

# TRANSPACT

## TRANSPACT ENTERPRISES LIMITED

CIN: U33130MH2013PLC243247

Our Company was incorporated as Transpact Enterprises Private Limited on May 12, 2013 under the Companies Act, 1956 with the Registrar of Companies, Mumbai bearing Registration No. 243247. The certificate of incorporation was issued on May 12, 2013 by the Registrar of Companies, Mumbai at Maharashtra. Further the status of our Company was changed to public limited Company and the name of our company was changed to Transpact Enterprises Limited by a special resolution passed on April 10, 2019. A fresh certificate of incorporation consequent to the change of name pursuant to the conversion into public limited company was granted to our Company on April 16, 2019, by the Registrar of Companies, Mumbai. The Company's Corporate Identity Number is U33130MH2013PLC243247. For further details pertaining to the change of name of our Company and the change in Registered Office, please refer the chapter "History and Certain Corporate Matters" on page no. 87 of this Prospectus.

**Registered Office:** 204 2<sup>nd</sup> Floor, Timmy Arcade, Makwana Road Marol, Andheri East, Mumbai – 400 059

**Tel No.:** +91 9224763158/ +91 9904002388; **Email:** [info@transpact.in](mailto:info@transpact.in) ; **Website:** [www.transpact.in](http://www.transpact.in)

**Contact Person:** Ms. Kirti Didwania, Company Secretary and Compliance Officer.

**Our Promoters:** Mr. Aslam Khan & Mr. Anis Choudhery

### THE ISSUE

**PUBLIC ISSUE OF 1,04,000 EQUITY SHARES OF ₹ 10 EACH ("EQUITY SHARES") OF TRANSPACT ENTERPRISES LIMITED ("TEL" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹ 130 PER SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹ 135.20 LAKHS ("THE ISSUE"), OF WHICH 6,000 EQUITY SHARES OF ₹ 10 EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 98,000 EQUITY SHARES OF FACE VALUE ₹ 10 EACH IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.89% AND 25.34%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.**

### THE FACE VALUE OF THE EQUITY SHARE IS ₹10 AND THE ISSUE PRICE IS 13 TIMES OF THE FACE VALUE

In terms of Rule 19(2)(b)(i) of the SCRR this Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. This Issue is being made through Fixed Price process in accordance and compliance with Chapter IX and other applicable provisions of SEBI ICDR Regulations wherein a minimum 50% of the Net Issue is allocated for Retail Individual Applicants and the balance shall be offered to individual applicants other than Retail Individual Applicants and other investors including corporate bodies or institutions, QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price. Additionally, if the Retail Individual Applicants category is entitled to more than fifty per cent on proportionate basis, the Retail Individual Applicants shall be allocated that higher percentage. For further details please refer the section titled "Issue Information" beginning on page no. 163 of this Prospectus.

In terms of the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015, all potential investors shall participate in the Issue only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page no. 172 of this Prospectus. A copy will be delivered for registration to the Registrar of Companies as required under Section 26 of the Companies Act, 2013.

### RISK IN RELATION TO THE FIRST ISSUE

This being the first Public Issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 each and the Issue Price is 13 times the face value. The Issue Price (determined and justified by our Company in consultation with the Lead Manager) as stated under "Basis for Issue Price" beginning on page no. 56 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

### GENERAL RISKS

Investment in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue, including the risks involved. The Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of this Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page no. 15 of this Prospectus.

### COMPANY'S ABSOLUTE RESPONSIBILITY

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

### LISTING

The Equity Shares offered through this Prospectus are proposed to be listed on BSE StartUp segment under SME Platform of BSE Limited ("BSE"). Our Company has received an In Principle Approval letter dated August 6, 2019 from BSE Limited for using its name in this offer document for listing our shares on the BSE StartUp segment under SME Platform of BSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited ("BSE").

### LEAD MANAGER TO THE ISSUE

### REGISTRAR TO THE ISSUE



#### **ARYAMAN FINANCIAL SERVICES LIMITED**

60, Khatau Building, Ground Floor,  
Alkesh Dinesh Modi Marg, Fort,  
Mumbai – 400 001

**Tel No.:** +91 – 22 – 6216 6999

**Email:** [ipo@afsl.co.in](mailto:ipo@afsl.co.in)

**Website:** [www.afsl.co.in](http://www.afsl.co.in)

**Investor Grievance Email:** [feedback@afsl.co.in](mailto:feedback@afsl.co.in)

**Contact Person:** Mr. Vatsal Ganatra

**SEBI Registration No.** INM000011344

#### **BIGSHARE SERVICES PRIVATE LIMITED**

1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East, Mumbai – 400 059

**Tel No.:** +91 – 22 – 6263 8200

**Email:** [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)

**Website:** [www.bigshareonline.com](http://www.bigshareonline.com)

**Investor Grievance Email:** [investor@bigshareonline.com](mailto:investor@bigshareonline.com);

**Contact Person:** Mr. Babu Raphael

**SEBI Registration No.:** INR000001385

### ISSUE OPENS ON

AUGUST 26, 2019

### ISSUE CLOSES ON

AUGUST 28, 2019



## Table of Contents

<b>SECTION I – GENERAL</b> .....	<b>1</b>
DEFINITIONS AND ABBREVIATIONS .....	1
CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA ..	10
FORWARD-LOOKING STATEMENTS .....	11
<b>SECTION II – OFFER DOCUMENT SUMMARY</b> .....	<b>12</b>
<b>SECTION III – RISK FACTORS</b> .....	<b>15</b>
<b>SECTION IV – INTRODUCTION</b> .....	<b>28</b>
THE ISSUE .....	28
SUMMARY OF FINANCIAL INFORMATION .....	29
GENERAL INFORMATION .....	32
CAPITAL STRUCTURE .....	40
<b>SECTION V – PARTICULARS OF THE ISSUE</b> .....	<b>51</b>
OBJECTS OF THE ISSUE .....	51
BASIS OF ISSUE PRICE .....	56
STATEMENT OF SPECIAL TAX BENEFITS .....	58
<b>SECTION VI – ABOUT THE COMPANY</b> .....	<b>61</b>
INDUSTRY OVERVIEW .....	61
OUR BUSINESS .....	75
KEY REGULATIONS AND POLICIES .....	83
HISTORY AND CERTAIN CORPORATE MATTERS .....	87
OUR MANAGEMENT .....	91
OUR PROMOTER AND PROMOTER GROUP .....	104
OUR GROUP COMPANY .....	109
DIVIDEND POLICY .....	114
<b>SECTION VII – FINANCIAL INFORMATION</b> .....	<b>115</b>
FINANCIAL STATEMENTS .....	115
OTHER FINANCIAL INFORMATION .....	134
MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION .....	135
CAPITALIZATION STATEMENT .....	142
<b>SECTION VIII – LEGAL AND OTHER INFORMATION</b> .....	<b>143</b>
OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS .....	143
GOVERNMENT AND OTHER KEY APPROVALS .....	149
<b>SECTION IX – OTHER REGULATORY AND STATUTORY DISCLOSURE</b> .....	<b>152</b>
<b>SECTION X – ISSUE INFORMATION</b> .....	<b>163</b>
TERMS OF THE ISSUE .....	163
ISSUE STRUCTURE .....	169
ISSUE PROCEDURE .....	172
RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES .....	226
<b>SECTION XI – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION</b> .....	<b>227</b>
<b>SECTION XII – OTHER INFORMATION</b> .....	<b>242</b>
MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION .....	242
DECLARATION .....	244

**The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act of 1933, as amended (“U.S. Securities Act”) or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur; and (ii) to “qualified institutional buyers” (as defined in Rule 144A (“Rule 144A”) under the U.S. Securities Act), pursuant to the private placement exemption set out in Section 4(a) of the U.S. Securities Act.**

**The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.**

## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

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

The words and expressions used in this Prospectus but not defined herein, shall have, to the extent applicable, the meanings 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

Notwithstanding the foregoing, terms used in “*Statement of Tax Benefits*”, “*Financial Information*”, “*Main Provisions of Articles of Association*”, “*Outstanding Litigation and Material Developments*” and “*Other Regulations and Statutory Disclosures*” beginning on page nos. 58, 115, 227, 152 of this Prospectus respectively, shall have the meaning ascribed to such terms in these respective sections

#### General Terms

Term	Description
Transpact Enterprises Limited TEL/ The Company / Company / We / Us / Our Company	Unless the context otherwise indicates or implies refers to Transpact Enterprises Limited, a public limited company incorporated under the provisions of the Companies Act, 2013 with its registered office in the Mumbai.
Promoter(s) / Core Promoter	<ul style="list-style-type: none"> <li>• Mr. Aslam Khan</li> <li>• Mr. Anis Choudhery</li> </ul>
Promoter Group	Such persons, entities and companies constituting our promoter group pursuant to Regulation 2(1)(pp) of the SEBI (ICDR) Regulations as disclosed in the Chapter titled “ <i>Our Promoter and Promoter Group</i> ” on page no. 104 of this Prospectus

#### Company related Terms

Term	Description
AoA/ Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Transpact Enterprises Limited.
Auditor of the Company	M/s. M Azam & Co., Chartered Accountants, having their office at 303, Delphi Apts, Tycoons Residency, Khadakapada, Kalyan, Maharashtra - 421 301. and M/s. A. R. Sodha & Co., Chartered Accountants, having their office at 503, 504 K L Accolade, 6 <sup>th</sup> Road, Near Dena Bank, R.K. Nursing Home Lane, Santacruz, Mumbai – 400 005.
Audit Committee	The committee of the Board of Directors constituted on April 25, 2019 as our Company’s Audit Committee in accordance with Section 177 of the Companies Act, 2013
Board of Directors / Board	The Board of Directors of Transpact Enterprises Limited, including all duly constituted Committees thereof.
Chief Financial Officer	Chief financial officer of our Company is Mrs. Aaliya Baig
Company Secretary and Compliance Officer	The Company Secretary and Compliance Officer of our Company is Ms. Kirti Didwania
Director(s)	Director(s) of Transpact Enterprises Limited, unless otherwise specified.
Equity Shares	Equity Shares of our Company of Face Value of ₹ 10 each unless otherwise specified in the context thereof.
Equity Shareholders	Persons holding Equity Share of our Company
Group Company	Company (other than our Promoter Company and Subsidiaries) with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and as disclosed in “ <i>Our Group Company</i> ” beginning on page no. 109 of this Prospectus

Term	Description
Key Management Personnel / KMP	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations as disclosed in the chapter titled “ <i>Our Management</i> ” on page no. 91 of this Prospectus
MOA / Memorandum of Association	Memorandum of Association of Transpact Enterprises Limited
Nomination and Remuneration Committee	The committee of the Board of Directors constituted on April 25, 2019 as our Company’s Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013
Registered Office	The Registered Office of our company which is 204, 2nd Floor, Timmy Arcade, Makwana Road Marol, Andheri East, Mumbai - 400 059.
Registrar of Companies / RoC	Registrar of Companies, Mumbai situated at Everest, 100, Marine Drive, Mumbai – 400 002.
Restated Financial Statements	Restated financial statements of our Company as at and for the Fiscals ended March 31, 2019, 2018 and 2017 (prepared in accordance with Ind AS read with Section 133 of the Companies Act, 2013) which comprises the restated Ind AS statement of assets and liabilities, the restated Ind AS statement of profit and loss and the restated Ind AS statement of cash flows and notes thereto
Stakeholders’ Relationship Committee	The committee of the Board of Directors constituted on April 25, 2019 as our Company’s Stakeholders’ Relationship Committee.
Stock Exchange	Unless the context requires otherwise, refers to, the BSE StartUp segment under SME Platform of BSE Limited.

#### Issue Related Term

Term	Description
Abridged Prospectus	Abridged Prospectus to be issued under Regulation 255 of SEBI ICDR Regulations and appended to the Application Form
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of registration of the Application Form.
Allotment	Unless the context otherwise requires, the allotment of the Equity Shares pursuant to the Issue to the successful applicants, including transfer of the Equity Shares pursuant to the Issue to the successful applicants
Allotment Advice	Note, advice or intimation of Allotment sent to the Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottees	The successful applicant to whom the Equity Shares are being / have been allotted.
Applicant	Any prospective investor who makes an application for Equity Shares in terms of this Prospectus
Application Form	The Form in terms of which the applicant shall apply for the Equity Shares of the Company
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an Application authorizing an SCSB to block the Application Amount in the specified Bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Issue.
ASBA Account	A bank account maintained with an SCSB which may be blocked by such SCSB or the account of the RIIs blocked upon acceptance of UPI Mandate Request by the RIIs using the UPI Mechanism, to the extent of the Application Amount of the ASBA Applicant.
ASBA Applicant(s)	Any prospective investor who makes an Application pursuant to the terms of the Prospectus and the Application Form.
ASBA Application / Application	An application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Prospectus
Banker(s) to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled “ <i>General Information</i> ” on page no. 32 of this Prospectus
Banker(s) to the Issue	The banks which are Clearing Members and registered with SEBI as Banker to an Issue including Sponsor Bank and Refund Bank with whom the Escrow Agreement is entered and in this case being ICICI Bank Limited.

Term	Description
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue and which is described in the chapter titled “ <i>Issue Procedure</i> ” beginning on page no. 172 of this Prospectus.
Broker Centres	Broker centres notified by the Stock Exchanges where Applicants can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Broker 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> )
Business Day	Monday to Friday (except public holidays)
CAN / Confirmation of Allocation Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares 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(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular No. GR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Controlling Branches	Such Branches of the SCSBs which co-ordinate Applications by the Applicants with the Registrar to the Issue and the Stock Exchanges and a list of which is available 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.
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation, Investor Status and Bank Account details and UPI ID (if applicable).
Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996 i.e. CDSL and NSDL
Depositories Act	The Depositories Act, 1996, as amended from time to time
Designated 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 the instructions are issued to the SCSBs (in case of RIIs using 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 or the Refund Account, as the case may be, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue.
Designated Intermediaries / Collecting Agent	<p>In relation to ASBA Forms submitted by RIIs authorising an SCSB to block the Application Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs.</p> <p>In relation to ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism, Designated Intermediaries shall mean syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.</p> <p>In relation to ASBA Forms submitted by QIBs and NIBs, Designated Intermediaries shall mean SCSBs, syndicate members, sub-syndicate members, Registered Brokers, CDPs and RTAs.</p>
Designated CDP Locations	<p>Such locations of the CDPs where Applicants can submit the Application Forms and in case of RIIs only ASBA Forms with UPI.</p> <p>The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange</p>
Designated Market Maker	Aryaman Capital Markets Limited will act as the Market Maker and has agreed to receive or deliver 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 amendment to SEBI ICDR Regulations.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the Application Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Application Forms are available on the websites of the Stock Exchange



Term	Description
Designated Branches	SCSB Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> Intermediaries or at such other website as may be prescribed by SEBI from time to time
Designated Exchange	Stock BSE Limited
Draft Prospectus	The Draft Prospectus dated June 26, 2019 issued in accordance with the SEBI ICDR Regulations
Eligible NRI(s)	An NRI(s) from such a jurisdiction outside India where it is not unlawful to make an Issue or invitation under this Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to purchase the equity shares.
Escrow Agreement	Agreement dated August 9, 2019 entered into amongst the Company, Lead Manager, the Registrar and the Banker to the Issue to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Foreign Investor / FPIs	Portfolio Foreign Portfolio Investor as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
General Information Document or GID	The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, 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 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 issued by SEBI. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about use of the Issue Proceeds please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page no. 51 of this Prospectus
Issue/ Public Issue/ IPO	Issue Size / This Initial Public Issue of 1,04,000 Equity Shares of ₹10 each for cash at a price of ₹ 130 per equity share aggregating to ₹ 135.20 lakhs by our Company.
Issue Closing date	The date on which the Issue closes for subscription being August 28, 2019.
Issue Opening date	The date on which the Issue opens for subscription being August 26, 2019.
Issue Price	The price at which the Equity Shares are being issued by our Company in consultation with the Lead Manager under this Prospectus being ₹ 130 per share.
LM’s / Lead Manager	Lead Manager to the Issue, is Aryaman Financial Services Limited
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and BSE Limited.
Lot Size	The Market lot and Trading lot for the Equity Share is 1,000 Equity Shares and in multiples of 1,000 Equity Shares thereafter; subject to a minimum allotment of 1,000 Equity Shares to the successful applicants.
Market Reservation Portion	Maker The Reserved portion of 6,000 Equity shares of ₹ 10 each at an Issue Price of ₹ 130 aggregating to ₹ 7.80 lakhs for Designated Market Maker in the Public Issue of our Company.
Market Making Agreement	The Agreement among the Market Maker, the Lead Manager and our Company dated August 5, 2019
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=40">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as may be updated from time to time, which may be used by RIIs to submit Applications using the UPI Mechanism
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended
Net Issue	The Net Issue of 98,000 Equity Shares of ₹ 10 each at ₹ 130 per Equity Share aggregating to ₹ 127.40 lakhs by our Company.



Term	Description
Non-Institutional Applicant	All Applicants, including Eligible QFIs, sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals, that are not QIBs or Retail Individual Applicants and who have applied for Equity Shares for an amount of more than ₹ 2,00,000 (but not including NRIs other than Eligible NRIs)
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, Eligible QFIs, FIIs registered with SEBI and FVCIs registered with SEBI
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, Company, partnership, limited liability Company, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Prospectus	The Prospectus, to be filed with the RoC containing, inter alia, the Issue opening and closing dates and other information.
Public Issue Account	Account opened with Bankers to the Issue for the purpose of transfer of monies from the SCsBs from the bank accounts of the ASBA and UPI Applicants on the Designated Date.
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
Qualified Institutional Buyers / QIBs	Public financial institutions as defined in Section 2(72) of the Companies Act, 2013, Foreign Portfolio Investor other than Category III Foreign Portfolio Investor, AIFs, VCFs, FVCIs, Mutual Funds, multilateral and bilateral financial institutions, scheduled commercial banks, state industrial development corporations, insurance companies registered with the IRDA, provident funds and pension funds with a minimum corpus of ₹ 250 million, insurance funds set up and managed by the army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, Government of India, eligible for Bidding and does not include FVCIs and multilateral and bilateral institutions.
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being ICICI Bank Limited
Registrar Agreement	The agreement dated June 25, 2019 among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents/RTAs	Registrar and Share Transfer Agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar/ Registrar to the Issue	Registrar to the Issue being Bigshare Services Private Limited
Retail Individual Investors	Individual investors (including HUFs, in the name of Karta and Eligible NRIs) who apply for the Equity Shares of a value of not more than ₹ 2,00,000
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Applicant Amount in any of their Application Form(s) or any previous Revision Form(s)  QIB Bidders and Non-Institutional Bidders 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 Application during the Issue Period and withdraw their Applications until Issue Closing Date.
Self-Certified Syndicate Bank(s) / SCsBs	The banks registered with SEBI, offering services,  (i) in relation to ASBA where the Bid Amount will be blocked by authorising an SCsB, a list of which is available on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or such other website as updated from time to time, and  (ii) in relation to Applicants using the UPI Mechanism, a list of which is available on the website of SEBI at <a href="https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40">https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=40</a> or such other website as updated from time to time

Term	Description
Sponsor Bank	A Banker to the Issue which is registered with SEBI and is eligible to act as a Sponsor Bank in a public issue in terms of applicable SEBI requirements and has been appointed by the Company, in consultation with the LM to act as a conduit between the Stock Exchanges and NPCI to push the UPI Mandate Request in respect of RIIs as per the UPI Mechanism, in this case being ICICI Bank Limited.
BSE StartUp segment of SME Platform of BSE Limited	The BSE StartUp segment under SME Platform of BSE Limited for listing of equity shares issued under Chapter IX of the SEBI (ICDR) Regulations which was approved by SEBI as an SME Exchange on September 27, 2011.
TRS / Transaction Registration Slip	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the Applicant, as proof of registration of the Application.
Underwriters	Aryaman Financial Services Limited and Aryaman Capital Markets Limited.
Underwriting Agreement	The Agreement among the Underwriters and our Company dated August 6, 2019.
“Unified Payments Interface” or “UPI”	The instant payment system developed by the National Payments Corporation of India (NPCI), which allows instant transfer of money between any two persons’ bank accounts using a payment address which uniquely identifies a person’s bank account
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI)
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Application Amount and subsequent debit of funds in case of Allotment
UPI mechanism	The mechanism that may be used by an RII to make an Application in the Issue in accordance with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018 read with SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Day	All trading days of the Stock Exchange excluding Sundays and Bank holidays in Mumbai.

#### Technical / Industry related Terms

Term	Description
IIT	Indian Institute of Technology
EMR	Electronic Medical Records
IOT	Internet of Things
ADHD	Attention Deficit Hyperactivity Disorder
ASD	Autism Spectrum Disorder

#### Conventional Terms / General Terms / Abbreviations

Term	Description
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
AS / Accounting Standards	Accounting Standards as issued by the Institute of Chartered Accountants of India
ASBA	Applications Supported by Blocked Amount
AY	Assessment Year
Banking Regulation Act	Banking Regulation Act, 1949 as amended from time to time
BSE	BSE Limited
CAGR	Compound Annual Growth Rate
Category I foreign portfolio investor(s) / Category I FPIs	FPIs who are registered as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II foreign portfolio investor(s) / Category II FPIs	FPIs who are registered as “Category II foreign portfolio investors” under the SEBI FPI Regulations

Term	Description
Category III foreign portfolio investor(s) / Category III FPIs	FPIs who are registered as “Category III foreign portfolio investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CFO	Chief Financial Officer
CIN	Company Identification Number
CIT	Commissioner of Income Tax
Client ID	Client identification number of the Applicant’s beneficiary account
Companies Act	Unless specified otherwise, this would imply to the provisions of the Companies Act, 2013 (to the extent notified) and /or Provisions of Companies Act, 1956 w.r.t. the sections which have not yet been replaced by the Companies Act, 2013 through any official notification.
Companies Act, 1956	The Companies Act, 1956, as amended from time to time
Companies Act, 2013	The Companies Act, 2013 published on August 29, 2013 and applicable to the extent notified by MCA till date.
CSR	Corporate Social Responsibility
CST	Central Sales Tax
CY	Calendar Year
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996
DIN	Director Identification Number
DP	Depository Participant, as defined under the Depositories Act 1996
DP ID	Depository Participant’s identification
EBITDA	Earnings before Interest, Taxes, Depreciation and Amortization
ECS	Electronic Clearing System
EGM	Extraordinary General Meeting
EMDEs	Emerging Markets and Developing Economies
EPS	Earnings Per Share
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FIIIs	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
FPIs	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
FIPB	Foreign Investment Promotion Board
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
FY / Fiscal / Financial Year	Period of twelve months ended March 31 of that particular year, unless otherwise stated
GDP	Gross Domestic Product
GoI/Government	Government of India
GST	Goods & Services Tax
HNIIs	High Networth Individuals
HUF	Hindu Undivided Family
IAS Rules	Indian Accounting Standards, Rules 2015
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
IMF	International Monetary Fund
Indian GAAP	Generally Accepted Accounting Principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under the Companies (Indian Accounting Standard) Rules, 2015
IPO	Initial Public Offering
IRDAI	Insurance Regulatory and Development Authority of India

Term	Description
IRDAI Investment Regulations	Insurance Regulatory and Development Authority (Investment) Regulations, 2016
ISIN	International Securities Identification Number
ISO	International Organization for Standardization
IST	Indian Standard Time
I.T. Act	Income Tax Act, 1961, as amended from time to time
KM / Km / km	Kilo Meter
MCA	Ministry of Corporate Affairs, Government of India
Merchant Banker	Merchant Banker as defined under the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
MoF	Ministry of Finance, Government of India
MICR	Magnetic Ink Character Recognition
MOU	Memorandum of Understanding
NA / N. A.	Not Applicable
NAV	Net Asset Value
NBFC	Non Banking Financial Company
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NPCI	National Payments Corporation of India
NRE Account	Non Resident External Account
NRIs	A person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2000
NRO Account	Non Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB / Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60.00% by NRIs including overseas trusts, in which not less than 60.00% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
p.a.	per annum
P/E Ratio	Price/Earnings Ratio
PAC	Persons Acting in Concert
PAN	Permanent Account Number
PAT	Profit After Tax
PLR	Prime Lending Rate
RBI	Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
RoC	Registrar of Companies
ROE	Return on Equity
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
Rupees / Rs. / ₹	Rupees, the official currency of the Republic of India
SCRA	Securities Contract (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended from time to time
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended from time to time.
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended from time to time.

<b>Term</b>	<b>Description</b>
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI LODR Regulations, 2015 / SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on September 2, 2015, as amended from time to time.
SEBI SAST Regulations / Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time.
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations as amended from time to time.
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended from time to time.
SICA	Sick Industrial Companies (Special Provisions) Act, 1985, as amended from time to time..
STT	Securities Transaction Tax
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source
UPI	Unified Payments Interface
US/United States	United States of America
USD/ US\$/ \$	United States Dollar, the official currency of the Unites States of America
VAT	Value Added Tax
VCF / Venture Capital Fund	Foreign Venture Capital Funds (as defined under the Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996) registered with SEBI under applicable laws in India.
Wilful Defaulter(s)	Wilful defaulter as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations

## CERTAIN CONVENTIONS; PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

### Certain Conventions

All references to “India” contained in this Prospectus are to the Republic of India. In this Prospectus, our Company has presented numerical information in “lakhs” units. One lakh represents 1,00,000.

### Financial Data

Unless stated otherwise, the financial data in this Prospectus are derived from our audited financial statements as on and for the Fiscal Years ended March 31, 2019, 2018 and 2017 prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations and included in this Prospectus. Our Fiscal Year commences on April 1 and ends on March 31 of the following year. In this Prospectus, any discrepancy 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, U.S. GAAP and IFRS. Accordingly, the degree to which the Indian GAAP financial statements included in this Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices, Indian GAAP, the Companies Act and the SEBI Regulations on the financial disclosures presented in this Prospectus should accordingly be limited. We have not attempted to explain the differences between Indian GAAP, U.S. GAAP and IFRS or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in the section titled “*Risk Factors*”, chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 15, 75 and 135 of this Prospectus, respectively, and elsewhere in this Prospectus, unless otherwise indicated, have been calculated on the basis of our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations.

### Currency, Units of Presentation and Exchange Rates

All references to “Rupees”, “Rs.” or “₹” are to Indian Rupees, the official currency of the Republic of India. All references to “US\$” or “US Dollars” or “USD” are to United States Dollars, the official currency of the United States of America.

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

### Definitions

For definitions, please see the Chapter titled “*Definitions and Abbreviations*” on page no. 1 of this Prospectus. In the Section titled “*Main Provisions of Articles of Association*” beginning on page no. 227 of this Prospectus, defined terms have the meaning given to such terms in the Articles of Association.

### Industry and Market Data

Unless stated otherwise, the industry and market data and forecasts used throughout this Prospectus has been obtained from industry sources as well as Government Publications. Industry sources as well as Government Publications generally state that the information contained in those publications 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. Further, the extent to which the industry and market data presented in this Prospectus is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources.



## FORWARD-LOOKING STATEMENTS

All statements contained in this Prospectus that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Prospectus regarding matters that are not historical facts. Investors can generally identify forward-looking statements by the use of terminology such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “project”, “may”, “will”, “will continue”, “will pursue”, “contemplate”, “future”, “goal”, “propose”, “will likely result”, “will seek to” or other words or phrases of similar import. All forward looking statements (whether made by us or any third party) are predictions and are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect.

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

- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Increased competition in MedTech Industry
- Our ability to successfully implement our growth strategy and expansion plans;
- Our ability to meet our further capital expenditure requirements;
- Fluctuations in operating costs;
- Our ability to attract and retain qualified personnel;
- Conflict of Interest with affiliated companies, the promoter group and other related parties
- General economic and business conditions in the markets in which we operate and in the local, regional, national and international economies;
- Changes in government policies and regulatory actions that apply to or affect our business.
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- Our inability to maintain or enhance our brand recognition;
- Inability to adequately protect our trademarks and
- Changes in consumer demand

For further discussions of factors that could cause our actual results to differ, please see the section titled “*Risk Factors*”, chapters titled “*Our Business*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” beginning on page nos. 15, 75 and 135 of this Prospectus, respectively.

By their nature, certain risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Forward-looking statements speak only as of this Prospectus. Our Company, our Directors, the Lead Manager, and their respective affiliates or associates do not have any obligation to, and do not intend to, update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with the SEBI requirements, our Company and the Lead Manager will ensure that investors in India are informed of material developments until such time as the grant of listing and trading approvals by the Stock Exchange.



## SECTION II – OFFER DOCUMENT SUMMARY

### Summary of Business

Our company was incorporated on May 12, 2013 as ‘Transpact Enterprises Private Limited’ under the provisions of Companies Act, 1956 with the Registrar of Companies, Mumbai at Maharashtra. We are a MedTech start up with a focus to provide innovative, cost-effective and comprehensive solutions, products with strategic partnerships and collaborative relationships to help especially abled people to transcend their barriers. Our Company is registered as a startUp with MSME/DIPP bearing certificate No. DIPP3317. We are a design and distribution company for therapeutic device - ‘Vestibulator’. It is a compact, mechanized, innovative therapeutic device which is ergonomically designed to provide stimulations for vestibular, neuro-developmental and sensory integration therapy.

### Summary of Industry

The Indian medical device market is worth an estimated \$5.5 billion (without the inclusion of rural market potential) and is expected to exceed \$10 billion by the end of 2020. The medical device industry is a very attractive export sector for U.S. firms, which account for one quarter of exports to India. India imports nearly 80 percent of its medical devices, and barriers to entry are low compared to other industries. India remains highly dependent on imports for many types of medical devices, particularly higher end products that include cancer diagnostics, medical imaging, ultrasonic scans, and PCR technologies.

#### A. Our Promoters:

Our Company is promoted by Mr. Aslam Khan and Mr. Anis Choudhery

**B.** Public Issue of 1,04,000 Equity Shares of ₹ 10 each (“Equity Shares”) of Transpact Enterprises Limited (“TEL” or the “Company”) for cash at a price of ₹ 130/- per share (the “Issue Price”), aggregating to ₹ 135.20 lakhs (“the Issue”), of which 6,000 equity shares of ₹ 10/- each will be reserved for subscription by Market Makers to the Issue (the “Market Maker Reservation Portion”). The Issue less Market Maker Reservation Portion i.e. Issue of 98,000 equity shares of ₹ 10/- each is hereinafter referred to as the “Net Issue”. The Issue and the Net Issue will constitute 26.89% and 25.34%, respectively of the Post Issue paid up equity share capital of the Company.

#### C. Object of the Issue

The fund requirements for each of the Object of the Issue are stated as below:

(₹ in lakhs)

Sr. No.	Particulars	Amount	% of Net Proceeds
1.	Redemption of Preference Shares	28.59	27.09%
2.	Acquisition of R & D facility and Registered Office on a long term basis	75.00	71.05%
3.	General Corporate Purposes	1.97	1.86%
<b>Total</b>		<b>105.56</b>	<b>100.00%</b>

#### D. Pre-Issue Shareholding of our Promoters and Promoter Group as a percentage of the paid-up share capital of the Company

Set forth is the Pre Issue shareholding of our Promoters and Promoter Group as a percentage of the paid-up share capital of the Company

Category of Promoter	Pre Issue	
	No. of Shares	As a % of Pre- Issued Equity
<b>1. Promoters</b>		
Mr. Aslam Khan	1,46,510	51.82%
Mr. Anis Choudhery	30,975	10.96%
<b>Sub-Total (A)</b>	<b>1,77,485</b>	<b>62.78%</b>
<b>2. Promoter Group</b>		
M/s. Octaware Technologies Limited	38,710	13.69%
<b>Sub-Total (B)</b>	<b>38,710</b>	<b>13.69%%</b>
<b>Total Promoters &amp; Promoter Group Holding</b>	<b>2,16,195</b>	<b>76.47%</b>

### E. Summary of Restated Financial Statement

(₹ in lakhs)

Particulars	For the year ended March 31,		
	2019	2018	2017
Share Capital	29.04	29.04	29.04
Net Worth	25.16	32.26	16.41
Total Revenue	13.00	-	-
Profit after Tax	(7.10)	(9.15)	(4.53)
<b>Earnings Per Share:</b>			
Basic & Diluted Earnings Per Share	(2.51)	(3.24)	(1.60)
Net Asset Value Per Share (₹) - based on actual no. of equity shares at the end of the year	0.40	17.98	40.64
Total borrowings	18.369	10.70	6.87

F. There are no Auditor's Qualifications in any of the Financial Statements of the Company.

### G. Summary of Outstanding Litigation are as follows

For Summary of Outstanding Litigation please refer to the Chapter titled "Outstanding Litigation and Material Developments" on page no. 143.

H. Investors should read chapter titled "Risk Factors" beginning on page no. 15 of this Prospectus to get a more informed view before making any investment decisions.

### I. Summary of contingent liabilities

As of March 31, 2019, we do not have any contingent liabilities. For further information, please refer "Annexure XXII Contingent Liability" on page no.115 of this Prospectus

### J. Summary of related party transactions

As per Accounting Standard 18 on related party disclosure issue by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

#### Key Management Personnel & Relatives

(₹ in lakhs)

Particulars	For the year ended March 31		
	2019	2018	2017
<b>1) Finance</b>			
<b>a) Loans Taken</b>			
Opening Balance	10.70	6.87	4.10
Loan taken during the period	8.44	3.83	3.77
Repaid during the period	(0.75)	-	1.00
Outstanding at the end of the period	18.39	10.70	6.87
<b>2) Issue of Shares</b>		-	-
<b>3) Expenses</b>			
Rent	1.20	-	-
Interest Paid	-	-	-
Remuneration	-	-	-

#### Associates / Enterprises over which directors and / or their relatives has significant influence

(₹ in lakhs)

Particulars	For the year ended March 31,		
	2019	2018	2017
1) Issue of Shares	-	-	-
2) Expenses	-	-	-
3) Outstanding	-	-	-

For further information, please refer “Annexure XVIII - Related Party Transactions” on page no. 115 of this Prospectus

**K.** There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters of our Company, the Directors of our Company and their relatives have financed the purchase by any other person of securities of our Company during the period of 6 (six) months immediately preceding the date of this Prospectus.

**L.** The weighted average price of acquisition of Equity Shares by our Promoters in last one year are:

Name of the Promoters	No. of Shares	Weighted Average cost (₹)
Mr. Aslam Khan	1,36,510	0.80
Mr. Anis Choudhery	26,550	-

<sup>(1)</sup> These shares were acquired by way of a bonus issue and hence no cost of acquisition is paid for the same.

**M.** The average cost of acquisition of Equity Shares by our Promoters are:

Name of the Promoters	Average cost (₹)
Mr. Aslam Khan	1.43
Mr. Anis Choudhery	1.43

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

**O.** Our Company has not issued any Equity Shares for consideration other than cash in the one year preceding the date of this Prospectus except as stated in chapter titled “Capital Structure” beginning from page 40 of this Prospectus.

**P.** Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Prospectus.

## SECTION III – RISK FACTORS

*An investment in Equity Shares involves a high degree of financial risk. You should carefully consider all information in this Prospectus, including the risks described below, before making an investment in our Equity Shares. The risk factors set forth below 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, as well as the other risks and uncertainties discussed in this Prospectus, could have a material adverse effect on our business and could cause the trading price of our Equity Shares to decline and you may lose all or part of your investment. In addition, the risks set out in this Prospectus are not exhaustive. Additional risks and uncertainties, whether known or unknown, may in the future have material adverse effect on our business, financial condition and results of operations, or which we currently deem immaterial, may arise or become material in the future. To obtain a complete understanding of our Company, prospective investors should read this section in conjunction with the sections entitled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on page nos. 75 and 135 of this Prospectus respectively as well as other financial and statistical information contained in this Prospectus. Unless otherwise stated in the relevant risk factors set forth below, we are not in a position to specify or quantify the financial or other risks mentioned herein.*

*This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including events described below and elsewhere in this Prospectus. Unless otherwise stated, the financial information used in this section is derived from and should be read in conjunction with restated financial information of our Company prepared in accordance with the Companies Act and restated in accordance with the SEBI (ICDR) Regulations, including the schedules, annexure and notes thereto.*

### **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.

### **INTERNAL RISK FACTORS**

- 1. Our product is a unique and innovative therapeutic design which has been recently commercialized. If the same is not accepted in the market as per our expectations, our business, results of operations and financial condition may be adversely affected.***

We are a design, development and distribution company for therapeutic device - ‘Vestibulator’ which is a unique and innovative invention in medical device segment. Vestibulator had been invented at IIT Bombay. Further, a licence agreement had been executed between IIT Bombay and our company to carry out all commercialization activities by us. Our company has filed a joint patent for the technology of Vestibulator with Controller General of Patents, Designs and Trademarks, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry with IIT Bombay. Vestibulator is a compact, mechanized, innovative therapeutic device which is ergonomically designed to provide stimulations for vestibular, neuro-developmental and sensory integration therapy.

Our ability to sustain and manage our growth depends significantly upon the performance of our device in the market. Since we have commercialized the device recently, if it does not perform as expected, our business, results of operations and financial condition may be adversely affected.

- 2. If our device causes, or is perceived to cause any severe side effects, our reputation, revenues and profitability could be adversely affected.***

Our product is a compact, mechanized, innovative therapeutic healthcare device which is designed to provide stimulations for vestibular, neuro-developmental and sensory integration therapy. Being a recently developed and commercialised product, our device may cause severe side effects as a result of a number of factors, many of

which may be outside our control. If our device causes, or is perceived to cause any side effects, we may face a number of consequences, including:

- Injury of patients (whether during clinical trials undertaken by us or after such products are introduced into the market);
- A severe decrease in the demand for, and sales of, the device;
- The recall or withdrawal of the device;
- Damage to the brand name of our device and our reputation; and
- Exposure to lawsuits and regulatory investigation relating to the relevant products that result in liabilities, fines or sanctions.

If any of the above events were to materialise, we may not be able to develop the product further, which may in turn adversely affect our business operations, revenues and profitability.

**3. *We may be unable to obtain, renew or maintain statutory and regulatory permits, licenses and approvals required to operate our business which could result in an adverse effect on our results of operations.***

We require certain statutory and regulatory permits, licenses and approvals for our business. We may also need to apply for more approvals in the future including renewal of approvals that may expire from time to time. These approvals are subject to periodic renewal. There can be no assurance that the relevant authorities will issue such permits or approvals in the timeframe anticipated by us or at all. Our failure to renew, maintain or obtain the required permits or approvals within the requisite time may result in the interruption of our operations and may have a material adverse effect on our business, financial condition and results of operations.

The required permits, licenses and approvals may be subject to several conditions, and we cannot assure you that we shall be able to continuously meet such conditions or be able to prove compliance with such conditions to statutory authorities, which may lead to cancellation, revocation or suspension of relevant permits/licenses/approvals. Further, we cannot assure you that penalties under applicable laws would not be imposed on us in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. For details of key regulations applicable to our business and our operations, please refer the chapter “*Key Regulations and Policies in India*” beginning on page no. 83 of this Prospectus and for details of approvals relating to our business and operations, please refer the chapter “*Government and Other Approvals*” beginning on page no. 149 of this Prospectus.

**4. *Technological advancement in our industry may lead to more cost-effective medical device technologies which could adversely affect our business, financial condition, results of operations and cash flows.***

Advances in technology may lead to the development of more cost-effective technologies which are more convenient, less expensive. Development of such other technology could reduce the demand for our device and negatively affect our income. Moreover, we anticipate the competitive dynamics of our industry, particularly pricing-related competition, will intensify in the coming years. New or existing competitors also may price their services at a significant discount to ours, or offer greater convenience or better services or amenities than we provide. An increase in the number of comparable healthcare facilities may exert additional pricing pressures on some or all of our services. Moreover, pricing-related competition may result in fee schedules that vary in different areas of India, which could, in turn, lead to dissatisfaction among customers.

Factors upon which we compete with other medical device providers include, our ability to offer services similar to, or superior than, those of our competitors, as well as at prices comparable to that of our competitors; the geographical reach of our network. Moreover, the competitive business environment of our industry is compounded by the fact that we compete with all medical device providers in India, including, among others, hospital; independent clinics; diagnostic healthcare companies with a more established local or regional presence in certain geographies; international competitors that may establish, or expand existing operations in India; and new entrants, including other medical device providers each of which already are located in regions in which we operate or will operate in the future. Our inability to compete effectively upon any one or more of these and other factors could have a material and adverse effect on our business.

We cannot assure you that we will be able to compete effectively in our industry. If for any reason we are unable to compete effectively, the growth of our business could decline, or may contract, and our financial condition, results of operations and cash flows could be materially and adversely affected.

5. ***We rely on third party manufacturer for manufacturing our device. In the event the manufacturing facilities of our third party manufacturer cease to be available to us at terms acceptable to us, or we experience problems with, or interruptions at such facilities, our business, results of operations and financial condition may be adversely affected.***

We rely on third party manufacturer for manufacturing of our device. We provide design details required for the manufacturing of the device. Though we have entered into a MoU with the vendor, there can be no assurance that there will not be a significant disruption in the supply of device from current vendor. In the event that there are any delays or disruptions in the manufacturing facilities of such third party manufacturer, our ability to deliver the device may be affected. Our third party manufacturers' failure to adhere to contractually agreed timelines, whether due to their inability to comply with, or obtain, regulatory approvals, or otherwise, may result in delays and disruptions to our supply of device, increased costs, delayed payments and damage to our reputation leading to an adverse effect on our results of operations.

Further, our MoU with contract manufacturer is a short term agreement for a period of two years. After the expiry of the contract, we may not be able to renew the contract at terms acceptable to us. In the event these third party manufacturing facilities cease to be available to us at terms acceptable to us or we experience problems with, or interruptions in, such services or facilities, and we are unable to find other facilities to provide similar manufacturing capacity on comparable terms and on a timely basis, our operations may be disrupted and our results of operations and financial condition may be adversely affected.

6. ***We intend to utilize a portion of the Issue Proceeds for redemption of our existing Preference Shares. The terms of such redemption are subject to the Investment Agreement and the Addendum to Investment Agreement entered into between our Company and Society for Innovation and Entrepreneurship ("the Investor").***

Our Company has issued Preference Shares to Society for Innovation and Entrepreneurship ("SINE") in two tranches (i) 1,50,000 Preference Shares at par aggregating to ₹ 15.00 lakhs ("**Tranche A Preference Shares**") and (ii) 1,00,000 Preference Shares at par aggregating to ₹ 10.00 lakhs ("**Tranche B Preference Shares**"). Our Company through the proceeds of the Issue proposes to redeem the entire Preference Shares, i.e. 2,50,000 Preference Shares. For details please refer to the section titled "*Objects of the Issue*" on page no. 51 of this Prospectus.

The manner in which the Preference Shares can be redeemed are subject to certain terms and conditions as stated in the Addendum to Investment Agreement dated February 01, 2019 (the "**Addendum Agreement**"). The Addendum Agreement inter alia contains provisions for redemption of the CRPS within a period of 12 months from the date of signing of the Addendum Agreement at the option of the Company. It also mandates that it is the obligation of our Company to ensure that dividend is paid at the time of redemption at the pre-decided coupon rate of 8% from the date of initial investment accumulated till the redemption date.

If we are unable to fulfill the said conditions, we may be subject to legal action by SINE and also may affect our technical license terms with them. Further, if the actual redemption date is delayed due to any delay in this Issue, our dividend amount on the total amount will escalate. If any of the above events were to occur, our reputation, business operations and financial conditions may be adversely affected.

7. ***Our directors have not yet taken remuneration from us and hence our inability to retain their services in our day to day operations could adversely affect our business.***

Our directors have been heading the strategic business development and operations of our company till date, however, none of our executive directors draw any remuneration from our company as on date. We believe that we would continue to receive their services due to their interests as shareholders in the company, however, if in the future any of our senior management are unable to provide their time to our operations, our company may not be able to find a suitable replacement at all or on a timely basis and hence this could materially affect our business operations in the future.

The loss of services of our promoter could impair our ability to implement our strategy, and our business, financial condition, results of operations and prospects may be materially and adversely affected. Until the date of this Prospectus, none of our directors have drawn any remuneration from the company, if in the future, they decide to draw the remuneration permissible under the resolution approved by the company, this may affect our profitability to that extent and reduce our operating profit margins as compared to earlier years wherein we have been showing operating margins without any costs to director's remuneration.



**8. *Currently our revenue is dependent on single customer and the loss of, or a significant reduction in purchases by such customer could adversely affect our financial performance.***


Since we are recently started our operation, we derive our entire operational revenue from single customer. If we are unable to add additional customers to our portfolio, it will affect our financials adversely. Any perceived decline in our quality standards, growing competition and any change in demand may adversely affect our ability to retain or acquire customers and consequently affect our financials. We cannot assure that we shall generate the same quantum of business, or any business at all from our existing customer, and any loss of business from it may adversely affect our revenues and results of operations. While we are constantly striving to increase our customer base and reduce dependence on particular customer, there is no assurance that we will be able to broaden our customer base in any future periods or that our business or results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with our major customer.

**9. *Our inability to protect or use our intellectual property rights may adversely affect our business, results of operation and financial condition. Further, we have applied for registration of other intellectual property that is currently pending before the concerned authorities. Failure to obtain the registration of such may have adverse effect on our business and goodwill. Further, the logo being used by us for our business is not registered and our inability to obtain this registration may adversely affect our competitive business position.***

We have 2 trademarks registered as on the date of this Prospectus, in relation to the brand names of our device. For details, see “Government and Other Approvals” on page 149 of this Prospectus. Our brand names and trademarks are significant to our business and operations. We believe that the brand name of our device has significant brand recognition. The use of our brand name by third parties could adversely affect our reputation, which could in turn adversely affect our business and results of operations.

Further, we have applied to register our patent. In the event the Registrar of Trademarks rejects our applications for registration of this patent, our business, results of operation and financial condition would be adversely affected.

Obtaining, protecting and defending intellectual property rights can be time consuming and expensive, and may require us to incur substantial costs, including the diversion of the time and resources of management and technical personnel. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, cash flows and financial condition.

As on the date of this Prospectus, our corporate logo “” is not registered. In the absence of such protection, we may not be able to prevent infringement of our logo. We may still continue to use the above mentioned logo but remain vulnerable to infringement and passing-off by third parties and will not be able to enforce any rights against them. We may also need to change our logo which may adversely affect our reputation, existing brand market and business and could require us to incur additional costs.

**10. *Our failure to keep our technical knowledge confidential could erode our competitive advantage.***

We possess extensive technical knowledge about our device. Our know-how is a significant independent asset, which may not be adequately protected by intellectual property rights such as patent registration. Some know-how is protected only by secrecy. As a result, we cannot be certain that our know-how will remain confidential in the long run. Though we believe that the Patent of our product, which we have applied for will provide a certain degree of protection, we cannot guarantee the receipt of the patent approval or that it will be sufficient to protect us from all kinds of infringement. Even if all reasonable precautions, whether contractual or otherwise, are taken to protect the confidential technical knowledge of our device and business, there is still danger that such information may be disclosed to others or become public knowledge in circumstances beyond our control, which could have an adverse effect on our business, future prospects, financial conditions and results of operations.

**11. *Our Company has a limited operating history that may not provide an adequate basis on which to judge its future prospects and results of operations.***

Our Company was incorporated on May 12, 2013 and commenced commercial operations recently. As our operating history is limited, it may not provide a meaningful basis to evaluate our business, financial performance and prospects. Accordingly, our results of operations for any prior periods do not serve as an indication of our future performance. Our business and prospects should be considered in light of the risks, uncertainties, expenses and challenges that we will face as an early-stage company operating in our industry. Going forward, we may not



be successful in addressing the risks and uncertainties we will confront, which may materially and adversely affect our company's results of operations, financial condition and business prospects.

**12. *The IPO Proceeds will be used to pay an interest free refundable security deposit to the owners of the R & D Facility and our Registered Office which is owned by our Promoter Group.***

Our Company does not currently have a dedicated R & D centre and the same is carried out from our current registered office. We believe that a dedicated R & D facility is required and we have identified a property, which is currently owned by one of our Promoter i.e. Mr. Aslam Khan and is operated under the name of Centrium Healthcare Services Pvt. Ltd. Similarly, we operate out of our Registered Office, which is currently not owned by our Company. This office is owned by our Promoter Group i.e. Mrs. Rehana Khan. We intend to pay an interest free refundable security deposit to the owners of the R & D Facility and our Registered Office of ₹ 50.00 lakhs and ₹ 25.00 lakhs, respectively, in order to compensate for the zero rent.

**13. *The deployment of the Net Proceeds from the Issue are based on management estimates and have not been independently appraised by any bank or financial institution and is not subject to any monitoring by any independent agency and our Company's management will have flexibility in utilizing the Net Proceeds from the Issue.***

Our Company intends to primarily use the Net Proceeds from the Issue towards working capital requirements, redemption of Preference Shares as described in "Objects of the Issue" on page no. 51 of this Prospectus. In terms of the SEBI (ICDR) Regulations 2018, we are not required to appoint a monitoring agency since the Fresh Issue size is not in excess of ₹ 100 crores. The management of our Company will have discretion to use the Net Proceeds from the Issue, and investors will be relying on the judgment of our Company's management regarding the application of the Net Proceeds from the Issue. Our Company may have to revise its management estimates from time to time and consequently its requirements may change. Additionally, various risks and uncertainties, including those set forth in this section "Risk Factors", may limit or delay our Company's efforts to use the Net Proceeds from the Issue to achieve profitable growth in its business.

Additionally, the requirement on Promoters or controlling shareholders to provide an exit opportunity to such dissenting shareholders may deter the Promoters or controlling shareholders from agreeing to the variation of the proposed utilisation of our Net Proceeds, even if such variation is in our interest. Further, we cannot assure you that our Promoters or the controlling shareholders will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price which may be prescribed by SEBI.

Accordingly, prospective investors in the Issue will need to rely upon our management's judgment with respect to the use of Net Proceeds. If we are unable to enter into arrangements for utilization of Net proceeds as expected and assumed by us in a timely manner or at all, we may not be able to derive the expected benefits from the proceeds of the Issue and our business and financial results may suffer.

**14. *Our registered office and other infrastructural facilities necessary to run our business are not owned by us. Any termination of the relevant rental agreement in connection with such property or our failure to renew the same could adversely affect our operations.***

Our registered office located at 204, 2nd Floor, Timmy Arcade, Makwana Road, Marol, Andheri East, Mumbai-400059. We have entered into a MoU with Mrs. Rehana A Khan for the same for the period of 12 months. Further, we do not own any infrastructure facilities such as computer, printers, furniture. The same is being covered into the rental agreement entered by us with Mrs. Rehana A Khan.

We cannot guarantee the continuity of the above arrangements. We may not be able to find suitable locations in time or at all in the location required which may cease the various benefits that were reaped earlier. Also, we may have to rent or acquire office location at a rent or price which may be much higher than the prevailing market rates, which would require an immediate cash outflow. This may result in additional cost, disruption of day-to-day activities and increased rent burden which would adversely affect our financial condition. For details regarding properties taken on lease and leave and license refer the Section titled "Our Business - Properties" beginning on page no. 75 of this Prospectus.

**15. *Our Company had reported certain Negative Cash flow in the past years, details of which are given below. Sustained negative cash flow could impact our growth and business.***

Our Company has experienced certain negative cash flows from operating activities, investing activities as well as financing activities in the previous years, as per the Restated Standalone Financial Statements and the same are summarized as under:

(₹ in lakhs)

Particulars	As on March 31,		
	2019	2018	2017
Cash Flow from Operating Activities	(5.62)	(11.43)	(4.90)
Cash Flow from Investing Activities	(7.25)	(12.24)	(5.18)
Cash Flow from Financing Activities	7.69	28.83	10.27

Cash flow of a company is a key indicator to show the extent of cash generated from operations to meet capital expenditure, pay dividends, repay loans and make new investments without raising finance from external resources. However, if we are not able to generate sufficient cash flows in future, it may adversely affect our business and financial operations.

- 16. Our Company has availed ₹18.39 lakhs as unsecured loan which are repayable on demand. Any demand from the lenders for repayment of such unsecured loan may affect our cash flow and financial condition.**

Our Company, as per the restated financial statement, has availed total sum of ₹18.39 lakhs as unsecured loan as on March 31, 2019, which may be recalled / repayable at any time. Any urgent repayment required on such borrowings might affect our cash flows and may disrupt our operations and also may force us to opt for funding at higher interest rates, resulting in higher financial burden. Further, we will not be able to raise funds at short notice and thus result in shortage of working capital fund. Any interim or un-timely demand for the repayment of such unsecured loan, may adversely affect our cash flow and financial condition.

- 17. Our company might have to incur additional cost burden after sale of the device, in case the same does not provide the result as intended by the customer, which in turn could adversely affect our results of operations and reduce profitability.**

Our ability to sustain and manage our growth depends significantly upon the performance of our device. We have commercialized the device recently, and there are chances that the device might not provide the intended results for which we might have to provide additional services and make the necessary modifications in the machine to make it usable by the customer. Any failure or defect in the medical device could result in substantial costs, regardless of our responsibility for such a failure or defect. We possess extensive technical knowledge about our device, but we cannot provide assurance that there will be no such instance wherein we might have to incur additional cost. For instance, the device sold by us, was returned by the customer for certain modifications, wherein we might have to incur additional costs for making it operational. Any inability on our part to could affect our results of operations and have an impact on our financial condition.

- 18. We have, in the past, entered into related party transactions and may continue to do so in the future. We cannot assure you that such transactions, individually or in the aggregate, may always be in the best interests of our shareholders.**

We have entered into various transactions with related parties. For further details, please refer to our Restated Financial Statements at “Financial Information” on page no.115 of this Prospectus. While we believe that we have obtained requisite approvals under applicable laws, wherever required, for all such transactions and have carried them out on an arms-length basis and on commercially reasonable terms, there can be no assurance that we could not have achieved more favourable terms had such transactions been entered into with unrelated parties. It is likely that we may enter into related party transactions in the future. Such related party transactions may potentially involve conflicts of interest. For more details on our related party transactions, see our Restated Financial Statements. We cannot assure you that such transactions, individually or in the aggregate, may always be in the best interests of our shareholders.

- 19. Our Company has no insurance coverage and we are not protected against all material hazards, which may adversely affect our business, results of operations and financial condition.**

We have not taken any insurance policy to safeguard our assets. If our assets are damaged in whole or in part, it may result into interruption or the costs of repairing or replacing the damaged facilities. If we were held liable for large uninsured losses or amounts, our business, results of operations and financial condition may be materially and adversely affected. Our business and assets could suffer damage from fire, natural calamities, misappropriation

or other causes, resulting in losses. If our Company suffers a large uninsured loss, our business, financial condition and results of operations may be adversely affected.

**20. Our Company had reported losses in the past three years, details of which are given below.**

Our Company has experienced losses in previous three years, as per the Restated Standalone Financial Statements and the same are summarized as under:

(₹ in lakhs)

Particulars	As on March 31,		
	2019	2018	2017
Profit after tax as per restated financials	(7.10)	(9.15)	(4.53)

Sustained financial losses by our company may not be perceived positively by external parties such as customers, bankers, suppliers etc., which may affect our credibility and business operations.

**21. Our success depends largely on the continued efforts of our senior management and our ability to attract and retain skilled personnel.**

Our future success depends on the continued services and performance of our directors, key managerial personnel and other senior employees. Competition for senior management in the industry is intense, and we may not be able to retain our existing senior management or attract and retain new senior management in the future. We cannot guarantee that we will be able to hire such trustworthy people in future and / or retain our existing trustworthy personnel. The lack of or loss of the services of such key persons in the organization could seriously impair our ability to continue to manage and expand our business. Further, the loss of any other member of our senior management or other key personnel may adversely affect our business, results of operations and financial condition. The success of our business will also depend on our ability to identify, attract, hire, train, retain and motivate skilled personnel. Demand for qualified professional personnel is high and the availability of these personnel is relatively limited. If we fail to hire and retain sufficient number of qualified personnel for functions such as manufacturing, finance, marketing, sales, operations and designing, our business operations and financial condition could be adversely affected.

**22. Any damages caused by fraud or other misconduct by our employees could adversely affect our business, results of operations and financial condition.**

We may be exposed to operational risk arising from inadequacy or failure of internal processes or systems or from fraud. We may be susceptible to fraud or misconduct or theft by employees or outsiders, unauthorized transactions by employees and operational errors. Employee or executive misconduct could also involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and reputational or financial harm, including our brand. Our management information systems and internal control procedures are designed to monitor our operations and overall compliance. However, they may not be able to identify non-compliance and/or suspicious transactions and / or pilferage in a timely manner or at all. In addition, certain internal control processes are carried out manually, which may increase the risk of human error, tampering or manipulation which may result in losses that may be difficult to detect. As a result, we may suffer monetary losses which adversely affect our business, results of operations and financial condition.

**23. In addition reimbursement of expenses some of our directors may be interested in our Company to the extent of their shareholding and dividend entitlement in our Company.**

Some of our directors may be interested in our Company to the extent of their shareholding and dividend entitlement in our Company, in addition to reimbursement of expenses. We cannot assure you that our directors would always exercise their rights as Shareholders to the benefit and best interest of our Company. As a result, 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 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 Directors will always act to resolve any conflicts of interest in our favour, thereby adversely affecting our business and results of operations and prospects.

**24. *Our Company's failure to maintain the quality standards of the services could adversely impact our business, results of operations and financial condition.***

Any failure to maintain the quality standards may affect our business. Although we have put in place strict quality control procedures, we cannot assure that our device will always be able to satisfy our patients' quality needs. Any negative publicity regarding our Company, or its devices could adversely affect our reputation, our operations and our results from operations. While, we believe that we have introduced new techniques as and when available, we cannot guarantee that our future plans to involve in research and development activities for such improvement will be successful. Our failure to anticipate or to respond adequately to changing market demands, changing treatment preferences and/or patient requirements could adversely affect our business and financial result.

**25. *Our Promoters together with our Promoter Group will continue to retain majority shareholding in our Company subsequent to the Issue, which will allow them to exercise significant influence over our Company. We cannot assure you that our Promoters and/or our Promoter Group will always act in our Company's or your best interest.***

The majority of our issued and outstanding Equity Shares are currently beneficially owned by our Promoters and our Promoter Group. Upon completion of the Issue, our Promoters and Promoter Group will own 2,16,195 Equity Shares, or 55.90 % of our post-Issue Equity Share capital. Accordingly, our Promoters and Promoter Group will continue to exercise significant influence over our business policies and affairs and all matters requiring shareholders' approval, including the composition of our Board, the adoption of amendments to our memorandum and articles of association, the approval of mergers, strategic acquisitions or joint ventures or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these shareholders. The interests of the Promoters and Promoter Group as our Company's controlling shareholders could conflict with our Company's interests or the interests of its other shareholders. We cannot assure you that the Promoters and Promoter Group will act to resolve any conflicts of interest in our Company's or the shareholders favour.

**26. *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. 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.

**27. *We depend on the accuracy and completeness of information about customers and counterparties and any misrepresentation, errors in or incompleteness of such information could cause our business to suffer.***

In deciding whether to extend credit or enter into other transactions with customers, we rely on information furnished to us by or on behalf of customers. We may also rely on certain representations from our customers as to the accuracy and completeness of that information. For ascertaining the creditworthiness we do not obtain any independent support from credit information companies or credit bureaus and on independent valuers in relation to the value of the net worth of such parties. Our reliance on any misleading information given may affect our judgment of credit worthiness of potential customers, which may affect our business, prospects, results of operations and financial condition.

**28. *Our product is a unique and innovative therapeutic design which has been recently commercialized, hence lack of experience in KMPs and Promoters may adversely affect our business operations and profitability.***

Our success heavily depends upon the continued services of our Promoters, Directors, along with support of our Key Managerial Personnel (KMPs). Our Promoter Mr. Aslam Khan has and vast experience in IT Industry. Our promoters have over the years established cordial relations, obtained knowledge and have a basic understanding of

the MedTech industry, but our product being a unique and innovative therapeutic design which has been recently commercialized, we cannot assure you that we will be able to compete effectively in our industry.

Being a small size company, we do not employ highly experienced KMP's of our existing workforce as a result of increased competition or other factors relating to our businesses. If we cannot hire additional qualified personnel or retain them, our ability to expand our business will be impaired and our revenue could decline. We will need to recruit new employees, who will again have to be trained and integrated into our operations. Failure to train and motivate our key managerial personnel and other employees properly may result in an increase in employee attrition rates, require additional hiring, erode the quality of customer service, divert management resources, increase our exposure to high-risk credit and impose significant costs on us. Any cost incurred on the training of the key managerial personnel will put additional pressure on our financial condition and cash flows. Further, any inability to attract and retain talented employees or the resignation or loss of key management personnel, may have an adverse impact on our business, future financial performance and the price of our Equity Shares.

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

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

**30. *We have not made any alternate arrangements for meeting our regular working capital requirements. If our operations do not generate the necessary cash flow, our working capital requirements may negatively affect our operations and financial performance.***

As on date, we have not made any alternate arrangements for meeting our working capital requirements. We meet our working capital requirements through owned funds and internal accruals. Any shortfall in our available funds and our inability to raise debt would result in us being unable to meet our working capital requirements, which in turn will negatively affect our financial condition and results of operations.

**31. *We could be exposed to risks arising from misconduct, fraud and trading errors by our employees and Business Associates.***

Frauds or other delinquencies by employees could include indulging in transactions that exceed authorized limits or present unacceptable risks to us; hiding unauthorized or unsuccessful trading activities from us; or the improper use of confidential information. Such misconduct could result in unacceptable business risks, losses, invite regulatory sanctions and seriously harm our reputation and could even lead to litigation. The precautions we take to prevent and detect these activities may not be effective. Any delinquencies or trading errors on the part of our employees could materially affect our business operations, financial position and/or reputation.

**32. *In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects / schedule of implementation of this Issue which would in turn affect our revenues and results of operations.***

The funds that we receive would be utilized for the Objects of the Issue as has been stated in the Chapter "Objects of the Issue" on page no. 51 of this Prospectus. The proposed schedule of implementation of the objects of the Issue is based on our management's estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our business, development and working capital plans resulting in unprecedented financial mismatch and this may adversely affect our revenues and results of operations.



## RISK FACTORS RELATED TO EQUITY SHARES

**33. *The Equity Shares issued pursuant to the Issue may not be listed on the BSE in a timely manner or at all.***

In accordance with the Indian law and practice, permission for listing and trading of Equity Shares issued pursuant to the Issue will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted and there could therefore be a failure or delay in listing the Equity Shares on the BSE. Any failure or delay in obtaining such approval would restrict your ability to dispose of your Equity Shares.

**34. *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.

**35. *There is no existing market for our Equity Shares, and we do not know if one will develop. Our stock price may be highly volatile after the Issue and, as a result, you could lose a significant portion or all of your investment.***

There is no guarantee that our Equity Shares will be listed on the Stock Exchanges in a timely manner or at all and any trading closures at the Stock Exchanges may adversely affect the trading price of our Equity Shares. Prior to the Issue, there has not been a public market for the Equity Shares. Further, we cannot predict the extent to which investor interest will lead to the development of an active trading market on the Stock Exchanges or how liquid that market will become. If an active market does not develop, you may experience difficulty selling the Equity Shares that you purchased. The Issue Price is not indicative of prices that will prevail in the open market following the Issue. Consequently, you may not be able to sell your Equity Shares at prices equal to or greater than the Issue Price. The market price of the Equity Shares on the Stock Exchanges may fluctuate after listing as a result of several factors, including the following:

- Volatility in the Indian and other Global Securities Markets;
- The performance of the Indian and Global Economy;
- Risks relating to our business and industry, including those discussed in this Prospectus;
- Strategic actions by us or our competitors;
- Investor perception of the investment opportunity associated with the Equity Shares and our future performance;
- Adverse media reports about us or our shareholders;
- Future sales of the Equity Shares;
- Variations in our quarterly results of operations;
- Differences between our actual financial and operating results and those expected by investors and analysts;
- Our future expansion plans;
- Perceptions about our future performance or the performance of MedTech companies generally;
- Performance of our competitors in the MedTech industry and the perception in the market about investments in the MedTech sector;
- Significant developments in the regulation of the MedTech industry
- Industry in our key locations;
- Changes in the estimates of our performance or recommendations by financial analysts;
- Significant developments in India's economic liberalisation and deregulation policies; and
- Significant developments in India's fiscal and environmental regulations. There has been significant volatility in the Indian stock markets in the recent past, and our Equity Share Price could fluctuate significantly as a result of market volatility. A decrease in the market price of the Equity Shares could cause you to lose some or all of your investment.

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

The price of the Equity Shares will be subject to a daily circuit breaker imposed by all stock exchanges in India which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The percentage limit on our circuit breaker is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The stock exchanges do not inform us of the percentage limit of the circuit breaker from time to time, and may change it without our knowledge. This circuit breaker effectively limits upward and downward movements in the price of the Equity Shares. As a result, shareholders' ability to sell the Equity Shares, or the price at which they can sell the Equity Shares, may be adversely affected at a particular point in time.

**37. *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.

**38. *You may be subject to Indian taxes arising out of capital gains on sale of Equity Shares.***

Under the Income-tax Act, 1961, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India except any gain realized on the sale of shares on a Stock Exchange held for more than 12 months will not be subject to capital gains tax in India if the Securities Transaction Tax ("STT") has been paid on the transaction. The STT will be levied on and collected by an Indian Stock Exchange on which equity shares are sold. Any gain realized on the sale of shares held for more than 12 months to an Indian resident, which are sold other than on a recognized Stock Exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of shares on a Stock Exchange held for a period of 12 months or less will be subject to short term capital gains tax. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less which are sold other than on a recognized stock exchange and on which no STT has been paid, will be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

In Finance Bill 2017, Section 10(38) was amended to provide that exemption under this section for income arising on transfer of equity share acquired on or after 1st day of October 2004 shall be available only if the acquisition of share is chargeable to STT under Chapter VII of the Finance (No 2) Act, 2004. In this case, this provision becomes effective, sale shares acquired on or after 1st day of October 2004 on which STT was not charged will attract tax under provisions of Long Term Capital Gains.

As per Finance Bill 2018, exemption under section 10(38) for income arising from long term gains on transfer of equity share shall not be available on or after 1st day of April 2018 if the long term capital gains exceeds ₹ 1,00,000/- p.a. Such income arising from long term gains on transfer of equity share on or after 1st day of April 2018 in excess of ₹ 1,00,000/- p.a. shall be chargeable at the rate of 10%. Capital gains arising from the sale of shares will be exempt from taxation in India in cases where an exemption is provided under a tax treaty between India and the country of which the seller is a resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of the shares subject to relief available under the applicable tax treaty or under the laws of their own jurisdiction.



## EXTERNAL RISK FACTORS

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

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

**40. *Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations, financial condition and prospects.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

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

Our Company is subject to various regulations and policies. For details see section titled “*Key Industry Regulations and Policies in India*” beginning on page no. 83 of this Prospectus. Our business and prospects could be materially adversely affected by changes in any of these regulations and policies, including the introduction of new laws, policies or regulations or changes in the interpretation or application of existing laws, policies and regulations. There can be no assurance that our Company will succeed in obtaining all requisite regulatory approvals in the future for our operations or that compliance issues will not be raised in respect of our operations, either of which could have a material adverse affect on our business, financial condition and results of operations.

**42. *Civil disturbances, extremities of weather, regional conflicts and other political instability may have adverse affects on our operations and financial performance.***

Certain events that are beyond our control such as earthquake, fire, floods and similar natural calamities may cause interruption in the business undertaken by us. Our operations and financial results and the market price and liquidity of our equity shares may be affected by changes in Indian Government policy or taxation or social, ethnic, political, economic or other adverse developments in or affecting India.

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

Terrorist attacks and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. These acts may also result in a loss of business confidence, impede travel and other services and ultimately adversely affect our business. In addition, any deterioration in relations between India and Pakistan might result in investor concern about stability in the region, which could adversely affect the price of our Equity Shares.

India has also witnessed civil disturbances in recent years and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact on the value of share prices generally as well as the price of our Equity Shares. Such incidents could also create a greater perception that investment in Indian companies involves a higher degree of risk and could have an adverse impact on our business and the price of our Equity Shares.

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

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets.

The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

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

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

**46. *Conditions in the Indian securities market and stock exchanges may affect the price and liquidity of our Equity Shares.***

Indian stock exchanges, which are smaller and more volatile than stock markets in developed economies, have in the past, experienced problems which have affected the prices and liquidity of listed securities of Indian companies. These problems include temporary exchange closures to manage extreme market volatility, broker defaults, settlement delays and strikes by brokers. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirements. Further, disputes have occurred on occasion between listed companies and the Indian stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. If similar problems occur in the future, the market price and liquidity of the Equity Shares could be adversely affected. Further, a closure of, or trading stoppage on, either of the Stock Exchanges could adversely affect the trading price of our Equity Shares.

## SECTION IV – INTRODUCTION

### THE ISSUE

#### PRESENT ISSUE IN TERMS OF THIS PROSPECTUS

<b>Equity Shares<sup>(1)</sup> :</b> Present Issue of Equity Shares by our Company <sup>(2)</sup>	1,04,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 130 per share aggregating ₹ 135.20 lakhs
<b>Of which:</b>	
<b>Issue Reserved for the Market Maker</b>	6,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 130 per share aggregating ₹ 7.80 lakhs
<b>Net Issue to the Public</b>	98,000 Equity Shares of ₹ 10 each for cash at a price of ₹ 130 per share aggregating ₹ 127.40 lakhs
	<b>Of Which<sup>(3)</sup>:</b>
	49,000 Equity Shares of ₹ 10 each at a price of ₹ 130 per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs
	49,000 Equity Shares of ₹ 10 each at a price of ₹ 130 per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs
<b>Equity Shares outstanding prior to the Issue</b>	2,82,730 Equity Shares
<b>Equity Shares outstanding after the Issue</b>	3,86,730 Equity Shares
<b>Objects of the Issue</b>	Please see the chapter titled “ <i>Objects of the Issue</i> ” beginning on page no. 51 of this Prospectus

<sup>(1)</sup> 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 see the section titled “Issue Related Information” beginning on page no. 163 of this Prospectus.

<sup>(2)</sup> The present Issue has been authorized pursuant to a resolution of our Board dated April 19, 2019 and by Special Resolution passed under Section 62(1)(c) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held with a shorter notice on April 24, 2019.

<sup>(3)</sup> The allocation’ is the net issue to the public category shall be made as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time:

Minimum fifty percent to retail individual investors; and

Remaining to:

- i. Individual applicants other than retail individual investors; and
- ii. Other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

The unsubscribed portion in either of the categories specified in clauses (a) or (b) above may be allocated to the applicants in the other category.

If the retail individual investor category is entitled to more than fifty per cent on proportionate basis, accordingly the retail individual investors shall be allocated that higher percentage

For further details please refer to the chapter titled “Issue Structure” beginning on page no.169 of this Prospectus.

**SUMMARY OF FINANCIAL INFORMATION**

**STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**

*(₹ in lakhs)*

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>	<b>As at March 31, 2017</b>
<b>EQUITY AND LIABILITIES</b>			
<b>1. Shareholder's fund</b>			
a) Share Capital	29.04	29.04	4.04
b) Reserves and surplus	(3.88)	3.22	12.38
<b>Total Shareholder's Fund(1)</b>	<b>25.16</b>	<b>32.26</b>	<b>16.41</b>
<b>2. Non-Current liabilities</b>			
Deferred Tax Liabilities	1.20	-	-
<b>Total(2)</b>	<b>1.20</b>	<b>-</b>	<b>-</b>
<b>3. Current liabilities</b>			
a) Short-term borrowings	18.39	10.70	6.87
b) Trade payables	5.46	3.89	-
c) Other current liabilities	1.71	0.13	0.32
<b>Total(3)</b>	<b>25.66</b>	<b>14.71</b>	<b>7.18</b>
<b>TOTAL(1+2+3)</b>	<b>51.92</b>	<b>46.98</b>	<b>23.60</b>
<b>ASSETS</b>			
<b>1. Non - Current Assets</b>			
a) Property, plant & equipment			
i.) Tangible assets	-	-	-
ii.) Intangible assets	34.92	17.68	17.68
iii.) Intangible assets under development	-	12.24	-
<b>Total (1)</b>	<b>34.92</b>	<b>29.92</b>	<b>17.68</b>
<b>2. Current Assets</b>			
a) Inventories	8.75	9.25	-
b) Trade Receivables	2.60	-	-
c) Cash and Cash equivalents	0.68	5.85	0.69
d) Other current assets	4.97	1.95	5.22
<b>Total(2)</b>	<b>16.99</b>	<b>17.05</b>	<b>5.91</b>
<b>TOTAL(1+2)</b>	<b>51.92</b>	<b>46.98</b>	<b>23.60</b>

**STATEMENT OF PROFIT AND LOSS, AS RESTATED**

(₹ in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>INCOME:</b>			
Revenue from operations	13.00	-	-
<b>Total Income</b>	<b>13.00</b>	<b>-</b>	<b>-</b>
<b>EXPENSES:</b>			
Purchase of stock in trade	8.75	9.25	-
Changes in inventories of stock in trade	0.50	(9.25)	-
Employee benefit expenses	1.46	4.28	1.26
Depreciation and amortization expense	2.26	-	-
Other expenses	5.94	4.87	3.27
<b>Total expenses</b>	<b>18.90</b>	<b>9.15</b>	<b>4.53</b>
<b>Profit / (Loss) before tax</b>	<b>(5.90)</b>	<b>(9.15)</b>	<b>(4.53)</b>
<b>Less: Tax expense</b>			
Current tax	-	-	-
Deferred tax (assets)/ liabilities	1.20	-	-
<b>Total tax expense</b>	<b>1.20</b>	<b>-</b>	<b>-</b>
<b>Net profit / ( loss ) after tax</b>	<b>(7.10)</b>	<b>(9.15)</b>	<b>(4.53)</b>

**CASH FLOW STATEMENT, AS RESTATED**
*(₹ in lakhs)*

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>Cash Flow From Operating Activities</b>			
Net Profit before tax and after extra-ordinary items	(5.90)	(9.15)	(4.53)
Adjustments for items:			
Depreciation and amortisation expense	2.26	-	-
<b>Operating Profit Before Working Capital Adjustments</b>	<b>(3.65)</b>	<b>(9.15)</b>	<b>(4.53)</b>
<b>Adjustment for Changes in Working Capital</b>			
(Increase) / decrease in inventories	0.50	(9.25)	-
(Increase) / decrease in trade receivables	(2.60)	-	-
(Increase) / decrease in other current assets	(3.02)	3.28	(0.04)
Increase / (decrease) in other current liabilities	1.59	(0.19)	(0.34)
Increase / (decrease) in trade payable	1.57	3.89	-
<b>Cash Flow Generated from Operations</b>	<b>(5.62)</b>	<b>(11.43)</b>	<b>(4.90)</b>
Direct taxes paid	-	-	-
<b>Net Cash flow from Operating Activities (A)</b>	<b>(5.62)</b>	<b>(11.43)</b>	<b>(4.90)</b>
<b>Cash Flow From Investing Activities</b>			
(Increase)/ Decrease in Intangibles	(7.25)	(12.24)	(5.18)
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(7.25)</b>	<b>(12.24)</b>	<b>(5.18)</b>
<b>Cash Flow From Financing Activities</b>			
Net proceeds from short term borrowings	7.69	3.83	2.77
Proceeds from issue of Share Capital	-	25.00	7.50
<b>Net Cash Flow from Financing Activities (C)</b>	<b>7.69</b>	<b>28.83</b>	<b>10.27</b>
<b>Net Cash Flow during the year ( A + B + C )</b>	<b>(5.17)</b>	<b>5.17</b>	<b>0.18</b>
Cash & Cash equivalent at the beginning of the year	5.85	0.69	0.51
<b>Cash &amp; Cash Equivalent at the end of the year</b>	<b>0.68</b>	<b>5.85</b>	<b>0.69</b>

## GENERAL INFORMATION

Our Company was incorporated as “*Transpact Enterprises Private Limited*” on May 12, 2013 under the Companies Act, 1956 with the Registrar of Companies, Mumbai at Maharashtra bearing Registration No. 243247. Further, the status of our Company was changed to a public limited company and the name of our Company was changed to “*Transpact Enterprises Limited*” by a special resolution passed on April 10, 2019. A fresh certificate of incorporation consequent to the change of name pursuant to the conversion into public limited company was granted to our Company on April 16, 2019 by the Registrar of Companies, Mumbai.

The Corporate Identity Number of our Company is U33130MH2013PLC243247

For further details, please refer to the chapter titled “*History and Certain Corporate Matters*” beginning on page no.87 of this Prospectus.

## BRIEF COMPANY AND ISSUE INFORMATION

<b>Registered Office</b>	<b>Address:</b> 204 2nd Floor, Timmy Arcade, Makwana Road Marol, Andheri East, Mumbai – 400 059. <b>Tel No:</b> +91 9224763158/ +91 9904002388 <b>Email:</b> <a href="mailto:info@transpact.in">info@transpact.in</a> <b>Website:</b> <a href="http://www.transpact.in">www.transpact.in</a>
<b>Date of Incorporation</b>	May 12, 2013
<b>Company Registration No.</b>	243247
<b>Company Identification No.</b>	U33130MH2013PLC243247
<b>Address of Registrar of Companies</b>	Registrar of Companies, Mumbai 100, Everest, Marine Drive Mumbai - 400002 <b>Tel No.:</b> +91 22 2281 2627 / 2202 0295 / 2284 6954 <b>Fax No.:</b> +91 22 2281 1977
<b>Issue Programme</b>	Issue Opens on: August 26, 2019 Issue Closes on: August 28, 2019
<b>Designated Stock Exchange</b>	BSE Limited
<b>Company Secretary &amp; Compliance Officer</b>	<b>Ms. Kirti Didwania</b> <b>Address:</b> 204 2nd Floor, Timmy Arcade, Makwana Road Marol, Andheri East, Mumbai – 400 059. <b>Email:</b> <a href="mailto:info@transpact.in">info@transpact.in</a> <b>Website:</b> <a href="http://www.transpact.in">www.transpact.in</a>

## BOARD OF DIRECTORS OF OUR COMPANY

The following table sets forth the Board of Directors of our Company:

Name	Designation	Address	DIN
Mr. Aslam Khan	Executive Director	I-14, Mahindra Bank, Narayan Nagar, LBS Marg, Opp Navel Depot, Ghatkopar West – 400 086.	00016438
Mr. Anis Choudhery	Whole-Time Director	No. 1, Radhanagar, Housing Society Building No. 20, Godrej Hill Road, Khadakpada, Kalyan West, Thane - 421301	06529408
Mrs. Soumya Bania	Non-Executive Director	A-802, Safal, Parisar-1, Near SOBO Center, South Bopal, Ahemdabad, Gujarat – 380 058.	08394297
Mr. Dr. Shariq Nisar	Non Executive Independent Director	D-411, Vivek Apartment, CST Road, Kalina, Santacruz East, Mumbai – 400 098.	01776627
Mr. Moiz Miyajiwala	Non Executive Independent Director	Flat No. 303-304, Fortune Tower, 3 <sup>rd</sup> Floor, 337, Sir JJ Road, Byculla Bridge Mumbai – 400 008.	00026258

For further details pertaining to the educational qualification and experience of our Directors, for details please refer to the chapter titled “*Our Management*” beginning on page no. 91 of this Prospectus.

*Investors can contact the Company Secretary & Compliance Officer or the Registrar to the Issue in case of any pre or Post-Issue related problems, such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary account and unblocking of funds. All grievances relating to the Application process may be addressed to*



the Registrar to the Issue with a copy to the SCSBs, giving full details such as name, address of Applicant, application number, number of Equity Shares applied for, amount blocked on application and designated branch or the collection centre of the SCSB where the Application Form was submitted by the Applicants.

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

### LEAD MANAGER TO THE ISSUE



#### ARYAMAN FINANCIAL SERVICES LIMITED

60, Khatau Building, Gr. Floor  
Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.)  
Fort, Mumbai – 400 001  
Tel. No.: +91 22 6216 6999  
Website: [www.afsl.co.in](http://www.afsl.co.in)  
Email: [ipo@afsl.co.in](mailto:ipo@afsl.co.in)  
Investor Grievance Email: [feedback@afsl.co.in](mailto:feedback@afsl.co.in)  
Contact Person: Mr. Vatsal Ganatra  
SEBI Registration No.: INM000011344

### REGISTRAR TO THE ISSUE



#### BIGSHARE SERVICES PRIVATE LIMITED

1<sup>st</sup> Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Marol, Andheri East, Mumbai – 400 059  
Tel: +91 – 22 – 6263 8200  
Email: [ipo@bigshareonline.com](mailto:ipo@bigshareonline.com)  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)  
Investor Grievance Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com);  
Contact Person: Mr. Babu Raphael  
SEBI Registration No.: INR000001385

### LEGAL COUNSEL TO THE ISSUE

#### Abdus Samee Abdul Qadir Maniyar (A. A. Maniyar) (Advocate)

Office No. 2-A, Ground Floor, Ali Chambers  
Tamarind Street, Fort, Mumbai 400 001  
Tel No.: +91 02265 5505  
Email: [advaamaniyar@gmail.com](mailto:advaamaniyar@gmail.com)  
Contact Person: Mr. Sayyed Allahnaksh

### JOINT AUDITORS OF THE COMPANY

#### M/S. M AZAM & CO.

303, Delphi Apts, Tycoons Residency  
Khadakapada, Kalyan, Maharashtra - 421 301  
Tel No: 025-22225534  
Email: [azamcaz@gmail.com](mailto:azamcaz@gmail.com)  
Contact Person: Mr. Muhammed Azam  
Membership No.: 105141  
Firm Registration No.: 119240W

#### M/s. A. R. SODHA & CO, Chartered Accountants.

503,504 K L Accolade, 6th Road, Near Dena Bank, R. K.  
Nursing Home Lane, Santacruz (E), Mumbai - 400 055.  
Tel No: +91- 22 26102465  
Email: [contact@arsco.in](mailto:contact@arsco.in)  
Website: [www.arsco.in](http://www.arsco.in)  
Contact Person: A. R Sodha  
Peer Review No.:009930  
Membership No.: 031878  
Firm Registration No.: 110324W

### CHANGES IN THE AUDITORS

Except as disclosed below, there has been no change in the statutory auditors during the three years immediately preceding the date of this Prospectus:

Sr. No.	Date	Name of the Auditor	Reason for change
1.	April 19, 2019	<b>M/s. A. R. Sodha &amp; Co, Chartered Accountants.</b> 503,504 K L Accolade, 6th Road, Near Dena Bank, R. K. Nursing Home Lane, Santacruz (E), Mumbai - 400 055. <b>Tel No:</b> +91- 22 26102465 <b>Email:</b> <a href="mailto:contact@arsco.in">contact@arsco.in</a> <b>Website:</b> www.arsco.in <b>Contact Person:</b> A. R Sodha <b>Peer Review No.:</b> 009930 <b>Membership No.:</b> 031878 <b>Firm Registration No.:</b> 110324W	Additional Appointment

## BANKER(S) TO OUR COMPANY



**KOTAK MAHINDRA BANK LIMITED**  
 27 BKC, 6<sup>th</sup> Floor, Plot no C-27, "G" Block,  
 Bandra Kurla Complex, Bandra (East),  
 Mumbai – 400051.  
**Tel No.:** 7824098629  
**Email:** [javed.subhani@kotak.com](mailto:javed.subhani@kotak.com)  
**Website:** [www.kotak.com](http://www.kotak.com)  
**Contact Person:** Mr. Javed Subhani

## BANKER(S) TO THE ISSUE / SPONSOR BANK



**ICICI Bank Limited**  
 Capital Market Division, 1st Floor, 122,  
 Mistry Bhavan, Dinshaw Vachha Road,  
 Backbay Reclamation, Churchgate,  
 Mumbai - 400 020  
**Tel No.:** +91 – 22 – 6681 8933 / 23 / 24  
**Fax No.:** +91 – 22 – 2261 1138  
**Email:** [kmr.saurabh@icicibank.com](mailto:kmr.saurabh@icicibank.com)  
**Website:** [www.icicibank.com](http://www.icicibank.com)  
**Contact Person:** Mr. Suarabh Kumar  
 SEBI Registration No: INBI00000004

## SELF CERTIFIED SYNDICATE BANKS

The lists of banks that have been notified by SEBI to act as SCSB for the Applications Supported by Blocked Amount (ASBA) Process are provided on the website of SEBI on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on Designated Branches of SCSBs collecting the Application Forms, please refer to the above mentioned SEBI link.

The list of SCSBs through which Bids can be submitted by RIBs using the UPI Mechanism, including details such as the eligible Mobile Apps and UPI handle which can be used for such Bids, is available on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>, which may be updated from time to time or at such other website as may be prescribed by SEBI from time to time.

## BROKERS TO THIS ISSUE

Applicants can submit Application Forms in the Issue using the stock brokers network of the Stock Exchanges, i.e., through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone number and e-mail address, is provided on the website of the SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)) and updated from time to time. For details on Registered Brokers, please refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

## **REGISTRAR TO ISSUE AND SHARE TRANSFER AGENTS**

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

## **COLLECTING DEPOSITORY PARTICIPANTS**

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

## **MONITORING AGENCY**

As per Regulation 262(1) of the SEBI (ICDR) Regulations, 2018 the requirement of Monitoring Agency is not mandatory if the issue size is below ₹ 10,000 lakhs and hence our Company has not appointed a monitoring agency for this Issue. However, as per Section 177 of the Companies Act, 2013, the Audit Committee of our Company, would be monitoring the utilization of the proceeds of the Issue.

## **IPO GRADING**

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

## **TRUSTEES**

This being an Issue of Equity Shares, the appointment of trustees is not required.

## **INTER-SE ALLOCATION OF RESPONSIBILITIES**

Aryaman Financial Services Limited is the Sole Lead Manager to the Issue. Therefore there is no inter-se allocation of responsibilities.

## **DETAILS OF THE APPRAISING AUTHORITY**

The objects of the Issue and deployment of funds are not appraised by any independent agency/ bank/ financial institution.

## **CREDIT RATING**

This being an Issue Equity Shares, credit rating is not required.

## **EXPERT OPINION**

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

Our Company has received written consent from the Statutory Auditor namely, M/S. A.R. Sodha & Co., Chartered Accountants, to include their name in respect of the reports on the Restated Financial Statements dated August 3, 2019 and the Statement of Tax Benefits dated June 20, 2019 issued by them and included in this Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 and such consent has not been withdrawn as on the date of this Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## **FILING OF OFFER DOCUMENT**

The Prospectus has not been filed with SEBI, nor has SEBI issued any observation on the Offer Document in terms of Regulation 246 of SEBI (ICDR), 2018. However, pursuant to sub regulation (5) of regulation 246, the copy of

Prospectus shall also be furnished to the board in a soft copy. Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Prospectus will be filed online through SEBI Intermediary Portal at [www.sebi.gov.in](http://www.sebi.gov.in). A copy of the Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the Registrar of Company, Mumbai, situated at Registrar of Companies, Mumbai 100, Everest, Marine Drive Mumbai – 400 002

## ISSUE PROGRAMME

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

Event	Indicative Date
Issue Opening Date	August 26, 2019
Issue Closing Date	August 28, 2019
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or before September 3, 2019
Initiation of Allotment / Refunds / Unblocking of Funds	On or before September 4, 2019
Credit of Equity Shares to demat accounts of Allottees	On or before September 5, 2019
Commencement of trading of the Equity Shares on the Stock Exchange	On or before September 6, 2019

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period 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.

Applications and any revision to the same shall be accepted **only between 10.00 a.m. and 5.00 p.m. (IST)** during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted between **10.00 a.m. and 3.00 p.m. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the 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 or the electronic Application Form, for a particular Applicant, the details as per the file received from the 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 Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSB or the member of the Syndicate for rectified data.

## UNDERWRITING

This Issue is 100% Underwritten. The Underwriting agreement is dated August 6, 2019 Pursuant to the terms of the Underwriting Agreement; the obligations of the Underwriters are several and are subject to certain conditions specified

therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

Details of the Underwriter	No. of Shares Underwritten	Amt Underwritten (₹ in Lakhs)	% of the Total Issue Size Underwritten
<b>ARYAMAN FINANCIAL SERVICES LIMITED</b> 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.), Fort, Mumbai – 400 001 <b>Tel. No.:</b> +91 22 6216 6999 <b>Email:</b> <a href="mailto:ipo@afsl.co.in">ipo@afsl.co.in</a>	98,000	127.40	94.23%
<b>ARYAMAN CAPITAL MARKETS LIMITED</b> 60, Khatau Building, Gr. Floor, Alkesh Dinesh Modi Marg, Opp. P.J. Tower (BSE Bldg.), Fort, Mumbai – 400 001 <b>Tel. No.:</b> +91 – 22 – 6216 6999 <b>Email:</b> <a href="mailto:aryacapm@gmail.com">aryacapm@gmail.com</a>	6,000	7.80	5.76%
<b>Total</b>	<b>1,04,000</b>	<b>135.20</b>	<b>100.00%</b>

As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

In the opinion of the Board of Directors (based on certificate given by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The above – mentioned Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or registered as broker with the Stock Exchange.

#### WITHDRAWAL OF THE ISSUE

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCsBs to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the 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 IPO, our Company shall be required to file a fresh Draft Prospectus.

#### MARKET MAKER



#### ARYAMAN CAPITAL MARKETS LIMITED

60, Khatau Building, Gr. Floor,  
 Alkesh Dinesh Modi Marg, Opp. P. J. Tower (BSE Bldg.),  
 Fort, Mumbai – 400 001  
**Tel. No.:** +91 – 22 – 6216 6999  
**Email:** [aryacapm@gmail.com](mailto:aryacapm@gmail.com)  
**Contact Person:** Mr. Harshad Dhanawade  
**SEBI Registration No.:** INZ000004739

#### Details of the Market Making Arrangement for this Issue

Our Company and the Lead Manager, have entered into an agreement dated August 5, 2019 with Aryaman Capital Markets Limited (“ACML”), a Market Maker registered with BSE StartUp segment under SME Platform of BSE Limited in order to fulfil the obligations of Market Making.

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

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

1. 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. 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.
2. The minimum depth of the quote shall be ₹ 1,00,000. However, the investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer 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.
3. The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and BSE StartUp segment under SME Platform of BSE Limited from time to time.
4. Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for the quotes given by him.
5. There would not be more than five Market Makers for a script at any point of time and the Market Makers may compete with other Market Makers for better quotes to the investors.
6. The shares of the Company will be traded in continuous trading session from the time and day the company gets listed on BSE StartUp segment under SME Platform of BSE Limited and Market Maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.
7. 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 or 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.
8. 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.
9. The Market Maker shall have the right to terminate the said arrangement by giving a three months notice or on mutually acceptable terms to the Lead Manager, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above mentioned Market Making Agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Manager to arrange for another Market Maker in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations, 2018. Further the Company and the Lead Manager reserve the right to appoint other Market Makers either as a replacement of the current Market Maker or as an additional Market Maker subject to the total number of Designated Market Makers does not exceed five or as specified by the relevant laws and regulations applicable at that particulars point of time.

10. **Risk containment measures and monitoring for Market Maker:** BSE StartUp segment under SME Platform of BSE Limited will have all margins which are applicable on the BSE Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. BSE can impose any other margins as deemed necessary from time-to-time.
11. **Punitive Action in case of default by Market Maker:** BSE StartUp segment under SME Platform of BSE Limited 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.

12. 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 BSE StartUp segment under SME Platform of BSE Limited

Sr. No	Market Price Slab (in ₹)	Proposed spread (in % to sale price)
1	Up to 50	9
2	50 to 75	8
3	75 to 100	7
4	Above 100	6

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

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

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.

## CAPITAL STRUCTURE

The share capital of the Company as on the date of this Prospectus is set forth below:

(₹ in lakhs, except share data)

Sr. No.	Particulars	Aggregate Value at Nominal Value	Aggregate Value at Issue Price
<b>A</b>	<b>Authorised Share Capital Out of which :</b>		
	4,00,000 Equity Shares of face value of ₹ 10 each	40.00	-
	2,50,000 Preference Shares of face value of ₹10 each	25.00	-
<b>B</b>	<b>Issued, Subscribed and Paid-up Share Capital before the Issue out of which</b>		
	2,82,730 Equity Shares of face value of ₹ 10 each	28.27	-
	2,50,000 Preference Shares of face value of ₹10 each	25.00	-
<b>D</b>	<b>Present Issue in terms of this Prospectus<sup>(1)</sup></b>		
	Issue of 1,04,000 Equity Shares of ₹ 10 each at a price of ₹ 130 per equity Share	10.40	135.20
	<b>Which comprises:</b>		
	6,000 Equity Shares of ₹ 10 each at a price of ₹ 130 per Equity Share reserved as Market Maker Portion	0.60	7.80
	Net Issue to Public of 98,000 Equity Shares of ₹ 10 each at a price of ₹ 130 per Equity Share to the Public	9.80	
	<b>Of which<sup>(2)</sup>:</b>		
	49,000 Equity Shares of ₹ 10 each at a price of ₹ 130 per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs	4.90	
	49,000 Equity Shares of ₹ 10 each at a price of ₹ 130 per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs	4.90	
<b>D</b>	<b>Paid-up Equity Share Capital after the Issue</b>		
	3,86,730 Equity Shares of ₹ 10 each	38.67	
<b>E</b>	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Prospectus)	1.73	
	After the Issue	126.53	

<sup>(1)</sup> The present Issue has been authorized pursuant to a resolution of our Board dated April 19, 2019 and by Special Resolution passed under Section 62(1)(C) of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholder held with a shorter notice on April 24, 2019

<sup>(2)</sup> Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Issue Price. Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines.

Our Company has no outstanding convertible instruments as on the date of this Prospectus.

### Changes in Authorized Share Capital

Since incorporation, the capital structure of our Company has been altered in the following manner:

1. The initial authorized share capital of ₹ 10,00,000 divided into 1,00,000 Equity Shares of ₹10 each was increased to ₹35,00,000 comprising of ₹10,00,000 divided into 1,00,000 (One Lakh only) Equity Shares of ₹ 10 each and

₹25,00,000 divided into 2,50,000 8% Convertible Preference Shares of ₹ 10/- (Rupees Ten Only) each pursuant to resolution of shareholders passed at the EGM held on October 14, 2017.

- The authorized share capital of the company of ₹ 35,00,000 is increased to ₹ 65,00,000 (Rupees Sixty Five Lakhs) divided into 4,00,000 (Four Lakh) Equity shares of ₹ 10/- (Rupees Ten Only) each and 2,50,000 8% Convertible Preference Shares of ₹ 10 (Rupees Ten Only) each pursuant to resolution of shareholders passed at the EGM held on February 15, 2019.

## NOTES TO THE CAPITAL STRUCTURE

### 1) Share Capital History of our Company:

#### *Equity Share Capital*

Our Company has made allotments of Equity Shares from time to time.

The following is the Equity Share Capital Build-up of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹ in Lakhs)
Upon Incorporation	10,000	10	10	Subscription to MOA	Cash	10,000	1,00,000	Nil
July 31, 2015 <sup>(1)</sup>	15,000	10	10	Right Issue	Cash	25,000	2,50,000	Nil
November 14, 2015 <sup>(2)</sup>	10,000	10	50	Right Issue	Cash	35,000	3,50,000	4.00
November 30, 2015 <sup>(3)</sup>	3,000	10	250	Right Issue	Other than Cash	38,000	3,80,000	11.20
December 05, 2015 <sup>(4)</sup>	1,000	10	500	Right Issue	Other than Cash	39,000	39,000	16.10
February 25, 2016 <sup>(5)</sup>	390	10	641.03	Right Issue	Cash	39,390	3,93,900	18.56
April 2016 <sup>(6)</sup>	1,000	10	750	Right Issue	Cash	40,390	4,03,900	25.96
April 2019 <sup>(7)</sup>	2,42,340	10	N.A.	Bonus Issue	Other than Cash	2,82,730	28,27,300	1.73

- Pursuant to Board Meeting held on July 31, 2015, our Company has allotted 15,000 Shares on Rights basis in the ratio of 15 Equity Shares for every 10 Equity share held to Mr. Aslam Khan, Mr. Anis Choudhery and Mr. Sudhir Bania at a price of ₹ 10
- Pursuant to Board Meeting held on November 14, 2015, our Company has allotted 10,000 Shares on Rights basis in the ratio of 4 Equity Shares for every 10 Equity share held to M/s. Octaware Technologies Limited at a price of ₹ 50
- Pursuant to Board Meeting held on November 30, 2015, our Company has allotted 3,000 Shares on Rights basis in the ratio of 4 Equity Shares for every 10 Equity share held to Mr. Abdul Kader and Mr. Naved Kadari at a price of 250 vide Technology Transfer Agreement dated November 30, 2015.
- Pursuant to Board Meeting held on December 05, 2015, our Company has allotted 1,000 Shares on Rights basis in the ratio of 263 Equity Shares for every 10,000 Equity share held to Mr. Faisal Ghadialy at a price of 500 vide Technology Transfer Agreement dated November 30, 2015.
- Pursuant to Board Meeting held on February 25, 2016, our Company has allotted 390 Shares on Rights basis in the ratio of 1 Equity Shares for every 100 Equity share held to M/s. Society for Innovation and Entrepreneurship at a price of 641.03

6. Pursuant to Board Meeting held on April 16, 2016, our Company has allotted 390 Shares on Rights basis in the ratio of 254 Equity Shares for every 10,000 Equity share held to Mr. Thakur Adam Mahmood at a price of 750.
7. Pursuant to Board Meeting held on April 09, 2019, our Company has allotted Issued 2,42,340 Bonus Shares in the Ratio of 6 Equity Shares for every 1 Equity share held to Mr. Aslam Khan, Mr. Anis Choudhery, Mr. Sudhir Bania, M/s. Octaware Technologies Limited, Mr. Sultan Kader, Mr. Naved Kadri, Mr. Faisal Ghadijally, Mr. Adam Mahomood Thakur, M/s. SINE, Ms. Rasheed Ahmed, and Mr. Mohammed Naseem Shah

## Preference Share Capital

Our Company has made allotments of Preference Shares from time to time

The following is the Preference Share Capital Build-up of our Company:

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration	Cumulative No. of Equity Shares	Cumulative Paid Up Share Capital (₹)	Cumulative Share Premium (₹)
November 06, 2017 <sup>(1)</sup>	1,50,000	10	Nil	Further Allotment of Preference Shares	Other than Cash	1,50,000	15,00,000	Nil
December 26, 2017 <sup>(2)</sup>	1,00,000	10	Nil	Further Allotment of Preference Shares	Other than Cash	2,50,000	25,00,000	Nil

(1) Issued 1,50,000 8% Convertible Preference Shares, Pursuant to extra ordinary general meeting held on November 04, 2017. our Company has allotted shares to M/s. Society for Innovation and Entrepreneurship further, the same as has been converted to compulsory redeemable preference shares pursuant to resolution of shareholders passed at the EGM held on February 07, 2019 .

(2) Issued 1,00,000 8% Convertible Preference Shares, Pursuant to extra ordinary general meeting held on December 26, 2017. our Company has allotted shares to M/s. Society for Innovation and Entrepreneurship further, the same as has been converted to compulsory redeemable preference shares pursuant to resolution of shareholders passed at the EGM held on February 07, 2019.

- 2) Our Company has not issued Equity Shares for consideration other than cash or out of Revaluation Reserves except as disclosed below :

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Nature of Consideration
November 30, 2015 <sup>(1)</sup>	3,000	10	250	Right Issue	Other than Cash
December 05, 2015 <sup>(2)</sup>	1,000	10	500	Right Issue	Other than Cash
April 09, 2019 <sup>(3)</sup>	2,42,340	10	N.A.	Bonus Issue	Other than Cash

(1) Issued 3,000 Right Shares in the Ratio of 0.0857 Equity Shares for every 1 Equity share held, Pursuant to Board Meeting held on November 29, 2015 our Company has allotted shares to Mr. Abdul Kader and Mr. Naved Kadari at a price of 250 vide Technology Transfer Agreement dated November 30, 2015.

(2) Issued 1,000 Right Shares in the Ratio of 0.0263 Equity Shares for every 1 Equity share held, Pursuant to Board Meeting held on December 05, 2015 our Company has allotted shares to Mr. Faisal Ghadijally at a price of 500 vide Technology Transfer Agreement dated November 30, 2015.

(3) Issued 2,42,340 Bonus Shares in the Ratio of 6 Equity Shares for every 1 Equity share held, Pursuant to Board Meeting held on April 09, 2019 our Company has allotted shares to Mr. Aslam Khan, Mr. Anis Choudhery, Mr. Sudhir

*Bania, M/s. Octaware Technologies Limited, Mr. Sultan Kader, Mr. Naved Kadri, Mr. Faisal Ghadi ally, Mr. Adam Mahomood Thakur, M/s. SINE, Ms. Rasheed Ahmed, and Mr. Mohammed Naseem Shah*

- 3) No shares have been allotted in terms of any scheme approved under sections 391-394 of the Companies Act, 1956 or Sections 230-234 of the Companies Act, 2013.
- 4) Our Company has not issued any shares pursuant to an Employee Stock Option Scheme.
- 5) No shares have been issued at a price lower than the Issue Price within the last one year from the date of this Prospectus except as mentioned below:

<b>Date of Allotment of Equity Shares</b>	<b>No. of Equity Shares</b>	<b>Face Value (₹)</b>	<b>Issue Price (₹)</b>	<b>Nature / Reason of Allotment</b>	<b>Nature of Consideration</b>
April 09, 2019 <sup>(1)</sup>	2,42,340	10	N.A.	Bonus Issue	Other than Cash

*<sup>(1)</sup>Issued 2,42,340 Bonus Shares in the Ratio of 6 Equity Shares for every 1 Equity share held, Pursuant to Board Meeting held on April 09, 2019 our Company has allotted shares to Mr. Aslam Khan, Mr. Anis Choudhery, Mr. Sudhir Bania, M/s. Octaware Technologies Limited, Mr. Sultan Kader, Mr. Naved Kadri, Mr. Faisal Ghadi ally, Mr. Adam Mahomood Thakur, M/s. SINE, Ms. Rasheed Ahmed, and Mr. Mohammed Naseem Shah*

## 6) Shareholding pattern of our Company

The following is the shareholding pattern of the Company as on the date of this Prospectus

Category (I)	Category of Share-holder (II)	No. of Share-holder (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares Underlying Depository Receipts (VI)	Total Nos. Shares held (VII) = (IV) + (V) + (VI)	Share holding as a % of total No. of Shares (calculated As per SCRR, 1957)(VIII)As a % of (A+B+C2)	Number of Voting Rights held in each Class of securities (IX)				No of Underlying Outstanding Convertible securities (incl. Warrants) (X)	Share Holding as a % assuming Full convertible securities (as a % of Diluted Share Capital)(XI)=(VII)+(X) As a % of (A+B+C2)	Number of Locked In shares (XII)		No. of shares Pledged Or Otherwise encumbered (XIII)		No. of Equity shares held in De-mat form (XIV)
								No of voting Right			Total As a %of(A+B+C)			No (a)	As a %of total shares held (b)	No (a)	As a % of total shares held (b)	
								Class-Equity	Classes	Total								
(A)	Promoters & Promoter Group	3	2,16,195	-	-	2,16,195	76.47%	2,16,195	-	2,16,195	76.47%	-	76.47%	-	-	-	-	1,77,485
(B)	Public	9	66,535	-	-	66,535	23.53%	66,535	-	66,535	23.53%	-	23.53%	-	-	-	-	-
(C)	Non Promoter Non Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>12</b>	<b>2,82,730</b>	<b>-</b>	<b>-</b>	<b>2,82,730</b>	<b>100.00%</b>	<b>2,82,730</b>	<b>-</b>	<b>2,82,730</b>	<b>100.00%</b>	<b>-</b>	<b>100.00%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,77,485</b>



- i. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company as on the date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1.	Aslam Khan	1,46,510	51.82%
2.	Anis Choudhery	30,975	10.96%
3.	Sudhri Bania	27,090	9.58%
4.	Octaware Technologies Limited	38,710	13.69%
5.	Sultan Kader	7,735	2.74%
6.	Naved Kadri	3,864	1.37%
7.	Faisal Ghadialy	3,864	1.37%
8.	M/s Society for Innovation and Entrepreneurship	3,864	1.37%
9.	Thakur Adam Mahmood	3,864	1.37%
10.	Alia Baig	4,998	1.77%
11.	Rasheed Ahmed	3,864	1.37%
12.	Naseem Shah	7,392	2.61%
<b>Total</b>		<b>2,82,730</b>	<b>100.00%</b>

- ii. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company ten days prior to date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1.	Aslam Khan	1,46,510	51.82%
2.	Anis Choudhery	30,975	10.96%
3.	Sudhri Bania	27,090	9.58%
4.	M/s. Octaware Technologies Limited	38,710	13.69%
5.	Sultan Kader	7,735	2.74%
6.	Naved Kadri	3,864	1.37%
7.	Faisal Ghadialy	3,864	1.37%
8.	M/s.Society for Innovation and Entrepreneurship	3,864	1.37%
9.	Thakur Adam Mahmood	3,864	1.37%
10.	Alia Baig	4,998	1.77%
11.	Rasheed Ahmed	3,864	1.37%
12.	Naseem Shah	7,392	2.61%
<b>Total</b>		<b>2,82,730</b>	<b>100.00%</b>

- iii. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company one year prior to date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares of then Paid-up Capital
1.	Mr. Aslam Khan	10,000	24.76%
2.	Mr. Anis Choudhery	8,000	19.81%
3.	Mr. Sudhir Bania	7,000	17.33%
4.	M/s. Octaware Technologies Limited	10,000	24.76%
5.	Mr. Sultan Kader	2,000	4.95%
6.	Mr. Naved Kadri	1,000	2.48%
7.	Mr. Faisal Ghadialy	1,000	2.48%
8.	Mr. Thakur Adam Mahmood	1,000	2.48%
<b>Total</b>		<b>40,000</b>	<b>99.03%</b>

- iv. The list of Shareholders holding 1% or more of the paid-up Share Capital of our Company two years prior to date of this Prospectus are:

Sr. No.	Particulars	No. of Shares	% of Shares of then Paid-up Capital
1.	Mr. Aslam Khan	10,000	24.76%
2.	Mr. Anis Choudhery	8,000	19.81%
3.	Mr. Sudhir Bania	7,000	17.33%
4.	M/s. Octaware Technologies Limited	10,000	24.76%
5.	Mr. Sultan Kader	2,000	4.95%
6.	Mr. Naved Kadri	1,000	2.48%
7.	Mr. Faisal Ghadialy	1,000	2.48%
8.	Mr. Thakur Mahood	1,000	2.48%
<b>Total</b>		<b>40,000</b>	<b>99.55%</b>

- 7) Except as disclosed in this Prospectus, our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split/consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise. 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 opening of the Issue 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 may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company.

#### 8) Shareholding of our Promoters

Set forth below are the details of the build-up of shareholding of our Promoters:

Date of Allotment / Transfer	Nature of Transaction	Consideration	No. of Shares	F.V (₹)	Issue / Transfer Price (₹)	Cumulative no. of Shares	% of Pre-Issue Paid Up Capital	% of Post-Issue Paid Up Capital	Lock in Period
<b>Mr. Aslam Khan</b>									
As on April 04, 2013 <sup>(1)</sup>	Subscription to MOA	Cash	8,000	10	10	8,000	2.83%	2.07%	3 Years
July 31, 2015 <sup>(2)</sup>	Rights Issue	Cash	2,000	10	10	10,000	0.71%	0.52%	3 Year
January 15, 2019 <sup>(3)</sup>	Transfer	Cash	10,930	10	10	20,930	3.87%	2.83%	1 Year
April 09, 2019 <sup>(4)</sup>	Bonus Allotment	Other than Cash	43,000	10	-	1,46,510	44.42%	32.47%	3 Years
			82,580						1 Year
<b>Mr. Anis Choudhery</b>									
As on April 04, 2013 <sup>(1)</sup>	Subscription to MOA	Cash	2,000	10	10	2,000	0.71%	0.52%	3 Years
July 31, 2015 <sup>(2)</sup>	Rights Issue	Cash	6,000	10	10	8,000	2.12%	1.55%	1 Year
January 15, 2019 <sup>(3)</sup>	Transfer	Cash	(3,575)	10	10	4,425	(1.26%)	(0.92%)	-
April 09, 2019 <sup>(4)</sup>	Bonus Allotment	Other than Cash	22,500	10	-	30,975	9.39%	6.87%	3 Years
			4,050						1 Year

<sup>1)</sup> As per the initial Memorandum of Association of the Company, the initial paid-up capital of the Company is 10,000 Equity Shares of ₹ 10 each aggregating to ₹ 1,00,000.

<sup>2)</sup> Pursuant to Board Meeting held on July 31, 2015 our Company has allotted 2,000 equity shares to Mr. Aslam Khan and 6,000 Equity Shares to Mr. Anis Choudhery on rights basis.

<sup>3)</sup> Pursuant to Board Meeting held on January 15, 2019, 10,930 Equity Shares were transferred to Mr. Aslam Khan and 3575 Equity Shares were transferred by Mr. Anis Choudhery.

<sup>4)</sup> Pursuant to Board Meeting held on April 09, 2019 our Company has allotted 1,25,580 equity shares to Mr. Aslam Khan and 26,550 Equity Shares to Mr. Anis Choudhery through Bonus Allotment.

**Notes:**

- None of the shares belonging to our Promoters have been pledged till date.
- The entire Promoter’s shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations. For details please see Note no. 11 of “Capital Structure” on page no. 40 of this Prospectus.
- Our Promoters have confirmed to the Company and the Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds and no loans or financial assistance from any bank or financial institution has been availed by them for this purpose.
- All the shares held by our Promoters, were fully paid-up on the respective dates of acquisition of such shares.

9) Our Company has twelve (12) shareholders, as on the Date of this Prospectus.

**10) Pre-Issue and Post Issue Shareholding of our Promoters and Promoter’ Group**

i. Set forth is the shareholding of our Promoters and Promoter Group before and after the proposed Issue:

Category of Promoter	Pre Issue		Post Issue	
	No. of Shares	% of Pre-Issue Paid Up Capital	No. of Shares	% of Post- Issue Paid Up Capital
<b>1. Promoters</b>				
Mr. Aslam Khan	1,46,510	51.82%	1,46,510	37.84%
Mr. Anis Choudhery	30,975	10.96%	30,975	8.01%
<b>2. Promoter Group (as defined by SEBI (ICDR) Regulations)</b>	-	-	-	-
M/s. Octaware Technologies Limited	38,710	13.69%	38,710	10.01%
<b>Total Promoters &amp; Promoter Group Holding</b>	<b>2,16,195</b>	<b>76.47%</b>	<b>2,16,195</b>	<b>55.90%</b>
<b>Total Paid up Capital</b>	<b>2,82,730</b>	<b>100.00%</b>	<b>3,86,730</b>	<b>100.00%</b>

- ii. None of the Promoters, members of the Promoter Group, Directors and their immediate relatives have purchased or sold any Equity shares of our Company within the last six months from the date of this Prospectus.
- iii. None of the members of the Promoter Group, Directors and their immediate relatives have financed the purchase by any other person of Equity shares of our Company other than in the normal course of business of the financing entity within the period of six months immediately preceding the date of this Prospectus.

**11) Promoter’s Contribution and other Lock-In details:**

**i. Details of Promoter’s Contribution locked-in for 3 years**

Pursuant to the Regulation 236 and 238 of the SEBI (ICDR) Regulations, an aggregate of 20% of the Post-Issue Equity Share Capital held by our Promoters shall be considered as promoter’s contribution (“**Promoter’s Contribution**”) and locked-in for a period of three years from the date of Allotment. The lock-in of the 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.

The details of the Promoter’s Equity Shares proposed to be locked-in for a period of three years are as follows:

<b>Name of Promoters</b>	<b>No. of Shares locked in<sup>(1)</sup></b>	<b>As a % of Post Issue Share Capital</b>
Mr. Aslam Khan	53,000	13.70%
Mr. Anis Choudhery	24,500	6.34%
<b>Total</b>	<b>77,500</b>	<b>20.04%</b>

<sup>(1)</sup>For details on the date of Allotment of the above Equity Shares, the nature of Allotment, face value and the price at which they were acquired, please refer Note no. 9 under “Notes to Capital Structure” on page no. 40 of this Prospectus.

We confirm that in compliance with regulation 237 of SEBI ICDR Regulations, the minimum Promoters contribution of 20% as shown above which is subject to lock-in for three years does not consist of:

- Equity Shares acquired during the preceding three years for consideration other than cash and out of revaluation of assets or capitalization of intangible assets or bonus shares out of revaluation reserves or reserves without accrual of cash resources.
- Equity Shares acquired by the Promoters during the preceding one year, at a price lower than the price at which Equity Shares are being issued to public in the Issue.
- Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.
- The Equity Shares held by the Promoters and offered for minimum 20% Promoter’s Contribution are not subject to any pledge.
- Equity Shares for which specific written consent has not been obtained from the shareholders for inclusion of their subscription in the minimum Promoter’s Contribution subject to lock-in.

**We further confirm that our Promoter’s Contribution of 20% of the Post Issue Equity does not include any contribution from Alternative Investment Funds.**

**ii. Details of Shares locked-in for one year**

- a) Pursuant to Regulation 238(b) of the SEBI (ICDR) Regulations, in addition to the Promoter’s Contribution to be locked-in for a period of 3 years, as specified above, the entire Pre-Issue Equity Share capital will be locked in for a period of one (1) year from the date of Allotment in this Issue.
- b) Pursuant to Regulation 242 of the SEBI Regulations, the Equity Shares held by our Promoters can be pledged only with banks or financial institutions as collateral security for loans granted by such banks or financial institutions for the purpose of financing one or more of the objects of the issue and the pledge of shares is one of the terms of sanction of such loan. However, as on date of this Prospectus, none of the Equity Shares held by our Promoters have been pledged to any person, including banks and financial institutions.

- c) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by our Promoters, which are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst our Promoters / Promoter Group or to a new promoter or persons in control of our Company subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
  - d) Pursuant to Regulation 243 of the SEBI (ICDR) Regulations, Equity Shares held by shareholders other than our Promoters, which are locked-in as per Regulation 239 of the SEBI (ICDR) Regulations, may be transferred to any other person holding shares, subject to continuation of the lock-in in the hands of the transferees for the remaining period and compliance with Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as applicable.
- 12) Neither the Company, nor its Promoters, Directors or the Lead Manager have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
  - 13) None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except as stated in the chapter titled "*Our Management*" beginning on page no. 91 of this Prospectus.
  - 14) Investors may note that in case of over-subscription, allotment will be on proportionate basis as detailed under "*Basis of Allotment*" in the chapter titled "*Issue Procedure*" beginning on page no. 172 of this Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 253 (2) of SEBI (ICDR) Regulations, as amended from time to time.
  - 15) An investor cannot make an application for more than the number of Equity Shares offered in this Issue, subject to the maximum limit of investment prescribed under relevant laws applicable to each category of investor.
  - 16) An over-subscription to the extent of 10% 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 10% 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 lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
  - 17) Under subscription, if any, in any of the categories, would be allowed to be met with spill-over from any of the other categories or a combination of categories at the discretion of our Company in consultation with the Lead Manager and Designated Stock Exchange. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines
  - 18) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoters to the persons who receive allotments, if any, in this Issue.
  - 19) As on date of this Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoters or shareholders or any other person any option to receive Equity Shares after the Issue.
  - 20) As on date of this Prospectus, the entire issued share capital of our Company is fully paid-up. The Equity Shares issued through this Public Issue will be fully paid up.
  - 21) There shall be only one denomination of Equity Shares of our Company unless otherwise permitted by law. Our Company shall comply with disclosure and accounting norms as may be specified by SEBI from time to time.
  - 22) Since the entire application money is being called on application, all successful applications, shall be issued fully paid up shares only. Also, as on the date of this Prospectus the entire pre-issue share capital of the Company has been made fully paid up.

- 23) We have not issued any Equity Shares out of revaluation reserves. We have not issued any Equity Shares for consideration other than cash except as stated in this Prospectus.
- 24) As on date of this Prospectus, there are no outstanding ESOP's, warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares, nor has the company ever allotted any equity shares pursuant to conversion of ESOP's till date.
- 25) Our Company shall ensure that transactions in the Equity Shares by our Promoters and our Promoter Group between the date of this Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
- 26) Our Promoters and Promoter Group will not participate in the Issue.
- 27) Our Company has not revalued its assets and we do not have any revaluation reserves till date.
- 28) Our Company has not made any public issue (including any rights issue to the public) since its incorporation.



## SECTION V – PARTICULARS OF THE ISSUE

### OBJECTS OF THE ISSUE

#### Issue Proceeds & Net Issue Proceeds

The details of the proceeds of the Issue are set forth in the table below:

(₹ in lakhs)		
Sr. No.	Particulars	Amount
1	Gross Proceeds of the Issue	135.20
2	Issue related Expenses <sup>(1)</sup>	29.64
	<b>Net Proceeds of the Issue</b>	<b>105.56</b>

<sup>(1)</sup> The Issue related expenses are estimated expenses and subject to change.

#### Net Issue

The Objects of the Net Issue is to raise funds for:

- (a) Redemption of Preference Shares
- (b) Acquisition of R & D facility and Registered Office on a long term basis
- (c) General Corporate Purpose

Further, our Company expects that the listing of the Equity Shares will enhance our visibility and our brand image among our existing and potential customers.

The Main Objects clause as set out in the Memorandum of Association enables our Company to undertake its existing activities and the activities for which funds are being raised by the Company through the Present Issue. Further, we confirm that the activities that we have been conducting until now are in accordance with the objects clause of our Memorandum of Association.

#### Proposed Schedule of Implementation and Deployment of the Net Proceeds

The Net Proceeds of the Issue (“Net Proceeds”) are currently expected to be deployed in accordance with the schedule as stated below:

(₹ in lakhs)			
Sr. No.	Object	Amount to be funded from Net Proceeds	Amount to be funded in F. Y. 2019 – 20
1.	Redemption of Preference Shares	28.59	28.59
2.	Acquisition of R & D facility and Registered Office on a long term basis	75.00	75.00
3.	General Corporate Purpose	1.97	1.97
	<b>Total</b>	<b>105.56</b>	<b>105.56</b>

#### Requirement of Funds and Means of Finance

The fund requirements mentioned above are based on the internal management estimates of our Company and have not been verified or appraised by any bank, financial institution or any other external agency. They are based on current circumstances of our business and our Company may have to revise its estimates from time to time on account of various factors beyond its control, such as market conditions, competitive environment, costs of commodities and interest or exchange rate fluctuations. Consequently, the fund requirements of our Company are subject to revisions in the future at the discretion of the management. In the event of any shortfall of funds for the activities proposed to be financed out of the Net Proceeds as stated above, our Company may re-allocate the Net Proceeds to the activities where such shortfall has arisen, subject to compliance with applicable laws. Further, in

case of a shortfall in the Net Proceeds or cost overruns, our management may explore a range of options including utilising our internal accruals or seeking debt financing.

The entire fund requirements are to be financed from the Net Issue Proceeds, and there is no requirement to make firm arrangements of finance under Regulation 230(1)(e) of the SEBI Regulations through verifiable means towards at least 75% of the stated means of finance, excluding the amounts to be raised through the Issue.

For further details on the risks involved in our proposed fund utilization, please refer the “*Risk Factor – 13 - Our funding requirements and deployment of the issue proceeds are based on management estimates and have not been independently appraised by any bank or financial institution and is not subject to any monitoring by any independent agency and our Company’s management will have flexibility in utilizing the Proceeds from the Issue*” on page no. 15 of this Prospectus.

## DETAILS OF THE FUND REQUIREMENTS

### 1) Redemption of Preference Shares

Our Company, vide Investment Agreement dated October 10, 2017 has issued 8% Convertible Preference Shares to Society for Innovation and Entrepreneurship (“SINE”) in two tranches (i) 1,50,000 8% Convertible Preference Shares of ₹ 10 each issued at par aggregating to ₹ 15.00 lakhs (“**Tranche A Preference Shares**”) and (ii) 1,00,000 8% Convertible Preference Shares of ₹ 10 each issued at par aggregating to ₹ 10.00 lakhs (“**Tranche B Preference Shares**”). The proceeds of the Tranche A and Tranche B Preference Shares have been utilized for the Working Capital needs of the Company.

Further, vide Addendum to Investment Agreement dated February 01, 2019 SINE and the Company have mutually decided to change the Convertible Preference Shares to Compulsorily redeemable Preference Shares (“**CRPS**”), subject to our Company completing the necessary RoC formalities. Accordingly, our Company through the proceeds of the Issue proposes to redeem the entire Tranche A and B Preference Shares. The total cost of redemption of the Preference Shares at a yield of 8% as per the terms of the Shareholders Agreement aggregates to ₹ 28.59 lakhs as on the date of this Prospectus, assuming the redemption date as August 31, 2018. In case the actual redemption date is earlier or later than our assumed date, the resultant excess or shortfall amount will be adjusted to General Corporate Purposes or from Internal Accruals.

The Addendum to Investment Agreement dated February 01, 2019 with SINE states certain terms and conditions in connection with the redemption of the now Compulsorily Redeemable Preference Shares which are as follows:

- a. The Company and the Promoters to redeem these CRPS within a period of 12 months from the date of signing of the addendum agreement at the option of the Company.
- b. The Company shall pay dividend at pre-decided 8% coupon rate from the date of initial investment accumulated till redemption date.

For details on risks relating to this object, please see the risk factor - “6. We intend to utilize a portion of the Issue Proceeds for redemption of our existing Preference Shares. The terms of such redemption are subject to the Investment Agreement and the Addendum to Investment Agreement entered into between our Company and Society for Innovation and Entrepreneurship (“the Investor”).” on page no. 15 of this Prospectus.

We further confirm that the Preference Shares proposed to be redeemed from the proceeds of the Issue are held by SINE and that SINE is not a part of the Promoter and Promoter Group of the Company. Further, as on date of this Prospectus, SINE holds 3,864 (1.00%) Equity Shares in the Company.

### 2) Acquisition of R & D facility and Registered Office on a long term basis

Our company is a design, development and distribution company for therapeutic device named as “Vestibulator”. Our product is a MedTech based innovative product and required constant R & D for upgradation and improvement along with empirical studies. We do not currently have a dedicated R & D centre and the same is carried out from

our current registered office and/ or from a facility at the hospital run by our promoter group entity, Centrium Healthcare Services Pvt. Ltd. from time to time. We believe that a dedicated R & D facility is required and we have identified a property, which is currently owned by one of our Promoter- Mr. Aslam Khan. Similarly, we operate out of our Registered Office, which is currently not owned by our Company. This office is owned by our Promoters Group – Mrs. Rehana Khan.

Being a private limited closely held company since incorporation, we had not regularised our arrangement for the said office as per market norms. Further, being a small and startUp Company, we do not wish to substantially increase our rent expenditure for the R & D facility and the Registered Office, being paid to the respective owners in the near term as the same would affect our bottom line numbers materially at this stage. Hence, we have finalised the terms of arrangement dated June 25, 2019 and have also entered into an agreement dated August 05, 2019 for the R & D facility and entered into an agreement dated June 26, 2019 for the Registered Office, with the respective owners of these assets. Accordingly, we propose to pay an interest free refundable security deposit to the owners of the R & D Facility and our Registered Office of ₹ 50.00 lakhs and ₹ 25.00 lakhs, respectively, in order to compensate for the zero rent. The payment of interest free refundable security deposits is proposed to be funded from the net proceeds of this Issue. We believe this would help us secure hassle free possession of the required properties for the coming years, ensure lower operating costs and hence improve overall profitability.

### 3) General Corporate Purpose

Our management will have flexibility to deploy ₹ 1.97 lakhs, aggregating to 1.86 % of the Net Proceeds of the Issue towards general corporate purposes, including but not restricted to strategic initiatives, partnerships, joint ventures and acquisitions, meeting exigencies which our Company may face in the ordinary course of business, to renovate and refurbish certain of our existing Company owned/leased and operated facilities or premises, towards brand promotion activities or repayment of liabilities (on demand) if any or any other purposes as may be approved by our Board , subject to compliance with the necessary provisions of the Companies Act.

Our management, in accordance with the policies of the Board, will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that in terms of Regulation 230 (2) of the SEBI ICDR Regulations, the extent of the Net Proceeds according to this Prospectus, proposed to be used for general corporate purposes, shall not exceed 25% of the amount raised by our Company through the Issue of Equity Shares.

### ISSUE RELATED EXPENSES

The total estimated Issue Expenses are ₹ 29.64 lakhs, which is 21.93 % of the total Issue Size. The details of the Issue Expenses are tabulated below:

Sr. No.	Particulars	Amount (₹ in lakhs)	% of Total Expenses	% of Total Issue size
1	Issue Management fees including fees and payment to other intermediaries such as Legal Advisors, Registrars and other out of pocket expenses.	24.01	80.99 %	17.76 %
2	Brokerage and selling commission <sup>(2)(3)(4)</sup>	0.14	0.46 %	0.10 %
3	Printing & Stationery, Distribution, Postage, etc.	1.00	3.37 %	0.74 %
4	Advertisement and Marketing Expenses	2.00	6.75 %	1.48 %
5	Stock Exchange Fees, Regulatory and other Expenses	2.50	8.43 %	1.85 %
<b>Total</b>		<b>29.64</b>	<b>100.00 %</b>	<b>21.93 %</b>

<sup>(1)</sup> The SCSBs and other intermediaries will be entitled to a commission of ₹ 10/- per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them.

<sup>(2)</sup> The SCSBs would be entitled to processing fees of ₹ 10/- per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.

<sup>(3)</sup> Further the SCSBs and other intermediaries will be entitled to selling commission of 0.01% of the Amount Allotted (product of the number of Equity Shares Allotted and the Issue Price) for the forms directly procured by them and uploaded on the electronic system of the Stock Exchange by them.

The Issue expenses are estimated expenses and subject to change. The Issue expenses shall be payable within 30 working days post the date of receipt of the final invoice from the respective Intermediaries by our Company.

### **Appraisal and Bridge Loans**

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

### **Year wise Deployment of Funds / Schedule of Implementation**

As on the date of this Prospectus, no funds have been deployed on these objects. The entire Issue size is proposed to be deployed in the Financial Year 2019 – 20.

### **Monitoring of Utilization of Funds**

Since the proceeds from the Fresh Issue do not exceed ₹ 10,000 lakhs, in terms of Regulation 262 of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of this Issue. Our Board and Audit Committee will monitor the utilisation of the proceeds of the Issue. Our Company will disclose the utilization of the Net Proceeds under a separate head in our balance sheet along with the relevant details, for all such amounts that have not been utilized. Our Company will indicate investments, if any, of unutilised Net Proceeds in the balance sheet of our Company for the relevant fiscals subsequent to receipt of listing and trading approvals from the Stock Exchange.

Pursuant to the SEBI Listing Regulations, our Company shall disclose to the Audit Committee of the Board of Directors the uses and applications of the Net Proceeds. Our Company shall prepare a statement of funds utilised for purposes other than those stated in this Prospectus and place it before the Audit Committee of the Board of Directors, as required under applicable law. Such disclosure shall be made only until such time that all the Net Proceeds have been utilised in full. The statement shall be certified by the statutory auditor of our Company. Furthermore, in accordance with the Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchange on a half yearly basis, a statement indicating (i) deviations, if any, in the utilisation of the proceeds of the Issue from the objects of the Issue as stated above; and (ii) details of category wise variations in the utilisation of the proceeds from the Issue from the objects of the Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results, after placing the same before the Audit Committee of the Board of Directors.

### **Interim Use of Funds**

Pending utilization of the Net Proceeds for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act. Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets.

### **Working Capital Requirement**

Our Company currently funds its working capital needs through its internal accruals and they intend to continue to do so in the future. Hence no amount is proposed to be utilised for Working Capital from the Net Proceeds of this Issue.

### **Variation in Objects**

In accordance with Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Issue without our Company being authorised to do so by the Shareholders by way of a special resolution. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act. The notice in respect of such resolution to Shareholders shall simultaneously be published in the newspapers, one in English and one in Regional language of the jurisdiction where our Registered Office is situated. The Shareholders who do not agree to the above stated proposal, our Promoters or controlling Shareholders will be required to provide an exit opportunity to such dissenting Shareholders, 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**

Except as mentioned under the section 'Details of Funds Requirement' in this Chapter above, no part of the Net Proceeds will be paid by our Company as consideration to our Promoters, our board of Directors, our Key Management Personnel or Group Companies except in the normal course of business in compliance with applicable law.

## BASIS OF ISSUE PRICE

The Issue Price has been determined by our Company in consultation with the Lead Manager on the basis of the key business strengths. The face value of the Equity Shares is ₹ 10 and Issue Price is ₹ 130 per Equity Shares and is 1.3 time of the face value. Investors should read the following basis with the sections titled “Risk Factors” and “Financial Information” and the chapter titled “Our Business” beginning on page nos. 15, 115 and 75 respectively of this Prospectus to get a more informed view before making any investment decisions.

### Qualitative Factors

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

- Qualified Management Team
- Research and Development
- User Friendly Device
- Quality Assurance

For more details on qualitative factors, refer to chapter “Our Business” on page no. 75 of this Prospectus.

### Quantitative Factors

The information presented in this section for the financial years ended March 31, 2019, 2018 and 2017 is derived from our Restated Financial Statements. For more details on financial information, investors please refer the chapter titled “Financial Statements” on page no. 115 of this Prospectus.

Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the price are as follows:

#### 1) Basic and Diluted Earnings / Loss Per Share (“EPS”)

Year ended March 31,	Basic & Diluted	
	EPS (in ₹) <sup>(1)</sup>	Weights
2019	(2.51)	3
2018	(3.24)	2
2017	(1.60)	1
<b>Weighted Average</b>	<b>(2.60)</b>	

<sup>(1)</sup> Based on Restated Financials of our Company

#### Notes:

a. Basic EPS has been calculated as per the following formula:

$$\text{Basic EPS (₹)} = \frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Weighted average number of Equity Shares outstanding during the year/period}}$$

b. Diluted EPS has been calculated as per the following formula:

$$\text{Diluted EPS (₹)} = \frac{\text{Net profit/ (loss) as restated, attributable to Equity Shareholders}}{\text{Diluted Weighted average number of Equity Shares outstanding during the year/period}}$$

c. Earnings per share calculations are in accordance with Accounting Standard 20 “Earnings per Share” prescribed by the Companies (Accounting Standard) Rules, 2006



2) **Price Earnings Ratio (“P/E”) in relation to the Price of ₹ 130 per share of ₹ 10 each**

Particulars	P/E
P/E ratio based on Basic and Diluted EPS as at March 31, 2019	51.79
P/E ratio based on Weighted Average EPS	49.97

Industry P/E <sup>(1)</sup>	
Highest – Emergent Energy (Pty) Limited	113.7
Lowest – Hariyana Ship Breakers Limited	4.10
Industry Average	20.10

<sup>(1)</sup> Source: Capital Market, Vol. XXXIV/12, Jul 29 – Aug 11, 2019; Segment: Miscellaneous

3) **Return on Net worth (RoNW)**

Year ended March 31,	RoNW (%)	Weight
2019	-28.22%	3
2018	-28.37%	2
2017	-27.59%	1
<b>Weighted Average</b>	<b>-28.17%</b>	

**Note:** Return on Net worth has been calculated as per the following formula:

a)  $\text{RoNW} = \text{Return on Net worth (\%)} = \frac{\text{Restated Profit After Tax} / \text{Restated Network}}{100}$

4) **Minimum Return on Net Worth (RoNW) after Issue needed to maintain the Pre-Issue Basic & diluted EPS for the FY 2019-20 (based on Restated Financials) at the Issue Price of ₹ 130 is NOT APPLICABLE, as EPS was negative in the FY 2019-20.**

5) **Net Asset Value (NAV)**

Financial Year	NAV (₹)
NAV as at March 31, 2019*	0.40
NAV after Issue	35.00
Issue Price (₹)	130.00

\* NAV as at March 31, 2019 post issue of bonus shares in the ratio of 6:1 on April 09, 2019 was 0.06.

**Note:**

Net Asset Value Per Equity Share is being calculated by using the formula:  $\frac{\text{Restated Net Worth at the end of the year} - \text{Preference Capital}}{\text{Actual Number of Equity Shares outstanding at end of the year / period}}$

6) **Comparison with Industry Peers**

We believe that there is no other listed company which is specifically comparable to us w.r.t. our business model, size and financials.

7) The Company in consultation with the Lead Manager believes that the Issue price of ₹ 130 per share for the Public Issue is justified in view of the above parameters. The investors may also want to peruse the Risk Factors and Financials of the company including important profitability and return ratios, as set out in the Financial Statements included in this Prospectus to have more informed view about the investment proposition. The Face Value of the Equity Shares is ₹ 10 per share and the Issue Price is 13 times of the face value i.e. ₹ 10 per share.

## STATEMENT OF SPECIAL TAX BENEFITS

To  
The Board of Directors,  
**Transpact Enterprises Limited**  
204 2<sup>nd</sup> Floor,  
Timmy Arcade,  
Makwana Road Marol,  
Andheri (East)  
Mumbai - 400059

Dear Sirs,

**Sub: Statement of Possible Special Tax Benefits available to Transpact Enterprises Limited and its shareholders prepared in accordance with Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI Regulations”) and the Companies Act, 2013, as amended (the “Act”).**

We hereby report that the enclosed annexure prepared by Transpact Enterprises Limited, states the possible special tax benefits available to Transpact Enterprises Limited (‘the Company’) and the shareholders of the Company under the Income Tax Act, 1961 (‘Act’), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the special tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the company may or may not choose to fulfill.

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

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

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

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

Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its Issue, which may have a material effect on the discussions herein.

This report including enclosed annexure is intended solely for your information and for the inclusion in the Draft Prospectus/ Prospectus or any other Issue related material in connection with the proposed initial public issue of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For M/s. A. R. Sodha & Co.**  
**Chartered Accountants**  
**Firm Registration No. 110324W**

Ca. A. R. Sodha  
Partner  
Membership No: 031878  
Place: Mumbai  
Date: June 20, 2019

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## ANNEXURE TO THE STATEMENT OF TAX BENEFITS

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

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

### **A. SPECIAL TAX BENEFITS TO THE COMPANY**

NIL

### **B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER**

NIL

#### **Note:**

1. All the above statements 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.
3. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, 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.
4. We have not commented on the taxation aspect under any law for the time being in force, as applicable, of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.

## SECTION VI – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

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

### GLOBAL ECONOMIC SCENARIO

One year ago economic activity was accelerating in almost all regions of the world and the global economy was projected to grow at 3.9 percent in 2018 and 2019. One year later, much has changed: the escalation of US–China trade tensions, macroeconomic stress in Argentina and Turkey, disruptions to the auto sector in Germany, tighter credit policies in China, and financial tightening alongside the normalization of monetary policy in the larger advanced economies have all contributed to a significantly weakened global expansion, especially in the second half of 2018. With this weakness expected to persist into the first half of 2019, the World Economic Outlook (WEO) projects a decline in growth in 2019 for 70 percent of the global economy. Global growth, which peaked at close to 4 percent in 2017, softened to 3.6 percent in 2018, and is projected to decline further to 3.3 percent in 2019. Although a 3.3 percent global expansion is still reasonable, the outlook for many countries is very challenging, with considerable uncertainties in the short term, especially as advanced economy growth rates converge toward their modest long-term potential.

With improvements expected in the second half of 2019, global economic growth in 2020 is projected to return to 3.6 percent. This return is predicated on a rebound in Argentina and Turkey and some improvement in a set of other stressed emerging market and developing economies, and therefore subject to considerable uncertainty. Beyond 2020 growth will stabilize at around 3½ percent, bolstered mainly by growth in China and India and their increasing weights in world income. Growth in advanced economies will continue to slow gradually as the impact of US fiscal stimulus fades and growth tends toward the modest potential for the group, given ageing trends and low productivity growth. Growth in emerging market and developing economies will stabilize at around 5 percent, though with considerable variance between countries as subdued commodity prices and civil strife weaken prospects for some.

Across emerging market and developing economies, the recent softening of inflation gives central banks the option of becoming accommodative, especially where output is below potential and inflation expectations are anchored. Debt has increased rapidly across many economies. Fiscal policy should therefore focus on containing debt while prioritizing needed infrastructure and social spending over recurrent expenditure and poorly targeted subsidies. This is particularly important in low-income developing economies to help them advance toward the United Nations Sustainable Development Goals. Macroprudential policies should ensure adequate capital and liquidity buffers to guard against disruptive shifts in global portfolios. Efforts to minimize balance sheet currency and maturity mismatches remain vital at a time when financial sentiment can rapidly switch to risk-off mode and will also ensure that these vulnerabilities do not hinder the essential buffering role of flexible exchange rates.

*(Source: World Economic Outlook Report, April 2019)*

## Overview of the World Economic Outlook Projection

(Percent change, unless noted otherwise)

	Year over Year						Q4 over Q4 2/		
	2017	2018	Projections		Difference from April 2019 WEO Projections 1/		2018	Projections	
			2019	2020	2019	2020		2019	2020
<b>World Output</b>	3.8	3.6	3.2	3.5	-0.1	-0.1	3.3	3.4	3.5
Advanced Economies	2.4	2.2	1.9	1.7	0.1	0.0	2.0	1.8	1.8
United States	2.2	2.9	2.6	1.9	0.3	0.0	3.0	2.3	1.9
Euro Area	2.4	1.9	1.3	1.6	0.0	0.1	1.2	1.6	1.5
Germany 3/	2.2	1.4	0.7	1.7	-0.1	0.3	0.6	1.2	1.2
France	2.3	1.7	1.3	1.4	0.0	0.0	1.2	1.3	1.4
Italy	1.7	0.9	0.1	0.8	0.0	-0.1	0.0	0.5	0.9
Spain	3.0	2.6	2.3	1.9	0.2	0.0	2.3	2.1	1.9
Japan	1.9	0.8	0.9	0.4	-0.1	-0.1	0.3	0.2	1.4
United Kingdom	1.8	1.4	1.3	1.4	0.1	0.0	1.4	1.2	1.6
Canada	3.0	1.9	1.5	1.9	0.0	0.0	1.6	1.8	1.7
Other Advanced Economies 4/	2.9	2.6	2.1	2.4	-0.1	-0.1	2.3	2.4	2.4
Emerging Market and Developing Economies	4.8	4.5	4.1	4.7	-0.3	-0.1	4.5	4.8	4.9
Commonwealth of Independent States	2.2	2.7	1.9	2.4	-0.3	0.1	3.1	2.2	1.4
Russia	1.6	2.3	1.2	1.9	-0.4	0.2	2.9	2.0	1.0
Excluding Russia	3.5	3.9	3.5	3.7	0.0	0.0	...	...	...
Emerging and Developing Asia	6.6	6.4	6.2	6.2	-0.1	-0.1	6.0	6.3	6.1
China	6.8	6.6	6.2	6.0	-0.1	-0.1	6.4	6.1	5.9
India 5/	7.2	6.8	7.0	7.2	-0.3	-0.3	5.8	7.7	7.1
ASEAN-5 6/	5.3	5.2	5.0	5.1	-0.1	-0.1	5.2	5.0	5.3
Emerging and Developing Europe	6.1	3.6	1.0	2.3	0.2	-0.5	0.7	1.4	3.3
Latin America and the Caribbean	1.2	1.0	0.6	2.3	-0.8	-0.1	0.3	1.0	2.1
Brazil	1.1	1.1	0.8	2.4	-1.3	-0.1	1.1	1.3	2.5
Mexico	2.1	2.0	0.9	1.9	-0.7	0.0	1.6	1.3	1.6
Middle East, North Africa, Afghanistan, and Pakistan	2.1	1.6	1.0	3.0	-0.5	-0.2	...	...	...
Saudi Arabia	-0.7	2.2	1.9	3.0	0.1	0.9	3.6	2.4	2.8
Sub-Saharan Africa	2.9	3.1	3.4	3.6	-0.1	-0.1	...	...	...
Nigeria	0.8	1.9	2.3	2.6	0.2	0.1	...	...	...
South Africa	1.4	0.8	0.7	1.1	-0.5	-0.4	0.2	1.0	0.3
<i>Memorandum</i>									
Low-income Developing Countries	4.7	4.9	4.9	5.1	-0.1	0.0	...	...	...
World Growth Based on Market Exchange Rates	3.2	3.0	2.7	2.9	0.0	0.0	2.8	2.7	2.8
<b>World Trade Volume (goods and services) 7/</b>	5.5	3.7	2.5	3.7	-0.9	-0.2	...	...	...
Advanced Economies	4.4	3.1	2.2	3.1	-0.6	0.0	...	...	...
Emerging Market and Developing Economies	7.4	4.7	2.9	4.8	-1.4	-0.3	...	...	...
<b>Commodity Prices (US dollars)</b>									
Oil 8/	23.3	29.4	-4.1	-2.5	9.3	-2.3	9.5	4.3	-7.0
Nonfuel (average based on world commodity import weights)	6.4	1.6	-0.6	0.5	-0.4	-0.6	-1.8	2.5	0.6
<b>Consumer Prices</b>									
Advanced Economies	1.7	2.0	1.6	2.0	0.0	-0.1	1.9	1.9	1.8
Emerging Market and Developing Economies 9/	4.3	4.8	4.8	4.7	-0.1	0.0	4.2	4.1	4.0
<b>London Interbank Offered Rate (percent)</b>									
On US Dollar Deposits (six month)	1.5	2.5	2.4	2.3	-0.8	-1.5	...	...	...
On Euro Deposits (three month)	-0.3	-0.3	-0.3	-0.3	0.0	-0.1	...	...	...
On Japanese Yen Deposits (six month)	0.0	0.0	0.0	0.0	0.0	0.0	...	...	...

Note: Real effective exchange rates are assumed to remain constant at the levels prevailing during April 26–May 24, 2019. Economies are listed on the basis of economic size. The aggregated quarterly data are seasonally adjusted.

WEO = *World Economic Outlook*.

(Source: [World economy update](#), July 23, 2019)



## INDIAN ECONOMIC SCENARIO

### Indian Scenario

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

### Market size

India's GDP is estimated to have increased 7.2 per cent in 2017-18 and 7 per cent in 2018-19. India has retained its position as the third largest startup base in the world with over 4,750 technology start-ups.

India's labour force is expected to touch 160-170 million by 2020, based on rate of population growth, increased labour force participation, and higher education enrolment, among other factors, according to a study by ASSOCHAM and Thought Arbitrage Research Institute.

India's foreign exchange reserves were US\$ 405.64 billion in the week up to March 15, 2019, according to data from the RBI.

### Recent Developments

With the improvement in the economic scenario, there have been various investments in various sectors of the economy. The M&A activity in India reached record US\$ 129.4 billion in 2018 while private equity (PE) and venture capital (VC) investments reached US\$ 20.5 billion. Some of the important recent developments in Indian economy are as follows:

- During 2018-19 (up to February 2019), merchandise exports from India have increased 8.85 per cent year-on-year to US\$ 298.47 billion, while services exports have grown 8.54 per cent year-on-year to US\$ 185.51 billion.
- Nikkei India Manufacturing Purchasing Manager' Index (PMI) reached a 14-month high in February 2019 and stood at 54.3.
- Net direct tax collection for 2018-19 had crossed Rs 10 trillion (US\$ 144.57 billion) by March 16, 2019, while goods and services tax (GST) collection stood at Rs 10.70 trillion (US\$ 154.69 billion) as of February 2019.
- Proceeds through Initial Public Offers (IPO) in India reached US\$ 5.5 billion in 2018 and US\$ 0.9 billion in Q1 2018-19.
- India's Foreign Direct Investment (FDI) equity inflows reached US\$ 409.15 billion between April 2000 and December 2018, with maximum contribution from services, computer software and hardware, telecommunications, construction, trading and automobiles.
- India's Index of Industrial Production (IIP) rose 4.4 per cent year-on-year in 2018-19 (up to January 2019).
- Consumer Price Index (CPI) inflation stood at 2.57 per cent in February 2019.
- Net employment generation in the country reached a 17-month high in January 2019.

(Source: <https://www.ibef.org/economy/indian-economy-overview>)

## OVERVIEW OF THE GLOBAL MEDICAL DEVICE INDUSTRY

Medical Device industry has been widely regulated across the globe and offers unique challenges and growth opportunities. Recent detection of deadly epidemics such as H1N1, Ebola has drastically changed the market demand for advanced medical devices. World Health Organization (WHO) also has provided the guidelines for nations and regions to follow the practices for best manufacturing of medical devices so that it can ensure the deliverance of good quality, efficacy and safety in terms of medical facilities. The collaboration of innovative technologies with existing health technologies to provide better health treatment and facilities is the chief priority for health care industry.

## Market Size and Forecast (2016-2024)

The global market for medical device is anticipated to reach USD 532.2 billion by 2024 from USD 380.0 billion in 2016 at a CAGR of 4.3% during the forecast period.

North America acquires approximately 40% revenue share of the global medical device market in 2016 and is anticipated to dominate global medical device market due to large number of ageing residents with multiple chronic health issues. The major share of market is occupied by manufacturing industries of medical devices in the U.S. where surgical devices has captured largest share of the market accounted for about 30% of VOS (value of shipment). Also with improved clinical qualities, endoscopy has become the fastest growing segment in North America market which is accounted for 70% share of gastrointestinal endoscope market.

In terms of medical technology, Europe is the most diverse nation focusing entirely on innovative products and services. There are more than 500,000 medical technologies are registered in Europe. An average of 10.4% of gross domestic product (GDP) of the nation is spent on Europe healthcare industry which is likely to encourage the expansion of Europe medical device market.

In Asia-Pacific region, China and Japan captures 6% and 9% share of global medical device market. Asia-Pacific market is rising in wearable device manufacturing. The Asia-Pacific wearable medical devices market is projected to reach USD 3.8 billion by 2024 with CAGR 22% from USD 0.80 in 2016 billion during the forecast period.

(Source: <https://www.goldsteinresearch.com/report/global-medical-device-market-outlook-2024-global-opportunity-and-demand-analysis-market-forecast-2016-2024>)

## Market Trends

Emerging trends which have a direct impact on the dynamics of the medical device industry include the changing medical technology landscape, software as a differentiator in medical devices, and design and manufacturing of patient portable and smaller devices.

(Source: <https://www.lucintel.com/medical-device-market-2018.aspx>)

## New Markets

Although the US will continue to dominate the medical device industry in 2030, crossing US\$300 billion in sales<sup>31</sup>, the top five markets will also include China (in second place, with more than 25 percent of the global market at over US\$200 billion<sup>32</sup>) and India (fifth largest, with over US\$40 billion in revenues<sup>33</sup>). China and India are already growing at twice the pace of the overall market, driven by healthcare reform, local government incentives and overall rising demand for healthcare<sup>34 35</sup>. Both countries are also fast becoming innovation hubs – India is already known as the global center for frugal engineering, producing a number of indigenous (and low cost) devices with global market potential.

(Source: <https://assets.kpmg/content/dam/kpmg/xx/pdf/2017/12/medical-devices-2030.pdf>)

## Market Drivers and Challenges

Consumer awareness is the key factor to drive global market for medical device. Increasing market competitiveness and scope of strengthening the infrastructure facilities is likely to raise investment in medical industry. Popularity of wearable medical devices & portable devices to detect diabetes at early stage among consumers has increased the demand of medical technology sector.

Insufficient supplies of medicines in the laboratories and lack of medically trained staffs is the main obstacle for healthcare industry. It is the major concern mainly in under-developed and developing nations in case of detection of any epidemic. Lack of awareness, appropriate resource availability, lack of proper diagnostics and poor quality of health services has affected the major part of the African region.

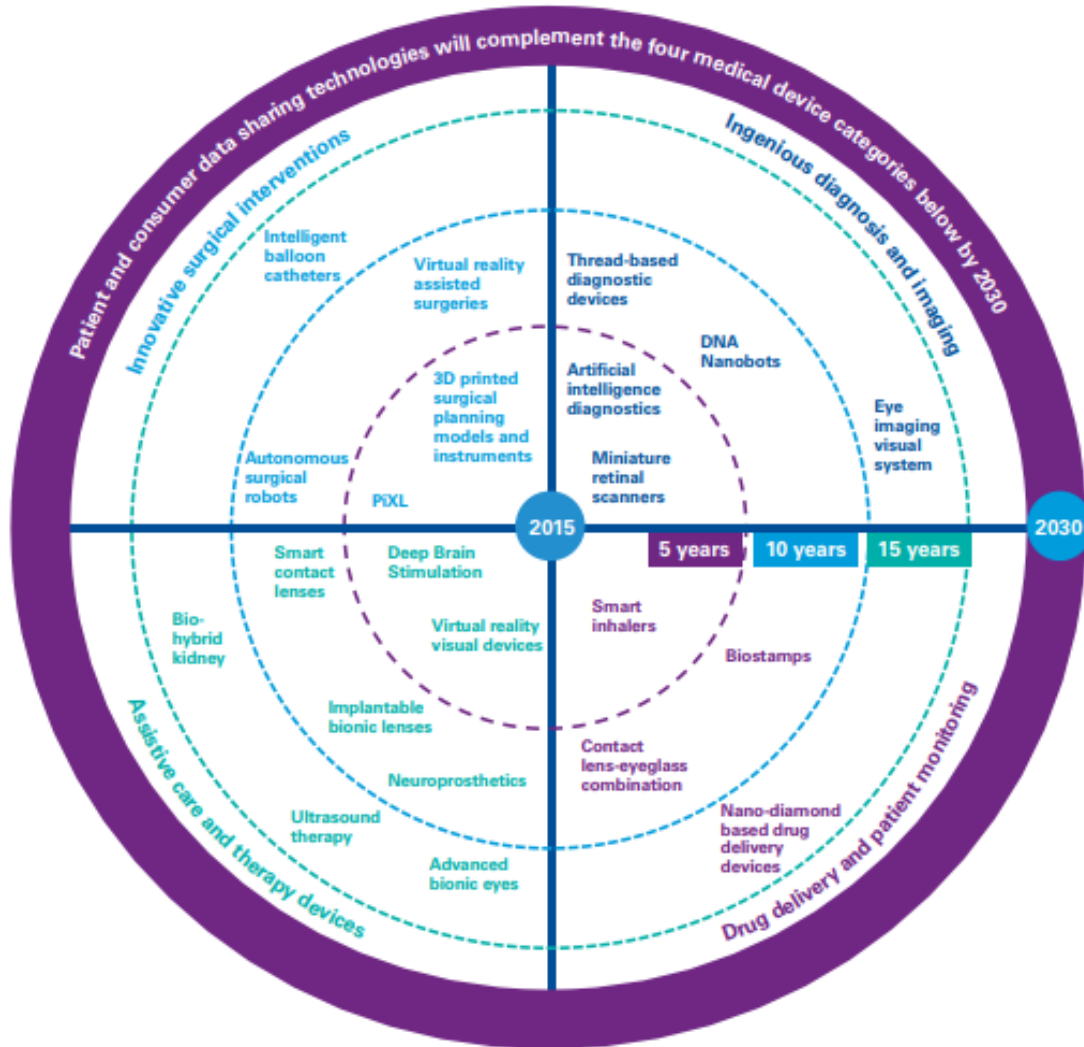
(Source: <https://www.goldsteinresearch.com/report/global-medical-device-market-outlook-2024-global-opportunity-and-demand-analysis-market-forecast-2016-2024>)

## Road Ahead

The future of the global medical device market looks good with opportunities in public and private hospitals. The global medical device market is expected to reach an estimated \$409.5 billion by 2023, and it is forecast to grow at a CAGR of 4.5% from 2018 to 2023. The major drivers for the growth of this market are healthcare expenditure, technological development, aging population, and chronic diseases.

(Source: <https://www.lucintel.com/medical-device-market-2018.aspx>)

## Medical Devices Technology Roadmap to 2030



(Source: <https://assets.kpmg/content/dam/kpmg/xx/pdf/2017/12/medical-devices-2030.pdf>)

## OVERVIEW OF THE INDIAN MEDICAL DEVICE INDUSTRY

The Indian medical device market is worth an estimated \$5.5 billion (without the inclusion of rural market potential) and is expected to exceed \$10 billion by the end of 2020. The medical device industry is a very attractive export sector for U.S. firms, which account for one quarter of exports to India. India imports nearly 80 percent of its medical devices, and barriers to entry are low compared to other industries. India remains highly dependent on imports for many types of medical devices, particularly higher end products that include cancer diagnostics, medical imaging, ultrasonic scans, and PCR technologies. Imports are growing rapidly as world-class hospital groups such as Max, Hinduja Group, Fortis and Apollo build high-end infrastructure and open India to medical tourism, which now adds \$2 billion to the Indian healthcare market.

(Source: <https://www.export.gov/article?id=India-Healthcare-and-Medical-Equipment>)

## Market Size

The industry has steadily grown and witnessed a surge from USD 2.02 billion in 2009 to USD 3.9 billion in 2015 at a Compound Annual Growth Rate (CAGR) of 15.8%. As per industry estimates, the Indian medical devices market will grow to USD 50 billion by 2025. Currently, India is counted among the top 20 global medical devices market and is the 4th largest medical devices market in Asia after Japan, China and South Korea. Equipment and Instruments (surgical and non-surgical) form the largest segment (53% of the Indian medical device industry), constituting about USD 2.7 Billion (2017), while the estimated market size of the consumer and durable segment is USD 1404 million.

(Source: <http://www.makeinindia.com/article/-/v/sector-survey-medical-devices>)

There are few key factors about operating in India that every serious player should be aware of. Foreign Direct Investment in medical device manufacturing sector is now possible without any prior approval. The Indian legal regime is robust and promotes innovation and commerce. Being a signatory to the TRIPS Agreement (Trade-Related Aspects of Intellectual Property Rights), India today boasts of strong patent, trademark and copyright protection within its territory.

(Source: <https://itrade.gov.il/india/2017/07/20/medical-devices-market-india/>)

## Growth Drivers

The demand for medical devices is predicted to rise so as to meet the demands of a growing population. According to the United Nations, India's population is set to touch 1.45 billion by 2028, making it the world's most populous nation. With socio-economic changes such as rapid urbanisation, demographic and lifestyle changes, the society is more prone to lifestyle-related ailments, including diabetes, obesity, stroke and cancer.

Also, out of the total population, the share of ageing population in 2011 was 5.3% and is expected to increase to 6% of the total population by 2021. With an increasingly ageing population, there will be a greater demand for better health care facilities and medical devices.

## Government Support

In the last two decades, the Medical Devices Industry has undergone a transformation - from being a domestic-industry- dominated sector prior to 1991 to conversion to import-dependence post - New Economic Policy-1991, to being a non-regulated sector prior to 2006 to regulation of 15 notified devices to the new Medical Device Rules announced in 2017.

The government has taken various steps to ensure that the medical devices sector is considered as significant as the other sectors. To take this further, a task force was constituted to implement a range of recommendations, including the segregation of medical devices from drugs. Currently, only 15 categories of medical devices are regulated as drugs. The new set of regulatory practices aims to remove these hurdles so as to prepare India to meet the Medical devices sector requirements. These new rules shall thus enhance ease of doing business and ensure availability of quality medical devices. Also, for the very first time, periodic renewal of licenses will not be required. Consequently, manufacturing and import licenses will be valid until it is suspended or cancelled. The rules also aim to promote a culture of self-compliance by manufacturers of medical devices. In addition, the manufacturing licences for certain medical devices are granted without prior audit of the manufacturing site. In such cases, the manufacturer has to do self- certification of compliance with the essential requirements and on the basis of such certification, the licence will be issued.

In 2017, the government also approved the National Health Policy, which envisages the realisation of quality health care through both promotive and preventive practices. Through this Policy, the health care system will be made stronger and registries will be established for diseases of public importance.

One of the most critical policies is the Draft National Medical Device Policy – 2015 that was proposed to strengthen the Medical Devices sector by reducing dependence on imports, thereby giving impetus to the 'Make in India'

initiative. Under this Policy, a single-window mechanism will be provided to the industry to not just focus on self-reliance, but also work towards making India the global hub of production in medical devices. Additionally, the Policy envisages interest subsidy for MSMEs, concession on power tariffs, seed capital and minimum or zero duty on raw materials, among others. Currently, the policy is awaiting inputs from stakeholders and their validation

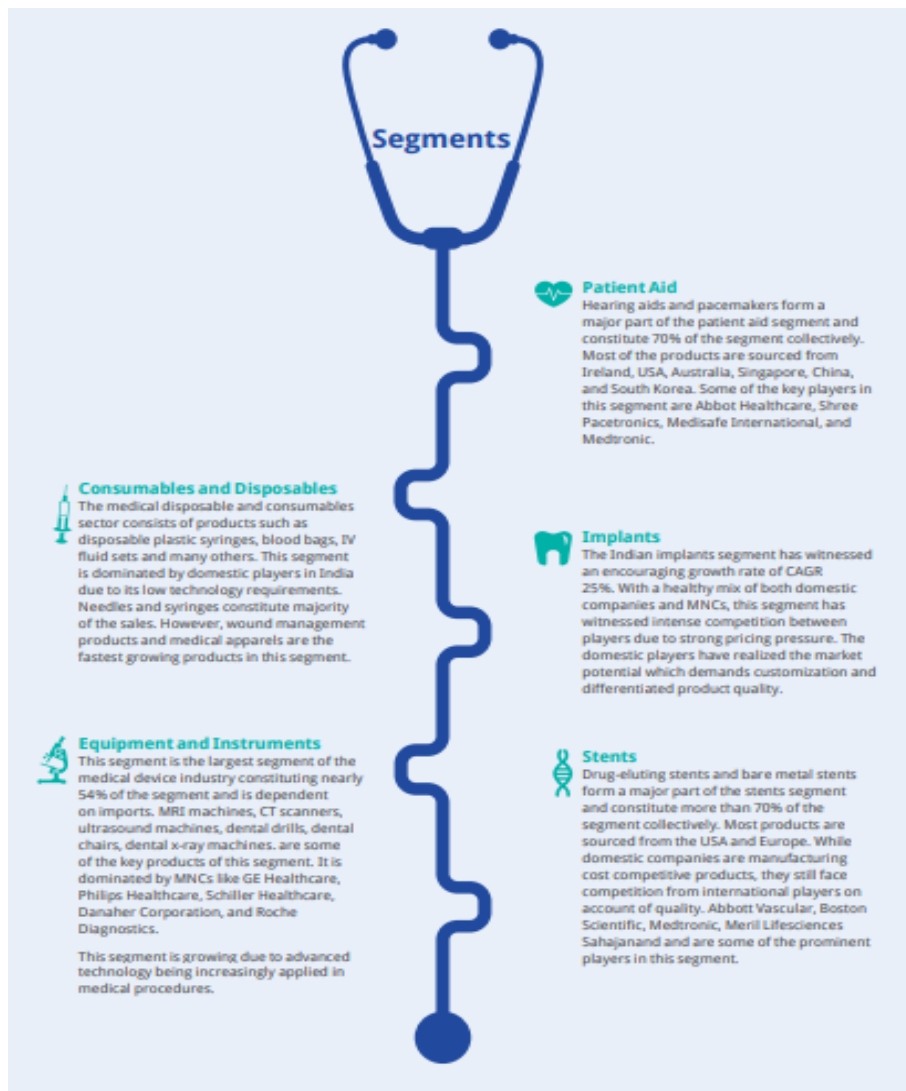
## Impact of GST on the Medical Devices Sector

Medical Devices, including surgical instruments, attract 6% central excise duty and 5% Value Added Tax (VAT) and along with CST, octroi, entry tax etc. comes to more than 13%. With the new Goods and Services Tax regime, the rate is 12%. This new rate is advantageous to achieve lower costs of manufacturing, and thereby proving beneficial to consumers.

Technological advancement and expertise coupled with government support has proved to be advantageous for the sector. With Medical Parks planned in Gujarat, Andhra Pradesh and Maharashtra and emphasis on excellence in Research and Development (R & D), the medical devices industry in India is poised to cross a market size of USD 50 billion by 2025.

(Source: <http://www.makeinindia.com/article/-/v/sector-survey-medical-devices>)

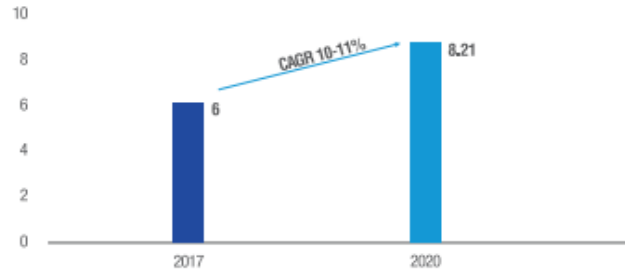
## Segments



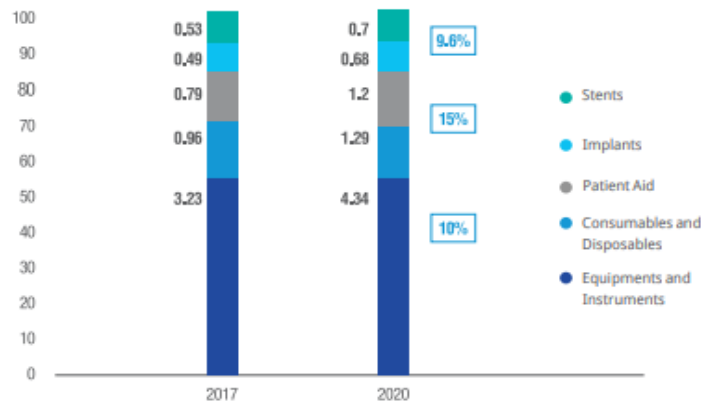
(Source: [https://www.advamed.org/sites/default/files/resource/medical\\_industry\\_in\\_india\\_-\\_the\\_evolution\\_landscape\\_opportunities\\_and\\_challenges\\_white\\_paper.pdf](https://www.advamed.org/sites/default/files/resource/medical_industry_in_india_-_the_evolution_landscape_opportunities_and_challenges_white_paper.pdf))

## Road Ahead

Medical Device Industry in India



Medical Device Industry in India 2020



(Source: [https://www.advamed.org/sites/default/files/resource/medical\\_industry\\_in\\_india\\_-\\_the\\_evolution\\_landscape\\_opportunities\\_and\\_challenges\\_white\\_paper.pdf](https://www.advamed.org/sites/default/files/resource/medical_industry_in_india_-_the_evolution_landscape_opportunities_and_challenges_white_paper.pdf))

## CEREBRAL PALSY

### Introduction

Cerebral palsy (CP) refers to a group of disorders that affect muscle movement and coordination. In many cases, vision, hearing, and sensation are also affected.

The word “cerebral” means having to do with the brain. The word “palsy” means weakness or problems with body movement.

CP is the most common cause of motor disabilities in childhood. According to the Centers for Disease Control and Prevention (CDC), it affects at least 1.5 to 4 out of every 1,000 children worldwide.

(Source: <https://www.healthline.com/health/cerebral-palsy>)

### Current Scenario Globally

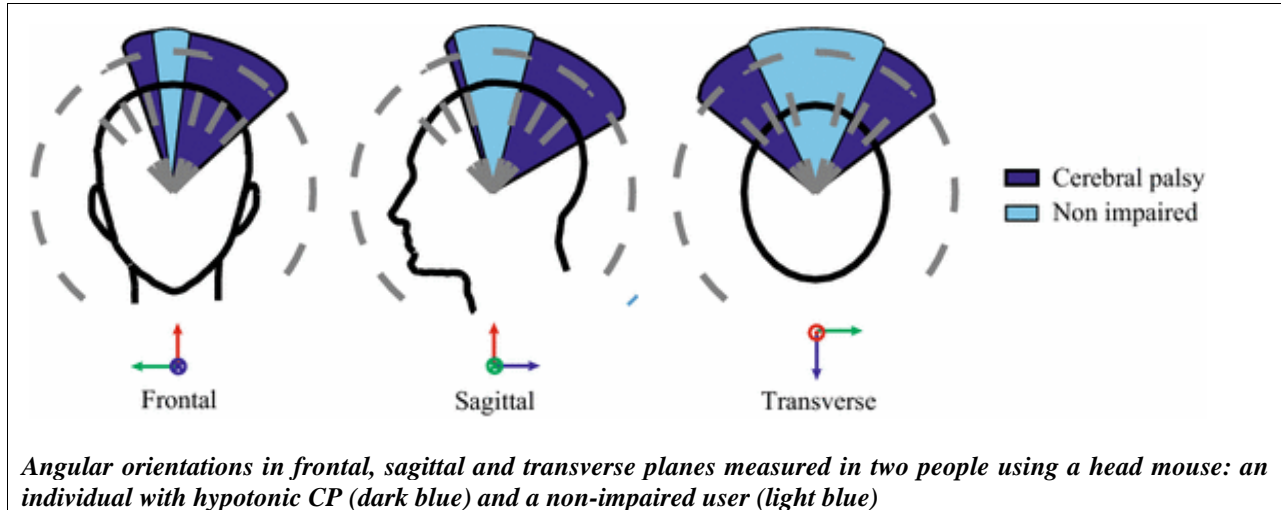
Cerebral palsy is caused by abnormal development of part of the brain or by damage to parts of the brain that control movement. This damage can occur during pregnancy, during birth, or shortly after birth.

There are more than 17 million people living with cerebral palsy (CP) in the world. CP is the most common physical disability in childhood. It primarily affects movement, but people with CP may also have visual, learning, hearing,



speech, epilepsy and intellectual impairments and the impact can range from a weakness in muscles to almost a complete lack of voluntary movement. It is a complex disability: 1 in 4 children with CP cannot talk, 1 in 3 cannot walk (60% are independent ambulators, 10 % walk with an aid, 30% use a wheelchair), 1 in 2 has an intellectual disability, and 1 in 4 has epilepsy. CP is a lifelong disability and there is no known cure.

(Source: [https://www.nhp.gov.in/world-cerebral-palsy-day\\_pg](https://www.nhp.gov.in/world-cerebral-palsy-day_pg))



*Angular orientations in frontal, sagittal and transverse planes measured in two people using a head mouse: an individual with hypotonic CP (dark blue) and a non-impaired user (light blue)*

(Source: <https://biomedical-engineering-online.biomedcentral.com/articles/10.1186/s12938-017-0364-5>)

## Treatments

Cerebral palsy can't be cured, but treatment will often improve a child's capabilities. Many children go on to enjoy near-normal adult lives if their disabilities are properly managed. In general, the earlier treatment begins, the better chance children have of overcoming developmental disabilities or learning new ways to accomplish the tasks that challenge them.

There is no standard therapy that works for every individual with cerebral palsy. Once the diagnosis is made, and the type of CP is determined, a team of health care professionals will work with a child and his or her parents to identify specific impairments and needs, and then develop an appropriate plan to tackle the core disabilities that affect the child's quality of life.

**Physical therapy**, usually begun in the first few years of life or soon after the diagnosis is made, is a cornerstone of CP treatment. Specific sets of exercises (such as resistive, or strength training programs) and activities can maintain or improve muscle strength, balance, and motor skills, and prevent contractures. Special braces (called orthotic devices) may be used to improve mobility and stretch spastic muscles.

**Occupational therapy** focuses on optimizing upper body function, improving posture, and making the most of a child's mobility. Occupational therapists help individuals address new ways to meet everyday activities such as dressing, going to school, and participating in day-to-day activities.

**Recreation therapy** encourages participation in art and cultural programs, sports, and other events that help an individual expand physical and cognitive skills and abilities. Parents of children who participate in recreational therapies usually notice an improvement in their child's speech, self-esteem, and emotional well-being.

**Speech and language therapy** can improve a child's ability to speak, more clearly, help with swallowing disorders, and learn new ways to communicate—using sign language and/or special communication devices such as a computer with a voice synthesizer, or a special board covered with symbols of everyday objects and activities to which a child can point to indicate his or her wishes.

**Treatments for problems with eating and drooling** are often necessary when children with CP have difficulty eating and drinking because they have little control over the muscles that move their mouth, jaw, and tongue. They

are also at risk for breathing food or fluid into the lungs, as well as for malnutrition, recurrent lung infections, and progressive lung disease.

## Drug Treatments

**Oral medications** such as diazepam, baclofen, dantrolene sodium, and tizanidine are usually used as the first line of treatment to relax stiff, contracted, or overactive muscles. Some drugs have some risk side effects such as drowsiness, changes in blood pressure, and risk of liver damage that require continuous monitoring. Oral medications are most appropriate for children who need only mild reduction in muscle tone or who have widespread spasticity.

- ***Botulinum toxin (BT-A)***, injected locally, has become a standard treatment for overactive muscles in children with spastic movement disorders such as CP. BT-A relaxes contracted muscles by keeping nerve cells from over-activating muscle. The relaxing effect of a BT-A injection lasts approximately 3 months. Undesirable side effects are mild and short-lived, consisting of pain upon injection and occasionally mild flu-like symptoms. BT-A injections are most effective when followed by a stretching program including physical therapy and splinting. BT-A injections work best for children who have some control over their motor movements and have a limited number of muscles to treat, none of which is fixed or rigid.
- ***Intrathecal baclofen*** therapy uses an implantable pump to deliver baclofen, a muscle relaxant, into the fluid surrounding the spinal cord. Baclofen decreases the excitability of nerve cells in the spinal cord, which then reduces muscle spasticity throughout the body. The pump can be adjusted if muscle tone is worse at certain times of the day or night. The baclofen pump is most appropriate for individuals with chronic, severe stiffness or uncontrolled muscle movement throughout the body

## Surgery

**Orthopedic surgery** is often recommended when spasticity and stiffness are severe enough to make walking and moving about difficult or painful. For many people with CP, improving the appearance of how they walk – their gait – is also important. Surgeons can lengthen muscles and tendons that are proportionately too short, which can improve mobility and lessen pain. Tendon surgery may help the symptoms for some children with CP but could also have negative long-term consequences. Orthopedic surgeries may be staggered at times appropriate to a child's age and level of motor development. Surgery can also correct or greatly improve spinal deformities in people with CP. Surgery may not be indicated for all gait abnormalities and the surgeon may request a quantitative gait analysis before surgery.

**Surgery to cut nerves:** Selective dorsal rhizotomy (SDR) is a surgical procedure recommended for cases of severe spasticity when all of the more conservative treatments – physical therapy, oral medications, and intrathecal baclofen - have failed to reduce spasticity or chronic pain. A surgeon locates and selectively severs overactivated nerves at the base of the spinal column. SDR is most commonly used to relax muscles and decrease chronic pain in one or both of the lower or upper limbs. It is also sometimes used to correct an overactive bladder. Potential side effects include sensory loss, numbness, or uncomfortable sensations in limb areas once supplied by the severed nerve.

## Assistive devices

Assistive devices such as computers, computer software, voice synthesizers, and picture books can greatly help some individuals with CP improve communications skills. Other devices around the home or workplace make it easier for people with CP to adapt to activities of daily living.

Orthotic devices help to compensate for muscle imbalance and increase independent mobility. Braces and splints use external force to correct muscle abnormalities and improve function such as sitting or walking. Other orthotics help stretch muscles or the positioning of a joint. Braces, wedges, special chairs, and other devices can help people sit more comfortably and make it easier to perform daily functions. Wheelchairs, rolling walkers, and powered scooters can help individuals who are not independently mobile. Vision aids include glasses, magnifiers, and large-print

books and computer typeface. Some individuals with CP may need surgery to correct vision problems. Hearing aids and telephone amplifiers may help people hear more clearly.

## **Complementary and Alternative Therapies**

Many children and adolescents with CP use some form of complementary or alternative medicine. Controlled clinical trials involving some of the therapies have been inconclusive or showed no benefit and the therapies have not been accepted in mainstream clinical practice. Although there are anecdotal reports of some benefit in some children with CP, these therapies have not been approved by the U.S. Food and Drug Administration for the treatment of CP. Such therapies include hyperbaric oxygen therapy, special clothing worn during resistance exercise training, certain forms of electrical stimulation, assisting children in completing certain motions several times a day, and specialized learning strategies. Also, dietary supplements, including herbal products, may interact with other products or medications a child with CP may be taking or have unwanted side effects on their own. Families of children with CP should discuss all therapies with their doctor.

**Stem cell therapy** is being investigated as a treatment for cerebral palsy, but research is in early stages and large-scale clinical trials are needed to learn if stem cell therapy is safe and effective in humans. Stem cells are capable of becoming other cell types in the body. Scientists are hopeful that stem cells may be able to repair damaged nerves and brain tissues. Studies in the U.S. are examining the safety and tolerability of umbilical cord blood stem cell infusion in children with CP.

(Source: <https://www.ninds.nih.gov/Disorders/Patient-Caregiver-Education/Hope-Through-Research/Cerebral-Palsy-Hope-Through-Research>)

## **Market Size**

The global cerebral palsy market is driving owing to the growing prevalence of cerebral palsy coupled with increasing awareness about the condition. Moreover, the growing adoptions of medications for controlling the symptoms of the cerebral palsy are anticipated to propel the market growth. Additionally, increasing expenditure for the healthcare sector in developed economies and increasing insurance coverage contribute to the growth of the market.

Despite the drivers, side effects associated with medications and high treatment cost and lack of awareness in some developing regions may hamper the market growth during the assessment period.

## **Segmentation**

The global cerebral palsy market has been segmented into type, diagnosis, and treatment.

The market, on the basis of type, has been segmented into spastic cerebral palsy, dyskinetic cerebral palsy, hypotonic cerebral palsy, ataxic cerebral palsy, and mixed cerebral palsy.

The market, by diagnosis, has been segmented into imaging tests and others. The imaging tests have been further segmented into magnetic resonance imaging (MRI), cranial ultrasound, computed tomography, and electroencephalogram.

The market, by treatment, has been segmented into therapy, medication, surgery, and others. The therapy segment has been segmented into nutrition therapy, hyperbaric oxygen therapy, occupational therapy, physical therapy, stem cell therapy, and others. The medication segment has been segmented into anti-convulsant drugs, muscle relaxants, anti-depressant drugs, anti-inflammatory drugs, and others. Further, the surgery segment has been segmented into orthopedic surgery and others.

The market has been segmented, by region, into the Americas, Europe, Asia-Pacific, and the Middle East & Africa. The cerebral palsy market in the Americas has further been segmented into North America and South America, with the North American market divided into the US and Canada.

The European cerebral palsy market has been segmented into Western Europe and Eastern Europe. Western Europe has further been classified as Germany, France, the UK, Italy, Spain, and the rest of Western Europe.

The cerebral palsy market in Asia-Pacific has been segmented into Japan, China, India, South Korea, Australia, and the rest of Asia-Pacific. The cerebral palsy market in the Middle East & Africa has been segmented into the Middle East and Africa.

## Key players

Allergen Plc, Cellular Biomedicine Group, Merck & Co., Inc., Pfizer, Inc., GlaxoSmithKline Plc, Abbott Laboratories, Acorda Therapeutics, Inc., Medtronic, Meridigen Biotech Co., Ltd., GW Pharmaceuticals Plc, and Cell Cure Neurosciences Ltd. are some of the key players in the global cerebral palsy market.

## Regional Market Summary

Geographically, the Americas is anticipated to dominate the global cerebral palsy market owing to a well-developed healthcare sector, rising prevalence of cerebral palsy and growing healthcare expenditure. Additionally, favorable reimbursement scenario in this region and a relatively large number of research and development (R&D) activities contributes to the growth of the market.

Europe is expected to hold the second largest position in the global cerebral palsy market. The market growth in this region is attributed to the growing prevalence of cerebral palsy, availability of funds for research, and increasing healthcare expenditure. According to the data stated by the National Institute for Health and Care Excellence (NICE) in 2017, in the UK, it is estimated that 1 in 400 babies are born with cerebral palsy. It also stated that approximately 1,800 children diagnosed with CP each year.

The cerebral palsy market in Asia-Pacific region consists of countries namely China, Japan, Republic of Korea, India, Australia and Rest of Asia-Pacific. Asia-Pacific is anticipated to be the fastest growing region in the market due to the presence of a huge patient population, continuously developing economies, rising prevalence of cerebral palsy and increasing government funding for the healthcare sector.

On the other hand, the Middle East & Africa has the least share of the market. Majority of the market of this region is expected to be held by the Middle East region due to a well-developed healthcare sector and growing government initiatives for the healthcare sector.

(Source: <https://www.medgadget.com/2018/09/global-cerebral-palsy-market-2018-analysis-by-size-share-cerebral-palsy-medication-surgery-and-therapy-will-boost-market-up-to-2023.html>)

## Current Scenario in India

Very few centers exist in India that provide a dedicated, trained and qualified multi disciplinary team comprising of Developmental Paediatrician, Paediatric Orthopaedic Surgeon, Paediatric Neurologist, Physiotherapist, Occupational Therapist and Orthotist. Each of these specialists offers a unique perspective that enhances the development of a comprehensive evaluation and treatment programme for each individual patient. The absence of such a team means that doctors are completely marginalised in the management plan, and the child with CP is completely dependent on N.G.O.'s, CBR workers and Physiotherapists, who are frequently not trained or qualified to take complex medical decisions for them.

(Source: [http://www.deepaksharan.com/pocs\\_cp.html](http://www.deepaksharan.com/pocs_cp.html))

## Causes of Cerebral Palsy

### Statistics

- Nearly 1 in 3000 children are diagnosed with Cerebral Palsy.
- In India, Cerebral Palsy is responsible for 15-20% of disability.
- Almost a third of the victims of cerebral palsy have no or limited walking abilities.

(Source: <https://www.medisys hospitals.com/blog/world-cerebral-palsy-day-october-6-2018/>)

## **Initiatives**

### ***The National Trust***

The National Trust for the Welfare of Persons with Autism, Cerebral Palsy, Mental Retardation and Multiple Disabilities Act, 1999.

The National Trust is a statutory body set up by an Act of Parliament for the Welfare of Persons with Autism, Cerebral Palsy, Mental Retardation and Multiple Disabilities Act, 1999. The objectives of the National Trust are as follows-

- To enable and empower persons with disabilities to live as independently and as fully as possible within and as close to the community to which they belong;
- To strengthen facilities to provide support to persons with disabilities to live within their own families;
- To extend support to registered organizations to provide need based services during period of crisis in the family of persons with disabilities
- To deal with problems of persons with disabilities who do not have family support;
- To promote measures for the care and protection of persons with disabilities in the event of death of their parent or guardian;
- To evolve procedures for the appointment of guardians and trustees for persons with disabilities requiring such protection;
- To facilitate the realization of equal opportunities, protection of rights and full participation of persons with disabilities; and
- To do any other act which is incidental to the aforesaid objects.

### ***Launch of 'Inclusive India Initiative' of the National Trust***

The 'Inclusive India Initiative' of the National Trust was launched on 6th June 2017, at Vigyan Bhawan, New Delhi. Aligned with the goals of United Nation Convention for the Rights of People with Disabilities (UNCRPD), Sustainable Development Goals (SDGs) and Rights of Persons with Disabilities Act, 2016, the initiative aimed at full participation by persons with autism, cerebral palsy, mental retardation & multiple disabilities in their schools, colleges, communities and work places. The 3 elements chosen in the Inclusive India initiative are Inclusive Education, Inclusive Employment and Inclusive Community life.

(Source: [http://disabilityaffairs.gov.in/upload/uploadfiles/files/Annual%20Report%202017-18%20\(E\)\(1\).pdf](http://disabilityaffairs.gov.in/upload/uploadfiles/files/Annual%20Report%202017-18%20(E)(1).pdf))

India Inclusion Summit is an annual event that began in 2012 to create awareness about disabilities and the need for Inclusion. The event brings together thought leaders and unsung heroes from the field of disability and inclusion to deliberate, discuss and drive change in our society.

Over the last six years, IIS has become a movement involving 12 Corporates, 6 NGOs, 300 volunteers and 6000 participants spreading the message of inclusion to more than 5 Million people.

(Source: <https://indiainclusionsummit.com/>)

### ***Indian Institute of Cerebral Palsy***

Indian Institute of Cerebral Palsy (IICP) is a specialist resource centre for cerebral palsy working since 1974 for the rights of persons with disability, particularly cerebral palsy. IICP is based in Kolkata but works on a national level in partnership with a close network of NGOs in many districts of West Bengal and 11 other states of India. It has vast international linkages and is working with advocacy groups nationally and internationally for the implementation of the UN Convention on the Rights of Persons with Disabilities.

IICP offers multifaceted services to infants, children and adults with cerebral palsy and a range of training programmes for persons with disability, parents and family members, professionals, students and personnel working in the community.

It has received several awards in recognition of its work:

- 2004 - Best Institute for Disability from the Ministry of Social Justice and Empowerment
- 2004 - Accreditation as an Outstanding Training Institute from Rehabilitation Council of India
- 2004 - Best Respite Care Services from National Trust
- 2006 - Best State Nodal Agency Centre of the National Trust

(Source: <http://iicpindia.org/about.php>)

## **Conclusion**

Cerebral palsy is a disorder of muscle control which results from some damage to part of the brain. Children with cerebral palsy can have problems such as muscle weakness, stiffness, awkwardness, slowness, shakiness, and difficulty with balance which remain throughout the lifetime of a person. The goal of management of cerebral palsy is not to cure or to achieve normalcy but to increase functionality, improve capabilities, and sustain health in terms of locomotion, cognitive development, social interaction, and independence. The management often requires a variety of different approaches including oral medications, botulinum toxin, intrathecal baclofen, occupational and physical therapy and often surgical interventions.

(Source: [http://www.ijopp.org/sites/default/files/InJPharPract-11-2-104\\_0.pdf](http://www.ijopp.org/sites/default/files/InJPharPract-11-2-104_0.pdf))



## OUR BUSINESS

*This chapter 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 sections titled 'Risk Factors' and 'Financial Information' and the chapter titled 'Management Discussion and Analysis of Financial Condition and Results of Operations' beginning on page nos.15,115 and 135 , respectively, of this Prospectus. Unless the context otherwise requires, in relation to business operations, in this chapter of this Prospectus, all references to "we", "us", "our" and "our Company" are to Transpact Enterprises Limited.*

## OVERVIEW

Our company was incorporated on May 12, 2013 as 'Transpact Enterprises Private Limited' under the provisions of Companies Act, 1956 with the Registrar of Companies, Mumbai at Maharashtra. We are a MedTech startUp with a focus to provide innovative, cost-effective and comprehensive solutions, products with strategic partnerships and collaborative relationships to help especially abled people to transcend their barriers. Our Company is registered as a startUp with MSME/DIPP bearing certificate No. DIPP3317.

Our company aims to impact lives of people through continuous technological interventions and innovations. We are a design, development and distribution company for therapeutic device - 'Vestibulator' which is a unique and innovative therapeutic design in medical device segment. Vestibulator has been incubated at SINE (Society for Innovation and Entrepreneurship), IIT Bombay. Further, a licence agreement had been executed between IIT Bombay and our company to carry out all commercialization activities. Our company along with IIT Bombay has filed a joint patent for the technology of Vestibulator with Controller General of Patents, Designs and Trademarks, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry. Vestibulator is a compact, mechanized, innovative therapeutic device which is ergonomically designed to provide stimulations for vestibular, neuro-developmental and sensory integration therapy.

Our company has outsourced the manufacturing of our device to third party manufacturer and have entered into a MoU with them for the same. We provide design details required for the manufacturing of the device. Our software solution Rehab-Soft, Electronic Medical Records (EMR) processing, device administration, communications and streamlines patient billing. The solution is based on Internet of Things (IOT) technologies that turns Vestibulator therapy data into electronic medical record and sends them to the private cloud, where data analytics can be performed to better evaluate patient's condition. The Rehab-Soft improves medical care, support EMRs, enables patient data sharing among therapy centres and increases staff efficiency. Our integrated product offering limits the need of existing old techniques for vestibular, neuro-developmental and sensory integration therapy. We constantly keep abreast with the latest technology as per the requirement of the industry.

Our Company is an ISO 13485:2016 certified company for "Medical Devices" and ISO 9001:2015 certified for quality management system and our Vestibulator device is CE certified. Our Company aims at partnering with hospitals therapy centers, rehabilitation center and special children school for the installation of our products. Our Company is promoted by Mr. Aslam Khan and Mr. Anis Choudhery. Our promoter Mr. Aslam Khan has entrepreneurial experience in Information Technology and Healthcare industry. Our other promoter Mr. Anis Choudhery is a social worker, entrepreneur and management guru. For details about the promoters please see "Our Promoter and Promoter Group" on page no. 104 of this Prospectus.

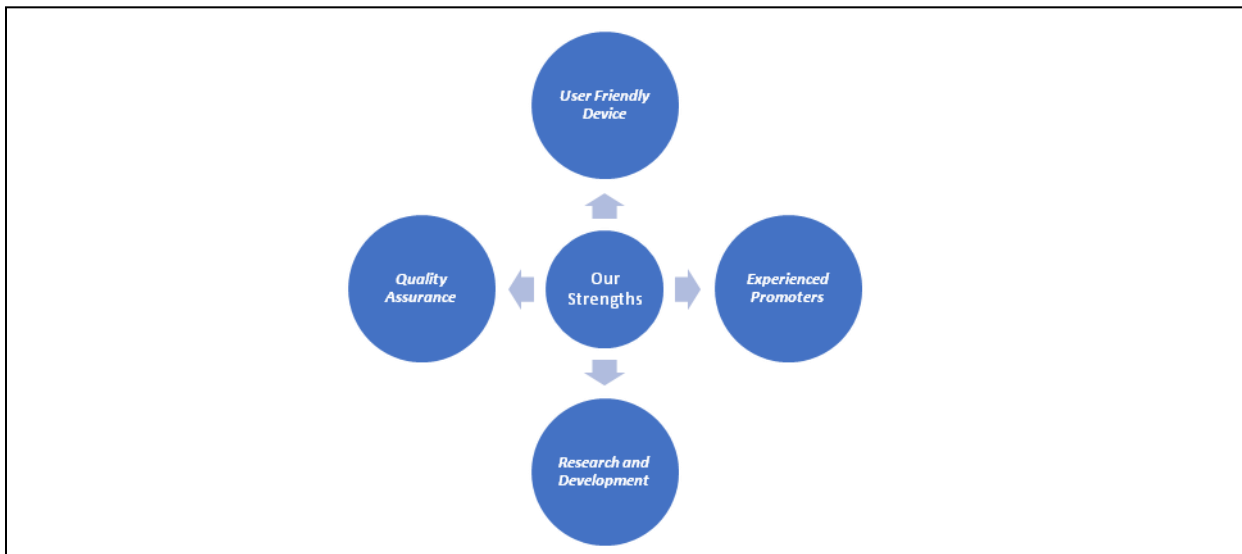
## OUR STRENGTHS

### 1. *User Friendly Device*

Our device- Vestibulator is user friendly. It has following features:

- a. It has separate console for operator.
- b. It is a child friendly device. The device is bio-compatible.
- c. It has safety tested measures for patients & operator.
- d. It also reduces the physical efforts of therapist.

We believe that these benefits of our device will help us to attract well-known therapist and other health care professionals from a diverse talent pool, who in turn help us in providing quality healthcare services.



## 2. *Qualified Management Team*

Our Promoter Director, Mr. Aslam Khan has significant industry experience and has been instrumental in the consistent growth of various ventures. Our other promoter Director Mr. Anis Choudhery is a social worker, entrepreneur and management guru. They are ably supported by our staff and other co-directors. Our management combines expertise and experience to outline plans for the future development of the company. The team comprises of personnel having Engineering, Consulting, Research and Development experience. We believe that our management team’s experience and their understanding of the healthcare industry will enable us to continue to take advantage of both current and future opportunities. It is also expected to help us in addressing and mitigating various risks inherent to our business, including significant competition and fluctuations in healthcare industry. For further details regarding the experience and qualifications of our management team please see “*Our Management*” beginning on page 91 of this Prospectus. We believe that the knowledge and experience of our promoters and management will enables us to identify new opportunities, rapidly respond to market conditions, adapt to changes in the business landscape and competitive environment and enhances the growth in the business.

## 3. *Research and Development*

Since inception, our Company has believed in research and development which has benefited our company to lay a technical foundation and the capability that allows the Company to offer customized device to the customers. A facilitated design and research & development enable a continuous study of the customer feedback and related technology to make the necessary upgradation. To enhance our R & D efforts, we intend to acquire a dedicated R & D facility on lease basis, details of which are given in the chapter “Objects of the Issue” on page no. 51 of this Prospectus.

As on the date of this Prospectus, we have obtained two trademarks pertaining to our Company & our product. Further, we have applied for the registration of the patent of our product-Vestibulator with Controller General of Patents, Designs and Trademarks, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry.

## 4. *Quality Assurance*

Quality plays a major role in the success of any organization. Our focus on quality is evidenced by the quality certifications and accreditation received by our company. Our Company is an ISO 13485:2016 certified company for “Medical devices” and ISO 9001:2015 certified for quality management system. Also, our product, Vestibulator

is certified as a CE product signifying conformity of the product with health, safety, and environmental protection standards of the European Economic Area (EEA). We focus on providing patients quality healthcare services through our devices. We believe our focus on the patient as a customer is a critical differentiator in the diagnostic and healthcare sectors and together with what we believe is our brand's recognition for quality devices, results in individuals and healthcare providers choosing us over our competitors.

## **OUR STRATEGIES**

### ***1. Continue to focus on R&D***

Being a research driven company, we will continue to focus on research and development as it forms the core of our business. We believe that we possess the necessary skills, technology, know-how, R&D capabilities and intellectual property competence, to customize our device, which can be marketed in both domestic and international markets. We believe that continued to focus on R&D will enable us to upgrade our device (including software), and enable us to penetrate existing and new markets.

### ***2. Continue to focus on providing our customers quality diagnostic and related healthcare services.***

The quality and reliability of our diagnostic device is essential to our success, as we believe these are primary concerns to patients, hospitals and other healthcare providers. Accordingly, our commitment to the quality and reliability of our diagnostic device is fundamental to our brand and strategy. For example, we will continue to respond to the needs of our customers and the healthcare industry by maintaining the quality of our diagnostic device and improving our turnaround times for testing results. In addition, we will continue to upgrade our diagnostic device and technology in order to increase the efficiency of our processing capacity.

### ***3. Improving operational efficiencies***

Our Company intends to improve operating efficiencies to achieve cost reductions to have a competitive edge over the peers. We are addressing the increase in operational output through continuous process improvements, quality check and technology development. We believe that this can be done through continuous process improvements. Further we believe that this can be done through domestic presence and economies of scale. Increasing our penetration in existing regions will enable us to penetrate into new catchment areas within these regions and optimize our infrastructure. As a result of these measures, our company will be able to increase its market share and profitability.

## **DETAILS OF OUR BUSINESS**

### **Location**

#### **Registered Office:**

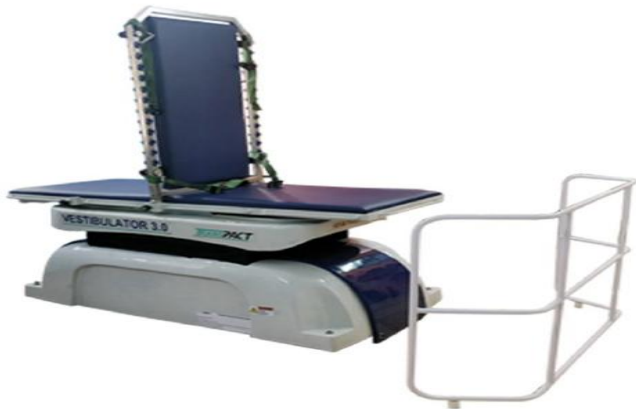
Our Registered office is located at 204, 2nd Floor, Timmy Arcade, Makwana Road, Marol, Andheri East, Mumbai-400 059.

### **Product**

#### **Vestibulator**

Vestibulator is a compact, mechanized, innovative therapeutic healthcare device which is ergonomically designed to provide stimulations for vestibular, neuro-developmental and sensory integration therapy.

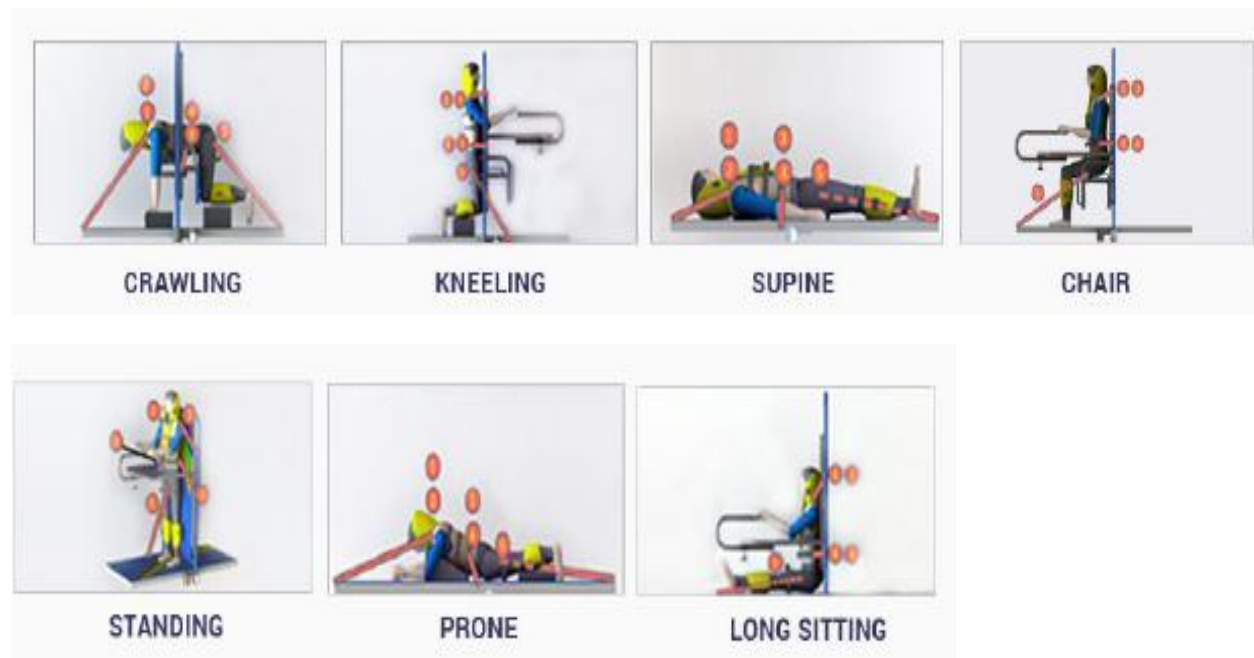
The device performs the complete vestibular stimulation required for treatment of Cerebral Palsy, Autism Spectrum Disorder (ASD), Learning Disabilities, Attention Deficit Hyperactivity Disorder (ADHD), Sensorineural Hearing Impairment, Traumatic Brain Injuries, Vertigo and various other vestibular dysfunctions.



The integrated software, based on latest block chain technology, enhances disease monitoring and manages the therapy prescribed by the therapist. The cloud-based data storage of personalized medical records, clinical documentation, and nutrition schedule makes it easy to access and monitor the treatment records across distances. The Vestibulator provides efficient treatment and is a multiple time more effective tool for physio and occupational therapists.

Vestibulator is a comprehensive device which provides stimulations to the vestibular system against gravity in all the three planes of motions viz vertical stimulations, sliding stimulations, tilts-lateral, antero-lateral and linear, rotations at intermittent angles as well as 360 degrees in cyclic or only clock wise or anti clock wise direction in

the following postures:



## Features

1. Automation and Dosimetry: Vestibulator is an automated device and it allows defining a physiotherapeutic dose in terms of displacement frequency duration of the manoeuvre.
2. Comprehensive Treatment Module: The device provides additional matrices of motion and postural movements with variable speed against gravity.
3. Works on prescription
4. Pre-set acceleration and deceleration speed for all the motions.

5. Programmable: The digital platform of the vestibulator is programmable in real time to give specific motions in a particular posture to a specific child.
6. Patient Data Cards: The integrated software records the treatments session information on individual patient cards available anytime anywhere to the authorized users.
7. Intuitive user Interface: easy to use with controls and dialogue window.
8. Automated information log generation of the therapy.
9. Safe: Safety of the patient is ensured using the 5 point harnessing system in every manoeuvre. The device is provided with passive safety measures and emergency stops on the railing. Soft cushioning ensures safe and smooth therapy enhancing patient's comfort and tolerance.
10. Compact: Vestibulator saves up to 80% of the infrastructure space required for a conventional set up for vestibular rehabilitation.

## **Clinical Effectiveness**

### **1. Balance & Posture**

Vestibular stimulation improves balance and posture by using the cognitive function and sensory perception. Vestibulator enables therapist to create more challenges (innumerable matrices of motion & position at variable speed, magnitude and time) for patients to yield better results. The clinical studies of Vestibulator have proven the Improvement in static postures - sitting, kneeling and standing attributed to improvement in trunk control in patients suffering from Cerebral Palsy.

### **2. Gross Motor and Fine Skills**

Controlled rotatory vestibular stimulation programme produces significant improvements in gross motor skills and in reflex integrations. vestibulator is designed to give rotator movement at variable speed, direction and duration. The graded vestibular stimulations using vestibulator modulates the vestibular inputs to widespread brain structures involved in motor control and improves motor activities in patients. The clinical studies of vestibulator with Cerebral Palsy children of age group 4 to 8 years demonstrated stability in the upper extremities (improved handwriting, improved grip) as well as lower extremities (lifting legs etc).

### **3. Muscle tone and Spasticity**

The vestibulator provides graded and consistent changes in the support surface during the therapy sessions enabling patients to develop the correct responses against gravity and thus, normalizes the tone and reduces spasticity.

### **4. Gaze Stabilization**

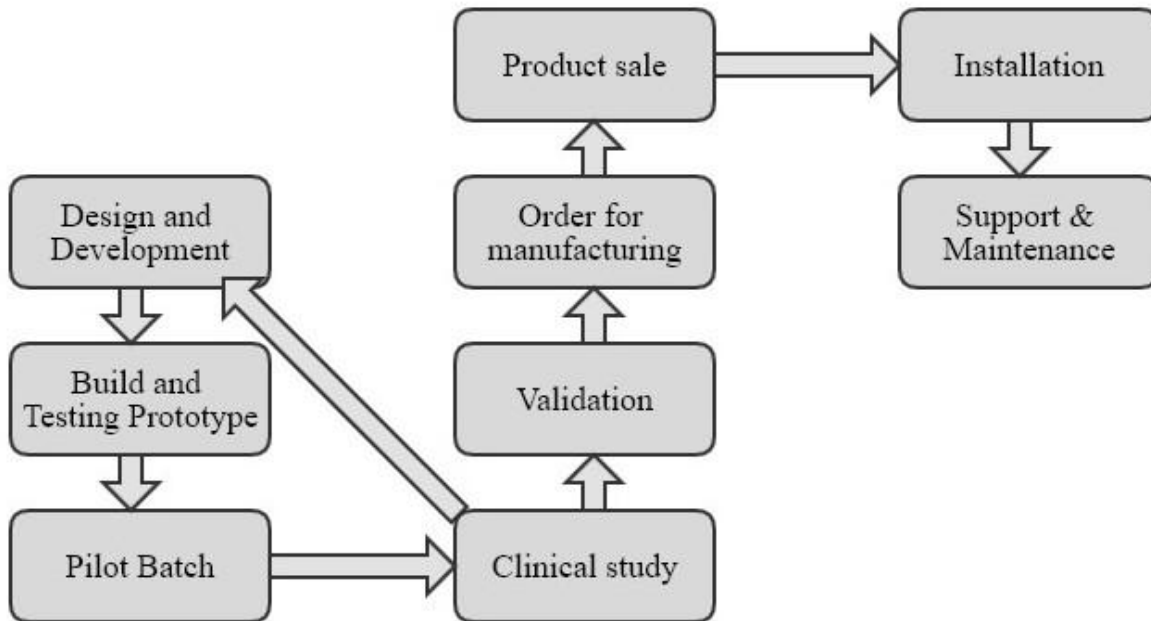
With the help of vestibulator, therapist provides better gaze stability training to the patients.

## **Rehab Soft**

The Rehab-Soft is solution that streamlines patient billing, electronic medical records (EMR) processing, device administration, and communications. The solution is based on Internet of Things (IOT) technologies that turns Vestibulator therapy data into electronic medical record and sends them to the private cloud, where data analytics can be performed to better evaluate patient's condition. The Rehab-Soft increases staff efficiency, improves medical care, support EMRs and enable patient data sharing among therapy centres.

The Rehab-Soft uses emerging technologies like IOT, cloud computing, and big data analytics. The solution connects the device to Vestibular IT networks, VestiLab enabling data flow seamlessly to centralized data server from the private cloud. The Rehab-Soft is highly customizable integrated software solution.

## OUR BUSINESS PROCESS:



## Competition

We compete with various clinical and Diagnostic Centres and / or Hospitals providing neuro-developmental and sensory integration therapy. We believe that, in selecting a diagnostic healthcare service provider, patients look for a treatment with healing history. Accordingly, we intend to stay ahead of our competition by providing knowledge and technological based healing mechanisms.

## Seasonability

Our business is not seasonable in nature.

## Marketing and Marketing Set-Up

Our promoters through their vast experience and good networking with industry players owing to timely and quality delivery of service plays an instrumental role in creating and expanding a work platform for our Company.

## Export and Export Obligation

The company does not have any export obligations as on the date of this Prospectus.

## Collaborations

The Company has collaborated with IIT Bombay ("IITB") for the development and design of our product and has entered into a Technology License Agreement in the month of June 2015 with IITB for the same.



### Capacity and Capacity Utilisations

Our company is not engaged in the manufacturing of goods and hence capacity and capacity utilization is not applicable to our company.

### Intellectual Property

We have registered following Trade Marks with Trade Mark Registry, Mumbai:


Sr. No.	Particulars of Mark	Proprietor's Name	Trademark Number	Class
1.	<b>TRANSPACT ENTERPRISE PRIVATE LIMITED</b>	Transpact Enterprise Private Limited	2919589	35
2.	<b>VESTIBULATOR</b>	Transpact Enterprise Private Limited	2919590	10

We have applied for the registration of following patent along with IIT Bombay with Controller General of Patents, Designs and Trademarks, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry:

Title of Invention	Application No.	Date of Filing	Status
A system apparatus and a method for stimulating a Vestibular system of a user	4673/MUM/2015	December 11, 2015	Application Awaiting Examination
The Vestibulator for Vestibulator stimulation of patients with cerebral palsy, autism and vestibulator dysfunction	201821036855	September 28, 2018	Application published

Note: We have also applied for a patent, receipt dated June 06, 2019 pertaining to a product which is currently under development vide application no. 201921022451. However, the same is yet to be published.

Our company uses the following logo on its devices and for its corporate communications: The details of the same are given below:

Particulars	Status
	Unregistered

### CERTIFICATIONS OBTAINED

Sr. No.	Particulars of License	Issuing Authority	Licensee	Validity	Certificate No
1.	<b><u>ISO 9001:2015</u></b> Design, Development, Production, Testing (Material & Mechanical), Maintenance, Refurbishing, Integration, Distribution and supply (Storage & Transport) of Therapeutic devices and Rehabilitation Services with analytics and management software system along with Risk Analysis and management	International Productivity and Quality Council	Transpact Enterprises Private Limited	September 20, 2019	1533QAF2016
2.	<b><u>ISO 13485:2016</u></b> Design, Development, Manufacturing, Service and Distribution of Medical	International Productivity and Quality Council	Transpact Enterprises Private Limited	October 17, 2019	1549QAF2016

Sr. No.	Particulars of License	Issuing Authority	Licensee	Validity	Certificate No
	Devices with Related Software & Equipments, which includes therapeutic device named 'Vestibulator'- used in vestibular simulation for treatment of cerebral palsy and other vestibular dysfunction.				
3.	<b><u>MEDICAL DEVICES DIRECTIVE – 2007/47/EC</u></b> Design , development , manufacturing , assembly , service and Distribution of therapeutic device- vestibulator along with related Software which provides vestibular stimulations required in the Treatment of cerebral palsy and other vestibular dysfunctions	International Standards Registrations	Transpact Enterprises Private Limited	March 11, 2021	CE418E172

### Properties

The details of leasehold properties, which we occupy for our business operations, are as under:

Sr. No.	Details of premises	Name of Licensor	Amount and Tenure of Rent	Purpose
1.	204, 2nd Floor, Timmy Arcade, Makwana Road, Marol, Andheri East, Mumbai- 400059.	Mrs. Rehana A Khan	₹ 10,000/-, From April 01, 2018 to March 31, 2020	Registered Office

Further, we have been using the R&D facilities at the hospital run by our promoter group entity, Centrium Healthcare Services Private Limited (situated on land and building owned by our Promoter Mr. Aslam Khan) from time to time. However, the same was not formalised and hence we have entered into an agreement to formalise the arrangements for the same. For further details, please refer chapter 'Objects of the Issue' on page no. 51 of this Prospectus.

## KEY REGULATIONS AND POLICIES

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

### A. LABOUR LAWS

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

The Payment of Gratuity Act, 1972 provides for payment of gratuity to employees employed in factories, shops and other establishments who have put in a continuous service of 5 (five) years, in the event of their superannuation, retirement, resignation, death or disablement due to accidents or diseases. The rule of ‘five year continuous service’ is however relaxed in case of death or disablement of an employee. Gratuity is calculated at the rate of 15 (fifteen) days’ wages for every completed year of service with the employer. Presently, an employer is obliged for a maximum gratuity payout of ₹ 10,00,000/- for an employee.

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

The purpose of the Maternity Benefit Act, 1961 is to regulate the employment of pregnant women in certain establishments for certain periods and to ensure that they get paid leave for a specified period before and after childbirth, or miscarriage or medical termination of pregnancy. It inter alia provides for payment of maternity benefits, medical bonus and prohibits the dismissal of and reduction of wages paid to pregnant women.

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

Equal Remuneration Act, 1979 provides for payment of equal remuneration to men and women workers and for prevention discrimination, on the ground of sex, against female employees in the matters of employment and for matters connected therewith.

#### **Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017**

The Company has its registered office at 403-405, Sumer Kendra Co-Op Society Ltd, 4th Floor, Behind Mahindra Tower, Pandurang Budhkar Marg, Worli, Mumbai- 400018, India and accordingly the provisions of Maharashtra Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2017 are applicable to the Company. The said Act regulates the conditions of work and employment in shops and commercial establishments and generally prescribe obligations in respect of registration, opening and closing hours, daily and weekly working hours, holidays, leave, health and safety measures and wages for overtime work.

### B. TAX RELATED LEGISLATIONS

#### **Income-tax Act, 1961**

The Income-tax Act, 1961 (“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 there under 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 assessable to income tax under the IT Act is required to comply with the provisions thereof, including those relating to Tax Deduction at Source, Advance Tax, and Minimum Alternative Tax and like. Every such Company is also required to file its returns by September 30 of each assessment year.

### **Central Goods and Services Act, 2017**

The Central Goods and Services Act, 2017 (“CGST Act”) regulates the levy and collection of tax on the intra- State supply of goods and services by the Central Government or State Governments. The CGST Act amalgamates a large number of Central and State taxes into a single tax. The CGST Act mandates every supplier providing the goods or services to be registered within the State or Union Territory it falls under, within 30 days from the day on which he becomes liable for such registration. Such registrations can be amended, as well as cancelled by the proper office on receipt of application by the registered person or his legal heirs. There would be four tax rates namely 5%, 12%, 18% and 28%. The rates of GST applied are subject to variations based on the goods or services.

### **C. OTHER REGULATIONS**

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

The transfer of property, including immovable property, between living persons, as opposed to the transfer property by operation of law, is governed by the Transfer of Property Act, 1882 (“**T.P. Act.**”).The T.P. Act establishes the general principles relating to the transfer of property, including among other things, identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property. Transfer of property is subject to stamping and registration under the specific statutes enacted for the purposes which have been dealt with hereinafter. The T.P. Act recognizes, among others, the following forms in which an interest in an immovable property may be transferred:

**Sale:** The transfer of ownership in property for a price, paid or promised to be paid.

**Mortgage:** The transfer of an interest in property for the purpose of securing the payment of a loan, existing or future debt, or performance of an engagement which gives rise to a pecuniary liability. The T.P. Act recognises several forms of mortgages over a property.

**Charges:** Transactions including the creation of security over property for payment of money to another which are not classifiable as a mortgage. Charges can be created either by operation of law, e.g. decree of the court attaching to specified immovable property, or by an act of the parties.

**Leases:** The transfer of a right to enjoy property for consideration paid or rendered periodically or on specified occasions.

**Leave and License:** The transfer of a right to do something upon immovable property without creating interest in the property.

Further, it may be noted that with regards to the transfer of any interest in a property, the transferor transfers such interest, including any incidents, in the property which he is capable of passing and under the law, he cannot transfer a better title than he himself possesses.

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

The Registration Act, 1908 (“**Registration Act**”) was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed was to ensure information about all deals concerning land so that correct land records could be maintained. The Registration Act is used for proper recording of transactions relating to other immovable property also. The Registration Act provides for registration of other documents also, which can give these documents more authenticity. Registering authorities have been provided in all the districts for this purpose.

#### **Indian Stamp Act, 1899**

Stamp duty in relation to certain specified categories of instruments as specified under Entry 91 of the list, is governed by the provisions of the Indian Stamp Act,1899 (“**Stamp Act**”) which is enacted by the Central

Government. All others instruments are required to be stamped, as per the rates prescribed by the respective State Governments. Stamp duty is required to be paid on all the documents that are registered and as stated above the percentage of stamp duty payable varies from one state to another. Certain states in India have enacted their own legislation in relation to stamp duty while the other states have adopted and amended the Stamp Act, as per the rates applicable in the state. On such instruments stamp duty is payable at the rates specified in Schedule I of the Stamp Act.

Instruments chargeable to duty under the Stamp Act which are not duly stamped are incapable of being admitted in court as evidence of the transaction contained therein. The Stamp Act also provides for impounding of instruments which are not sufficiently stamped or not stamped at all. Unstamped and deficiently stamped instruments can be impounded by the authority and validated by payment of penalty. The amount of penalty payable on such instruments may vary from state to state.

## **Indian Contract Act, 1872**

The Indian Contract Act, 1872 (“**Contract Act**”) codifies the way in which a contract may be entered into, executed, implementation of the provisions of a contract and effects of breach of a contract. A person is free to contract on any terms he chooses. The Contract Act consists of limiting factors subject to which contract may be entered into, executed and the breach enforced. It provides a framework of rules and regulations that govern formation and performance of contract. The contracting parties themselves decide the rights and duties of parties and terms of agreement.

## **Specific Relief Act, 1963**

The Specific Relief Act, 1963 (“**Specific Relief Act**”) is complimentary to the provisions of the Contract Act and the Transfer of Property Act, as the Specific Relief Act applies both to movable property and immovable property. The Specific Relief Act applies in cases where the Court can order specific performance of a contract. Specific relief can be granted only for purpose of enforcing individual civil rights and not for the mere purpose of enforcing a civil law. ‘Specific performance’ means Court will order the party to perform his part of agreement, instead of imposing on him any monetary liability to pay damages to other party.

## **Consumer Protection Act, 1986**

The Consumer Protection Act, 1986 seeks to provide better protection of interests of the consumers and for that purpose to make provision for establishment of consumer councils and other authorities for the settlement of consumer’s disputes and for matters connected therewith. It seeks to promote and protect the rights of consumers.

To provide steady and simple redressal to consumers’ disputes, a quasi-judicial machinery is sought to be set up at the district, state and central levels. The quasi-judicial bodies will observe the principles of natural justices and have been empowered to give relieves of a specific nature and to award wherever appropriate compensation to consumers. Penalties for non-compliance of the orders given by the quasi-judicial bodies have also been provided.

## **Competition Act, 2002**

The Competition Act, 2002 (“**Competition Act**”) aims to prevent anti-competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Competition Act regulates anti-competitive agreements, abuse of dominant position and combinations. The Competition Commission of India (“**Competition Commission**”) which became operational from May 20, 2009 has been established under the Competition Act to deal with inquiries relating to anti-competitive agreements and abuse of dominant position and regulate combinations.

The Competition Act also provides that the Competition Commission has the jurisdiction to inquire into and pass orders in relation to an anti-competitive agreement, abuse of dominant position or a combination, which even though entered into, arising or taking place outside India or signed between one or more non-Indian parties, but causes an appreciable adverse effect in the relevant market in India.

### **Companies Act, 1956 and Companies Act, 2013:**

The Companies Act, 2013 (“**Companies Act**”), has been introduced to replace the existing Companies Act, 1956 in a phased manner. The Companies Act deals with laws relating to companies and certain other associations. The Companies Act primarily regulates the formation, financing, functioning and winding up of companies. The Companies Act prescribes regulatory mechanism regarding all relevant aspects, including organizational, financial and managerial aspects of companies. It deals with issue, allotment and transfer of securities and various aspects relating to company management. It provides for standard of disclosure in public issues of capital, particularly in the fields of company management and projects, information about other listed companies under the same management, and management perception of risk factors.

### **The Trademarks Act, 1999**

Under the Trademarks Act, 1999 (“**Trademarks Act**”), a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. A ‘mark’ may consist of a device, brand, heading, label, ticket, name signature, word, letter, numeral, shape of goods, packaging or combination of colors or any combination thereof. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trade mark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The trademark, once applied for and which is accepted by the Registrar of Trademarks (“**the Registrar**”), is to be advertised in the trademarks journal by the Registrar. Oppositions, if any, are invited and, after satisfactory adjudications of the same, a certificate of registration is issued by the Registrar. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewal fee.

## **D. REGULATIONS REGARDING FOREIGN INVESTMENT**

### **Foreign Exchange Management Act, 1999**

Foreign investment in companies in the manufacturing sector is governed by the provisions of the Foreign Exchange Management Act, 1999 (“**FEMA**”) read with the applicable regulations. The Department of Industrial Policy and Promotion (“**DIPP**”), Ministry of Commerce and Industry has issued the Consolidated FDI Policy which consolidates the policy framework on Foreign Direct Investment (“**FDI Policy**”), with effect from August 28, 2017. The FDI Policy consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP till August 27, 2017. All the press notes, press releases, clarifications on FDI issued by DIPP till August 27, 2017 stand rescinded as on August 28, 2017. In terms of the 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 foreign investment is sought to be made. In terms of the FDI Policy, the work of granting government approval for foreign investment under the FDI Policy and FEMA Regulations has now been entrusted to the concerned Administrative Ministries/Departments. FDI for the items or activities that cannot be brought in under the automatic route may be brought in through the approval route. Where FDI is allowed on an automatic basis without the approval of the Government, the RBI would continue to be the primary agency for the purposes of monitoring and regulating foreign investment. In cases where Government approval is obtained, no approval of the RBI is required except with respect to fixing the issuance price, although a declaration in the prescribed form, detailing the foreign investment, must be filed with the RBI once the foreign investment is made in the Indian company. The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue of security to a person resident outside India. The Company is engaged in the activity of wholesale trading and multi-brand retail trading. The FDI Policy issued by the DIPP permits foreign investment upto 100% in the Cash and Carry Wholesale Trading/ Wholesale Trading (“**WT**”) sector under the automatic route. Further, the FDI Policy permits foreign investment upto 51% in the multi-brand retail sector under the government route subject to certain conditions which are mentioned below.



## HISTORY AND CERTAIN CORPORATE MATTERS

Our Company was incorporated as “*Transpact Enterprises Private Limited*” on May 12, 2013 under the Companies Act, 1956 with the Registrar of Companies, Mumbai at Maharashtra bearing Registration No. 243247. Further, the status of our Company was changed to a public limited company and the name of our Company was changed to “*Transpact Enterprises Limited*” by a special resolution passed on April 10, 2019. A fresh certificate of incorporation consequent to the change of name pursuant to the conversion into public limited company was granted to our Company on April 16, 2019 by the Registrar of Companies, Mumbai.

The Company’s Corporate Identity Number is U33130MH2013PLC243247

## CORPORATE PROFILE OF OUR COMPANY

For information on our Company’s business profile, activities, services, managerial competence, and customers, please see “Our Management”, “Our Business” and “Industry Overview” on pages 124, 94 and 79, respectively of this Prospectus.

## OVERVIEW

Our company was incorporated on May 12, 2013 as ‘Transpact Enterprises Private Limited’ under the provisions of Companies Act, 1956 with the Registrar of Companies, Mumbai at Maharashtra. We are a MedTech startUp with a focus to provide innovative, cost-effective and comprehensive solutions, products with strategic partnerships and collaborative relationships to help especially abled people to transcend their barriers. Our Company is registered as a startUp with MSME/DIPP bearing certificate No. DIPP3317.

Our company aims to impact lives of people through continuous technological interventions and innovations. We are a design, development and distribution company for therapeutic device - ‘Vestibulator’ which is a unique and innovative therapeutic design in medical device segment. Vestibulator has been incubated at SINE (Society for Innovation and Entrepreneurship), IIT Bombay. Further, a licence agreement had been executed between IIT Bombay and our company to carry out all commercialization activities. Our company along with IIT Bombay has filed a joint patent for the technology of Vestibulator with Controller General of Patents, Designs and Trademarks, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry. Vestibulator is a compact, mechanized, innovative therapeutic device which is ergonomically designed to provide stimulations for vestibular, neuro-developmental and sensory integration therapy.

Our company has outsourced the manufacturing of our device to third party manufacturer and have entered into a MoU with them for the same. We provide design details required for the manufacturing of the device. Our software solution Rehab-Soft, Electronic Medical Records (EMR) processing, device administration, communications and streamlines patient billing. The solution is based on Internet of Things (IOT) technologies that turns Vestibulator therapy data into electronic medical record and sends them to the private cloud, where data analytics can be performed to better evaluate patient’s condition. The Rehab-Soft improves medical care, support EMRs, enables patient data sharing among therapy centres and increases staff efficiency. Our integrated product offering limits the need of existing old techniques for vestibular, neuro-developmental and sensory integration therapy. We constantly keep abreast with the latest technology as per the requirement of the industry.

Our Company is an ISO 13485:2016 certified company for “Medical Devices” and ISO 9001:2015 certified for quality management system. Our company aims at partnering with hospitals for the installation of our products. Our Company is promoted by Mr. Aslam Khan and Mr. Anis Choudhary. Our promoter Mr. Aslam Khan has entrepreneurial experience in Information Technology and Healthcare industry. Our other promoter Mr. Anis Choudhary is a social worker, entrepreneur and management guru. For details about the promoters please see “Our Promoter and Promoter Group” on page no. 104 of this Prospectus.

As of the date of this Prospectus, our Company has Twelve (12) Shareholders. For further details regarding our business operations, please see the chapter titled “*Our Business*” beginning on page no. 75 of this Prospectus.

## MAJOR EVENTS IN THE HISTORY OF OUR COMPANY

Year	MILESTONE
May 2013	Incorporated as “ <i>Transpact Enterprises Private Limited</i> ”
June 2015	Entered license agreement with IIT Bombay to carry out all commercialization related activities of Vestibulator
December 2015	Filed a patent for the technology of Vestibulator with Controller General of Patents, Designs and Trademarks, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry with IIT Bombay.
September 2016	Received ISO 9001:2015 certification for quality management system
October 2016	Received 13485:2016 certification for “Medical devices”
March 2018	Assessed and registered as compliance as per the requirements of Council Directive- MEDICAL DEVICES DIRECTIVE – 2007/47/EC by International Standards Registrations.
March 2019	Conversion of Private Company “ <i>Transpact Enterprises Private Limited</i> ” to Public Company “ <i>Transpact Enterprises Limited</i> ”

## MAIN OBJECTS AS PER MEMORANDUM OF ASSOCIATION

Our Company’s main object as per the Memorandum of Association is:

To Commercialize, Purchase, Sell, grant, register any patent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive or non-exclusive or limited, or any part interest in such patent, concessions, licenses, inventions, rights and privileges, whether in India or in any other part of the world in the field of ,medical technology, hospital healthcare centers, clinic equipment, laboratory, and analytical equipment, pharmacy and dispensary equipment, rehabilitation and healthcare related technical and commercial consultancy services, import and export of know-how in the field of healthcare and build, manufacture, market and sell medical instruments and render professional services so as to cater to the needs of customers.

## CHANGES IN REGISTERED OFFICE OF OUR COMPANY

Date of Change	Changed From	Change to	Reason for change
May 25, 2013	Flat No. A Building No. 20, Radha Nagar, Kalyan, Maharashtra, Mumbai – 421 301	204, 2 <sup>nd</sup> Floor, Timmy Arcade, Makwana Road, Marol, Andheri West, Mumbai - 400059	Administrative Reasons

## AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION

Dates on which some of the main clauses of the Memorandum of Association of our Company have been changed citing the details of amendment as under:

DATE	NATURE OF AMMENDMENT
October 14, 2017	The initial authorized share capital of ₹ 10,00,000 divided into 1,00,000 Equity Shares of ₹10 each was increased to ₹35,00,000 comprising of ₹10,00,000 divided into 1,00,000 (One Lakh only) Equity Shares of ₹ 10 each and ₹25,00,000 divided into 2,50,000 8% Convertible Preference Shares of ₹ 10/- (Rupees Ten Only) each.
February 15, 2019	The authorized share capital of the company of ₹ 35,00,000 is increased to ₹ 65,00,000 (Rupees Sixty Five Lakhs) divided into 4,00,000 (Four Lakh) Equity shares of ₹ 10/- (Rupees Ten Only) each and 2,50,000 8% Convertible Preference Shares of ₹ 10 (Rupees Ten Only) each.

## SUBSIDIARIES

As on the date of this Prospectus, there are no subsidiaries of our Company.

## **THE AMOUNT OF ACCUMULATED PROFIT/ (LOSSES) NOT ACCOUNTED FOR BY OUR COMPANY**

There is no accumulated profit/ (losses) not accounted for by our Company.

## **HOLDING COMPANY**

As on the date of this Prospectus, there is no Holding Company of our Company.

## **JOINT VENTURES**

As on the date of this Prospectus, there are no joint ventures of our Company.

## **REVALUATION OF ASSETS IN THE LAST TEN YEARS**

There has been no revaluation of assets of our company in last 10 years from the date of this Prospectus.

## **SHAREHOLDERS' AGREEMENT**

Except as mentioned below there no other Shareholders' Agreements existing as on the date of this Prospectus.

1. Investment Agreement between Society for Innovation & Entrepreneurship (a society registered under the provisions of the Societies Registration Act, 1860 "SINE") and Transpact Enterprises Private Limited ("TEPL"), dated October 10, 2017.
2. Addendum to Investment Agreement made between Society for Innovation & Entrepreneurship (a society registered under the provisions of the Societies Registration Act, 1860 "SINE") and Transpact Enterprises Private Limited ("TEPL"), dated February 01, 2019.

## **ACQUISITION OF BUSINESS / UNDERTAKINGS**

We have not acquired any business / undertakings since incorporation.

## **DIVESTMENT OF BUSINESS / UNDERTAKING BY COMPANY IN THE LAST TEN YEARS**

Our company has not divested any of its business / undertaking in last 10 years from the date of this Prospectus

## **FINANCIAL PARTNERS**

As on the date of this Prospectus, apart from the various arrangements with bankers and financial institutions which our Company undertakes in the ordinary course of business, our Company does not have any other financial partners.

## **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 this Prospectus.

## **STRATEGIC PARTNERS**

We do not have any strategic partners as on the date of this Prospectus.

## **OTHER AGREEMENTS**

Except the contracts / agreements entered in the ordinary course of the business carried on or intended to be carried on by our Company, we have not entered into any other agreement / contract as on the date of this Prospectus.

**INJUNCTIONS OR RESTRAINING ORDERS**

There are no injunctions / restraining orders that have been passed against the company.

## OUR MANAGEMENT

Our Company has Five (5) Directors consisting of one (1) Executive Director, one (1) Whole-Time Director, one (1) Non Executive Non Independent Director and two (2) Non Executive Independent Directors. The following table sets forth the details of our Board of Directors as on the date of this Prospectus:

Name, Date of Birth, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<p><b>Mr. Aslam Khan</b> <i>Executive Director</i></p> <p><b>Date of Birth:</b> September 27, 1974</p> <p><b>Address:</b> I-14, Mahindra Park, Narayan Nagar, L.B.S Road, Ghatkopar West, Mumbai -400 086.</p> <p><b>Date of appointment as Executive Director:</b> May 12, 2013</p> <p><b>Term:</b> Liable to retire by rotation</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 00016438</p>	Indian	44 Years	<ul style="list-style-type: none"> <li>• Octaware Technologies Limited</li> <li>• Bridge Voip Connections Services Private Limited</li> <li>• Octaware Information Technologies Private Limited</li> <li>• Gobizlab - Centre For Innovation &amp; Entrepreneurship Development</li> </ul>
<p><b>Mr. Anis Choudhery</b> <i>Whole - Time Director</i></p> <p><b>Date of Birth:</b> July 01, 1970</p> <p><b>Address:</b> Bldg No.20/1, Radha Nagar, Godrej Hill Road, Khadakpada, Kalyan west, Thane – 421 301.</p> <p><b>Date of appointment as Executive Director:</b> May 12, 2013</p> <p><b>Date of Re-designation as Whole-Time Director:</b> April 18, 2019</p> <p><b>Term:</b> Appointed for a period of five years from April 18, 2019 to April 17, 2024, liable to retire by rotation.</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 06529408</p>	Indian	49 Years	<ul style="list-style-type: none"> <li>• Nil</li> </ul>
<p><b>Mrs. Soumya Bania</b> <i>Non Executive Non- Independent Director</i></p> <p><b>Date of Birth:</b> August 28, 1981</p> <p><b>Address:</b> A-802, Safal, Parisar-1, Near SOBO Center, South Bopal, Ahemdabad, Gujarat – 380 058.</p>	Indian	37 Years	<ul style="list-style-type: none"> <li>• Nil</li> </ul>

Name, Date of Birth, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<p><b>Date of appointment as Additional Non Executive Director:</b> April 18, 2019</p> <p><b>Term:</b> Until ensuing Annual General Meeting</p> <p><b>Occupation:</b> Professional</p> <p><b>DIN:</b> 083942397</p>			
<p><b>Mr. Dr. Nisar Shariq</b> <i>Non-Executive Independent Director</i></p> <p><b>Date of Birth:</b> November 09, 1974</p> <p><b>Address:</b> D-411, Vivek Apartment, CST Road, Kalina, Santacruz East, Mumbai – 400 098</p> <p><b>Date of appointment as Additional Independent Director:</b> April 18, 2019</p> <p><b>Term:</b> Until ensuing Annual General Meeting</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 01776627</p>	Indian	44 Years	<ul style="list-style-type: none"> <li>• Rehbar Fin Consultants Private Limited</li> </ul>
<p><b>Mr. Moiz Miyajiwala</b> <i>Non-Executive Independent Director</i></p> <p><b>Date of Birth:</b> October 17, 1958</p> <p><b>Address:</b> Flat No. 303-304, Fortune Tower, 3<sup>rd</sup> Floor, 337, Sir JJ Road, Byculla Bridge Mumbai – 400 008.</p> <p><b>Date of appointment as Additional Independent Director:</b> April 18, 2019</p> <p><b>Term:</b> Until ensuing Annual General Meeting</p> <p><b>Occupation:</b> Services</p> <p><b>DIN:</b> 00026258</p>	Indian	60 Years	<ul style="list-style-type: none"> <li>• Benares Hotels Limited</li> <li>• Tifco Holdings Limited</li> <li>• Anjuman-I-Islam</li> </ul>

For further details on their qualification, experience etc., please see their respective biographies under the heading “*Brief Biographies*” below:

**Notes:**

- None of the directors are related to each other;
- There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Directors or Key Management Personnel were selected as a Director or member of the senior management.
- There is no service contracts entered into by the Directors with our Company.



- None of our Directors have been or are presently directors on the boards of listed companies whose shares have been / were suspended from being traded on the Stock Exchanges during the last five years preceding the date of filing of this Prospectus.
- None of our Directors have been or are presently directors on the boards of listed companies whose shares have been delisted from the Stock Exchange(s).
- No proceedings/investigations have been initiated by SEBI against any company, the board of directors of which also comprise any of the Directors of our Company. No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested as a member by any person either to induce him to become, or to help him qualify as a Director, or otherwise for services rendered by him or by the firm or company in which he is interested, in connection with the promotion or formation of our Company.

## **BRIEF BIOGRAPHIES OF OUR DIRECTORS**

### **Mr. Aslam Khan**

Mr. Aslam Khan, aged 44 years, is the Executive Director and Promoter of our Company. He has completed his Bachelor of Engineering (Electronics) from Mumbai University. He has also studied at Harvard Business School, MIT's Sloan School of Management and Said Business School of Oxford University where he was awarded executive certificates in Strategic Marketing and Finance Programme and has participated in the Advance Management Programme from the prestigious Indian Institute of Management, Kolkata in the year 2011. He has more than two decades of rich and vast experience in IT Industry and was associated with many top MNC's like Microsoft, Citibank NA, Askme.com, TCS. Mr. Aslam Khan has worked around various parts of the globe and has a strong grip on Global IT industry. He is the founder and CEO of Octaware Technologies Limited, a BSE Listed Company.

### **Mr. Anis Choudhery**

Mr. Anis Choudhery, aged 49 years, is the Whole-Time Director of our company. He holds a M.phil Degree in Zoology from Mumbai University. He has 21 years of experience in teaching industry. He has an Experience of 21 years in Professional teaching with A grade College of University of Mumbai & Lucknow.

### **Mrs. Soumya Bania**

Mrs. Soumya Bania, aged 37 years, is a Non- Executive Director of our Company. She holds a Master of Science degree from M J P Rohilkhand University in the year 2006 & has also completed Professional Diploma in Bio Technology in the year 2003. She has a vast experience of 12 years in providing advisory & Consultancy Services & has also been a professor in CSA Public School situated in UP.

### **Mr. Shariq Nisar**

Mr. Shariq Nisar, aged 44 years, is the Non-Executive Independent Director of our company. He holds Ph. D in Economics Degree from AMU, in the year 2003 & has completed his Master in Economics form AMU in the year 1997. He has around 16 years of rich and vast experience in the field of Consultancy Services and Research & Development Operations. Currently, he's working as a Consultant in Aasra Cooperative Credit Society ltd, Mumbai.

### **Mr. Moiz Miyajiwala**

Mr. Moiz Miyajiwala, aged 68 years, is a Non-Executive Independent Director of our Company. He holds the degree of Chartered Accountant and Bachelor of General laws. He has around 24 years of experience in Finance Sector. He has provided advisory services and was appointed as the CFO& Executive Vice President with Voltas Ltd. Presently, he is working as a Financial Consultant and is a Treasurer at Anjuman I Islam.

## **Confirmation**

None of the above mentioned Directors are on the RBI List of willful defaulters as on date of filing the Prospectus.

Further, our Company, our Promoters, persons forming part of our Promoter Group, Directors and persons in control of our Company, have not been/are not debarred from accessing the capital market by SEBI.

## **Borrowing Powers of our Board of Directors**

Our Company at its Extra-Ordinary General Meeting held on April 19, 2019 passed a resolution authorizing Board of Directors pursuant to the provisions of section 180 (1) (c) of the Companies Act, 2013 for borrowing from time to time any sum or sums of money from any person(s) or bodies corporate (including holding Company) or any other entity, whether incorporated or not, on such terms and conditions as the Board of Directors may deem fit for the purpose of the Company's business. The monies so borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained from the banks in the ordinary course of business) may exceed the aggregate of the paid up share capital of our Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount of such borrowings together with the amount already borrowed and outstanding shall not, at any time, exceed ₹ 25 crores.

## **REMUNERATION OF EXECUTIVE DIRECTORS**

### **Mr. Aslam Khan, Executive Director**

The compensation package payable to him as resolved in the shareholders meeting held on April 19, 2019 is stated hereunder:

**Salary:** The total remuneration paid to Mr. Aslam Khan, Executive Director, shall not exceed a sum of ₹ 12.00 lakhs per annum (inclusive of all perquisites).

Remuneration paid to Mr. Aslam Khan for FY 2018-19 was Nil.

### **Mr. Anis Choudhery, Whole-Time Director**

The compensation package payable to him as resolved in the shareholders meeting held on April 19, 2019 is stated hereunder:

**Salary:** The total remuneration paid to Mr. Anis Choudhery, Whole-Time Director, shall not exceed a sum of ₹ 12.00 lakhs per annum (inclusive of all perquisites).

Remuneration paid to Mr. Anis Choudhery for FY 2018-19 was Nil.

## **REMUNERATION PAID TO DIRECTORS BY OUR SUBSIDIARY OR ASSOCIATE COMPANIES**

As on date there is no Subsidiary or Associate company of our Company.

## **Compensation to the Non Executive Non Independent Directors and Non Executive Independent Directors**

Pursuant to a resolution passed at the meeting of the Board of the Company on April 25, 2019 the Non Executive Non Independent Directors and Non Executive Independent Directors will be paid ₹ 3,000 for attending every Board Meeting of the Company & ₹ 3,000 will be paid for every committee meeting of the Company attended by them.

Remuneration paid to our Non Executive Non Independent Directors and Non Executive Independent Director in Fiscal 2018: Nil

## REMUNERATION / SITTING FEES PAID TO DIRECTORS IN FISCAL YEAR 2018-19:

Sr. No.	Name of the Director	Designation	Remuneration Paid (₹ in Lakhs)	Sitting Fees Paid (₹ in Lakhs)	Total (₹ in Lakhs)
1	Mr. Aslam Khan	Executive Director	Nil	Nil	Nil
2	Mr. Anis Choudhery	Whole-Time Director	Nil	Nil	Nil
3	Mrs. Soumya Bania	Non-Executive Director	Nil	Nil	Nil
4	Mr. Moiz Miyajiwala	Non-Executive Independent Director	Nil	Nil	Nil
5	Mr. Shariq Nissar	Non-Executive Independent Director	Nil	Nil	Nil

### Shareholding of Directors

The following table sets forth the shareholding of our Directors as on the date of this Prospectus:

Name of Directors	No. of Equity Shares held	% of Pre-Issue Paid Up Capital
Mr. Aslam Khan	1,46,510	51.82%
Mr. Anis Choudhery	30,975	10.96%
<b>Total Holding of Directors</b>	<b>1,77,485</b>	<b>62.78%</b>
<b>Total Paid up Capital</b>	<b>2,82,730</b>	<b>100.00%</b>

### Interest of the Directors

Our Directors may be deemed to be interested in the promotion of the Company to the extent of the Equity Shares held by them and also to the extent of any dividend payable to them on their holding of such shares and other distributions in respect of the aforesaid Equity Shares. For further details, refer to chapter titled “*Related Party Transactions*” and “*Our Promoter and Promoter Group*” beginning on page nos. 115 and 104 of this Prospectus.

All of our Directors may be deemed to be interested to the extent of fees payable to them for attending meetings of the Board or a committee thereof as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association, and to the extent of remuneration paid to them for services rendered as an officer or employee of our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, held by them or allotted to the companies in which they are interested as Directors, Members, and Promoters, pursuant to this issue. All of our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except as stated in this chapter titled “*Our Management*” and the chapter titled “*Annexure XXVIII – Related Party Transactions*” beginning on page nos. 91 and 115 of this Prospectus respectively, our Directors do not have any other interest in our business.

Except as disclosed in “*Properties*” within the section titled “*Our Business*” on page no. 75 of this Prospectus, our Directors have no interest in any property acquired or proposed to be acquired by our Company as on the date of this Prospectus.

### Changes in the Board of Directors in the last three years

Following are the changes in our Board of Directors in the last three years:

Sr. No.	Name of Director	Date of Change	Reason for change
1.	Mr. Anis Choudhery	April 18, 2019	Re-Designated as Whole-Time Director
2.	Mrs. Soumya Bania	April 18, 2019	Appointed as Non-Executive Director

Sr. No.	Name of Director	Date of Change	Reason for change
3.	Mr. Shariq Nissar	April 18, 2019	Appointment as Non Executive Independent Directors
4.	Mr. Moiz Mayajiwala	April 18, 2019	Appointment as Non Executive Independent Directors
5.	Mr. Sudhir Bania	April 18, 2019	Resignation

### Corporate Governance

The provisions of the SEBI (LODR) Regulations, 2015 with respect to corporate governance will be applicable to us immediately upon the listing of our Equity Shares with the Stock Exchanges. We are in compliance with the requirements of the applicable regulations, including the SEBI (LODR) Regulations, 2015, the SEBI Regulations and the Companies Act, in respect of corporate governance including constitution of the Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board has been constituted in compliance with the Companies Act and the SEBI Listing Regulations. The Board functions either as a full board, or through various committees constituted to oversee specific operational areas.

Currently, our Board has Five (5) Directors consisting of one (1) Executive Director, One (1) Whole-Time Director, one (1) Non Executive Non Independent Director and two (2) Non Executive Independent Directors. We have one (1) woman director on our Board.

### Committees of our Board

We have constituted the following committees of our Board of Directors for compliance with Corporate Governance requirements:

1. Audit Committee
2. Stakeholder's Relationship Committee
3. Nomination and Remuneration Committee

#### 1. Audit Committee

The Audit Committee of our Board was constituted by our Directors by a board resolution dated April 25, 2019 pursuant to section 177 of the Companies Act, 2013. The Audit Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Moiz Miyajiwala	Non-Executive Independent Director	Chairman
Mr. Shariq Nisar	Non-Executive Independent Director	Member
Mr. Aslam Khan	Executive Director	Member

The scope of Audit Committee shall include but shall not be restricted to the following:

- a) Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b) Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- 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
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report.
- e) Reviewing, with the management, the half yearly financial statements before submission to the board for approval
- f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- g) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- h) Approval or any subsequent modification of transactions of the company with related parties;
- i) Scrutiny of inter-corporate loans and investments;
- j) Valuation of undertakings or assets of the company, wherever it is necessary;
- k) Evaluation of internal financial controls and risk management systems;
- l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- m) 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.
- n) Discussion with internal auditors any significant findings and follow up there on.
- o) 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.
- p) 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.
- q) 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.
- r) To review the functioning of the Whistle Blower mechanism.
- s) Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- t) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as contained in the Accounting Standard 18, Related Party Transactions, issued by The Institute of Chartered Accountants of India.

Explanation (ii): If the Issuer has set up an audit committee pursuant to provision of the Companies Act, the said audit committee shall have such additional functions / features as is contained in this clause.

*The Audit Committee enjoys following powers:*

- a) To investigate any activity within its terms of reference
- b) To seek information from any employee
- c) To obtain outside legal or other professional advice
- d) To secure attendance of outsiders with relevant expertise if it considers necessary
- e) The audit committee may invite such of the executives, as it considers appropriate (and particularly the head of the finance function) to be present at the meetings of the committee, but on occasions it may also meet without the presence of any executives of the Issuer. The finance director, head of internal audit and a representative of the statutory auditor may be present as invitees for the meetings of the audit committee.

*The Audit Committee shall mandatorily review the following information:*

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Committee, reasons for disagreement shall have to be incorporated in the minutes of the Board Meeting and the same has to be communicated to the shareholders. The Chairman of the committee has to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

The Company Secretary of the Company acts as the Secretary to the Committee.

*Meeting of Audit Committee*

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings. The quorum shall be either two members or one third of the members of the audit committee whichever is greater, but there shall be a minimum of two independent members present.

## **2. Stakeholder's Relationship Committee**

The Shareholder and Investor Grievance Committee of our Board were constituted by our Directors pursuant to section 178 (5) of the Companies Act, 2013 by a board resolution dated April 25, 2019. The Shareholder and Investor Grievance Committee comprises of:



Name of the Member	Nature of Directorship	Designation in Committee
Mrs. Soumya Bania	Non – Executive Director	Chairman
Mr. Aslam Khan	Executive Director	Member
Mrs. Anis Choudhery	Whole-Time Director	Member

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- a) Allotment and listing of our shares in future
- b) Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;
- c) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/transmission of shares and debentures;
- d) Reference to statutory and regulatory authorities regarding investor grievances;
- e) To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- f) And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

The Company Secretary of our Company acts as the Secretary to the Committee.

#### ***Quorum and Meetings***

The quorum necessary for a meeting of the Stakeholders Relationship Committee shall be two members or one third of the members, whichever is greater.

### **3. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee of our Board was constituted by our Directors pursuant to section 178 of the Companies Act, 2013 by a board resolution dated April 25, 2019.

The Nomination and Remuneration Committee currently comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Shariq Nisar	Non – Executive Independent Director	Chairman
Mr. Moiz Miyajiwala	Non – Executive Independent Director	Member
Mrs. Soumya Bania	Non-Executive Director	Member

The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- a) 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;
- b) Formulation of criteria for evaluation of Independent Directors and the Board;
- c) Devising a policy on Board diversity

- d) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

### ***Quorum and Meetings***

The quorum necessary for a meeting of the Nomination and Remuneration Committee shall be two members or one third of the members, whichever is greater. The Committee is required to meet at least once a year.

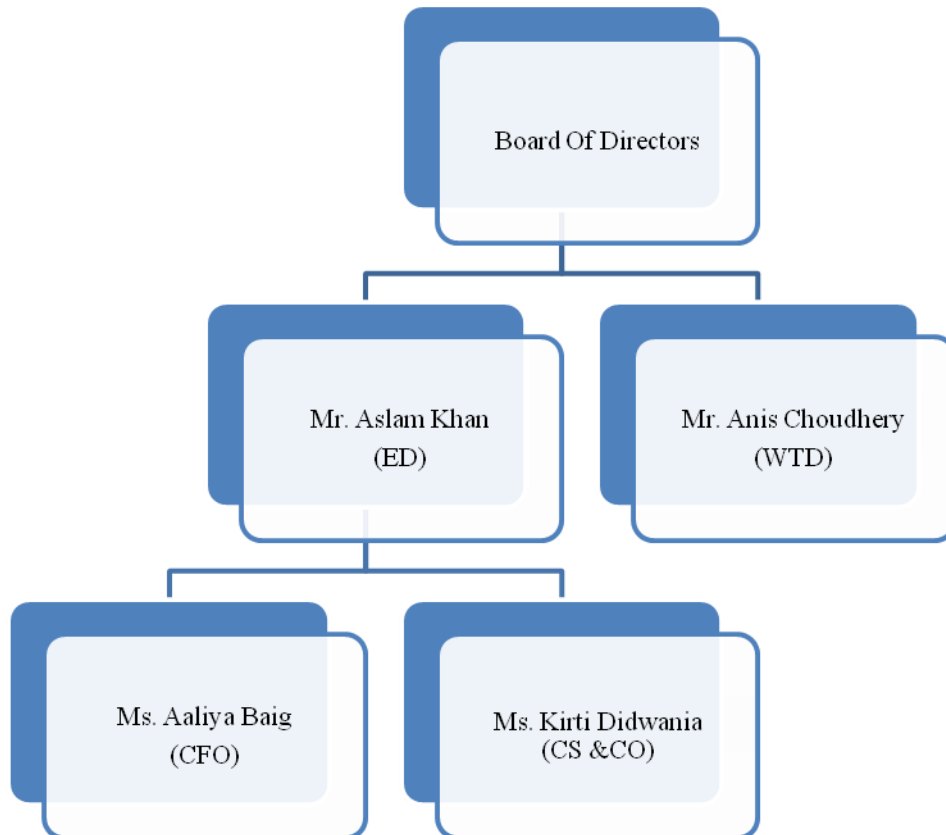
The Company Secretary of our Company acts as the Secretary to the Committee.

### **Policy on Disclosures & Internal procedure for prevention of Insider Trading**

The provisions of Regulation 8 and 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the Stock Exchange. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of our Equity Shares on stock exchange. Further, Board of Directors have approved and adopted the policy on insider trading in view of the proposed public issue.

Our Board is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the board.

## Management Organization Structure



## Terms & Abbreviations

ED	: Executive Director
CFO	: Chief Financial Officer
CS & CO	: Company Secretary & Compliance Officer
WTD	: Whole-Time Director

### Key Managerial Personnel

The details of our key managerial personnel are as below –

Name of Employee	Designation & Functional Area	Date of Appointment	Compensation for Last Fiscal (₹ in lakhs)	Qualification	Name of Previous Employer(s)	Total years of Experience
Mrs. Aaliya Baig	Chief Financial Officer	April 18, 2019	1.80	<ul style="list-style-type: none"> <li>• Master of Science</li> <li>• Master of Business Administration in HRM</li> <li>• Ph.D Test in Zoology</li> </ul>	<ul style="list-style-type: none"> <li>• G.M.Momin Womens' College</li> <li>• Sahara Hospitality Limited</li> <li>• Naushad Ali Sarovar Samvardhini (NASS)</li> </ul>	8 Years
Ms. Kirti Didwania	Company Secretary & Compliance Officer	July 31, 2019	Nil	<ul style="list-style-type: none"> <li>• B.com</li> <li>• Qualified Company Secretary</li> </ul>	<ul style="list-style-type: none"> <li>• Bhawani Group of Companies</li> </ul>	1 Year

#### Other Notes –

1. All the key managerial personnel mentioned above are permanent employees of our Company and none of them are related to each other or to any Director of our Company.
2. There is no understanding with major shareholders, customers, suppliers or any others pursuant to which any of the above mentioned personnel have been recruited.
3. As on the date of filing of this Prospectus, our Company does not have a bonus or a profit sharing plan with the key management personnel other than the equity shares proposed to be issued by way of employee stock options.
4. No non-salary-related payments or benefits have been made to our key management personnel.
5. There is no contingent or deferred compensation payable to any of our key management personnel.

#### Relationship amongst the Key Managerial Personnel

None of the aforementioned KMP's are related to each other.

#### Arrangement / Understanding with Major Shareholders / Customers / Suppliers

None of the KMPs have been selected pursuant to any arrangement / understanding with major shareholders / customers / suppliers.

#### Shareholding of Key Managerial Personnel

None of our KMP's hold any shares of our Company as on the date of this Prospectus except Mrs. Aaliya Baig who holds 4,998 equity shares of our Company

**Contingent and deferred compensation payable to our Director and Key Managerial Personnel**

There is no contingent or deferred compensation payable to our Directors and Key Managerial Personnel, which does not form a part of their remuneration.

**Interest of Key Managerial Personnel**

The Key Managerial Personnel of our Company do not have any interest in our Company, other than to the extent of remuneration of benefits to which they are entitled as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business. Further, if any Equity Shares are allotted to our Key Managerial Personnel prior to/ in terms of this Issue, they will be deemed to be interested to the extent of their shareholding and / or dividends paid or payable on the same.

**Bonus or Profit Sharing Plan for the Key Managerial Personnel during the last three years**

Our Company does not have fixed bonus/profit sharing plan for any of the employees, key managerial personnel.

**Employee Share Purchase and Employee Stock Option Scheme**

Presently, we do not have ESOP/ESPS scheme for employees.

**Payment or Benefit to our Key Managerial Personnel**

Except for the payment of salaries and yearly bonus, we do not provide any other benefits to our employees

**Changes in the Key Managerial Personnel in the three years preceding the date of filing this Prospectus**

Except as disclosed below, there has been no change in KMPs in past three years from the date of this Prospectus:

<b>Name</b>	<b>Designation</b>	<b>Date of Joining/ Change in Designation</b>	<b>Appointment / Resignation</b>
Mrs. Aaliya Baig	Chief Financial Officer	April 18, 2019	Appointment
Mr. Aslam Khan	Compliance Officer	July 30, 2019	Resignation
Mr. Kirti Didwania	Company Secretary & Compliance Officer	July 31, 2019	Appointment

## OUR PROMOTER AND PROMOTER GROUP

### THE PROMOTERS OF OUR COMPANY ARE:

1. Mr. Aslam Khan,
2. Mr. Anis Choudhery

As on the date of this Prospectus, our Promoters hold 1,77,485 Equity Shares in aggregate, representing 62.78% of the issued, subscribed and paid-up Equity Share capital of our Company.

The details of our Promoters are provided below:

	<b>Mr. Aslam Khan</b>
	<b>Brief Profile:</b> Mr. Aslam Khan, aged 44 years, is the Executive Director and Promoter of our Company. He has completed his Bachelor of Engineering (Electronics) from Mumbai University. He has also studied at Harvard Business School, MIT's Sloan School of Management and Said Business School of Oxford University where he was awarded executive certificates in Strategic Marketing and Finance Programme and has participated in the Advance Management Programme from the prestigious Indian Institute of Management, Kolkata in the year 2011. He has more than two decades of rich and vast experience in IT Industry and was associated with many top MNC's like Microsoft, Citibank NA, Askme.com, TCS. Mr. Aslam Khan has worked around various parts of the globe and has a strong grip on Global IT industry. He is the founder and CEO of Octaware Technologies Limited, a BSE Listed Company.
	<b>Date of Birth:</b> September 27, 1974
	<b>Address:</b> I-14, Mahindra Park, Narayan Nagar, L.B.S Road, Ghatkopar West, Mumbai -400 086
	<b>PAN:</b> AGBPK7367B
	<b>Passport No.:</b> Z3065643
	<b>Driver's License:</b> N.A.
	<b>Voter's ID No.:</b> NHL3100807
	<b>Adhaar Card No.:</b> 298359514984
	<b>Bank A/c No.:</b> 5-226368-703
	<b>Name of Bank &amp; Branch:</b> Citi Bank, Koregaon Park Main Road, Pune – 411 001
	<b>Other Directorship:</b> <ul style="list-style-type: none"> <li>• Octaware Technologies Limited</li> <li>• Bridge Voip Connections Services Private Limited</li> <li>• Octaware Information Technologies Private Limited</li> <li>• Gobizlab - Centre For Innovation &amp; Entrepreneurship Development</li> </ul>
	<b>Mr. Anis Choudhery</b>
	<b>Brief Profile:</b> Mr. Anis Choudhery, aged 49 years, is the Whole-Time Director of our Company. He holds M.phill degree in the field of Zoology from Mumbai University. And is currently appearing for Ph.D from Mumbai University. He has an Experience of 21 years. Professional teaching with A grade College of University of Mumbai & Lucknow.
	<b>Date of Birth:</b> July 01, 1970
	<b>Address:</b> Bldg No. 20/1, Radha Nagar, Godrej Hill Road, Khadakpada Kalyan West, Thane – 421 301
	<b>PAN:</b> AGBPC2093E
	<b>Passport No.:</b> K6544332
	<b>Driver's License:</b> MH05 20100046097
<b>Voter's ID No.:</b> NHL0557198	
<b>Adhaar Card No.:</b> 646517051125	



<b>Bank A/c No.:</b> 20133858731
<b>Name of Bank &amp; Branch:</b> Bank of Maharashtra, Kalyan – 421 302
<b>Other Directorship:</b> N.A.

*For additional details on the age, background, personal address, educational qualifications, experience, positions / posts, other ventures and Directorships held in the past for our Individual Promoter, please see the chapter titled “Our Management” beginning on page no. 91 of this Prospectus.*

*For details of the build-up of our Promoter’s shareholding in our Company, please see “Capital Structure – Shareholding of our Promoters beginning on page no 40 of this Prospectus.*

### **Other Undertakings and Confirmations**

We confirm that the Permanent Account Number, Bank Account number and Passport number of our Promoters will be submitted to the Stock Exchange at the time of filing of the Draft Prospectus with the Stock Exchange.

Our Promoters and the members of our Promoter Group have confirmed that they have not been identified as wilful defaulters by the RBI or any other governmental authority.

No violations of securities laws have been committed by our Promoters or members of our Promoter Group or any Group Companies in the past or are currently pending against them. None of (i) our Promoters and members of our Promoter Group or persons in control of or on the boards of bodies corporate forming part of our Group Companies (ii) the Companies with which any of our Promoters are or were associated as a promoter, director or person in control, are debarred or prohibited from accessing the capital markets or restrained from buying, selling, or dealing in securities under any order or directions passed for any reasons by the SEBI or any other authority or refused listing of any of the securities issued by any such entity by any stock exchange in India or abroad.

### **Change in control of our Company**

There has been no change in the promoters and control of our Company in the five years immediately preceding the date of this Prospectus.

### **Interests of Promoters**

None of our Promoters / Directors have any interest in our Company except to the extent of compensation payable / paid and reimbursement of expenses (if applicable) and to the extent of any equity shares held by them or their relatives and associates or held by the companies, firms and trusts in which they are interested as director, member, partner, and / or trustee, and to the extent of benefits arising out of such shareholding. For further details on the interest of our promoters in our Company, Please see the chapters titled “Capital Structure”, “Financial Information” and “Our Management” beginning on page nos. 40, 115 and 91 of this Prospectus.

Except as stated otherwise in this Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoters are directly or indirectly interested and no payments have been made to them in respect of the contracts, agreements or arrangements which are proposed to be made with them including the properties purchased by our Company other than in the normal course of business.

For Further details on the related party transaction, to the extent of which our Company is involved, please see “Annexure XXVIII - Statement of Related Party Transaction” on page no. 115 of this Prospectus.

### **Common Pursuits of our Promoters**

Our Promoters does not have any common pursuits.

**Companies with which the Promoters have disassociated in the last three years.**

Our Promoters have not disassociated themselves from any companies, firms or entities during the last three years preceding the date of this Prospectus.

**Payment of Amounts or Benefits to the Promoters or Promoter Group during the last two years**

Except as stated in “Annexure XXVIII – Statement of Related Party Transactions” under the chapter “Financial Statements” on page no. 115 of this Prospectus, there has been no other payment of benefits to our Promoters during the two years preceding the date of this Prospectus.

**Interest of Promoters in the Promotion of our Company**

Our Company is currently promoted by the promoters are in order to carry on its present business. Our Promoters are interested in our Company to the extent of their shareholding in our Company and the dividend declared, if any, by our Company.

**Interest of Promoters in the Property of our Company**

Our Promoters have confirmed that they do not have any interest in any property acquired by our Company within three years preceding the date of this Prospectus or proposed to be acquired by our Company as on the date of this Prospectus. For details, please see “Properties” and “Annexure XXVIII - Related Party Transactions” on page nos. 75 and 115, respectively, of this Prospectus.

Further, other than as mentioned in the chapter titled “Our Business” on page no. 75 of this Prospectus our Promoters do not have any interest in any transactions in the acquisition of land, construction of any building or supply of any machinery.

**Interest of Promoters in our Company other than as Promoter**

Other than as Promoters, our Promoters is interested in our Company to the extent of their shareholding in our Company and the dividend declared, if any, by our Company. For details please see chapters titled “Our Management” and “Capital Structure” beginning on page nos. 91 and 40 respectively of this Prospectus.

Except as mentioned in this section and the chapters titled “Capital Structure”, “Our Business”, “History and Certain Corporate matters” and “Annexure XXVIII – Statement of Related Party Transactions” on page nos. 40, 75, 87 and 115 of this Prospectus, respectively, our Promoter do not have any interest in our Company other than as promoters.

**Related Party Transactions**

Except as stated in the “Annexure XXVIII – Statement of Related Party Transactions” on page no. 115 of this Prospectus, our Company has not entered into related party transactions with our Promoters.

**Material Guarantees**

Except as stated in the “Financial Information” beginning on page nos. 115 of this Prospectus respectively, our Promoters have not given any material guarantee to any third party with respect to the Equity Shares as on the date of this Prospectus.

**Shareholding of the Promoters Group in our Company**

For details of shareholding of members of our Promoter Group as on the date of this Prospectus, please see the chapter titled “Capital Structure – Notes to Capital Structure” beginning on page no. 40 of this Prospectus.

## Other Confirmations

Our Company has neither made any payments in cash or otherwise to our Promoters or to firms or companies in which our Promoters is interested as members, directors or promoters nor have our Promoter been offered any inducements to become directors or otherwise to become interested in any firm or company, in connection with the promotion or formation of our Company otherwise than as stated in the “Annexure XXVIII – Statement of Related Party Transactions” on page no. 115 of this Prospectus.

## Outstanding Litigation

There is no outstanding litigation against our Promoters except as disclosed in the section titled “Risk Factors” and chapter titled “Outstanding Litigation and Material Developments” beginning on page nos. 15 and 143 of this Prospectus.

## OUR PROMOTER GROUP

In addition to the Promoters named above, the following natural persons and entities form part of our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI (ICDR) Regulation, 2018.

### A. Natural Persons who are Part of the Promoter Group

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Aslam Khan	Mr. Qudratullah Khan	Father
	Mrs. Zaibunnisa Khan	Mother
	Mrs. Rehana Aslam Khan	Wife
	Mr. Mohammed Arif Khan and Mr. Arbar Ahmed Khan	Brother(s)
	Mrs. Tasbihunnisa Khan, Mrs. Ayesha Khatoon Khan, Mrs. Fatima Khatoon Khan and Mrs. Abeda Khatoon Khan	Sister(s)
	Master Saad Ahmed Khan and Master Maaz Ahmed Khan	Son(s)
	Ms. Asra Aslam Khan	Daughter
	Mr. Mohammed Hashim Khan	Wife’s Father
	Mrs. Hajira Hashim Khan	Wife’s Mother
	Mr. Parvez Ahmed Khan	Wife’s Brother(s)
	Mr. Firoz Ahmed Khan	
	Mr. Afzal Ahmed Khan	
	Mr. Faisal Ahmed Khan	Wife’s Sister(s)
	Mrs. Shehnaz Shamim Khan	
Mrs. Kaneez Fatima Khan		

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mr. Anis Choudhery	Mr. Baitullah Choudhery	Father
	Mrs. Mehmooda Choudhery	Mother
	Mrs. Anika Choudhery	Wife
	Mr. Mohd. Aslam Choudhery	Brother
	Mrs. Abeda Choudhery, Mrs. Khalida Choudhery and Mrs. Shahida Choudhery	Sister (s)
	Master Sahil Choudhery and Master Amaan Choudhery	Son(s)
	Ms. Anaaya Choudhery	Daughter
	Mr. Dyanu Gaikwad	Wife’s Father
	Mrs. Carmine Gaikwad	Wife’s Mother
	-	Wife’s Brother(s)

Name of the Promoter	Name of the Relative	Relationship with the Promoter
	Mrs. Sunita Mate	Wife's Sister(s)
	Mrs. Sarita Malvankar	

***B. Companies / Corporate Entities forming part of the Promoter Group***

Company / Trust / Partnership firm / HUF or Sole Proprietorship shall form part of our Promoter Group.

Sr. No.	Name of Promoter Group Entity / Company
1.	Octaware Technologies Limited
2.	Bridge Voip Connections Services Private Limited
3.	Octaware Information Technologies Private Limited
4.	Gobizlab - Centre For Innovation & Entrepreneurship Development
5.	Centrium Healthcare Services Pvt. Ltd.

## OUR GROUP COMPANY

In accordance with the provisions of SEBI ICDR Regulations, as amended from time to time for the purpose of identification of Group Company, our Company has considered such companies with which there were related party transactions, during the period for which financial information is disclosed in this Prospectus, as covered under the applicable accounting standards, i.e. Accounting Standard 18 issued by the Institute of Chartered Accountants of India and such other companies as considered material by our Board as our group company. Our Board has adopted a policy of materiality for determining the Group Company by passing a resolution at its meeting held on April 25, 2019 which is reproduced below:

### Policy of Materiality:

A company shall be considered material and will also be disclosed as a group company if:

- The companies which are members of the Promoter Group and
- with which our Company were in related party transactions in the most recent Fiscal and stub period for which Restated Financial Statements are included in this Prospectus.

Consequently the following company have been identified as Group Company of our Company:

### 1. OCTAWARE TECHNOLOGIES LIMITED (“OTL”)

<b>Incorporation</b>	Octaware Technologies Limited is a BSE SME listed Company, incorporated on May 26, 2005.
<b>PAN</b>	AAACO7475L
<b>CIN</b>	L72200MH2005PLC153539
<b>Registered Office</b>	204, Timmy Arcade, Makwana Rd, Marol, Off Kurla Andheri Road, Mumbai – 400 059.
<b>Nature of Business</b>	OTL is engaged in providing Information Technology.
<b>Registrar of Companies</b>	Registrar of Companies, Mumbai

### Details of Listing of OTL:

<b>Year of Initial Listing</b>	2017
<b>Name of the stock Exchanges where currently listed</b>	SME platform of BSE Limited
<b>Details of public offering in last 3 years</b>	-
<b>Date of opening and closing of Issue</b>	-
<b>Date of Allotment</b>	-
<b>Face Value (₹)</b>	10
<b>Listing Code</b>	Script Code : 540416

### Main Objects

The main object of OTL is:

*“To establish, Provide, Perform, Consultancy services and solutions in the field of information technology, systems engineering, related technical and commercial consultancy services, import and export of know-how in the field of computers and provide software services infrastructure for customers, as also to undertake the business of development of software products and render Information Technology enabled services such as networking services related thereto including software implementation and support so as to cater to the needs of customers and to export the software products and services out of India.”*

### Registered Office

OTL's registered office is situated at 204, Timmy Arcade, Makwana Road, Marol, Off Kurla Andheri Road, Mumbai -400 059.

### Interest of our Company, Promoters and Promoter Group

Our Company, Promoters and Promoter Group hold 30.21 % of shares in OTL.

### Board of Directors of OTL:

Sr. No.	Name
1.	Mr. Aslam Khan
2.	Ms. Usha Mishra
3.	Mr. Sajid Hameed
4.	Mr. Siraj Gunwan
5.	Mr. Narayanan Krishnan
6.	Ms. Rabia Khan

### Shareholding pattern of OTL as on March 31, 2019

Category of shareholder	Nos. of shareholders	No. of fully paid up equity shares held	Total nos. shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of equity shares held in dematerialized form
(A) Promoters & Promoter Group	2	17,30,024	17,30,024	48.48	17,30,024
(B) Public	131	18,60,546	18,60,546	51.82	16,06,876
(C1) Shares underlying DRs	-	-	-	0.00	-
(C2) Shares held by Employee Trust	-	-	-	0.00	-
(C) Non Promoter-Non Public	-	-	-	0.00	-
<b>Grand Total</b>	<b>133</b>	<b>35,90,570</b>	<b>35,90,570</b>	<b>100.00</b>	<b>33,36,900</b>

### Financial Information

The following information has been derived from the audited financial statements/results of OTL (on consolidated basis) for the last two financial years:

(₹ in lakhs)

Sr. No.	Particulars	As at March 31,		
		2019	2018	2017
1.	Share Capital	359.06	359.06	359.06
2.	Reserves (Excluding revaluation reserve) and Surplus	1325.29	1,233.60	990.23
3.	Money Received against Share Warrants	-	-	-
4.	Networth	1684.34	1592.65	1,349.29
5.	Income including other income	1,095.13	1,129.30	800.77
6.	Profit/(Loss) after tax	58.62	237.83	204.59
7.	Basic Earnings per share	1.63	6.65	6.65
8.	Diluted Earnings per Share	1.63	6.65	6.65
9.	Net Asset Value per Share	46.90	44.36	37.58

<sup>(1)</sup> Net Worth Calculated after deducting unamortised / miscellaneous expenses not w/o, if any

<sup>(2)</sup> EPS is calculated on PAT minus Preference Dividend and Tax thereon, if any

<sup>(3)</sup> NAV per share does not include Preference Share Capital and Share Application Money, if any

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

**The following information has been derived from the audited financial statements/results of OTL (on standalone basis) for the last three financial years:**

(₹ in lakhs except per share value)

Sr. No.	Particulars	As at March 31,		
		2019	2018	2017
1	Share Capital	395.06	395.06	359.06
2	Reserves (Excluding revaluation reserve) and Surplus	628.18	616.20	602.63
3	Money Received against Share Warrants	-	-	-
4	Networth	987.24	975.26	961.68
5	Income including other income	276.77	915.43	920.24
6	Profit/(Loss) after tax	11.98	13.57	7.76
7	Basic Earnings per share	0.33	0.38	0.25
8	Diluted Earnings per Share	0.33	0.38	0.25
9	Net Asset Value per Share		27.16	26.78

There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against the Company.

### Share Price Information

The Equity Shares of OTL are listed on SME Platform of BSE and its scrip code is 540416. The details of the highest and lowest price on the BSE during the preceding six months are as follows:

Month	High (₹)	Low (₹)
July, 2019	95.50	95.50
June, 2019	100.50	100.50
May, 2019	100.50	96.00
April, 2019	102.25	95.50
March, 2019	100.00	92.10
February, 2019	94.10	94.10

Source: [www.bseindia.com](http://www.bseindia.com)

### Share Price Information (Scrip Code: 534680):

The closing share prices of OTL as on August 16, 2019 on BSE was ₹ 98.50

The market capitalization of OTL as on the date of this Prospectus on BSE was ₹ 3537 Lakhs.

### Previous Issues

OTL has raised 380.85 Lakh by way of initial public issue in the financial year 2017-18

### Pending litigation involving the group company which has a material impact on the issuer:

Other than as disclosed in the chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 143 of this Prospectus, there are no pending litigations involving our Group Company having material impact on us.

### Rates of Dividend:

Our Company has not paid dividend during past three financial years.



## **Mechanism for Redressal of Investor Grievance**

All share related matters namely transfer, transmission, transposition, nomination, dividend, change of name, address and signature, registration of mandate and power of attorney, replacement, split, consolidation, dematerialization and dematerialization of shares, issue of duplicate certificates etc. are handled by OTL's registrars and transfer agents, Accurate Securities & Registry Private Limited.

Investors correspond directly with Accurate Securities & Registry Private Limited, on all share related matters. OTL has an established mechanism for investor service and grievance handling, with Accurate Securities & Registry Private Limited and the compliance officer appointed by OTL for this purpose being the important functional nodes.

Further, OTL has constituted Shareholders Relationship committee which, *inter alia*, approves issue of duplicate certificates and oversees and reviews all matters connected with securities transfers and other processes. As on the date of this Prospectus, there were no investor complaints pending against OTL.

## **Other Disclosures**

- No application has been made to RoC for striking off the name of OTL.
- OTL is neither a sick company within the meaning of the Sick Industrial Companies (Special Provisions) Act, 1985 nor is under winding up. Further, OTL does not have a negative net-worth in the immediately preceding year.
- OTL is not prohibited from accessing the capital markets for any reasons by the SEBI or any other authorities.
- There are no defaults in meeting any statutory/bank/institutional dues. No proceedings have been initiated for economic offences against OTL
- OTL has not made loss in the immediately preceding year

## **Group Company which are a sick industrial companies**

None of our Group Company have become sick companies under the erstwhile Sick Industrial Companies (Special Provisions) Act, 1995.

## **Group Company under winding up/insolvency proceedings**

Our Group Company is not under winding up/insolvency proceedings.

## **Loss making Group Companies**

Our Company do not have any loss making Group Company.

## **Defunct Group Company**

During the five years immediately preceding the date of this Prospectus, our Group Company have not remained defunct and no application has been made to the relevant registrar of companies for striking off the name of our Group Company.

## **Common Pursuits between the Company and its Group Company**

There are no other common pursuits or conflict of interest situations between our Group Company and our Company.

Our Company will adopt the necessary procedures and practices as permitted or required by law to address any conflict of interest situation as and when it arises.

**Related Business Transactions within the Group Companies and Significance on the Financial Performance of our Company**

Other than the transactions disclosed in the chapter titled “*Related Party Transactions*” beginning on page 115 of this Prospectus, there are no other related business transactions within the Group Company.

**Sale/Purchase between Group Companies and our Company**

Except as disclosed in the chapter titled “*Related Party Transactions*” beginning on page 115 of this Prospectus, our Group Companies are not involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate ten per cent of the total sales or purchases of our Company.

**Other Confirmations**

Except as disclosed in the chapter titled “*Outstanding Litigation and Material Developments*” beginning on page 143 of this Prospectus, there is no litigation, legal action, regulatory or disciplinary action pending or taken by any ministry, department of the Government, statutory authority or stock exchange during the last five years preceding the date of the Issue against our Group Company.

There have been no defaults in respect of payment of interest and/or principle to the debenture/bond/fixed deposit holders, banks, FIs during past three years by our Group Company.

Further, no part of the Issue proceeds is payable to or proposed to be invested in OTL. The equity shares of OTL listed on SME Platform of BSE limited. Further, our Group Company have not failed to get listed on any recognized stock exchange in India or abroad. For further details, kindly refer chapter titled “*Other Regulatory and Statutory Disclosures*” on page 152 of this Prospectus.

## **DIVIDEND POLICY**

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

There are no dividends declared by our Company since incorporation.

Our Company does not have any formal dividend policy for the Equity Shares. The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

## SECTION VII – FINANCIAL INFORMATION

### FINANCIAL STATEMENTS

#### INDEPENDENT AUDITOR’S REPORT ON RESTATED FINANCIAL STATEMENTS OF TRANSPACT ENTERPRISES LIMITED

To,

**The Board of Directors,  
Transpact Enterprises Limited**  
204 2<sup>nd</sup> Floor, Timmy Arcade,  
Makwana Road Marol,  
Andheri (East), Mumbai - 400059

Dear Sir/Ma’am,

1. We have examined the attached Restated Financial Statement along with the significant accounting policies and related notes of Transpact Enterprises Limited (the 'Company') as at and for the years ended on March 31, 2019, 2018 and 2017 annexed to this report and prepared by the Company for the purpose of inclusion in the Offer Document in connection with its proposed Initial Public Offer (“IPO”) on the BSE StartUp segment under SME Platform of BSE Limited.
2. The said Restated Financial Statements and other Financial Information have been prepared in accordance with the requirements of:
  - i. Section 26 of Part I of Chapter III to the 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”) issued by the Securities and Exchange Board of India (“SEBI”) in pursuance to Section 11 of the Securities and Exchange Board of India Act, 1992 and related amendments / clarifications from time to time;
  - iii. The terms of reference to our engagements with the Company requesting us to carry out the assignment, in connection with the Prospectus being issued by the Company for its proposed IPO of equity shares on BSE StartUp segment under SME Platform of BSE Limited; and
  - iv. The Guidance Note on Reports in Company Prospectus (Revised) issued by the Institute of Chartered Accountants of India (“Guidance Note”).
3. The Restated Summary Statements of the Company have been extracted by the management from the Audited Financial Statements of the Company for the years ended on March 31, 2019, 2018 and 2017.
4. In accordance with the requirements of Part I of Chapter III of Act including rules made there under, ICDR Regulations, Guidance Note and Engagement Letter, we report that:
  - i. The “Restated Summary Statement of Assets and Liabilities” as set out in Annexure I to this report, of the Company as at March 31, 2019, 2018 and 2017 is 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 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.
  - ii. The “Restated Summary Statement of Profit and Loss” as set out in Annexure II to this report, of the Company for the years ended on March 31, 2019, 2018 and 2017 is 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 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.

- iii. The “Restated Summary Statement of Cash Flow” as set out in Annexure III to this report, of the Company for the years ended on March 31, 2019, 2018 and 2017 is prepared by the Company and approved by the Board of Directors. These Statement of Cash Flow, as restated have been arrived at after making such adjustments and regroupings to the 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.
5. Based on the above and also as per the reliance placed by us on the audited financial statements of the Company and report thereon given by the Statutory Auditor of the Company for the years ended on March 31, 2019, 2018 and 2017, we are of the opinion that:
- i. The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/ years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;
  - ii. The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/ period to which they relate and there are no qualifications which require adjustments;
  - iii. Extra-ordinary items that needs to be disclosed separately in the accounts has been disclosed wherever required;
  - iv. There were no qualifications in the Audit Reports issued by the Statutory Auditors for the financial years ended on March 31, 2019, 2018 and 2017 which would require adjustments in this Restated Financial Statements of the Company;
  - v. Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/ restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure IV to this report;
  - vi. Adjustments in Restated Summary Statements have been made in accordance with the correct accounting policies,
  - vii. There was no change in accounting policies, which needs to be adjusted in the Restated Summary Statements;
  - viii. There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;
  - ix. The Company has not paid any dividend since its incorporation.

**Opinion:**

6. In our opinion and to the best of information and explanation provided to us, the restated financial information of the Company, read with significant accounting policies and notes to accounts as appearing in Annexure IV are prepared after providing appropriate adjustments and regroupings as considered appropriate.
7. The information have been extracted from the financial statements for the year ended on March 31, 2019 audited by joint auditors i.e. M/s. M. Azam & Co, Chartered Accountant and M/s. A.R. SODHA & CO., Chartered Accountants being the Statutory Auditors of the Company for the respective years; whereas for the financial years ended on March 31, 2018 and 2017, it was audited by M/s. M. Azam & Co, Chartered Accountant, being the Statutory Auditor of the Company for the respective years, approved by the Board of Directors.
8. 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 years ended on March 31, 2019, 2018 and 2017 proposed to be included in the Prospectus (“Offer Document”) for the proposed IPO.

Annexure of Restated Financial Statements of the Company:-

- i) Statement of Share Capital, as restated (Annexure - VI)
- ii) Statement of Reserves & Surplus, as restated (Annexure - VII)
- iii) Statement of Deferred Tax Assets, as restated (Annexure- VIII)
- iv) Statement of Short Term Borrowings, as restated (Annexure- IX)
- v) Statement of Trade Payable, as restated (Annexure- X)
- vi) Statement of Other Current Liabilities, as restated (Annexure- XI)
- vii) Statement of Fixed Assets, as restated (Annexure- XII)
- viii) Statement of Inventories, as restated (Annexure – XIII)
- ix) Statement of Trade Receivables, as restated (Annexure - XIV)
- x) Statement of Cash and Cash Equivalents, as restated (Annexure - XV)
- xi) Statement of Other Current Assets, as restated (Annexure - XVI)
- xii) Statement of Revenue from Operations, as restated (Annexure – XVII)
- xiii) Statement of Related Party Transactions, as restated (Annexure – XVIII)
- xiv) Statement of Dividend Declared, As Restated (Annexure XIX)
- xv) Statement of Contingent Liabilities, As Restated (Annexure XX)
- xvi) Statement of Tax Shelter, as restated (Annexure XXI)

9. We, A.R. SODHA & CO., 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.
10. The preparation and presentation of the Financial Statements referred to above are based on the Audited financial statements of the Company and are in accordance with the provisions of the Act and ICDR Regulations. The Financial Statements and information referred to above is the responsibility of the management of the Company.
11. The report should not in any way be construed as a re-issuance 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 therein.
12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. In our opinion, the above financial information contained in Annexure I to XXI of this report read with the respective Significant Accounting Policies and Notes to Accounts as set out in Annexure IV & V are prepared after making adjustments and regrouping as considered appropriate and have been prepared in accordance with the Act, ICDR Regulations, Engagement Letter and Guidance Note.
14. Our report is intended solely for use of the management and for inclusion in the Offer Document in connection with the IPO. Our report should not be used, referred to or adjusted for any other purpose except with our consent in writing.

**FOR A.R. SODHA & CO**  
**Chartered Accountants**  
**Firm Regn. No. 110324W**

**CA. A. R. Sodha**  
**Partner**  
Membership No.: 031878  
Place: Mumbai  
Date: August 03, 2019

**Annexure I**  
**STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
<b>EQUITY AND LIABILITIES</b>			
<b>1. Shareholder's fund</b>			
a) Share Capital	29.04	29.04	4.04
b) Reserves and surplus	(3.88)	3.22	12.38
<b>Total Shareholder's Fund(1)</b>	<b>25.16</b>	<b>32.26</b>	<b>16.41</b>
<b>2. Non-Current liabilities</b>			
Deferred Tax Liabilities	1.20	-	-
<b>Total(2)</b>	<b>1.20</b>	<b>-</b>	<b>-</b>
<b>3. Current liabilities</b>			
a) Short-term borrowings	18.39	10.70	6.87
b) Trade payables	5.46	3.89	-
c) Other current liabilities	1.71	0.13	0.32
<b>Total(3)</b>	<b>25.66</b>	<b>14.71</b>	<b>7.18</b>
<b>TOTAL(1+2+3)</b>	<b>51.92</b>	<b>46.98</b>	<b>23.60</b>
<b>ASSETS</b>			
<b>1. Non - Current Assets</b>			
a) Property, plant & equipment			
i.) Tangible assets	-	-	-
ii.) Intangible assets	34.92	17.68	17.68
iii.) Intangible assets under development	-	12.24	-
<b>Total (1)</b>	<b>34.92</b>	<b>29.92</b>	<b>17.68</b>
<b>2. Current Assets</b>			
a) Inventories	8.75	9.25	-
b) Trade Receivables	2.60	-	-
c) Cash and Cash equivalents	0.68	5.85	0.69
d) Other current assets	4.97	1.95	5.22
<b>Total(2)</b>	<b>16.99</b>	<b>17.05</b>	<b>5.91</b>
<b>TOTAL(1+2)</b>	<b>51.92</b>	<b>46.98</b>	<b>23.60</b>



**Annexure II**  
**STATEMENT OF PROFIT AND LOSS, AS RESTATED**

(₹ in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>INCOME:</b>			
Revenue from operations	13.00	-	-
<b>Total Income</b>	<b>13.00</b>	<b>-</b>	<b>-</b>
<b>EXPENSES:</b>			
Purchase of stock in trade	8.75	9.25	-
Changes in inventories of stock in trade	0.50	(9.25)	-
Employee benefit expenses	1.46	4.28	1.26
Depreciation and amortization expense	2.26	-	-
Other expenses	5.94	4.87	3.27
<b>Total expenses</b>	<b>18.90</b>	<b>9.15</b>	<b>4.53</b>
<b>Profit / (Loss) before tax</b>	<b>(5.90)</b>	<b>(9.15)</b>	<b>(4.53)</b>
<b>Less: Tax expense</b>			
Current tax	-	-	-
Deferred tax (assets)/ liabilities	1.20	-	-
<b>Total tax expense</b>	<b>1.20</b>	<b>-</b>	<b>-</b>
<b>Net profit / ( loss ) after tax</b>	<b>(7.10)</b>	<b>(9.15)</b>	<b>(4.53)</b>

**Annexure III**  
**CASH FLOW STATEMENT, AS RESTATED**

(₹ in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>Cash Flow From Operating Activities</b>			
Net Profit before tax and after extra-ordinary items	(5.90)	(9.15)	(4.53)
Adjustments for items:			
Depreciation and amortisation expense	2.26	-	-
<b>Operating Profit Before Working Capital Adjustments</b>	<b>(3.65)</b>	<b>(9.15)</b>	<b>(4.53)</b>
<b>Adjustment for Changes in Working Capital</b>			
(Increase) / decrease in inventories	0.50	(9.25)	-
(Increase) / decrease in trade receivables	(2.60)	-	-
(Increase) / decrease in other current assets	(3.02)	3.28	(0.04)
Increase / (decrease) in other current liabilities	1.59	(0.19)	(0.34)
Increase / (decrease) in trade payable	1.57	3.89	-
<b>Cash Flow Generated from Operations</b>	<b>(5.62)</b>	<b>(11.43)</b>	<b>(4.90)</b>
Direct taxes paid	-	-	-
<b>Net Cash flow from Operating Activities (A)</b>	<b>(5.62)</b>	<b>(11.43)</b>	<b>(4.90)</b>
<b>Cash Flow From Investing Activities</b>			
(Increase)/ Decrease in Intangibles	(7.25)	(12.24)	(5.18)
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(7.25)</b>	<b>(12.24)</b>	<b>(5.18)</b>
<b>Cash Flow From Financing Activities</b>			
Net proceeds from short term borrowings	7.69	3.83	2.77
Proceeds from issue of Share Capital	-	25.00	7.50
<b>Net Cash Flow from Financing Activities (C)</b>	<b>7.69</b>	<b>28.83</b>	<b>10.27</b>
<b>Net Cash Flow during the year ( A + B + C )</b>	<b>(5.17)</b>	<b>5.17</b>	<b>0.18</b>
Cash & Cash equivalent at the beginning of the year	5.85	0.69	0.51
<b>Cash &amp; Cash Equivalent at the end of the year</b>	<b>0.68</b>	<b>5.85</b>	<b>0.69</b>

**ANNEXURE IV**  
**SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:**

**1. Corporate Information**

Transpact Enterprises Limited (the Company) is engaged in the business of design and distribution of therapeutic device - ‘Vestibulator’ which is a unique and innovative invention in therapeutics instrument segment.. The Company was incorporated on May 12, 2013 under the Companies Act, 1956 with the Registrar of Companies, Mumbai. The certificate of incorporation was issued on May 12, 2013 by the Registrar of Companies, Mumbai.

**2. Significant Accounting Policies**

**a. Basis of preparation**

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules 2014. The financial statements have been prepared on an accrual basis and under the historical cost convention.

**b. Use of estimates**

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/ materialized.

**c. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported period.

**d. Cash and cash equivalents**

Cash comprises cash on hand and demand deposit with banks. Cash equivalents are short term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into loan amounts of cash and which are subject to insignificant risk of changes in values.

**e. Property, Plant & Equipment**

Property, plant & equipment are stated at cost of acquisition or construction (net of GST) less accumulated depreciation and impairment losses. The cost of assets comprises of its purchase price and any directly attributable cost of bringing the assets to their location and working condition upto the date of its intended use.

Intangible assets are amortized over the period of the useful life of the rights and it begins when the asset is available for use. Intangible assets of infinite useful lives are not amortized but subject to impairment test, on an annual basis.

Intangible assets are represented by non-monetary elements, identifiable and lacking physical consistency, controllable and capable of generating future economic benefits. These elements are recorded at purchase and/or production cost, inclusive of any directly attributable expenses for preparing the asset for use, net of accumulated amortization and any impairment losses.

## **f. Intangible assets**

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase / completion is recognised as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

## **g. Depreciation and Amortization**

Depreciation on property, plant & equipment is provided on pro-rata basis for the period of use, on Written down value at the rates determined based on useful lives of respective assets as prescribed in the Schedule II of the Companies Act, 2013.

Intangible Fixed Assets are amortised over a period of 10 years on prorata basis.

## **h. Impairment**

The carrying amounts of property, plant & equipment are reviewed at each balance sheet date to determine, if there is any indication of impairment based on external/internal factors. An impairment loss is recognized wherever the carrying amount of the property, plant & equipment exceeds its recoverable amount which represents greater of the “net selling price” and “value in use” of the respective assets. The impairment loss recognized in prior accounting period is reversed if there has been an improvement in recoverable amount.

## **i. Revenue Recognition**

### **i. Sale of goods:**

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

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer. The company collects GST on behalf of the government and, therefore, these are not economic benefits flowing to the company. Hence, they are excluded from revenue.

Claims / Refunds not ascertainable with reasonable certainty are accounted for, on final settlement and are recognized as revenue on certainty of receipt on prudent basis.

### **ii. Rendering of services:**

Revenue from sale of services are recognized when the services are rendered.

### **iii. Other Income**

Dividend income on investments is recognized when the right to receive dividend is established. Interest income is recognized on a time proportionate basis taking into account the amounts invested and the rate of interest.

## **j. Inventories**

Inventories of traded goods are valued at cost or net realizable value whichever is lower. Net realizable value is the estimated selling price in the ordinary course less the estimated cost of completion and the estimated costs necessary to make the sale.

**k. Taxes**

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

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 MAT 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.

**l. Research and development:**

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are also charged to the Statement of Profit and Loss unless a product's technological feasibility has been established, in which case such expenditure is capitalised. The amount capitalised comprises expenditure that can be directly attributed or allocated on a reasonable and consistent basis to creating, producing and making the asset ready for its intended use. Fixed assets utilised for research and development are capitalised and depreciated in accordance with the policies stated for Tangible Fixed Assets and Intangible Assets.

**m. Earnings Per Share:**

Basic Earnings per Share (EPS) is computed by dividing the net profit or loss for the year attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year attributable to Equity Shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the result are anti-dilutive.

**n. Employee Benefits**

All employees' benefits due wholly within a year of rendering services are classified as short term benefits. These benefits like salaries, wages, short term compensation absences, expected cost of bonus, ex-gratia are recognized as expenses on accrual basis of undiscounted amounts in the Profit and Loss Account.

**o. Provision, Contingent Liabilities and Contingent Assets**

Short Term Benefits such as salary, bonus and other benefits are accounted on accrual basis. Defined Contribution Plans includes Company's contributions to Group Insurance Scheme for all Employees, Keyman Insurance Policy for its Directors, Approved Superannuation Fund and contributions towards State Plans such as PF, ESI etc. Contributions made under these plans are charged to revenue as and when they become due to the Company.

In terms of Defined Benefit Plans, the Company has Gratuity Scheme and Leave Encashment Scheme, Benefits, which are funded through 'Trust' maintained by the Life Insurance Corporation (LIC) of India. The payments to Gratuity and Leave Encashment are actuarially determined by the LIC of India and treated in the financial statement as per requirements of AS- 15 (Revised) on 'Employee Benefits' accordingly.

**Annexure V**

**NOTES TO ACCOUNTS**

**1. Managerial Remuneration**

(₹ in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
Director Remuneration	-	-	-

**2. Remuneration to Auditors**

(₹ in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
Audit Fees	0.08	0.08	0.05

**3. Deferred Tax**

(₹ in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>Deferred tax liabilities/(assets) arising on account of timing difference in:</b>			
Opening Balance	-	-	-
Depreciation	1.20	-	-
<b>Closing Balance</b>	<b>1.20</b>	-	-

- The company has not received any intimation from supplier regarding their status under micro, small and medium enterprises development Act, 2006 and hence disclosure, if any, in relation to amount unpaid as at the period end together with interest payable as required under the said Act have not furnished.
- The Management has confirmed that adequate provisions have been made for all the known and determined liabilities and the same is not in excess of the amounts reasonably required.
- There is no Auditor's Qualification in any of the audited Financial Statements as at and for the financial years ended on March 31, 2019, 2018 and 2017.

## ADJUSTMENTS MADE IN RESTATED FINANCIAL STATEMENTS / REGROUPING NOTES

### Adjustments having impact on profit

#### 1) Material Adjustments/ Restatement in the restated financials:

The Summary of restatements made to Audited Financial Statements for the respective periods/ years and its impact on profit.

(₹ in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>A) Profit After Tax as per Audited Financial Statement</b>	<b>(29.84)</b>	-	-
Adjustments to net profits as per audited financial statements:			
Add/(Less): Pre-Operative Expenses charged to Profit & Loss Account	(20.01)	(9.15)	(4.53)
Add/(Less): Changes in stock due to restatement	(2.73)	-	-
<b>B) Total Adjustments</b>	<b>(22.74)</b>	<b>(9.15)</b>	<b>(4.53)</b>
<b>Profit After Tax as per Restated Financial Statement (A+B)</b>	<b>(7.10)</b>	<b>(9.15)</b>	<b>(4.53)</b>

#### Notes:

#### Pre Operative Expenses & Preliminary Expenses

Pre Operative Expenses of the particular year have been restated as expenses of the year to which it belongs (as per A.S. 26) i.e. for earlier years. Further, pre operative and preliminary expenses of ₹ 1.99 lakhs incurred from incorporation of the company till March 31, 2015 have been adjusted in the opening surplus.

#### Adjustments not having impact on profit

Appropriate adjustments have been made in the restated summary statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited financial statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018.



**Annexure VI**  
**STATEMENT OF SHARE CAPITAL, AS RESTATED**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
<b>Authorised Share Capital :</b>			
1,00,000 Equity Shares of ₹ 10/- each	10.00	10.00	10.00
2,50,000 8% Preference Shares of ₹ 10 each*	25.00	25.00	-
<b>Total</b>			
<b>Issued Subscribed and Paid Up Capital:</b>			
40,390 Equity Shares of ₹ 10/- each (Fully Paid Up Shares)	4.04	4.04	4.04
2,50,000 8% Preference Shares of ₹ 10/- each*	25.00	25.00	-
<b>Total</b>	<b>29.04</b>	<b>29.04</b>	<b>4.04</b>

\* The nature of these Preference Shares were changed from Optionally Convertible Preference Shares to Compulsory Redeemable Preference Shares via Shareholders Resolution of Preference Shareholders dated March 20, 2019.

**Reconciliation of number of equity shares outstanding:**

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
<b>Equity Shares</b>			
At the beginning of the period	40,390	40,390	39,390
Add:- Addition during the period	-	-	1,000
Less: Shares bought back during the period	-	-	-
<b>Shares outstanding at the end of the period</b>	<b>40,390</b>	<b>40,390</b>	<b>40,390</b>

**Details of Equity Shareholders holding more than 5% shares**

Name of Shareholder	As at March 31,					
	2019		2018		2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mohammed Aslam Khan	20,930	51.82%	10,000	24.77%	10,000	24.77%
Anis Ahmed Choudhery	4,425	10.96%	8,000	19.80%	8,000	19.80%
Sudhir Kaniyalal Bania	3,870	9.58%	7,000	17.33%	7,000	17.33%
Octaware Technologies Ltd.	5,530	13.69%	10,000	24.77%	10,000	24.77%
<b>Total</b>	<b>34,755</b>	<b>86.05%</b>	<b>35,000</b>	<b>86.67%</b>	<b>35,000</b>	<b>86.67%</b>

**Terms and rights attached to equity shares**

- (i) The company has issued only one class of equity share having a face value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.
- (ii) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

**Reconciliation of number of preference shares outstanding:**

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
<b>8% Preference Shares*</b>			
At the beginning of the period	2,50,000	-	-
Add:- Addition during the period	-	2,50,000	-
Less: Shares bought back during the period	-	-	-
<b>Shares outstanding at the end of the period</b>	<b>2,50,000</b>	<b>2,50,000</b>	-

\*The nature of these Preference Shares were changed from Optionally Convertible Preference Shares to Compulsory Redeemable Preference Shares via Shareholders Resolution of Preference Shareholders dated March 20, 2019.

**Terms and rights attached to Preference shares**

As per Investment Agreement dated October 10, 2017 entered between the Company, the Promoters and the Investor whereby the Company has issued 8% 2,50,000 Optionally Convertible Cumulative Preference Shares (OCPS) of Rs. 10/- each at par aggregating to ₹ 25.00 Lakhs, with an option to redeem any time after 36 months from the Investment date or convert at a predetermined conversion price before the expiry of 36 months, In case the Company raises an Investment round (irrespective of the amount) by way of additional issue of shares (other than shares issued under Employee Stock Plan) from an Investor, OCPS holder shall have option to convert its Preference Shares, either in part or full, into equity shares at the same juncture as the issue of equity shares during the first such Investment round as per pre-determined valuation terms as mentioned in the investment agreement.

Subsequently the parties had entered into addendum agreement dated February 01, 2019, whereby the terms of the Preference Shares has been changed to 'Compulsorily Redeemable'. Further this was approved by the preference shareholders and equity shareholders in Extra Ordinary General Meeting held on February 01, 2019 and February 07, 2019 respectively. Now the Company has to redeem these Preference Shares within 12 months of addendum agreement along with the accumulated dividend till the redemption date.

**Annexure VII**
**STATEMENT OF RESERVES AND SURPLUS**
*(₹ in lakhs)*

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
<b>A. Surplus</b>			
Opening balance of Statement of Profit & Loss	(22.74)	(13.59)	(9.06)
Add / (Less): Additions during the period	(7.10)	(9.15)	(4.53)
<b>Closing Balance</b>	<b>(29.84)</b>	<b>(22.74)</b>	<b>(13.59)</b>
<b>B. Securities Premium</b>			
Opening balance	25.96	25.96	18.56
Add: Premium on shares issued during the period	-	-	7.40
<b>Closing Balance</b>	<b>25.96</b>	<b>25.96</b>	<b>25.96</b>
<b>Total</b>	<b>(3.88)</b>	<b>3.22</b>	<b>12.38</b>

**Annexure VIII**  
**STATEMENT OF DEFERRED TAX LIABILITIES, AS RESTATED**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Deferred tax Liabilities	1.20	-	-
<b>Total</b>	<b>1.20</b>	<b>-</b>	<b>-</b>

**Annexure IX**  
**STATEMENT OF SHORT TERM BORROWINGS, AS RESTATED**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
<b>Loans repayable on demand (secured)</b>			
– From Bank (Cash Credit)	-	-	-
<b>Loans and advances from related parties (unsecured)</b>			
- From Directors	18.39	10.70	6.87
<b>Total</b>	<b>18.39</b>	<b>10.70</b>	<b>6.87</b>

The above loans from Directors are repayable on demand.

**Annexure X**  
**STATEMENT OF TRADE PAYABLE, AS RESTATED**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
<b>Sundry Creditors for Goods &amp; Services other than MSME(s)</b>			
Promoters/promoter group	-	-	-
Others	5.46	3.89	-
<b>Total</b>	<b>5.46</b>	<b>3.89</b>	<b>-</b>

**Annexure XI**  
**STATEMENT OF OTHER CURRENT LIABILITIES, AS RESTATED**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Expenses payable	1.71	0.13	0.32
<b>Total</b>	<b>1.71</b>	<b>0.13</b>	<b>0.32</b>

**Annexure XII**  
**STATEMENT OF PROPERTY, PLANT & EQUIPMENTS, AS RESTATED**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
<b>Tangible Assets</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Intangible Assets</b>			
Technical Know-How			

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Opening Balance	17.68	17.68	12.50
Addition during the period	-	-	5.18
Amortization during the period	(1.77)	-	-
Reduction during the period	-	-	-
Accumulated depreciation	-	-	-
<b>Closing Balance</b>	<b>16.65</b>	<b>17.68</b>	<b>17.68</b>
<b>Product Development Cost</b>			
Opening Balance	-	-	-
Addition during the period	19.49	-	-
Amortization during the period	(0.49)	-	-
Reduction during the period	-	-	-
Accumulated depreciation	-	-	-
<b>Closing Balance</b>	<b>19.00</b>	-	-
<b>Intangible Assets under development</b>			
Opening Balance	12.24	-	-
Addition during the period	-	12.24	-
Amortization during the period	-	-	-
Reduction during the period	(12.24)	-	-
Accumulated depreciation	-	-	-
<b>Closing Balance</b>	-	<b>12.24</b>	-
<b>Total Tangible Assets</b>	-	-	-
<b>Total Intangible Assets</b>	<b>37.17</b>	<b>17.68</b>	<b>17.68</b>
<b>Total Intangible Assets under development</b>	-	<b>12.24</b>	-
<b>Total Depreciation/ Amortization Charged during the period</b>	<b>2.26</b>	-	-
<b>Net Tangible Asset</b>	-	-	-
<b>Net Intangible Asset</b>	<b>34.92</b>	<b>17.68</b>	<b>17.68</b>
<b>Net Intangible Asset under development</b>	-	<b>12.24</b>	-

**Annexure XIII**  
**STATEMENT OF INVENTORIES, AS RESTATED**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Inventories	8.75	9.25	-
<b>Total</b>	<b>8.75</b>	<b>9.25</b>	-

**Annexure XIV**  
**STATEMENT OF TRADE RECEIVABLES, AS RESTATED**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
<b>Unsecured, considered good</b>			

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
<b>Outstanding for less than Six Months</b>			
Promoters/ Promoter Group	-	-	-
Others	-	-	-
<b>Outstanding for more than Six Months</b>			
Promoters/ Promoter Group	-	-	-
Others	2.60	-	-
<b>Total</b>	<b>2.60</b>	-	-

**Annexure XV  
STATEMENT OF CASH & CASH EQUIVALENTS, AS RESTATED**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Cash on hand	0.67	0.04	0.05
Balances with banks (Current Account)	0.01	5.81	0.63
<b>Total</b>	<b>0.68</b>	<b>5.85</b>	<b>0.69</b>

**Annexure XVI  
STATEMENT OF OTHER CURRENT ASSETS, AS RESTATED**

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018	As at March 31, 2017
Advance to supplier	2.00	-	5.22
Input credit of GST	1.71	1.95	-
Prepaid Expense	1.26	-	-
<b>Total</b>	<b>4.97</b>	<b>1.95</b>	<b>5.22</b>

**Annexure XVII  
STATEMENT OF REVENUE FROM OPERATIONS, AS RESTATED**

(₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
Revenue from Sale of Products (Value Added Traded Goods)	13.00	-	-
<b>Total</b>	<b>13.00</b>	-	-

**Annexure XVIII  
STATEMENT OF RELATED PARTY TRANSACTIONS, AS RESTATED**

As per Accounting Standard 18 on related party disclosure issue by the Institute of Chartered Accountants of India, the Company's related parties are disclosed below:

- (i) Key Managerial Personnel & Relatives

For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
Mr. Mohd Aslam Khan	Mr. Mohd Aslam Khan	Mr. Mohd Aslam Khan

For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
Mr. Anis Ahmed Choudhery	Mr. Anis Ahmed Choudhery	Mr. Anis Ahmed Choudhery
Mr. Sudhir Kanaiyalal Bania	Mr. Sudhir Kanaiyalal Bania	Mr. Sudhir Kanaiyalal Bania
Mrs. Rehana Khan		

(ii) Associates / Enterprises over which directors and / or their relatives has significant influence

For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
Octaware Technologies Ltd	Octaware Technologies Ltd	Octaware Technologies Ltd

(iii) Particulars of Transactions with Related Parties

#### Key Management Personnel & Relatives

(₹ in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>1) Finance</b>			
<b>Loans Taken</b>			
Opening Balance	10.70	6.87	4.10
Loan taken during the period	8.44	3.83	3.77
Repaid during the period	(0.75)		1.00
<b>Outstanding at the end of the period</b>	<b>18.39</b>	<b>10.70</b>	<b>6.87</b>
<b>2) Expenses</b>			
Rent	1.20		
Interest Paid	-	-	-
Remuneration	-	-	-

Associates / Enterprises over which directors and / or their relatives has significant influence

(₹ in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
1) Finance			
Loans Taken	-	-	-
Loans given	-	-	-

#### Annexure XIX

#### STATEMENT OF DIVIDEND DECLARED, AS RESTATED

(₹ in lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>On Equity Shares</b>			
Fully Paid up Share Capital (₹ in lakhs)	4.04	4.04	4.04
Face Value (₹)	10.00	10.00	10.00
Paid up value per share (₹)	10.00	10.00	10.00
Rate of Dividend	-	-	-
Total Dividend	-	-	-
Corporate Dividend tax on above	-	-	-
<b>8% Preference Shares</b>			
Fully Paid up Share Capital (₹ in lakhs)	25.00	25.00	-
Face Value (₹)	10.00	10.00	-
Paid up value per share (₹)	10.00	10.00	-

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
Rate of Dividend	-	-	-
Total Dividend	-	-	-
Corporate Dividend tax on above	-	-	-

**Annexure XX**
**STATEMENT OF CONTINGENT LIABILITIES, AS RESTATED**
*(₹ in lakhs)*

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
Contingent Liabilities	-	-	-
<b>Total</b>	-	-	-

**Annexure XXI**
**STATEMENT OF TAX SHELTER, AS RESTATED**
*(₹ in Lakhs)*

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
<b>Tax Rates</b>			
Income Tax Rate (%)	26.00%	25.75%	29.87%
MAT Rate	19.06%	19.06%	19.06%
Income from Business or Profession	13.00	-	-
<b>Restated Profit before tax as per books (A)</b>	<b>(5.90)</b>	<b>(9.15)</b>	<b>(4.53)</b>
<b>Adjustments :</b>			
Permanent Differences (B)	-	-	-
Total Permanent Differences (B)	-	-	-
<b>Timing Differences (C)</b>			
Book Depreciation	2.26	-	-
Income Tax Depreciation Allowance	(6.86)	-	-
<b>Total Timing Differences (C)</b>	<b>(4.60)</b>	-	-
<b>Net Adjustments (D) = (B+C)</b>	<b>(4.60)</b>	-	-
<b>Income from Business or Profession (E) = (A+D)</b>	<b>(10.51)</b>	<b>(9.15)</b>	<b>(4.53)</b>
<b>Gross Total Income</b>	<b>(10.51)</b>	<b>(9.15)</b>	<b>(4.53)</b>
<b>Total Deduction under Chapter VI A</b>	<b>0.30</b>	-	-
<b>Taxable Income/(Loss)</b>	<b>(10.81)</b>	<b>(9.15)</b>	<b>(4.53)</b>
Income Tax on above	-	-	-
Taxes as per MAT	-	-	-
Total Tax as per Return*	-	-	-
Difference	-	-	-

**Notes:**

- The aforesaid Statement of tax Shelters has been prepared as per the 'Restated Profit and Loss Account.

**CHANGES IN ACCOUNTING POLICIES IN THE LAST THREE YEARS**

Company has incurred the expenditure for development of vestibulator amounting to ₹ 12.24 lakhs upto March 31, 2018 and has incurred further expenditure of ₹ 9.98 lakhs during the Financial year 18-19. Earlier, the expenditure incurred on development has been classified as inventory. Considering the management decision to outsource the manufacturing of vestibulator to third parties and retaining the technology with the company, management is of the



view that it is more appropriate to classify the expenditure incurred on development as Intangible assets instead of inventory. This change in policy has been taken into consideration and the retrospective effect for the same has been given.

#### **CHANGES IN ACCOUNTING PERIOD**

There has been no change in the accounting period of the Company.

## OTHER FINANCIAL INFORMATION

### STATEMENT OF ACCOUNTING RATIOS, AS RESTATED

(₹ in Lakhs)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2017
Restated Net Profit as per P&L Account	(7.10)	(9.15)	(4.53)
Actual Number of Equity Shares outstanding at the end of the period	40,390	40,390	40,390
Equivalent Weighted Average number of Equity Shares at the end of the period	2,82,730	2,82,730	2,82,483
Share Capital	29.04	29.04	4.04
Reserves & Surplus	(3.88)	3.22	12.38
Net Worth	25.16	32.26	16.41
Basic & Diluted Earnings Per Share	(2.51)	(3.24)	(1.60)
Return on Net worth (%)	-28.22%	-28.37%	-27.59%
Net Assets Value per Equity Share (Pre Bonus)	0.40	17.98	40.64
Net Assets Value per Equity Share (Post Bonus)*	0.06	2.57	5.81
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00

\* The Company had issue bonus shares in the ratio of 6:1 on April 09, 2019.

#### Notes to Accounting Ratios:

- 1) Formulas used for calculating above ratios are as under:
  - b) Basic EPS is being calculated by using the formula: (Net Profit after Tax / Equivalent Weighted Average No. of outstanding equity Shares)
  - c) Net worth = Equity Share Capital + Preference Capital + Reserves & Surplus (excluding Revaluation Reserves)
  - d) Net Asset Value is being calculated by using the formula: (Restated Net Worth at the end of the year – Preference Capital / Actual Number of Equity Shares at end of the year / period)
  - e) Return on Net worth (%) is being calculated by using the formula: (Restated Profit After Tax / Restated Networth) \*100
- 2) Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the period adjusted by the number of Equity Shares issued during period multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period.
- 3) The Calculation of Earnings Per Share (EPS) as disclosed in the Profit and Loss Account has been made in accordance with Accounting Standard (AS - 20) on Earnings Per Share issued by the Institute of Chartered Accountants of India.
- 4) As there is no dilutive capital in the company, Basic and Diluted EPS are similar.
- 5) The above Ratios have been computed on the basis of the Restated Financial Information for the respective period.

The above statements should be read with the Notes to Restated Financial Statements.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

*You should read the following discussion and analysis of financial condition and results of operations together with our financial statements included in this Prospectus. The following discussion relates to our Company and is based on our restated financial statements. Our financial statements have been prepared in accordance with Indian GAAP, the accounting standards and other applicable provisions of the Companies Act.*

*Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.*

### BUSINESS OVERVIEW

Our company was incorporated on May 12, 2013 as 'Transpact Enterprises Private Limited' under the provisions of Companies Act, 1956 with the Registrar of Companies, Mumbai at Maharashtra. We are a MedTech startUp with a focus to provide innovative, cost-effective and comprehensive solutions, products with strategic partnerships and collaborative relationships to help especially abled people to transcend their barriers. Our Company is registered as a startUp with MSME/DIPP bearing certificate No. DIPP3317.

Our company aims to impact lives of people through continuous technological interventions and innovations. We are a design, development and distribution company for therapeutic device - 'Vestibulator' which is a unique and innovative therapeutic design in medical device segment. Vestibulator has been incubated at SINE (Society for Innovation and Entrepreneurship), IIT Bombay. Further, a licence agreement had been executed between IIT Bombay and our company to carry out all commercialization activities. Our company along with IIT Bombay has filed a joint patent for the technology of Vestibulator with Controller General of Patents, Designs and Trademarks, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry. Vestibulator is a compact, mechanized, innovative therapeutic device which is ergonomically designed to provide stimulations for vestibular, neuro-developmental and sensory integration therapy.

Our company has outsourced the manufacturing of our device to third party manufacturer and have entered into a MoU with them for the same. We provide design details required for the manufacturing of the device. Our software solution Rehab-Soft, Electronic Medical Records (EMR) processing, device administration, communications and streamlines patient billing. The solution is based on Internet of Things (IOT) technologies that turns Vestibulator therapy data into electronic medical record and sends them to the private cloud, where data analytics can be performed to better evaluate patient's condition. The Rehab-Soft improves medical care, support EMRs, enables patient data sharing among therapy centres and increases staff efficiency. Our integrated product offering limits the need of existing old techniques for vestibular, neuro-developmental and sensory integration therapy. We constantly keep abreast with the latest technology as per the requirement of the industry.

Our Company is an ISO 13485:2016 certified company for "Medical Devices" and ISO 9001:2015 certified for quality management system. Our company aims at partnering with hospitals for the installation of our products. Our Company is promoted by Mr. Aslam Khan and Mr. Anis Choudhary. Our promoter Mr. Aslam Khan has entrepreneurial experience in Information Technology and Healthcare industry. Our other promoter Mr. Anis Choudhary is a social worker, entrepreneur and management guru. For details about the promoters please see "Our Promoter and Promoter Group" on page no. 104 of this Prospectus.

### Significant Developments after March 31, 2019 that may affect our Future Results of Operations

The Directors confirm that there have been no events or circumstances since the date of the last financial statements as disclosed in the Prospectus which materially or adversely affect or is likely to affect the profitability of our Company or the value of our assets, or our ability to pay liabilities within next twelve months.

## **Our Strengths**

Following are our major strengths:

1. User Friendly Device
2. Qualified Management Team
3. Research And Development
4. Quality Assurance.

## **FACTORS AFFECTING OUR RESULT OF OPERATIONS**

Except as otherwise stated in this prospectus and the Risk Factors given in the Prospectus, the following important factors could cause actual results to differ materially from the expectations include, among others:

### ***Our ability to successfully implement its strategy and its growth and expansion plans***

Our growth plans are considerable and would put significant demands on our management team and other resources. Any delay in implementation of our strategy and growth and expansion plans could impact our Company's roll out schedules and cause cost and time over runs.

### ***General economic and business conditions***

As a Company with its complete operations in India, we are affected by general economic conditions in the country and in particular economic factors that affect debt syndication industry in India. India's gross domestic product, or GDP, has been and will continue to be of importance in determining our operating results and future growth.

**RESULTS OF OUR OPERATIONS**
*( ₹in lakhs)*

Particulars	For the year ended March 31,					
	2019	% of Total Income	2018	% of Total Expenses*	2017	% of Total Expenses*
<b>INCOME:</b>						
Revenue from Operations(Net)	13.00	100.00%	-	0.00%	-	0.00%
Other Income	-	0.00%	-	0.00%	-	0.00%
<b>Total income</b>	<b>13.00</b>	<b>100.00%</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>0.00%</b>
<b>EXPENSES:</b>						
Trading Purchases	8.75	67.31%	9.25	N.A.	-	N.A.
Changes in Inventory	0.50	3.85%	(9.25)	N.A.	-	N.A.
Employee Benefit Expenses	1.46	11.19%	4.28	N.A.	1.26	N.A.
Financial Cost	-	-	-	N.A.	-	N.A.
Depreciation & Amortisation cost	2.26	17.35%	-	N.A.	-	N.A.
Other Expenses	5.94	45.71%	4.87	N.A.	3.27	N.A.
<b>Total expenses</b>	<b>18.90</b>	<b>145.41%</b>	<b>9.15</b>	<b>N.A.</b>	<b>4.53</b>	<b>N.A.</b>
<b>Exceptional and prior period items</b>	<b>-</b>	<b>0.00%</b>	<b>-</b>	<b>N.A.</b>	<b>-</b>	<b>N.A.</b>
<b>Net Profit / (Loss) before Tax</b>	<b>(5.90)</b>	<b>-45.41%</b>	<b>(9.15)</b>	<b>N.A.</b>	<b>(4.53)</b>	<b>N.A.</b>
<b>Less: Tax expense</b>						
(a) Current Tax	-	0.00%	-	N.A.	-	N.A.
(b) Deferred Tax	1.20	3.08%	-	N.A.	-	N.A.
(c) MAT Credit entitlement	-	0.00%	-	N.A.	-	N.A.
<b>Total</b>	<b>1.20</b>	<b>3.08%</b>	<b>-</b>	<b>N.A.</b>	<b>-</b>	<b>N.A.</b>
<b>Net Profit/(Loss) after tax</b>	<b>(7.10)</b>	<b>-14.46%</b>	<b>(9.15)</b>	<b>N.A.</b>	<b>(4.53)</b>	<b>N.A.</b>

**Main Components of our Profit and Loss Account**
**Income**

Our total income comprises of revenue from operations.

*Revenue from Operations*

We have not generated any revenue from operation for fiscals 2018 and 2017 and our total revenue for the year ended March 31, 2019 was ₹ 13 lakhs generated from revenue from operations.

**Expenditure**

Our total expenditure primarily consists of Purchases, Changes in Inventory, Employee Benefit Expenses, Depreciation & Amortization Expenses and Other Expenses.

*Purchases*

Purchases include purchase of traded goods.

*Employee Benefit Expenses*

Expense in relation to employee benefit expenses includes salary and wages paid to the employees.

### *Depreciation and Amortization Expenses*

Depreciation and Amortization Expenses consist of amortization of technical knowhow.

### *Other Expenses*

Other expenses primarily include royalty, conveyance expenses, office & general expenses, rent expense and travelling expenses.

### *Provision for Tax*

The provision for current taxation is computed in accordance with relevant tax regulation. Deferred tax is recognized on timing differences between the accounting and the taxable income for the year and quantified using the tax rates and laws enacted or subsequently enacted as on balance sheet date. Deferred tax assets are recognized and carried forward to the extent that there is a virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

## **Fiscal 2019 compared with fiscal 2018**

### *Income*

Our total income which is entirely revenue from operations increased by ₹13 lakhs in fiscal year 2019 which was NIL in fiscal year 2018. There was no other income recorded for the said period.

### *Purchases*

Our purchases decreased by ₹0.50 lakhs or 5.41% from ₹ 9.25 lakhs in fiscal year 2018 to ₹ 8.75 lakhs in fiscal year 2019.

### *Changes in Inventory*

Our changes in inventory increased by ₹9.75 lakhs or 105.41% from negative ₹ 9.25 lakhs in fiscal year 2018 to ₹ 0.50 lakhs in fiscal year 2019

### *Employee Benefit Expenses*

Our Employee Benefit Expenses decreased by ₹2.82 lakhs or 65.89% from ₹4.28 lakhs in fiscal year 2018 to ₹1.46 lakhs in fiscal year 2019

### *Depreciation and Amortization Expenses*

Our Depreciation and Amortization Expenses for the fiscal year 2019 was ₹ 2.26 lakhs. As a proportion of total income they were 17.38%.

### *Other Expenses*

Our other expenses increased by ₹1.07 lakhs or 21.97% from ₹ 4.87 lakhs in fiscal year 2018 to ₹5.94 lakhs in fiscal year 2019.

### *Profit before Tax*

Profit/(loss) before tax increased by ₹3.24 lakhs from negative ₹9.15 lakhs in fiscal year 2018 to negative ₹5.91 lakhs in fiscal 2019.

### *Profit after Tax*

Profit/(loss) after tax increased by ₹2.04 lakhs from negative ₹9.15 lakhs in fiscal year 2018 to negative ₹7.11 lakhs in fiscal 2019.

## **Fiscal 2018 compared with fiscal 2017**

### *Trading Purchase*

The trading purchases in fiscal 2018 was ₹9.25 lakhs, an increase of ₹9.25 lakhs as compared to the previous year purchases of ₹0 in fiscal 2017.

### *Employee Benefit Expenses*

Our staff cost increased by ₹3.02 lakhs or 239.68%, from ₹1.26 lakhs in fiscal 2017 to ₹4.28 lakhs in fiscal 2018. This increase was due to increase in number of employees.

### *Other Expenses*

Other expenses increased by ₹1.6 lakhs or 48.93% from ₹ 3.27 lakhs in fiscal 2017 to ₹4.87 lakhs in fiscal 2018. The increase was due to increase in conveyance expenses, office & general expenses, rent and travelling expenses incurred in fiscal 2018.

### *Profit before Tax*

Our Loss increased by ₹4.62 lakhs or 101.99% from ₹4.53 lakhs in fiscal 2017 to ₹9.15 lakhs in fiscal 2017. The increase was due to increase in purchases, employee benefit expenses and other expenses.

### *Profit after Tax*

Our Loss increased by ₹4.62 lakhs or 101.99% from ₹4.53 lakhs in fiscal 2017 to ₹9.15 lakhs in fiscal 2017. The increase was due to increase in purchases, employee benefit expenses and other expenses

## **Fiscal 2017 compared with fiscal 2016**

### *Employee Benefit Expenses*

Our staff cost increased by ₹1.26 lakhs from ₹0 in fiscal 2016 to ₹1.26 lakhs in fiscal 2017. There was no staff employed in F.Y. 16-17 and hence no such expense were incurred in the mentioned period.

### *Profit before Tax*

Our Loss decreased by ₹2.53 lakhs or 35.84% from ₹7.06 lakhs in fiscal 2016 to ₹4.53 lakhs in fiscal 2017. The decrease was due to decrease in other expenses.

### *Profit after Tax*

Our Loss decreased by ₹2.53 lakhs or 35.84% from ₹7.06 lakhs in fiscal 2016 to ₹4.53 lakhs in fiscal 2017. The decrease was due to decrease in other expenses.



## Cash Flows

(₹ in lakhs)

Particulars	Year ended March 31,		
	2019	2018	2017
Net Cash from Operating Activities	(5.62)	(11.43)	(4.90)
Net Cash from Investing Activities	(7.25)	(12.24)	(5.18)
Net Cash used in Financing Activities	7.69	28.83	10.27
Net Increase / (Decrease) in Cash and Cash equivalents	(5.17)	5.17	0.18

### *Cash Flows from Operating Activities*

Net cash from operating activities in fiscal 2019 was negative ₹ 5.62 lakhs as compared to the PBT of negative ₹5.90 lakhs for the same period. This difference is primarily on account of changes in changes in inventories, trade receivables, other current assets, trade payables and other current liabilities.

Net cash from operating activities in fiscal 2018 was negative ₹11.43 lakhs as compared to the PBT of negative ₹9.15 lakhs for the same period. This difference is primarily on account of changes in inventories, other current assets, trade payables and other current liabilities.

Net cash from operating activities in fiscal 2017 was negative ₹4.90 lakhs as compared to the PBT of negative ₹4.53 lakhs for the same period. This difference is primarily on account of changes in other current assets and other current liabilities.

### *Cash Flows from Investment Activities*

In fiscal 2019, the net cash invested in Investing Activities was negative ₹7.25 lakhs. This was on account of change in intangible assets.

In fiscal 2018, the net cash invested in Investing Activities was negative ₹12.24 lakhs. This was on account of change in intangible assets.

In fiscal 2017, the net cash invested in Investing Activities was negative ₹5.18 lakhs. This was on account of change in intangible assets.

### *Cash Flows from Financing Activities*

Net cash from financing activities in fiscal 2019 was ₹ 7.69 lakhs. This was on account of increase in short term borrowings.

Net cash from financing activities in fiscal 2018 was ₹28.83 lakhs. This was on account of increase in short term borrowings and proceeds from issue of share capital.

Net cash from financing activities in fiscal 2017 was ₹10.27 lakhs. This was on account of increase in short term borrowings and proceeds from issue of share capital.

## **OTHER MATTERS**

### **1. Unusual or infrequent events or transactions**

Except as described in this Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

### **2. Significant economic changes that materially affected or are likely to affect income from continuing Operations**

Other than as described in the Section titled “Financial Information” and chapter titled “Management’s Discussion and Analysis of Financial Conditions and Results of Operations”, beginning on page nos. 115 and 135 respectively of this Prospectus respectively, to our knowledge there are no significant economic changes that materially affected or are 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 revenue or income from continuing operations**

Other than as described in the chapter titled “Risk Factors” and “Management’s Discussion and Analysis of Financial Conditions and Result of Operations”, beginning on page no. 15 and 135 respectively of this Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

**4. Future relationship between Costs and Income**

Other than as described in the chapter titled “Risk Factors” beginning on page no. 15 of this Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

**5. The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices**

Increases in revenues are by and large linked to increases in introduction of new services and volume of business activity carried out by the Company.

**6. Status of any publicly announced new products or business segments**

Please refer to the chapter titled “*Our Business*” beginning on page no75of this Prospectus.

**7. The extent to which the business is seasonal.**

Our business is not seasonal in nature.

**8. Any significant dependence on a single or few suppliers or customers**

As on March 31, 2019 our Company has a single customer and is dependent on a few suppliers.

**9. Competition Conditions**

We compete with various clinical and Diagnostic Centres and / or Hospitals providing neuro-developmental and sensory integration therapy. We believe that, in selecting a diagnostic healthcare service provider, patients look for a treatment with healing history. Accordingly, we intend to stay ahead of our competition by providing knowledge and technological based healing mechanisms.

**CAPITALIZATION STATEMENT**

To,

**The Board of Directors,  
Transpact Enterprises Limited**  
204 2<sup>nd</sup> Floor, Timmy Arcade,  
Makwana Road Marol,  
Andheri (East), Mumbai – 400059

**Sub: Proposed Public Issue of Transpact Enterprises Limited.**

**Dear Sir,**

We have prepared the Statement of Capitalization based on the information & documents provided & relied upon for the purpose of inclusion of the same in the Prospectus being issued by you. Statement of Capitalization is as under:

**STATEMENT OF CAPITALIZATION, AS RESTATED**

*(₹ in lakhs)*

Particular	Pre Issue (as at March 31, 2019)	Post Issue
<b>Debt</b>		
Long Term Debt	-	-
Short Term Debt	18.39	18.39
<b>Total Debts (A)</b>	<b>18.39</b>	<b>18.39</b>
<b>Equity (Shareholder's funds)</b>		
Equity share capital*	28.27 *	38.67
Reserve and Surplus	(28.11)	96.69
<b>Total Equity (B)</b>	<b>0.16</b>	<b>135.36</b>
<b>Long Term Debt / Equity Shareholder's funds</b>	-	-
<b>Total Debts / Equity Shareholder's funds (A/B)</b>	<b>113.40</b>	<b>0.14</b>

*\*Considering the bonus issue of 6:1 made on April 09, 2019.*

**Note:**

The above has been computed on the basis of Restated Financials of the Company.

**FOR A.R. SODHA & CO**  
**Chartered Accountants**  
**Firm Regn. No. 110324W**

**CA. A. R. Sodha**  
**Partner**  
Membership No.: 031878  
Place: Mumbai  
Date: August 03, 2019

**SECTION VIII – LEGAL AND OTHER INFORMATION****OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS**

*Except as stated in this section, there are no:*

*A. (i) criminal proceedings; (ii) actions by statutory or regulatory authorities; (iii) claims relating to direct and indirect taxes; or (iv) Material Litigation (as defined below); involving our Company, Directors, Promoters or Group Company. Our Board, in its meeting held on April 25, 2019 determined that, all outstanding litigations pertaining to our Company, its directors/ promoters/ group companies which are in the nature of criminal, statutory/ regulatory and taxation related which exceed ₹1 lac are considered as material (“Material Litigation”).*

*B. (i) litigation or legal actions, pending or taken, by any Ministry or department of the Government or a statutory authority against our Promoters since incorporation; (ii) pending proceedings initiated against our Company for economic offences; (iv) default and non-payment of statutory dues by our Company; (v) inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or any previous companies law since incorporation against our Company; or (vi) material frauds committed against our Company since incorporation.*

*C. (i) outstanding Material Dues (as defined below) to creditors; or (ii) outstanding dues to small scale undertakings and other creditors.*

*Our Board, in its meeting held on April 25, 2019 determined that all outstanding dues owed by Company to small scale undertaking and other creditors exceeding ₹1 lac are considered as material (“Material Dues”). Details of outstanding dues to creditors (including micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006) as required under the SEBI ICDR Regulations have been disclosed on our website :[www.transpact.in](http://www.transpact.in)*

*Our Company, Directors, Promoters and Group Company are not Wilful Defaulters and there have been no violations of securities laws in the past or pending against them.*

**LITIGATION INVOLVING OUR COMPANY****CONTINGENT LIABILITIES OF OUR COMPANY**

NIL

**A. LITIGATION AGAINST OUR COMPANY****1. Criminal matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities****(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**B. CASES FILED BY OUR COMPANY**

**1. Litigation Involving Criminal matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Tax Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**LITIGATION INVOLVING OUR DIRECTORS**

**A. LITIGATION AGAINST OUR DIRECTORS**

**1. Criminal matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**B. LITIGATION FILED BY OUR DIRECTORS**

**1. Litigation Involving Criminal matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**LITIGATION INVOLVING OUR PROMOTERS**

**A. LITIGATION AGAINST OUR PROMOTERS**

**1. Litigation Involving Criminal matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

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**B. LITIGATION FILED BY OUR PROMOTERS**

**1. Litigation Involving Criminal matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**LITIGATION INVOLVING OUR GROUP COMPANY**

**A. LITIGATION AGAINST OUR GROUP COMPANY**

**1. Litigation involving Criminal matters**

NIL

**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**B. LITIGATION FILED BY OUR GROUP COMPANY**

**1. Criminal matters**

NIL



**2. Litigation Involving Actions by Statutory/Regulatory Authorities**

NIL

**3. Litigation involving Tax Liabilities**

**(i) Direct Tax Liabilities**

NIL

**(ii) Indirect Taxes Liabilities**

NIL

**4. Other Pending Litigations**

NIL

**There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters since incorporation of the Company.**

There are no litigations or legal actions, pending or taken, by any Ministry or Department of the Government or a statutory authority against our Promoters since incorporation of the Company.

**Pending proceedings initiated against our Company for economic offences.**

There are no pending proceedings initiated against our Company for economic offences.

**Inquiries, investigations etc. instituted under the Companies Act, 2013 or any previous companies enactment against our Company.**

There are no inquiries, investigations etc. instituted under the Companies Act or any previous companies enactment since incorporation against our Company.

**Material Fraud against our Company since incorporation**

There has been no material fraud committed against our Company since incorporation.

**Fines imposed or compounding of offences for default**

There are no fines imposed or compounding of offences done immediately preceding the year of the Prospectus for the Company for default or outstanding defaults.

**Non-Payment of Statutory Dues**

There have been no defaults or outstanding defaults in the payment of statutory dues payable by the Company as of the date of the last audited financial statements of the Company.

**Amounts owed to small scale undertakings and other creditors**

As of March 31, 2019, our Company owes the following amounts to small scale undertakings, other creditors and material creditors:

<b>Particulars</b>	<b>Number of creditors</b>	<b>Amount Involved (₹ in Lakhs)</b>
Micro, Small and Medium Enterprises*	Nil	Nil
Material Creditors	2	4.92
Other Creditors	3	0.54
<b>Total</b>	<b>5</b>	<b>5.46</b>

*\*Our Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 ("MSME Act") and hence amount unpaid, if any, as on March 31, 2019 to such suppliers has not been identified separately for disclosure herein*

Details in relation to the amount owed by our Company to material creditors, small scale undertakings and other creditors as on March 31, 2019 are also available on [www.transpact.in](http://www.transpact.in)

*It is clarified that information provided on the website of our Company is not a part of this Prospectus and should not be deemed to be incorporated by reference. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at its own risk.*

#### **Material developments occurring after last balance sheet date**

Except as disclosed elsewhere in this Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

## GOVERNMENT AND OTHER KEY APPROVALS

*Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current/proposed business activities and no further major approvals from any governmental/regulatory authority or any other entity are required to be undertaken, in respect of the Issue or to continue our 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 the Company or for the correctness of any of the statements or any commitments made or opinions expressed in this behalf.*

*The main objects clause of the Memorandum of Association of the Company and the objects incidental, enable our Company to carry out its activities.*

### Approvals for the Issue

1. 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 April 19, 2019 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.
2. 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 April 24, 2019 authorized the Issue.
3. In-principle approval dated August 6, 2019 from the BSE for listing of the Equity Shares issued by our Company pursuant to the Issue.
4. Our Company's International Securities Identification Number (“**ISIN**”) is INE06YD01010.

### Approvals pertaining to Incorporation, name and constitution of Our Company

1. Certificate of Incorporation dated May 12, 2013 issued by the Registrar of Companies, Mumbai (“**RoC**”) in the name of “Transpact Enterprises Private Limited.”
2. A fresh Certificate of Incorporation consequent upon change of name from “Transpact Enterprises Private Limited” to “Transpact Enterprises Limited” was issued on April 16, 2019 by the Registrar of Companies, Mumbai.
3. The Corporate Identity Number (CIN) of the Company is U33130MH2013PLC243247.

### I. TAX RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Expiry
1.	Permanent Account Number (PAN)	Income Tax Department, Government of India	AAECT6206E	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	Income Tax Department, Government of India	PNET10867D	Valid until cancelled
3.	Goods and Service Tax Number (GST)	Government of India	27AAECT6206E1ZJ	Valid until cancelled
4.	Certificate of Registration under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.	Maharashtra Sales Tax Department	27591678451P	Valid until cancelled

Sr. No.	Description	Authority	Registration Number	Date of Expiry
5.	Certificate of Enrolment under the Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975.	Maharashtra Sales Tax Department	99333273347P	Valid until cancelled

## II. BUSINESS RELATED APPROVALS

Sr. No.	Description	Authority	Registration Number	Date of Expiry
1.	Registration Certificate of Establishment under Maharashtra Shops and Establishment Act, 1948 <sup>(1)</sup>	Inspector under the Maharashtra Shops and Establishments Act, 1948	762151057	December 25, 2019
2.	Udyog Aadhaar <sup>(1)</sup>	Ministry of Micro, Small and Medium Enterprise	MH19B00056465	Valid until; cancelled
3.	Department of Industrial Promotion and Policy	Department of Industrial Policy & Promotion, Ministry of Commerce & Industry  Government of India	DIPP3317	Valid Up to 7 years from date of incorporation/ registration; and if its turnover exceeds 25 Crores.



<sup>(1)</sup>Our Company Has Made Application/S / Is In The Process Of Making Application/S To Respective Authorities For Updating Each Of The Aforesaid Certificates To Reflect Its Current Name.

## III. GENERAL APPROVALS


- a. Our Company Has Obtained ISO 13485:2016 Dated October 18, 2016 Bearing No. 1549QAF2016, Issued By I.P.Q.C , For Design, Development, Manufacturing, services and Distribution of Medical devices with related software and equipments, which includes therapeutic device named “VESTIBULATOR” – used in VESTIBULAR stimulation for treatment of cerebral palsy and other vestibular dysfunctions. The certificate Is Valid Up To October 17, 2019
- b. Our Company Has Obtained ISO 9001:2015 Dated September 21, 2016 Bearing No. 1533QAF2016, Issued By I.P.Q.C, For Design, Development, Production, Testing (Material and Mechanical), Maintenance, Refurbishing, Integration, Distribution And Supply (Storage And Transport) Of Therapeutic Devices And Rehabilitations Services With Analytics And Management Software Systems Along With Risk Analysis and Management. The certificate Is Valid Up To September 20, 2019
- c. Our Company Has Obtained Certificate of Registration 2007/47/EC Dated March 12, 2018 Bearing No. CE418E172, Issued By International Standard Registration, For Design, Development, Manufacturing, Assembly, Service and Distribution Of Therapeutic Devices - VESTIBULATOR along with related software which provides VESTIBULAR stimulations required in the treatment of cerebral palsy and other vestibular dysfunctions The certificate Is Valid Up To March 11, 2021

## IV. APPROVALS RELATING TO INTELLECTUAL PROPERTY

### 1. TRADEMARKS

Sr. No.	Particulars of the mark	Mark Type	Applicant	Trademark /Application Number	Issuing Authority	Class	Validity
1		Device	Transpact Enterprises Private Limited	2919589	Trade Marks Registry, Mumbai, Government of India	35	March 11, 2025
2		Device	Transpact Enterprises Private Limited	2919590	Trade Marks Registry, Mumbai, Government of India	10	March 11, 2025

### 2. LOGO

Sr. No	Particulars of the mark	Mark Type	Applicant
1		Device	Transpact Enterprises Private Limited

*Note: The Company is in the process of filing application for registration of the above.*

### 3. PATENT

*Please Refer Business Chapter on Page No. 75*

## SECTION IX – OTHER REGULATORY AND STATUTORY DISCLOSURE

### Authority for the Issue

Our Board of Directors have vide resolution dated April 19, 2019 authorized the Issue, subject to the approval by the shareholders of our Company under Section 62(1)(C) of the Companies Act, 2013.

The shareholders have authorized the Issue, by passing a Special Resolution at the Extra-Ordinary General Meeting held with a shorter notice on April 24, 2019, in accordance with the provisions of Section 62(1)(C) of the Companies Act, 2013.

The Company has obtained approval from BSE vide letter dated August 6, 2019 to use the name of BSE in this Issue Document for listing of equity shares on the BSE StartUp segment under SME Platform of BSE Limited. BSE is the designated stock exchange.

### Prohibition by SEBI or Governmental Authorities

We confirm that there is no prohibition on our Company, its Directors, Promoters and entities forming part of our Promoter Group, person in control of our Company from accessing the capital market or operating in the capital markets or debarred from buying, selling or dealing in securities under any order or direction passed by the SEBI or any securities market regulator in any other jurisdiction or any other authority / court as on the date of this Prospectus.

The listing of any securities of our Company has never been refused at any time by any of the stock exchanges in India.

### Prohibition by RBI

Neither our Company nor any of our Promoters or Directors has been declared as wilful defaulter(s) by the RBI or any other governmental authority.

### Compliance with the Companies (Significant Beneficial Ownership) Rules, 2018

Our Company is in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of the Prospectus.

Under the SBO Rules certain persons who are significant beneficial owners, are required to intimate their beneficial holdings to our Company in Form no. BEN-1. However, pursuant to the General Circular no. 8/2018 dated September 10, 2018 issued by the Ministry of Corporate Affairs, Government of India (“MCA”), filing of Form no. BEN-1 under the SBO Rules has been deferred until further notification from MCA. Therefore, compliance by Promoters and members of the Promoter Group, with the SBO Rules, to the extent applicable to each of them will be completed only upon further notification by the MCA.

### Association with Securities Market

None of our Directors are associated with the Securities Market in any manner and no action has been initiated against these entities by SEBI at any time except as stated under the chapters titled “Risk factors”, “Our Promoter, Promoter Group”, “Group Companies” and “Outstanding Litigations and Material Developments” beginning on page nos. 15, 104, 109 and 143 respectively, of this Prospectus.

### Eligibility for the Issue

Our Company is an “Unlisted Issuer” in terms of the SEBI (ICDR) Regulation; and this Issue is an “Initial Public Issue” in terms of the SEBI (ICDR) Regulations.

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, an issuer whose post Issue face value capital does not exceed ten 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 BSE StartUp Platform).

As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of BSE StartUp segment under SME platform of the BSE Limited

- a) Our Company was incorporated on May 12, 2013, with the Registrar of Companies, Mumbai under the Companies Act, 1956 in India.
- b) Our Company is registered as StartUp with Department of Industrial Policy and Promotion (DIPP) vide certificate no. DIPP3317.
- c) As on the date of this Prospectus, our Company has a total paid up capital of ₹ 53.27 lakhs out of which 28.27 are Equity Shares and 25.00 are Preference Shares and the Post Issue Capital will be of ₹ 63.67 lakhs which is below ₹ 25.00 crores
- d) Our company was incorporated on May 12, 2013, with the Registrar of Companies, Mumbai under the Companies Act, 1956, hence is in existence for a minimum period of 2 years on the date of filing the prospectus with BSE.
- e) As per the Restated Financial disclosed in this Prospectus, the Networth (excluding revaluation reserves) of the Company is 25.16 lakhs as on March 31, 2019 and hence the Networth is positive.

#### **Other Disclosures:**

- f) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- g) There is no winding up petition against the company, which has been admitted by a Court of competent jurisdiction or a liquidator has not been appointed.
- h) There has been no change in the Promoter(s) of the Company in the preceding one year from date of filing application to BSE for listing on BSE StartUp segment under SME Platform of BSE Limited.
- i) Our company shall mandatorily facilitate trading in demat securities and enter into an agreement with both the depositories.
- j) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- k) We have a website: [www.transpact.in](http://www.transpact.in)
- l) None of the Directors of our Company have been categorised as a Wilful Defaulter

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- The Draft Prospectus has been filed with BSE and our Company has made an application to BSE for listing of its Equity Shares on the BSE StartUp segment under SME Platform of BSE Limited. BSE Limited is the Designated Stock Exchange.
- Our Company has entered into an agreement dated April 25, 2019 with NSDL and agreement dated March 30, 2017 with CDSL for dematerialisation of its Equity Shares already issued and proposed to be issued.
- The entire pre-Offer 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 Promoters are in dematerialised form
- Our Company has made firm arrangements of finance through verifiable means towards seventy five per cent of the stated means of finance for funding from the fresh issue proceeds, excluding the amount to be raised through the proposed public offer or through existing identifiable internal accruals. For details, please refer the chapter “*Objects of the Offer*” on page no. 51 of this 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 are promoters or directors of any other companies which are debarred from accessing the capital markets by the SEBI.
- (c) Neither our Company nor our Promoters or Directors is a wilful defaulter.
- (d) None of our Promoters or Directors is a fugitive economic offender.

We further confirm that we shall be complying with all other requirements as laid down for such Issue under Chapter IX of SEBI (ICDR) Regulations, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

Further, in accordance with Regulation 268 (1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be unblocked forthwith. If such money is not repaid within eight (8) Working Days from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of eight (8) Working Days, be liable to repay such application money, with an interest at the rate as prescribed under the Companies Act 2013. 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.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF PROSPECTUS 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 OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER ARYAMN FINANCIAL SERVICES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE OFFER 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 OFFER.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY ARE PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE PROSPECTUS, THE LEAD MERCHANT BANKER ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY DISCHARGES ITS**

**RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MERCHANT BANKER, ARYAMAN FINANCIAL SERVICES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED AUGUST 19, 2019 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 PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY 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 THE PROSPECTUS.**

**Note:**

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Prospectus with the RoC in terms of section 26 and 30 of the Companies Act, 2013.

**Disclaimer from our Company and the Lead Manager**

Our Company, the Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Prospectus or, in case of the Company, in any advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

**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, except through their legal guardian), Hindu Undivided Families (HUFs), companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in shares, Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), Trusts registered under the Societies Registration Act, 1860, as amended from time to time, or any other trust law and who are authorised under their constitution to hold and invest in shares, permitted insurance companies and pension funds and to non-residents including NRIs and FIIs. The Prospectus does not, however, constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession the 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 Mumbai only.

No action has been or will be taken to permit a public offering in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and the Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been any 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.

**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 Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## **Disclaimer Clause of the BSE**

“BSE Limited ("BSE") has given vide its letter dated August 06, 2019 granted a permission to Transpact Enterprises Limited to use its name in the offer document as the stock exchanges on whose Start-up segment under the Small and Medium Enterprises Platform (“SME Platform”), the company's securities are proposed to be listed. BSE has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to the Company. BSE does not in any manner:

- i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
- ii. warrant that this Company's securities will be listed on completion of Initial Public Offering or will continue to be listed on BSE; or
- iii. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company;
- iv. warrant, certify or endorse the validity, correctness or reasonableness of the price at which the equity shares are offered by the Company and the investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquires, 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 be for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against BSE 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”
- v. BSE 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 offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.
- vi. The Company has chosen the BSE Start-up segment under the SME Platform 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 BSE / other regulatory authority. Any use of the BSE Start-up segment under the SME Platform and the related services are subject to Indian Laws and Courts exclusively situated in Mumbai.”

## **Listing**

Application have been made to BSE StartUp segment under SME Platform of BSE Limited for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its BSE StartUp segment under SME Platform of BSE Limited after the allotment in the Issue. BSE is the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue.

If the permission to deal in and for an official quotation of the Equity Shares on the BSE StartUp segment under SME Platform of BSE Limited is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from the applicants in pursuance of the prospectus. The allotment letters shall be issued or application money shall be refunded / unblocked within fifteen days from the closure of the Issue or such lesser time as may be specified by Securities and Exchange Board or else the application money shall be refunded to the applicants forthwith, failing which interest shall be due to be paid to the applicants at the rate of fifteen per cent per

annum for the delayed period as prescribed under Companies Act, 2013, the SEBI (ICDR) Regulations and other applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE StartUp segment under SME Platform of BSE Limited mentioned above are taken within 6 Working Days of the Issue Closing Date.

The Company has obtained approval from BSE vide letter dated August 6, 2019 to use the name of BSE in this Offer document for listing of equity shares on BSE StartUp segment under SME Platform of BSE Limited.

### **Consents**

Consents in writing of: (a) the Directors, the Chief Financial Officer, Company Secretary & Compliance Officer and the Statutory Auditor; and (b) the Lead Manager, Registrar to the Issue, the Legal Advisor to the Issue, Banker to the Company, Banker to the Issue, Market Maker and Underwriter to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus with the RoC, as required under Section 26 of the Companies Act, 2013 and such consents shall not be withdrawn up to the time of delivery of the Prospectus for registration with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/S. A.R. Sodha & Co., Chartered Accountants, have provided their written consent to the inclusion of their reports dated August 3, 2019 on Restated Financial Statements and to the inclusion of their reports dated June 20, 2019 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this 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 Prospectus.

### **Expert Opinion**

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

Our Company has received written consent from the Statutory Auditor namely, M/S. A.R. Sodha & Co., Chartered Accountants to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Prospectus and as “Expert” as defined under section 2(38) of the Companies Act, 2013 in respect of the reports on the Statement of Tax Benefits dated June 20, 2019, and on the Restated Financial Statements dated August 3, 2019 and issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Prospectus.

However, the term “expert” shall not be construed to mean an “expert” as defined under the U.S. Securities Act.

## **CAPITAL ISSUE DURING THE LAST FIVE YEARS**

### **Previous Public and Rights Issues**

We have not made any rights and public issues in the past, and we are an “Unlisted Company” in terms of the SEBI (ICDR) Regulations and this Issue is an “Initial Public Offering” in terms of the SEBI (ICDR) Regulations.

### **Previous Issues of Equity Shares otherwise than for Cash**

Except as stated in the chapter titled “*Capital Structure*” beginning on page no. 40 of this Prospectus, we have not issued any Equity Shares for consideration other than for cash.

## **Commission and Brokerage Paid on Previous Issues of our Equity Shares**

Since this is an Initial Public Offer 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 in the last three (3) years by Listed Group Companies / Subsidiaries / Associates

None of our Group Companies / Associates that are listed on any Stock Exchange has made any Capital Issue in the last three (3) years except as stated below:

<b>Name of the Company</b>	Octaware Technologies Limited
<b>Date and Year of Initial Listing</b>	April 03, 2017
<b>Type of Issue</b>	Initial Public Offer
<b>Amount of the Issue</b>	₹ 859.68 lakhs
<b>Date of Closure of the Issue</b>	March 27, 2017
<b>Date of Completion of Delivery of Shares</b>	March 31, 2017
<b>Date of completion of project, if applicable</b>	N. A.
<b>Rate of Dividend paid</b>	N. A.

We do not have any subsidiary as on date of this Prospectus

### PERFORMANCE VIS-À-VIS OBJECTS

#### Issuer Company

Our Company has not made any public issue (including any rights issue to the public) since its incorporation.

#### Listed Group Companies / Subsidiaries / Associate Companies

None of our Group Companies / Subsidiaries / Associates is listed on any Stock Exchange and not made any rights and public issues in the past five (5) years except as stated below:

#### Octaware Technologies Limited (OTL)

OTL had come out with an Initial Public Issue of 9,55,200 Equity Shares of ₹ 10 each offered at a fixed price of ₹ 90 per share aggregating to ₹ 859.68 lakhs. The said issue was opened for subscription on March 17, 2017 and closed on March 24, 2017. The issue was fully subscribed and the basis of allotment was finalized in consultation with the BSE Ltd. on March 29, 2017 and the new equity shares were listed on BSE with effect from April 03, 2017.

Public Issue of 9,55,200 shares at price of ₹ 90 aggregating to ₹ 859.68 lakhs out of which 5,10,000 shares are offer for sale aggregating to ₹ 459.00 lakhs and 4,45,200 shares are fresh issue aggregating to ₹ 380.85 lakhs .

The Object of the Issue is to raise funds for:

- Investments in our Subsidiary company – Octaware Technologies Gulf FZE
- General Corporate Purposes

Details of utilization of Fresh Issue proceeds of ₹ 380.85 lakhs are as follows:

(₹ in lakhs)

Sr. No.	Particulars	Proposed Objects	Actual Utilizations
1	Investments in our Subsidiary company – Octaware Technologies Gulf FZE	342.30	342.30
2	General Corporate Purposes	38.55	38.55
	<b>Total</b>	<b>380.85</b>	<b>380.85</b>

As on the date of this Prospectus, the entire amount raised by OTL through the above mentioned IPO has been utilized.

**OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY THE COMPANY**

The Company has no outstanding debentures or bonds as on date of this Prospectus except 2,50,000 8% redeemable preference shares issued to Society for Innovation and Entrepreneurship in F.Y 2017-18.

### Price Information of past issues handled by the Lead Manager

Sr. No.	Issue Name	Issue size (₹ Cr.)	Issue Price (₹)	Listing date	Opening price on listing date	+/- % change in Price on closing price, [+/- % change in closing benchmark]- 30 <sup>th</sup> calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 90 <sup>th</sup> calendar days from listing		+/- % change in Price on closing price, [+/- % change in closing benchmark]- 180 <sup>th</sup> calendar days from listing	
1	Meera Industries Limited <sup>(1)</sup>	11.75	225.00	26/06/2019	215.00	-6.04%	-4.32%	N.A	N.A	N.A	N.A
2	Roopshri Resorts Ltd	3.60	20.00	01/04/2019	20.25	1.25%	0.41%	1.25%	1.34%	N.A	N.A
3	Gleam Fabmat Ltd	3.12	10.00	05/03/2019	9.00	-36.50%	6.15%	-45.40%	10.50%	N.A	N.A
4	DRS Dilip Roadlines Ltd	31.50	75.00	10/12/2018	75.15	1.33%	3.50%	0.33%	5.21%	0.67%	13.18%
5	Roni Households Ltd	3.00	20.00	03/12/2018	20.05	25.00%	-0.96%	25.00%	-0.49%	25.50%	9.58%
6	Marine Electricals India Ltd	42.87	66.00	11/10/2018	66.60	21.21%	3.43%	24.17%	6.06%	59.85%	14.04%
7	Silgo Retail Ltd	4.88	36.00	10/10/2018	36.45	0.00%	1.20%	0.00%	3.27%	1.39%	10.94%
8	Sky Gold Ltd	25.56	180	03/10/2018	180.45	2.22%	-2.68%	0.58%	0.78%	1.11%	8.05%
9	Saketh Exim Ltd	9.44	69.00	13/08/2018	69.30	0.00%	0.12%	3.48%	-6.79%	18.84%	-3.63%
10	Supershakti Metaliks Ltd	60.01	375	30/07/2018	377.10	12.00%	3.28%	9.73%	-11.06%	8.00%	-3.92%

<sup>(1)</sup> Equity Shares of Meera Industries Limited was listed on May 15, 2017 on BSE Limited. Aryaman Financial Services Limited was appointed as lead manager for the Further Public Issue by the Company on BSE Limited pursuant to which its additional shares were listed on June 26, 2019.

### Summary Statement of Disclosure

Financial Year	Total no. of Public Issues	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 30 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at discount - 180 <sup>th</sup> calendar day from listing day			Nos. of IPOs trading at premium - 180 <sup>th</sup> calendar day from listing day		
			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%
2019-20	2 <sup>(1)</sup>	15.35	-	-	1	-	-	1	-	-	-	-	-	-
2018-19	14 <sup>(2)</sup>	327.66	-	-	1	-	1	9	-	-	2	1	1	9
2017-18	16	318.24	1	1	4	1	1	8	3	3	3	0	0	6

<sup>(1)</sup> Details indicated in 2019-20 are for the public issues completed as on date

<sup>(2)</sup> As on the 30th and 90th Calendar day from the listing day, the price of Silgo Retail Limited and 30th Calendar day from the listing day, the price of Saketh Exim Limited is exactly equal to its Issue Price and hence it is neither trading at Premium or Discount



**Notes:**

- a) Since the listing date of Meera Industries Limited, was June 26, 2019 information related to closing price and benchmark index as on the 90<sup>th</sup> Calendar day and 180<sup>th</sup> Calendar day from the listing date is not available.
- b) Since the listing date of Roopshri Resorts Limited and Gleam Fabmat Limited was April 1, 2019 and March 5, 2019, respectively, information related to closing price and benchmark index as on the 180<sup>th</sup> Calendar day from the listing date is not available.
- c) The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.
- d) In the event any day falls on a holiday, the price/index of the immediate preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
- e) Source: [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) BSE Sensex and Nifty Fifty as the Benchmark Indices.

**Track record of past issues handled by the Lead Manager - Aryaman Financial Services Limited**

For details regarding the track record of the Lead Manager to the Issue as specified in Circular reference CIR/MIRSD/1/ 2012 dated January 10, 2012 issued by the SEBI, please see the website of Aryaman Financial Services Limited – [www.afsl.co.in](http://www.afsl.co.in)

**DISPOSAL OF INVESTOR GRIEVANCES**

**Mechanism for Redressal of Investor Grievances**

The Company has appointed Bigshare Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Company Secretary & Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the Company Secretary & Compliance Officer, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and name of bank and branch. The Company would monitor the work of the Registrar to ensure that the investor grievances are settled expeditiously and satisfactorily.

The Registrar to the Issue will handle investor’s grievances pertaining to the Issue. A fortnightly status report of the complaints received and redressed by them would be forwarded to the Company. The Company would also be co-coordinating with the Registrar to the Issue in attending to the grievances to the investor.

All grievances relating to the ASBA process may be addressed to the SCSBs, giving full details such as name, address of the applicant, number of Equity Shares applied for, amount paid on application and the Designated Branch of the SCSB where the Application Form was submitted by the ASBA Applicant. We estimate that the average time required by us or the Registrar to the Issue or the SCSBs for the redressal of routine investor grievances will be seven business days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, we will seek to redress these complaints as expeditiously as possible.

The Company shall obtain authentication on the SCORES and comply with the SEBI circular (CIR/OIAE/1/2013) dated April 17, 2013 in relation to redressal of investor grievances through SCORES

Our Board by a resolution on April 25, 2019 constituted a Stakeholders Relationship Committee. The composition of the Stakeholders Relationship Committee is as follows:

Name of the Member	Nature of Directorship	Designation in Committee
Mrs. Soumya Bania	Non Executive Non Independent Directors	Chairman
Mr. Anis Choudhery	Whole-Time Director	Member
Mr. Aslam Khan	Executive Director	Member

For further details, please see the chapter titled “*Our Management*” beginning on page no. 91 of this Prospectus.

The Company has also appointed Ms. Kirti Didwania as the Compliance Officer for this Issue and he/ she may be contacted at the Registered Office of our Company.

**Ms. Kirti Didwania**

**Address:** 204 2nd Floor, Timmy Arcade, Makwana Road Marol, Andheri East, Mumbai -400059

**Tel No.:** +91 9224763158/ +91 9904002388;

**Email:** [info@transpact.in](mailto:info@transpact.in)

**Website:** [www.transpact.in](http://www.transpact.in)

Investors can contact the Compliance Officer or the Registrar to the Issue or the Lead Manager in case of any pre- Issue or post- Issue related problems, such as non-receipt of letters of Allotment, credit of Allotted Equity Shares in the respective beneficiary accounts and refund orders.

**Status of Investor Complaints**

We confirm that we have not received any investor complaint during the three years preceding the date of this Prospectus and hence there are no pending investor complaints as on the date of this Prospectus.

**DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT**

For details of Investor Grievances by Listed Companies under the same Management, see the chapter “*Our Group Companies*” beginning on page no. 109 of this Prospectus.

## SECTION X – ISSUE INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, 2018 SEBI Listing Regulations, SCRA, SCRR, our Memorandum and Articles of Association, the terms of the Draft Prospectus, this Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note and other terms and conditions as may be incorporated in the allotment advices and other documents/certificates that may be executed in respect of this Issue. The Equity Shares shall also be subject to laws as applicable, guidelines, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC 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 Government of India, the Stock Exchanges, 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) facility for making payment.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorised to collect the Application forms. Investors may visit the official websites of the concerned stock exchanges for any information on operationalization of this facility of form collection by Registrar to the Issue and DPs as and when the same is made available.*

#### **Ranking of Equity Shares**

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 2013 our Memorandum and Articles of Association, SEBI ICDR Regulations, SCRA and shall rank pari-passu in all respects including dividend with the existing Equity Shares including in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment.

For further details, please see the section titled "Main Provisions of the Articles of Association" beginning on page no. 227 of this Prospectus.

#### **Mode of Payment of Dividend**

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, 2013 the Memorandum and Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment (pursuant to the transfer of Equity Shares from the Offer for Sale), will be payable to the Applicants who have been Allotted Equity Shares in the Issue, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "Dividend Policy" and "Main Provisions of the Articles of Association" beginning on page nos. 114 and 227 of this Prospectus.

#### **Face Value and Issue Price**

The Equity Shares having a face value of ₹ 10 each are being issued in terms of this Prospectus at the price of ₹ 10 per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Manager and is justified under the chapter titled "Basis for Issue Price" beginning on page no. 56 of this Prospectus.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

#### **Compliance with SEBI (ICDR) Regulations**

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. 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 attend general meetings and exercise voting rights, unless prohibited by law;
- ✓ Right to vote on a poll either in person or by proxy and e-voting, in accordance with the provisions of the Companies Act;
- ✓ Right to receive offer for rights shares and be allotted bonus shares, if announced;
- ✓ Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- ✓ Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- ✓ Such other rights, as may be available to a shareholder of a listed Public Limited Company under the Companies Act, terms of the listing agreements with the Stock Exchange 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 and / or consolidation / splitting, etc., please see the section titled "*Main Provisions of Articles of Association of our company*" beginning on page no. 227 of this Prospectus.

## **Allotment only in Dematerialised Form**

In terms of Section 29 of Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI (ICDR) Regulations, 2018 the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar and Share Transfer Agent to the Issue:

- 1) Tripartite agreement dated April 25, 2019 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- 2) March 30, 2019 between our Company, CDSL and the Registrar and Share Transfer Agent to the Issue.

## **Market Lot and Trading Lot**

Trading of the Equity Shares will happen in the minimum contract size of 1,000 Equity Shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012 and the same may be modified by BSE StartUp segment under SME Platform of BSE Limited from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of 1,000 Equity Share subject to a minimum allotment of 1,000 Equity Shares to the successful Applicants.

## **Minimum Number of Allottees**

The minimum number of allottees in this Issue shall be 50 shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and the monies collected shall be refunded within 6 Working days of closure of issue.

## **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in Mumbai.

The Equity Shares have not been, and will not be, registered under the U.S. Securities Act 1933, as amended (the "Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

## **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint-holders with benefits of survivorship.

## **Nomination Facility to Investor**

In accordance with Section 72 of the Companies Act, 2013 and the rules made thereunder, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 (3) 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 accordance to Section 72 (4) of the Companies Act, 2013, 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 Articles of Association of the Company, 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:

- ✓ to register himself or herself as the holder of the Equity Shares; or
- ✓ to make such transfer of the Equity Shares, as the deceased holder could have made

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety 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.

In case the allotment of Equity Shares is in dematerialized form, there is no need to make a separate nomination with us. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

## **Withdrawal of the Issue**

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs and Sponsor Bank, as applicable, to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

## Issue Programme

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

Event	Indicative Date
Issue Opening Date	August 26, 2019
Issue Closing Date	August 28, 2019
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or before September 3, 2019
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI ID linked bank account	On or before September 4, 2019
Credit of Equity Shares to demat accounts of Allottees	On or before September 5, 2019
Commencement of trading of the Equity Shares on the Stock Exchange	On or before September 6, 2019

The above timetable is indicative and does not constitute any obligation on our Company or the Lead Manager. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within 6 Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Issue Period 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.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Prospectus may result in change of the above mentioned timelines.

Applications and any revision to the same shall be accepted **only between 10.00 A.M. and 5.00 P.M. (IST)** during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Applications and any revision to the same shall be accepted **only between 10.00 A.M. and 3.00 P.M. (IST)** or such extended time as permitted by the Stock Exchanges, in case of Applications by Retail Individual Applicants after taking into account the total number of applications received up to the closure of timings and reported by the Lead Manager to the Stock Exchanges. It is clarified that Applications not uploaded on the electronic system would be rejected. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

Due to limitation of time available for uploading the Applications on the Issue Closing Date, the Applicants are advised to submit their Applications one day prior to the Issue Closing Date and, in any case, no later than 3.00 p.m. (IST) on the Issue Closing Date. All times mentioned in this Prospectus are Indian Standard Times. Applicants are cautioned that in the event a large number of Applications are received on the Issue Closing Date, as is typically experienced in public offerings, some Applications may not get uploaded due to lack of sufficient time. Such Applications that cannot be uploaded will not be considered for allocation under the Issue. Applications will be accepted only on Business Days. Neither our Company nor the Lead Manager is liable for any failure in uploading the Applications due to faults in any software/hardware system or otherwise.

In accordance with the SEBI Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Applications (in terms of the quantity of the Equity Shares or the Applications Amount) at any stage. Retail Individual Applicants can revise or withdraw their Applications prior to the Issue Closing Date. Except Allocation to Retail Individual Investors, Allocation in the Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from the 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 Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / Stock Brokers, as the case may be, for rectified data.

## Minimum Subscription

The requirement for 90% minimum subscription in terms of Regulation 45 of the ICDR Regulations is not applicable to the Issue. In terms of Regulation 260(1) of the ICDR Regulations, 2018 the Issue is not restricted to any minimum subscription level and is 100% underwritten. Further, pursuant to Regulation 268(1) of the



ICDR Regulations, 2018 our Company shall ensure that the number of prospective allottees to whom Equity Shares will be allotted shall not be less than 50.

This Issue is not restricted to any minimum subscription level. This Issue is 100% underwritten. However, we shall ensure that the minimum subscription to be received shall be subject to allotment of minimum number of specified securities as prescribed in sub-clause (b) of clause (2) of rule 19 of Securities Contracts (Regulation) Rules, 1957 and also that the minimum number of allottees as prescribed in regulation 268(1) of the SEBI (ICDR) Regulations, 2018, as amended.

#### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of 1,000 shares. 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 BSE StartUp segment under SME Platform of BSE Limited.

#### **Restrictions, if any, on transfer and transmission of shares or debentures and on their consolidation or splitting**

Except for the lock-in of the pre-Issue capital of our Company, Promoters' Contribution and the public lock-in as provided in "*Capital Structure*" beginning on page no. 40 of this Prospectus and except as provided in our 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, see "*Main Provisions of the Articles of Association*" beginning on page no. 227 of this Prospectus.

#### **New Financial Instruments**

The Issuer Company is not issuing any new financial instruments through this Issue.

#### **Allotment of Securities in Dematerialised Form**

In accordance with the SEBI ICDR Regulations, 2018 Allotment of Equity Shares to successful applicants will only be in the dematerialized form. Applicants will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only on the dematerialized segment of the Stock Exchange.

#### **Migration to Main Board**

In accordance with the BSE Circular dated November 26, 2012 our Company will have to be mandatorily listed and traded on the BSE StartUp segment under SME Platform of BSE Limited for a minimum period of two years from the date of listing and only after that it can migrate to the Main Board of the BSE as per the guidelines specified by SEBI and as per the procedures laid down under Chapter IX of the SEBI (ICDR) Regulations 2018.

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the BSE StartUp segment under SME Platform of BSE Limited on a later date subject to the following:

As per Regulation 277 of SEBI (ICDR) Regulations 2018, If the Paid up Capital of the company is more than ₹ 10 crores and up to ₹ 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the 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.

#### **Market Making**

The shares issued through this Issue are proposed to be listed on the BSE StartUp segment under SME Platform of BSE Limited, wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Maker of the SME Exchange for a minimum period of three years from the date of listing on the BSE StartUp segment under SME Platform of BSE Limited.



For further details of the agreement entered into between our Company, the Lead Manager and the Market Maker, please see the chapter titled "*General Information - Details of the Market Making Arrangement for this Issue*" beginning on page no. 32 of this Prospectus.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue face value capital exceeds more than ten crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("StartUP Segment", in this case being the BSE StartUp segment under SME Platform of BSE Limited). For further details regarding the salient features and terms of such this Issue, please see the chapters titled "Terms of the Issue" and "Issue Procedure" beginning on page nos. 163 and 172 respectively, of this Prospectus.

### Following is the issue structure:

*Public Issue of 1,04,000 Equity Shares of ₹ 10 each (the "Equity Shares") for cash at a price of ₹ 130 per Equity Share aggregating to ₹ 135.20 lakhs ("the Issue") by Transpact Enterprises Limited ("TEL" or the "Company").*

*The Issue comprises a reservation of 6,000 Equity Shares of ₹ 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of 98,000 Equity Shares of ₹ 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 26.89% and 25.34%, respectively of the post issue paid up equity share capital of the company. The Issue is being made through the Fixed Price Process:*

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation	98,000 Equity Shares	6,000 Equity Shares
Percentage of Issue Size available for allocation	94.23% of the Issue Size	5.77% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of 1,000 Equity Shares and further allotment in multiples of 1,000 Equity Shares each.	Firm Allotment
Mode of Application	Through ASBA Process Only	Through ASBA Process Only
Minimum Application Size	<p><i>For QIB and NII:</i></p> <p>Such number of Equity Shares in multiples of 1,000 Equity Shares such that the Application Value exceeds ₹ 2,00,000.</p> <p><i>For Retail Individuals:</i></p> <p>1,000 Equity Shares</p>	6,000 Equity Shares
Maximum Application Size	<p><i>For QIB and NII:</i></p> <p>Such number of Equity Shares in multiples of 1,000 Equity Shares such that the Application Size does not exceed up to 98,000 Equity Shares.</p> <p><i>For Retail Individuals:</i></p> <p>Such number of Equity Shares in multiples of 1,000 Equity Shares such that the Application Value does not exceed ₹ 2,00,000.</p>	6,000 Equity Shares
Mode of Allotment	Dematerialized Form	Dematerialized Form

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
Number of Equity Shares available for allocation	98,000 Equity Shares	6,000 Equity Shares
Percentage of Issue Size available for allocation	94.23% of the Issue Size	5.77% of the Issue Size
Trading Lot	1,000 Equity Shares	1,000 Equity Shares, However the Market Maker may buy odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.
Terms of Payment	The entire Application Amount shall be blocked by the SCSBs in the bank account of the Applicants, or by the Sponsor Banks through UPI mechanism (for RIIs using the UPI Mechanism) at the time of the submission of the Application Form	
Application Lot Size	1,000 Equity Share and in multiples of 1,000 Equity Shares thereafter	

**Note:**

- 50 % of the Equity Share offered are reserved for allocation to Applicants below or equal to ₹ 2.00 lakhs and the balance for higher amount Applications.
- In case of joint Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Applicant would be required in the Application Form and such First Applicant would be deemed to have signed on behalf of the joint holders.
- Applicants will be required to confirm and will be deemed to have represented to our Company, the Lead Manager, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares in this Issue.
- SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB

**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 SME exchange/platform and for the secondary market trading on such exchange/platform, as under:

Issue Price(in ₹)	Lot Size (No. of shares)
Up to 14	10,000
More than 14 up to 18	8,000
More than 18 up to 25	6,000
More than 25 up to 35	4,000
More than 35 up to 50	3,000
More than 50 up to 70	2,000
More than 70 up to 90	1,600
More than 90 up to 120	1,200
More than 120 up to 150	1,000
More than 150 up to 180	800
More than 180 up to 250	600
More than 250 up to 350	400
More than 350 up to 500	300
More than 500 up to 600	240
More than 600 up to 750	200
More than 750 up to 1,000	160
Above 1,000	100

Further to the Circular, at the Initial Public Offer stage the Registrar to Issue in consultation with Lead Manager, our Company and BSE 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 IPO Lot Size at the application/allotment stage, facilitating secondary market trading.

## **Withdrawal of the Issue**

Our Company in consultation with the Lead Manager, reserves the right not to proceed with the Issue at any time after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Lead Manager, through the Registrar to the Issue, shall notify the SCSBs and Sponsor Bank, as applicable, to unblock the bank accounts of the ASBA Applicants within one day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares were proposed to be listed. Notwithstanding the foregoing, the 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 at any stage including after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Prospectus.

## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issue, prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI (the “General Information Documents”) and including SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018, and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, to be included in the prospectus under “Part B – General Information Document” of this section, 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 Documents to be included will be updated to reflect the enactments and regulations including the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, SEBI Listing Regulations and certain notified provisions of the Companies Act, 2013, to the extent applicable to a public issue. The General Information Document will also be available on the websites of the Stock Exchange and the Lead Manager. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles.

Pursuant to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, there have been certain changes in the issue procedure for initial public offerings including making the ASBA process mandatory for all Applicants, allowing registrar, share transfer agents, collecting depository participants and stock brokers to accept application forms. Further, SEBI, by its circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, reduced the time taken for listing after the closure of an issue to six working days.

With effect from July 1, 2019, with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by RIBs (“UPI Phase III”), as may be prescribed by SEBI.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of Prospectus. Applicants are advised to make their independent investigations and ensure that their Application do not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or as specified in this Prospectus and the Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

This Issue shall be one of the first initial public offerings through the UPI Mechanism under the UPI Phase II. Our Company and the Lead Manager are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue

### ***Phased implementation of Unified Payments Interface***

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 (collectively the “**UPI Circular**”) in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circular, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 and will continue till June 30, 2019. Under this phase, a Retail Individual Applicant would also have 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 would continue to be six Working Days.

**Phase II:** This phase will commence upon completion of Phase I and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Application Form by a Retail Individual Applicant through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

**Phase III:** Subsequently, the time duration from public issue closure to listing would be reduced to be three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using the UPI Mechanism. The Issuers are to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Applicants into the UPI mechanism.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Lead Manager.

## **PART A**

### **FIXED PRICE ISSUE PROCEDURE**

The Issue is being made in compliance with the provisions of Reg. 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Offer to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject to valid Applications being received from them at or above the Issue Price.

Subject to the valid Applications being received at or above the Issue Price, allocation to all categories in the Net Issue, shall be made on a proportionate basis, except for the Retail Portion where Allotment to each Retail Individual Applicants shall not be less than the minimum lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under subscription, if any, in any category, would be allowed to be met with spill over from any other category or a combination of categories at the discretion of our Company in consultation with the Lead Manager and the Stock Exchange.

Investors should note that according to section 29(1) of the Companies Act, 2013, allotment of Equity Shares to all successful Applicants will only be in the dematerialised form. The Application Forms which do not have the details of the Applicant’s depository account including DP ID, PAN and UPI ID (for RII Applicant Application using the UPI mechanism), shall be treated as incomplete and rejected. In case DP ID, Client ID and PAN mentioned in the Application Form and entered into the electronic system of the stock exchanges, do not match

with the DP ID, Client ID and PAN available in the depository database, the application is liable to be rejected. Applicants will not have the option of getting allotment of the Equity Shares in physical form. The Equity Shares on allotment shall be traded only in the dematerialised segment of the Stock Exchanges.

#### AVAILABILITY OF PROSPECTUS AND APPLICATION FORMS

The Memorandum containing the salient features of the Prospectus together with the Application Forms and copies of the Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Lead Manager to the Issue, Registrar to the Issue as mentioned in the Application form. The application forms may also be downloaded from the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com). Applicants shall only use the specified Application Form for the purpose of making an Application in terms of the Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSB's authorizing blocking of funds that are available in the bank account /UPI ID linked bank account details specified in the Application Form used by ASBA applicants. Upon completing and submitting the Application Form for Applicants to the SCSB, the Applicant is deemed to have authorized our Company to make the necessary changes in the Prospectus and the Application Form as would be required for filing the Prospectus with the RoC and as would be required by RoC after such filing, without prior or subsequent notice of such changes to the Applicant. Applicants (other than using RIIs applying using the UPI mechanism) must provide bank account details and authorisation by the ASBA account holder to block funds in their respective ASBA Accounts in the relevant space provided in the Application Form and the Application Form that does not contain such detail are liable to be rejected.

RIIs bidding using the UPI mechanism must provide the UPI ID in the relevant space provided in the Application Form and the Application Form that does not contain the UPI ID are liable to be rejected.

Further, Applicants shall ensure that the Applications are submitted at the Bidding Centres only on Application Forms bearing the stamp of a Designated Intermediary (except in case of electronic Application Forms) and Application Forms not bearing such specified stamp maybe liable for rejection. Applicants must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Application Amount can be blocked by the SCSB or the Sponsor Bank, as applicable, at the time of submitting the Application.

The prescribed colour of the Application Form for various categories is as follows:

Category	Colour of Application Form*
Resident Indians and Eligible NRIs applying on a non-repatriation basis**	White
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis**	Blue

\* *Excluding electronic Application Form.*

\*\* *Application forms will also be available on the website of the BSE ([www.bseindia.com](http://www.bseindia.com)).*

Designated Intermediaries (other than SCSBs) shall submit/deliver the Application Forms (except the Application Form from a RII applying using the UPI mechanism) to the respective SCSB, where the Applicant has a bank account and shall not submit it to any non-SCSB bank or any Escrow Bank.

#### METHOD OF APPLICATIONS

1. Applicants are required to submit their applications only through any of the following Application Collecting Intermediaries:
  - a. an SCSB, with whom the bank account to be blocked, is maintained
  - b. a syndicate member (or sub-syndicate member)
  - c. 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')
  - d. a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)



- e. a registrar to an offer and share transfer agent (RTA<sup>4</sup>) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

The Offer Period shall be for a minimum of three Working Days and shall not exceed ten Working Days. The Offer Period may be extended, if required, by an additional three Working Days, subject to the total Offer Period not exceeding ten Working Days

The Intermediaries shall accept applications from all Applicants and they shall have the right to vet the applications during the Offer Period in accordance with the terms of the Prospectus

The Applicant cannot apply on another Application Form after one Application Form has been submitted to Designated Intermediary. Submission of a second Application Form to either the same or to another Designated Intermediary will be treated as multiple applications and is liable to be rejected either before entering the application into the electronic collecting system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer.

2. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.
3. 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(s) 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 without use of UPI for payment</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Offer
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:</b>	After accepting the application form, respective intermediary shall capture and upload the relevant details, including UPI ID, in the electronic system of stock exchange(s).  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.

4. The Applicant cannot make an application through another Application Form after Applicants through one Application Form have been submitted to a LM or the SCSBs. Submission of a second Application Form to either the same or to another LM or SCSB will be treated as multiple Application and is liable to be rejected either before entering the Application into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. However, the Applicant can revise the Application through the Revision Form.
5. The Lead Manager/the SCSBs will enter each Application option into the electronic bidding system as a separate Application and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Applicant. Therefore, an Applicant can receive up to three TRSs for each Application Form.

#### WHO CAN APPLY?

In addition to the category of Applicants set forth under the sub-section “Part B - General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Issue” on page 163

of this Prospectus, any other persons eligible to apply in the Issue under the laws, rules, regulations, guidelines and policies applicable are also eligible to invest in the Equity Shares.

#### **PARTICIPATION BY ASSOCIATES/AFFILIATES OF LEAD MANAGER, PROMOTERS, PROMOTER GROUP AND PERSONS RELATED TO PROMOTER/PROMOTER GROUP**

The Lead Manager shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, associates and affiliates of the Lead Manager may subscribe to Equity Shares in the Issue, either in the QIB Portion and Non-Institutional Portion where the allotment is on a proportionate basis.

The Promoters, Promoter Group, Lead Manager and any persons related to the Lead Manager (except Mutual Funds sponsored by entities related to the Lead Manager) cannot apply in the Issue.

#### **APPLICATION BY INDIAN PUBLIC INCLUDING ELIGIBLE NRIS APPLYING ON NON-REPATRIATION**

Application must be made only in the names of individuals, limited companies or statutory corporations / institutions and not in the names of minors (other than minor having valid depository accounts as per demographic details provided by the depository), foreign nationals, non-residents (except for those applying on non-repatriation), trusts, (unless the trust is registered under the Societies Registration Act, 1860 or any other applicable trust laws and is authorized under its constitution to hold shares and debentures in a company), Hindu Undivided Families (HUF), partnership firms or their nominees. In case of HUFs, application shall be made by the Karta of the HUF.

Eligible NRIs applying on a non-repatriation basis may make payments by inward remittance in foreign exchange through normal banking channels or by debits to NRE / FCNR accounts as well as NRO accounts.

An applicant in the Net Public Category cannot make an application for that number of Equity Shares exceeding the number of Equity Shares offered to the public.

#### **APPLICATION BY MUTUAL FUNDS**

As per the current regulations, the following restrictions are applicable for investments by mutual funds:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid up share capital carrying voting rights.

The Applications 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.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

#### **APPLICATIONS BY ELIGIBLE NRIS/FII'S ON REPATRIATION BASIS**

Application Forms have been made available for Eligible NRIs at the Company's Registered Office and at the office of Lead Manager to the Issue.

Eligible NRI applicants may please note that only such applications as are accompanied by payment in free foreign exchange shall be considered for Allotment. The Eligible NRIs who intend to make payment through Non Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians and should not use the form meant for the reserved category.

Under the Foreign Exchange Management Act, 1999 (FEMA) general permission is granted to companies vide notification no. FEMA/20/2000 RB dated 03/05/2000 to issue securities to NRI's subject to the terms and conditions stipulated therein. Companies are required to file declaration in the prescribed form to the concerned Regional Office of RBI within 30 days from the date of issue of shares for allotment to NRI's on repatriation basis.

Allotment of Equity Shares to Non Resident Indians shall be subject to the prevailing Reserve Bank of India Guidelines. Sale proceeds of such investments in Equity Shares will be allowed to be repatriated along with the income thereon subject to permission of the RBI and subject to the Indian Tax Laws and regulations and any other applicable laws.

The Company does not require approvals from FIPB or RBI for the Transfer of Equity Shares in the issue to eligible NRI's, FII's, Foreign Venture Capital Investors registered with SEBI and multilateral and bilateral development financial institutions.

***As per the current regulations, the following restrictions are applicable for investments by FPIs:***

- 1) Foreign portfolio investor shall invest only in the following securities, namely- (a) Securities in the primary and secondary markets including shares, debentures and warrants of companies, listed or to be listed on a recognized stock exchange in India; (b) Units of schemes floated by domestic mutual funds, whether listed on a recognized stock exchange or not; (c) Units of schemes floated by a collective investment scheme; (d) Derivatives traded on a recognized stock exchange; (e) Treasury bills and dated government securities; (f) Commercial papers issued by an Indian company; (g) Rupee denominated credit enhanced bonds; (h) Security receipts issued by asset reconstruction companies; (i) Perpetual debt instruments and debt capital instruments, as specified by the Reserve Bank of India from time to time; (j) Listed and unlisted non-convertible debentures/bonds issued by an Indian company in the infrastructure sector, where 'infrastructure' is defined in terms of the extant External Commercial Borrowings (ECB) guidelines; (k) Non-convertible debentures or bonds issued by Non-Banking Financial Companies categorized as 'Infrastructure Finance Companies'(IFCs) by the Reserve Bank of India; (l) Rupee denominated bonds or units issued by infrastructure debt funds; (m) Indian depository receipts; and (n) Such other instruments specified by the Board from time to time.
- 2) Where a foreign institutional investor or a sub account, prior to commencement of these regulations, holds equity shares in a company whose shares are not listed on any recognized stock exchange, and continues to hold such shares after initial public offering and listing thereof, such shares shall be subject to lock-in for the same period, if any, as is applicable to shares held by a foreign direct investor placed in similar position, under the policy of the Government of India relating to foreign direct investment for the time being in force.
- 3) In respect of investments in the secondary market, the following additional conditions shall apply:
  - a) A foreign portfolio investor shall transact in the securities in India only on the basis of taking and giving delivery of securities purchased or sold;
  - b) Nothing contained in clause (a) shall apply to:
    - i) Any transactions in derivatives on a recognized stock exchange;
    - ii) Short selling transactions in accordance with the framework specified by the Board;
    - iii) Any transaction in securities pursuant to an agreement entered into with the merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
    - iv) Any other transaction specified by the Board.
  - c) No transaction on the stock exchange shall be carried forward;
  - d) The transaction of business in securities by a foreign portfolio investor shall be only through stock brokers registered by the Board; provided nothing contained in this clause shall apply to:
    - i) transactions in Government securities and such other securities falling under the purview of the Reserve Bank of India which shall be carried out in the manner specified by the Reserve Bank of India;

- ii) sale of securities in response to a letter of offer sent by an acquirer in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - iii) sale of securities in response to an offer made by any promoter or acquirer in accordance with the Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009;
  - iv) Sale of securities, in accordance with the Securities and Exchange Board of India (Buy-back of securities) Regulations, 2018;
  - v) divestment of securities in response to an offer by Indian Companies in accordance with Operative Guidelines for Disinvestment of Shares by Indian Companies in the overseas market through issue of American Depository Receipts or Global Depository Receipts as notified by the Government of India and directions issued by Reserve Bank of India from time to time;
  - vi) Any bid for, or acquisition of, securities in response to an offer for disinvestment of shares made by the Central Government or any State Government;
  - vii) Any transaction in securities pursuant to an agreement entered into with merchant banker in the process of market making or subscribing to unsubscribed portion of the issue in accordance with Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - viii) Any other transaction specified by the Board.
- e) A foreign portfolio investor shall hold, deliver or cause to be delivered securities only in dematerialized form:

Provided that any shares held in non-dematerialized form, before the commencement of these regulations, can be held in non-dematerialized form, if such shares cannot be dematerialized.

Unless otherwise approved by the Board, securities shall be registered in the name of the foreign portfolio investor as a beneficial owner for the purposes of the Depositories Act, 1996.

- 4) The investment by the foreign portfolio investor shall also be subject to such other conditions and restrictions as may be specified by the Government of India from time to time.
- 5) In cases where the Government of India enters into agreements or treaties with other sovereign Governments and where such agreements or treaties specifically recognize certain entities to be distinct and separate, the Board may, during the validity of such agreements or treaties, recognize them as such, subject to conditions as may be specified by it.
- 6) A foreign portfolio investor may lend or borrow securities in accordance with the framework specified by the Board in this regard.

No foreign portfolio investor may issue, subscribe to or otherwise deal in offshore derivative instruments, directly or indirectly, unless the following conditions are satisfied:

- a) Such offshore derivative instruments are issued only to persons who are regulated by an appropriate foreign regulatory authority;
- b) Such offshore derivative instruments are issued after compliance with 'know your client' norms:

Provided that those unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated shall not issue, subscribe or otherwise deal in offshore derivatives instruments directly or indirectly.

Provided further that no Category III foreign portfolio investor shall issue, subscribe to or otherwise deal in offshore derivatives instruments directly or indirectly.

- 7) A foreign portfolio investor shall ensure that further issue or transfer of any offshore derivative instruments issued by or on behalf of it is made only to persons who are regulated by an appropriate foreign regulatory authority.
- 8) Foreign portfolio investors shall fully disclose to the Board any information concerning the terms of and parties to off-shore derivative instruments such as participatory notes, equity linked notes or any other such instruments, by whatever names they are called, entered into by it relating to any securities listed or proposed to be listed in any stock exchange in India, as and when and in such form as the Board may specify.
- 9) Any offshore derivative instruments issued under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 before commencement of SEBI (Foreign Portfolio Investors) Regulations, 2014 shall be deemed to have been issued under the corresponding provisions of SEBI (Foreign Portfolio Investors) Regulations, 2014.
- 10) A FII or its subaccount which holds a valid certificate of registration shall, subject to payment of conversion fees, be eligible to continue to buy, sell or otherwise deal in securities till the expiry of its registration as a foreign institutional investor or sub-account, or until he obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
- 11) A qualified foreign investor may continue to buy, sell or otherwise deal in securities subject to the provisions of the SEBI (Foreign Portfolio Investors) Regulations, 2014, for a period of one year from the date of commencement of the aforesaid regulations, or until it obtains a certificate of registration as foreign portfolio investor, whichever is earlier.
- 12) The issue of Equity Shares to a single FII should not exceed 10% of our post Issue Paid up Capital of the Company. In respect of an FII investing in Equity Shares of our Company on behalf of its sub accounts, the investment on behalf of each sub account shall not exceed 10% of our total issued capital or 5% of our total issued capital in case such sub account is a foreign corporate or an individual.
- 13) In accordance with the foreign investment limits, the aggregate FII holding in our Company cannot exceed 24% of our total issued capital. However, this limit can be increased to the permitted sectoral cap/statutory limit, as applicable to our Company after obtaining approval of its board of Directors followed by the special resolution to that effect by its shareholders in their General Meeting. As on the date of filing the Prospectus, no such resolution has been recommended to the shareholders of the Company for adoption.
- 14) Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of regulation 15A(1) of the Securities Exchange Board of India (Foreign Institutional Investors) Regulations 1995, as amended, an FII may issue, deal or hold, off shore derivative instruments such as participatory notes, equity linked notes or any other similar instruments against underlying securities listed or proposed to be listed in any stock exchange in India only in favour of those entities which are regulated by any relevant regulatory authorities in the countries of their incorporation or establishment subject to compliance of “Know Your Client” requirements. An FII shall also ensure that no further downstream issue or transfer of any instrument referred to hereinabove is made to any person other than a regulated entity.
- 15) In case of FII's in NRI/FII Portion, number of Equity Shares applied shall not exceed issue size.

## **APPLICATION BY SEBI REGISTERED ALTERNATIVE INVESTMENT FUND (AIF), VENTURE CAPITAL FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS**

The SEBI (Venture Capital) Regulations, 1996 and the SEBI (Foreign Venture Capital Investor) Regulations, 2000 prescribe investment restrictions on venture capital funds and foreign venture capital investors registered with SEBI. As per the current regulations, the following restrictions are applicable for SEBI registered venture capital funds and foreign venture capital investors:

Accordingly, the holding by any individual venture capital fund registered with SEBI in one Company should not exceed 25% of the corpus of the venture capital fund; a Foreign Venture Capital Investor can invest its entire funds committed for investments into India in one Company. Further, Venture Capital Funds and Foreign Venture Capital investor can invest only up to 33.33% of the funds available for investment by way of subscription to an Initial Public Offer.



The SEBI (Alternative Investment funds) Regulations, 2012 prescribes investment restrictions for various categories of AIF's.

The category I and II AIFs cannot invest more than 25% of the corpus in one investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A Venture capital fund registered as a category I AIF, as defined in the SEBI Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI Regulations shall continue to be regulated by the VCF Regulations.

## **APPLICATIONS BY LIMITED LIABILITY PARTNERSHIPS**

In case of applications made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Application Form. Failing which, the Company reserves the right to reject any application, without assigning any reason thereof.

## **APPLICATIONS BY INSURANCE COMPANIES**

In case of applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

The exposure norms for insurers, prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended (The "IRDA Investment Regulations"), are broadly set forth below:

- a) 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;
- b) The entire group of the investee Company: the least of 10% of the respective fund in case of a life insurer or general insurer or reinsurer or 10% of investment assets in case of a general insurer or reinsurer (25% in case of Unit Linked Insurance Plans); and
- c) The industry sector in which the investee Company operates: the least of 10% of the insurer's total investment exposure to the industry sector (25% in case of Unit Linked Insurance Plans).

In addition, the IRDA partially amended the exposure limits applicable to investments in public limited companies in infrastructure and housing sectors i.e. December 26, 2008, providing, among other things, that the exposure of an insurer to an infrastructure Company may be increased to not more than 20%, provided that in case of equity investment, a dividend of not less than 4% including bonus should have been declared for at least five preceding years. This limit of 20% would be combined for debt and equity taken together, without sub ceilings.

Further, investments in equity including preference shares and the convertible part of debentures shall not exceed 50% of the exposure norms specified under the IRDA Investment Regulations.

## **APPLICATION BY PROVIDENT FUNDS / PENSION FUNDS**

In case of applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 25 Crores, a certified copy of certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the Application Form. Failing this, the Company reserves the right to reject any application, without assigning any reason thereof.

## **APPLICATION UNDER POWER OF ATTORNEY**

In case of applications made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, FPI's, Mutual Funds, insurance companies and provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores a certified copy of the power of attorney or the relevant Resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged with the Application

Form. Failing this, the Company reserves the right to accept or reject any application in whole or in part, in either case, without assigning any reason therefore.

- a) In addition to the above, certain additional documents are required to be submitted by the following entities: With respect to applications by VCFs, FVCIs, FPIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- b) With respect to applications 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 with the Application Form as applicable. Failing this, the Company reserves the right to accept or reject any application, in whole or in part, in either case without assigning any reasons thereof.
- c) With respect to applications made by provident funds with minimum corpus of ₹ 25 Crores (subject to applicable law) and pension funds with a minimum corpus of ₹ 25 Crores, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be lodged along with the Application Form . Failing this, the Company reserves the right to accept or reject such application, in whole or in part, in either case without assigning any reasons thereof.

The Company in its absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Application Form , subject to such terms and conditions that the Company and the lead manager may deem fit.

The Company, in its absolute discretion, reserves the right to permit the holder of the power of attorney to request the Registrar to the Issue that, for the purpose of printing particulars on the refund order and mailing of the Allotment Advice / CANs / letters notifying the unblocking of the bank accounts of ASBA applicants, the Demographic Details given on the Application Form should be used (and not those obtained from the Depository of the application). In such cases, the Registrar to the Issue shall use Demographic Details as given on the Application Form instead of those obtained from the Depositories.

*The above information is given for the benefit of the Applicants. The Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

## **Maximum and Minimum Application Size**

The applications in this Offer, being a fixed price issue, will be categorized into two;

### **a) For Retail Individual Applicants:**

The Application must be for a minimum of 6,000 Equity Shares and in multiples of 6,000 Equity Shares thereafter, so as to ensure that the Application Amount payable by the Applicant does not exceed ₹ 2,00,000. In case of revision of the Application, the Retail Individual Applicants have to ensure that the Application Amount does not exceed ₹ 2,00,000.

### **b) For Other Applicants (Non-Institutional Applicants and QIBs):**

The Application must be for a minimum of such number of Equity Shares such that the Application Amount exceeds ₹ 2,00,000 and in multiples of 6,000 Equity Shares thereafter. Application cannot be submitted for more than the Offer Size. However, the maximum application size by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. **A QIB and a Non-Institutional Applicant cannot withdraw or lower the size of their Application at any stage and are required to pay the entire Application Amount upon submission of the Application.**

The identity of QIBs applying in the Net Offer shall not be made public during the Offer Period. In case of revision in Application, the Non-Institutional Applicants, 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.



## Information for the Applicants

- a) Our Company shall file the Prospectus with the RoC at least three working days before the Offer Opening Date.
- b) Our Company shall, after registering the Prospectus with the RoC, make a pre Offer advertisement, in the form prescribed under the ICDR Regulations, in English and Hindi national newspapers and one regional newspaper with wide circulation. In the pre- Offer advertisement, our Company and the Lead manager shall advertise the Offer Opening Date, the Offer Closing Date. This advertisement, subject to the provisions of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the ICDR Regulations.
- c) Copies of the Application Form and the abridged prospectus will be available at the offices of the Lead manager, the Designated Intermediaries, and Registered Office of our Company. An electronic copy of the Application Form will also be available for download on the websites of the BSE ([www.bseindia.com](http://www.bseindia.com)), the SCSBs, the Registered Brokers, the RTAs and the CDPs at least one day prior to the Offer Opening Date.
- d) Applicants who are interested in subscribing to the Equity Shares should approach any of the Application Collecting Intermediaries or their authorized agent(s).
- e) Application should be submitted in the prescribed Application Form only. Application Forms submitted to the SCSBs should bear the stamp of the respective intermediary to whom the application form is submitted. Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and / or the Designated Branch.
- f) The Application Form can be submitted either in physical or electronic mode, to the Application Collecting Intermediaries. Further Application Collecting Intermediary 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 Applicants should note that in case the PAN, the DP ID and Client ID mentioned in the Application Form and entered into the electronic system of the Stock Exchanges does not match with the PAN, DP ID and Client ID available in the database of Depositories, the Application Form is liable to be rejected.**

## PRE-ISSUE ADVERTISEMENT

As provided in Section 30 of the Companies Act, 2013 and 264(2) of the SEBI (ICDR) Regulations, 2018, the Company shall, after registering the Prospectus with the RoC, publish a pre-Issue advertisement, in the form prescribed by the SEBI Regulations, in one widely circulated English national daily newspaper; one widely circulated Hindi national daily newspaper and one widely circulated regional newspaper.

## SIGNING OF UNDERWRITING AGREEMENT

The issue is 100% Underwritten. Our Company has entered into an Underwriting Agreement with the Aryaman Financial Services Limited and Aryaman Capital Markets Limited on August 06, 2019

## GENERAL INSTRUCTIONS

### Do's:

- Check if you are eligible to apply as per the terms of the Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- Ensure that you have made Application at the Issue Price;
- Read all the instructions carefully and complete the Application Form in the prescribed form;
- Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
- Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;
- If the first applicant is not the bank account holder, ensure that the Application Form is signed by the account holder. Ensure that you have an account with an SCSB and have mentioned the correct bank account number of that SCSB in the Application Form;
- All Applicants should submit their Applications through the ASBA process including through UPI mode (as applicable) only;

- Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
- Ensure that the name(s) given in the 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 Applications, the Application Form should contain only the name of the First Applicant whose name should also appear as the first holder of the beneficiary account held in joint names;
- Ensure that you request for and receive a stamped acknowledgement in the form of a counterfoil or by specifying the application number for all your Application options as proof of registration of the Application Form from the concerned Designated Intermediary;
- Ensure that you have funds equal to the Application Amount in the ASBA Account maintained with the SCSB before submitting the Application Form under the ASBA process to any of the Designated Intermediaries;
- With respect to Applications by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Application;
- Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- Except for Applications (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, (ii) Applications 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, and (iii) any other category of Applicant, including without limitation, multilateral/bilateral institutions, which may be exempted from specifying their PAN for transacting in the securities market, all Applicants should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned will be rejected;
- Ensure that the Demographic Details are updated, true and correct in all respects;
- 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;
- Ensure that the correct category and the investor status is indicated in the Application Form to ensure proper upload of your Application in the electronic Bidding system of the Stock Exchanges;
- Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents, including a copy of the power of attorney, are submitted;
- Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Application Form and entered into the online IPO system of the Stock Exchanges 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 Applications are liable to be rejected. Where the 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 Application Form;
- Ensure that while Application through a Designated Intermediary, the Application Form is submitted to a Designated Intermediary in a Bidding Centre and in case of Application through a Designated Intermediary (other than RIIs bidding through the UPI mechanism) that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>), or such other websites as may be updated from time to time;
- Ensure that you have correctly signed the authorisation/undertaking box in the Application Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Amount mentioned in the Application Form at the time of submission of the Application;
- For RIIs applying using the UPI mechanism, ensure that you approve the Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner;

- RIIs shall ensure that details of the applications are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RII may be deemed to have verified the attachment containing the application details of the RII in the UPI Mandate Request and have agreed to block the entire Application Amount and authorized the Sponsor Bank to block the Application Amount mentioned in the Application Form.
- RIIs applying using the UPI mechanism should mention valid UPI ID of only the Applicant (in case of single account) and of the first Applicant (in case of joint account) in the Application Form.
- RIIs applying using the UPI mechanism, who have revised their Application subsequent to making the initial Application, should also approve the revised Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Application Amount and subsequent debit of funds in case of allotment in a timely manner.
- Applications by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹ 200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹ 200,000 would be considered under the Non-Institutional Category for allocation in the Issue.

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **Don'ts:**

- Do not Apply for lower than the minimum Application size;
- Do not Apply/revise Application Amount to less than the Issue Price;
- Do not Apply on another Application Form after you have submitted a Application to a Designated Intermediary;
- Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- Do not make applications using third party bank accounts or using third party linked bank account UPI IDs;
- Do not submit the Application Forms to any non-SCSB bank or our Company;
- Do not apply on an Application Form that does not have the stamp of the relevant Designated Intermediary;
- Do not fill up the Application Form such that the Equity Shares applied for exceeds the Issue size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Prospectus.
- Do not submit your Application after 3.00 pm on the Issue Closing Date;
- If you are a QIB, do not submit your Application after 3.00 p.m. on the Issue Closing Date;
- Instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not apply for an Application Amount exceeding ₹ 200,000 (for Application by Retail Individual Investors);
- Do not submit the General Index Register (GIR) number instead of the PAN;
- Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Issue;
- Do not submit incorrect UPI ID details if you are a RII applying through the UPI mechanism;
- Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are available for blocking in the relevant ASBA Account;
- Do not submit more than one Application Forms per ASBA Account;
- Do not submit more than one Application Form for each UPI ID in case of RIIs applying through the Designated Intermediaries using the UPI mechanism;
- Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
- Do not submit Bids to a Designated Intermediary at a location other than Specified Locations;
- Do not withdraw your Application or lower the size of your Application (in terms of quantity of the Equity Shares or the Application Amount) at any stage, if you are a QIB or a Non-Institutional Investor;
- Do not submit Application on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
- Do not submit a Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Applications submitted by RII Applicants using the UPI mechanism;

- Do not apply 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);
- Do not submit ASBA Applications to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the Application Form, has named at least one branch in the relevant Bidding Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at <http://www.sebi.gov.in>);
- Do not apply if you are a FVCI, OCB, multilateral or bilateral financial institution or an NRI applying on a repatriation basis; and
- Do not submit an Application Form with third party UPI ID (in case of application submitted by RII Applicant using the UPI mechanism).

The Application Form is liable to be rejected if the above instructions, as applicable or any other condition mentioned in this Prospectus, are not complied with.

## **EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL**

To enable all shareholders of the Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) Tripartite agreement dated April 25, 2019 with NSDL, our Company and Registrar to the Issue;
- b) Tripartite agreement dated March 30, 2019 with CDSL, our Company and Registrar to the Issue;

The Company's shares bear an ISIN: INE06YD01010

## **UNDERTAKING BY OUR COMPANY**

Our Company undertakes the following:

1. that the complaints received in respect of this Issue shall be attended to by our Company expeditiously and satisfactorily;
2. If Allotment is not made, application monies will be refunded/unblocked in the ASBA Accounts within 15 days from the Issue Closing Date or such lesser time as specified by SEBI, failing which interest will be due to be paid to the Applicants at the rate of 15% per annum for the delayed period;
3. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 6 (Six) working days of closure of the Issue;
4. that funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by us;
5. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days from the Issue Closing Date, or such time period as specified by SEBI, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
6. That if our Company do not proceed with the Issue after the Issue Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre-Issue advertisements were published. The Stock Exchanges on which the Equity Shares are proposed to be listed shall also be informed promptly;
7. That if our Company in consultation with the Lead Manager, withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh draft offer document, in the event our Company subsequently decides to proceed with the Issue thereafter;
8. That our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time;

9. that the instruction for electronic credit of Equity Shares/ refund orders/intimation about the refund to non - resident Indians shall be completed within specified time; and
10. that no further issue of Equity Shares shall be made till the Equity Shares offered through the Prospectus are listed or till the application monies are refunded/unblocked in the ASBA Account on account of non-listing, under subscription etc.
11. that Company shall not have recourse to the Issue proceeds until the approval for trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
12. Adequate arrangements shall be made to collect all Application forms.

## **UTILIZATION OF ISSUE PROCEEDS**

The Board of Directors 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 shall be disclosed and continue to be disclosed till any part of the issue proceeds remains unutilized under an appropriate separate head in the Company's balance sheet 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 an appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested;
4. Our Company shall comply with the requirements of section SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to section 177 of the Company's Act, 2013 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue respectively;
5. Our Company shall not have recourse to utilize 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

## **PART B**

### General Information Document for Investing in Public Issues

This General Information Document highlights certain key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the issue. For taking an investment decision, the Applicants should rely on their own examination of the Issuer and the Issue, and should carefully read the Prospectus before investing in the Issue.

SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 has proposed to introduce an alternate payment mechanism using Unified Payments Interface (“UPI”) and consequent reduction in timelines in a phased manner. From January 1, 2019, the UPI mechanism for RIIs applying through Designated Intermediaries will be made effective along with the existing process and existing timeline of T+6 days. The same will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase I”). Thereafter, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds will be discontinued and only the UPI mechanism 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 RIIs (“UPI Phase III”), as may be prescribed by SEBI.

### **SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)**

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Issues. The purpose of the “General Information Document for Investing in Public Issues” is to provide general guidance to potential Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations, 2009”).

Applicants should note that investment in equity and equity related securities involves risk and Applicant should not invest any funds in the Issue unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Issue and the relevant information about the Issuer undertaking the Issue are set out in the Prospectus filed by the Issuer with the Registrar of Companies (“RoC”). Applicants should carefully read the entire Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Issue. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the Prospectus, the disclosures in the Prospectus shall prevail. The Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the LM to the Issue and on the website of Securities and Exchange Board of India (“SEBI”) at [www.sebi.gov.in](http://www.sebi.gov.in).

For the definitions of capitalized terms and abbreviations used herein Applicants may see “Glossary and Abbreviations”.

### **SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs**

#### **2.1 Initial Public Offer (IPO)**

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is inter-alia required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations, 2018. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.



## 2.2 Further Public Offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is inter-alia required to comply with the eligibility requirements in terms of Regulation 26/ Regulation 27 of the SEBI ICDR Regulations, 2009. For details of compliance with the eligibility requirements by the Issuer, Applicants may refer to the Prospectus.

## 2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, to the extent applicable, the SEBI ICDR Regulations 2018, the SEBI LODR Regulations, the Companies Act, 2013, the SCRR, industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Applicants may refer to the Prospectus.

## 2.4 Types of Public Issues – Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Issue Price through the Book Building Process (“Book Built Issue”) or undertake a Fixed Price Issue (“Fixed Price Issue”). An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre- Issue advertisement was given at least two Working Days before the Bid/ Issue Opening Date, in case of an IPO and at least one Working Day before the Bid/ Issue Opening Date, in case of an FPO and determine the Offer Price at a later date before registering the Prospectus with the Registrar of Companies.

The Floor Price or the Issue price cannot be lesser than the face value of the securities.

Applicants should refer to the Prospectus or Issue advertisements to check whether the Issue is a Book Built Issue or a Fixed Price Issue.

## 2.5 ISSUE PERIOD

The Issue may be kept open for a minimum of three Working Days (for all category of Applicants) and not more than ten Working Days. Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or Prospectus for details of the Bid/ Issue Period. Details of Bid/ Issue Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Issue, the Issuer may close the Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date if disclosures to that effect are made in the Prospectus. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/ Issue Period may be extended by at least three Working Days, subject to the total Bid/ Issue Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the LM, and the advertisement in the newspaper(s) issued in this regard.

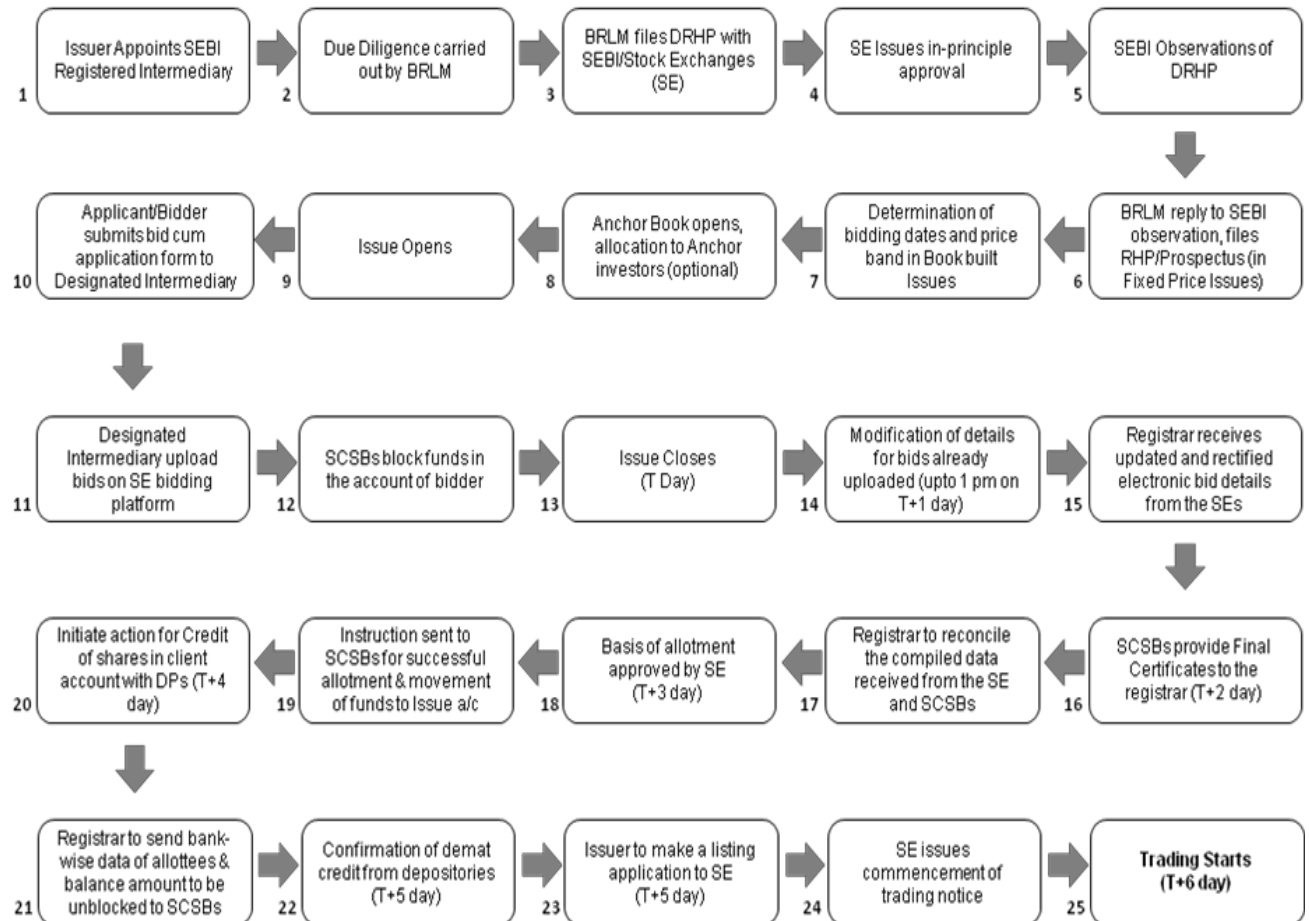
In case of force majeure, banking strike or similar circumstances, the Issuer may, for reasons to be recorded in writing, extend the Issue period for a minimum period of three working days, subject to the total Issue Period not exceeding 10 Working Days.



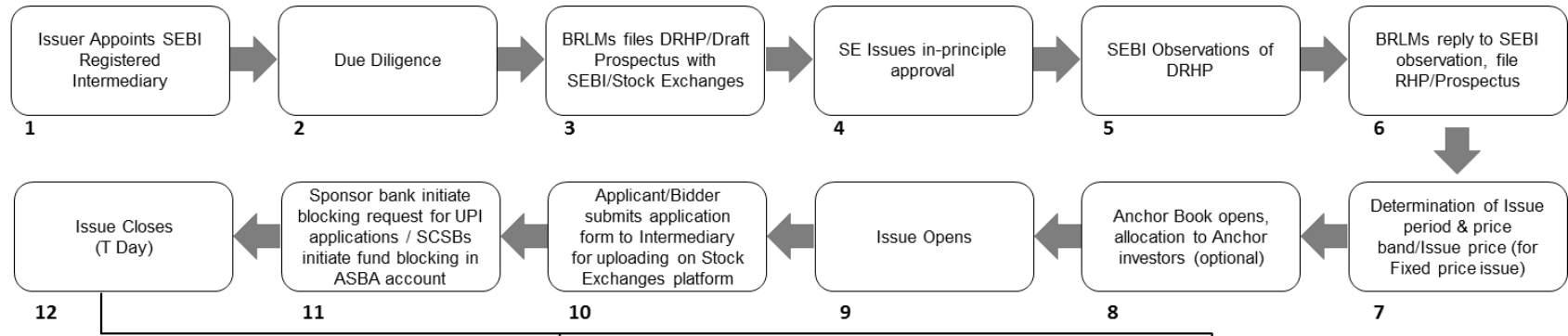
## 2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Applicants may note that this is not applicable for Fast Track FPOs:

In case of Issue other than Book Built Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:



## Flow chart of Timeline for Phase I



S.no	Day	Retail applications with UPI	Retail applications without UPI and QIB/NII applications
13	T+1	<ul style="list-style-type: none"> <li>Sponsor Bank to initiate request for blocking of funds to investor for any balance applications</li> <li>Sponsor Bank may not accept bid details from stock exchange post T+1</li> </ul>	<ul style="list-style-type: none"> <li>Intermediaries to forward a schedule as per requisite format and application forms to SCSBs for blocking of funds</li> <li>Designated branches of SCSBs may not accept schedule and application post T+1</li> </ul>
14	T+2	<ul style="list-style-type: none"> <li>Applicant to accept mandate request for blocking of funds prior to cut off-time of 12:00 p.m</li> <li>Sponsor Bank to send Final Certificate to the registrar through stock exchange by end of the day</li> </ul>	<ul style="list-style-type: none"> <li>SCSBs to send Final Certificate to the registrar by end of the day</li> </ul>
15	T+2	<ul style="list-style-type: none"> <li>Registrar to reconcile the compiled data received from the stock exchanges, all SCSBs and Sponsor Bank</li> <li>Registrar to undertake "Technical Rejection"</li> </ul>	
16	T+3	<ul style="list-style-type: none"> <li>Approval of Basis of allotment by designated stock exchange</li> <li>Registrar and merchant banker to issue funds transfer instructions to SCSBs and Sponsor Bank</li> </ul>	
17	T+4	<ul style="list-style-type: none"> <li>SCSBs and Sponsor Bank to credit the funds in public issue account of the issuer</li> <li>Registrar / Issuer to initiate corporate action for credit of shares to successful allottees</li> <li>Issuer and registrar to file allotment details with designated stock exchange(s)</li> <li>Registrar to send bank-wise data of allottees, amount due and balance amount to be unblocked to SCSBs / Sponsor Bank.</li> </ul>	
18	T+5	<ul style="list-style-type: none"> <li>Registrar to receive confirmation of demat credit from depositories</li> <li>Issuer to make a listing application to stock exchanges</li> <li>Stock exchanges to issue commencement of trading notice</li> </ul>	
19	T+6	<ul style="list-style-type: none"> <li><b>Trading commences</b></li> </ul>	

**SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE**

Each Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: “Name of sole or first Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations, 2009 and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors, Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI published in the Gazette of India;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/Apply in the Issue, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.
- As per the existing regulations, OCBs are not allowed to participate in an Issue.

**SECTION 4: APPLYING IN THE ISSUE**

Book Built Issue: Bidders should only use the specified Bid cum Application Form bearing stamp of a Designated Intermediary as available or downloaded from the websites of the Stock Exchanges. Bid cum Application Forms are available with the Book Running Lead Manager, the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/ Issue Opening Date. For further details, regarding availability of Bid cum Application Forms, Bidders may refer to the Prospectus and advertisements in the newspaper(s).

Fixed Price Issue: Applicants should only use the specified Application Form bearing stamp of Designated Intermediary as available or downloaded from the websites of the Stock Exchanges. Application Forms will also be available with the Designated Branches of the SCSBs and at the Registered Office of the Issuer.

Applicants should ensure that they apply in the appropriate category. The prescribed color of the Bid cum Application Form for various categories of Applicants is as follows:

<b>Category</b>	<b>Colour(1)</b>
Resident Indians and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents and Eligible NRIs, FIIs, FVCIs, etc. applying on a repatriation basis	Blue

(1) excluding electronic Application Form

Securities issued in an IPO can only be in dematerialized form in accordance with Section 29 of the Companies Act, 2013. Applicants will not have the option of getting the Allotment of specified securities in physical form.

#### **4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/APPLICATION FORM**

Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the Prospectus and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form.

A sample Application Form for resident Applicants and the Application Form for non-resident Applicants are reproduced below:

Application Form – For Resident

<b>COMMON BID CUM APPLICATION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC OFFER - R</b> Registered Office: ..... Tel: ..... Fax: ..... Corporate Office: ..... Tel: ..... Fax: ..... Contact Person: ..... E-mail: ..... Website: ..... Corporate Identity Number: .....	FOR RESIDENT INDIAN INVESTORS, INCLUDING RESIDENT QIBs, NON-INSTITUTIONAL BIDDERS, RETAIL INDIVIDUAL BIDDERS AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS																								
LOGO	To, <b>The Board of Directors</b> <b>XYZ LIMITED</b>	<b>100% BOOK BUILT OFFER</b> <b>ISIN : XXXXXXXXX</b>																								
		<b>Bid cum Application Form No.</b>																								
<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>REGISTERED BROKER/SCSB/CDP/RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b> Mr./Ms./M/s. _____ _____ Address _____ _____ Email _____ Tel. No. (with STD code) / Mobile _____																								
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>SCSB BRANCH STAMP &amp; CODE</b>	<b>2. PAN OF SOLE / FIRST BIDDER</b>																								
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>																									
<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL		<b>6. INVESTOR STATUS</b>																								
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID		<input type="checkbox"/> Individual(s) - IND <input type="checkbox"/> Hindu Undivided Family - HUF* <input type="checkbox"/> Bodies Corporate - CO <input type="checkbox"/> Systemically Important NBFCs <input type="checkbox"/> Banks & Financial Institutions - FI <input type="checkbox"/> Mutual Funds - MF <input type="checkbox"/> National Investment Fund - NIF <input type="checkbox"/> Insurance Companies - IC <input type="checkbox"/> Insurance Funds <input type="checkbox"/> Venture Capital Funds (VCF) <input type="checkbox"/> Alternative Investment Fund - AIF <input type="checkbox"/> Other QIBs - OTH <input type="checkbox"/> Non Resident Indian - NRI (Non repatriation basis) <input type="checkbox"/> All entities other than QIBs, Bodies Corporates and Individuals - NOH																								
<b>4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")</b>		<b>5. CATEGORY</b>																								
<b>Bid Options</b>	<b>No. of Equity Shares Bid (In Figures)</b> (Bids must be in multiples of Bid Lot as advertised)	<input type="checkbox"/> Retail Individual Bidder <input type="checkbox"/> Non-Institutional Bidder <input type="checkbox"/> QIB																								
	<b>Price per Equity Share (₹) / "Cut-off"</b> (Price in multiples of ₹ 1/- only) (In Figures only)	<input type="checkbox"/> Full Payment <input type="checkbox"/> Part Payment																								
	Bid Price    Retail Discount    Net Price    "Cut-off" (Please ✓ tick)																									
Option 1																										
(OR) Option 2																										
(OR) Option 3																										
<b>7. PAYMENT DETAILS [IN CAPITAL LETTERS]</b>																										
Amount blocked (₹ in figures) _____ (₹ in words) _____																										
ASBA Bank A/c No. _____ Bank Name & Branch _____ OR UPI Id (Maximum 45 characters) _____																										
<small>I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE "BIDDERS UNDERTAKING" AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.</small>																										
<b>8A. SIGNATURE OF SOLE/ FIRST BIDDER</b>	<b>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b> I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer. 1) _____ 2) _____ 3) _____	<b>SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / RTA STAMP</b> (Acknowledging upload of Bid in Stock Exchange system)																								
Date : _____, 2018																										
TEAR HERE																										
LOGO	<b>XYZ LIMITED</b> <b>INITIAL PUBLIC OFFER - R</b>	<b>Bid cum Application Form No.</b>																								
	<b>Acknowledgement Slip for Syndicate Member/Registered Broker/SCSB/CDP/RTA</b>	<b>PAN of Sole / First Bidder</b>																								
DPID / CLID	ASBA Bank A/c No./UPI Id	Stamp & Signature of SCSB Branch																								
Amount blocked (₹ in figures)	Bank Name & Branch																									
Received from Mr./Ms./M/s.	Telephone / Mobile																									
	Email																									
TEAR HERE																										
<b>XYZ LIMITED - INITIAL PUBLIC OFFER - R</b>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td></td> <td>Option 1</td> <td>Option 2</td> <td>Option 3</td> </tr> <tr> <td>No. of Equity Shares</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Bid Price</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Amount Blocked (₹)</td> <td></td> <td></td> <td></td> </tr> <tr> <td>ASBA Bank A/c No./UPI Id</td> <td colspan="3"></td> </tr> <tr> <td>Bank Name &amp; Branch</td> <td colspan="3"></td> </tr> </table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Amount Blocked (₹)				ASBA Bank A/c No./UPI Id				Bank Name & Branch				<b>Name of Sole / First Bidder</b> _____ _____ <b>Acknowledgement Slip for Bidder</b> <b>Bid cum Application Form No.</b>
	Option 1	Option 2	Option 3																							
No. of Equity Shares																										
Bid Price																										
Amount Blocked (₹)																										
ASBA Bank A/c No./UPI Id																										
Bank Name & Branch																										
Important Note : Application made using third party UPI Id Or ASBA Bank A/c are liable to be rejected.		<b>XYZ LIMITED</b>																								

## Application Form – For Non Resident

<b>COMMON BID CUM APPLICATION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC OFFER - NR</b>	FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIs, FVCI, FPIs AND REGISTERED BILATERAL AND MULTI LATERAL DEVELOPMENT FINANCIAL INSTITUTIONS APPLYING ON A REPATRIATION BASIS
	Registered Office: _____ Tel: _____ Fax: _____ Corporate Office: _____ Tel: _____ Fax: _____ Contact Person: _____ E-mail: _____ Website: _____ Corporate Identity Number: _____	
LOGO	To, <b>The Board of Directors XYZ LIMITED</b>	100% BOOK BUILT OFFER ISIN : XXXXXXXXX
		<b>Bid cum Application Form No.</b>
SYNDICATE MEMBER'S STAMP & CODE	REGISTERED BROKER/SCSB/CDP/RTA STAMP & CODE	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b>
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	SCSB BRANCH STAMP & CODE	Mr./Ms./M/s. _____
BANK BRANCH SERIAL NO.	SCSB SERIAL NO.	Address _____
		Email _____
		Tel. No. (with STD code) / Mobile _____
		<b>2. PAN OF SOLE / FIRST BIDDER</b>
<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL		
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID		
<b>4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")</b>		<b>5. CATEGORY</b>
<b>Bid Options</b>	<b>No. of Equity Shares Bid (In Figures)</b> (Bids must be in multiples of Bid Lot as advertised)	<input type="checkbox"/> Retail Individual Bidder
	<b>Price per Equity Share (₹) / "Cut-off"</b> (Price in multiples of ₹ 1/- only) (In Figures only)	<input type="checkbox"/> Non-Institutional Bidder
	Bid Price    Retail Discount    Net Price    "Cut-off" (Please ✓ tick)	<input type="checkbox"/> QIB
Option 1	8 7 6 5 4 3 2 1    3 2 1    3 2 1    3 2 1    1	<input type="checkbox"/> NRI Non-Resident Indian(s) (Repatriation basis)
(OR) Option 2		<input type="checkbox"/> FVCI Foreign Venture Capital Investor
(OR) Option 3		<input type="checkbox"/> FPI Foreign Portfolio Investor
		<input type="checkbox"/> RBMI Registered Bilateral and Multi Lateral Development Financial Institutions
		<input type="checkbox"/> OTH Others (Please Specify)
<b>7. PAYMENT DETAILS [IN CAPITAL LETTERS]</b>		<b>6. INVESTOR STATUS</b>
Amount blocked (₹ in figures) _____ (₹ in words) _____		
ASBA Bank A/c No. _____		
Bank Name & Branch _____		
OR		
UPI (Maximum 45 characters) _____		
I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABBRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE BIDDER'S UNDERTAKING AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.		
<b>8A. SIGNATURE OF SOLE/ FIRST BIDDER</b>	<b>8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b>	SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
	I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer.	
	1) _____	
	2) _____	
	3) _____	
Date : _____, 2018		
TEAR HERE		
LOGO	<b>XYZ LIMITED</b> INITIAL PUBLIC OFFER - NR	Acknowledgement Slip for Syndicate Member/Registered Broker/SCSB/CDP/RTA
		<b>Bid cum Application Form No.</b>
DPID / CLID		PAN of Sole / First Bidder
Amount blocked (₹ in figures)	ASBA Bank A/c No./UPI	Stamp & Signature of SCSB Branch
Bank Name & Branch		
Received from Mr./Ms./M/s.		
Telephone / Mobile	Email	
TEAR HERE		
<b>XYZ LIMITED - INITIAL PUBLIC OFFER - NR</b>	Option 1    Option 2    Option 3	Stamp & Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA
No. of Equity Shares		Name of Sole / First Bidder
Bid Price		
Amount Blocked (₹)		<b>Acknowledgement Slip for Bidder</b>
ASBA Bank A/c No./UPI		
Bank Name & Branch		<b>Bid cum Application Form No.</b>
Important Note : Application made using third party UPI Or ASBA Bank A/c are liable to be rejected.		
<b>XYZ LIMITED</b>		



Specific instructions for filling various fields of the Resident Application Form and Non-Resident Application Form and samples are provided below.

#### **4.1.1 FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE / FIRST BIDDER / APPLICANT**

- a) Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.
- b) **Mandatory Fields:** Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Applicants should note that the contact details mentioned in the Bid cum Application Form/Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of Applicants) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Issue only for correspondence(s) related to an Issue and for no other purposes.
- c) **Joint Bids/Applications:** In the case of Joint Applications, the Applications should be made in the name of the Applicant 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 Applicant would be required in the Bid cum Application Form/Application Form and such first Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.
- d) **Impersonation:** Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

“Any person who:

- makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
- 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
- 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 which shall not be 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.

- e) **Nomination Facility to Applicant:** 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 Applicants should inform their respective DP.

#### **4.1.2 FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST APPLICANT**

- a) PAN (of the sole/first Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories’ records.
- b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Applicants residing in Sikkim (“PAN Exempted Applicants”). Consequently, all Applicants, other than the PAN Exempted



Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of PAN Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

- c) The exemption for the PAN Exempted Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in “active status”; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.
- d) Bid cum Application Forms which provide the General Index Register Number instead of PAN may be rejected.
- e) Applications by Applicants whose demat accounts have been ‘suspended for credit’ are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as “Inactive demat accounts” and Demographic Details are not provided by depositories

#### 4.1.3 FIELD NUMBER 3: APPLICANTS DEPOSITORY ACCOUNT DETAILS

- a) Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form/Application Form is liable to be rejected.
- b) Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.
- c) Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to an Issue.
- d) Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants’ sole risk.

#### 4.1.4 FIELD NUMBER 4: BID OPTIONS

- a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation at the place where the Issuer’s registered office is situated, at least two Working Days before Bid/ Issue Opening Date in case of an IPO, and at least one Working Day before Bid/ Issue Opening Date in case of an FPO.
- b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs/FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details Bidders may refer to (Section 5.6 (e))
- c) Cut-Off Price: Retail Individual Investors or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs are liable to be rejected.
- d) Minimum Application Value and Bid Lot: The Issuer in consultation with the LM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹

1,00,000 to ₹ 2,00,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

- e) Allotment: The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the minimum Bid Lot, Bidders may refer to the Prospectus or the advertisement regarding the Price Band published by the Issuer.

#### **4.1.4.1 MAXIMUM AND MINIMUM BID SIZE**

- a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹2,00,000.
- b) In case the Bid Amount exceeds ₹ 2,00,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category (with it not being eligible for Discount), then such Bid may be rejected if it is at the Cut-off Price.
- c) For NRIs, a Bid Amount of up to ₹ 2,00,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 2,00,000 may be considered under the Non-Institutional Category for the purposes of allocation.
- d) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 2,00,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Investors and QIBs are not allowed to Bid at Cut off Price.
- e) RII may revise or withdraw their bids until Bid/ Issue Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after Bidding and are required to pay the Bid Amount upon submission of the Bid.
- f) In case the Bid Amount reduces to ₹ 2,00,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Investors who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.
- g) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 10 crores. 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. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/ Issue Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Issue Price is lower than the Issue Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Issue Price is lower than the Anchor Investor Issue Price, the amount in excess of the Issue Price paid by the Anchor Investors shall not be refunded to them.
- h) A Bid cannot be submitted for more than the Issue size.
- i) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.
- j) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Issue Price, the number of Equity Shares Bid for by a Bidder at or above the Issue Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e))

#### 4.1.4.2 MULTIPLE BIDS

- a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of three Bids at 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 Designated Intermediary 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.

- b) Bidders are requested to note the following procedures may be followed by the Registrar to the Issue to detect multiple Bids:

- 1) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.
- 2) For Bids from Mutual Funds, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

- c) The following Bids may not be treated as multiple Bids:

- 1) Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Net Offer portion in public category.
- 2) Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.
- 3) Bids by Mutual Funds, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.
- 4) Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

#### 4.1.5 FIELD NUMBER 5: CATEGORY OF BIDDERS

- a) The categories of Bidders identified as per the SEBI ICDR Regulations, for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, NIIs and QIBs.
- b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Issue Price. For details regarding allocation to Anchor Investors, Bidders may refer to the Prospectus.
- c) An Issuer can make reservation for certain categories of Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Issue, Applicants may refer to the Prospectus.
- d) The SEBI ICDR Regulations, specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation Applicant may refer to the Prospectus.

#### 4.1.6 FIELD NUMBER 6: INVESTOR STATUS

- a) Each Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Issue is in compliance with the investment restrictions under applicable law.

- b) Certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Issue or hold Equity Shares exceeding certain limits specified under applicable law. Applicants are requested to refer to the Prospectus for more details.
- c) Applicants should check whether they are eligible to apply on non -repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.
- d) Applicants should ensure that their investor status is updated in the Depository records.

#### 4.1.7 FIELD NUMBER 7: PAYMENT DETAILS

- a) Applicants are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Applicants doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Applicants providing both, the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.
- b) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorisation provided in the Bid cum Application Form. If the Discount is applicable in the Issue, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked for Bid Amount net of Discount. Only in cases where the Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.
- c) RIIs applying at Cut-off Price shall deposit the Application Amount based on the Issue Price.
- d) RIIs submitting their applications through Designated Intermediaries (other than the SCSBs) can participate in the Issue through UPI mechanism, through their UPI ID linked with their bank account.
- e) All QIB and NII Bidders (except Anchor Investors) can participate in the Issue only through the ASBA mechanism.
- f) Bid Amount cannot be paid in cash, cheque, demand draft, through money order or through postal order.

##### 4.1.7.1 Instructions for Anchor Investors:

- a) Anchor Investors may submit their Bids with a Book Running Lead Manager.
- b) Payments should be made either by direct credit, RTGS, NACH or NEFT.
- c) The Anchor Escrow Bank(s) shall maintain the monies in the Anchor Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

##### 4.1.7.2 Payment instructions for Bidders (other than Anchor Investors)

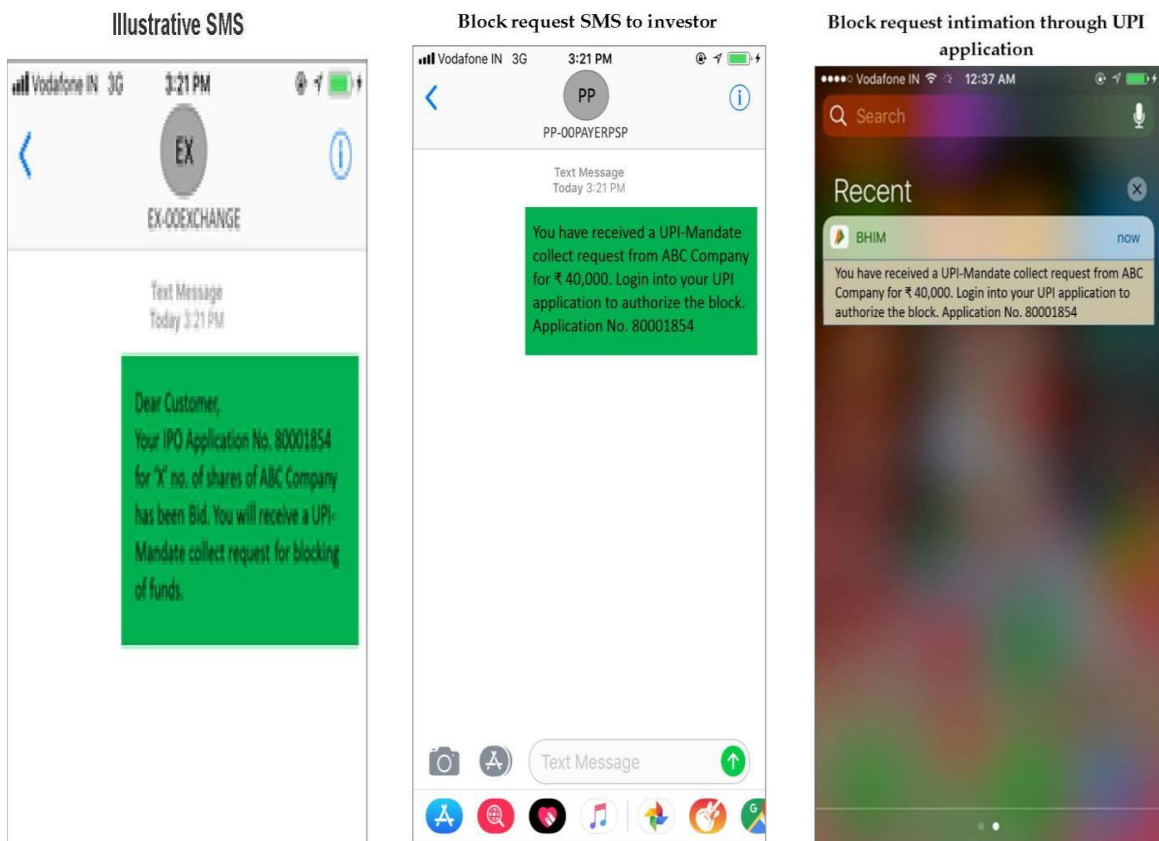
- a) RIIs bidding through Designated Intermediaries should note that with the introduction of UPI as a payment mechanism, there are four channels of making applications in public issues available to them in UPI Phase I (i.e. from January 1, 2019 for a period of three months or floating of five main board public issues, whichever is later). The four channels for making applications in public issues available to RIIs bidding through Designated Intermediaries are as follows:

Channel I	Channel II	Channel III	Channel IV
RIIs may submit the Bid cum Application Form with ASBA as the sole mechanism for making payment either	RIIs may submit the Bid cum Application Form online using the facility of linked online trading, demat and bank account	RIIs may submit the Bid cum Application Form with any of the Designated Intermediaries, along	RIIs may submit the Bid cum Application Form with any of the Designated Intermediaries (other

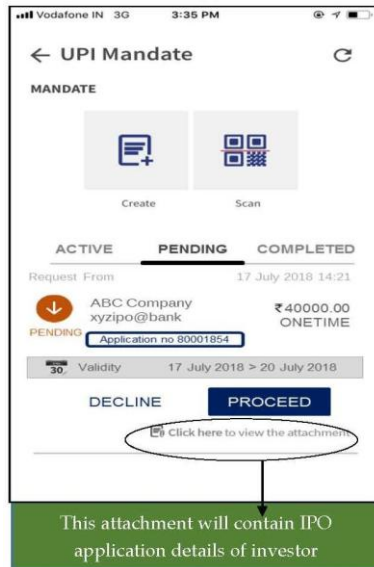
Channel I	Channel II	Channel III	Channel IV
<p>physically (at the branch of the SCSB) or online.</p> <p>For such applications the existing process of uploading the bid and blocking of funds in the RIIs account by the SCSB would continue.</p>	<p>(3-in-1 type accounts) provided by Registered Brokers.</p>	<p>with details of his/her ASBA Account for blocking of funds.</p> <p>For such applications the Designated Intermediary will upload the bid in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.</p>	<p>than SCSBs) and use his/her UPI ID for the purpose of blocking of funds.</p>

For UPI Phase II and UPI Phase III, RIIs will have the option to use only Channel I, Channel II and Channel IV (as described above) for making applications in a public issue.

Please see below a graphical illustrative process of the investor receiving and approving the UPI Mandate Request.



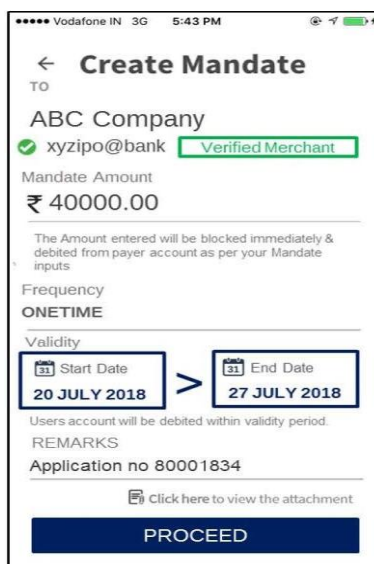
## 1. Investor UPI application screen



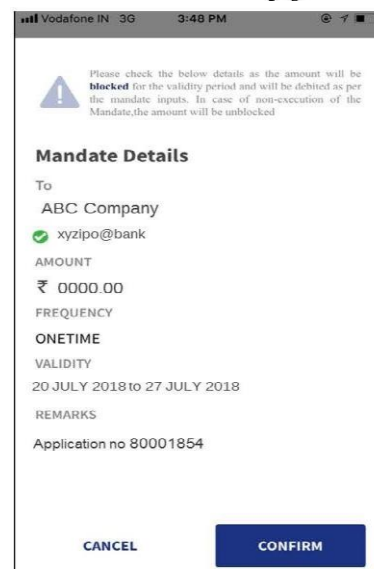
## 2. Sample of IPO details in attachment



## 3. Post verification of details above



## 4. Pre-confirmation page



b) QIB and NII Bidders may submit the Bid cum Application Form either

To SCSBs in physical or:

- 1) electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or
  - 2) in physical mode to any Designated Intermediary.
- c) Bidders must specify the Bank Account number, or the UPI ID, as applicable, in the Bid cum Application Form. The Bid cum Application Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted.



- d) Bidders should note that application made using third party UPI ID or ASBA Bank Account are liable to be rejected;
- e) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the ASBA account.
- f) Bidders should submit Bid cum Application Form only at the Bidding Centers, i.e. to the respective member of the Syndicate at the Specified Locations. The SCSBs, the Registered Broker, at the Broker Centres, the RTA at the Designated CRTA Locations or CDP at the Designated CDP Locations.
- g) Bidders bidding through Designated Intermediaries other than a SCSB, should note that ASBA Application Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.
- h) Bidders bidding directly through the SCSBs should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.
- i) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.
- j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.
- k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.
- l) Upon submission of a completed Bid cum Application Form each Bidder (not being a RII who has opted for the UPI mechanism and provided a UPI ID with the Bid cum Application Form) may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs. For details regarding blocking of Bid Amount for RIIs who have provided a UPI ID with the Application Form please refer to paragraph 4.1.7.4.
- m) The Bid Amount may 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 or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.
- n) SCSBs bidding in the Issue must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

#### **4.1.7.3 Unblocking of ASBA Account**

- a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Issue may provide the following details to the controlling branches of each SCSB or the Sponsor Bank, as the case may be, along with instructions to unblock the relevant ASBA accounts and for successful applications transfer the requisite money to the Public Issue Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant ASBA account to the Public Issue Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Issue Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs or the Sponsor Bank, as the case may be, to unblock the respective ASBA accounts.
- b) On the basis of instructions from the Registrar to the Issue, the SCSBs or the Sponsor Bank, as the case may be may transfer the requisite amount against each successful Bidder to the Public Issue Account and may unblock the excess amount, if any, in the ASBA Account.



- c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Issue may give instructions to the SCSB or to the Sponsor Bank to revoke the mandate and, as the case may be, to unblock the Bid Amount in the relevant Account within four Working Days of the Bid/ Issue Closing Date.

#### 4.1.7.4. Additional Payment Instructions for RIIs bidding through Designated Intermediaries (other than SCSBs) using the UPI mechanism

- a) Before submission of the application form with the Designated Intermediary (other than SCSBs), an RII shall download the mobile application, associated with the UPI ID linked bank account, for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available.
- b) RIIs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount is available for blocking has been notified as Issuer Banks for UPI. A list of such banks is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>.
- c) RIIs shall mention his / her UPI ID along with the bid details in the Bid cum Application Form in capital letters and submit the Bid cum Application Form to any of the Designated Intermediaries (other than SCSBs). It is clarified that if an RII submits a third party UPI ID instead of his/her own UPI ID in the Bid cum Application Form, the application is liable to be rejected.
- d) The Designated Intermediary (other than SCSB) upon receipt of the Bid cum Application Form will upload the bid details along with UPI ID in the stock exchange bidding platform.
- e) Once the bid has been entered into the Stock Exchange bidding platform, the stock exchange will validate the PAN and Demat Account details of the RII with the Depository. The Depository will validate the aforesaid details on a real time basis and send a response to the stock exchange which will be shared by the stock exchange with the respective Designated Intermediary through its bidding platform, for corrections, if any.
- f) Once the bid details have been validated by the Depository, the stock exchange will, on a continuous basis, electronically share the bid details along with the UPI ID of the concerned RII with the Sponsor Bank appointed by the Issuer.
- g) The Sponsor Bank will validate the UPI ID of the RII before initiating the Mandate request.
- h) The Sponsor Bank after validating the UPI ID will initiate a UPI Mandate Request for valid UPI ID on the RII which will be electronically received by the RII as an SMS / intimation on his / her mobile number / mobile app associated with the UPI ID linked account. The RII shall ensure that the details of the Bid are correct by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RII may be deemed to have verified the attachment containing the application details of the RII in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form and subsequent debit in case of allotment.
- i) Upon successful validation of the block request by the RII, the said information would be electronically received by the RII's bank, where the funds, equivalent to the application amount would get blocked in the ASBA Account of the RII. Intimation regarding confirmation of such blocking of funds in the ASBA Account of the RII would also be received by the RII. Information on the block status request would be shared with the Sponsor Bank which in turn would share it with the stock exchange which in turn would share it with the Registrar in the form of a file for the purpose of reconciliation and display it on the stock exchange bidding platform for the information of the Designated Intermediary.
- j) RIIs may continue to modify or withdraw the Bid till the closure of the Bidding Period. For each modification of the Bid, the RII will submit a revised Bid and will receive a UPI Mandate Request from the Sponsor Bank to be validated as per the process indicated above.

- k) Post closure of the Offer, the stock exchange will share the Bid details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

#### **4.1.7.5 Discount (if applicable)**

- a) The Discount is stated in absolute rupee terms.
- b) Bidders applying under RII category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the Prospectus.
- c) The Bidders entitled to the applicable Discount in the Issue may block their ASBA Account for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category.

#### **4.1.8 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

- a) Only the First Applicant is required to sign the Bid cum Application Form/Application Form. Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.
- b) The signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB or using the UPI to the Sponsor Bank, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.
- c) Applicants must note that Bid cum Application Form/Application Form without signature of Applicant and/or ASBA Account holder is liable to be rejected..

#### **4.1.9 ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

- a) Bidders should ensure that they receive the Acknowledgement Slip or number duly signed and stamped by the Designated Intermediary, as applicable, for submission of the Bid cum Application Form.
- b) All communications in connection with Bids/Applications made in the Issue should be addressed as under:
  - 1) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity shares, unblocking of funds, the Applicants should contact the Registrar to the Issue.
  - 2) In case of Bids submitted to the Designated Branches of the SCSBs, the Applicants should contact the relevant Designated Branch of the SCSB.
  - 3) In case of queries relating to uploading of Syndicate Member ASBA Bids, the Applicants should contact the relevant Syndicate Member.
  - 4) In case of queries relating to uploading of Bids by a Designated Intermediary, the Applicants should contact the relevant Designated Intermediary.
  - 5) In case of queries relating to uploading of Bids through UPI mechanism, the Applicants should contact the Designated Intermediary.
  - 6) Applicant may contact the Company Secretary and Compliance Officer or LM in case of any other complaints in relation to the Issue.
- c) The following details (as applicable) should be quoted while making any queries –

- 1) full name of the sole or First Applicant, Bid cum Application Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application;
- 2) name and address of the Designated Intermediary, where the Bid was submitted along with the acknowledgment slip from Designated Intermediary; or
- 3) Bids, ASBA Account number or the UPI ID (for RIIs who make the payment of Bid Amount through the UPI mechanism) linked to the ASBA Account where the Bid Amount was blocked.

For further details, Applicant may refer to the Prospectus and the Bid cum Application Form.

#### **4.2 INSTRUCTIONS FOR FILING THE REVISION FORM**

- a) During the Bid/ Issue Period, any Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.
- b) RII may revise their bids or withdraw their Bids till the Bid/ Issue Close Date.
- c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.
- d) The Applicant can make this revision any number of times during the Bid/ Issue Period. However, for any revision(s) in the Bid, the Applicants will have to use the services of the same Designated Intermediary through which such Applicant had placed the original Bid. It is clarified that RIIs whose original Bid is made using the UPI mechanism can make revision(s) to their Bid using the UPI mechanism only, whereby each time the Sponsor Bank will initiate a new UPI Mandate Request. Bidders /Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:

<b>COMMON BID REVISION FORM</b>	<b>XYZ LIMITED - INITIAL PUBLIC OFFER - R</b> <small>Registered Office: ..... Tel: ..... Fax: .....                  Corporate Office: ..... Tel: ..... Fax: .....                  Contact Person: ..... E-mail: ..... Website: .....                  Corporate Identity Number: .....</small>	FOR RESIDENT INDIAN INVESTORS, INCLUDING RESIDENT QIBS, NON-INSTITUTIONAL BIDDERS, RETAIL INDIVIDUAL BIDDERS AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS
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LOGO <span style="float: right;"><b>To, The Board of Directors XYZ LIMITED</b></span>	<b>100% BOOK BUILT OFFER</b> ISIN : XXXXXXXXXX	<b>Bid cum Application Form No.</b>
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<b>SYNDICATE MEMBER'S STAMP &amp; CODE</b>	<b>REGISTERED BROKER / SCSB / CDP / RTA STAMP &amp; CODE</b>	<b>1. NAME &amp; CONTACT DETAILS OF SOLE / FIRST BIDDER</b>
		Mr./Ms./M/s. _____ Address _____ Email _____ Tel. No. (with STD code) / Mobile _____
<b>SUB-BROKER'S / SUB-AGENT'S STAMP &amp; CODE</b>	<b>SCSB BRANCH STAMP &amp; CODE</b>	<b>2. PAN OF SOLE / FIRST BIDDER</b>
		_____
<b>BANK BRANCH SERIAL NO.</b>	<b>SCSB SERIAL NO.</b>	<b>3. BIDDER'S DEPOSITORY ACCOUNT DETAILS</b> <input type="checkbox"/> NSDL <input type="checkbox"/> CDSL
		For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID													
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)				
	(In Figures)								(In Figures Only)				
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount		Net Price	"Cut-off" (Please ✓ tick)
Option 1													<input type="checkbox"/>
(OR) Option 2													<input type="checkbox"/>
(OR) Option 3													<input type="checkbox"/>

5. TO (REVISED BID) (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")													
Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised)								Price per Equity Share (₹) / "Cut-off" (Price in multiples of ₹ 1/- only)				
	(In Figures)								(In Figures Only)				
	8	7	6	5	4	3	2	1	Bid Price	Retail Discount		Net Price	"Cut-off" (Please ✓ tick)
Option 1													<input type="checkbox"/>
(OR) Option 2													<input type="checkbox"/>
(OR) Option 3													<input type="checkbox"/>

<b>6. PAYMENT DETAILS [IN CAPITAL LETTERS]</b>												PAYMENT OPTION : FULL PAYMENT <input type="checkbox"/> PART PAYMENT <input type="checkbox"/>	
Additional Amount Blocked (₹ in figures) _____ (₹ in words) _____													
<b>ASBA</b>													
Bank A/c No. _____													
Bank Name & Branch _____													
OR													
UPI Id (Maximum 45 characters) _____													

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE BIDDERS UNDERTAKING AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

<b>7A. SIGNATURE OF SOLE/ FIRST BIDDER</b>	<b>7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)</b>	<b>SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / RTA STAMP</b> (Acknowledging upload of Bid in Stock Exchange system)
Date : _____, 2018	I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer. 1) _____ 2) _____ 3) _____	

LOGO	<b>XYZ LIMITED</b>	Acknowledgement Slip for Syndicate Member/ Registered Broker/SCSB/CDP/RTA	<b>Bid cum Application Form No.</b>
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DPID / CLID	PAN of Sole / First Bidder	
Additional Amount Blocked (₹)	ASBA Bank A/c No./UPI Id	Stamp & Signature of SCSB Branch
Bank Name & Branch		
Received from Mr./Ms./M/s.		
Telephone / Mobile	Email	

<b>XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC OFFER - R</b>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th></th> <th>Option 1</th> <th>Option 2</th> <th>Option 3</th> </tr> <tr> <td>No. of Equity Shares</td> <td></td><td></td><td></td> </tr> <tr> <td>Bid Price</td> <td></td><td></td><td></td> </tr> <tr> <td>Additional Amount Blocked (₹)</td> <td></td><td></td><td></td> </tr> </table>		Option 1	Option 2	Option 3	No. of Equity Shares				Bid Price				Additional Amount Blocked (₹)				Stamp & Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA	Name of Sole / First Bidder
	Option 1	Option 2	Option 3																
No. of Equity Shares																			
Bid Price																			
Additional Amount Blocked (₹)																			
	ASBA Bank A/c No./UPI Id _____		<b>Acknowledgement Slip for Bidder</b>																
	Bank Name & Branch _____		<b>Bid cum Application Form No.</b>																

Important Note : Application made using third party UPI Id Or ASBA Bank A/c are liable to be rejected.

**XYZ LIMITED**

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

#### **4.2.1 FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3. 4.2.2

#### **4.2.2 FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

- a) Apart from mentioning the revised options in the Revision Form, the Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Applicant has Bid for three options in the Bid cum Application Form and such Applicant is changing only one of the options in the Revision Form, the Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.
- b) In case of revision, Bid options should be provided by Applicants in the same order as provided in the Bid cum Application Form.
- c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000. In case the Bid Amount exceeds ₹ 200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Issue Price as determined at the end of the Book Building Process.
- d) In case of revision of Bids by Employees, such Bidders/Applicants should ensure that the total Bid subsequent to revision, does not exceed ₹ 200,000.
- e) If, however, the RII does not either revise the Bid or make additional payment and the Issue Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.
- f) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding will be unblocked.

#### **4.2.3 FIELD 6: PAYMENT DETAILS**

- a) All Applicants are required to authorize blocking of the full Bid Amount (less Discount, if applicable) at the time of submitting the Bid Revision Form. In case of Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.
- b) Applicant may Offer instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.
- c) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

#### **4.2.4 FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

#### **4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)**

#### 4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

#### 4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

- a) The Issuer may mention Price or Price Band in the Prospectus. However a Prospectus registered with RoC contains one price or coupon rate (as applicable).
- b) Minimum Application Value and Bid Lot: The Issuer in consultation with the Lead Manager to the Issue (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 1,00,000 to ₹ 2,00,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.
- c) Applications by RIIs, Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000.
- d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.
- e) An application cannot be submitted for more than the Issue size.
- f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.
- g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

For details regarding the procedures to be followed by the Registrar to detect multiple applications. Applicants should refer to paragraphs 4.1.4.2(b) and 4.1.4.2(c).

#### 4.3.3 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

- a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and Allotment in the Issue are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).
- b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Issue, applicants may refer to the Prospectus.
- c) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of applicants in an Issue depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

#### 4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

#### 4.3.5 **FIELD 7: PAYMENT DETAILS**

- a) Applicants are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Applicants doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Bidder



providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.

- b) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Issue
- c) RIIs applying through Designated Intermediaries (other than SCSBs) may make use of the UPI mechanism for applying in the Issue.
- d) Application Amount cannot be paid in cash, cheques or demand drafts through money order, cheque or through postal order or through stock invest.

4.3.5.1 Payment instructions for Applicants

Applicants should refer to instructions contained in paragraphs 4.1.7.2

4.3.5.2 Unblocking of ASBA Account

Applicants should refer to instructions contained in paragraph 4.1.7.3.

4.3.5.1 Additional Payment Instructions for RIIs bidding through Designated Intermediaries (other than SCSBs) using the UPI mechanism

Applicants should refer to instructions contained in paragraph 4.1.7.4

4.3.5.4 Discount (if applicable)

Applicants should refer to instructions contained in paragraph 4.1.7.5

**4.3.6 FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

**4.4 SUBMISSION OF BID CUM APPLICATION FORM/REVISION FORM/APPLICATION FORM**

4.4.1 Bidders/Applicants may submit completed Bid cum application form/Revision Form in the following manner:-

<b>Mode of Application</b>	<b>Submission of Bid cum Application Form</b>
Anchor Investors Application Form	<ul style="list-style-type: none"> <li>• To the Book Running Lead Manager at the Specified Locations mentioned in the Bid cum Application Form</li> </ul>
All Applications (other than Anchor Investors)	<ul style="list-style-type: none"> <li>• To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the CRTAs at the Designated RTA Location or the CDPs at the CDP Location</li> <li>• To the Designated Branches of the SCSBs where the ASBA Account is maintained</li> </ul>

- a) Applicants should submit the Revision Form to the same Designated Intermediary through which such Applicant had placed the original Bid.
- b) Upon submission of the Bid cum Application Form, the Applicant will be deemed to have authorized the Issuer to make the necessary changes in the Prospectus and the Bid cum Application Form as would be required for filing Prospectus with the RoC and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Applicant.
- c) Upon determination of the Issue Price and filing of the Prospectus with the RoC, the Bid cum Application Form will be considered as the application form.



**SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE**

Book Building, in the context of the Issue, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Issue Price based on the Bids received as detailed in Schedule XIII of SEBI ICDR Regulations. The Issue Price is finalised after the Bid/ Issue Closing Date. Valid Bids received at or above the Issue Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

**5.1 SUBMISSION OF BIDS**

- a) During the Bid/ Issue Period, Applicants may approach any of the Designated Intermediaries to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager, to register their Bid.
- b) In case of Applicants (excluding NIIs and QIBs) Bidding at Cut-off Price, the Applicants may instruct the SCSBs or the Sponsor Bank, as applicable, 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 Exchanges Platform Applicants are requested to refer to the Prospectus.

**5.2 ELECTRONIC REGISTRATION OF BIDS**

- a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.
- b) On the Bid/ Issue Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges.
- c) Only Bids that are uploaded on the Stock Exchanges Platform would be considered for allocation/Allotment. In UPI Phase I, the Designated Intermediaries are given till 1:00 pm on the day following the Bid/ Issue Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Issue Period after which the Stock Exchange(s) send the bid information to the Registrar to the Issue for further processing.

**5.3 BUILD UP OF THE BOOK**

- a) Bids received from various Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges' on a regular basis. The book gets built up at various price levels. This information may be available with the LM at the end of the Bid/ Issue Period.
- b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the Bidding centres during the Bid/ Issue Period.

**5.4 WITHDRAWAL OF BIDS**

- a) RIIs can withdraw their Bids until Bid/ Issue Closing Date. In case a RII wishes to withdraw the Bid, 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 or the Sponsor Bank, as applicable, for unblocking the ASBA Account upon or after the finalization of basis of Allotment. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

## 5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

- a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to:
  - 1) the Bids accepted by the Designated Intermediaries,
  - 2) the Bids (including UP ID, as applicable) uploaded by the Designated Intermediaries, and
  - 3) the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.
- b) The LM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.
- c) The SCSBs or the Sponsor Banks, as applicable, shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.
- d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) LM and their affiliate Syndicate Members (only in the Specified Locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.
- e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

### 5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various places in this GID:-

- a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);
- b) Bids/Applications of Bidders (other than Anchor Investors) accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the Bidders' ASBA Account;
- c) Bids/Applications by OCBs; and
- d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;
- e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents not being submitted along with the Bid cum application form/Application Form;
- f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;
- h) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;
- i) ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Bid cum Application Form/Application Form;
- j) PAN not mentioned in the Bid cum Application Form/Application Form, except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

- k) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;
- l) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;
- m) Bids/Applications at a price less than the Floor Price and Bids/Applications at a price more than the Cap Price;
- n) Bids/Applications at Cut-off Price by NIIs and QIBs;
- o) 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;
- p) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- q) Submission of Bid cum Application Forms/Application Form using third party UPI ID or ASBA Bank Account;
- r) Submission of more than one Bid cum Application Form per UPI ID or ASBA Account mentioned in the Bid Cum Application Form by RIIs bidding through Designated Intermediaries (except for RIIs applying as Retail Individual Shareholder also)
- s) In case of joint Bids, submission of Bid cum Application Forms/Application Form using second or third party's UPI ID or ASBA Bank Account;
- t) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Prospectus;
- u) Multiple Bids/Applications as defined in this GID and the Prospectus;
- v) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/ Issue Opening Date advertisement and as per the instructions in the Prospectus and the Bid cum Application Forms;
- w) Bank account mentioned in the Bid cum Application Form (for Bidders applying through the non UPI mechanism) may not be an account maintained by SCSB. Inadequate funds in the ASBA account to block the Bid/Application Amount specified in the Bid cum Application Form/Application Form at the time of blocking such Bid/Application Amount in the ASBA account;
- x) In case of Bids by RIIs (applying through the UPI mechanism), the UPI ID mentioned in the Bid cum Application Form is linked to a third party bank account;
- y) In case of Bids by RIIs (applying through the UPI mechanism), the UPI ID is not mentioned in the Bid cum Application Form;
- z) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Escrow Collection Banks;
- aa) Where no confirmation is received from SCSB or the Sponsor Bank, as applicable, for blocking of funds;
- bb) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;
- cc) Bids/Applications submitted to Designated Intermediaries at locations other than the Bidding Centers or, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Issue;
- dd) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

- ee) Bids/Applications 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;
- ff) The UPI Mandate is not approved by Retail Individual Investor; and
- gg) The original Bid/Application is made using the UPI mechanism and revision(s) to the Bid/Application is made using ASBA either physically or online through the SCSB, and vice- versa.
- hh) Applicants are required to enter either the ASBA Bank account details or the UPI ID in the Bid cum Application Form. In case the Bidder doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. For application submitted to Designated Intermediaries (other than SCSBs), Bidder providing both the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.
- ii) RIIs shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount is available for blocking has been notified as Issuer Banks for UPI. A list of such banks is available at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40>
- jj) In case of revision of Bids by RII Bidders, if UPI Mandate Request for the revised Bid is not approved, the Application is liable to be rejected.

#### 5.6 BASIS OF ALLOCATION

- a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Applicants 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 Prospectus. For details in relation to allocation, the Applicant may refer to the Prospectus.
- b) 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 in consultation with the LM 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 Net Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Issue. For allocation in the event of an under-subscription applicable to the Issuer, Applicants may refer to the Prospectus.
- d) Illustration of the Book Building and Price Discovery Process Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors.

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer in consultation with the LM, 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.

e) Alternate Method of Book Building

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of bidding (“Alternate Book Building Process”).

The Issuer may specify the Floor Price in the Prospectus or advertise the Floor Price at least one Working Day prior to the Bid/ Issue Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and Allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

## **SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE**

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Issue Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the Application Form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

ASBA Applicants may submit an Application Form either in physical form to the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the ASBA account specified in the Application Form only. The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/Issue Opening Date.

In a fixed price Issue, allocation in the net issue to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Applicants may refer to the relevant section of the GID.

## **SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT**

The Allotment of Equity Shares to Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Applicants may refer to Prospectus. 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 (excluding any Offer for Sale of specified securities). However, in case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

### **7.1 ALLOTMENT TO RIIs**

Bids received from the RIIs at or above the Issue Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Issue Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Issue Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot (“Maximum RII Allottees”). The Allotment to the RIIs will then be made in the following manner:

- a) In the event the number of RIIs who have submitted valid Bids in the Issue is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).
- b) In the event the number of RIIs who have submitted valid Bids in the Issue is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

## 7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Issue Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Issue Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Issue Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Issue Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

## 7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Applicants may refer to the SEBI ICDR Regulations, 2009 or 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:

- a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full Allotment to the extent of valid Bids received above the Issue Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for Allotment to all QIBs as set out at paragraph 7.4(b) below;

In the second instance, Allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Issue Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

## 7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

- a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Issue Price will be at the discretion of the issuer in consultation with the Investor and the LM, subject to compliance with the following requirements:
  - 1) not more than 60% of the QIB Category will be allocated to Anchor Investors;
  - 2) 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
  - 3) allocation to Anchor Investors shall be on a discretionary basis and subject to:
    - a maximum number of two Anchor Investors for allocation up to ₹ 10 crores;



- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹250 crores subject to minimum Allotment of ₹ M 5 crores per such Anchor Investor; and
  - a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 250 crores, and an additional 10 Anchor Investors for every additional ₹ 250 crores or part thereof, subject to minimum Allotment of M 5 crores per such Anchor 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 LM, 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 Issue 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 Issue 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 Issue Price: Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

#### **7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY 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 Designated Stock Exchange in accordance with the SEBI ICDR Regulations, 2009.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

- a) Bidders may be categorized according to the number of Equity Shares applied for;
- b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;
- c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;
- d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;
- e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all Bidders in such categories may be arrived at after such rounding off; and
- f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for Allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.



## 7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

- a) Designated Date: On the Designated Date, the Escrow Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account with the Bankers to the Issue. The balance amount after transfer to the Public Issue Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Escrow Agreement and the Prospectus. On the Designated Date, the Registrar to the Issue shall instruct the SCSBs or the Sponsor Bank, as applicable, to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Issue Account.
- b) Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary resolutions and undertake corporate action to facilitate the Allotment and credit of Equity Shares. Applicants are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Issue.  
Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
- c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.
- d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Applicants Depository Account will be completed within six Working Days of the Bid/ Issue Closing Date.

## SECTION 8: INTEREST AND REFUNDS

### 8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/ Issue Closing Date.

### 8.2 GROUNDS FOR REFUND

#### 8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in Prospectus. The Designated Stock Exchange may be as disclosed in the Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) or obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer shall be punishable with a fine which shall not be less than ₹ 5 lakhs but which may extend to ₹50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹ 50,000 but which may extend to ₹ 3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from Applicants.

If such money is not refunded to the Bidders within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the Prospectus.

#### 8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Issue (excluding any Issue for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Issue Closing Date and repay,

without interest, all moneys received from Anchor Investors. This is further subject to the compliance with Rule 19(2) (b) of the SCRR. In case the Issue is in the nature of Issue for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Issue, the Equity Shares in the Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of prescribed time period under applicable laws, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended

### **8.2.3 MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be Allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

### **8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING**

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations comes for an Issue under Regulation 26(2) of SEBI (ICDR) Regulations, but fails to Allot at least 75% of the Net Issue to QIBs, in such case full subscription money is to be refunded.

## **8.3 MODE OF REFUND**

- a) In case of ASBA Bids/Applications: Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs or in case of Bids by RIIs applying through the UPI mechanism to the Sponsor Bank to revoke the mandate and for unblocking the amount for unsuccessful Bid/Application and also for any excess amount blocked on Bidding/Application.
- b) In case of Anchor Investors: Within six Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.
- c) In case of Anchor Investors, the Registrar to the Issue 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 Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor 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 Anchor Investors' sole risk and neither the Issuer, the Registrar to the Issue, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.
- d) In the case of Bids from Eligible NRI Bidders 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 Bidder/Applicant on account of conversion of foreign currency.

### **8.3.1 Electronic mode of making refunds for Anchor Investors**

The payment of refund, if any, may be done through various electronic modes as mentioned below:

- a) NACH — National Automated Clearing House is a consolidated system of ECS. Payment of refunds would be done through NACH for Anchor Investors having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refunds through NACH is mandatory for Anchor Investors having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to

availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;

- b) NEFT - Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' 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 Anchor Investors 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 Anchor Investors 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;
- c) Direct Credit - Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account;
- d) RTGS - Anchor Investors having a bank account with a bank branch which is RTGS enabled as per the information available on the website of RBI and whose refund amount exceeds ₹ 0.2 million, shall be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding IFSC. Charges, if any, levied by the Anchor Escrow Bank for the same would be borne by our Company. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.

Please note that refunds through the abovementioned modes 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. Anchor Investors may refer to Prospectus.

#### 8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders, as applicable, are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 working days of the Bid/ Issue Closing Date.

The Issuer may pay interest at 15% per annum for any delay beyond 15 days from the Bid/ Issue Closing Date, if Allotment is not made.

### SECTION 9: GLOSSARY AND ABBREVIATIONS

*Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time.*

<b>Term</b>	<b>Description</b>
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Issue to successful Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Allottee	An Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Invest or Portion in accordance with the requirements specified in SEBI ICDR Regulations, 2009 and the Prospectus.
Anchor Investor Application Form	The 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

Term	Description
	terms of the Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the LM, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is 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 Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Issue
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB and will include amounts blocked by RIIs using the UPI mechanism
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB or the account of the RII Bidder blocked upon acceptance of UPI Mandate Request by RIIs using the UPI Mechanism to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Issue / Escrow Collection Bank(s) / Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Issue with whom the Escrow Account(s) for Anchor Investors may be opened ,and as disclosed in the Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Applicants under the Issue
Bid/Application	An indication to make an Issue during the Bid/ Issue Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Issue Period by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications there to. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount/ Application Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Applicant up on submission of the Bid(except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/ Issue Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Issue, which may be notified in an English national daily, a Hindi national daily and a regional language news paper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Bid/ Issue Closing Date
Bid/ Issue Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants may refer to the Prospectus for the Bid/ Issue Opening Date
Bid/ Issue Period	Except in the case of Anchor Investors (if applicable),the period between the Bid/ Issue Opening Date and the Issue Closing Date inclusive of both days and during which prospective Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Issue Period for QIBs one working day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations, 2018. Applicants may refer to the Prospectus for the Issue Period
Bid cum Application Form/ Application Form	An application form, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid/ Application and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus

Term	Description
Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Applicant should be construed to mean an Applicant
Book Built Process / Book Building Process / Book Building Method	The book building process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Broker Centres	Broker centres notified by the Stock Exchanges, where Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays)
CAN / Confirmation of Allotment Note	The note or advice or intimation sent to each successful Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Cut-off Price	Issue Price, finalised by the Issuer in consultation with the Book Running Lead Manager, which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Applicants including the Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Applicants (exc Anchor Investor) and a list of which is available on <a href="http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html">http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html</a>
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the 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 Date	The date on which funds are transferred by the Escrow Collection Bank(s) from the Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Issue Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale



Term	Description
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Issue
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the Bid cum Application Forms to RTAs.  The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept Bid cum Application Forms are available on the 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	The designated stock exchange as disclosed in the Prospectus of the Issuer
Discount	Discount to the Issue Price that may be provided to Applicants in accordance with the SEBI ICDR Regulations, 2018.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations, 2018 and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Applicant may refer to the Draft Prospectus
Equity Shares	Equity Shares of the Issuer
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Anchor Investors may issue cheques or demand drafts or transfer money through NEFT or RTGS in respect of the Bid Amount when submitting a Bid
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Issue, the Book Running Lead Manager, the Syndicate Member(s), the Escrow Collection Bank(s) and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Issue
FCNR Account	Foreign Currency Non-Resident Account
First Applicant	The Applicant whose name appears first in the Bid cum Application Form or Revision Form
Fixed Price Issue / Fixed Price Process / Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, 2009, in terms of which the Issue is being made
Floor Price	The lower end of the Price Band, at or above which the Issue Price and the Anchor Investor Issue Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Lead Manager / LM	The Lead Manager to the Issue as disclosed in the Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Lead Manager or LM
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds)

Term	Description
	Regulations, 1996
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the Prospectus and Bid cum Application Form
NACH	National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs 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 subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Issue	The Issue less reservation portion
Non-Institutional Investors or NIIs	All Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporates or foreign individuals and FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than M 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Category	The portion of the Issue being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Issue. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
Issue Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Issue Price The Issue Price may be decided by the Issuer in consultation with the Book Running Lead Manager
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Issue may be decided by the Issuer in consultation with the Book Running Lead Manager and advertised, at least five working days in case of an IPO and one working



Term	Description
	day in case of FPO, prior to the Bid/ Issue Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which the Issuer in consultation with the Book Running Lead Manager, finalise the Issue Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Issue Price, the size of the Issue and certain other information
Public Issue Account	An account opened with the Banker to the Issue to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Issue being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations, 2018
RTGS	Real Time Gross Settlement
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Issue /RTO	The Registrar to the Issue as disclosed in the Prospectus and Bid cum Application Form
Reserved Category / Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Issue reserved for such category of eligible Applicants as provided under the SEBI ICDR Regulations, 2009
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than M 200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Issue being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders, including ASBA Bidders, in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI ICDR Regulations, 2018	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. This Prospectus has been prepared in accordance with provisions and disclosure requirements of the SEBI ICDR Regulations except that the issue procedure including in relation to Bid/Offer Period, submission of Application Forms, Payment of Application Amount, Allocation, Allotment, Refund of Application

Term	Description
	Amount, if any and listing of the Equity Shares as described in the section “ <i>Issue Procedure</i> ” Procedure 187 including “Part B- General Information Document for Investing in Public Issues B- General Information Document for Investing In the secti1) has been prepared in accordance with SEBI ICDR Regulations, 2018.
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offers the facility of ASBA and the list of which is available on the website of the <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>
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, 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> and updated from time to time
Sponsor Bank	The Banker to the Offer registered with SEBI which is appointed by the Issuer/Offer or to act as a conduit between the Stock Exchanges and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the RIIs into the UPI
Stock Exchanges / SE	The stock exchanges as disclosed in the Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Issue are proposed to be listed
Syndicate	The Book Running Lead Manager and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s) / SM	The Syndicate Member(s) as disclosed in the Prospectus
Underwriters	The Book Running Lead Manager and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the National Payments Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the RII by way of a notification on the UPI application and by way of a SMS directing the RII to such UPI application) to the RII initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI PIN	Password to authenticate UPI transaction
Working Day	All days on which commercial banks in Mumbai are open for business. In respect of announcement of Price Band and Bid / Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. In respect of the time period between the Bid/Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.

## **RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES**

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government, and FEMA. While the Industrial Policy, 1991 of the Government 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. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Accordingly, the process for foreign direct investment (“FDI”) and approval from the Government will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government (“DPITT”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017 has notified the specific ministries handling relevant sectors.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The DPITT issued the Consolidated Foreign Direct Investment Policy notified by the D/o IPP F. No. 5(1)/2017- FC-1 dated August 28, 2017, with effect from August 28, 2017 (the “FDI Policy”), which consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPITT that were in force and effect prior to August 28, 2017.

The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DPITT issues an updated circular. The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the foreign direct investment policy and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/ RBI.

As per the existing policy of the Government, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the Securities Act or the laws of any state of the United States, and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Our Company is an “investment company” (as defined in the US Investment Company Act and the related rules and has not been and will not be registered under the US Investment Company Act. Accordingly, the Equity Shares are being offered and sold (a) to persons in the United States and to US Persons who are both (i) “qualified institutional buyers” (as defined in Rule 144A under the Securities Act) and (ii) “qualified purchasers” (as defined in Section 2(a)(51) of the US Investment Company Act and referred to herein as “Qualified Purchasers”) pursuant to Rule 144A under the Securities Act and Section 3(c)(7) of the US Investment Company and (b) to persons who are not US Persons outside the United States pursuant to Regulation S under the Securities Act. For further details, see “*Issue Procedure*” beginning on page no. 172 of this Prospectus.

The above information is given for the benefit of the applicants. Our Company and the LM are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares application for do not exceed the applicable limits under laws or regulations

**SECTION XI – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION**

*Pursuant to the Companies Act and the SEBI ICDR Regulations, the main provisions of the Articles of Association are detailed below. Capitalised terms used in this section have the meaning given to them in the Articles of Association.*

*Each provision below is numbered as per the corresponding article number in the Articles of Association and defined terms herein have the meaning given to them in the Articles of Association.*

***Constitution of the Company***

1. The regulations contained in Table F of the first schedule to the Companies Act, 2013 (hereinafter referred as Table F) shall apply to this Company in so far as are applicable to Public Company and are not amended, modified or substituted by the following Articles, which shall be the regulations for the management of the company.

***Public Company***

3. The company is a Public Company within the meaning of section 2(71) of the Companies Act, 2013.

***Share capital and variation of rights***

4. (i) The Authorised Share Capital of the Company shall be as laid down in Memorandum of Association of the Company.

(ii) Subject to the provisions of the Companies Act 2013 and the applicable Rules made there under, the Company / Board shall have power to issue / allot shares, whether on preferential basis or otherwise, from time to time and the shares shall be under the control of the Directors who may allot or otherwise dispose off the same to such persons, on such terms and conditions and at such times as the Directors think fit.

5. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:—

(a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

6. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The company may issue new share certificates pursuant to consolidation or sub-division of share certificate(s) upon written request received from shareholder together with production and surrender of respective original share certificate(s). Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

- (iii) The provisions of Articles (5) and (6) shall mutatis mutandis apply to debentures of the company.
7. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
8. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made there under.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
9. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48 and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations 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.
10. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.
11. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### ***Lien***

12. (i) The company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
- (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
- (iii) The fully paid shares shall be free from all lien and that in the case of partly paid shares the Company's lien shall be restricted to monies called or payable at a fixed time in respect of such shares.
13. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
  - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
14. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
15. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) 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.

***Calls on shares***

16. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
  - (iii) A call may be revoked or postponed at the discretion of the Board.
  - (iv) The option or right to make call on shares shall not be given to any person except with the sanction of the Company in General Meetings. That is, it may delegate power to make calls on shares subject to approval of the shareholder in a general meeting of the company.
17. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
18. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
19. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
20. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.



(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

21. The Board—

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance but shall not confer a right to dividend or to participate in profits.

*Transfer of shares*

22.(i) The Company shall use a Common form of transfer. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

23. The Board may, subject to the right of appeal conferred by section 58 decline to register—

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.

24. The Board may decline to recognise any instrument of transfer unless—

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

25. On giving not less than seven days' previous notice in accordance with section 91 and rules made there under, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

26. Subject to the provisions of Section 59 of Companies Act, 2013, the Board may decline to register any transfer of Shares on such grounds as it think fit in the benefit of the company (notwithstanding that the proposed transferee be already a Member), but in such case it shall, within two (2) months from the date the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer giving reasons for such refusal. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.



***Transmission of Shares***

27. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
28. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
- (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
29. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
30. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

***Forfeiture of Shares***

31. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
32. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

33. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
34. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
35. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
36. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (iii) The transferee shall thereupon be registered as the holder of the share
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
37. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### *Alteration of Capital*

38. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution. The Authorised Share Capital shall be as per the clause V (a) of Memorandum of Association of the company.
39. Subject to the provisions of section 61, the company may, by ordinary resolution,—
- 1.(a) increase its authorised share capital by such amount as it thinks expedient.
  - 2.(b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - 3.(c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - 4.(d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
  - 5.(e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
40. Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(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 privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company 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.

41. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

***Capitalisation of profits***

42. (i) The company in general meeting may, upon the recommendation of the Board resolve—

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company’s reserve accounts, or to the credit of the profit and loss account, Securities Premium Accounts or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—
- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - (c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (iii) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (iv) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

43. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable fractions; and

(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

#### *Dematerialisation of Securities*

44. (i) **For the purpose of this Article:-**

**"Beneficial Owner"**: Beneficial Owner shall have the meaning assigned thereto in section 2(1)(a) of the Depositories Act, 1996.

**"Depositories Act"**: Depositories Act shall mean the Depositories Act, 1996 and includes any statutory modification or re-enactment thereof for the time being in force.

**"Depository"**: Depository shall mean a Depository as defined in section 2(1)(e) of the Depositories Act, 1996.

**"Member"**: Member shall mean a duly registered holder from time to time of the security of the company and includes every person whose name is entered as beneficial owner in the records of the Depository.

**"Security"**: Security shall mean such security as may be specified by SEBI.

(ii) **"Dematerialisation of Securities"**: Notwithstanding anything on the contrary contained in this Article, the company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form and further to rematerialise the securities held on depository pursuant to the Depositories Act, 1996 or any amendment thereof.

(iii) **"Option to hold securities in physical form or with depository"**: Every person holding securities of the company through allotment or otherwise shall have the option to receive and hold the same in the dematerialised form with a depository.

(iv) **"Beneficial Owner may opt out of a Depository"**: Every person holding securities of the company with a depository, being the beneficial owner thereof, may at any time opt out of the depository in the manner provided under the provisions of the Depositories Act and the Rules, if any, prescribed there under and on fulfilment of the conditions prescribed by the company from time to time, company shall issue the relevant security certificates to the beneficial owner thereof.

(v) **"Securities in Depositories to be in fungible form"**: All securities held by a depository shall be dematerialised and shall be in fungible form. Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372A of the Companies Act, shall apply to a depository in respect of the securities held by it on behalf of the beneficial owners.

(vi) **"Rights of depository and beneficial owners"**: A depository shall be deemed to be the registered owner for the purposes of affecting the transfer of ownership of securities on behalf of the beneficial owners and shall not have any voting rights or any other rights in respect of the securities held by it.

(vii) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all rights and benefits and be subject to all the liabilities in respect of his/her securities, which are held by a depository.

(viii) **"Transfer of securities"**: Transfer of security held in a depository will be governed by the provisions of the Depository Act, 1996. Nothing contained in Section 56 of the Companies Act, 2013 or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.

(ix) **"Register and Index of beneficial owners"**: The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996 shall be deemed to be the Register and Index of Members and Security holders for the purpose of these Articles.

(x) **"Other matters"**: Notwithstanding anything contained in these Articles, the provision of Depositories Act, 1996 relating to dematerialisation of securities including any modification(s) or re-enactment thereof and Rules/Regulations made there under shall prevail accordingly.

(xi) Notwithstanding anything contained in the Act or the Articles, 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 disks.

#### ***Nomination***

45. Notwithstanding anything contained in Articles, every holder of shares(s) or debenture(s) of the Company may, at any time, nominate, in the prescribed manner, a person to whom these share(s) shall vest in the event of his death and the provisions of Section 109A and Section 109B of the Companies Act, 1956 shall apply in respect of such nomination.

The provisions of this Article shall apply mutatis mutandis to a depository of money with the Company as per the provisions of Section 58A of the Act.

#### ***Buy-Back of Shares***

46. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

#### ***General Meetings***

47. All general meetings other than Annual General Meeting shall be called extraordinary general meeting.

48. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### ***Proceedings at General Meetings***

49. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
- (iii) The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- (iv) If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
- (v) If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

#### ***Adjournment of Meeting***

- 50. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### ***Voting Rights***

- 51. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
  - (a) on a show of hands, every member present in person shall have one vote; and
  - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- 52. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 53. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
- 54. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
- 55. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 56. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
- 57. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

### ***Proxy***

58. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
59. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
60. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### ***Board of Directors***

61. The minimum number of Directors shall be 3 and maximum number of directors shall be 15.
62. (i) Subject to the provisions of the Act, the Company may pay any remuneration, as determined by the Board of Directors / General Meeting to all or any of its Directors for the services rendered by them / him in day to day management of the affairs of the company or any other type of services, whether professional in nature or not, for any of the purposes of the company, either by a fixed sum on monthly or annual basis and / or perquisites and / or a percentage of the profits or otherwise as may be determined by the Board or the members in General Meeting.

The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) 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.

63. The Board may pay all expenses incurred in getting up and registering the company.
64. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
65. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
66. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.



67. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

***Proceedings of the Board***

68. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) Subject to the Articles herein, a director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

(iii) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(iv) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

69. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

70. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

71. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

72. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

73. A committee may elect a Chairperson of its meetings.

74. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

75. (i) A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

76. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

77. 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.

***Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer***

78. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

79. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

***Managing Director***

80. The business of the Company may be carried on by the Managing Director(s) who may be appointed by the Board of Directors / members in their General Meeting, from time to time who shall fix the terms, qualifications, remuneration, duties, authorities and powers. The Board may from time to time and subject to the provisions of the Act delegate to the Managing Director(s) such of their powers and duties and subject to such limitations and conditions as they may deem fit. The Board may from time to time, revoke, withdraw, alter or vary all or any of the powers conferred on him or dismiss him from office and appoint another in his place.

81. Subject to the provisions of section 179 and 180 of the Companies Act, 2013, the Managing Director of the Company, if any, shall be empowered to carry on the day to day business affairs of the Company. He shall have the general control, management and superintendence of the business of the Company with power to appoint and to dismiss employees and to enter into contracts on behalf of the Company in the ordinary course of business and to do and perform all other acts, deeds and things which in the ordinary course of business may be considered necessary/proper or in the interest of the Company.

***The Seal***

82. (i) The Board shall provide for the safe custody of the seal.  
(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

***Dividends and Reserve***

83. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
84. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
85. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at

the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

86. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(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 share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

87. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

88. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent

89. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

90. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

91. No dividend shall bear interest against the company.

92. No unclaimed Dividend shall be forfeited before the claim becomes barred by law, and unclaimed Dividends shall be dealt with in accordance with the applicable provisions of the Act

#### ***Accounts***

93. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

#### ***Winding Up***

94. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

95. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
96. 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***

97. 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.

**SECTION XII – OTHER INFORMATION****MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The copies of the following contracts which have been entered or are to be entered into by the Company (not being contracts entered into in the ordinary course of business carried on by the Company or contracts entered into more than two years before the date of this Prospectus) which are or may be deemed material have been attached to the copy of the Prospectus delivered to the RoC for registration. Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10 a.m. and 5 p.m. on all Working Days from Application/Issue Opening Date until the Application/Issue Closing Date.

**A. Material Contracts**

1. Memorandum of Understanding dated June 24, 2019 and addendum dated August 02, 2019 between our Company and the Lead Manager.
2. Memorandum of Understanding dated June 25, 2019 between our Company and the Registrar to the Issue.
3. Escrow Agreement dated August 9, 2019 between our Company, the Lead Manager, Escrow Collection Bank(s) and the Registrar to the Issue.
4. Market Making Agreement dated August 5, 2019 between our Company, the Lead Manager and Market Maker.
5. Underwriting Agreement dated August 6, 2019 between our Company, the Lead Manager and Market Maker.
6. Tripartite agreement between the NSDL, our Company and the Registrar dated April 25, 2019.
7. Tripartite agreement between the CDSL, our Company and the Registrar dated March 30, 2019.

**B. Material Documents**

1. Certified true copies of the Memorandum and Articles of Association of our Company, as amended from time to time.
2. Copy of Certificates of Incorporation of Transpact Enterprises Limited
3. Resolution of the Board of Directors meeting dated April 19, 2019 authorizing the Issue.
4. Shareholders' resolution passed at the EGM dated April 24, 2019 authorizing the Issue.
5. Auditor's report for Restated Financials dated August 3, 2019 included in this Prospectus.
6. The Statement of Tax Benefits dated June 20, 2019 from our Statutory Auditors.
7. Consent of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Lead Manager, Legal Advisor to the Issue, Registrar to the Issue, Market Maker and Underwriters as referred to in their specific capacities.
8. Due Diligence Certificate(s) dated August 19, 2019 of the Lead Manager to be submitted to SEBI along with the filing of the Prospectus.
9. Approval from BSE vide letter dated August 6, 2019 to use the name of BSE in this Issue Document for listing of Equity Shares on the BSE StartUp segment under SME Platform of BSE Limited.

Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

**DECLARATION**

We, hereby declare that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified) and the Guidelines issued by the Government of India or the Regulations or Guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Prospectus is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992, each as Amended or Rules made there under or Guidelines / Regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Prospectus are true and correct.

**SIGNED BY THE DIRECTORS OF OUR COMPANY:**Sd/-  
\_\_\_\_\_**Mr. Aslam Khan**  
Executive DirectorSd/-  
\_\_\_\_\_**Mr. Anis Choudhery**  
Whole-Time DirectorSd/-  
\_\_\_\_\_**Mrs. Soumya Bania**  
Non-Executive DirectorSd/-  
\_\_\_\_\_**Mrs. Moiz Majiyawala**  
Non-Executive Independent DirectorSd/-  
\_\_\_\_\_**Mr. Shariq Nisar**  
Non-Executive Independent Director**SIGNED BY THE CHIEF FINANCIAL OFFICER**Sd/-  
\_\_\_\_\_**Mrs. Aaliya Baig**  
Chief Financial Officer**SIGNED BY THE COMPANY SECRETARY & COMPLIANCE OFFICER**Sd/-  
\_\_\_\_\_**Ms. Kirti Didwania**  
Company Secretary & Compliance Officer

Date: August 19, 2019

Place: Mumbai