation Portion”) and Net Issue to Public of upto [●] Equity Shares of ₹10 each (“the Net Issue”). The Issue and the Net Issue will constitute [●]% and [●]%, respectively of the post Issue paid up equity share capital of the Company. The Issue is being made through the Book Building Process.

Particulars of the Issue <sup>(2)</sup>	Market Maker Reservation Portion	QIB's <sup>(1)</sup>	Non-Institutional Investors	Retail Individual Investors
<b>Number of Equity Shares available for allocation</b>	Upto [●] Equity Shares	Not more than [●] Equity Shares	Not less than [●] Equity Shares	Not less than [●] Equity Shares
<b>Percentage of Issue Size available for allocation</b>	5% of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
<b>Basis of Allotment <sup>(3)</sup></b>	Firm Allotment	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	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares	Proportionate basis subject to minimum allotment of [●] Equity Shares

		QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price		
<b>Mode of Allotment</b>	Compulsorily in dematerialized form			
<b>Minimum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹200,000	[●] Equity Shares
<b>Maximum Bid Size</b>	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net 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 ₹200,000
<b>Trading Lot</b>	[●] Equity Shares, However the Market Maker may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
<b>Terms of Payment</b>	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 through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form. In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids <sup>(4)</sup>			
<b>Mode of Bid</b>	Only through ASBA process	Only through the ASBA process (Except for Anchor investors)	Only through the ASBA process	Through the ASBA process through Banks or by using UPI ID for payment

*This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*

<sup>(1)</sup> *Our Company may, in consultation with the Book Running Lead Managers, 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.*

*(2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*

*(3) Subject to valid Bids being received at or above the Issue Price, 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 Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.*

*(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid cum 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.*

The Bids by FPIs with certain structures as described under– **“Issue Procedure - Bids by FPIs”** on page no 258 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.

If the Bid is submitted in joint names, 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 depository account held in joint names. The signature of only the 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. 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.

#### **Lot Size**

SEBI vide circular CIR/MRD/DSA/06/2012 dated February 21, 2012 (the Circular) standardized the lot size for Initial Public Offer proposing to list on Emerge exchange/platform and for the secondary market trading on such exchange/platform, as under:

<b>Issue Price (in ₹)</b>	<b>Lot Size (No. of shares)</b>
Upto 14	10000
More than 14 upto 18	8000
More than 18 upto 25	6000
More than 25 upto 35	4000
More than 35 upto 50	3000
More than 50 upto 70	2000
More than 70 upto 90	1600
More than 90 upto 120	1200
More than 120 upto 150	1000
More than 150 upto 180	800
More than 180 upto 250	600
More than 250 upto 350	400
More than 350 upto 500	300
More than 500 upto 600	240
More than 600 upto 750	200
More than 750 upto 1000	160
Above 1000	100

Further to the Circular, at the initial public offer stage the Registrar to Issue in consultation with BRLM, our Company and NSE shall ensure to finalize the basis of allotment in minimum lots and in multiples of minimum lot size, as per the above given table. The secondary market trading lot size shall be the same, as shall be the initial public offer lot size at the application/allotment stage, facilitating secondary market trading.

## Withdrawal of the Issue

In accordance with SEBI (ICDR) Regulations, the Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Bid/ Issue Opening Date, without assigning any reason thereof.

In case, the Company wishes to withdraw the Issue after Bid/ Issue Opening but before allotment, the Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two widely circulated national newspapers (one each in English and Hindi) and one in regional newspaper.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs, to unblock the ASBA Accounts within one Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared and the Stock Exchange will also be informed promptly.

If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to undertake a public offering of Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company will apply for only after Allotment; and (ii) the registration of Red Herring Prospectus/ Prospectus with RoC.

## Issue Program

Event	Indicative Dates
Anchor Portion Issue Opning/ Closing Date	[●] <sup>1</sup>
Bid/ Issue Opening Date	[●]
Bid/ Issue Closing Date	[●] <sup>2 &amp; 3</sup>
Finalization of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of Allotment/ Refunds/ Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account*	On or about [●]
Credit of Equity Shares to Demat Accounts of Allottees	On or about [●]
Commencement of Trading of The Equity Shares on the Stock Exchange	On or about [●]

**Note** <sup>1</sup> Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.

<sup>2</sup> Our Company in consultation with the BRLM, 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.

<sup>3</sup> UPI mandate end time and date shall be at 5.00 p.m. on Bid/Offer Closing Date

\*In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date 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 blocked funds other than the original application amount shall be instantly revoked and 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 different amount (i.e., the blocked amount less the Bid Amount) shall be instantly revoked and 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 nonallotted/ partially allotted Bids, exceeding three Working Days from the Bid/Offer 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 three Working



*Days from the Bid/Offer Closing Date by the intermediary 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 Bidder shall be compensated in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, , SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 and SEBI master circular no. SEBI/HO/CFD/PoD2/P/CIR/2023/00094 dated June 21, 2023 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.*

Applications and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centers mentioned in the Bid cum Application Form.

Standardization of cut-off time for uploading of applications on the Issue Closing Date:

- a) A standard cut-off time of 3.00 P.M. for acceptance of applications.
- b) A standard cut-off time of 4.00 P.M. for uploading of applications received from other than retail individual Bidders.
- c) A standard cut-off time of 5.00 P.M. for uploading of applications received from only retail individual Bidders, which may be extended up to such time as deemed fit by NSE after taking into account the total number of applications received up to the closure of timings and reported by BRLM to NSE within half an hour of such closure.

It is clarified that Bids not uploaded would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid-Cum- Application Form, for a particular bidder, the details as per physical Bid-Cum application form of that Bidder may be taken as the final data for the purpose of allotment.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding bank holidays).

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## ISSUE PROCEDURE

*Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and the BRLM would not be liable for any amendment, modification or change in applicable law, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that their applications are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus.*

*All Applicants shall review the “General Information Document for Investing in Public Issues” prepared and issued in accordance with the circular SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 notified by SEBI, suitably modified from time to time, if any, and the UPI Circulars (“General Information Document”), highlighting the key rules, procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, and the SEBI Regulations. The General Information Document will also be available on the websites of the Stock Exchange and the BRLM, before opening of the Issue. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.*

*Additionally, all Applicants may refer to the General Information Document for information in relation to (i) Category of investor eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) Allocation of shares; (iii) Payment Instructions for ASBA Applicants; (iv) Issuance of CAN and Allotment in the Offer; (v) General instructions (limited to instructions for completing the Application Form); (vi) Submission of Application Form; (vii) Other Instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (viii) applicable provisions of the Companies Act, 2013 relating to punishment for fictitious applications; (vi) mode of making refunds; and (vii) interest in case of delay in Allotment or refund.*

*The SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines for listing in a phased manner. From January 01, 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 till June 30, 2019.*

*Subsequently, for applications by Retail Individual Investors through Designated Intermediaries, the process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism with existing timeline of T+6 days is applicable for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), with effect from July 1, 2019, by SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, read with circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019. Further, as per the SEBI circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the UPI Phase II had been extended until March 31, 2020. However, due to the outbreak of COVID-19 pandemic, UPI Phase II has been further extended by SEBI until further notice, by its circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020. Thereafter, the final reduced timeline of T+3 days may be made effective using the UPI Mechanism for applications by Retail Individual Investors (“UPI Phase III”), as may be prescribed by SEBI. Accordingly, the Offer has been undertaken under UPI Phase II, till any further notice issued by SEBI.*

*SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 effective to public issues opening on or after from May 01, 2021. However, said circular has been modified pursuant to SEBI Circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in which certain applicable procedure w.r.t. SMS Alerts, Web portal to CUG etc. shall be applicable to Public Issue opening on or after January 1, 2022 and October 1, 2021 respectively and the provisions of this circular, as amended, are deemed to form part of this Draft Red Herring Prospectus. Additionally, SEBI vide its circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 has reduced the time period for refund of application monies from 15 days to four days. Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders in initial public offerings (opening on or after May 01, 2022) whose application sizes are up to ₹5,00,000/- shall use the UPI Mechanism.*

*The list of Banks that have been notified by SEBI as Issuer Banks for UPI are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>. The list of Stock Brokers, Depository Participants (DP), Registrar to an Issue and Share Transfer Agent (RTA) that have been notified by NSE to act as intermediaries for submitting Application Forms are provided on [www.nseindia.com](http://www.nseindia.com) For details on their designated branches for submitting Application Forms, please see the above mentioned website of NSE.*

*ASBA Applicants are required to submit ASBA Applications to the selected branches / offices of the RTAs, DPs, Designated Bank Branches of SCSBs. The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <http://www.sebi.gov.in>. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link. The list of Stock Brokers, Depository Participants (“DP”), Registrar to an Issue and Share Transfer Agent (“RTA”) that have been notified by NSE to act as intermediaries for submitting Application Forms are provided on <http://www.nseindia.com>. For details on their designated branches for submitting Application Forms, please refer the above mentioned NSE website.*

*Our Company, the Promoter and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and General Information Document 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 the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus.*

### **Phased implementation of Unified Payments Interface**

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 (“Previous UPI Circulars”) and 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 UPI Bidders 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 and the Previous UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever is later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Retail Individual Applicant had the option to submit the Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

**Phase II:** This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

**Phase III:** This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“T+3 Notification”). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars,

clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

The 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, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law. The Offer will be made under UPI Phase III of the UPI Circular.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager.

## **PART A**

### **BOOK BUILDING PROCEDURE**

The Issue is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, 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-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the 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 Investors and not less than 35% of the Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

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 a combination of categories at the discretion of our Company in consultation with the BRLM, and the Designated Stock Exchange. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

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 dematerialized form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, as applicable, 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 the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, subject to applicable laws.***

### **Bid cum Application Form**

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the NSE, 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 Book Running Lead Manager.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase II of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

- i. RIIs (other than the RIIs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- ii. RIIs using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.
- iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

**Anchor Investors are not permitted to participate in the Offer through the ASBA process.**

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour*
Anchor Investor**	White
Resident Indians, including resident QIBs, Non-Institutional Investors, Retail Individual Investors and Eligible NRIs applying on a non-repatriation basis	Blue
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue

*\*Excluding Electronic Bid cum Application Form*

*\*\* Bid cum application for Anchor Investor shall be made available at the Office of the BRLM.*

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application form to any of the following intermediaries (Collectively called-Designated Intermediaries”)

Sr. No.	Designated Intermediaries
1	An SCSB, with whom the bank account to be blocked, is maintained
2	A syndicate member (or sub-syndicate member
3	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (‘broker’)
4	A depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5	A registrar to an issue and share transfer agent (‘RTA’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

*Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as “Intermediaries”), and intending to use UPI, shall also enter their UPI ID in the Bid cum Application Form.*

*The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid cum Application Form, in physical or electronic mode, respectively.*

*The upload of the details in the electronic bidding system of stock exchange will be done by:*

<b>For Applications submitted by Investors to SCSB</b>	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
<b>For applications submitted by investors to intermediaries other than SCSBs</b>	After accepting the Bid cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	After accepting the Bid cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository’s records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

## Availability of Draft Red Herring Prospectus and Bid cum Application Forms

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and NSE ([www.nseindia.com](http://www.nseindia.com)) at least one day prior to the Bid/Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the Book Running Lead Manager.

### Who can Bid?

Each Bidder should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Furthermore, certain categories of Bidders, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders are requested to refer to the DRHP for more details.

Subject to the above, an illustrative list of Bidders is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the application is being made in the name of the HUF in the Bid Cum Application Form as follows: -Name of Sole or First Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FPIs other than Category III FPI; VCFs and FVCIs registered with SEBI;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional Bidder 's category;
- j) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;

- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds and Pension Funds with minimum corpus of ₹25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Multilateral and bilateral development financial institution;
- s) Eligible QFIs;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Insurance funds set up and managed by the Department of Posts, India;
- v) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Bid cum Application Form, the OCB shall be eligible to be considered for share allocation.**

**MAXIMUM AND MINIMUM APPLICATION SIZE**

**1. For Retail Individual Bidders**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

**2. For Other than Retail Individual Bidders (Non-Institutional Bidders and QIBs):**

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹2,00,000 and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹2,00,000 for being considered for allocation in the Non-Institutional Portion.



**Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.**

The above information is given for the benefit of the Bidders. The Company and the 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 applied for do not exceed the applicable limits under laws or regulations.

## **METHOD OF BIDDING PROCESS**

Our Company in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Delhi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid/ Issue Period.

- a) The Bid/ Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Issue Period, if applicable, will be published in all editions of the English national newspaper [●], all editions of Hindi national newspaper [●] and Delhi Edition of Regional newspaper [●] where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the Book Running Lead Manager.
- b) During the Bid/ Issue Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.
- c) Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.
- d) The Bidder/ Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph “Buildup of the Book and Revision of Bids”.
- e) Except in relation to the Bids received from the Anchor Investors, the BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form
- f) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.

- g) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in –Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “*Issue Procedure*” beginning on page no 258 of this Draft Red Herring Prospectus.
- h) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form prior to uploading such Bids with the Stock Exchange.
- i) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.
- j) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.
- k) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

#### **BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS**

- a. Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e., the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.
- b. Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.
- e. The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other Bidders.

#### **Participation by Associates /Affiliates of BRLM and the Syndicate Members**

The BRLM and the Syndicate Members, if any, shall not be allowed to purchase in this Issue in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM and the Syndicate Members, if any, may subscribe the Equity Shares in the Issue, either in the QIB Category or in the Non-

Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

### **Option to Subscribe in the Issue**

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

### **Information for the Bidders:**

1. Our Company and the Book Running Lead Manager shall declare the Issue Opening Date and Issue Closing Date in the Red Herring Prospectus to be registered with the RoC and also publish the same in two national newspapers (one each in English and Hindi) and in a regional newspaper with wide circulation. This advertisement shall be in prescribed format.
2. Our Company will file the Red Herring Prospectus with the RoC at least 3 (three) working days before the Issue Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of the Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Issue, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain the Red Herring Prospectus/ Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Bidders whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Bidders has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint

names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be “suspended for credit” and no credit of Equity Shares pursuant to the Issue will be made into the accounts of such Bidders.

10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

### **BIDS BY ANCHOR INVESTORS:**

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of under subscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below.

- 1) Anchor Investor Bid cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least ₹200.00 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 ₹200.00 lakhs.
- 3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.
- 4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.
- 5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
  - where allocation in the Anchor Investor Portion is up to ₹200.00 Lakhs, maximum of 2 (two) Anchor Investors.
  - where the allocation under the Anchor Investor Portion is more than ₹200.00 Lakhs but upto ₹2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of ₹ 100.00 Lakhs per Anchor Investor; and
  - where the allocation under the Anchor Investor portion is more than ₹2500.00 Lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation upto ₹2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of ₹2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of ₹100.00 Lakhs per Anchor Investor.
- 6) 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 BRLM before the Bid/Issue Opening Date, through intimation to the Stock Exchange.

- 7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.
- 8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.
- 9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment.
- 11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.
- 12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.
- 13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

#### **BIDS BY ELIGIBLE NRI'S:**

Eligible NRIs may obtain copies of Bid cum Application Form from the offices of the BRLM and the Designated Intermediaries. Eligible NRI Bidders bidding on a repatriation basis by using the Non- Resident Forms should authorize their SCSB to block their Non-Resident External (“NRE”) accounts, or Foreign Currency Non-Resident (“FCNR”) ASBA Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their SCSB 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 (white in colour).

Eligible NRIs bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (blue in colour).

#### **BIDS BY FPI INCLUDING FII'S:**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the 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. An FII or subaccount may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a certificate of registration as FPI, whichever is earlier. Further, in case of Bids made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate

of registration as an FII issued by SEBI 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.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue 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 an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Bid cum Application Form for Non- Residents (blue in colour).

#### **BIDS BY SEBI REGISTERED VCF'S, AIF'S AND FVCI'S:**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIF's.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation 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.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

Our Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

## **BIDS BY HUFs**

Hindu Undivided Families or HUFs, in the individual name of the Karta. The Bidder should specify that the Application is being made in the name of the HUF in the Bid cum Application Form as follows: "Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bid cum Applications by HUFs may be considered at par with Bid cum Applications from individuals.

## **BIDS BY MUTUAL FUNDS:**

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Bid cum Application Form. Failing this, our Company reserves the right to accept or reject any Bid cum Application in whole or in part, in either case, without assigning any reason thereof.

In case of a mutual fund, a separate Bid cum Application can be made in respect of each scheme of the mutual fund registered with SEBI and such Applications in respect of more than one scheme of the mutual fund will not be treated as multiple applications provided that the Bids clearly indicate the scheme concerned for which the Bids has been made.

The Bids made by the asset management companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

## **BIDS BY SYSTEMATICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES**

In case of Applications made by Systemically Important Non-Banking Financial Companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid cum Application Form. Failing this, our Company reserve the right to reject any Application, without assigning any reason thereof. Systemically Important Non-Banking Financial Companies participating in the Issue shall comply with all applicable legislations, regulations, directions, guidelines and circulars issued by RBI from time to time.

## **BIDS BY LIMITED LIABILITY PARTNERSHIPS:**

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any bid without assigning any reason thereof. Limited liability partnerships can participate in the Issue only through the ASBA process.

## **BIDS BY INSURANCE COMPANIES:**

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Bid cum Application Form. Failing this, our Company reserves the right to reject any Bid by Insurance Companies without assigning any reason thereof. The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended, are broadly set forth below:

- 1) equity shares of a company: the least of 10% of the investee company's subscribed capital (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower. The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be. Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

#### **BIDS UNDER POWER OF ATTORNEY:**

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹ 2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 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 reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Bids by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form.
- b) With respect to Bids by insurance companies registered with the Insurance Regulatory and Development Authority, in addition to the above, a certified copy of the certificate of registration issued by the Insurance Regulatory and Development Authority must be lodged along with the Bid cum Application Form.
- c) With respect to Bids made by provident funds with a minimum corpus of ₹2500 Lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹2500 Lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Bid cum Application Form.
- d) With respect to Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form.
- e) Our Company in consultation with the BRLM in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application form, subject to such terms and conditions that our Company and the BRLM may deem fit.

The above information is given for the benefit of the Bidders. Our Company, the BRLM and the Syndicate Members are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and Bidders are advised to ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in the Draft Red Herring Prospectus.

#### **BIDS BY PROVIDENT FUNDS / PENSION FUNDS:**

In case of Bids made by provident funds with minimum corpus of ₹25 Crore (subject to applicable law) and pension funds with minimum corpus of ₹25 Crore, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be lodged along with the Bid cum Application Form. Failing this, the Company reserves the right to accept or reject any bid in whole or in part, in either case, without assigning any reason thereof.

**BIDS BY BANKING COMPANY:** 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 reserves the right to reject any Bid by a banking company without assigning any reason.



The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the “Banking Regulation Act”), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, 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 banks’ own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid-up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks’ interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a nonfinancial services company in excess of 10% of such investee company’s paid-up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

#### **BIDS BY SCSB’S:**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making Bid cum 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 Bid cum application in public issues and clear demarcated funds should be available in such account for such Bid cum applications.

#### **ISSUANCE OF ACONFIRMATION NOTE (“CAN”) AND ALLOTMENT IN THE ISSUE:**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

#### **Issue Procedure for Application Supported by Blocked Account (ASBA) Bidders**

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

#### **Terms of payment**

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders. SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Bidders.

#### **Payment mechanism**

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form.

The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non-Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the Issue shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public Issue Account, or until withdrawal/ failure of the Issue or until rejection of the Application by the ASBA Bidder, as the case may be.

Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Retail Individual Investors applying in public Issue have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

### **Payment into Escrow Account for Anchor Investors**

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, 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. For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of:

- a. In case of resident Anchor Investors: **“FRANCHISEINDIA.COM LIMITED– ANCHOR ACCOUNT- R”**
- b. In case of Non-Resident Anchor Investors: **“FRANCHISEINDIA.COM LIMITED– ANCHOR ACCOUNT- NR”**

Bidders should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

### **Electronic Registration of Applications**

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 5.00 p.m. of the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions and commissions in relation to,
  - a) the applications accepted by them
  - b) the applications uploaded by them
  - c) the applications accepted but not uploaded by them or
  - d) With respect to applications by Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to,
  - (i) The applications accepted by any Designated Intermediaries
  - (ii) The applications uploaded by any Designated Intermediaries or
  - (iii) The applications accepted but not uploaded by any Designated Intermediaries.
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will be available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

*\*Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into the on-line system:
  - Name of the Bidder;
  - IPO Name;
  - Bid Cum Application Form Number;
  - Investor Category;
  - PAN (of First Bidder, if more than one Bidder);
  - DP ID of the demat account of the Bidder;
  - Client Identification Number of the demat account of the Bidder;
  - Number of Equity Shares Applied for;
  - Bank Account details;
  - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
  - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the abovementioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of

the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated/ allotted either by our Company.

10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 5.00 P.M. on the Bid/Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
14. The SCSBs shall be given one day after the Bid/Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

#### **Build of the Book**

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

#### **Withdrawal of Bids**

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Issue Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Issue shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

#### **Price Discovery and Allocation**

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalise the Issue Price and the Anchor Investor Issue Price.

- b) The SEBI ICDR Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under subscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

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

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1000	23	1,500	50.00%
1500	22	3,000	100.00%
2000	21	5,000	166.67%
2500	20	7,500	250.00%

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

#### **Signing of Underwriting Agreement and Filing of Red Herring Prospectus/Prospectus with ROC**

- a) Our Company has entered into an Underwriting Agreement dated [●]
- b) A copy of Red Herring Prospectus/ Prospectus will be filed with the ROC in terms of Section 32 of Companies Act, 2013 and Section 26 of Companies Act, 2013.

#### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act 2013, our Company shall, after registering the Draft Red Herring Prospectus with the ROC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI ICDR Regulations. This 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 Regulations.

## **ADVERTISEMENT REGARDING ISSUE PRICE AND PROSPECTUS:**

Our Company will issue a statutory advertisement after the filing of the Prospectus with the RoC. This advertisement, in addition to the information that has to be set out in the statutory advertisement, shall indicate the final derived Issue Price. Any material updates between the date of the Red Herring Prospectus and the date of Prospectus will be included in such statutory advertisement.

## **GENERAL INSTRUCTIONS:**

Please note that the NIIs are not permitted to withdraw their bids or lower the size of Bids in terms of quantity of Equity Shares or Bid Amount) at any stage. Retail Individual Investor can revise their Bids during the Bid/Issue period and withdraw their Bids until Bid/issue Closing date.

Anchor investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

### **Do's:**

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first Bidder is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Retail Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, RII may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;
10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by RIIs using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining "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;
14. Ensure that the Demographic Details are updated, true and correct in all respects;

15. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. 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;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form; and
27. The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Don'ts:**

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
8. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
9. Do not Bid for a Bid Amount exceed ₹ 2,00,000/- (for Applications by Retail Individual Bidders);
10. Do not fill up the Bid cum Application Form such that the Equity Shares Application 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 maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;

13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidder;
14. 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;
15. 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);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

### **Other instructions for the Bidders**

#### **Joint Bids**

In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/ Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

#### **Multiple Bids**

Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

#### **Investor Grievance**

In case of any pre-issue or post issue related problems regarding demat credit/ refund orders/ unblocking etc. the Investors can contact the Compliance Officer of our Company.

#### **Nomination Facility to Bidders**

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders should inform their respective DP.

#### **Submission of Bids**

- a) During the Bid/Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding NIIs and QIBs) Bidding at cut-off price, the Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less Discount (if applicable).
- c) For details of the timing on acceptance and upload of Bids in the Stock Exchange platform Bidders are requested to refer to the DRHP.

### **GROUND OFS OF TECHNICAL REJECTIONS**

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:



- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples of the number of Equity Shares which are not in multiples as specified in the DRHP;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors; • Category not ticked;
- Multiple Bids as defined in the DRHP;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
- Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Bidders (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or "qualified institutional buyers" as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

**BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.**

## **BASIS OF ALLOCATION**

- a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Draft Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.
- b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.
- c) In case of under subscription in the issue, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

## **ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Bidders other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders may refer to DRHP. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Issue. However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **BASIS OF ALLOTMENT**

#### **a. For Retail Individual Bidders**

Bids received from the Retail Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Issue Price.

The Net Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Retail Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

#### **b. For Non-Institutional Bidders**

Bids received from Non-Institutional Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Issue Price.

The Net Issue size less Allotment to QIBs and Retail shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

### c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter for [●]% of the QIB Portion.
- QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares.

### d. ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

- (i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
- iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:
  - a maximum number of two Anchor Investors for allocation up to ₹ 2 crores; a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
  - in case of allocation above twenty five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty five crore rupees and an additional 10 such investors for every additional twenty five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

**c) In the event that the Issue Price is higher than the Anchor Investor Allocation Price:**

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors

**d) In the event the Issue Price is lower than the Anchor Investor Allocation Price:**

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

**e) Basis of Allotment for QIBs (other than Anchor Investors) and NIIs in case of Over Subscribed Issue:**

In the event of the Issue being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the NSE Emerge (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for)

b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).

c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:

- Each successful Bidder shall be allotted [●] equity shares; and
- The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.

d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.

e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Issue specified under the Capital Structure mentioned in this DRHP.

Retail Individual Investor' means an investor who applies for shares of value of not more than ₹ 2,00,000/- Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with NSE.

The Executive Director / Managing Director of NSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the

basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

### **Issuance of Allotment Advice**

- 1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.
- 2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract for the Allotment to such Bidder.

- 3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

### **Equity Shares in Dematerialized Form with NSDL or CDSL**

To enable all shareholders of our Company to have their shareholding in electronic form, the Company has signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite Agreement dated May 17, 2024 between NSDL, the Company and the Registrar to the Issue;
- b) Tripartite Agreement dated July 10, 2024 between CDSL, the Company and the Registrar to the Issue;
- c) The Company's equity shares bear an ISIN: INE0WLD01015.

### **Designated Date:**

On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 4 working days of the Bid/Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

### **Instructions for Completing the Bid Cum Application Form**

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://www.nseindia.com). With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e., [www.bseindia.com](http://www.bseindia.com) and NSE i.e., [www.nseindia.com](http://www.nseindia.com).

## **Bidder's Depository Account and Bank Details**

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain from the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

## **Submission of Bid Cum Application Form**

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

## **Communications**

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

## **Disposal of Application and Application Moneys and Interest in Case of Delay**

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at NSE Emerge where the Equity Shares are proposed to be listed are taken within 6 (Six) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Issue Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (Two) working days of the Issue Closing Date, would be ensured; and
3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

## **MODE OF REFUNDS**

a) In case of ASBA Applicants: Within 6 (six) Working Days of the Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application, for any excess amount blocked on Application, for any ASBA application withdrawn, rejected or unsuccessful or in the event of withdrawal or failure of the Offer

b) In the case of Applications from Eligible NRIs and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/ or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company may not be responsible for loss, if any, incurred by the applicant on account of conversion of foreign currency.

c) In case of Other Investors: Within six Working Days of the Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Investors. In case of Investors, the Registrar to the Offer may obtain from the depositories, the Applicants' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Investors in their Investor Application Forms for refunds. Accordingly, Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, may be liable to compensate the Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

## **MODE OF MAKING REFUNDS FOR APPLICANTS OTHER THAN ASBA APPLICANTS**

The payment of refund, if any, may be done through various modes as mentioned below:

(i) NECS - Payment of refund may be done through NECS for Applicants having an account at any of the centers specified by the RBI. This mode of payment of refunds may be subject to availability of complete bank account details including the nine-digit MICR code of the applicant as obtained from the Depository

(ii) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Applicants' bank is NEFT enabled and has been assigned the Indian Financial System Code ("IFSC"), which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Applicants have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Applicants' through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(iii) Direct Credit – Applicants having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;

(iv) RTGS – Applicants having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS. The IFSC code shall be obtained from the demographic details. Investors should note that on the basis of PAN of the applicant, DP ID and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Investors' account details, IFSC code, MICR code and occupation (hereinafter referred to as "Demographic Details"). The bank account details for would be used giving refunds. Hence, Applicants are advised to immediately update their bank account details as appearing on the records of the Depository Participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at their sole risk and neither the BRLM or the Registrar to the Issue or the Escrow Collection Bank nor the Company shall have any responsibility and undertake any liability for the same;

(v) Please note that refunds, on account of our Company not receiving the minimum subscription, shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank. For details of levy of charges,

if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centers etc. Investors may refer to Red Herring Prospectus.

### **Right to Reject Applications**

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

### **Grounds for Rejections**

In addition to the grounds for rejection of Bids on technical grounds as provided in the General Information Document, the bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

- Bids submitted without instruction to the SCSBs to block the entire Bid Amount;
- Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form
- Bids submitted on a plain paper
- Bids submitted by RIBs using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI
- ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary
- Bids under the UPI Mechanism submitted by RIBs using third party bank accounts or using a third party linked bank account UPI ID (subject to availability of information regarding third party account from Sponsor Bank);
- Bids submitted without the signature of the First Bidder or sole Bidder
- The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;
- 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;
- GIR number furnished instead of PAN;
- Bids by RIBs with Bid Amount of a value of more than ₹2,00,000;
- Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals
- Bids accompanied by stock invest, money order, postal order or cash; and
- Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by RIBs uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchange
- Applications by OCBs;

### **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.”

### **Undertakings by Our Company**

We undertake as follows:



1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Issue Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within three Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter's contribution in full has already been brought in;
6. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;
8. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company 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 exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9. If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange/ RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issue;
10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/ unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

### **Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act 2013;
- 2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- 5) Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- 6) The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and Foreign Exchange Management Act, 1999 (“FEMA”). While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are the Reserve Bank of India (“RBI”) and Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”).

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated Foreign Direct Investment Policy notified by the DPIIT File No. 5(2)/2020-FDI Policy dated October 15, 2020, with effect from October 15, 2020 (the “FDI Policy”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT or the DPIIT that were in force and effect prior to October 15, 2020. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPIIT issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country (“Restricted Investors”), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

## **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

## **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/ sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paidup value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

## **Investment by NRI or OCI on repatriation basis**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as “Capital Instruments”) of a listed Indian Company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

## **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis – will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“US Securities Act”) or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of “US Persons” as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the “Prospectus Directive”) has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Prospectus Directive except for any such offer made under exemptions available under the Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a prospectus pursuant to the Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorised. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Red Herring Prospectus.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Application may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulation.

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**SECTION XII – MAIN PROVISION OF ARTICLE OF ASSOCIATION**  
**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**(Incorporated under the Companies Act, 2013)**  
**OF**  
**FRANCHISEINDIA.COM LIMITED**  
**CONSTITUTION OF THE COMPANY**

- a. The Regulations contained in table “F” of Schedule I to the Companies Act, 2013 shall apply to the Company only insofar as the same are not provided for or are not inconsistent with these Articles.
- b. The Regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such as are contained in these Articles subject however to the exercise of the statutory powers of the Company in respect of repeal, additions, alterations, substitution, modifications and variations thereto by special resolution as prescribed by the Companies Act, 2013.

**DEFINITIONS AND INTERPRETATION**

**A. Definitions**

In the interpretation of these Articles the following words and expressions shall have the following meanings unless repugnant to the subject or context.

“**Act**” means the Companies Act, 2013 along with the relevant Rules made there under, in force and any statutory amendment thereto or replacement thereof and including any circulars, notifications and clarifications issued by the relevant authority under the Companies Act, 2013, and applicable and subsisting provisions of the Companies Act, 1956, if any, along with the relevant Rules made there under. Reference to Act shall also include the Secretarial Standards issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980.

“**Annual General Meeting**” shall mean a General Meeting of the holders of Equity Shares held annually in accordance with the applicable provisions of the Act.

“**Articles**” shall mean these articles of association as adopted or as from time to time altered in accordance with the provisions of these Articles and Act.

“**Auditors**” shall mean and include those persons appointed as such for the time being by the Company.

“**Board**” or “**Board of Directors**” shall mean the collective board of directors of the Company, as duly called and constituted from time to time, in accordance with Law and the provisions of these Articles.

“**Board Meeting**” shall mean any meeting of the Board, as convened from time to time and any adjournment thereof, in accordance with law and the provisions of these Articles.

“**Business Day**” shall mean a day on which scheduled commercial banks are open for normal banking business;

“**Capital**” or “**Share Capital**” shall mean the authorized share capital of the Company.

“**Chairman**” shall mean such person as is nominated or appointed in accordance with Article 35 herein below.

“**Companies Act, 2013**” shall mean the Companies Act, 2013 (Act 18 of 2013), as amended, including any statutory modification or re-enactment thereof, for the time being in force

“**Company**” or “**this Company**” shall mean **FRANCHISEINDIA.COM LIMITED**

“**Committees**” shall have the meaning ascribed to such term in Article 66.

“**Depositories Act**” shall mean The Depositories Act, 1996 and shall include any statutory modification or re-enactment thereof.

“**Director**” shall mean any director of the Company, including alternate directors, independent directors and nominee directors appointed in accordance with the Law and the provisions of these Articles.

“**Dividend**” shall include interim dividends.

“**Encumbrance**” shall mean any encumbrance including without limitation any mortgage, pledge, charge, lien, deposit or assignment by way of security, bill of sale, option or right of pre-emption, entitlement to beneficial ownership and any interest or right held, or claim that could be raised, by a third party or any other encumbrance or security interest of any kind;

“**Equity Share Capital**” shall mean the total issued and paid-up equity share capital of the Company, calculated on a fully diluted basis.

“**Equity Shares**” shall mean fully paid-up equity shares of the Company having a par value of INR 10 (Rupees Ten) per equity share of the Company, or any other issued Share Capital of the Company that is reclassified, reorganized, reconstituted or converted into equity shares of the Company.

“**Executor**” or “**Administrator**” shall mean a person who has obtained probate or letters of administration, as the case may be, from a court of competent jurisdiction and shall include the holder of a succession certificate authorizing the holder thereof to negotiate or transfer the Shares or other Securities of the deceased Shareholder and shall also include the holder of a certificate granted by the Administrator-General appointed under the Administrator Generals Act, 1963.

“**Extraordinary General Meeting**” shall mean an extraordinary general meeting of the holders of Equity Shares duly called and constituted in accordance with the provisions of the Act.

**“Financial Year”** shall mean any fiscal year of the Company, beginning on April 1 of each calendar year and ending on March 31 of the following calendar year.

**“Law/Laws”** shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and SEBI, (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules or guidelines for compliance, of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian GAAP or Ind-AS or any other generally accepted accounting principles.

**“Memorandum”** shall mean the memorandum of association of the Company, as amended from time to time.

**“Office”** shall mean the registered office for the time being of the Company.

**“Paid-up”** shall include the amount credited as paid up.

**“Person”** shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality).

**“Register of Members”** shall mean the register of Shareholders to be kept pursuant to Section 88 of the Act. (bb) **“Registrar”** shall mean the Registrar of Companies, from time to time having jurisdiction over the Company. (cc) **“Rules”** shall mean the rules made under the Act and as notified from time to time.

**“Seal”** shall mean the common seal(s) for the time being of the Company, if any.

**“SEBI”** shall mean the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992. **“SEBI Listing Regulations”** shall mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any statutory amendment thereto and any listing agreement entered into by the Company with the StockExchanges.

**“Securities” or “securities”** shall mean any Share (including Equity and Preference Shares), scripts, stocks, bonds, debentures, warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares, and any other marketable securities.

**“Shares” or “shares”** shall mean any share issued in the Share Capital of the Company, including Equity Shares and preference shares.

**“Shareholder” or “shareholder” or “member”** shall mean any shareholder of the Company, from time to time.

**“Shareholders’ Meeting”** shall mean any meeting of the Shareholders of the Company, including Annual General Meetings as well as Extraordinary General Meetings, convened from time to time in accordance with the Act, applicable Laws and the provisions of these Articles.

**“Stock Exchanges”** shall mean BSE Exchange Limited, the National Stock Exchange of India Limited and any other stock exchange in India where the Securities are listed.

## **B. Interpretation**

In these Articles (unless the context requires otherwise):

- a. References to a person shall, where the context permits, include such person’s respective successors, legal heirs and permitted assigns.
- b. The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.
- c. References to articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the articles and sub-articles herein.
- d. Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.
- e. Wherever the words “include,” “includes,” or “including” is used in these Articles, such words shall be deemed to be followed by the words “without limitation”.
- f. The terms “hereof”, “herein”, “hereto”, “hereunder” or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise.
- g. Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.
- h. In the event any of the provisions of the Articles are contrary to the provisions of the Act and the Rules, the provisions of the Act and Rules will prevail.

## **EXPRESSIONS IN THE ACT AND THESE ARTICLES**

Save as aforesaid, any words or expressions defined in the Act or the Depositories Act or the SEBI Listing Regulations, shall, as the case may be, if not inconsistent with the subject or context, bear the same meaning in these Articles.

## SHARE CAPITAL

- a. The Authorised Share Capital of the Company shall be as stated under Clause V of the Memorandum of Association of the Company with such rights, privileges and conditions respectively attached thereto as may be from time to time and the Company may sub- divide, consolidate and increase the Share Capital from time to time and upon the sub-division of Shares, apportion the right to participate in profits in any manner as between the Shares resulting from the sub- division.
- b. The Company has power, from time to time, to increase or reduce its authorised or issued and Paid up Share Capital, in accordance with the Act, applicable Laws and these Articles. The Share Capital of the Company may be classified into Shares with differential rights as to dividend, voting or otherwise in accordance with the applicable provisions of the Act, Rules, and Law, from time to time.
- c. The Board may, subject to the relevant provisions of the Act and these Articles, allot and issue Shares as payment or part payment for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in or about the formation of the Company or in respect of an acquisition and/or in the conduct of its business or for any goodwill provided to the Company; and any Shares which may be so allotted may be issued as fully/partly Paid-up Shares and if so issued shall be deemed as fully/partly Paid- up Shares.
- d. Except so far as otherwise provided by the conditions of issue or by these Articles, any Share Capital raised by the creation of new Shares, shall be considered as part of the existing Share 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.
- e. Any application signed by or on behalf of an applicant for Shares in the Company, followed by an allotment of any Shares therein, shall be an acceptance of Shares within the meaning of these Articles and every person who thus or otherwise accepts any Shares and whose name is on the Register of Members, shall for the purposes of these Articles, be a Shareholder.
- f. The money, (if any), which the Board shall, on the allotment of any Shares being made by them, require or direct to be paid by way of deposit, call or otherwise, in respect of any Shares allotted by them, shall immediately on the insertion of the name of the allottee, in the Register of Members as the name of the holder of such Shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be paid by him accordingly.

## PREFERENCE SHARES

### a. Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act, shall have the power to issue on a cumulative or non- cumulative basis, preference shares liable to be redeemed in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power in any manner as they deem fit and provide for redemption of such shares on such terms including the right to redeem at a premium or otherwise as they deem fit.

### b. Convertible Redeemable Preference Shares

The Company, subject to the applicable provisions of the Act and the consent of the Board, shall have power to issue on a cumulative or non-cumulative basis convertible preference shares liable to be converted in any manner permissible under the Act and the Directors may, subject to the applicable provisions of the Act, exercise such power as they deem fit and provide for conversion at a premium or otherwise and/or conversion of such shares into such Securities on such terms as they may deem fit.

## PROVISIONS IN CASE OF PREFERENCE SHARES

Upon the issue of preference shares pursuant to Article 5 above, the following provisions shall apply:

- a. No such preference shares shall be redeemed except out of profits of the Company which would otherwise be available for Dividend or out of the proceeds of a fresh issue of shares made for the purposes of the redemption;
- b. No such shares shall be redeemed unless they are fully paid;
- c. The premium, if any, payable on redemption shall have been provided for out of the profits of the Company or out of the Company's securities premium account, before the shares are redeemed;
- d. Where any such shares are proposed to be redeemed out of the profits of the Company, there shall, out of such profits, be

transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the “Capital Redemption Reserve Account” and the applicable provisions of the Act relating to the reduction of the Share Capital of the Company shall, except as provided by Section 55 of the Act, apply as if the Capital Redemption Reserve Account were Paid up Share Capital of the Company;

- e. The redemption of preference shares under this Article by the Company shall not be taken as reduction of Share Capital;
- f. The Capital Redemption Reserve Account may, notwithstanding anything in this Article, be applied by the Company, in paying up un-issued shares of the Company to be issued to the Shareholders as fully paid bonus shares; and
- g. Whenever the Company shall redeem any redeemable preference shares, the Company shall, within 30 (thirty) days thereafter, give notice thereof to the Registrar as required by Section 64 of the Act.

## **COMPANY’S LIEN**

### **A. On shares:**

- a. The Company shall have a first and paramount lien:

- I on every share (not being a fully paid share), for all money (whether presently payable or not) called, or payable at a fixed time, in respect of that share;
- II on all shares (not being fully paid shares) standing registered in the name of a single person, for all money presently payable by him or his estate to the Company;

Provided that the Board may, at any time, declare any shares wholly or in part to be exempt from the provisions of this Article.

- b. The Company’s lien, if any, on the shares, (not being a fully paid share), shall extend to all Dividends payable and bonuses declared from time to time in respect of such shares.
- c. For the purpose of enforcing such lien, the Board may sell such partly Paid-up shares, subject thereto in such manner as the Board shall think fit, and for that purpose may cause to be issued, a duplicate certificate in respect of such shares and may authorise one of their Shareholders to execute and register the transfer thereof on behalf of and in the name of any purchaser. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to said shares be affected by any irregularity or invalidity in the proceedings in reference to the sale of such shares;

Provided that no sale of such shares shall be made:

- I unless a sum in respect of which the lien exists is presently payable; or
- II until the expiration of 14 days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

The net proceeds of any such sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the Person entitled to the shares at the date of the sale.

- d. No Shareholder shall exercise any voting right in respect of any shares or Debentures registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.
- e. Subject to the Act and these Articles, the right of lien under this Article 7 shall extend to other Securities.

## **CALLS**

- a. Subject to the provisions of Section 49 of the Act, the terms on which any shares may have been issued and allotted, the Board may, from time to time, by a resolution passed at a meeting of the Board, make such call as it thinks fit upon the Shareholders in respect of all money unpaid on the shares held by them respectively and each Shareholder shall pay the amount of every call so made on him to the Person or Persons and Shareholders and at the times and places appointed by the Board. A call may be made payable by installments. Provided that the Board shall not give the option or right to call on shares to any person except with the sanction of the Company in the General Meeting.
- b. 14 (fourteen) days’ notice in writing at the least of every call (otherwise than on allotment) shall be given by the Company specifying the time and place of payment, provided that before the time for payment of such call, the Board may revoke or postpone the same.
- c. The call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed



and may be made payable by the Shareholders whose names appear on the Register of Members on such date as shall be fixed by the Board.

- d. The joint holder of a share shall be jointly and severally liable to pay all installments and calls due in respect thereof.
- f. The Board may, from time to time at its discretion, extend the time fixed for the payment of any call and may extend such time as to all or any of the Shareholders who, from residence at a distance or other cause the Board may deem fairly entitled to such extension; but no Shareholders shall be entitled to such extension save as a matter of grace and favour.
- g. If any Shareholder or allottee fails to pay the whole or any part of any call or installment, due from him on the day appointed for payment thereof, or any such extension thereof, he shall be liable to pay interest on the same from the day appointed for the payment to the time of actual payment at 10 (ten) per cent per annum or such lower rate as shall from time to time be fixed by the Board but nothing in this Article shall render it obligatory for the Board to demand or recover any interest from any such Shareholder and the Board shall be at liberty to waive payment of such interest either wholly or in part.
- h. Any sum, which by the terms of issue of a share or otherwise, becomes payable on allotment or at any fixed date or by installments at a fixed time whether on account of the nominal value of the share or by way of premium shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue or otherwise the same became payable, and in case of non-payment, all the relevant provisions of these Articles as to payment of call, interest, expenses, forfeiture or otherwise shall apply as if such sum became payable by virtue of a call duly made and notified.
- i. On the trial or hearing of any action or suit brought by the Company against any Shareholder or his legal representatives for the recovery of any money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the Shareholder in respect of whose shares the money is sought to be recovered appears entered on the Register of Members as the holder, or one of the holders at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares; that the resolution making the call is duly recorded in the minute book, and that notice of such call was duly given to the Shareholder or his representatives so sued in pursuance of these Articles; and it shall not be necessary to prove the appointment of the Directors who made such call nor that a quorum of Directors was present at the Board at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever; but the proof of the matters aforesaid shall be conclusive evidence of the debt and the same shall be recovered by the Company against the Shareholder or his representative from whom it is ought to be recovered, unless it shall be proved, on behalf of such Shareholder or his representatives against the Company that the name of such Shareholder was improperly inserted in the Register of Members or that the money sought to be recovered has actually been paid.
- j. The Company may enforce a forfeiture of shares under Article 11 below notwithstanding the following : (i) a judgment or a decree in favour of the Company for calls or other money due in respect of any share; (ii) part payment or satisfaction of any calls or money due in respect of any such judgment or decree; (iii) the receipt by the Company of a portion of any money which shall be due from any Shareholder to the Company in respect of his shares; and (iv) any indulgence granted by the Company in respect of the payment of any such money.
- k. The Board may, if it thinks fit (subject to the provisions of Section 50 of the Act) agree to and receive from any Shareholder willing to advance the same, the whole or any part of the money due upon the shares held by him beyond the sums actually called up, and upon the amount so paid or satisfied in advance or so much thereof as from time to time and at any time thereafter as exceeds the amount of the calls then made upon and due in respect of the shares in respect of which such advance has been made, the Company may pay interest, as the Shareholder paying such sum in advance and the Board may agree upon; provided that the money paid in advance of calls shall not confer a right to participate in profits or dividend. Provided always that if at any time after the payment of any such money the rate of interest so agreed to be paid to any such Member appears to the Board to be excessive, it shall be lawful for the Board from time to time to repay to such Member so much of such money as shall then exceed the amount of the calls made upon such shares in the manner determined by the Board. Provided also that if at any time after the payment of any money so paid in advance, the Company shall go into liquidation, either voluntary or otherwise, before the full amount of the money so advanced shall have become due by the members to the Company, on installments or calls, or in any other manner, the maker of such advance shall be entitled (as between himself and the other Members) to receive back from the Company the full balance of such moneys rightly due to him by the Company in priority to any payment to members on account of capital, in accordance with and subject to the provisions of the Act.
- l. No Shareholder shall be entitled to voting rights in respect of the money (ies) so paid by him until the same would but for such payment, become presently payable.

## **TRANSFER AND TRANSMISSION OF SHARES**

- A. The Company shall record in the Register of Members fairly and distinctly particulars of every transfer or transmission of any share, Debenture or other Security held in a material form.

- B. In accordance with Section 56 of the Act, the Rules and such other conditions as may be prescribed under Law, every instrument of transfer of shares held in physical form shall be in writing. In case of transfer of shares where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act shall apply.
- C. (I) An application for the registration of a transfer of the shares in the Company may be made either by the transferor or the transferee within the time frame prescribed under the Act.
- (II) Where the application is made by the transferor and relates to partly paid shares, the transfer shall not be registered unless the Company gives notice of the application to the transferee in a prescribed manner and the transferee communicates no objection to the transfer within 2 (two) weeks from the receipt of the notice.
- D. Every such instrument of transfer shall be executed by both, the transferor and the transferee and attested and the transferor shall be deemed to remain the holder of such share until the name of the transferee have been entered in the Register of Members in respect thereof.
- E. Subject to the provisions of the Act, a person entitled to a share by transmission shall, subject to the right of the Board to retain such Dividends as hereinafter provided in Article 72(g) be entitled to receive, and may give a discharge for any dividends or other moneys payable in respect of the shares.
- F. The Board shall have power on giving not less than 7 (seven) days ' previous notice or such lesser period as may be specified by SEBI, by advertisement in a vernacular newspaper and in an English newspaper having wide circulation in the city, town or village in which the Office of the Company is situated and by publishing a notice on the website of the Company, to close the transfer books, the Register of Members and/or Register of Debenture-holders at such time or times and for such period or periods, not exceeding 30 (thirty) days at a time and not exceeding in the aggregate 45 (forty-five) days in each year, as it may deem expedient.
- G. Subject to the provisions of Sections 58 of the Act, these Articles and other applicable provisions of the Act or any other Law for the time being in force, the Board may, refuse to register the transfer of, or the transmission by operation of law of the right to, any Securities or interest of a Shareholder in the Company. The Company shall, within 30 (thirty) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send a notice of refusal to the transferee and transferor or to the person giving notice of such transmission, as the case may be, 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 except where the Company has a lien on shares.
- H. Subject to the applicable provisions of the Act and these Articles, the Directors shall have the absolute and uncontrolled discretion to refuse to register a Person entitled by transfer / transmission to any shares or his nominee as if he were the transferee named in any ordinary transfer presented for registration, and shall not be bound to give any reason for such refusal and in particular may also decline in respect of shares upon which the Company has a lien.
- I. Subject to the provisions of these Articles, any transfer of shares in whatever lot should not be refused, though there would be no objection to the Company refusing to split a share certificate into several scripts of any small denominations or, to consider a proposal for transfer of shares comprised in a share certificate to several Shareholders, involving such splitting, if on the face of it such splitting/ transfer appears to be unreasonable or without a genuine need. The Company should not, therefore, refuse transfer of shares in violation of the listing requirements of the relevant Stock Exchanges on the ground that the number of shares to be transferred is less than any specified number.
- J. In case of the death of any one or more shareholders named in the Register of Members as the joint-holders of any shares, the survivors shall be the only Shareholder(s) recognized by the Company as having any title to or interest in such shares, but nothing therein contained shall be taken to release the estate of a deceased joint- holder from any liability on shares held by him jointly with any other Person.
- K. The Executors or Administrators or holder of the succession certificate or the legal representatives of a deceased Shareholder, (not being one of two or more joint- holders) or his nominee(s), shall be the only Shareholders recognized by the Company as having any title to the shares registered in the name of such Shareholder, and the Company shall not be bound to recognize such Executors or Administrators or the legal representatives unless such Executors or Administrators or legal representatives shall have first obtained probate or letters of administration or succession certificate, as the case may be, from a duly constituted court in India, provided that the Board may in its absolute discretion dispense with production of probate or letters of administration or succession certificate, upon such terms as to indemnity or otherwise as the Board may in its absolute discretion deem fit and may under Article 9 (a) of these Articles register the name of any Person who claims to be absolutely entitled to the shares standing in the name of a deceased Shareholder, as a Shareholder.
- L. (I) Subject to the provisions of Articles and the Act, any Person becoming entitled to shares in consequence of the death, lunacy, bankruptcy of any Shareholder or Shareholders, or by any lawful means other than by a transfer in accordance with

these Articles, may with the consent of the Board, (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article, or of his title, as the Board thinks sufficient, either be registered himself as the holder of the shares or elect to have some Person nominated by him and approved by the Board, registered as such holder; provided nevertheless, that if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.

- M. A Person becoming entitled to a share by reason of the death or insolvency of a Shareholder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the shares, except that he shall not, before being registered as a Shareholder in respect of the shares, be entitled to exercise any right conferred by membership in relation to meetings of the Company.
- I. Provided that the Directors shall, at any time, give notice requiring any such Person to elect either to register himself or to transfer the shares, and if such notice is not complied with within 90 (ninety) days, the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the shares until the requirements of the notice have been complied with.
- II. Where any instrument of transfer of shares has been received by the Company for registration and the transfer of such shares has not been registered by the Company for any reason whatsoever, the Company shall transfer the Dividends in relation to such shares to a unpaid dividend account unless the Company is authorized by the registered holder of such shares, in writing, to pay such Dividends to the transferee and will keep in abeyance any offer of right shares and/or bonus shares in relation to such shares.
- III. In case of transfer and transmission of shares or other securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic and fungible form in a Depository, the provisions of the Depositories Act shall apply.
- N. Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with a properly stamped and executed instrument of transfer in accordance with the provisions of Section 56 of the Act.
- O. No fee shall be payable to the Company, in respect of the registration of transfer or transmission of shares, or for registration of any power of attorney, probate, letters of administration or other similar documents.
- P. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof, (as shown or appearing in the Register of Members), to the prejudice of a Person or Persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had any notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which maybe given to it of any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice, and give effect thereto if the Board shall so think fit.
- Q. The provision of these Articles shall be subject to the applicable provisions of the Act, the Rules and any requirements of Law. Such provisions shall mutatis mutandis apply to the transfer or transmission by operation of Law to other Securities of the Company.

## **DEMATERIALIZATION OF SECURITIES**

- a. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its existing Securities, rematerialize its Securities held in the Depositories and/or to offer its fresh Securities in a dematerialized form pursuant to the Depositories Act, and the rules framed there under, if any.
- b. Subject to the applicable provisions of the Act, the Company may exercise an option to issue, dematerialize, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereto shall be governed by the provisions of the Depositories Act.
- c. If a Person opts to hold his Securities with a Depository, the Company shall intimate such Depository the details of allotment of the Securities and on receipt of the information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of the Securities.
- d. Securities in Depositories to be in fungible form:

All Securities held by a Depository shall be dematerialized and be held in fungible form. Nothing contained in Sections 88, 89 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owners.

e. Rights of Depositories & Beneficial Owners:

- I Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purposes of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.
- II Save as otherwise provided in (i) above, the Depository as the Registered Owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.
- III Every person holding shares of the Company and whose name is entered as the Beneficial Owner in the records of the Depository shall be deemed to be a Shareholder of the Company.
- IV The Beneficial Owner of Securities shall, in accordance with the provisions of these Articles and the Act, be entitled to all the rights and subject to all the liabilities in respect of his Securities, which are held by a Depository.

f. Except as ordered by a court of competent jurisdiction or as may be required by Law required and subject to the applicable provisions of the Act, the Company shall be entitled to treat the person whose name appears on the Register as the holder of any share or whose name appears as the Beneficial Owner of any share in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such shares or (except only as by these Articles otherwise expressly provided) any right in respect of a share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any share in the joint names of any two or more persons or the survivor or survivors of them, subject to Article 17(1).

g. Register and Index of Beneficial Owners:

The Company shall cause to be kept a register and index of members with details of shares and debentures held in materialized and dematerialized forms in any media as may be permitted by Law including any form of electronic media.

The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India a register resident in that state or country.

h. Cancellation of Certificates upon surrender by Person:

Upon receipt of certificate of securities on surrender by a person who has entered into an agreement with the Depository through a participant, the Company shall cancel such certificates and shall substitute in its record, the name of the Depository as the registered owner in respect of the said Securities and shall also inform the Depository accordingly.

i. Service of Documents :

Notwithstanding anything contained in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.

j. Transfer of Securities :

- I Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of Securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.
- II In the case of transfer or transmission of shares or other Securities where the Company has not issued any certificates and where such shares or Securities are being held in any electronic or fungible form in a Depository, the provisions of the Depositories Act shall apply.

k. Allotment of Securities dealt with in a Depository :

Notwithstanding anything in the Act or these Articles, where Securities are dealt with by a Depository, the Company shall intimate the details of allotment of relevant Securities thereof to the Depository immediately on allotment of such Securities.

l. Certificate Number and other details of Securities in Depository :

Nothing contained in the Act or these Articles regarding the necessity of having certificate number/distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.

m. Provisions of Articles to apply to Shares held in Depository :

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 Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act.

n. Depository to furnish information :

Every Depository shall furnish to the Company information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by Law and the Company in that behalf.

o. Option to opt out in respect of any such Security :

Subject to compliance with applicable Law, if a Beneficial Owner seeks to opt out of a Depository in respect of any Security, he shall inform the Depository accordingly. The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company. The Company shall within 30 (thirty) days of the receipt of intimation from a Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the Beneficial Owner or the transferee as the case may be.

p. Overriding effect of this Article :

Provisions of this Article will have full effect and force notwithstanding anything to the contrary or inconsistent contained in any other Articles.

### **FORFEITURE OF SHARES**

- a. If any Shareholder fails to pay any call or installment of a call or any part thereof or any money due in respect of any shares either by way of principal or interest on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board may, at any time thereafter, during such time as the call or installment or any part thereof or other money remain unpaid or a judgment or decree in respect thereof remain unsatisfied, give notice to such Shareholder or his legal representatives requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non-payment.
- b. The notice shall name a day, (not being less than 14 (fourteen) days from the date of service of notice), and a place or places on or before which such call or installment or such part or other money as aforesaid and interest thereon, (at such rate as the Board shall determine and payable from the date on which such call or installment ought to have been paid), and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.
- c. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given, may at any time, thereafter before payment of all calls, installments, other money due in respect thereof, interest and expenses as required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all Dividends declared or any other money payable in respect of the forfeited share and not actually paid before the forfeiture subject to the applicable provisions of the Act.
- d. When any share shall have been so forfeited, notice of the forfeiture shall be given to the Shareholder on whose name it stood immediately prior to the forfeiture or if any of his legal representatives or to any of the Persons entitled to the shares by transmission, and an entry of the forfeiture with the date thereof, shall forthwith be made in the Register of Members, but no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice or to make any such entry as aforesaid.
- e. Any share so forfeited shall be deemed to be the property of the Company and may be sold; re-allotted, or otherwise disposed of either to the original holder thereof or to any other Person upon such terms and in such manner as the Board shall think fit.
- f. Any Shareholder whose shares have been forfeited shall, cease to be a shareholder of the Company and notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company on demand all calls, installments, interest and expenses and other money owing upon or in respect of such shares at the time of the forfeiture together with interest thereon from the time of the forfeiture until payment at such rate as the Board may determine and the Board may enforce, (if it thinks fit), payment thereof as if it were a new call made at the date of forfeiture.
- g. The forfeiture of a share shall involve extinction at the time of the forfeiture of all interest in all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of these rights as by these Articles are expressly saved.

- h. A duly verified declaration in writing that the declarant is a Director or Secretary of the Company and that a share in the Company has been duly forfeited in accordance with these Articles on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all Persons claiming to be entitled to the shares.
- i. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board may appoint some Person to execute an instrument of transfer of the shares sold and cause the purchaser's name to be entered in the Register of Members in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, or to the application of the purchase money, and after his name has been entered in the Register of Members in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.
- j. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate or certificates originally issued in respect of the relevant shares shall, (unless the same shall on demand by the Company have been previously surrendered to it by the defaulting Shareholder), stand cancelled and become null and void and of no effect and the Board shall be entitled to issue a new certificate or certificates in respect of the said shares to the person or persons entitled thereto.
- k. The Board may, at any time, before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.
- l. The Directors may subject to the provisions of the Act, accept a surrender of any share certificates from or by any Shareholder desirous of surrendering them on such terms as the Directors think fit.

### **ALTERATION OF SHARE CAPITAL**

Subject to these Articles and Section 61 of the Act, the Company may, by an Ordinary Resolution in General Meeting from time to time, alter the conditions of its Memorandum as follows, that is to say, it may:

- a. increase its Share Capital by such amount as it thinks expedient;
- b. consolidate and divide all or any of its Share Capital into shares of larger amount than its existing shares:
- c. Provided that no consolidation and division which results in changes in the voting percentage of Shareholders shall take effect unless it is approved by the Tribunal on an application made in the prescribed manner;
- d. convert all or any of its fully Paid up shares into stock, and reconvert that stock into fully Paid up shares of any denomination;
- e. sub-divide its existing Shares, or any of them, into shares of smaller amount than is fixed by the Memorandum, so, however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived; and
- f. cancel its Shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person, and diminish the amount of its Share Capital by the amount of the shares so cancelled. Cancellation of shares in pursuance of this Article shall not be deemed to be reduction of Share Capital within the meaning of the Act.

### **REDUCTION OF SHARE CAPITAL**

The Company may, subject to the applicable provisions of the Act, from time to time by a Special Resolution, reduce its Capital, any capital redemption reserve account and the securities premium account in any manner for the time being authorized by Law. This Article is not to derogate any power the Company would have under Law, if it were omitted.

### **POWER OF COMPANY TO PURCHASE ITS OWN SECURITIES**

Pursuant to a resolution of the Board or a Special Resolution of the Shareholders, as required under the Act, the Company may purchase its own Equity Shares or other Securities, as may be specified by the Act read with Rules made there under from time to time, by way of a buy-back arrangement, in accordance with Sections 68, 69 and 70 of the Act, the Rules and subject to compliance with the applicable Laws.

### **POWER TO MODIFY RIGHTS**

- a. Where, the Capital, is divided (unless otherwise provided by the terms of issue of the shares of that class) into different classes of shares, all or any of the rights and privileges attached to each class may be varied, subject to the provisions of Section 48 of the Act and applicable Laws, and whether or not the Company is being wound up, be varied provided the same is affected with consent in writing of the holders of not less than three-fourths of the issued shares of that class or by way of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class.
- b. To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in

question.

- c. 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 paripassu therewith.

### **REGISTERS TO BE MAINTAINED BY THE COMPANY**

- a. The Company shall, in terms of the provisions of Section 88 of the Act, cause to be kept the following registers in terms of the applicable provisions of the Act
  - I A Register of Members indicating separately for each class of Equity Shares and preference shares held by each Shareholder residing in or outside India;
  - II A register of Debenture holders; and
  - III A register of any other security holders.
- b. The Company may keep in any country outside India, a part of the registers referred above, called “foreign register” containing names and particulars of the Shareholders, Debenture holders or holders of other Securities or beneficial owners residing outside India.
- c. The registers mentioned in this Article shall be kept and maintained in the manner prescribed under the Companies (Management and Administration) Rules, 2014.

### **SHARES AND SHARE CERTIFICATES**

- a. The Company shall issue, re-issue and issue duplicate share certificates in accordance with the provisions of the Act and in the form and manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
  - b. A duplicate certificate of shares may be issued, if such certificate:
    - I is proved to have been lost or destroyed; or
    - II has been defaced, mutilated or torn; and is surrendered to the Company.
  - c. The Company shall be entitled to dematerialise its existing Shares, rematerialise its Shares held in the depository and/or to offer its fresh shares in a dematerialised form pursuant to the Depositories Act, and the regulations framed there under, if any.
  - d. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new Certificate in lieu thereof shall be given to the party entitled to such lost or destroyed Certificate. Every Certificate under the Articles shall be issued without payment of fees if the Directors so decide, or on payment of such fees (not exceeding rupees fifty for each certificate) as the Directors shall prescribe. Provided that, no fee shall be charged for issue of a new certificate in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.
- Provided that notwithstanding what is stated above, the Directors shall comply with the applicable provisions of the Act and Law.
- e. The provisions of this Article shall mutatis mutandis apply to Debentures and other Securities of the Company.
  - G. When a new share certificate has been issued in pursuance of sub-article (e) of this Article, it shall be in the form and manner stated under the Companies (Share Capital and Debentures) Rules, 2014.
  - H. All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board. The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the Secretary or of such other person as the Board may authorize for the purpose and the Secretary or the other person aforesaid shall be responsible for rendering an account of these forms to the Board. Every forfeited or surrendered share held in material form shall continue to bear the number by which the same was originally distinguished.
  - I. The Secretary of the Company shall be responsible for the maintenance, preservation and safe custody of all books and

documents relating to the issue of share certificates including the blank forms of the share certificate referred to in sub-article (g) of this Article.

- J. All books referred to in sub-article (h) of this Article, shall be preserved in the manner specified in the Companies (Share Capital and Debentures) Rules, 2014.
- K. The details in relation to any renewal or duplicate share certificates shall be entered into the register of renewed and duplicate share certificates, as prescribed under the Companies (Share Capital and Debentures) Rules, 2014.
- L. If any Shares stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members shall as regards receipt of Dividends or bonus, or service of notices and all or any other matters connected with the Company except voting at meetings and the transfer of shares, be deemed the sole holder thereof, but the joint holders of such Shares shall be severally as well as jointly liable for the payment of all deposits, installments and calls due in respect of such Shares, and for all incidents thereof according to these Articles.
- M. Except as ordered by a court of competent jurisdiction or as may be required by Law, the Company shall be entitled to treat the Shareholder whose name appears on the Register of Members as the holder of such Equity Shares or whose name appears as the beneficial owner of such Equity Shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust or equity or equitable, contingent or other claim to or interest in such Equity Shares on the part of any other Person whether or not such Shareholder shall have express or implied notice thereof. The Board shall be entitled at their sole discretion to register any Equity Shares in the joint names of any 2 (two) or more Persons or the survivor or survivors of them. The Company shall not be bound to register more than 3 (three) persons as the joint holders of any share except in the case of executors or trustees of a deceased member.

### **SHARES AT THE DISPOSAL OF THE DIRECTORS**

- N. Subject to the provisions of Section 62 and other applicable provisions of the Act, and these Articles, the shares in the Capital of the Company for the time being (including any shares forming part of any increased Capital of the Company) shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to Persons in such proportion and on such terms and conditions and either at a premium or at par at such time as they may, from time to time, think fit.
- O. Subject to applicable Law, the Directors are hereby authorised to issue Equity Shares or Debentures (whether or not convertible into Equity Shares) for offer and allotment to such of the officers, employees and workers of the Company as the Directors may decide or the trustees of such trust as may be set up for the benefit of the officers, employees and workers in accordance with the terms and conditions of such scheme, plan or proposal as the Directors may formulate. Subject to the consent of the Stock Exchanges and SEBI, the Directors may impose the condition that the shares in or debentures of the Company so allotted shall not be transferable for a specified period.
- P. If, by the conditions of allotment of any share, the whole or part of the amount thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his executor or administrator.
- Q. Every Shareholder, or his heirs, Executors, or Administrators shall pay to the Company, the portion of the Capital represented by his share or shares which may for the time being remain unpaid thereon in such amounts at such time or times and in such manner as the Board shall from time to time in accordance with the Articles require or fix for the payment thereof.
- R. In accordance with Section 56 and other applicable provisions of the Act and the Rules:
  - I. Every Shareholder or allottee of shares shall be entitled without payment, to receive one or more certificates specifying the name of the Person in whose favour it is issued, the shares to which it relates and the amount paid up thereon. Such certificates shall be issued only in pursuance of a resolution passed by the Board and on surrender to the Company of its letter of allotment or its fractional coupon of requisite value, save in cases of issue of share certificates against letters of acceptance or of renunciation, or in cases of issue of bonus shares. Such share certificates shall also be issued in the event of consolidation or sub-division of shares of the Company. Every such certificate shall be issued in the manner prescribed under section 46 of the Act and the Rules framed there under. Particulars of every share certificate issued shall be entered in the Register of Members against the name of the Person, to whom it has been issued, indicating the date of issue. A certificate issued under the Seal of the Company, if any, or signed by two Directors or by a Director and the Secretary, specifying the Shares held by any Person shall be prima facie evidence of the title of the Person to such Shares. Where the Shares are held in depository form, the record of Depository shall be the prima facie evidence of the interest of the beneficial owner.
  - II. Every Shareholder shall be entitled, without payment, to one or more certificates, in marketable lots, for all the shares of



each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors may from time to time determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment in case of Shares and 6 (six) months from the date of allotment in case of Debentures, or within 1 (one) month of the receipt of instrument of transfer, transmission, sub-division, consolidation or renewal of its shares as the case may be. Every certificate of shares shall be in the form and manner as specified in Article 17 above and in respect of a share or shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to the first named joint holders shall be sufficient delivery to all such holders. For any further certificate, the Board shall be entitled but shall not be bound, to prescribe a charge not exceeding Rs. 20 (Rupees 20).

- III the Board may, at their absolute discretion, refuse any applications for the sub-division of share certificates or Debenture certificates, into denominations less than marketable lots except where sub-division is required to be made to comply with any statutory provision or an order of a competent court of law or at a request from a Shareholder or to convert holding of odd lot into transferable/marketable lot. Where share certificates are issued in either more or less than marketable lots, sub-division or consolidation of share certificates into marketable lots shall be done free of charge.
- IV A Director may sign a share certificate by affixing his signature thereon by means of any machine, equipment or other mechanical means, such as engraving in metal or lithography, but not by means of a rubber stamp, provided that the Director shall be responsible for the safe custody of such machine, equipment or other material used for the purpose.

### **UNDERWRITING AND BROKERAGE**

- S. Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in connection with the subscription or procurement of subscription to its securities, whether absolute or conditional, for any shares or Debentures in the Company in accordance with the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014.
- T. The Company may also, on any issue of shares or Debentures, pay such reasonable brokerage as may be lawful.

### **FURTHER ISSUE OF SHARE CAPITAL**

- U. Where at any time, the Company proposes to increase its subscribed capital by the issue of further shares, such shares shall be offered—
  - (I) to persons who, at the date of the offer, are holders of Equity Shares of the Company in proportion, as nearly as circumstances admit, to the Paid up Share Capital on those shares by sending a letter of offer subject to the following conditions, namely:
    - A) the offer shall be made by notice specifying the number of shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, shall be deemed to have been declined;
    - B) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the shares offered to him or any of them in favour of any other Person; and the notice referred to in Article 20(a)(i)A above shall contain a statement of this right;
    - C) after the expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Shareholders and the Company.
  - (II) to employees under a scheme of employees' stock option, subject to Special Resolution passed by the Company and subject to the Rules and such other conditions, as may be prescribed under Law; or
- V. to any persons, if it is authorised by a Special Resolution, whether or not those Persons include the Persons referred to in sub-articles (i) or Article (ii) above, either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to the Rules and such other conditions, as may be prescribed under Law.
- W. The notice referred to in sub-clause A of Article 20(a)(i)(A) shall be dispatched through registered post or speed post or through electronic mode to all the existing Shareholders at least 3 (three) days before the opening of the issue.
- X. Nothing in this Article shall apply to the increase of the subscribed capital of a Company caused by the exercise of an option as a term attached to the Debentures issued or loan raised by the Company to convert such Debentures or loans into shares in the Company.

Provided that the terms of issue of such Debentures or loan containing such an option have been approved before the issue of such Debentures or the raising of loan by a Special Resolution passed by the Company in a General Meeting.

- Y. The provisions contained in this Article shall be subject to the provisions of Section 42 and Section 62 of the Act and the

Rules.

### **NOMINATION BY SECURITIES HOLDERS**

- A. Every holder of Securities of the Company may, at any time, nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as his nominee in whom the Securities of the Company held by him shall vest in the event of his death.
- B. Where the Securities of the Company are held by more than one Person jointly, the joint holders may together nominate, in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, a Person as their nominee in whom all the rights in the Securities of the Company shall vest in the event of death of all the joint holders.
- C. Notwithstanding anything contained in any other Law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of the Securities of the Company, where a nomination made in the manner prescribed under the Companies (Share Capital and Debentures) Rules, 2014, purports to confer on any Person the right to vest the Securities of the Company, the nominee shall, on the death of the holder of Securities of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in Securities of the holder or, as the case may be, of all the joint holders, in relation to such Securities of the Company to the exclusion of all other Persons, unless the nomination is varied or cancelled in the prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014.
- D. Where the nominee is a minor, the holder of the Securities concerned, can make the nomination to appoint in prescribed manner under the Companies (Share Capital and Debentures) Rules, 2014, any Person to become entitled to the Securities of the Company in the event of his death, during the minority.
- E. The transmission of Securities of the Company by the holders of such Securities and transfer in case of nomination shall be subject to and in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

### **NOMINATION FOR DEPOSITS**

A security holder may, at any time, make a nomination and the provisions of Section 72 of the Act shall, as far as may be, apply to the nominations made in relation to the deposits made subject to the provisions of the Rules as may be prescribed in this regard.

### **NOMINATION IN CERTAIN OTHER CASES**

Subject to the applicable provisions of the Act and these Articles, any person becoming entitled to Securities in consequence of the death, lunacy, bankruptcy or insolvency of any holder of Securities, or by any lawful means other than by a transfer in accordance with these Articles, may, with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board thinks sufficient, either be registered himself as the holder of the Securities or elect to have some Person nominated by him and approved by the Board registered as such holder; provided nevertheless that, if such Person shall elect to have his nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the Securities.

### **BORROWING POWERS**

- A. Subject to the provisions of Sections 73, 179 and 180, and other applicable provisions of the Act and these Articles, the Board may, from time to time, at its discretion by resolution passed at the meeting of a Board:
  - (I) accept or renew deposits from Shareholders;
  - (II) borrow money by way of issuance of Debentures ;
  - (III) borrow money otherwise than on Debentures;
  - (IV) accept deposits from Shareholders either in advance of calls or otherwise; and
  - (V) generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company.
- B. Provided, however, that where the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the Paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company by way of a Special Resolution in a General Meeting.
- C. Subject to the provisions of these Articles, the payment or repayment of money borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects as the resolution of the Board (not by circular resolution)

shall prescribe including by the issue of bonds, perpetual or redeemable Debentures or debenture-stock, or any mortgage, charge, hypothecation, pledge, lien or other security on the undertaking of the whole or any part of the property of the Company (including its uncalled Capital), both present and future. and Debentures and other Securities may be assignable free from any equities between the Company and the Person to whom the same may be issued.

- D. Subject to the applicable provisions of the Act and these Articles, any bonds, Debentures, debenture-stock or other Securities may if permissible in Law be issued at a discount, premium or otherwise by the Company and shall with the consent of the Board be issued upon such terms and conditions and in such manner and for such consideration as the Board shall consider to be for the benefit of the Company, and on the condition that they or any part of them may be convertible into Equity Shares of any denomination, and with any privileges and conditions as to the redemption, surrender, allotment of shares, appointment of Directors or otherwise. Provided that Debentures with rights to allotment of or conversion into Equity Shares shall not be issued except with, the sanction of the Company in General Meeting accorded by a Special Resolution.
- E. The Board shall cause a proper Register to be kept in accordance with the provisions of Section 85 of the Act of all mortgages and charges specifically affecting the property of the Company; and shall cause the requirements of the relevant provisions of the Act in that behalf to be duly complied with within the time prescribed under the Act or such extensions thereof as may be permitted under the Act, as the case may be, so far as they are required to be complied with by the Board. Company shall have the power to keep in any state or country outside India a branch register of debenture holders resident in that state or country.
- F. Any capital required by the Company for its working capital and other capital funding requirements may be obtained in such form as decided by the Board from time to time.
- G. The Company shall also comply with the provisions of the Companies (Registration of Charges) Rules, 2014 in relation to the creation and registration of aforesaid charges by the Company.

#### **SHARE WARRANTS**

- A. Share warrants may be issued as per the provisions of applicable Law.
- B. Power to issue share warrants  
The Company may issue share warrants subject to, and in accordance with the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up on application in writing signed by the persons registered as holder of the share, and authenticated, by such evidence (if any) as the Board may, from time to time, require as to the identity of the person signing the application, and on receiving the certificate (if any) of the share, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue a share warrant.
- C. Deposit of share warrant
  - (I) The bearer of a share warrant may at any time deposit the warrant at the office of the Company, and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending, and voting and exercising the other privileges of a 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 deposited warrant.
  - (II) Not more than one person shall be recognised as depositor of the share warrant.
  - (III) The Company shall, on two days' written notice, return the deposited share warrant to the depositor.
- D. Privileges and disabilities of the holders of share warrant
  - (I) 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 notices from the Company.
  - (II) The bearer of a share warrant shall be entitled in all other respects to the same privileges and advantages as if he was named in the Register of Members as the holder of the share included in the warrant, and shall be a Member of the Company.
- E. Issue of new Share Warrant or Coupon  
The Board may, from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant or coupon may be issued by way of renewal in case of defacement, loss or destruction.

#### **CONVERSION OF SHARES INTO STOCK AND RE-CONVERSION**

- a. The Company in General Meeting may, by Ordinary Resolution, convert any Paid-up shares into stock and when any shares shall have been converted into stock, the several holders of such stock may henceforth transfer their respective interest therein, or any part of such interests, in the same manner and subject to the same regulations as those subject to which shares from which the stock arose might have been transferred, if no such conversion had taken place or as near thereto as circumstances will admit. The Company may, by an Ordinary Resolution, at any time reconvert any stock into Paid-up shares of any denomination. Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so however such minimum shall not exceed the nominal account from which the stock arose.
- b. The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards Dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose, but no such privileges or advantages, (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. Where the shares are converted into stock, such of the Articles as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

### **CAPITALISATION OF PROFITS**

The Company in General Meeting may, upon the recommendation of the Board, resolve:

- A. that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Company's profit and loss account or otherwise, as available for distribution, and
- B. that such sum be accordingly set free from distribution in the manner specified herein below in sub-article (c) as amongst the Shareholders who would have been entitled thereto, if distributed by way of Dividends and in the same proportions.
- C. The sum aforesaid shall not be paid in cash but shall be applied either in or towards:
  1. paying up any amounts for the time being unpaid on any shares held by such Shareholders respectively;
  2. paying up in full, un-issued shares of the Company to be allotted, distributed and credited as fully Paid up, to and amongst such Shareholders in the proportions aforesaid; or
  3. partly in the way specified in sub-article (i) and partly in the way specified in sub-article (ii).
- D. A securities premium account may be applied as per Section 52 of the Act, and a capital redemption reserve account may, duly be applied in paying up of unissued shares to be issued to Shareholders of the Company as fully paid bonus shares.

### **RESOLUTION FOR CAPITALISATION OF RESERVES AND ISSUE OF FRACTIONAL CERTIFICATE**

- A. The Board shall give effect to a Resolution passed by the Company in pursuance of this Article 28.
- B. Whenever such a Resolution as aforesaid shall have been passed, the Board shall:
  - (I) make all appropriation and applications of undivided profits (resolved to be capitalized thereby), and all allotments and issues of fully paid shares or Securities, if any; and
  - (II) generally do all acts and things required to give effect thereto.
- C. The Board shall have full power:
  1. to make such provisions, by the issue of fractional certificates or by payments in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fraction; and
  2. to authorize any person, on behalf of all the Shareholders entitled thereto, to enter into an agreement with the Company providing for the allotment to such Shareholders, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization or (as the case may require) for the payment of by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised of the amounts or any parts of the amounts remaining unpaid on the shares.
- D. Any agreement made under such authority shall be effective and binding on all such shareholders.

### **ANNUAL GENERAL MEETING**

In accordance with the provisions of Section 96 of the Act, the Company shall in each year hold a General Meeting specified as its Annual General Meeting and shall specify the meeting as such in the notices convening such meetings. Further, subject to the provisions of the Act, not more than 15 (fifteen) months' gap shall elapse between the date of one Annual General Meeting and that of the next. All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.

#### **WHEN ANNUAL GENERAL MEETING TO BE HELD**

Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of Section 96 (1) of the Act to extend the time within which any Annual General Meeting may be held.

#### **VENUE, DAY AND TIME FOR HOLDING ANNUAL GENERAL MEETING**

- A. Every Annual General Meeting shall be called during business hours as specified under the Act or Rules on a day that is not a national holiday, and shall be held at the Office of the Company or at some other place within the city, town or village in which the Office of the Company is situated, as the Board may determine and the notices calling the Meeting shall specify it as the Annual General Meeting.
- B. Every Shareholder of the Company shall be entitled to attend the Annual General Meeting either in person or by proxy and the Auditor of the Company shall have the right to attend and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor. At every Annual General Meeting of the Company there shall be laid on the table, the Directors' Report and Audited Statement of Accounts, Auditors' Report, (if not already incorporated in the Audited Statement of Accounts), the proxy Register with proxies and the Register of Directors' shareholdings which latter Register shall remain open and accessible during the continuance of the Meeting. The Board shall cause to be prepared the Annual Return and forward the same to the Registrar, in accordance with Sections 92 and 137 of the Act. The Directors are also entitled to attend the Annual General Meeting.

#### **NOTICE OF GENERAL MEETINGS**

- A. Number of days' notice of General Meeting to be given: A General Meeting of the Company may be called by giving not less than 21 (twenty-one) days clear notice in writing or in electronic mode, excluding the day on which notice is served or deemed to be served. However, a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than 95 (ninety-five) percent of the Shareholders entitled to vote at that meeting.

The notice of every meeting shall be given to:

- (I) every Shareholder, legal representative of any deceased Shareholder or the assignee of an insolvent member of the Company;
- (II) Auditor or Auditors of the Company; and
- (III) All Directors.

The accidental omission to give any such notice as aforesaid to any of the Shareholders, or the non-receipt thereof, shall not invalidate any resolution passed at any such meeting.

- B. Notice of meeting to specify place, etc., and to contain statement of business: Notice of every meeting of the Company shall specify the place, date, day and hour of the meeting, and shall contain a statement of the business to be transacted thereat shall be given in the manner prescribed under Section 102 of the Act.
- C. Contents and manner of service of notice and Persons on whom it is to be served: Every notice may be served by the Company on any Shareholder thereof either in writing or through electronic mode as prescribed in the Act and relevant Rules thereunder personally or by sending it by post to their/its registered address in India and if there be no registered address in India, to the address supplied by the Shareholder to the Company for giving the notice to the Shareholder.
- D. Special Business : Subject to the applicable provisions of the Act, where any items of business to be transacted at the meeting are deemed to be special, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each item of business including any particular nature of the concern or interest if any therein of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid and where any item of special business relates to or affects any other company, the extent of shareholding interest in that other company of every Director or manager (as defined under the provisions of the Act), if any or key managerial personnel (as defined under the provisions of the Act) or the relatives of any of the aforesaid of the first mentioned company shall also be set out in the statement if the extent of such interest is not less than 2 per cent of the paid up share capital of that other company. All business transacted at any meeting of the Company shall be deemed to be special. In case of an Annual General Meeting of the Company, all business to be transacted thereat shall be deemed to be special with the exception of the business specified in Section 102 of the Act.
- E. Resolution requiring Special Notice : With regard to resolutions in respect of which special notice is required to be

given by the Act, a special notice shall be given as required by Section 115 of the Act.

- F. Notice of Adjourned Meeting when necessary: When a meeting is adjourned for 30 (thirty) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting in accordance with the applicable provisions of the Act.
- G. Notice when not necessary : Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- H. The notice of the General Meeting shall comply with the provisions of Companies (Management and Administration) Rules, 2014.

#### **REQUISITION OF EXTRAORDINARY GENERAL MEETING**

- A. The Board may, whenever it thinks fit, call an Extraordinary General Meeting or it shall do so upon a requisition received from such number of Shareholders who hold, on the date of receipt of the requisition, not less than one-tenth of such of the Paid up Share Capital of the Company as on that date carries the right of voting and such meeting shall be held at the Office or at such place and at such time as the Board thinks fit.
- B. Any valid requisition so made by Shareholders must state the object or objects of the meeting proposed to be called, and must be signed by the requisitionists and be deposited at the Office; provided that such requisition may consist of several documents in like form each signed by one or more requisitionists.
- C. Upon the receipt of any such valid requisition, the Board shall forthwith call an Extraordinary General Meeting and if they do not proceed within 21 (twenty-one) days from the date of the requisition being deposited at the Office to cause a meeting to be called on a day not later than 45 (forty-five) days from the date of deposit of the requisition, the requisitionists or such of their number as represent either a majority in value of the Paid up Share Capital held by all of them or not less than one-tenth of such of the Paid-up Share Capital of the Company as is referred to in Section 100 of the Act, whichever is less, may themselves call the meeting, but in either case any meeting so called shall be held within three months from the date of the delivery of the requisition as aforesaid.
- D. Any meeting called under the foregoing sub-articles by the requisitionists, shall be called in the same manner, as nearly as possible, as that in which a meeting is to be called by the Board.
- E. No General Meeting, Annual or Extraordinary, shall be competent to enter into, discuss or transact any business which has not been mentioned in the notice or notices by which it was convened.
- F. The Extraordinary General Meeting called under this Article shall be subject to and in accordance with the provisions under the Act read with the Companies (Management and Administration) Rules, 2014.

#### **NO BUSINESS TO BE TRANSACTED IN GENERAL MEETING IF QUORUM IS NOT PRESENT**

The quorum for the Shareholders' Meeting shall be in accordance with Section 103 of the Act. Subject to the provisions of Section 103(2) of the Act, if such a quorum is not present within half an hour from the time set for the Shareholders' Meeting, the meeting if convened by or upon the requisition of Members, shall stand dissolved but in case of any other Shareholders' Meeting shall be adjourned to the same day in the next week or if that day is a public holiday until the next succeeding day which is not a public holiday at the same time and place or to such other day at such other time and place as the Board may determine and the agenda for the adjourned Shareholders' Meeting shall remain the same. If at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for which the meeting was called.

#### **CHAIRMAN**

The Chairman of the Board shall be entitled to take the Chair at every General Meeting, whether Annual or Extraordinary. If there is no such Chairman of the Board or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting or if he is unable or unwilling to take the Chair, then the Directors present shall elect one of them as Chairman. If no Director is present or if all the Directors present decline to take the Chair, then the Shareholders present shall elect one of their members to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the Chair is vacant.

#### **CHAIRMAN CAN ADJOURN THE GENERAL MEETING**

The Chairman may, with the consent given in the meeting at which a quorum is present (and if so directed by the meeting) adjourn the General Meeting from time to time and from place to place within the city, town or village in which the Office of the Company

is situate but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### **DEMAND FOR POLL**

- A. At any General Meeting, a resolution put to the vote of the General Meeting shall, unless a poll is demanded in accordance with the Act, be decided in the manner set out in the Act. Before or on the declaration of the result of the voting on any resolution by a show of hands, a poll may be carried out in accordance with the applicable provisions of the Act or the voting is carried out electronically. Unless a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the Minute Book of the Company shall be conclusive evidence of the fact, of passing of such resolution or otherwise.
- B. In the case of equal votes, the Chairman shall both on a show of hands and at a poll, (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a Shareholder.
- C. If a poll is demanded as aforesaid, the same shall be subject to anything stated in these Articles to be taken at such time, (not later than forty-eight hours from the time when the demand was made), and place within the city, town or village in which the Office of the Company is situate and either by a show of hands or by ballot or by postal ballot, as the Chairman shall direct and either at once or after an interval or adjournment, or otherwise and the result of the poll shall be deemed to be the decision of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll. The demand for a poll may be withdrawn at any time by the Person or Persons who made the demand.
- D. Where a poll is to be taken, the Chairman of the meeting shall appoint such number of scrutineers as prescribed under the Act and Rules to scrutinise the votes given on the poll and to report thereon to him. The Chairman shall have power at any time before the result of the poll is declared, to remove a scrutineer from office and fill vacancies in the office of scrutineer arising from such removal or from any other cause.
- E. Any poll duly demanded on the election of a Chairman of a meeting or any question of adjournment, shall be taken at the meeting forthwith.
- F. The demand for a poll except on the question of the election of the Chairman and of an adjournment shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.
- G. No report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by these Articles or Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.
- H. The Shareholders will do nothing to prevent the taking of any action by the Company or act contrary to or with the intent to evade or defeat the terms as contained in these Articles.

#### **PASSING RESOLUTIONS BY POSTAL BALLOT**

- A. Notwithstanding any of the provisions of these Articles, the Company may, and in the case of resolutions relating to such business as notified under the Companies (Management and Administration) Rules, 2014, as amended, or other Law required to be passed by postal ballot, shall get any resolution passed by means of a postal ballot, instead of transacting the business in the General Meeting of the Company. Also, the Company may, in respect of any item of business other than ordinary business and any business in respect of which Directors or Auditors have a right to be heard at any meeting, transact the same by way of postal ballot.
- B. Where the Company decides to pass any resolution by resorting to postal ballot, it shall follow the procedures as prescribed under Section 110 of the Act and the Companies (Management and Administration) Rules, 2014, as amended from time.

#### **VOTES OF MEMBERS**

- A. No Shareholder shall be entitled to vote either personally or by proxy at any General Meeting or meeting of a class of Shareholders either upon a show of hands or upon a poll in respect of any shares registered in his name on which calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.
- B. Subject to the provisions of these Articles, without prejudice to any special privilege or restrictions as to voting for the

timebeing attached to any class of shares for the time being forming a part of the Capital of the Company, every Shareholder not disqualified by the last preceding Article, shall be entitled to be present, and to speak and vote at such meeting, and on a show of hands, every Shareholder present in person shall have one vote and upon a poll, the voting right of such Shareholder present, either in person or by proxy, shall be in proportion to his share of the Paid Up Share Capital of the Company held alone or jointly with any other Person or Persons.

Provided however, if any Shareholder holding Preference shares be present at any meeting of the Company, save as provided in Section 47(2) of the Act, he shall have a right to vote only on resolutions placed before the Meeting, which directly affect the rights attached to his preference shares.

- C. On a poll taken at a meeting of the Company, a Shareholder entitled to more than one vote, or his proxy, or any other Person entitled to vote for him (as the case may be), need not, if he votes, use or cast all his votes in the same way.
- D. A Shareholder 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, through a committee or through his legal guardian; and any such committee or guardian may, on a poll vote by proxy. If any Shareholder be a minor his vote in respect of his Share(s) shall be exercised by his guardian(s), who may be selected (in case of dispute) by the Chairman of the meeting.
- E. If there be joint registered holders of any shares, any one of such Persons may vote at any meeting or may appoint another Person, (whether a Shareholder or not) as his proxy in respect of such shares, as if he were solely entitled thereto; but the proxy so appointed shall not have any right to speak at the meeting and if more than one of such joint-holders be present at any meeting, then one of the said Persons so present whose name stands higher in the Register of Members shall alone be entitled to speak and to vote in respect of such shares, but the other joint - holders shall be entitled to be present at the meeting. Executors or Administrators of a deceased Shareholder in whose name shares stand shall for the purpose of these Articles be deemed joint- holders thereof.
- F. Subject to the provision of these Articles, votes may be given personally or by an attorney or by proxy. A body corporate, whether or not a Company within the meaning of the Act, being a Shareholder may vote either by a proxy or by a representative duly authorised in accordance with Section 113 of the Act and such representative shall be entitled to exercise the same rights and powers, (including the right to vote by proxy), on behalf of the body corporate which he represents as that body could have exercised if it were an individual Shareholder.
- G. Any Person entitled to transfer any shares of the Company may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of his right to such shares and give such indemnity (if any) as the Board may require unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.
- H. Every proxy, (whether a Shareholder or not), shall be appointed in writing under the hand of the appointer or his attorney, or if such appointer is a corporation under the seal of such corporation or be signed by an officer or an attorney duly authorized by it, and any committee or guardian may appoint proxy. The proxy so appointed shall not have any right to speak at a meeting. An instrument of proxy may appoint a proxy either for (i) the purposes of a particular meeting (as specified in the instrument) or (ii) for any adjournment thereof or (iii) it may appoint a proxy for the purposes of every meeting of the Company, or (iv) of every meeting to be held before a date specified in the instrument for every adjournment of any such meeting.
- I. A Shareholder present by proxy shall be entitled to vote only on a poll.
- J. Every instrument of proxy whether for a specified meeting or otherwise should, as far as circumstances admit, be in any of the forms set out under Section 105 and other provisions of the Act and in the Companies (Management and Administration) Rules, 2014.
- K. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy or of any power of attorney under which such proxy was signed, or the transfer of the Share in respect of which the vote is given, provided that no intimation in writing of the death, revocation or transfer shall have been received at the Office before the meeting.
- L. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at
- M. which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- N. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be in the sole judge of the validity of every vote tendered at such poll.



- (I) The Company shall cause minutes of the proceedings of every General Meeting to be kept by making within 30 (thirty) days of the conclusion of every such meeting concerned, entries thereof in books kept for that purpose with their pages consecutively numbered.
- (II) Each page of every such book shall be initialed or signed and the last page of the record of proceedings of each meeting in such book shall be dated and signed by the Chairman of the same meeting within the aforesaid period of 30 (thirty) days or in the event of the death or inability of that Chairman within that period, by a Director duly authorised by the Board for that purpose.
- (III) The Minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (IV) All appointments of Directors of the Company made at any meeting aforesaid shall be included in the minutes of the meeting.
- (V) Nothing herein contained shall require or be deemed to require the inclusion in any such Minutes of any matter which in the opinion of the Chairman of the Meeting (i) is or could reasonably be regarded as, defamatory of any person, or (ii) is irrelevant or immaterial to the proceedings, or (iii) is detrimental to the interests of the Company. The Chairman of the meeting shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the Minutes on the aforesaid grounds.
- (VI) Any such Minutes shall be evidence of the proceedings recorded therein.
- (VII) The book containing the Minutes of proceedings of General Meetings shall be kept at the Office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the Board determines, for the inspection of any Shareholder without charge.
- (VIII) The Company shall cause minutes to be duly entered in books provided for the purpose of:
  - A. the names of the Directors and Alternate Directors present at each General Meeting;
  - B. all Resolutions and proceedings of General Meeting.
- O. All matters arising at a General Meeting of the Company, other than as specified in the Act or these Articles if any, shall be decided by a majority vote.
- P. Any corporation which is a Shareholder of the Company may, by resolution of the Board or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company and the said person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could have exercised if it were an individual Shareholder in the Company (including the right to vote by proxy).
- Q. The Company shall also provide e-voting facility to the Shareholders of the Company in terms of the provisions of the Companies (Management and Administration) Rules, 2014, SEBI Listing Regulations or any other Law, if applicable to the Company.

## **DIRECTORS**

The following shall be the First Directors of the Company:

- 1) Gaurav Marya
- 2) Sachin Marya

- a. Subject to the applicable provisions of the Act, the number of Directors of the Company shall not be less than 3 (three) and not more than 15 (fifteen). However, the Company may at any time appoint more than 15 (fifteen) directors after passing Special Resolution at a General Meeting. The Company shall also comply with the provisions of the Companies (Appointment and Qualification of Directors) Rules, 2014 and the provisions of the SEBI Listing Regulations. The Board shall have an optimum combination of executive and Independent Directors with at least 1 (one) woman Director, as may be prescribed by Law from time to time.
- b. Subject to Article 41(a), Sections 149, 152 and 163 of the Act and other provisions of the Act, the Company may increase or reduce the number of Directors.
- c. The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another Director.

## **CHAIRMAN OF THE BOARD OF DIRECTORS**

- a. The members of the Board shall elect any one of them as the Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meeting of the Company. The Chairman shall have a casting vote in the event of a tie.
- b. If for any reason the Chairman is not present at the meeting or is unwilling to act as Chairman, the members of the Board shall appoint any one of the remaining Directors as the Chairman.

## **APPOINTMENT OF ALTERNATE DIRECTORS**

Subject to Section 161 of the Act, the Board shall be entitled to nominate an alternate director to act for a director of the Company during such director's absence for a period of not less than 3 (three) months from India. The Board may appoint such a person as an Alternate Director to act for a Director (hereinafter called "the Original Director") (subject to such person being acceptable to the Chairman) during the Original Director's absence. An Alternate Director appointed under this Article 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 office if and when the Original Director returns to India. If the term of the office of the Original Director is determined before he so returns to India, any provisions in the Act or in these Articles for automatic re-appointment shall apply to the Original Director and not to the Alternate Director.

## **CASUAL VACANCY AND ADDITIONAL DIRECTORS**

Subject to the applicable provisions of the Act and these Articles, the Board shall have the power at any time and from time to time to appoint any qualified Person to be a Director either as an addition to the Board or to fill a casual vacancy but so that the total number of Directors shall not at any time exceed the maximum number fixed under Article 40. Any Person so appointed as an addition shall hold office only up to the earlier of the date of the next Annual General Meeting or at the last date on which the Annual General Meeting should have been held but shall be eligible for appointment by the Company as a Director at that meeting subject to the applicable provisions of the Act.

## **DEBENTURE DIRECTORS**

If it is provided by a trust deed, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/lender or Persons/lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/lender or Persons/lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as a Debenture Director. A Debenture Director may be removed from office at any time by the Person/lender or Persons/lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place. A Debenture Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company, but shall automatically cease and vacate office as a Director if and when the Debentures are fully discharged.

## **INDEPENDENT DIRECTORS**

The Company shall have such number of Independent Directors on the Board of the Company, as may be required in terms of the provisions of Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 or any other Law, as may be applicable. Further, the appointment of such Independent Directors shall be in terms of the aforesaid provisions of Law and subject to the requirements prescribed SEBI Listing Regulations.

## **NOMINEE DIRECTORS**

- a. The Board may appoint any person as a director nominated by any institution in pursuance of the provisions of any Law for the time being in force or of any agreement or by the Central Government or the State Government by virtue of its shareholding in a Government Company.
- b. So long as any moneys remain owing by the Company to The Industrial Development Bank of India, Industrial Finance Corporation of India, The Industrial Credit and Investment Corporation of India Limited, The Industrial Reconstruction Corporation of India Limited, Life Insurance Corporation of India, General Insurance Corporation of India, National Insurance Company Limited, The Oriental Fire & General Insurance Company Limited, The New India Assurance Company Limited, United India Insurance Company Ltd., Karnataka State Industrial Investment and Development Corporation Ltd. or any State Financial Corporation or any Financial Institution owned or controlled by the Central Government or any State Government or the Reserve Bank of India or by two or more of them by Central Government themselves (each of the above and Unit Trust of India are hereinafter referred to as the Corporation) out of any loans/debentures, assistance granted by them to the Company or so long as the Corporation holds or continues to hold Debentures/Shares in the Company as a result of any guarantee furnished by the Corporation on behalf of the Company and remaining outstanding, the Corporation shall have

a right to appoint from time to time, any person as Director, Wholetime or non- Wholetime (which Director or Directors, is/are hereinafter referred to as 'Nominee Director/s') on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person in his or their places. The Board shall have no power to remove from the office of the Nominee Directors. At the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation. Subject as aforesaid, Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Directors of the Company.

#### **PERIOD OF HOLDING OF OFFICE BY NOMINEE DIRECTORS**

The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds or continues to hold Debentures/shares in the Company as a result of underwriting or by direct subscription or private placement or the liability of the Company arising out of the guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said powers shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off or on the Corporation ceasing to hold Debentures/shares in the Company or on the satisfaction of liability of the Company arising out of any guarantee furnished by the Corporation.

#### **APPOINTMENT OF SPECIAL DIRECTORS**

On behalf of the Company, whenever Directors enter into a contract with any Government, Central, State or Local, any Bank or Financial institution or any person or persons (hereinafter referred to as "the appointer") for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or entering into any other arrangement whatsoever the Directors shall have, subject to the provisions of Section 152 of the Act, the power to agree that such appointer shall have right to appoint or nominate by notice in writing addressed to the Company one or more Directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be liable to retire by rotation nor be required to hold any qualification shares. The Directors may also agree that any such Director or Directors may be removed from time to time by the appointer entitled to appoint or nominate them and the appointer may appoint another or others in his or their place and also fill in any vacancy which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatsoever. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Directors of the Company including payment of remuneration and travelling expenses to such Director or Directors as may be agreed by the Company with the appointer.

#### **NO QUALIFICATION SHARES FOR DIRECTORS**

A Director shall not be required to hold any qualification shares of the Company.

#### **REMUNERATION OF DIRECTORS**

- a. Subject to the applicable provisions of the Act, the Rules, Law including the provisions of the SEBI Listing Regulations, a Managing Director or Managing Directors, and any other Director/s who is/are in the whole time employment of the Company may be paid remuneration either by a way of monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other, subject to the limits prescribed under the Act.
- b. Subject to the applicable provisions of the Act, a Director (other than a Managing Director or an executive Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the central government from time to time for each meeting of the Board or any Committee thereof attended by him.
- c. The remuneration payable to each Director for every meeting of the Board or Committee of the Board attended by them shall be such sum as may be determined by the Board from time to time within the maximum limits prescribed from time to time by the Central Government pursuant to the first proviso to Section 197 of the Act.
- d. All fees/compensation to be paid to non-executive Directors including Independent Directors shall be as fixed by the Board subject to Section 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles. Notwithstanding anything contained in this Article, the Independent Directors shall not be eligible to receive any stock options.

#### **SPECIAL REMUNERATION FOR EXTRA SERVICES RENDERED BY A DIRECTOR**

If any Director be called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any Committee formed by the Directors), the Board may arrange with such Director for such special remuneration for such extra services or special exertions or efforts either by a fixed sum or otherwise as may be determined by the Board. Such remuneration may either be in addition, to or in substitution for his remuneration otherwise provided, subject to the applicable provisions of the Act.

## **MISCELLANEOUS EXPENSES OF DIRECTORS**

In addition to the remuneration payable to them in pursuance of the Act, the Directors may be paid all travelling, hotel and other expenses properly incurred by them: (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or (b) in connection with the business of the Company. The rules in this regard may be framed by the Board of Directors from time to time.

## **CONTINUING DIRECTORS**

The continuing Directors may act notwithstanding any vacancy in their body, but if, and so long as their number is reduced below the minimum number fixed by Article 40 hereof, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or for summoning a General Meeting, but for no other purpose.

## **DISQUALIFICATION AND VACATION OF OFFICE BY A DIRECTOR**

- a. A person shall not be eligible for appointment as a Director of the Company if he incurs any of the disqualifications as set out in section 163 and other relevant provisions of the Act. Further, on and after being appointed as a Director, the office of a Director shall ipso facto be vacated on the occurrence of any of the circumstances under section 167 and other relevant provisions of the Act.
- b. Subject to the applicable provisions of the Act, the resignation of a director shall take effect from the date on which the notice is received by the company or the date, if any, specified by the director in the notice, whichever is later.

## **RELATED PARTY TRANSACTIONS AND DISCLOSURE OF INTEREST**

The Company shall comply with the applicable provisions of the Act, Rules framed thereunder and other relevant provisions of Law in respect of related party transactions and the Directors shall comply with the disclosure of interest provisions under the Act.

## **RETIREMENT OF DIRECTORS BY ROTATION**

- a. At every Annual General Meeting of the Company, one third of such of the Directors as are liable to retire by rotation in accordance with section 152 of the Act (excluding Independent Directors), or, if their number is not three or a multiple of three then the number nearest to one third shall retire from office, and they will be eligible for re-election.
- b. The Directors to retire by rotation shall be those who have been longest in office since their last appointment but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Provided that and to the extent permissible under the Act, the Managing Director, joint managing director, deputy managing director, manager or whole-time Director(s) appointed or such other directors nominated pursuant to Articles 44 and 46 hereto shall not retire by rotation under this Article nor shall they be included in calculating the total number of Directors of whom one third shall retire from office under this Article.

## **PROCEDURE, IF PLACE OF RETIRING DIRECTORS IS NOT FILLED UP**

- a. If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a national holiday, till the next succeeding day which is not a national holiday, at the same time and place.
- b. If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been reappointed at the adjourned meeting, unless :
  - (I) at that meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost;
  - (II) retiring Director has, by a notice in writing addressed to the Company or its Board, expressed his unwillingness to be so reappointed;
  - (III) he is not qualified or is disqualified for appointment;
  - (IV) a resolution whether Special or Ordinary is required for the appointment or reappointment by virtue of any applicable provisions of the Act; or
  - (V) Section 162 of the Act is applicable to the case.

## **MANAGING DIRECTOR(S) / WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S) / MANAGER**

Subject to the provisions of Section 203 of the Act and other applicable provisions of the Act and of these Articles, the Board may appoint from time to time one or more of their Directors to be the Managing Director or joint managing director or whole time director or deputy managing director or manager of the Company on such terms and on such remuneration (in any manner, subject to it being permissible under the Act) partly as the Board may think fit in accordance with the applicable provisions of the Act and the Rules thereunder. Subject to the provisions of the Act, the Managing Director or Joint Managing Director or Wholetime Director or Deputy Managing Director or Manager of the Company so appointed by the Board shall not while holding that office, be subject to retirement by rotation or taken into account in determining the rotation of retirement of directors, but their appointment shall be subject to determination ipso facto if they cease from any cause to be a director or if the company in General Meeting resolve that their tenure of the office of Managing Director or Joint Managing Director or Wholetime Director or Deputy Managing Director or Manager be determined.

### **PROVISIONS TO WHICH MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER ARE SUBJECT**

- a. Unless permitted under the Act, the Company however, shall not appoint or employ at the same time more than one of the following categories of management personnel namely, a managing director and manager.
- b. The remuneration of a Managing Director/ whole time director or executive director or manager shall (subject to Sections 196, 197 and other applicable provisions of the Act, the Rules thereunder and of these Articles and of any contract between him and the Company) be paid in the manner permitted under the Act.

### **POWER AND DUTIES OF MANAGING DIRECTOR(S)/ WHOLE TIME DIRECTOR(S) / EXECUTIVE DIRECTOR(S)/ MANAGER**

Subject to the provisions of the Act, the Directors, may from time to time entrust and confer upon a Managing Director, whole time director(s), executive director(s) or managers for the time being such of the powers exercisable upon such terms and conditions and with such restrictions as they may think fit either collaterally with or to the exclusion of and in substitution for all or any of their own powers and from time to time revoke, withdraw, alter or vary all or any of such powers.

### **POWER TO BE EXERCISED BY THE BOARD ONLY BY MEETING**

Subject to the provisions of the Act, the Board shall exercise the following powers on behalf of the Company and the said powers shall be exercised only by resolutions passed at the meeting of the Board:

- a. to make calls on Shareholders in respect of money unpaid on their shares;
- b. to authorise buy-back of securities under Section 68 of the Act;
- c. to issue securities, including debentures, whether in or outside India;
- d. to borrow money(ies);
- e. to invest the funds of the Company;
- f. to grant loans or give guarantee or provide security in respect of loans; and
- g. any other matter which may be prescribed under the Act, Companies (Meetings of Board and its Powers) Rules, 2014 and the SEBI Listing Regulations to be exercised by the Board only by resolutions passed at the meeting of the Board.

The Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Director, or to any person permitted by Law the powers specified in sub clauses (d) to (f) above. In respect of dealings between the company and its bankers the exercise by the company of the powers specified in clause (d) shall mean the arrangement made by the company with its bankers for the borrowing of money by way of overdraft or cash credit or otherwise and not the actual day to day operation on overdraft, cash credit or other accounts by means of which the arrangement so made is actually availed of.

The aforesaid powers shall be exercised in accordance with the provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and shall be subject to the restrictions on the powers of the Board under section 180 of the Act.

### **PROCEEDINGS OF THE BOARD OF DIRECTORS**

- a. At least 4 (four) Board Meetings shall be held in any calendar year and there should not be a gap of more than 120 (one hundred twenty) days between two consecutive Board Meetings.

- b. The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means, as may be prescribed under the Act, which are capable of recording and recognising the participation of the Directors and of recording and storing the proceedings of such meetings along with date and time. However, such matters as provided under the Companies (Meetings of Board and its Powers) Rules, 2014 shall not be dealt with in a meeting through video conferencing or other audio visual means. Any meeting of the Board held through video conferencing or other audio visual means shall only be held in accordance with the Companies (Meetings of Board and its Powers) Rules, 2014.
- c. The Secretary, as directed by a Director, or any other Director shall, as and when directed by the Chairman or a Director convene a meeting of the Board by giving a notice in writing to every Director in accordance with the provisions of the Act and the Companies (Meetings of Board and its Powers) Rules, 2014.
- d. The Board may meet either at the Office of the Company, or at any other location in India or outside India, as the Chairman may determine.
- e. At least 7 (seven) days' notice of every meeting of the Board shall be given in writing to every Director for the time being at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. A meeting of the Board may be convened in accordance with these Articles by a shorter notice in case of any urgent matters as directed by the Chairman or the Managing Director or the Executive Director, as the case may be, subject to the presence of 1 (one) Independent Director in the said meeting. If an Independent Director is not present in the said meeting, then decisions taken at the said meeting shall be circulated to all the Directors and shall be final only upon ratification by one independent Director. Such notice or shorter notice may be sent by post or by fax or e-mail depending upon the circumstances.
- f. At any Board Meeting, each Director may exercise 1 (one) vote. The adoption of any resolution of the Board shall require the affirmative vote of a majority of the Directors present at a duly constituted Board Meeting.

### **QUORUM FOR BOARD MEETING**

#### a. Quorum for Board Meetings

- (I) Subject to the provisions of Section 174 of the Act, the quorum for each Board Meeting shall be one-third of its total strength or two directors, whichever is higher, and the presence of Directors by video conferencing or by other audio-visual means shall also be counted for the purposes of calculating quorum. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested present at the meeting being not less than two, shall be the quorum during such meeting.
- (II) If a meeting of the Board could not be held for want of quorum, then the meeting shall automatically stand adjourned to such other time as may be fixed by the Chairman.

### **CASTING VOTE**

Questions arising at any meeting of the Board, other than as specified in these Articles and the Act, if any, shall be decided by a majority vote. In the case of an equality of votes, the Chairman shall have a second or casting vote. No regulation made by the Company in General Meeting, shall invalidate any prior act of the Board, which would have been valid if that regulation had not been made.

### **POWERS OF THE BOARD**

Subject to the applicable provisions of the Act, these Articles and other applicable provisions of Law:

- a. The Board shall be entitled to exercise all such power and to do all such acts and things as the Company is authorised to exercise and do under the applicable provisions of the Act or by the Memorandum and Articles of association of the Company.
- b. The Board is vested with the entire management and control of the Company, including as regards any and all decisions and resolutions to be passed, for and on behalf of the Company.

Provided that the Board shall not, except with the consent of the Company by a Special Resolution:-

- (I) Sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. The term 'undertaking' and the expression 'substantially the whole of the undertaking' shall have the meaning ascribed to them under

the provisions of Section 180 of the Act;

- (II) Remit, or give time for repayment of, any debt due by a Director;
- (III) Invest otherwise than in trust securities the amount of compensation received by the Company as a result of any merger or amalgamation; and
- (IV) Borrow money(ies) where the money(ies) to be borrowed together with the money(ies) already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of businesses), will exceed the aggregate of the paid-up capital of the Company and its free reserves.

Provided further that prior permission of the Company in a General Meeting shall be required for making a contribution, in any Financial Year, to bonafide charitable and other funds in excess of an aggregate amount equivalent to 5 (five) % of the Company's average net profits for the 3 (three) immediately preceding Financial Years.

c. Certain Powers of the Board

Without prejudice to the general powers conferred by the last preceding Article and so as not in any way to limit or restrict these powers, and without prejudice to the other powers conferred by these Articles, but subject to the restrictions contained in the last preceding Article and other provisions of the Act, it is hereby declared that the Directors shall have the following powers, that is to say, power:

- (I) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company.
- (II) Payment out of Capital: To pay and charge to the capital account of the company any commission or interest lawfully payable thereout under the provisions of Sections 40(6) of the Act,
- (III) To acquire property: Subject to Sections 179 and 188 of the Act to purchase or otherwise acquire for the Company any property, rights, privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they think fit, and in any such purchases or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory,
- (IV) To pay for property, etc.: At their discretion and subject to the provisions of the Act, to pay for any property, rights, or privileges acquired or services rendered in the Company either wholly or partially, in cash or in shares, bonds, debentures, mortgages, or other securities of the such amount credited as paid up thereon as may be agreed upon and any such bonds; debentures, mortgages or other securities may be either, specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
- (V) To secure contracts: To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such manner as they may think fit.
- (VI) To accept surrender of shares: To accept from any member, as far as may be permissible by law, a surrender of his shares or any part thereof, on such terms and conditions as shall be agreed.
- (VII) To appoint Trustees: To appoint any person to accept and to hold in trust for the Company any property belonging to the Company, or in which it is interested, or for any other purposes; and to execute and do all such deeds and things as may be required in relation to any such trust, and to provide for the remuneration of such trustee or trustees.
- (VIII) To bring and defend actions: To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Company or its officers or otherwise payment or satisfaction of any debts due, and of any claims or demands by or against the Company, and to refer any differences to arbitration, and observe and perform any awards made thereon.
- (IX) To act in insolvency matters: To act on behalf of the Company in all matters relating to bankrupts and insolvents.
- (X) To give receipts: To make and give receipts, releases and other discharges for moneys payable to the Company, and for the claims and demands of the Company.
- (XI) To invest moneys: Subject to the provisions of Sections 179, 180 (1) (c), 185, and 186 of the Act, to invest, deposit and deal with any moneys of the Company not immediately required for the purpose thereof, upon such security (not being shares of this Company), or without security and in such manner as they may think fit, and from time to time to vary or realise such investments. Save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name.
- (XII) To provide for Personal Liabilities: To execute in the name and on behalf of the Company in favour of any Director or

other person who may incur or be about to incur any personal liability whether as principal or surety; for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit; and any such mortgage may contain a power of sale, and such other powers, provisions, covenants and agreements as shall be agreed upon.

- (XIII) To authorise acceptances: To determine from time to time who shall be entitled to sign, on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give necessary authority for such purpose.
- (XIV) To distribute bonus: To distribute by way of bonus amongst the staff of the Company a share in the profits of the Company, and to give to any officer or other person employed by the Company a commission on the profits of any particular business or transaction and to charge such bonus or commission as part of the working expenses of the Company.
- (XV) To provide for welfare of employees : To provide for the welfare of Directors or Ex-Directors or employees or ex-employees of the Company and their wives, widows and families or the dependants or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of moneys, pensions, gratuities, allowances, bonus or other payments; or by creating and from time to time subscribing or contributing to provident and other associations, institutions or funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit, and subject to the provisions of Section 180 of the Act. To subscribe or contribute or otherwise to assist or to guarantee money to any charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation, or of public and general utility or otherwise.
- (XVI) To create reserve fund : Before recommending any dividend to set aside, out of the profits of the Company such sums as they may think proper for depreciation or to a Depreciation Fund or to an Insurance Fund or as a Reserve Fund or Sinking Fund or any special fund to meet contingencies or to repay debentures or debenture-stock, or for special dividends or for equalising dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purposes referred to in the preceding clause), as the Board may in their absolute discretion think conducive to the interest of the Company, and subject to Section 179 of the Act, to invest the several sums so set aside or so much thereof as required to be invested, upon such investments (other than shares of the Company) as they think fit, and from time to time to deal with and vary such investments and dispose of and apply and expend all or any part thereof for the benefit of the Company, in such manner and for such purposes as the Board in their absolute discretion, think, conducive to the interest of the company notwithstanding that the matters to which the Board apply or upon which they expend the same, or any part thereof, may be matters to or upon which the capital moneys of the company might rightly be applied or expended, and to divide the reserve fund into such special funds as the Board may think fit with full power to transfer the whole or any portion of the Reserve Fund into such special funds as the Board may think fit, with full power to transfer the whole or any portion of a Reserve Fund or division of a Reserve Fund and with full power to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the company or in the purchase or repayment of debentures or debenture- stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power however to the Board at their discretion to pay or allow to the credit of such funds interest at such rate as the Board may think proper.
- (XVII) To appoint managers etc.: To appoint, and at their discretion remove or suspend such general managers, secretaries, assistants, supervisors, clerks, agents and servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries, or emoluments or remuneration, and to require security in such instances and to such amount as they may think fit. And also from time to time to provide for the management and transaction of the affairs of the company in any specified locality in India or elsewhere in such manner as they think fit.
- (XVIII) To comply with local Laws: To comply with requirements of any local law which in their opinion it shall in the interest of the Company be necessary or expedient to comply with.
- (XIX) To delegate powers : Subject to Section 179 of the Act, from time to time and at any time to delegate to any persons so appointed any of the powers, authorities and discretions for the time being vested in the Board, other than their power to make call or to make loans or borrow moneys, and any such appointment or delegation may be made on such terms, and subject to such conditions as the Board may think fit, and the Board may at any time remove any persons so appointed and may annul any such delegation.
- (XX) To authorise by power of attorney : At any time and from time to time by Power of Attorney (if so resolved by the Board under the Seal of the Company), to appoint any person or persons to be the Attorney or Attorneys of the Company, for such purposes and with such powers, authorities, and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the power to make calls and excluding also except in the limits authorised by the Board, the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board



may from time to time think fit, and any such appointment may (if the Board thinks fit) be made in favour of the shareholders, directors, nominees or managers of any company or firm or otherwise in favour of any fluctuating body of persons whethernominated directly, or indirectly by the Board and any such Power of Attorney may contain such powers for the protectionor convenience of persons dealing with such Attorneys as the Board may think fit, and may contain Powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the Powers, authorities and discretions for the time- being vested in them.

- (XXI) To negotiate: Subject to Section 188 of the Act for or in relation to any of the matters aforesaid or otherwise for the purposesof the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute anddo all such acts, deeds, and things in the name and on behalf of the Company as they may consider expedient.
- (XXII) To make and vary Regulations: From time to time make, vary or repeal bye- laws for the regulation of the business of theCompany, its officers and servants.
- (XXIII) Amendments to Accounts: Subject to Section 130, the directors shall, if they consider it to be necessary and in the interestof the company, be entitled to amend the Audited Accounts of the company of any financial year which have been laid before the Company in General Meeting. The amendments to the Accounts effected by the directors in pursuance of this Article shall be placed before the members in General Meeting for their consideration and approval.
- (XXIV) To formulate schemes, etc.: Subject to provisions of Law, the directors may formulate, create, institute or set up such schemes, trusts, plans or proposals as they may deem fit for the purpose of providing incentive to the officers, employees and workers of the company, including without limiting the generality of the foregoing, formulation of schemes for the subscription by the officers, employees and workers to shares in, or debentures of, the company.

#### **COMMITTEES AND DELEGATION BY THE BOARD**

- a. The Company shall constitute such Committees as may be required under the Act, applicable provisions of Law and the SEBI Listing Regulations. Without prejudice to the powers conferred by the other Articles and so as not to in any way to limit or restrict those powers, the Board may, subject to the provisions of Section 179 of the Act, delegate any of its powersto the Managing Director(s), the executive director(s) or manager or the chief executive officer of the Company. The Managing Director(s), the executive director(s) or the manager or the chief executive officer(s) as aforesaid shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Board and all acts done by them in exercise of the powers so delegated and in conformity with such regulations shall havethe like force and effect as if done by the Board.
- b. Subject to the applicable provisions of the Act, the requirements of Law and these Articles, the Board may delegate any ofits powers to Committees of the Board consisting of such member or members of the Board as it thinks fit, and it may fromtime to time revoke and discharge any such committee of the Board either wholly or in part and either as to persons or purposes. Every Committee of the Board so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Board. All acts done by any such Committee of the Board in conformity with such regulations and in fulfilment of the purposes of their appointment but not otherwise, shall have thelike force and effect as if done by the Board.
- c. The meetings and proceedings of any such Committee of the Board consisting of more members shall be governed by theprovisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicablethereto and are not superseded by any regulation made by the Directors under the last preceding Article.

#### **ACTS OF BOARD OR COMMITTEE VALID NOTWITHSTANDING INFORMAL APPOINTMENT**

- a. All acts undertaken at any meeting of the Board or of a Committee of the Board, or by any person acting as a Director shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Director or persons acting as aforesaid, or that they or any of them were disqualified or had vacated office or that the appointment of any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director. Provided that nothing in this Article shall be deemed to give validity to the acts undertaken by a Director after his appointment has been shown to the Company to be invalid or to have been terminated.
- b. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

#### **PASSING OF RESOLUTION BY CIRCULATION**

- a.No resolution shall be deemed to have been duly passed by the Board or by a Committee thereof by circulation, unless

the resolution has been circulated in draft form, together with the necessary papers, if any, to all the Directors, or members of the Committee, as the case may be, at their addresses registered with the Company in India by hand delivery or by post or by courier, or through such electronic means as may be provided under the Companies (Meetings of Board and its Powers) Rules, 2014 and has been approved by majority of Directors or members, who are entitled to vote on the resolution. However, in case one-third of the total number of Directors for the time being require that any resolution under circulation must be decided at a meeting, the Chairman shall put the resolution to be decided at a meeting of the Board.

- b. A resolution mentioned above shall be noted at a subsequent meeting of the Board or the Committee thereof, as the case may be, and made part of the minutes of such meeting.

#### **MINUTES OF THE PROCEEDINGS OF THE MEETING OF THE BOARD**

- a. The Company shall prepare, circulate and maintain minutes of each Board Meeting in accordance with the Act and Rules and such minutes shall contain a fair and correct summary of the proceedings conducted at the Board Meeting.
- b. The minutes kept and recorded under this Article shall also comply with the provisions of Secretarial Standard 1 issued by the Institute of Company Secretaries of India constituted under the Company Secretaries Act, 1980 and approved as such by the Central Government and applicable provisions of the Act and Law.

#### **THE SECRETARY**

Subject to the provisions of Section 203 of the Act, the Board may, from time to time, appoint any individual as Secretary of the Company to perform such functions, which by the Act or these Articles for the time being of the Company are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to him by the Board. The Board may also at any time appoint some individual (who need not be the Secretary), to maintain the Registers required to be kept by the Company.

#### **SEAL**

- a. The Board may provide a Seal for the purposes of the Company, and shall have power from time to time to destroy the same and substitute a new Seal in lieu thereof, and if the Seal is provided for, the Board shall provide for the safe custody of the Seal for the time being.
- b. Subject to Article 72 (a), the Board may, if a Seal is required to be affixed on any instrument, affix the Seal of the Company, to any instrument by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least 2 (two) Directors and of the Secretary or such other person as the Board may appoint for the purpose; and those 2 (two) Directors and the Secretary or other person aforesaid shall sign every instrument to which the Seal of the Company is so affixed in their presence.

#### **DIVIDEND POLICY**

- a. The profits of the Company, subject to any special rights relating thereto being created or authorised to be created by the Memorandum or these Articles and subject to the provisions of these Articles shall be divisible among the Shareholders in proportion to the amount of Capital Paid-up or credited as Paid-up and to the period during the year for which the Capital is Paid-up on the shares held by them respectively. Provided always that, (subject as aforesaid), any Capital Paid-up on a Share during the period in respect of which a Dividend is declared, shall unless the Directors otherwise determine, only entitle the holder of such Share to an apportioned amount of such Dividend as from the date of payment.
- b. Subject to the provisions of Section 123 of the Act, the Company in General Meeting may declare Dividends, to be paid to Shareholders according to their respective rights and interests in the profits. No Dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may, declare a smaller Dividend, and may fix the time for payments not exceeding 30 (thirty) days from the declaration thereof.
- c. No Dividend shall be declared or paid otherwise than out of profits of the Financial Year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profits of the Company for any previous Financial Year or years arrived at after providing for depreciation in accordance with the provisions of the Act and remaining undistributed, or out of both, and provided that the declaration of the Board as to the amount of the net profits shall be conclusive.
- d. Subject to Section 123, the Board may, from time to time, pay to the Shareholders such interim Dividend as in their judgment the position of the Company justifies.
- e. Where Capital is paid in advance of calls upon the footing that the same shall carry interest, such Capital shall not whilst

carrying interest, confer a right to participate in profits or Dividend.

- (I) Subject to the rights of Persons, if any, entitled to shares with special rights as to Dividend, all Dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof Dividend is paid but if and so long as nothing is paid upon any shares in the Company, Dividends may be declared and paid according to the amount of the shares.
- (II) No amount paid or credited as paid on shares in advance of calls shall be treated for the purpose of this Article as paid on shares.
- (III) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the Dividend is paid, but if any shares are issued on terms providing that it shall rank for Dividend as from a particular date such shares shall rank for Dividend accordingly.
- f. Subject to the applicable provisions of the Act and these Articles, the Board may retain the Dividends payable upon shares in respect of any Person, until such Person shall have become a Shareholder, in respect of such shares or until such shares shall have been duly transferred to him.
- g. Any one of several Persons who are registered as the joint -holders of any Share may give effectual receipts for all Dividends or bonus and payments on account of Dividends or bonus or sale proceeds of fractional certificates or other money(ies) payable in respect of such shares.
- h. Subject to the applicable provisions of the Act, no Shareholder shall be entitled to receive payment of any interest or Dividends in respect of his Share(s), whilst any money may be due or owing from him to the Company in respect of such Share(s); either alone or jointly with any other Person or Persons; and the Board may deduct from the interest or Dividend payable to any such Shareholder all sums of money so due from him to the Company.
- i. Subject to Section 126 of the Act, a transfer of shares shall not pass the right to any Dividend declared thereon before the registration of the transfer.
- j. Unless otherwise directed any Dividend may be paid by cheque or warrant or by a pay slip or receipt (having the force of a cheque or warrant) and sent by post or courier or by any other legally permissible means to the registered address of the Shareholder or Person entitled or in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. Every such cheque or warrant shall be made payable to the order of the Person to whom it is sent and in case of joint-holders to that one of them first named in the Register of Members in respect of the joint-holding. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission, or for any Dividend lost to a Shareholder or Person entitled thereto, by a forged endorsement of any cheque or warrant or a forged signature on any pay slip or receipt of a fraudulent recovery of Dividend. If 2 (two) or more Persons are registered as joint-holders of any Share(s) any one of them can give effectual receipts for any money (ies) payable in respect thereof. Several Executors or Administrators of a deceased Shareholder in whose sole name any Share stands, shall for the purposes of this Article be deemed to be joint-holders thereof.
- k. No unpaid Dividend shall bear interest as against the Company.
- l. Any General Meeting declaring a Dividend may on the recommendation of the Board, make a call on the Shareholders of such amount as the Meeting fixes, but so that the call on each Shareholder shall not exceed the Dividend payable to him, and so that the call will be made payable at the same time as the Dividend; and the Dividend may, if so arranged as between the Company and the Shareholders, be set -off against such calls.
- m. Notwithstanding anything contained in this Article, the dividend policy of the Company shall be governed by the applicable provisions of the Act and Law.

#### **UNPAID OR UNCLAIMED DIVIDEND**

- a. Subject to the provisions of the Act, if the Company has declared a Dividend but which has not been paid or the Dividend warrant in respect thereof has not been posted or sent within 30 (thirty) days from the date of declaration, transfer the total amount of dividend, which remained unpaid or unclaimed within 7 (seven) days from the date of expiry of the said period of 30 (thirty) days to a special account to be opened by the Company in that behalf in any scheduled bank.
- b. Subject to provisions of the Act, any money so transferred to the unpaid Dividend account of the Company which remains unpaid or unclaimed for a period of 7 (seven) years from the date of such transfer, shall be transferred by the Company to the Fund established under sub-section (1) of Section 125 of the Act, viz. "Investors Education and Protection Fund".
- c. Subject to the provisions of the Act, no unpaid or unclaimed Dividend shall be forfeited by the Board before the claim becomes barred by Law.

## **ACCOUNTS AND BOARD'S REPORT**

- a. The Company shall prepare and keep the books of accounts or other relevant books and papers and financial statements for every Financial Year which give a true and fair view of the state of affairs of the Company, including its branch office or offices, if any, in accordance with the Act, Rules and as required under applicable Law.
- b. In accordance with the provisions of the Act, along with the financial statements laid before the Shareholders, there shall be laid a 'Board's report' as to the state of the Company's affairs and as to the amounts, if any, which it proposes to carry to any reserves in such balance sheet and the amount, if any, which it recommends should be paid by way of dividend; and material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the company to which the balance sheet relates and the date of the report. The Board shall also give the fullest information and explanations in its report aforesaid or in an addendum to that report, on every reservation, qualification or adverse remark contained in the auditor's report and by the company secretary in practice in his secretarial audit report.
- c. The Company shall comply with the requirements of Section 136 of the Act.

## **DOCUMENTS AND NOTICES**

- a. A document or notice may be given or served by the Company to or on any Shareholder whether having his registered address within or outside India either personally or by sending it by post or by registered post or by courier, to him to his registered address.
- b. Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a Shareholder has intimated to the Company in advance that documents or notices should be sent to him under a certificate of posting or by registered post with or without acknowledgement due or by cable or telegram and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document or notice shall be deemed to be effected unless it is sent in the manner intimated by the Shareholder. Such service shall be deemed to have affected in the case of a notice of a meeting, at the expiration of forty eight hours after the letter containing the document or notice is posted or after a telegram has been dispatched and in any case, at the time at which the letter would be delivered in the ordinary course of post or the cable or telegram would be transmitted in the ordinary course.
- c. A document or notice may be given or served by the Company to or on the joint - holders of a Share by giving or serving the document or notice to or on the joint- holder named first in the Register of Members in respect of the Share.
- d. Every person, who by operation of Law, transfer or other means whatsoever, shall become entitled to any Share, shall be bound by every document or notice in respect of such Share, which previous to his name and address being entered on the register of Shareholders, shall have been duly served on or given to the Person from whom he derives his title to such Share.
- n. Any document or notice to be given or served by the Company may be signed by a Director or the Secretary or some Person duly authorised by the Board for such purpose and the signature thereto may be written, printed, photostat or lithographed.
- o. All documents or notices to be given or served by Shareholders on or to the Company or to any officer thereof shall be served or given by sending the same to the Company or officer at the Office by post under a certificate of posting or by registered post or by leaving it at the Office.
- p. Where a document is sent by electronic mail, service thereof shall be deemed to be effected properly, where a member has registered his electronic mail address with the Company and has intimated the Company that documents should be sent to his registered email address, without acknowledgement due. Provided that the Company, shall provide each member an opportunity to register his email address and change therein from time to time with the Company or the concerned depository. The Company shall fulfil all conditions required by Law, in this regard.

## **SERVICE ON MEMBERS HAVING NO REGISTERED ADDRESS**

If a Shareholder does not have registered address in India, and has not supplied to the Company any address within India, for the giving of the notices to him, a document advertised in a newspaper circulating in the neighbourhood of Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

## **NOTICE BY ADVERTISEMENT**

Subject to the applicable provisions of the Act, any document required to be served or sent by the Company on or to the Shareholders, or any of them and not expressly provided for by these Articles, shall be deemed to be duly served or sent if advertised in a newspaper circulating in the District in which the Office is situated.

## **WINDING UP**

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 Shareholders, 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 Shareholders or different classes of Shareholders.

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**

Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

#### **DIRECTOR'S ETC. NOT LIABLE FOR CERTAIN ACTS**

Subject to the provision of the Act, no Director, Manager or Officer of the Company shall be liable for the acts, defaults, receipts and neglects of any other Director, Manager or Officer or for joining in any receipts or other acts for the sake of conformity or for any loss or expenses happening to the company through the insufficiency or deficiency of title to any property acquired by order of the directors or for any loss or expenses happening to the Company through the insufficiency or deficiency of any security in or upon which any of the monies of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any monies, securities or effects shall be deposited or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution thereof, unless the same shall happen through the negligence, default, misfeasance, breach of duty or breach of trust of the relevant Director, Manager or Officer.

#### **SIGNING OF CHEQUES**

Subject to applicable Law and Section 64 of the Act, all cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for moneys paid by the company, shall be signed, drawn, accepted or otherwise executed as the case may be, in such manner as the Directors shall from time to time by resolution determine.

#### **INSPECTION BY SHAREHOLDERS**

The register of charges, register of investments, Register of Members, books of accounts and the minutes of the meeting of the shareholders shall be kept at the office of the Company and shall be open, during business hours, for such periods not being less in the aggregate than two hours in each day as the board determines for inspection of any shareholder without charge. In the event such shareholder conducting inspection of the abovementioned documents requires extracts of the same, the Company may charge a fee which shall not exceed rupees ten per page or such other limit as may be prescribed under the Act or other applicable provisions of Law.

#### **AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Company may amend its Memorandum of Association and Articles of Association

#### **SECRECY OF WORKS OR INFORMATION**

No shareholder shall be entitled to visit or inspect the Company's work without permission of the Directors or to require discovery of any information respectively any details of Company's trading or any matter which is or may be in the nature of a trade secret, history of trade or secret process which may be related to the conduct of the business of the Company and which in the opinion of the Directors will be inexpedient in the interest of the Shareholders of the Company to communicate to the public.

#### **DUTIES OF THE OFFICER TO OBSERVE SECRECY**

Every Director, Managing Directors, manager, Secretary, Auditor, trustee, members of the committee, officer, servant, agent, accountant or other persons employed in the business of the Company shall, if so required by the Directors before entering upon his duties, or any time during his term of office, sign a declaration pledging himself to observe secrecy relating to all transactions of the Company with its customers and the state of accounts with individuals and all manufacturing, technical and business information of the company and in matters relating thereto and shall by such declaration pledge himself not to reveal any of such matters which may come to his knowledge in the discharge of his official duties except which are required so to do by the

Directors or the Auditors, or by resolution of the Company in the general meeting or by a court of law a except so far as may be necessary in order to comply with any of the provision of these Articles or Law.

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## SECTION XIII - OTHER INFORMATION

### MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than 2 Months before the date of the Draft Red Herring Prospectus) or to be entered into by the Company which are or may be deemed material will be attached to the copy of the Draft Red Herring Prospectus, delivered to the Registrar of Companies, for registration. Copies of the above-mentioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from the date of this Draft Red Herring Prospectus until the Issue Closing Date.

#### A. Material Contracts to the Issue

1. Issue Agreement dated [•] entered into among our Company and the BRLM to the Issue.
2. Agreement dated [•] entered into among our Company and the Registrar to the Issue.
3. Tripartite Agreement dated May 17, 2024 entered into among our Company, NSDL and the Registrar to the Issue.
4. Tripartite Agreement dated July 10, 2024 entered into among our Company, CDSL and the Registrar to the Issue.
5. Banker to the Issue Agreement [•] among our Company, the BRLM, Banker to the Issue and the Registrar to the Issue.
6. Market Making Agreement dated [•] between our Company, the BRLM and the Market Maker.
7. Underwriting Agreement dated [•] between our Company and the BRLM.
8. Syndicate Agreement dated [•] between the Company, BRLM and Syndicate Members.

#### B. Material Documents

1. Copies of Memorandum of Association and Articles of Association of our Company;
2. Certificate of Incorporation of our Company dated January 28, 2010 issued by Registrar of Companies, NCT of Delhi & Haryana;
3. Certificate of Incorporation pursuant to change of name dated December 29, 2020 issued by the Registrar of Companies, Central Processing Centre;
4. Certificate of Incorporation pursuant to conversion of company into Public Limited company dated June 22, 2024 issued by the Registrar of Companies, Central Processing Centre;
5. Copy of Board Resolution dated July 06, 2024 authorizing the Issue and other related matters;
6. Copy of Shareholders Resolution dated July 08, 2024 authorizing the Issue and other related matters;
7. Copies of Audited Financial Statements of our Company for financial year ended March 31, 2024, 2023 and 2022;
8. Copy of Restated Financial Statements of our Company for financial year ended 2024, 2023 and 2022;
9. Copy of Statement of Possible Special Tax Benefits dated July 10, 2024 from the Peer Reviewed Auditor;
10. Certificate on KPI's issued by the Peer Reviewed Auditor dated July 10, 2024;
11. Consents of the Book Running Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Statutory Auditor of the Company, Market Maker, Underwriter, Banker to our Company, Banker to the Issue/ Sponsor Bank, Promoters of our Company, Directors of our Company, Company Secretary & Compliance Officer of our Company, Managing Director & Chief Financial of our Company, as referred to, in their respective capacities;
12. Board Resolution dated July 26, 2024 for approval of Draft Red Herring Prospectus and dated [•] for approval of Red Herring Prospectus and dated [•] for approval of Prospectus;
13. Due Diligence Certificate from Book Running Lead Manager dated July 26, 2024;
14. Approval from NSE vide letter dated [•] to use the name of NSE in the Offer Documents for listing of Equity Shares on the Emerge Platform of National Stock Exchange of India Limited.

*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 relevant statutes.*

## DECLARATION

We certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines issued by the Government of India or the regulations or guidelines issued by SEBI, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY:

Name and Designation	Signature
Sachin Marya Managing Director DIN: 01045300	Sd/-
Ritu Marya Director DIN: 06482671	Sd/-
Ashita Marya Director DIN: 06482869	Sd/-
Velayutham Thiyagarajan Independent Director DIN: 01021487	Sd/-
Ratish Chandra Pandey Independent Director DIN: 01157322	Sd/-
Ramasamy Jayapal Independent Director DIN: 00392421	Sd/-

### Signed by:

Sachin Marya Chief Financial Officer	Sd/-
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Aashish K Bhatt Company Secretary & Compliance Officer	Sd/-
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**Place:** New Delhi

**Date:** July 26, 2024