



SATTRIX INFORMATION SECURITY LIMITED  
CIN: U72200GJ2013PLC076845

Registered Office		Contact Person	Email and Telephone	Website
28, Damubhai Colony, Bhattha Paldi, Ahmedabad- 380007 Gujarat, India		Ms.Rina Kumari Company Secretary and Compliance Officer	Email ID: <a href="mailto:cs@satrix.com">cs@satrix.com</a> Tel No.: +91 87358 25247	<a href="http://www.satrix.com">www.satrix.com</a>
<b>PROMOTERS OF THE COMPANY</b>				
MR. SACHHIN KISHOREBHAI GAJJAER AND MRS. RONAK SACHIN GAJJAR				
<b>DETAILS OF THE ISSUE</b>				
Type	Fresh Issue Size ₹ In Lakhs	OFS Size ₹ In Lakhs	Total Issue Size ₹ In Lakhs	Eligibility
Fresh Issue	Upto 18,00,000 Equity Shares aggregating to ₹ [●] Lakhs	NIL	₹ [●] Lakhs	This issue is made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018 as amended.
<b>THE ISSUE</b>				
INITIAL PUBLIC OFFER OF UPTO 18,00,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH (“EQUITY SHARES”) OF SATTRIX INFORMATION SECURITY LIMITED (THE “COMPANY” OR “SISL” OR “THE ISSUER”) FOR CASH AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE “ISSUE PRICE”), AGGREGATING TO ₹[●] LAKHS (“THE ISSUE”), OF WHICH UPTO 92,000 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 UPTO 17,08,000 EQUITY SHARES OF ₹ 10 EACH IS HEREINAFTER REFERRED TO AS THE “NET ISSUE”. THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.47% AND 25.12%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.				
<b>DETAILS OF OFFER FOR SELLING SHAREHOLDERS AND THEIR AVERAGE COST OF ACQUISITION</b>				
Name	Type	Number of Shares Offered / Amount in ₹	WACA in ₹ Per Equity Share	
NOT APPLICABLE AS THE ENTIRE ISSUE CONSTITUTES FRESH ISSUE OF EQUITY SHARES				
<b>RISK IN RELATION TO THE FIRST ISSUE</b>				
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 [●] 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. 92 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.				
<b>GENERAL RISKS</b>				
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 Draft Prospectus. Specific attention of the investors is invited to “Risk Factors” beginning on page no.20 of this Draft Prospectus.				
<b>ISSUER’S ABSOLUTE RESPONSIBILITY</b>				
Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.				
<b>LISTING</b>				
The Equity Shares offered through this Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited (“BSE”). Our Company has received an In Principal Approval letter dated [●] from BSE Limited for using its name in this offer document for listing our shares on the SME Platform of BSE Limited. For the purpose of this Issue, the Designated Stock Exchange will be the BSE Limited (“BSE”).				
<b>LEAD MANAGER TO THE ISSUE</b>				
NAME AND LOGO		CONTACT PERSON	EMAIL & TELEPHONE	
		Mr. Ronak I. Kadri	Email: <a href="mailto:ncmpl@ncmpl.com">ncmpl@ncmpl.com</a> Tel No.: +91 – 22 – 26431002	
<b>REGISTRAR TO THE ISSUE</b>				
NAME AND LOGO		CONTACT PERSON	EMAIL & TELEPHONE	
		Mr. Babu Rapheal	Email: <a href="mailto:ipo@bigshareonline.com">ipo@bigshareonline.com</a> Tel No.: +91 – 22 – 62638200 Fax: +91 22 62638299	
ISSUE OPENS ON			ISSUE CLOSSES ON	
[●]			[●]	



## SATTRIX INFORMATION SECURITY LIMITED

CIN: U72200GJ2013PLC076845

Our company was incorporated as Satrix Information Security private limited on September 16, 2013 at Ahmedabad as a private limited company under the provisions of Companies Act, 1956 with the Registrar of Companies, Ahmedabad, Gujarat. Subsequently, the name of the company was changed to "Satrix Information Security Ltd." pursuant to a special resolution passed by the shareholders of the company at the Extra Ordinary General Meeting held on 30<sup>th</sup> October, 2023. A fresh certificate of incorporation consequent upon change of name was issued on November 7, 2023 by the Registrar of Companies, Ahmedabad, Gujarat. The Corporate Identity Number of our Company is U72200GJ2013PLC076845. For further details, pertaining to the change of name of our Company upon conversion, please refer the chapter "History and Certain Corporate Matters" on page no. 136 of this Draft Prospectus.

**Registered Office:** 28, Damubhai Colony, Bhattha Paldi, Ahmedabad- 380007, Gujarat, India **Tel No.:** +91- 87358 25247;

**Email:** [cs@satrix.com](mailto:cs@satrix.com); **Website:** [www.satrix.com](http://www.satrix.com)

**Contact Person:** Ms.Rina Kumari, Company Secretary and Compliance Officer. **Our Promoters:** Mr. Sachhin Kishorbhai Gajjar and Mrs. Ronak Sachin Gajjar

## THE ISSUE

INITIAL PUBLIC OFFER OF UPTO 18,00,000 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF SATTRIX INFORMATION SECURITY LIMITED (THE "COMPANY" OR "SISL" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER SHARE (INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "ISSUE PRICE"), AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH UPTO 92,000 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 UPTO 17,08,000 EQUITY SHARES OF ₹10 EACH IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.47% AND 25.12%, 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 [●] TIME 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 Related Information" beginning on page no. 233 of this Draft Prospectus.

All potential investors shall participate in the Offer only through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details of the respective bank accounts and / or UPI IDs, in case of RIIs, if applicable, 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. 244 of this Draft 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 Rs.10 each and the Issue Price is [●] 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.92 of this Draft Prospectus should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

## GENERAL RISKS

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

## COMPANY'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft 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 Draft Prospectus are proposed to be listed on the SME Platform of BSE Limited ("BSE"). Our Company has received an In Principal Approval letter dated [●] from BSE Limited for using its name in this offer document for listing our shares on the 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



ADVISORS

## ISK ADVISORS PRIVATE LIMITED

501, A. N. Chambers, 130, Turner Road, Bandra West, Mumbai-400 050

Tel No.: +91 - 22 - 26431002

Email: [ncmpl@ncmpl.com](mailto:ncmpl@ncmpl.com)Website: [www.iskadvisors.com](http://www.iskadvisors.com)Investor Grievance Email: [enquiry@ncmpl.com](mailto:enquiry@ncmpl.com)

Contact Person: Mr. Ronak I. Kadri

SEBI Registration No. INM000012625



Bigshare Services Pvt. Ltd.

## BIGSHARE SERVICES PVT. LTD.

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

Tel No.: +91 - 22 - 62638200 Fax: +91 22 62638299

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 Rapheal

SEBI Registration No.: INR000001385

## ISSUE OPENS ON

[●]

## ISSUE CLOSES ON

[●]

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

#### General Terms

Term	Description
Sattrix Information Security Ltd./ SISL/ The Company / Company / We / Us / Our Company	Unless the context otherwise indicates or implies refers to Sattrix Information Security Ltd., a public limited company incorporated under the provisions of the Companies Act, 1956 with its registered office at 28, Damubhai Colony, Bhattha Paldi, Ahmedabad-380007, Gujarat, India.
Promoter(s) / Core Promoter	Mr. Sachhin Kishorbhai Gajjaer and Mrs. Ronak Sachin Gajjar
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. 154 of this Draft Prospectus.

#### Company related Terms

Term	Description
AoA/ Articles / Articles of Association	Unless the context otherwise requires, refers to the Articles of Association of Sattrix Information Security Ltd.
Auditor of the Company	G.K. Choksi & Co., Chartered Accountants
Audit Committee	The committee of the Board of Directors constituted on 09 <sup>th</sup> November, 2023 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 Sattrix Information Security Limited including all duly constituted Committees thereof.
Chief Financial Officer	Chief Financial officer of our Company is Mrs. Ronak Sachin Gajjar
Company Secretary and Compliance Officer	The Company Secretary and Compliance officer of our Company is Ms. Rina Kumari.
Director(s)	Director(s) of Sattrix Information Security Ltd., 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	Companies (other than our Promoters 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. 160 of this Draft Prospectus
Independent Director	A non-executive, Independent Director as per the Companies Act, 2013 and the Listing Regulations.
ISIN	INE0QUV01010
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. 139 Of this Draft Prospectus.

Term	Description
MOA / Memorandum / Memorandum of Association	Memorandum of Association of Satrix Information Security Limited.
Nomination and Remuneration Committee	The committee of the Board of Directors constituted on 09 <sup>th</sup> November, 2023 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 at 28 <sup>th</sup> , Damubhai Colony, Bhattha Paldi, Ahmedabad- 380007, Gujarat, India.
Registrar of Companies / RoC	Registrar of Companies, ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad-380013.
Stakeholders' Relationship Committee	The committee of the Board of Directors constituted on 09 <sup>th</sup> November, 2023 as our Company's Stakeholders' Relationship Committee.
Stock Exchange	Unless the context requires otherwise, refers to, the SME Platform of Bombay Stock Exchange of India Limited i.e. SME Platform of BSE Limited.

#### Issue Related Term

Term	Description
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 Draft 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 and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Applicant(s)	Any prospective investor who makes an application pursuant to the terms of the Draft 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 Draft Prospectus
Banker(s) to the Company	Such banks which are disclosed as Bankers to our Company in the chapter titled "General Information" on page no.53 of this Draft Prospectus
Banker(s) to the Issue	The banks which are Clearing Members and registered with SEBI as Banker to an Issue with whom the Escrow Agreement is entered and in this case being [•]
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 "Issue Procedure" beginning on page no. 244 of this Draft 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

Term	Description
	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 and Bank Account details.
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 the funds blocked by the SCSBs are transferred from the ASBA Accounts specified by the Applicants to the Public Issue Account.
Designated Intermediaries / Collecting Agent	Syndicate Members, Sub-Syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Application Forms from the Applicants, in relation to the Issue
Designated CDP Locations	Such locations of the CDPs where Applicants can submit the Application Forms to Collecting Depository Participants.  The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Application Forms are available on the websites of the Stock Exchange
Designated Market Maker	Sunflower Broking Private 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
Designated SCSB Branches	Such Branches of the SCSBs which shall collect the Application Forms used by the Applicants applying through the ASBA process and a list of which is available on <a href="http://www.sebi.gov.in/pmd/scsb.pdf">http://www.sebi.gov.in/pmd/scsb.pdf</a>
Designated Stock Exchange	Unless the context requires otherwise, refers to, the SME Platform of BSE Limited.
Draft Prospectus	This Draft Prospectus dated 13 <sup>th</sup> March, 2024 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.

Term	Description
Escrow Agreement	Agreement dated [●] entered into amongst the Company, Lead Managers, 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 Portfolio Investor / FPIs	Foreign Portfolio Investor as defined under the SEBI (Foreign Portfolio Investors) Regulations, 2014.
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 “Objects of the Issue” beginning on page no. 77 of this Draft Prospectus
Issue/ Issue Size / Public Issue/ IPO	This Initial Public Issue of upto 18,00,000 Equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per equity share aggregating to ₹ [●] lakhs by our Company.
Issue Closing date	The date on which the Issue closes for subscription being [●]
Issue Opening date	The date on which the Issue opens for subscription being [●]
Issue Price	The price at which the Equity Shares are being issued by our Company in consultation with the Lead Managers under this Draft Prospectus being ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share.
LM’s / Lead Managers	Lead Managers to the Issue, is ISK Advisors Private 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 [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.
Market Maker Reservation Portion	The Reserved portion of upto 92,000 Equity shares of ₹10 each at an Issue Price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) aggregating to ₹ [●] lakhs for Designated Market Maker in the Public Issue of our Company.
Market Making Agreement	The Agreement among the Market Maker, the Lead Managers and our Company dated [●].
Mutual Fund	A Mutual Fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended.
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board on January 24, 2024 in accordance with the requirements of the SEBI ICDR Regulations.
Net Issue	The Net Issue of Upto 17,08,000 Equity Shares of ₹ 10 each at ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share aggregating to ₹[●] by our Company.
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 dated [●], 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 Applicants on the Designated Date.

Term	Description
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	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
Refund Bank(s)	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●]
Registrar Agreement	The agreement dated 12 <sup>th</sup> February, 2024 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 Big share 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 ASBA 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 Application Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at <a href="https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34">https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&amp;intmId=34</a> or such other website as updated from time to time, and ii. in relation to RIBs 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
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	ISK Advisors Private Limited & Sunflower Broking Private Limited
Underwriting Agreement	The Agreement among the Underwriters and our Company dated [●]
Unified Payments Interface (UPI)	UPI is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.
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 ID Linked bank account	Account of the RIIs, applying in the Issue using the UPI mechanism, which will be blocked upon acceptance of UPI Mandate request by RIIs to the extent of the appropriate Application Amount and subsequent debit of funds in case of Allotment
UPI Mandate Request	Mandate request means a request initiated on the RII by sponsor bank to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment



Term	Description
UPI Mechanism	Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, Retail Individual Investors applying in public issue may use either Application Supported by Blocked Amount (ASBA) process or UPI payment mechanism by providing UPI ID in the Application Form which is linked from Bank Account of the investor.
UPI PIN	Password to authenticate UPI transaction
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
AI	AI Artificial Intelligence
CAGR	Compound Annual Growth Rate
CSO	Central Statistics Office
Cyber Security	Cybersecurity is the practice of protecting systems, networks, and programs from digital attacks.
CSA	Cyber Security Agency
Ctrl	control
DMCC	Dubai Multi Commodities Centre is the UAE's largest free-trade zone that is located in the Almas Tower, Jumeirah Lake Towers, Sheikh Zayed Road, P.O. Box 48800, Dubai, U.A.E.
EBITDA	Earnings Before interest Tax, Depreciation and Amortization
EU	European Union
F.Y	Financial Year
FDI	Foreign Direct Investment
FIPB	Foreign Investment Promotion Board
GDP	Gross Domestic Products
GST	Goods and Services Tax
IMF	International Monetary Fund
IPO	Initial Public offer
IDX/MLS	Internet Data Exchange / Multi Listing Services
IOT	Internet Of Things
IT	IT Information Technology
IT solutions	IT solutions are sets of services, software, or hardware that are bundled together and designed to help businesses manage complex technical operations
ITES	ITES IT enabled Services
IP	Internet Protocol
KMP	Key Managerial Personnel
LED	Light Emitting Diode
MoEF	Ministry of Environment, Forest and Climate Change
MW	Mega Watts
No	Number
NPB	National Policy on Biofuels
NSGM	National Smart Grid Mission
OECD	Organisation for Economic Co-operation and Development
OEM	Original Equipment Manufacturer
On-prem	On-premises
RBI	Reserve Bank of India
ROC	Registrar of Companies

Term	Description
SaaS	Software as a Service
SLA	SLA Service-Level Agreement
UN	United Nations
USD	United States Dollar
UT	Union Territories
VACA	Vulnerability Assessment Configuration Assessment

#### 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
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
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
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

Term	Description
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
Fugitive economic offender	“Fugitive economic offender” shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 (17 of 2018)
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 Net worth 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
I.T. Act	Income Tax Act, 1961, as amended from time to time
IPO	Initial Public Offering
ISIN	International Securities Identification Number
KM / Km / km	Kilo Meter
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
NECS	National Electronic Clearing Service
NEFT	National Electronic Fund Transfer
NOC	No Objection Certificate
NRE Account	Non-Resident External Account
NRIIs	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

Term	Description
	(Deposit) Regulations, 2000
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository 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
Rupees / Rs. / M	Rupees, the official currency of the Republic of India
RTGS	Real Time Gross Settlement
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
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
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
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
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
SEBI SAST Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as repealed by the SEBI AIF Regulations
Sec.	Section
Securities Act	U.S. Securities Act of 1933, as amended
SICA	Sick Industrial Companies (Special Provisions) Act, 1985
STT	Securities Transaction Tax
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TIN	Taxpayers Identification Number
TDS	Tax Deducted at Source

Term	Description
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 Draft Prospectus are to the Republic of India. In this Draft 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 Draft Prospectus are derived from our Audited Financial Statements as on 31<sup>st</sup> October, 2023 and for the Fiscal Years ended March 31, 2023, 2022 and 2021 prepared in accordance with Indian GAAP and the Companies Act and restated in accordance with the SEBI Regulations and Guidance Note on “Reports in Company Prospectus (Revised 2019)” issued by ICAI, as stated in the report of our Statutory Auditor, as set out in the chapter titled “Financial Statements as Restated” beginning on page no. 164 of this Draft Prospectus. Our Fiscal Year commences on April 1 and ends on March 31 of the following year. In this Draft 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. The Company has not attempted to quantify their impact on the financial data included herein and urges you to consult your own advisors regarding such differences and their impact on the Company’s financial data. Accordingly, the degree to which the Indian GAAP financial statements included in this Draft 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 Draft 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 20, 113 and 201 of this Draft Prospectus, respectively, and elsewhere in this Draft 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 Draft 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 Draft Prospectus. In the Section titled “*Main Provisions of Articles of Association*” beginning on page no. 281 of this Draft 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 Draft 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 Draft 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 Draft 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 Draft 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, 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:

- The COVID-19 pandemic or any future pandemic or widespread public health emergency could adversely affect our business, results of operations, financial condition and cash flows
- Changes in laws and regulations relating to the sectors/areas in which we operate;
- Increased competition in steel furniture accessories 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;
- Changes in political and social conditions in India, the monetary and interest rate policies of India and other Countries;
- 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;
- Failure to successfully upgrade our products and service portfolio, from time to time;
- 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. 20, 113 and 201 of this Draft 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 Draft Prospectus. Our Company, our Directors, the Lead Managers, 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 Managers 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

### A. Summary of Business

Sattrix Information Security Limited is in the business to develop customer-centric cybersecurity solutions to protect customers from cyber-attacks. The company offers Managed Security Services, Assessments & Advisory, and Professional Services tailored to customer's needs. The expert team of the company provides monitoring, proactive threat detection, and rapid response. From vulnerability assessments to incident response, the company has niche services offerings in cyber security domain. The company's objective is to safeguard customer's organization against evolving cyber threats. Sattrix aim to deliver end-to-end cybersecurity services to enterprises in India, Middle East (UAE) and USA region.

### B. Summary of Industry

The India cybersecurity market is moderately concentrated and dominated by a few major players, like Palo Alto Networks (India) Private Limited, Juniper Networks India Private Limited, IBM India Private Limited, Norton Life Lock India Private Limited, and Quick Heal Technologies Limited. With a prominent market share, these major players focus on expanding their customer base across the world.

### C. Our Promoters:

Our Company is promoted by Mr. Sachhin Kishorbhai Gajjaer and Mrs. Ronak Sachin Gajjar.

### D. The Issue

Public Issue of up to 18,00,000 Equity Shares of ₹ 10 each ("Equity Shares") of Sattrix Information Security Ltd. ("SISL" or the "Company") for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share (the "Issue Price"), aggregating to ₹ [●] lakhs ("the Issue"), of which up to 92,000 equity shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share 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 upto 17,08,000 equity shares of ₹ 10 each is hereinafter referred to as the "Net Issue". The Issue and the Net Issue will constitute 26.47% and 25.12 %, respectively of the Post Issue paid up equity share capital of the Company.

### E. 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	<u>Capital Expenditure:</u>		
	(a) To meet out expenses for Purchasing Furniture, Fixture & Air Conditioning for new office at Ahmedabad	252.00	[●]
	(b) To purchase and installation of IT equipment, computer hardware, server, SAN storage, CCTV cameras, video conferencing equipment, networking (LAN) and other equipments	218.00	[●]
2	<u>Business Expansion Cost:</u>		
	(a) Development of New Product & Technology	756.00	[●]
	(b) Other business expansion cost	212.00	[●]

3	Additional Working Capital Requirement	250.00	[•]
4	General Corporate Purpose	[•]	[•]
<b>Net Proceeds – Total</b>		[•]	[•]

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

Set forth is the Pre-Issue shareholding of our Promoter 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>A. Promoter</b>		
Mrs. Ronak Sachin Gajjar	39,99,975	80.00
Mr. Sachhin Kishorbhai Gajjaer	10,00,000	20.00
<b>Total (A)</b>	<b>49,99,975</b>	<b>100.00</b>
<b>B. Promoter Group</b>	-	-
<b>Total (B)</b>	-	-
<b>Total Promoter /Promoter Group Shareholding(A+B)</b>	<b>49,99,975</b>	<b>100.00</b>
<b>C. Public/Others</b>	25	0.00*
<b>Total (C)</b>	<b>25</b>	<b>0.00*</b>
<b>Total (A+B+C)</b>	<b>50,00,000</b>	<b>100.00</b>

\*Note: Percentage holding of public shareholding is 0.001%, which is rounded off to two decimals.

#### G. Summary of Consolidated Restated Financial Statement

(₹in lakhs)

Particulars	As on 31 <sup>st</sup> October, 2023	For the year ended March 31		
		2023	2022	2021
Share Capital	500.00	1.00	1.00	1.00
Reserves & Surplus	912.82	1,193.02	775.51	556.12
<b>Net-Worth</b>	<b>1412.82</b>	<b>1194.02</b>	<b>776.51</b>	<b>557.12</b>
Total Revenue	2,771.50	3,775.65	2,348.69	2,120.23
Profit After Tax	216.42	400.12	214.13	193.83
<b>Earnings Per Share</b>				
Basic & Diluted (Pre-Bonus) for FY.2020-21,2021-22,2022-23	4.33	4,001.16	2,141.32	1,938.33
Basic & Diluted (Considering impact of Bonus share Retrospectively)	4.33	8.00	4.28	3.88
Net Asset Value Per Share – Based on actual no. of equity shares at the end of the year.	28.26	11,940.24	7,765.06	5,571.20
Net Asset Value Per Share (Considering impact of Bonus share Retrospectively)	28.26	23.88	15.53	11.14
<b>Total Borrowings</b>				
-Long Term	18.10	0.21	2.59	4.76
-Short Term	8.65	194.34	233.29	39.78

\* Note: Pursuant to AGM held on September 30, 2023, our Company has issued 49,90,000 Bonus Shares in the ratio of 499 shares for every 1 share held to all the existing shareholders of the Company. The date of allotment of Bonus Shares is 24th October, 2023.

## H. Qualifications by Auditor

There are no audit qualifications which have not been given effect in the restated financial statements.

## I. Summary of Outstanding Litigation

### a. Cases against Company

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (₹ in lakhs) <sup>(1)</sup>
1.	<b>Litigation against our Company</b>	NIL	NIL
(a)	Direct Tax Liabilities	NIL	NIL
(b)	Indirect Tax Liability (Central Excise)	NIL	NIL
2.	<b>Civil Case for Recovery of Dues</b>	NIL	NIL
3.	<b>Criminal Case for Cheque Return</b>	NIL	NIL

### b. Cases by Company

Sr. No.	Nature of Case	No. of Outstanding cases	Details and Amount in dispute/demanded to the extent quantifiable (₹ in lakhs) <sup>(1)</sup>
1.	<b>Litigation filed by our Company</b>		
(a)	Direct Tax Liabilities	NIL	NIL
(b)	Indirect Tax Liability (Central Excise)	NIL	NIL
2.	<b>Civil Case for Recovery of Dues</b>	NIL	NIL
3.	<b>Criminal Case for Cheque Return</b>	NIL	NIL

### c. Cases by our Director

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (₹ in lakhs) <sup>(1)</sup>
1.	<b>Civil / Criminal Case for</b>	NIL	NIL

### d. Cases by our Promoter

Sr. No.	Nature of Case	No. of Outstanding cases	Amount in dispute/demanded to the extent quantifiable (₹ in lakhs) <sup>(1)</sup>
1	<b>Civil Case for</b>	NIL	NIL
2.	<b>Criminal Case for</b>	NIL	NIL

For further details in relation to legal proceedings involving our Company, Subsidiaries, Promoters and Directors, refer chapter titled "Outstanding Litigation and Other Material Developments" page no. 213 of this Draft Prospectus.

## J. Reference to Risk Factor

Investors should read chapter titled "Risk Factors" beginning on page no. 20 of this Draft Prospectus to get a more informed view before making any investment decisions.

### K. Summary of contingent liabilities

Summary table of our contingent liabilities as indicated in our Restated Financial Statements and also certified by our statutory auditors is as follows:

(₹.in lakhs)

Particulars	For the period ended on 31 <sup>st</sup> October 2023	As at March 31,		
		2023	2022	2021
NIL	NIL	NIL	NIL	NIL

For further information, please refer of *Financial Information* on page no. 164 of this Draft Prospectus.

### L. Summary of related party transactions

Our Company has entered into certain transactions with our related parties including our Promoters, Promoter Group, Directors and their relatives as mentioned below:

(₹.in lakhs)

Particulars	For the period ended on 31 <sup>st</sup> October 2023	For the year ended March 31,		
		2023	2022	2021
<b>1) Unsecured Loan</b>				
Opening	-	-	2.20	21.00
Loan Taken in Current F.Y.	-	-	5.07	89.50
Repayment of loan in Current F.Y.	-	-	(7.27)	(108.30)
Closing balance	-	-	-	2.20
<b>2) Loan/Advances given</b>				
Opening	462.33	398.69	175.25	91.96
Loan/Advance given in Current F.Y.	33.65	109.88	216.11	82.33
Interest Accrued on Loan	19.30	28.33	18.63	9.46
Repayment of Loan/Advance in Current F.Y.	(10.00)	(74.57)	(11.30)	(8.50)
Closing balance	505.28	462.33	398.69	175.25
<b>3) Salary</b>				
<b>Relative of KMP</b>	-	-	-	-
Key Managerial Personnel Other Than Md/Manager/Wtd	58.90	100.97	77.40	77.11
<b>4) Rent</b>				
<b>Relative Of KMP</b>	2.45	9.70	6.80	3.85
Key Managerial Personnel Other Than Md/Manager/Wtd	-	-	-	-
<b>5) Commission</b>				
<b>Relative Of KMP</b>	-	-	-	-
Key Managerial Personnel Other Than Md/Manager/Wtd	4.20	-	-	-
<b>6) Reimbursement Of Expenses</b>				
Key Managerial Personnel Other Than Md/Manager/Wtd	40.61	76.61	51.72	35.66
<b>7) Dividend</b>				
	-	-	-	-
<b>8) Issue of Bonus Shares</b>				
<b>No. of Shares</b>	49,90,000	-	-	-
<b>Amount</b>	499.00			

**Note:** For further information, please refer of *Financial Information* on page no.164 of this Draft Prospectus.

#### M. Financial Arrangement

There are no financing arrangements whereby the Promoter Group, the Directors of our Company who are the Promoters 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 Draft Prospectus.

#### N. weighted average price of acquisition of Equity Shares by our Promoters in last one year

The weighted average price of acquisition of Equity Shares by our Promoters in last one year is:

Sr. No.	Promoter	No. of Equity Shares Acquired in the last one year	Average cost (₹)
1	Mrs.Ronak Sachin Gajjar	39,92,000	Negligible
2	Mr. Sachhin Kishorbhai Gajjaer	9,98,000	Negligible

**Note:** For further details refer chapter titled "Capital Structure" beginning on page no. 63 of this Draft Prospectus.

#### O. Average cost of acquisition of Equity Shares by our Promoters

The average cost of acquisition of Equity Shares by our Promoters is:

Sr. No.	Promoter	Average cost (₹)
1.	Mr. Sachhin Kishorbhai Gajjaer	0.02
2.	Mrs.Ronak Sachin Gajjar	0.02

#### P. Details of Pre-Issue Placement

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

#### Q. Issuance of equity shares for consideration Other than cash in the last one year

Equity Shares for consideration other than cash in last one year:

Except as mentioned below, our Company has not issued any Equity Shares in the year preceding the date of this Draft Prospectus, which may be at a price lower than the Offer price.

Date Of Allotment	No. Of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Allotted Person	Benefits Accrued to the Company
24-10-2023	49,90,000	10/-	N.A.	Bonus Issue	2	Capitalization of Reserves

**Note:** For further details refer chapter titled "Capital Structure" beginning on page no .63 of this Draft Prospectus.

#### R. Split/Consideration of Equity shares in the last one year

Our Company has not undertaken a split or consolidation of the Equity Shares in the one year preceding the date of this Draft 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 Draft 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 Draft 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 Draft 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. 113 and 201 of this Draft Prospectus respectively as well as other financial and statistical information contained in this Draft 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 Draft 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 Draft 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 based on their materiality, which has been decided based on following factors:

1. Some events may have material impact quantitatively;
2. Some events may not be material individually but may be material when considered collectively.
3. Some events may have an impact which is qualitative though not quantitative.
4. Some events may not be material at present but may have a material impact in the future.

### INTERNAL RISK FACTORS

1. ***If we cannot attract and retain highly-skilled IT professionals, our ability to obtain, manage and staff new projects and to continue to expand existing projects may result in loss of revenue and an inability to expand our business.***

Our ability to execute and expand existing projects and obtain new customers depends largely on our ability to hire, train and retain highly-skilled IT professionals, particularly project managers, IT engineers and other senior technical personnel. Given our recent growth and strong demand for IT professionals from our competitors, we cannot assure you that we will be able to hire or retain the number of technical personnel necessary to satisfy our current and future customer needs. We also may not be able to hire and retain enough skilled and experienced IT professionals to replace those who leave. If we have to replace personnel who have left our employment, we will incur increased costs not only in hiring replacements but also in training such replacements until their productivity is enhanced. We tend to hire IT professionals for particular projects as and when needed and as such there is no assurance that we will be able to find such IT professionals in time, or at all. Further, due to the growing demand for IT professionals in India, we may have to increase the levels of employee compensation in order to retain our employees and may be unable

to pass on this increase to our customers. In addition, we may not be able to redeploy and retrain our IT professionals in anticipation of continuing changes in technology, evolving standards and changing customer preferences. Our inability to attract and retain IT professionals could have a material adverse effect on our business, financial condition and results of operations.

**2. *Our business subjects us to risks in multiple countries where subsidiary companies and our customers are situated.***

Our customers, Subsidiaries and we are subject to risks that are specific to each country in which we operate, as well as risks associated with carrying out business operations on an international scale, including the following, the occurrence of any of which may adversely affect our business, results of operations, financial condition and cash flows:

- Social, economic, political, geopolitical conditions and adverse weather conditions, such as natural disasters, civil disturbance, terrorist attacks, war or other military action, which may adversely affect our business and operations;
- Compliance with local laws, including legal constraints on ownership and corporate structure, environmental, health, safety, labour and accounting laws, which may impose onerous and costly obligations on our multinational customers;
- Changes in foreign laws, regulations and policies, including restrictions on trade, and tariffs and taxes, intellectual property enforcement issues and changes in foreign trade and investment policies;
- Fluctuations in foreign currency exchange rates against the Indian Rupee;
- Variations in protection of intellectual property and other legal rights.

The company operates in multiple countries, making it subject to various international laws and regulations related to data privacy, cybersecurity, and technology transfer. Changes in these regulations or non-compliance could result in facing legal penalties, loss of business opportunities, operational disruptions, and reputational damage.

**3. *Our Industry is highly employee intensive industry. Thus, Employee Benefit expenses constitutes a major portion of our expenses. Such significant increase in this cost could lead to lower profitability.***

As on October, 2023 our Company has 145 employees on payroll, being an Information Technology company, a huge percentage of our revenue is diverted towards the employee benefit expenses. We believe that our employees are key to our success in business operations. If we experience a slowdown or stoppage of work for any client for which we have dedicated employees, we may not be able to efficiently reallocate these employees to other clients and projects to keep their utilization and productivity levels high.

Our Company's ability to execute projects and to obtain new clients depends largely on their ability to attract, train, motivate and retain highly skilled professionals, particularly project managers and other mid-level professionals. The attrition rates in the industry in which we operate have been high due to a highly competitive skilled labour market in India. We invest in training professionals that we hire to perform the services we provide.

The performance of our Company will be benefited on the continued service of these persons or replacement of equally competent persons from the domestic or global markets. We may have difficulty in redeploying and retraining our professionals to keep pace with continuing changes in technology, evolving standards and changing customer.



The details of Employee Benefit Expenses are given as below:

		(Amount in Lakhs)			
Particulars		For the Period Ended on 31 <sup>st</sup> October, 2023	For the Year Ended on 31 <sup>st</sup> March, 2023	For the Year Ended on 31 <sup>st</sup> March, 2022	For the Year Ended on 31 <sup>st</sup> March, 2021
Revenue From Operation		2,749.11	3,659.27	2,293.58	2,111.82
Employee Benefit Expense (EBE)		498.95	993.09	920.47	784.74
% of EBE to Revenue From Operation		18.15%	27.14%	40.13%	37.16%

*Note: based on Consolidated Restated Financials*

**4. Our present promoters of the Company are first generation entrepreneur.**

Our present Promoters are first generation entrepreneurs. Their experience in managing and being instrumental in the growth of our Company is limited to the extent of their knowledge and experience and we cannot assure that this will not affect our business growth. Our promoter Mr. Sachhin Kishorebhai Gajjaer has done Bachelor's in computer engineering & MBA in Information Technology He has more than 15 years of experience in this field and Mrs. Ronak Sachin Gajjar has done MBA in Human Resources and she has 13 years of experience in the field of Human Resources Management.

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.139 of this Draft Prospectus.

**5. Our business is dependent on a few customers and the loss of, or a significant reduction in award of contracts by such customers could adversely affect our business.**

We have established and will continue to focus on strengthening long-standing relationships with our customers across the end-use industries that we cater to. However, we depend on certain customers who have contributed a substantial portion of our total revenue from operations. The details of contribution by our top 10 customers to our revenues is given below:

Particulars	October 31, 2023	March 31, 2023	March 31, 2022	March 31, 2021
Top 1 Customers (%)	4.07%	3.99%	8.73%	7.89%
Top 3 Customers (%)	9.32%	14.35%	25.32%	26.74%
Top 5 Customers (%)	13.01%	21.00%	44.72%	27.39%
Top 10 Customers (%)	18.88%	28.53%	56.23%	38.57%

There is no guarantee that we will retain the business of our existing key customers or maintain the current level of business with each of these customers. The loss of these customers or a loss of revenue from sales to these customers may materially affect our business, financial condition, results of operations and cash flow. However, the composition and revenue generated from these clients might change as we continue to add new clients in normal course of business. We intend to retain our customers by implementing the project in cost effective and time efficient manner. This helps us in providing better value to each customer thereby increasing our engagement with our new and existing customer base that presents a substantial opportunity for growth.

We presently do not have any long-term or exclusive arrangements with any of our customers and we cannot assure you that we will be able to sell the quantities we have historically supplied to such customers. In the event our competitors' products offer better margins to such customers or otherwise incentivize them, there can be no assurance that our customers will continue to place orders with us. There can also be no assurance that our customers will place their orders with us on current or similar terms, or at all.

**6. *We do not own the Registered Office, Administrative office and Branch office from which we carry out our business activities.***

We do not own the registered office and other office premises from which we operate. Our Registered office is not owned by us and are taken on lease basis from Smt. Bhanuben Kishorbhai Gajjar. The Said Lease and License Agreement is granted for a period of 11 Months commencing from 12.09.2023. Further, Our Administration Offices are not owned by us and are taken on lease basis from XBYTE Technolabs Pvt Ltd. Leave and License Agreement regarding Administration office is valid for a period 9 years commencing from 01.04.2020 to 31.03.2029. The said offices are in possession of our Company, but we may have to re-locate the offices in case lease has not been renewed consequent our business operations will be impacted.

Our Subsidiary company office at Dubai, UAE "Satrix Information Security DMCC" is also not owned by us and is taken on rental basis from Park Avenue Offices DMCC for a period of 12 months commencing from 01.10.2023. Further, Our Subsidiary company office at USA "Satrix Information Security Inc" is also not owned by us and we have taken Registered Agent Services from Northwest Registered Agent LLC for a period of 12 months commencing from 02.11.2023. For further details, kindly refer section titled "Our Business" beginning on Page 113 of this Draft Prospectus.

There can be no assurance that we will, in the future, be able to retain or/and renew the agreements for the existing locations on same or similar terms, or will be able to find alternate locations for the existing offices and operating locations on similar terms favourable to us, or at all. We may also fail to negotiate the renewal of our rent agreements for our premises, either on commercially acceptable terms or at all, which could result in increased rental rates for subsequent renewals or searching of new premises, or to close facilities in desirable locations, affecting our financial condition and operations. Further, we may suffer disruption in our operations which may adversely affect our financial conditions.

**7. *Significant security breaches in our software, data and network infrastructure and fraud could adversely impact our business.***

Being a cyber-security company, we have to maintain a huge amount of private and personal data and network infrastructure. We collect and store customer data as we conduct our business on mobile handsets. We rely on third party tools for the security and authentication necessary to effect secure transmission of confidential customer information, such as customer names and passwords, and there can be no assurance that such security controls over customer data will be able to prevent, counter or respond to any security breach or the improper disclosure of confidential information in a timely manner, or at all. We have no control over the security measures put in place by such third-party channels to prevent such breaches and attacks or their actions in this respect.

Breaches of cyber-security measures could result in misappropriation of information or data, deletion or modification of user information, or a denial-of-service or other interruption to our business operations. There could also be instances of misappropriation of user data by our employees or third-party service providers. We may be required to invest significant time and resources including financial resources to prevent such security breaches or to mitigate problems caused by such breaches. Further, our business may be harmed by concerns over playing games on mobile phones. Malware could subscribe to the paid services without the consumer's consent resulting in fraudulent charges to consumers.

A breach of our security, compromise of data or resilience affecting its operations, or those of our customers, could lead to an extended interruption to its services as well as loss of subscriber information and other confidential data. The impact of such a failure could include immediate financial losses due to fraud and theft, termination of contracts, immediate loss of revenue and reputation.

8. *We are subject to certain obligations towards our clients, and a failure to comply with the technical specifications may lead to loss of business from such clients and could negatively impact our reputation, business prospects, results of operations, financial condition, and cash flows.*

Our services and solutions are typically subject to stringent scheduling requirements, extensive technical specifications and other obligations, including in relation to data security, as specified by our clients. Further, for any variations in the specifications or our obligations, we are typically required to obtain prior consent from our clients. Under certain agreements to our government and semi government clients, we are required to provide performance bank guarantees under certain agreements to our clients in relation to our obligations. While there have not been any past instances of failure to perform our obligations under such agreements, including any non-compliance with such specifications, any such failure on our part in the future may lead to termination of the agreement, loss of business with such client, loss of reputation and loss of goodwill. Additionally, it could expose us to indemnity, monetary liability by way of penalties and liquidated damages and may further result in litigation proceedings, which could adversely affect our business, operations, our cash flows and financial condition.

9. *Our Company is subject to foreign exchange control regulations which can pose a risk of currency.*

Our Company is involved in business transactions with international clients located globally and has to conduct the transactions in accordance with the rules and regulations prescribed under FEMA. Our international operations make us susceptible to the risk of currency fluctuations, which may directly affect our operating results. In case we are unable to adhere to the timelines prescribed under the applicable laws or are unable to mitigate the risk of currency fluctuation, it may adversely affect our business, results of operations, financial conditions and cash flows.

10. *There have been certain instances of non-compliances/ discrepancies, including with respect to certain secretarial/ regulatory filings for corporate actions taken by our Company and Subsidiaries in the past. Consequently, we may be subject to regulatory actions and penalties for any such non-compliance/ discrepancies and our business, financial position and reputation may be adversely affected.*

We manage regulatory compliance by monitoring and evaluating our internal controls and ensuring that we are in compliance with all relevant statutory and regulatory requirements. There can be no assurance that deficiencies in our filings will not arise in future, or that we will be able to implement, or continue to maintain, adequate measures to rectify or mitigate any deficiencies in our internal control.

As required under the provision of Foreign Exchange Management Act, 1999 read with its applicable regulations on Overseas Direct Investment, the company is required to file Form FC along with incorporation documents or purchase agreement for investment in any Joint Venture or Wholly Owned Subsidiary in any country outside India. Our company had incorporated a Wholly Owned Subsidiary in DMCC, UAE on September 20, 2018. However, the required forms for incorporation and annual return were not filed with its Authorized dealer Bank. The said form is now filed through its Authorized dealer Bank for approval to RBI. The said form is also filed for approval to RBI. The RBI has given its approval February 21, 2024 and allotted Unique Identification Number AHWRN20240374. Even though no show cause notice has been received by our Company, we shall be required to file the compounding under FEMA, 1999 for the said delay in filing of requisite forms with RBI. We cannot assure you that we will

not be subject to any other legal proceedings or regulatory actions, including monetary penalties by statutory authorities on account of any inadvertent discrepancies in our FEMA filings and/or corporate records in the future, which may adversely affect our business, financial condition and reputation.

As we continue to grow, there can be no assurance that there will be no other instances of such inadvertent non-compliances with statutory requirements, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

**11. *There are no outstanding legal proceedings on the date of this draft prospectus involving our Company, however, there may be possible litigation which may adversely affect our business, financial condition and results of operations.***

There are no proceedings pending at any levels of adjudication before various courts, enquiry officers and appellate forums. Possible litigation proceedings could divert management's time, attention and consume financial resources in their defence. Further, an adverse judgment in any possible proceedings may have an adverse impact on our business, financial condition, and results of operations. A summary of the outstanding proceedings involving our Company as disclosed in this draft Prospectus:

<b>Name of Entity/ Promoter/ Director</b>	<b>Criminal Proceedings/ Aggregate amount involved</b>	<b>Tax Proceedings/ Aggregate amount involved</b>	<b>Actions by statutory or regulatory authorities/ Aggregate amount involved</b>	<b>Civil /Other Litigations/ Aggregate amount involved</b>
<b>Company</b>				
By our Company	NIL	NIL	NIL	NIL
Against our Company	NIL	NIL	NIL	NIL
<b>Directors/Promoters/Company</b>				
By our directors	NIL	NIL	NIL	NIL
Against our directors /promoters/company	NIL	NIL	NIL	NIL

If any possible claims may be determined against us, there can be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares. For the details of the cases filed by and against our Company, Promoters and Directors please refer to the chapter titled "Outstanding Litigations and Material Developments" beginning on page no. 213 of this Draft Prospectus.

**12. *Failure to offer customer support in a timely and effective manner may adversely affect our relationship with our customers.***

From time to time, our customers require our customer support team to assist them in using our services, help them in resolving post-deployment issues quickly and in providing ongoing support. If we do not devote sufficient resources or are otherwise unsuccessful in assisting our customers effectively, it could adversely affect our ability to retain existing customers and could prevent prospective customers from adopting our services. We may be unable to respond quickly enough to accommodate short-term increases in demand for customer support. We also may be unable to modify the nature, scope and delivery of our customer support to compete with changes in the support services provided by our competitors. Increased demand for customer support, without corresponding revenue, could increase costs and adversely affect our business, results of operations and financial condition.

Our sales are highly dependent on our business reputation and on positive recommendations from our customers. Any failure to maintain high-quality customer support, or a market perception that we do not maintain high-quality customer support, could adversely affect our reputation, business, results of operations and financial condition.

**13. The International transactions may depend upon international sanctions. Any significant change or restriction may adversely affect our business.**

We have in the past, entered into transactions with customers in countries that are subject to international sanctions and major portion of our revenue is sourced from outside India, we have to depend upon international treaties and sanctions for operating business. In addition, we have limited information about and control over the identity of customers that use our gaming products or gaming subscription services, and there can be no assurance that our past or future customers have not included or will not include persons or entities targeted by or were not or will not be located in any country that is the subject of International Sanctions. There can be no assurance that our business will not be impacted by such international sanctions in the future, particularly if there are changes to, or more stringent application of, the international sanctions, or if we make changes to our operations or introduce new products or services which appeal to customers subject to or based in countries subject to such international sanctions.

Such international sanctions may also result in delay in repatriation of payments as well as devaluation of the currency of countries, where we operate our business, which may have a material adverse effect on our financial position, cash flows and results of operations. Future changes in international sanctions may prevent us from doing business, in jurisdictions subject to such international sanctions, which could have a material adverse effect on our financial condition and results of operations.

**14. Our company may incur penalties or liabilities for non-compliance or delay in compliance with certain provisions of GST Act, Income tax and other applicable laws in the last Three years and in stub period.**

Our company has incurred penalties or liabilities for non-compliance or delay with compliance with certain provisions including lapsed/ made delay in certain filings and/or erroneous filing/non-filing of e-forms under applicable acts in the past years. Such non-compliance or delay with compliance with certain provisions including lapsed/ made delay in certain filings and/or erroneous filing/non-registration may incur penalties or liabilities which may affect the results of operations and financial conditions of the company in near future. The details of late filing in past years are given below:

Financial Year	Return Type	Return Period	Due date	Filing Date	Delayed No. of days
<b>GST ACT</b>					
2020-21	GSTR-3B	April	20/05/2020	27/05/2020	7
		May	20/06/2020	28/07/2020	38
		June	20/07/2020	14/08/2020	25
		July	20/08/2020	27/08/2020	7
		August	20/09/2020	26/09/2020	6
		September	20/10/2020	09/01/2021	81
		October	20/11/2020	11/01/2021	52
		November	20/12/2020	03/02/2021	45
		December	20/01/2021	26/02/2021	37
		January	20/02/2021	26/02/2021	6
2021-22	GSTR-3B	April	20/05/2021	29/06/2021	40
		May	20/06/2021	03/08/2021	44

		June	20/07/2021	25/08/2021	36
		July	20/08/2021	25/08/2021	5
		August	20/09/2021	28/09/2021	8
		September	20/10/2021	28/10/2021	8
		November	20/12/2021	21/12/2021	1
		January	20/02/2022	04/03/2022	12
		February	20/03/2022	28/03/2022	8
2022-23	GSTR-3B	April	20/05/2022	24/05/2022	4
		May	20/06/2022	21/06/2022	1
		November	20/12/2022	27/12/2022	7
<b>TDS Return</b>					
2020-21	Form 24Q	Qtr-2	31/10/2020	13/11/2020	13
		Qtr-4	31/05/2021	23/06/2021	23
	Form 26Q	Qtr-2	31/10/2020	09/11/2020	9
		Qtr-3	31/01/2021	30/04/2021	89
		Qtr-4	31/05/2021	01/07/2021	31
<b>EPF/ESIC</b>					
2020-21	PF	May-20	15/06/2020	21/06/2020	6
		June – 20	15/07/2020	29/07/2020	14
		August – 20	15/09/2020	30/09/2020	15
		September- 20	15/10/2020	30/10/2020	15
		November – 20	15/12/2020	30/12/2020	15
		December-20	15/01/2021	03/02/2021	19
		February-21	15/03/2021	16/03/2021	1
2021-22	PF	May-21	15/06/2021	16/06/2021	1
2022-23	PF	June-22	15/07/2022	14/09/2022	61
		July-22	15/08/2022	14/09/2022	30
2020-21	ESIC	June -20	15/07/2020	22/07/2020	7
		August -20	15/09/2020	30/09/2020	15
		September- 20	15/10/2020	30/10/2020	15
		October-20	15/11/2020	16/11/2020	1
		November-20	15/12/2020	29/12/2020	14
		December-20	15/01/2021	16/01/2021	1
2022-23	ESIC	April-22	15/05/2022	31/05/2022	16
		May-22	15/06/2022	14/12/2022	182
		June-22	15/07/2022	14/12/2022	152
		July-22	15/08/2022	14/12/2022	121
		August-22	15/09/2022	14/12/2022	90
		September-22	15/10/2022	14/12/2022	60
		December-22	15/01/2023	18/01/2023	3

No show cause notice in respect to the above has been received by our company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same.

It cannot be assured, that there will not be such instance in the future, or our company will not commit any further delays or defaults in relation to its statutory filing requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our financial results and operational position.

**15. Our Company may incur penalties or liabilities for non-compliances with certain provisions of the Companies Act and other applicable laws in the last three Years.**

Our Company may incur penalties or liabilities for non-compliance with certain provisions including lapsed/ made delay in certain filings and/or erroneous filing/ non-filing of e-forms under Companies Act 2013 and other laws applicable to it in the past years. Such non-compliances/delay Compliances/erroneous filing/ Non-Filing/ Non-Registration may incur the penalties or liabilities which may affect the results of operations and financial conditions.

Following is the list of Forms filed with ROC for which the company has paid late filing fees/Penalties:

Sr. No.	Financial Year	Form	Date of filing	Reason of Revised filing	Additional fees for revised/late filing (Rs.)
1.	2019-2020	AOC-4	08/12/2021	Delay In Filing	30,700
2.	2019-2020	MGT-7A	08/12/2021	Delay In Filing	27,600
3.	2021-2022	AOC-4	22/09/2023	Delay In Filing	32,800
4.	2021-2022	AOC-4 CFS	25/09/2023	Delay In Filing	33,100
5.	2021-2022	MGT-7A	25/09/2023	Delay In Filing	30,000
6.	2022-23	AOC-4 CFS	08/03/2024	Delay In Filing	13,100
7.	2022-23	MGT-7	08/03/2024	Delay In Filing	10,000

No show cause notice in respect to the above has been received by our company till date and no penalty or fine has been imposed by any regulatory authority in respect to the same. It cannot be assured, that there will not be such instance in the future, or our company will not commit any further delays or defaults in relation to its reporting requirements, or any penalty or fine will not be imposed by any regulatory authority in respect to the same. The happening of such event may cause a material effect on our financial results and operational position.

**16. We are required to maintain certain approvals and licenses required in the ordinary course of business and the failure to obtain or renew them in a timely manner or at all may adversely affect our operations.**

Our Company's business is subject to government regulations and we require certain approvals, licenses, registrations and permissions for operating our business, some of which might have expired and for which we may have either made or are in the process of making an application for obtaining the approval or its renewal. In addition, we may not be in compliance with certain conditions prescribed by such approvals or licenses. Our failure to obtain such licenses and approvals and comply with the applicable laws and regulations could lead to imposition of sanctions by the relevant authorities, including penalties. For further details, please refer to chapter titled "Government and Other Approvals" on page 217.

Further, renewal applications for approvals, licenses, registrations and permissions for operating our business need to be made within certain timeframes. While we have made fresh applications for few approvals and licenses, we cannot assure you that we will receive these approvals in a timely manner or at all. Further, in future we will be required to apply for the renewal of approvals and permits for our business operations to continue. If we are unable to make applications and renew or obtain necessary permits, licenses and approvals on acceptable terms, in a timely manner or at all, we may be required to face consequences due to which our business operations may be adversely affected.

**17. *As of now, our company has not conducted independent Information Technologies Audit (IT Audit) from any certified IT Auditor. Non-adherence of such audit could create threat on our corporate assets and data integrity.***

As of now, our company has not conducted independent Information Technologies Audit (IT Audit) from any certified IT Auditor. Currently, our company has no policy of conducting IT audit. However, in order to establish safeguard of assets, maintaining data integrity and allowing organizational goals to be achieved effectively and using resources efficiently, it is advisable to conduct the audit. It helps to determine whether IT controls protect corporate assets, ensure data integrity and are aligned with the business's overall goals. IT auditors examine not only physical security controls, but also overall business and financial controls that involve information technology systems. Our management is planning to adopt such policy of introducing such types of audits in our company.

However, non-adherence of adoption of such audit and our inability to adopt such measures in future could cause loss of data which would emanate financial as well as business reputation loss.

The company is in process to approach certain professionals and take such measures to safeguard the IT infrastructure of company. In coming future, company is also planning to develop in house.

**18. *Our profitability, business and commercial success is significantly dependent on our ability to successfully anticipate the industry and client requirements and utilize our resources to enhance and develop our services that efficiently cater to our client's specific requirements in a timely manner. Any failure on our part to do so, may have an impact on our services, which could have an adverse effect on our revenue, reputation, financial conditions, results of operations and cash flows.***

The industry in which our Company operates is characterized by swift technological changes and dynamic sector standards, as well as continuously evolving client needs, requirements, and preferences. The commercial success of our Company is majorly reliant, on our ability to anticipate, adapt, and respond efficiently to these changes in a timely and an economic manner.

Additionally, as our clients' technologies, business and operations and requirements grow more complex, we expect them to face a fresh set of challenges. We are engaged in the business of providing technological and digital solutions to our clients operating in various industries according to their specific needs and in order to do the same we are dependent on our research and development team ("**R&D Team**") to continuously improve our existing services portfolio and develop digital solutions which make their use easier as well as time and cost effective. The success of any improvement of our existing offerings or the deployment of new offerings depends on several factors, including the timely completion and client acceptance of our offerings. Any enhancement to our existing offerings or new offerings that we develop and introduce involves significant commitment of time and resources and is subject to a number of risks and challenges including:

- ensuring the timely deployment of new offerings and features;
- adapting to emerging and evolving industry standards, technological developments by our



competitors and changing client requirements;

- operating effectively with existing or newly-introduced technologies, systems, or applications of our existing and prospective clients;
- resolving defects, errors or bugs in our services;

Investing in R&D, developing new solutions and enhancing existing solutions is an expensive and time-consuming activity, and there is no assurance that the outcome of such investment will result in new marketable solutions or enhancements to the existing solutions our Company, cost savings or other expected benefits. Further, if we fail or are perceived to fail to respond to the rapidly changing needs of our end-users by developing upgraded solutions and introducing them on a timely basis, our competitive position, reputation and business prospects could be harmed.


**19. The average cost of acquisition of Equity shares by our Promoters is lower than the Issue price.**

Our Promoter's average cost of acquisition of Equity shares in our Company is lower than the Issue Price of Equity shares as given below:

Sr. No.	Name of Promoters	No. of Equity Shares held	Average Cost of Acquisition per equity share (in ₹) *
1.	Mrs. Ronak Sachin Gajjar	39,99,975	0.02
2.	Mr. Sachhin Kishorbhai Gajjaer	10,00,000	0.02

*\*Note: The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire Shares and Shares allotted to them and as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.*

**20. The Logo used by our Company is currently under process of registration under Trade Marks Act, 1999. Failure to protect our intellectual property rights may adversely affect our competitive business position, financial condition and profitability.**

Presently, our Company is  using logo and we have applied for registration of the same under the Trade Marks Act, 1999. The trademark is not granted/approved as on date and we do not enjoy the statutory provisions that are accorded to a registered trademark. The use of our logo by third parties could adversely affect our reputation, which could in turn adversely affect our business and results of operations. There can be no assurance that our trademark application will be approved. Third parties may also oppose our trademark applications, or otherwise challenge our use of the logo. In the event that our logo is successfully challenged, we could be forced to rebrand our products, which could result in loss of brand recognition, and could require us to devote resources advertising and marketing new brand.

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

As of Financial Year ended on March 31<sup>st</sup>, 2023, we have entered into several related party transactions with our Promoters, individuals and entities forming a part of our promoter group relating to our operations. In addition, we have in the past also entered into transactions with other related parties. For further details, please refer to the chapter titled "Restated Consolidated Financial Information"–Notes to Financial Information- Note 28 - Related Party Transactions" beginning at page no. 164 of Draft Prospectus of Sattrix Information Security Limited. While we believe that all our related party transactions have been conducted on an arm's length basis, we cannot assure you that we may not have achieved more favourable terms had such transactions been entered into with unrelated parties. The related party transactions are conducted on arm's length basis are in compliance with the provisions of Companies Act 2013 and other applicable laws. There can be no assurance that such transactions, individually or taken together, will not have an adverse effect

on our business, prospects, results of operations and financial condition, including because of potential conflicts of interest or otherwise. In addition, our business and growth prospects may decline if we cannot benefit from our relationships with them in the future.

- 22. *Our marketing and advertising activities may not be successful in increasing the popularity of our Company among domestic and international clients. If our marketing or advertising initiatives are not effective, this may affect the popularity of our Company.***

Our Company undertakes certain marketing and advertising initiatives with the purpose of increasing the visibility of our Company and we also have an in-house marketing team. Further, our revenues are influenced by marketing and advertising of our services through various means. We rely to a large extent on our management's experience in defining our marketing and advertising activities. If senior management leads us to adopt unsuccessful marketing and advertising activities or initiatives, we may fail to attract and engage new clients. If our marketing and advertising activities are unsuccessful, our results of operations could be materially adversely affected. In addition, increased spending by our competitors on advertising and promotion could adversely affect our results of operations and financial condition. Moreover, a material decrease in our funds earmarked for advertising or an ineffective advertising campaign relative to that of our competitors, could also adversely affect our business.

- 23. *We operate in an evolving industry, which makes it difficult to evaluate our future prospects and may increase the risk that we will not continue to be successful in cyber-security and digital transformation solutions. If we are not successful, it could materially adversely affect our business, reputation and cash flows.***

The technology services industry is competitive and continuously evolving, subject to rapidly changing demands and constant technological developments. As a result, success and performance metrics are difficult to predict and measure in our industry.

As services and technologies are rapidly evolving and each company within the industry can vary greatly in terms of the services it provides, its business model, and its results of operations, it can be difficult to predict how any company's services, including ours, will be received in the market. While businesses have been incurring significant expenditure in the past to adopt emerging technologies and related technological trends, there can be no assurance that they will continue to do so in the future.

Our revenues, operating results and profitability have varied in the past and are likely to vary in the future. Factors that are likely to cause these variations include:

- a. the accuracy of estimates of resources, time and fees required to complete fixed-price contracts and costs incurred in the performance of each contract;
- b. changes in pricing in response to client demand and competitive pressures;
- c. the business decisions of our clients regarding the use of our services;
- d. the number, timing, scope and contractual terms of services for which we are engaged;
- e. delays in project commencement or staffing delays due to difficulty in assigning appropriately skilled or experienced IT professionals;
- f. the ability to further grow revenues from existing clients;
- g. employee wage levels and increases in compensation costs, including timing of promotions and annual pay increases;

- h. unanticipated contract or project terminations;
- i. the timing of collection of accounts receivable; and
- j. general economic conditions.

Our future profits may vary substantially from those of other companies and those we have achieved in the past. One or any combination of the above factors may cause our clients' demand for our services to decline as a result of which our business may suffer and our results of operations, financial condition, and cash flows may be adversely affected.

- 24. *Our sales cycles can be long and unpredictable, and our sales efforts require considerable time and expense. As a result, our sales, billings and revenue are difficult to predict and may vary from period to period.***

Due to the resource intensive nature of our sales efforts, the length and variability of our sales cycle and the short-term difficulty in adjusting our operating expenses, our results of operations may fluctuate. The length of our sales cycle, from proof of concept to delivery of and payment for our solutions, is typically a few months and may extend for longer durations in certain circumstances. As the length of time required to close a sale varies substantially from client to client, it is difficult to predict exactly when, or even if, we will make a sale with a potential client. In addition, as most of our clients typically allocate their IT budgets in the second half of the Fiscal year, we record an increase in revenue from contracts with customers in the fourth quarter (January to March). The loss or delay of payment in relation to one or more of these large transactions in a quarter could impact our results of operations for that quarter and any future quarters for which revenue from that transaction is delayed. As a result of such fluctuations, our sales and results of operations may vary by fiscal quarter, and the sales and results of operations of any given fiscal quarter may not be relied upon as indicators of the sales or results of operations of other fiscal quarters or of our future performance.

- 25. *We do not have any single software to check cost and benefit of our human resources & to manage our day-to-day business activities such as accounting, procurement, project management, risk management and compliance, and supply chain operations. Failure to manage our resources could have an adverse effect on our sales, profitability, cash flow and liquidity.***

The results of operations of our business are dependent on our ability to effectively manage our operations and clients. Each employee is dedicatedly providing services to our clients. Manually, it is not possible to allocate cost, time and expense of each employee incurred on a particular client. Thus, this creates various challenges in invoicing charging the correct price of our services offered for our time allocation to that particular client. Having a single software which can have a check on cost incurred by us and benefits arose to the client can help us to effectively establish a cost and benefit system of our human resource, which will reduce duplication of work and over spending of our cost.

Due to lack of such a software any human error can cause a huge amount of data loss or financial loss or business loss or can even put our client's data at risk.

- 26. *Our Company has not entered into any formal binding contracts with our clients and we may not have any firm arrangements which govern the provision of services of our Company. In the event our clients choose not to source their requirements by engaging us, our business, profitability and results of operations may be adversely affected.***

We do not have long-term agreements with all our clients and instead rely on orders and intermediate invoices which govern the terms of provision of our services and solutions. Many of the orders we receive

from our clients may specify a price, delivery schedule and invoice generation timelines and other miscellaneous terms and conditions. Upon receipt of such orders from our clients we provide them with quotations. However, as there are no formal binding contracts governing the arrangement between our Company and our clients, such orders may be cancelled or modified prior to their execution, and should such a modification, cancellation or termination take place against our interest, it may impact our profitability. Further, we do not usually have exclusivity arrangements with our clients. Consequently, there is no commitment on the part of the clients to continue to engage us and as a result, our revenues from period to period may fluctuate significantly due to the changes in our client's preferences and any subsequent modification, cancellation or termination of the orders places with us and we may be unable to procure repeat orders from our clients.

Additionally, due to the nature of the industry in which we operate, our clients have high and rigorous standards for quality as well as delivery schedules. Any failure to meet our client's expectations could result in the cancellation or non-renewal of orders. There are also a number of factors, other than our performance that could cause the loss of a client. Clients may demand price reductions, set-off any payment obligations, require indemnification for themselves or their affiliates, any of which may have an adverse effect on our business, financial condition, results of operations and future prospects.

**27. *Any delays and/or defaults in client payments could result in increase of working capital investment and/or reduction of our Company's profits, thereby affecting our operation and financial condition.***

Our Company in its usual course of business charges 10-25% of the total project cost as advance fees/ upfront fees. Further, our Company also generates intermediate invoices at different stages on a milestone basis of the project which the clients have to honor. Considering the same, we might be exposed to payment delays and/or defaults by our clients. Our financial position and financial performance is dependent on the creditworthiness of our clients. Such delays in payments may require our Company to make a working capital investment for continuance of operations. We cannot assure you that payments from all or any of our clients will be received in a timely manner or to that extent will be received at all. If a client defaults in making its payments on an order or project on which our Company has devoted significant resources, or if an order or project in which our Company has invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our Company's results of operations and financial condition. There is no guarantee or assurance on the timeliness of all or any part of our clients' payments and whether they will be able to fulfil their obligations, which may arise from their financial difficulties, deterioration in their business performance, or a downturn in the global economy. If such events or circumstances occur, our financial performance and our operating cash flows may be adversely affected.

**28. *We have obtained various quality certifications for our services. Our inability to renew such accreditations in a timely manner may have an adverse impact on our business.***

Our Company is an ISO 9001:2015, ISO 27001:2013 and ISO/IEC 27001 certified company for providing services of Vulnerability Assessment, Professional Services & Consulting, Managed Infrastructure, Penetration Testing, Network Security. For further information in relation to our quality certification, please refer to chapter titled "Our Business" on page 113. In the event we are unable to renew our certifications in a timely manner, it may have an adverse impact on our business.

**29. *If we fail to maintain an effective system of internal controls, we may not be able to successfully manage or accurately report our financial risk.***

Effective internal controls are necessary for us to prepare reliable financial reports and effectively prevent and detect any frauds or misuse of funds. Moreover, any internal controls that we may implement, or our level of compliance with such controls, may decline over time. There can be no assurance that additional

deficiencies or lacks in our internal controls will not arise in the future, or that we will be able to implement and continue to maintain adequate measures to rectify or mitigate any such deficiencies of lacks in our internal controls. If internal control weaknesses are identified in a delayed manner, our actions may not be sufficient to correct such internal control weakness. Such instances may also adversely affect our reputation, thereby adversely impacting our business, results of operations and financial condition.

**30. *If we are unable to execute our strategy to increase our sales by engaging new clients and retaining clients at existing levels, our revenue and growth will be adversely affected.***

In order to continue to grow our business, it is pertinent that we continue to engage new clients. Our success in adding new clients depends on numerous factors, including our ability to successfully understand the requirements of our clients and provide exact solution or service which caters and fulfils their needs. It is important to our continued growth and success that we retain our existing clients. Our clients are under no obligation to renew our services or usage of our digital offerings, at the same prices and terms or with the same or a greater number of identities, or at all. Our client retention or our clients' use of our services may decline or fluctuate as a result of number of factors, including our clients' satisfaction with our offerings, our prices and pricing plans, reductions in our clients' spending levels etc.

Our ability to increase sales to existing clients depends on several factors, including their experience with implementing our offerings and using our platform and the existing offerings they are using. We may not be able to accurately predict renewals and retention rate given the diversity of our client base, the size of our industry, and geography. If we are unable to successfully acquire new clients, retain our existing clients, or expand sales to existing clients, our business, financial condition, and results of operations could be adversely affected.

**31. *We are dependent on our Individual Promoters and our management team and the loss of, or our inability to hire, retain, train, and motivate qualified personnel could adversely affect our business, results of operations and financial condition.***

Our ability to compete in this highly competitive industry depends upon our ability to attract, motivate, and retain qualified personnel. We are significantly dependent on the continued contributions and client relationships of our management and on our senior leadership led by our Individual Promoters, management team and key managerial personnel. The loss of the services of our key personnel and any of our other executive officers, and our inability to find suitable replacements, could result in a decline in sales, delays in product development, and harm to our business and operations.

At times, we have experienced, and we may continue to experience, difficulty in hiring and retaining personnel with appropriate qualifications, and we may not be able to fill positions in a timely manner or at all or may need to implement measures such as salary cuts due to external reasons. As of seven months period ended October 31, 2023, we had 145 permanent employees. We cannot guarantee that we will be able to recruit and retain qualified and capable employees.

We may incur significant costs to attract and recruit skilled personnel, and we may lose new personnel to our competitors or other technology companies before we realize the benefit of our investment in recruiting and training them. If we fail to attract new personnel or fail to retain and motivate our current personnel who are capable of meeting our growing technical, operational, and managerial requirements on a timely basis or at all, our business may be harmed.

32. *If our solutions fail to deliver or perform because of any defects, delays or problems of similar nature, and if we are not able to develop enhancements to solve any of the problems, we could lose clients, become subject to service performance claims or incur significant costs.*

The digital solutions that our clients request us to provide are of a complex nature and may contain design inadequacies, defects, errors or bugs that could be difficult to detect and correct. Any real or perceived defects, errors, failures, bugs or vulnerabilities could result in negative publicity, retention issues, performance issues and client terminations and may impair our ability to engage clients for our solutions and services in the future. Some errors, bugs or vulnerabilities inherently may be difficult to detect and may only be discovered after code has been released for external or internal use. Our Company prior to delivering the solutions to our clients, conducts tests of the solutions in order to identify and resolve any bugs, defects or errors but there is no guarantee that such tests will produce the desired results. Further, the costs incurred in correcting any defects in our solutions may be substantial and could adversely affect our results of operations and the efficacy of our digital solutions and services. For example, we may need to expend significant financial and development resources to analyse, correct, eliminate, or work around errors or defects or to address and eliminate vulnerabilities.

Although we continually test our solutions for defects and work with clients to identify and correct errors, we have sometimes identified defects or errors which have occurred in our solutions or are likely to occur again in the future.

33. *We face significant amount competition from established as well as new businesses offering cyber security solutions and other similar services offered by us which may have a negative effect on our ability to engage new clients, retain existing clients and grow our business.*

The industry in which our Company operates is highly competitive in nature, and we expect competition to increase in the future from established competitors as well as new market entrants. These companies may have significant recognition, substantial resources and existing infrastructures and powerful economies of scale and scope, which allow them to rapidly develop and deploy new solutions. Many of our existing competitors have, and some of our potential competitors could have, substantial competitive advantages such as greater recognition and brand awareness, longer operating histories, larger client bases, larger sales and marketing budgets and resources, broader distribution and established relationships with partners and clients, greater professional services and client support resources and more mature intellectual property portfolios, and substantially greater financial, technical and other resources. Certain of our competitors may also have greater ease of implementation of their products with clients in our industry, as well as flexibility and scale. Additionally, certain of our large-scale competitors have considerably broader offerings and they may leverage their relationships based on other services they offer or incorporate functionality into existing products to gain business in a manner that discourages users from engaging us.

Further, some of our competitors may enter into new alliances with each other or may establish or strengthen cooperative relationships with each other. Any such consolidation, acquisition, alliance, or cooperative relationship could result in pricing pressure and loss of our industry share and could result in a competitor having higher financial, technical, marketing, service, and other resources, all of which may harm our ability to compete effectively. Any inability to meet and address the foregoing could adversely affect our business, financial condition, and results of operations.

**34. Our Statutory Auditors have included a modification in the Audit Report on the special Purpose Consolidated Financial Statement for the financial year ended on March 31, 2023.**

The Statutory Auditors of the Company have included a modification in the Audit Report on the special Purpose Consolidated Financial Statement for the financial year ended on March 31, 2023, wherein its mentioned that: -

- (a) *The company has incurred certain expenditure to the tune of Rs. 16.32 Lakhs towards training and development of it's technical employees and recognised the same as Intangible Assets under development. However, such expenditure does not meet the recognition principles of Intangible Assets as per the provision of Accounting Standard 26 "Intangible Assets" and should have been expensed out in the statement of profit and loss in the year in which it is incurred.*

*Due to such accounting treatment the profit for the year and Intangible Assets under development has been increased by Rs. 16.32 Lakhs.*

- (b) *The company has given interest free unsecured loan to a body corporate which is in contravention with the provisions of section 186 of the Companies Act, 2013, primarily in terms of it being interest free. Had the company recognised interest at the bare minimum rate, prescribed in proviso 7 to Section 185 of the Companies Act, 2013, interest income to the tune of Rs. 28.32 Lakhs in Financial Year 2022-23 would have been recognised.*

*Due to such, the profit for the year and Interest Accrued is reduced by Rs. 28.32 Lakhs.*

- (c) *The company has, till date, not recorded the gratuity liability on actuarial basis which is not in accordance with the requirement of Accounting Standard 15 'Employee Benefits'.*

*Due to such, the profit for the year is reduced by Rs. 12.78 Lakhs/-.*

- (d) *During the year the holding company has not correctly consolidated its subsidiary companies due to which the retained earnings of the group is under stated by Rs. 12.27 Lakhs.*

The Peer review Auditors has further reported that the restated consolidated financial information has been made after giving effect to the matter(s) giving rise to modifications in respect of the above matter in restatement consolidated financial statement.

For further details, kindly refer section titled "Financial Information of the Company" beginning on Page 164 of this Draft Prospectus.

**35. We have experienced negative operating cash flows in the past. Any operating losses or negative cash flows in the future could adversely affect our results of operations and financial conditions.**

As per our Restated Financial Statements, our cash flows from operating activities are as set out below: -  
(₹ in Lakhs)

Particulars	For The Year Ended 31 <sup>st</sup> March,			
	31 <sup>st</sup> Oct, 2023 (Consolidated)	2023 (Consolidated)	2022 (Consolidated)	2021 (Consolidated)
<b>Net cash from operating activities (A)</b>	362.67	252.16	(146.31)	229.54

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. Any operating losses or negative cash flows could adversely affect our results of operations and financial conditions. If we are not able to generate sufficient cash flows, it may adversely affect our business and financial operations. Further, the company is having positive cash accrual for the Fiscal 2022 of Rs.246.44 (Cash Accrual is calculated as Profit after Tax plus Depreciation & Amortization). For further details regarding cash flow please refer chapter titled "MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS" beginning on Page no.201.

**36. *Our Company's performance in the past may not be an indicative factor for our Company's future growth or performance.***

We have experienced and may continue to experience, rapid growth and organizational change, which has placed, and may continue to place, significant demands on our management, operational and financial resources. In addition, we have international clients, from various countries. We plan to continue to expand our international operations into other countries in the future, which will place additional demands on our resources and operations. We may need to scale and adapt our operational, financial and management controls further, as well as our reporting systems and procedures to manage this complexity and our increased responsibilities as a public listed company. This will require us to invest in and commit significant financial, operational and management resources to grow and change in these areas without undermining the corporate culture that has been critical to our growth so far. These investments will require significant expenditures, and any investments we make will occur in advance of the benefits from such investments, making it difficult to determine in a timely manner if we are efficiently allocating our resources. If we do not achieve the benefits anticipated from these investments, or if the achievement of these benefits is delayed, or if we are unable to achieve a high level of efficiency as our organization grows, in a manner that preserves the key aspects of our culture, our business, results of operations and financial condition may be adversely affected.

**37. *Maintaining our Company image and reputation among existing and potential clients is critical to our success, and any failure to do so could damage our reputation and brand.***

Since many of our specific clients' engagements involve highly tailored solutions, our corporate reputation is a vital factor in our clients' and potential clients' determination of whether to continue engaging us or hire us for prospective services. We believe that our Company and brand name and reputation are important corporate assets that help distinguish our services from those of our competitors and also contribute to our efforts to recruit and retain talented professionals.

However, our corporate reputation is susceptible to damage by various factors such as actions or statements made by current or former employees or clients, competitors in legal proceedings, as well as members of the investment community and the media. There is a risk that negative information about our Company, even if based on false rumours or misunderstandings, could adversely affect our business. Any negative news relating to us might also affect our reputation, goodwill and brand value. In particular, damage to our reputation could be difficult and time-consuming to repair, especially due to the competitiveness in our industry, which could make potential or existing clients reluctant to select us for new engagements, resulting in a loss of business, and could adversely affect our employee recruitment and retention efforts. Damage to our reputation could also reduce the value and effectiveness of our brand name, could reduce investor confidence in us, affect the price of our Equity Shares and adversely affect our ability to grow our business and our results of operations and financial condition.

**38. *Our Company may experience challenges with respect to labour relations, our overall operating costs and profitability could be adversely affected and our reputation could be harmed.***

While our Company always endeavours to maintain good and healthy relations with the employees, any work disruptions or collective labour actions may have an adverse impact on our business and operations. Whilst our employees are not currently affiliated with labour unions, they may obtain membership of such unions in the future, including such that specifically cater to the IT/ITeS sector, like the Karnataka State IT/ITeS Employees Union ("KITU") in Bengaluru and the All India IT and ITES Employees' Union ("AIITEU") in Kolkata (affiliated to the Centre of Indian Trade Unions ("CITU")). If we fail to maintain good relations with employees we could suffer a strike, work stoppage or other form of labour disruption. Even though till date we have not witnessed any of such adverse circumstances with



respect to employee or labour disputes, any of the foregoing could harm our reputation and adversely affect our business, financial condition and results of operations.

**39. *If we are unable to continue to innovate or if we fail to adapt to changes in our industry, our business, financial condition, cash flows and results of operations would be adversely affected.***

Our Company's future success will depend on our ability to adapt and innovate to dynamic industry and market aspects. To attract new clients and increase revenue from our existing clients, we will need to enhance and improve our existing services and solution. Enhancements and new solutions that we develop may not be introduced in a timely or cost-effective manner, may contain errors, defects or bugs. We have in the past experienced delays in our internally planned release dates of new solutions and services and there can be no assurance that any of these developments or enhancements will be released according to schedule.

An inability to recognize and incorporate evolving technology for the improvement of our solutions or services, whether due to technology capability or capital constraints could also have a significant adverse impact on our business and competitive advantage. If we are unable to respond in a timely, user-friendly and cost-effective manner to these rapid technological developments, or successfully adopt such advancements and deploy it profitably, our services and solutions may become less marketable and less competitive or obsolete, and our business, results of operations and financial condition may be adversely affected.

**40. *Any variation in the utilization of the Net Proceeds would be subject to certain compliance requirements, including prior shareholders' approval.***

We propose to utilize the Net Proceeds towards the objects of the Company as mentioned in chapter titled "*Objects of the Issue*" beginning on page 77. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to meet any other expenditure or fund any exigencies arising out of competitive environment, business conditions, economic conditions or other factors beyond our control. In accordance with Sections 13(8) and 27 of the Companies Act, 2013, we cannot undertake any variation in the utilization of the Net Proceeds without obtaining the shareholders' approval through a special resolution. In the event of any such circumstances that require us to undertake variation in the disclosed utilization of the Net Proceeds, we may not be able to obtain the shareholders' approval in a timely manner, or at all. Any delay or inability in obtaining such shareholders' approval may adversely affect our business or operations.

Further, our Promoters would be liable to provide an exit opportunity to shareholders who do not agree with our proposal to change the objects of the Issue or vary the terms of such contracts, at a price and manner as prescribed by SEBI. Additionally, the requirement of our Promoters to provide an exit opportunity to such dissenting shareholders may deter the Promoters from agreeing to the variation of the proposed utilisation of the Net Proceeds, even if such variation is in the interest of our Company. Further, we cannot assure you that the Promoters or the controlling shareholders of our Company will have adequate resources at their disposal at all times to enable them to provide an exit opportunity at the price prescribed by SEBI.

**41. *An inability to maintain adequate insurance cover in connection with our business may adversely affect our operations and profitability.***

We have obtained a number of insurance policies in connection with our operations as given in chapter titled "*Our Business – Insurance*" on page 113. While we are of the opinion that the insurance coverage which our Company maintains would be reasonably adequate to cover the normal risks associated with the operations of our business, we cannot assure you that any claim under the insurance policies

maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all our losses. Our Company's insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. In addition, our insurance coverage expires from time to time. We apply for the renewal of our insurance coverage in the normal course of our business, but we cannot assure you that such renewals will be granted in a timely manner, at acceptable cost or at all. To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage or where our insurance claims are rejected, the loss would have to be borne by us and our results of operations, cash flows and financial condition may be adversely affected.

- 42. *We have not made any alternate arrangements in order to meet our capital requirements for the Objects of the Issue. Additionally, we have not identified any alternate source of financing the 'Objects of the Issue'. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

As on date, our Company has not made any alternate arrangements for meeting the capital requirements for the Objects of the Issue. We are a debt free company and we meet our capital requirements through our internal accruals. Any shortfall in the same and our inability to raise debt in future would result in us being unable to meet our capital requirements, which in turn will negatively affect our financial condition and results of operations. Further, we have not identified any alternate source of funding and hence any failure or delay on our part to raise money from this Issue or any shortfall in the Issue proceeds may delay the implementation schedule and could adversely affect our growth plans. For further details, please refer to the chapter titled "Objects of the Issue" on page 77 of the Draft Prospectus.

- 43. *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. Our business is working capital intensive and declaration of dividend will depend upon financial performance of our Company at the time of declaration. We may be unable to pay dividends in the near or medium term, and our future dividend policy will depend on our capital requirements and financing arrangements (if any) in respect of our operations, financial condition and results of operations. Our Company has not declared dividends in the past and there can be no assurance that our Company will declare dividends in the future. For further details, please refer to the chapter titled "Dividend Policy" on pages 163 of the Draft Prospectus.

- 44. *Industry information included in the Draft Prospectus has been derived from an industry report from various websites. The reliability on the forecasts of the reports could be incorrect and would significantly impact our operations.***

We have relied on the reports of certain independent third party for purposes of inclusion of such information in this Draft Prospectus. These reports are subject to various limitations and based upon certain assumptions that are subjective in nature. We have not independently verified data from such industry reports and other sources. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same

basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ materially from those included in this Draft Prospectus.

- 45. *Our Company's future funding requirements, in the form of further issue of capital or other securities and/or loans that might be availed by us, may turn out to be prejudicial to the interest of the shareholders depending upon the terms and conditions on which they are raised.***

We may require additional capital from time to time depending on our business needs. Any further issue of Equity Shares or convertible securities would dilute the shareholding of the existing shareholders and such issuance may be done on terms and conditions, which may not be favourable to the then existing shareholders. If such funds are raised in the form of loans or debt or preference shares, then it may substantially increase our fixed interest/dividend burden and decrease our cash flows, thus adversely affecting our business, results of operations and financial condition.

- 46. *We may not be able to sustain effective implementation of our business and growth strategies.***

The success of our business will depend greatly on our ability to effectively implement our business and growth strategies. We may not be able to execute our strategies in the future. Further, our growth strategies could place significant demand on our management team and other resources and would require us to continuously develop and improve our operational, financial and other controls, none of which can be assured. Any failure on our part to scale up our infrastructure and management could cause disruptions to our business and could be detrimental to our long term business outlook. Further, we operate in a highly dynamic industry, and on account of changes in market conditions, industry dynamics, technological improvements or changes and any other relevant factors, our growth strategy and plans may undergo changes or modifications, and such changes or modifications may be substantial, and may even include limiting or foregoing growth opportunities if the situation so demands. Our inability to implement our business strategies and sustain our growth may impair our financial growth and thus result in an adverse impact on our Company's share price.

- 47. *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. 77 of the Draft 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.

- 48. *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 half yearly 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.

## EXTERNAL RISK FACTORS

### **49. *The outbreak and after-effects of COVID-19, or outbreak of any other severe communicable disease could have a potential impact on our business, financial condition, cash flows and results of operations.***

The outbreak, of any severe communicable disease, as seen in the recent outbreak and aftermath of COVID-19, could materially and adversely affect business sentiment and environment across industries. In addition, our revenue and profitability could be impacted to the extent that a natural disaster, health epidemic or other outbreak harms the Indian and global economy in general. The outbreak of COVID-19 has resulted in authorities implementing several measures such as travel bans and restrictions, quarantines, shelter in place orders, and lockdowns. These measures have impacted and may further impact our workforce and operations and also the operations of our clients. A rapid increase in severe cases and deaths where measures taken by governments fail or are lifted prematurely, may cause significant economic disruption in India and in the rest of the world. The scope, duration and frequency of such measures and the adverse effects of COVID-19 remain uncertain and could be severe.

During the lockdown period in response to the COVID-19 pandemic, our Company had certain interim measures in place to ensure business and operational continuity. Our employees worked remotely. However, certain of our operations are dependent on various information technology systems and applications which may not be adequately supported by a robust business continuity plan, which could impact our business in the event of a disaster of any nature. Although we continue to devote resources and management focus, there can be no assurance that these programs will operate effectively.

### **50. *Natural disasters, epidemics, pandemics, acts of war, terrorist attacks and other events could materially and adversely affect our business and profitability.***

Natural disasters (such as earthquakes, fire, typhoons, cyclones, hurricanes and floods), pandemics, epidemics, strikes, civil unrest, terrorist attacks and other events, which are beyond our control, may lead to global or regional economic instability, which may in turn materially and adversely affect our business, financial condition, cash flows and results of operations. Any of these occurrences could cause severe disruptions to our daily operations and may warrant a temporary closure of our facilities. Such closures may disrupt our business operations and adversely affect our results of operations. Our operation could also be disrupted if our clients are affected by such natural disasters or epidemics. An outbreak or epidemic, such as SARS, the H1N1 and H5N1 viruses or COVID-19 could cause general consumption or the demand for various products to decline, which could result in reduced demand for our services. Such an outbreak or epidemic may significantly interrupt our business operations as health or governmental authorities may impose quarantine and inspection measures on us or our clients.

Moreover, certain regions in India have witnessed terrorist attacks and civil disturbances and it is possible that future terrorist attacks or civil unrest, as well as other adverse social, economic and political events in India could have a negative effect on us. Transportation facilities, including vehicles, can be targets of terrorist attacks, which could lead to, among other things, increased insurance and security costs. Regional and global political or military tensions or conflicts, strained or altered foreign relations, protectionism and acts of war or the potential for war could also cause damage and disruption to our business, which could materially and adversely affect our business, financial condition, cash flows and results of operations. Such incidents could create the perception that investments in Indian companies involve a higher degree of risk and such perception could adversely affect our business and the price of the Equity Shares.

**51. *Financial instability in other countries may cause increased volatility in Indian and other financial markets.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

**52. *Changing laws, rules and regulations and legal uncertainties in India and other countries may adversely affect our business and financial performance.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax ("GST") regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure. Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the introduction of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST, as it is implemented. The Government has enacted the GAAR which have come into effect from April 1, 2017.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

**53. *Investors outside India subscribing to this Issue may not be able to enforce any judgment of a foreign court against us, except by way of a suit in India.***

Our Company is a limited liability company incorporated under the laws of India. Our Company's assets are located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons in India or to enforce judgments obtained against our Company or such parties outside India. India is not a party to any international treaty in relation to the recognition or enforcement of foreign

judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with a limited number of jurisdictions, including the United Kingdom, Singapore, UAE, and Hong Kong. A judgment from certain specified courts located in a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908, as amended ("Civil Procedure Code"). The United States has not been notified as a reciprocating territory.

In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approvals would be acceptable. Such amount may also be subject to income tax in accordance with applicable law. Consequently, it may not be possible to enforce in an Indian court any judgment obtained in a foreign court, or effect service of process outside of India, against Indian companies, entities, their directors and executive officers and any other parties' resident in India. Additionally, there is no assurance that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner.

**54. *Any adverse change or downgrading in ratings of India may adversely affect our business, results of operations and cash flows.***

Any adverse revisions to India's credit ratings international debt by international rating agencies may adversely affect our ability to raise additional overseas financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our ability to fund our growth on favourable terms or at all, and consequently adversely affect our business and financial performance and the price of our Equity Shares.

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

We are not a listed company and have not been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated by the virtue of being a listed company. As a listed company, we will incur considerable legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company. We will be subject to the listing compliances and reporting requirements to the Stock Exchanges on which equity shares of our Company will be listed, which require us to file audited annual and unaudited quarterly reports with respect to our business and financial condition. If we experience any delays, we may fail to satisfy our reporting obligations and/or we may not be able to readily determine and accordingly report any changes in our results of operations as timely as other listed companies.

**56. *Under Indian legal regime, foreign investors are subject to investment restrictions that limit our Company's ability to attract foreign investors, which may adversely affect the trading price of the Equity Shares. Accordingly, our ability to raise foreign capital may be constrained.***

As a company incorporated in India, we are subject to exchange controls that govern the borrowings in foreign currencies. Further, under applicable foreign exchange regulations in India, transfer of shares between non-residents and residents are freely permitted (subject to compliance with sectoral norms and certain other restrictions), if they comply with the pricing guidelines and reporting requirements specified under applicable laws. If share transfer is not in compliance with such requirements and does not fall under any of the permissible exceptions, then prior approval of the relevant regulatory authority is required. Such regulatory restrictions limit our financing sources and could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness.

## RISK FACTORS RELATED TO EQUITY SHARES

57. *Equity Shares of our Company have never been publicly traded, and after the Issue, the Equity Shares may be subject to price and volume fluctuations, and an active trading market for the Equity Shares may or maynot develop. Further, the Issue Price may not be indicative of the market price of the Equity Shares after the Issue.*

Prior to this Issue of our Company, no public market existed for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Issue. Listing and quotation of Equity Shares does not guarantee that a market for the same will develop, or if developed, the liquidity of such market for the Equity Shares cannot be guaranteed. The Issue Price of the Equity Shares is proposed to be determined through a book building process in compliance with Schedule XIII of the SEBI ICDR and the same may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. The Issue Price will be based on numerous factors, as described in the section “Basis for Issue Price” beginning on page 92. This price may not necessarily be indicative of the market price of our Equity Shares after the Issue is completed. The market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in.

Our Equity Shares are expected to trade on BSE after the Issue, but there can be no assurance that active trading in our Equity Shares will develop after the Issue, or if such trading develops, that it will continue. Investors may not be able to sell our Equity Shares at the quoted price if there is no active trading in our Equity Shares.

58. *Investors may be subject to Indian taxes arising out of income arising on the sale of the Equity Shares.*

Under the present Indian tax laws and regulations, unless specifically exempted, capital gains that arise from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax (“STT”) is levied on and collected by an Indian stock exchange on which equity shares are sold. Any gain realised on the sale of listed equity shares held for more than 12 months, which are sold using any other platform other than on a recognised stock exchange and on which no STT has been paid, are subject to long-term capital gains tax in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of Securities Transaction Tax (“STT”), on the sale of any Equity Shares held for more than 12 months immediately preceding the date of transfer. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realised on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. In cases where the seller is a non-resident, capital gains arising from the sale of the equity shares will be partially or wholly exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions. Generally, Indian tax treaties do not limit India’s ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

**59. *Investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.***

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

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

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

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

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



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

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

**SECTION IV – INTRODUCTION  
THE ISSUE**

**PRESENT ISSUE IN TERMS OF THIS DRAFT PROSPECTUS**

<b>Equity Shares<sup>(1)</sup> : Present Issue of Equity Shares by our Company<sup>(2)</sup></b>	Upto 18,00,000 Equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating ₹ [●] lakhs.
<b>Of which:</b>	
<b>Issue Reserved for the Market Maker</b>	Upto 92,000 equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating ₹ [●] lakhs.
<b>Net Issue to the Public</b>	Upto 17,08,000 equity Shares of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating ₹ [●] lakhs.
	<b>Of Which<sup>(3)</sup>:</b>
	Upto 8,54,000 Equity Shares of ₹ 10 each at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs
	Upto 8,54,000 Equity Shares of ₹ 10 each at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs
<b>Equity Shares outstanding prior to the Issue</b>	50,00,000 Equity Shares
<b>Equity Shares outstanding after the Issue</b>	Upto 68,00,000 Equity Shares
<b>Objects of the Issue</b>	Please see the chapter titled “Objects of the Issue” beginning on page no.77 of this Draft 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. 233 of this Draft Prospectus.

<sup>(2)</sup> The present Issue has been authorized pursuant to a resolution of our Board dated 24<sup>th</sup> January, 2024 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 on 5<sup>th</sup> February, 2024.

<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:

a) Minimum fifty percent to retail individual investors; and

b) Remaining to

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

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

*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. 241 of this Draft Prospectus.*

**SUMMARY OF FINANCIAL INFORMATION**  
**RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES**

(₹ in lakhs)

Particulars	As on 31 <sup>st</sup> Oct 2023 (for 7 months)	As at 31st March,		
		2023	2022	2021
<b>EQUITY AND LIABILITIES</b>				
<b>1.Shareholder's fund</b>				
a) Equity Share Capital	500.00	1.00	1.00	1.00
b) Reserves and surplus	912.82	1,193.02	775.51	556.12
<b>Total Shareholders Fund (1)</b>	<b>1,412.82</b>	<b>1,194.02</b>	<b>776.51</b>	<b>557.12</b>
<b>2.Non-current liabilities</b>				
a) Long Term Borrowings	18.10	0.21	2.59	4.76
b) Deferred tax liabilities (Net)	-	-	-	-
c) Long term provisions	14.96	12.67	9.09	7.59
<b>Total (2)</b>	<b>33.07</b>	<b>12.88</b>	<b>11.68</b>	<b>12.35</b>
<b>3.Current liabilities</b>				
a) Short term Borrowings	8.65	194.34	233.29	39.78
b) Trade payables	-	-	-	-
i) Due to MSME	-	-	-	-
ii) Due to Others	598.73	939.96	288.76	210.49
c) Short-term provisions	20.42	18.14	18.73	15.51
d) Other Current Liabilities	140.07	207.71	120.11	115.08
<b>Total (3)</b>	<b>767.87</b>	<b>1,360.16</b>	<b>660.88</b>	<b>380.85</b>
<b>TOTAL (1+2+3)</b>	<b>2,213.76</b>	<b>2,567.06</b>	<b>1,449.07</b>	<b>950.32</b>
<b>ASSETS</b>				
<b>1.Non - Current Assets</b>				
a) Property, Plant & Equipment	150.35	127.93	137.71	107.14
i.) Tangible assets				
ii) Intangible assets	1.13	1.81	2.99	1.04
iii) Intangible Assets under development	284.25	125.70	-	-
iv) Not Put to use	-	-	-	-
b) Non-Current Investment	-	-	-	-
c) Deferred Tax Assets (net)	3.37	6.93	3.23	4.20
d) Long Term Loans & Advances	64.73	70.74	129.57	138.10
e) Other Non-Current Assets	13.20	2.12	2.12	2.12
<b>Total (1)</b>	<b>517.03</b>	<b>335.23</b>	<b>275.61</b>	<b>252.60</b>
<b>2.Current Assets</b>				
a) Inventories	-	-	-	-
b) Current Investment	-	-	-	-
c) Trade Receivables	817.84	1,543.42	656.08	416.10
d) Cash and Cash equivalents	157.27	154.07	66.68	83.53
e) Short-term loans and advances	484.07	421.58	377.27	169.72
f) Other Current Assets	237.55	112.76	73.44	28.38
<b>Total (2)</b>	<b>1,696.73</b>	<b>2,231.83</b>	<b>1,173.46</b>	<b>697.72</b>
<b>TOTAL (1+2)</b>	<b>2,213.76</b>	<b>2,567.06</b>	<b>1,449.07</b>	<b>950.32</b>

**RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS ACCOUNT**
*(₹ in lakhs)*

Particulars	For the period ended on 31 <sup>st</sup> Oct 2023 (for 7 months)	For the year ended 31st March,		
		2023	2022	2021
<b>INCOME:</b>				
Revenue from Operations	2,749.11	3,659.27	2,293.58	2,111.82
Other Income	22.39	116.38	55.11	8.41
<b>Total income</b>	<b>2,771.50</b>	<b>3,775.65</b>	<b>2,348.69</b>	<b>2,120.23</b>
<b>EXPENSES:</b>				
Purchase of Licenses	1,746.68	1,669.01	710.12	729.35
Employee Benefit Expenses	498.95	993.09	920.47	784.74
Depreciation & Amortization cost	14.82	16.64	32.31	36.19
Finance Cost	18.71	38.37	21.26	24.54
Other Expenses	178.96	507.37	397.25	268.65
<b>Total expenses</b>	<b>2,458.11</b>	<b>3,224.49</b>	<b>2,081.41</b>	<b>1,843.48</b>
<b>Restated Profit before extra-ordinary items and tax</b>	<b>313.39</b>	<b>551.16</b>	<b>267.29</b>	<b>276.75</b>
Extraordinary Items	-	-	-	-
<b>Restated Profit before tax</b>	<b>313.39</b>	<b>551.16</b>	<b>267.29</b>	<b>276.75</b>
<b>Less: Tax expense</b>				
Provision for income tax	93.40	154.75	52.18	85.91
Provision for deferred tax asset	3.57	(3.71)	0.97	(2.99)
MAT credit (entitlement) / utilized	-	-	-	-
Prior Period tax Adjustments	-	-	-	-
<b>Total</b>	<b>96.97</b>	<b>151.04</b>	<b>53.15</b>	<b>82.92</b>
<b>Restated Profit after Tax</b>	<b>216.42</b>	<b>400.12</b>	<b>214.13</b>	<b>193.83</b>
<b>Earnings per equity share (Basic and Diluted) (in Rs)- (Without considering impact of Bonus share Retrospectively)</b>	<b>4.33</b>	<b>4,001.16</b>	<b>2,141.32</b>	<b>1,938.33</b>
<b>Earnings per equity share (Basic and Diluted) (in Rs)- Considering impact of Bonus share Retrospectively) *</b>	<b>4.33</b>	<b>8.00</b>	<b>4.28</b>	<b>3.88</b>
<b>Nominal Value Per Share</b>	<b>10</b>	<b>10</b>	<b>10</b>	<b>10</b>

\* **Note:** Pursuant to AGM held on September 30, 2023, our Company has issued 49,90,000 Bonus Shares in the ratio of 499 shares for every 1 share held to all the existing shareholders of the Company. The date of allotment of Bonus Shares is 24<sup>th</sup> October, 2023.

**RESTATED CONSOLIDATED CASH FLOW STATEMENT**

(₹ in lakhs)

Particulars	For the period ended on 31 <sup>st</sup> Oct 2023 (for 7 months)	For the year ended 31st March,		
		2023	2022	2021
<b>Cash Flow From Operating Activities</b>				
Net Profit Before Taxes and Exceptional Items:	313.39	551.16	267.29	276.75
Adjustments for :				
Depreciation/Amortisation	14.82	16.64	32.31	36.19
Bad Debts/ Sundry Balance Write Back	1.65	(62.65)	2.22	0.46
Interest and other Financial Charges	18.71	38.37	21.26	24.54
Interest Income on Loan/Advances	(19.30)	(28.33)	(18.63)	(9.46)
Interest received on Deposits	(0.49)	(0.57)	(0.32)	(0.88)
<b>Operating Profit Before Working Capital Adjustments</b>	<b>328.78</b>	<b>514.62</b>	<b>304.13</b>	<b>327.60</b>
<b>Adjustment for Changes in Working Capital</b>				
Increase / decrease in Trade payables	(341.23)	724.97	81.05	(42.27)
Increase / decrease in inventories	-	-	-	-
Increase / decrease in Short Term Loans and Advances	(62.49)	(44.32)	(207.55)	(71.94)
Increase / decrease in Other Current & Non-Current Assets	(135.87)	(39.32)	(45.06)	165.46
Increase/decrease in trade receivables	723.93	(898.46)	(244.98)	36.49
Increase / decrease in non-current liabilities	-	-	-	-
Increase / decrease in Provisions	4.57	2.99	4.73	(63.16)
Increase / decrease in Other current liabilities	(67.64)	87.61	5.03	94.08
Other Adjustment	-	-	-	-
<b>Cash Flow Generated from Operations</b>	<b>450.05</b>	<b>348.09</b>	<b>(102.66)</b>	<b>446.26</b>
Income Taxes Paid	(87.38)	(95.93)	(43.65)	(216.72)
MAT Entitlement Reversal / Prior Period Taxes	-	-	-	-
<b>Net Cash flow from Operating activities (A)</b>	<b>362.67</b>	<b>252.16</b>	<b>(146.31)</b>	<b>229.54</b>
<b>Cash Flow From Investing Activities</b>				
Purchase of property, plant and equipment)	(36.57)	(7.14)	(59.87)	(75.18)
(Purchase)/ Sale of Intangible Assets	-	-	(4.96)	(2.46)
Payment for Intangible Assets under development	(158.55)	(125.70)	-	-
Proceeds on sale of Property, Plant and Equipment	-	1.46	-	-
Decrease / (Increase) in Bank FD	34.41	(49.47)	-	-
(Increase)/ Decrease in Other Non Current Assets	-	-	-	-
Interest & Other Income	19.79	28.90	18.95	10.34

Particulars	For the period ended on 31 <sup>st</sup> Oct 2023 (for 7 months)	For the year ended 31st March,		
		2023	2022	2021
<b>Net Cash (Used in) / from Investing Activities (B)</b>	<b>(140.92)</b>	<b>(151.95)</b>	<b>(45.88)</b>	<b>(67.30)</b>
<b>Cash flow from financing activities</b>				
Interest and Finance Cost	(18.71)	(38.37)	(21.26)	(24.54)
Proceeds from Shares Issued	-	-	-	-
Proceeds from Share Premium	-	-	-	-
(Repayments)/ Proceeds of long term borrowings	17.90	(2.38)	(2.17)	(103.62)
(Repayments)/ Proceeds of short term borrowings	(185.69)	(38.95)	193.50	(65.15)
Dividend Paid	-	-	-	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>(186.50)</b>	<b>(79.70)</b>	<b>170.07</b>	<b>(193.31)</b>
<b>Net Increase/ ( Decrease) in Cash and Cash Equivalents ( A + B + C)</b>	<b>35.24</b>	<b>20.51</b>	<b>(22.11)</b>	<b>(31.06)</b>
<b>Add / (less) : Change in Foreign Currency Monetary Item Translation Difference</b>	<b>2.37</b>	<b>17.40</b>	<b>5.26</b>	<b>(1.44)</b>
<b>Net Increase/(Decrease) in cash and cash equivalents</b>	<b>37.61</b>	<b>37.92</b>	<b>(16.85)</b>	<b>(32.50)</b>
<b>Opening Cash &amp; Cash equivalent</b>	<b>104.59</b>	<b>66.68</b>	<b>83.53</b>	<b>116.03</b>
<b>Closing Cash &amp; Cash Equivalent</b>	<b>142.21</b>	<b>104.59</b>	<b>66.68</b>	<b>83.53</b>

## GENERAL INFORMATION

Our company was originally incorporated as “SATTRIX INFORMATION SECURITY PRIVATE LIMITED” on 16<sup>th</sup> September, 2013 under the provisions of Companies Act, 1956 with the Registrar of Companies, Ahmedabad bearing Registration No. 076845 and then our company converted into a Public Limited Company and changed its name to “SATTRIX INFORMATION SECURITY LIMITED” from SATTRIX INFORMATION SECURITY PRIVATE LIMITED on 3<sup>rd</sup> November, 2023 and fresh certificate of incorporation upon conversion from private company to public company was issued on 7<sup>th</sup> November 2023 by the Registrar of Companies, Ahmedabad.

The Corporate Identity Number of our Company is U72200GJ2013PLC076845.

For further details, please refer to the chapter titled “History and Certain Corporate Matters” beginning on page no.136 of this Draft Prospectus.

### BRIEF COMPANY AND ISSUE INFORMATION

<b>Registered Office</b>	<p><b>Address:</b> 28 Damubhai Colony Bhattha Paldi, Ahmedabad, Gujarat, India, 380007            Tel No: +91 79681 96800            Email: info@satrix.com  <b>Website:</b> <a href="https://www.satrix.com">https://www.satrix.com</a>            For details relating to, “History and Corporate Structure” of our company please refer page 136 of this Draft Prospectus.</p>
<b>Date of Incorporation</b>	September 16, 2013
<b>Company Registration No.</b>	076845
<b>Company Identification No.</b>	U72200GJ2013PLC076845
<b>Address of Registrar of Companies</b>	<p><b>Address:</b> : ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013            Tel :+91 079 27438531            Fax :+91 079 27438371</p>
<b>Issue Programme</b>	Issue Opens on: [●] Issue Closes on: [●]
<b>Designated Stock Exchange</b>	BSE Limited SME Platform of BSE Limited (“BSE SME”)
<b>Company Secretary &amp; Compliance Officer</b>	<p>Ms. Rina Kumari  <b>Address:</b> A/2, Ankleswariya Society, Near Police Commissioner Office, Shahibaug, Ahmedabad, Gujarat-380004            Tel No: +91 87358 25247            Email: <a href="mailto:cs@satrix.com">cs@satrix.com</a>  <b>Website :</b> <a href="https://www.satrix.com">https://www.satrix.com</a></p>



**BOARD OF DIRECTORS OF OUR COMPANY**

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

Name	Designation	Address	DIN
Mr. Sachhin Kishorbhai Gajjaer	Chairman & Managing Director	1, Gala Villa Aqua Gokuldhham, Sarkhej-Sanand highway Sanathal Ahmedabad, Gujarat - 382210	06688019
Mrs. Ronak Sachin Gajjar	Director & CFO	1, Gala Villa Aqua Gokuldhham, Sarkhej-Sanand highway Sanathal Ahmedabad, Gujarat - 382210	07737921
Mr. Aashish Hemantbhai Kashiparekh	Non-Executive Independent Director	65, Gala Villa Aqua, Gokuldhham Sananad Highway Sanathal Ahmedabad, Gujarat- 382210	00054785
Mr. Abhishek Madanlal Binaykia	Non-Executive Independent Director	81, Gala Villa Aqua, Shreem Gokuldhham Society, Nr. Eklavya School Sanathal Ahmedabad, Gujarat- 382210	10289723
Mr. Mayur Durgasing Rathod	Non-Executive Director	Urban nirwana housing society B-wing Flat no 1002 kharadi, Pune City, Dukirkline, Pune, Maharashtra,411014	10289724

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. 139 of this Draft Prospectus.

*Investors can contact the 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 MANAGERS TO THE ISSUE****ISK ADVISORS PRIVATE LIMITED**

501, A. N. Chambers, 130, Turner Road, Bandra West, Mumbai-400 050

**Tel No.:** +91 – 22 – 26431002 or +91 079 26464023

**Email:** ncimpl@ncimpl.com

**Website:** www.iskadvisors.com

**Investor Grievance Email:** enquiry@ncimpl.com

**Contact Person:** Mr. Ronak I. Kadri

**SEBI Registration No.** INM000012625

**REGISTRAR TO THE ISSUE**

Bigshare Services Pvt. Ltd.

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

**Tel No.:** +91 – 22 – 62638200 Fax: +91 22 62638299

**Email:** ipo@bigshareonline.com

**Website:** http://www.bigshareonline.com/

**Investor Grievance Email:** investor@bigshareonline.com

**Contact Person:** Mr. Babu Rapheal

**SEBI Registration No.:** INR000001385

#### LEGAL COUNSEL TO THE ISSUE

**MR. AYAAN A. PATEL, ADVOCATE**

Office: Plot No. 7, Rambaug, Spring Valley - Gate 'A',  
Behind Karnavati Club, S.G. Road, Ahmedabad – 380 058.

**Mobile No.:** +91 – 7359050212

**Email:** adv.ayaanpatel@yahoo.in

**Contact Person:** Mr. Ayaan A. Patel

#### STATUTORY AUDITOR OF THE COMPANY

**M/S. G.K. Choksi & CO., Chartered Accountants**

**Address:** 1201-901, North tower, one42, Chhanalal Joshi Marg,  
Opp. Jayntilal park BRTS, Off. Ambli BRTS Road,  
Ahmedabad, Gujarat-380054

**Phone No.:** 91-79-6819 8900

**Email:** info@gkcco.com

**Contact Person:** Rohit K. Choksi, Partner

**Membership No.:** 116743

**Firm Registration No.:** 101895W

**Peer Review No.:** 014988

#### CHANGES IN THE AUDITORS

Particulars	Date of Change	Reason for change
<b>M/S. B J PATEL &amp; J L SHAH , Chartered Accountants</b> <b>Address:</b> 8 <sup>th</sup> Floor, Sumeru, Nr, Parimal Crossing, Paldi, Ahmedabad- 380007, Gujarat, India <b>Phone No.:</b> 98254 56156 <b>Email:</b> ca.bjpjls@gmail.com <b>Firm Registration No.:</b> 104148W <b>Peer Review No.:</b> N.A.	December 20, 2018	Resignation given due to pre-occupation
<b>N M V &amp; ASSOCIATES , Chartered Accountants</b> <b>Address:</b> 411, 4TH Floor, Super Plaza, Nr.Sandesh Press, Bodakdev, Ahmedabad- 380007 <b>Phone No.:</b> 90990 45495 <b>Email:</b> nikunjshah@gmail.com <b>Firm Registration No.:</b> 131307W <b>Peer Review No.:</b> N.A.	December 29, 2018	Auditor appointed in case of casual vacancy

<p><b>N M V &amp; ASSOCIATES , Chartered Accountants</b>  <b>Address:</b>          411, 4TH Floor, Super Plaza, Nr.Sandesh Press, Bodakdev, Ahmedabad- 380007  <b>Phone No.:</b> 90990 45495  <b>Email:</b> nikunjshah@gmail.com  <b>Firm Registration No.:</b> 131307W  <b>Peer Review No.:</b> N.A.</p>	<p>October 21, 2023</p>	<p>Resignation given due to pre-occupation</p>
<p><b>G.K CHOKSI &amp; CO., Chartered Accountants</b>  <b>Address:</b> 1201-901, North tower, one42, Chhanalal Joshi Marg, Opp. Jayntilal park BRTS,Off. Ambli BRTS Road, Ahmedabad,Gujarat-380054  <b>Phone No :</b>079-68198900-901  <b>Email:</b> info@gkcco.com  <b>Firm Registration No.:</b> 101895W  <b>Peer Review No.:</b> 014988</p>	<p>October 24, 2023</p>	<p>Auditor appointed to fill casual vacancy</p>

**BANKER(S) TO OUR COMPANY**



**ICICI BANK LIMITED**

Ground Floor,Haash Business Centre,Fatehpura, Vasna,Ahmedabad Gujarat, , 380007  
 Phone No. +91 +91 86522 49119/81049 84595  
 Email id : ipocmg@icicibank.com

**BANKER(S) TO THE ISSUE**



**ICICI BANK LIMITED**

Capital Market Division, 1st Floor, 122, Mistry Bhavan Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai - 400020  
 Tel: 022- 66818911/23/24  
 Email: [kmr.saurabh@icicibank.com](mailto:kmr.saurabh@icicibank.com)  
 Website: [www.icicibank.com](http://www.icicibank.com)  
 Contact Person: Mr. Saurabh Kumar  
 SEBI Registration Number: 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.

## **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.

## **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. G.K CHOKSI & CO., Chartered Accountants to include their name in respect of the reports on the Restated Financial Statements dated 24<sup>th</sup> January,2024 and the Statement of Tax Benefits dated 24<sup>th</sup> January,2024 , issued by them and included in this Draft Prospectus, as required under section 26(1)(a)(v) of the Companies Act, 2013 in this Draft 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 Draft 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**

In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, and Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the draft Prospectus will be filed with the Board through the Lead Manager, immediately upon filing of the draft offer document with the Registrar of Companies. However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The Board shall not issue any observation on the draft offer document. In terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of draft Prospectus and this Draft Prospectus shall also be furnished to the Board in a soft copy. A copy of the Draft Prospectus along with the documents required to be filed under Section 26 of the Companies Act, 2013 will be delivered to the the Registrar of Company, Ahmedabad, situated at ROC Bhavan, Opp. Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad - 380013.

**ISSUE PROGRAMME**

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

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

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 Three 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 Draft 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 [●]. 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 Underwriters	No. of Shares Underwritten	Amt Underwritten ( ₹in Lakhs)	% of the Total Issue Size Underwritten
<b>ISK ADVISORS PRIVATE LIMITED</b> 501, A. N. Chambers, 130, Turner Road, Bandra West, Mumbai-400 050 <b>Tel No.:</b> +91 – 22 – 26431002 <b>Email:</b> ncempl@ncmpl.com <b>Website:</b> www.iskadvisors.com <b>Investor Grievance Email:</b> enquiry@ncmpl.com <b>Contact Person:</b> Mr. Ronak I. Kadri <b>SEBI Registration No.</b> INM000012625	17,08,000	[●]	94.89%
<b>SUNFLOWER BROKING PRIVATE LIMITED</b> <b>Address:</b> Sunflower House, 5th Floor, 80 Feet Road, Near Bhaktinagar Circle, Rajkot-360002 <b>Tel No-</b> 0281-2361935/ 079 4039 6993 <b>Email-</b> compliance@sunflowerbroking.com <b>Website-</b> www.sunflowerbroking.com <b>Contact Person-</b> Mr Bhavik Vora/ Mr. Nikunj Mehta	92,000	[●]	5.11%

SEBI Registration No- INZ000195131 CIN : U65923GJ1998PTC011203			
<b>Total</b>	<b>18,00,000</b>	<b>[●]</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 Managers, 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 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.

#### MARKET MAKER

##### SUNFLOWER BROKING PRIVATE LIMITED

**Address:** SUNFLOWER HOUSE,  
5th FLOOR, 80 FEET ROAD,  
NEAR BHAKTINAGAR CIRCLE  
RAJKOT-360002

**Tel No-** 0281-2361935/ 079 4039 6993

**Email-** compliance@sunflowerbroking.com

**Website-** www.sunflowerbroking.com

**Contact Person-** Mr. Bhavik Vora / Mr. Nikunj Mehta

**SEBI Registration No-** INZ000195131

**CIN:** U65923GJ1988PTC011203

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

Our Company and the Lead Managers, have entered into an agreement dated [●] with Sunflower Broking Private Limited, a Market Maker registered with SME Platform of BSE Limited (“BSE SME”) 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 SME Platform of BSE Limited ("BSE SME") 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 scrip 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 SME Platform of BSE Limited ("BSE SME") 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:** SME Platform of BSE Limited ("BSE SME") 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:** SME Platform of BSE Limited (“BSE SME”) 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 M 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 SME Exchange Platform:

Sr. No.	Market Price Slab (in ₹)	Proposed Spread (in % to total 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.

## CAPITAL STRUCTURE

The share capital of the Company as on the date of this Draft 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</b>		
	75,00,000 Equity Shares of face value of ₹10 each	750.00	-
<b>B</b>	<b>Issued, Subscribed and Paid-up Share Capital before the Issue</b>		
	50,00,000 Equity Shares of face value of ₹10 each <sup>(3)</sup>	500.00	-
<b>C</b>	<b>Present Issue in terms of this Draft Prospectus<sup>(1)</sup></b>		
	Issue of 18,00,000 Equity Shares of ₹10 each at a price of ₹ [●] including a Share premium of ₹ [●] per Equity Share) per equity Share	180.00	[●]
	<i>Which comprises:</i>		
	92,000 equity Shares of ₹ 10 each at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share reserved as Market Maker Portion	9.20	[●]
	Net Issue to Public of 17,08,000 equity Shares of ₹ 10 each at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share to the Public	170.80	[●]
	<i>Of which<sup>(2)</sup>:</i>		
	8,54,000 Equity Shares of ₹ 10 each at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share will be available for allocation for Investors of up to ₹ 2.00 lakhs	85.40	[●]
	8,54,000 Equity Shares of ₹ 10 each at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share will be available for allocation for Investors of above ₹ 2.00 lakhs	85.40	[●]
<b>D</b>	<b>Paid-up Equity Share Capital after the Issue</b>		
	68,00,000 Equity Shares of ₹ 10 each	680.00	
<b>E</b>	<b>Securities Premium Account</b>		
	Before the Issue (as on date of this Draft Prospectus)	0.00	
	After the Issue		[●]

<sup>(1)</sup> The present Issue has been authorized pursuant to a resolution of our Board dated 24th January, 2024 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 on 5th February, 2024.

<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.

<sup>(3)</sup> Pursuant to AGM held on September 30, 2023 our Company has issued 49,90,000 Bonus Shares in the ratio of 499 shares for every 1 share held to all the existing shareholders of the Company. The date of allotment of Bonus Shares is 24<sup>th</sup> October,2023.

## CLASS OF SHARES

The company has only one class of shares i.e. Equity shares of ₹ 10/- each only and all Equity Shares are ranked pari-passu in all respect. All Equity Shares issued are fully paid-up as on date of this Draft Prospectus.

Our Company does not have any partly paid-up equity shares as on the date of this Draft Prospectus.

Our Company does not have any outstanding convertible instruments as on the date of this Draft Prospectus.

## NOTES TO THE CAPITAL STRUCTURE

### 1. 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 ₹ 1,00,000/- divided into 10,000 Equity Shares of ₹ 10/- each was increased to ₹ 6,50,00,000/- divided into 65,00,000 Equity Shares of ₹10/- each, pursuant to resolution of shareholders passed at the EGM held on 11<sup>th</sup> day of August, 2023.
2. The authorised share capital of the company was further increased from ₹ 6,50,00,000/- divided into 65,00,000 Equity Shares of ₹10/- each to ₹ 7,50,00,000/- divided into 75,00,000 Equity Shares of ₹10/- each, pursuant to resolution of shareholders passed at the EGM held on 30<sup>th</sup> October, 2023.

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

#### a) 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 (₹)
Upon Incorporation*	10,000	10/-	10/-	Subscription to MOA <sup>(1)</sup>	Cash	10,000	10,000/-	Nil
24/10/2023	49,90,000	10/-	NIL	<b>Bonus Issue</b> <sup>(2)</sup>	Other than Cash	50,00,000	5,00,00,000/-	Nil

\* Date of incorporation of our company is September 16, 2013.

<sup>(1)</sup> The details of allotment of 10,000 Fully Paid-up Equity Shares made to the subscribers to the Memorandum of Association,

Sr. No.	Name of Allottee	No. of Equity Shares Allotted	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Mr.Kishorbhai Dhirajlal Gajjar	5,000	10/-	10/-
2	Mr.Sachhin Kishorbhai Gajjaer	5,000	10/-	10/-
	<b>Total</b>	<b>10,000</b>		

(2) Pursuant to AGM held on September 30, 2023 our Company has issued 49,90,000 Bonus Shares in the ratio of 499 shares for every 1 share held to all the existing shareholders of the Company. Date of allotment of Bonus Shares is October 24, 2023.

Sr. No.	Name Of Allottees	No. of Equity Shares	Face Value per share (in ₹)	Issue Price per share (in ₹)
1	Mrs.Ronak Sachin Gajjar	39,92,000	10	Not Applicable
2	Mr.Sachhin Kishorbhai Gajjaer	9,98,000	10	Not Applicable
	<b>Total</b>	<b>49,90,000</b>		

3. Our Company has not issued any Equity Shares for consideration other than cash expect for the Equity Shares as mentioned under:

Date Of Allotment	No. Of Equity Shares Allotted	Face Value (₹)	Issue Price (₹)	Nature of Allotment	Allotted Person	Benefits Accrued to the Company
24-10-2023	49,90,000	10/-	N.A.	Bonus Issue	2	Capitalization of Reserves

4. 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.

5. Our Company has not issued any shares pursuant to an Employee Stock Option Scheme/Employee Stock Purchase Scheme for our employees and we do not intend to allot any shares to our employees under Employee Stock Option Scheme/ Employee Stock Purchase Scheme from the proposed issue. As and when, option to our employees under the Employee Stock Option Scheme, our company shall comply with SEBI (share Based Employee Benefits and Sweet Equity) Regulation, 2021.

6. No shares have been issued at a price lower than the Issue Price within the last one year from the date of this Draft Prospectus except as mentioned below:

Date of Allotment of Equity Shares	No. of Equity Shares	Face Value (₹)	Issue Price (₹)	Nature / Reason of Allotment	Allotted Person	Nature of Consideration
24.10.2023	49,90,000	10/-	N.A.	Bonus Issue	2	Non-Cash

7. We have issued Bonus shares within last one year from the date of this Draft Prospectus for which no consideration was received. Accordingly, except as given below our company has not issued any Equity shares during a period of one year preceding the date of this Draft Prospectus which may be lower than the Issue Price.

Sr. No.	Name Of Allottees	No. of Equity Shares	Face Value per share (in ₹)	Issue Price per share (in ₹)	Reason for Allotment
1	Mrs.Ronak Sachin Gajjar	39,92,000	10	Not Applicable	Capitalization of Reserves
2	Mr.Sachhin Kishorbhai Gajjaer	9,98,000	10	Not Applicable	Capitalization of Reserves
	<b>Total</b>	<b>49,90,000</b>			

#### 8. Shareholding pattern of our Company

The following is the shareholding pattern of the Company as on the date of this Draft 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)	Shareholding 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	Class	Total								
(A)	Promoter & Promoter Group	2	49,99,975	-	-	49,99,975	100.00	49,99,975	-	49,99,975	100.00	-	-	-	-	-	-	49,99,975
(B)	Public	5	25	-	-	25	0.00*	25	-	25	100.00	-	-	-	-	-	-	25
(C)	Non-Promoter Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C1)	Shares Underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>7</b>	<b>50,00,000</b>	<b>-</b>	<b>-</b>	<b>50,00,000</b>	<b>100.00</b>	<b>50,00,000</b>	<b>-</b>	<b>50,00,000</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>50,00,000</b>

\* Note: Percentage holding of public shareholding is 0.001%, which is rounded off to two decimals

## 9) Details of Major Share holders

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

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mrs. Ronak Sachin Gajjar	39,99,975	80.00%
2	Mr. Sachhin Kishorbhai Gajjaer	10,00,000	20.00%
<b>Total</b>		<b>49,99,975</b>	<b>100.00%</b>

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

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mrs. Ronak Sachin Gajjar	39,99,975	80.00%
2	Mr. Sachhin Kishorbhai Gajjaer	10,00,000	20.00%
<b>Total</b>		<b>49,99,975</b>	<b>100.00%</b>

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

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mrs. Ronak Sachin Gajjar	8,000	80.00%
2	Mr. Sachhin Kishorbhai Gajjaer	2,000	20.00%
<b>Total</b>		<b>10,000</b>	<b>100.00%</b>

- 4) The top ten Shareholders of our Company two years prior to date of this Draft Prospectus.

Sr. No.	Particulars	No. of Shares	% of Shares to Pre – Issue Share Capital
1	Mrs. Ronak Sachin Gajjar	8,000	80.00%
2	Mr. Sachhin Kishorbhai Gajjaer	2,000	20.00%
<b>Total</b>		<b>10,000</b>	<b>100.00%</b>

10) Except as disclosed in the Draft Prospectus, our Company presently does not have any intention or proposal to alter its capital structure for a period of six months commencing from the date of opening of this Issue, by way of split / consolidation of the denomination of Equity Shares or further issue of Equity Shares or securities convertible into Equity Shares, whether on a preferential basis or issue of bonuses or rights or further public issue of specified securities or Qualified Institutional Placement.

#### 11) Shareholding of our Promoters

As on the date of the Draft Prospectus, our Promoters Mr. Sachhin Kishorbhai Gajjaer and Mrs. Ronak Sachin Gajjar holds total 49,99,975 Equity Shares representing 100.00% of the pre-issue paid up equity share capital of our Company. The build-up of equity shareholding of Promoters of our Company is as follows

##### 1) Promoter Name: Mr. Sachhin Kishorbhai Gajjaer

Mr. Sachhin Kishorbhai Gajjaer								
Date of Allotment/ Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	% of Post issue Capital
16-09-2013	Upon Incorporation	5,000	5,000	10	10	50,000	0.10%	0.07%
30-04-2017	Transfer to Ronak Sachin Gajjar	(4,000)	1,000	10	10	(40,000)	(0.08)%	(0.06)%
01-04-2020	Transfer from Kishor Dhirajlal Gajjar	1,000	2,000	10	10	10,000	0.02%	0.01%
24-10-2023	Bonus Issue*	9,98,000	10,00,000	10	NIL	NIL	19.96%	14.68%
<b>Total</b>		<b>10,00,000</b>				<b>20,000</b>	<b>20.00%</b>	<b>14.71%</b>

\*Pursuant to the AGM held on 30<sup>th</sup> September, 2023 our company has issued Bonus Shares in the ratio of 499:1 to all the Existing shareholders of the Company. The date of allotment of bonus shares is 24<sup>th</sup> October, 2023.

\*\* upto 2,72,000 Equity Shares of Mr. Sachhin Kishorbhai Gajjaer will be locked-in for a period of three years.

2) Promoter name : Mrs. Ronak Sachin Gajjar

Mrs. Ronak Sachin Gajjar								
Date of Allotment/ Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	% of Pre Issue Capital	% of Post issue Capital
01-04-2015	Transfer from Nirani kailasam*	3,000	3,000	10	10	30,000	0.06%	0.04%
30-04-2017	Transfer from Kishorbhai Dhirajlal Gajjar	1,000	4,000	10	10	10,000	0.02%	0.06%
30-04-2017	Transfer from Sachin Kishorbhai Gajjaer	4,000	8,000	10	10	40,000	0.08%	0.12%
24-10-2023	Bonus Issue**	39,92,000	40,00,000	10	NIL	NIL	79.84%	58.82%
27-10-2023	Transfer to Rina Kumari	(5)	39,99,995	10	10	(50)	0.00%	0.00%
	Transfer to Mayur Rathod	(5)	39,99,990	10	10	(50)	0.00%	0.00%
	Transfer to Nehal Bhardiya	(5)	39,99,985	10	10	(50)	0.00%	0.00%
	Transfer to Karan Bhardiya	(5)	39,99,980	10	10	(50)	0.00%	0.00%
	Transfer to Namrata Mandhane	(5)	39,99,975	10	10	(50)	0.00%	0.00%
<b>Total</b>		<b>39,99,975</b>				<b>79,750</b>	<b>80.00%</b>	<b>58.82%</b>

\* Kishorbhai Dhirajlal Gajjar transferred 3000 shares to Nirani kailasam on 22th September, 2014.

\*\* Pursuant to the AGM held on 30<sup>th</sup> September, 2023 our company has issued Bonus Shares in the ratio of 499:1 to all the Existing shareholders of the Company. The date of allotment of bonus shares is 24<sup>th</sup> October, 2023.

\*\*\* upto 10,88,000 Equity Shares of Mrs. Ronak Sachin Gajjar will be locked-in for a period of three years.



**Notes:**

- None of the shares belonging to our Promoter have been pledged till date.
- The entire Promoter' shares shall be subject to lock-in from the date of allotment of the equity shares issued through this Draft Prospectus for periods as per applicable Regulations of the SEBI (ICDR) Regulations.
- Our Promoters have confirmed to the Company and the Lead Managers that the Equity Shares held by our Promoter 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 Promoter, were fully paid-up on the respective dates of acquisition of such shares.

12) The average cost of acquisition of or subscription to Equity Shares by our Promoters is set forth in the table below:

Sr. no.	Name of the Promoter	No. of Equity shares held	Average Cost* of Acquisition per equity share (in ₹)
1	Mrs.Ronak Sachin Gajjar	39,99,975	0.02
2	Mr. Sachhin Kishorbhai Gajjaer	10,00,000	0.02

*\*Note: The average cost of acquisition of Equity Shares by our Promoters has been calculated by taking into account the amount paid by them to acquire and Shares acquired to them as reduced by amount received on sell of shares i.e. net of sale consideration is divided by net quantity of shares acquired.*

13) Our Company has Seven (7) Shareholders, as on the date of this Draft Prospectus.

**14) Pre-Issue and Post Issue Shareholding of our Promoter and Promoter' Group**

- i. Set forth is the shareholding of our Promoter 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>A. Promoter</b>				
Mrs.Ronak Sachin Gajjar	39,99,975	80.00%	39,99,975	58.82%
Mr. Sachhin Kishorbhai Gajjaer	10,00,000	20.00%	10,00,000	14.71%
<b>Total</b>	<b>49,99,975</b>	<b>100.00%</b>	<b>49,99,975</b>	<b>73.53%</b>
<b>Total (A)</b>				
<b>B. Promoter Group (as defined by SEBI (ICDR) Regulations)</b>	-	-	-	-
<b>Total (B)</b>				
<b>C. Public</b>				
Rina Kumari	5	0.00%	5	0.00%

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
Mayur Rathod	5	0.00%	5	0.00%
Nehal Bhardiya	5	0.00%	5	0.00%
Karan Bhardiya	5	0.00%	5	0.00%
Namrata Mandhane	5	0.00%	5	0.00%
<b>Total (C)</b>	<b>25</b>	<b>0.00%</b>	<b>25</b>	<b>0.00%</b>
<b>Total (A+B+C)</b>	<b>50,00,000</b>	<b>100.00%</b>	<b>50,00,000</b>	<b>73.53%</b>
<b>1. Other Persons, Firms or Companies whose shareholding is aggregated for the purpose of disclosing in the Draft Prospectus under the heading "Shareholding of the Promoter Group".</b>	-	-	-	-
<b>Total Promoter &amp; Promoter Group Holding</b>	<b>49,99,975</b>	<b>100.00%</b>	<b>49,99,975</b>	<b>73.53%</b>
<b>Total Pre-Issue Share Capital</b>	<b>50,00,000</b>	<b>100.00%</b>		
<b>IPO</b>			<b>18,00,000</b>	<b>26.47%</b>
<b>Total Post-issue Paid up Share Capital</b>			<b>6,800,000</b>	<b>100.00%</b>

- ii. Except as mentioned below, there were no shares purchased/sold by the Promoter(s) and Promoter Group, directors of our Company and their relatives during last six months from the date filing this Draft Prospectus

Date of allotment / transfer	Name of allottee / transferee	Party category	No. of Equity Shares allotted / transferred	Face Value (₹)	Issue Price (₹)	Nature of transaction
24-10-2023	Mrs. Ronak Sachin Gajjar	Promoter	39,92,000	10	0	Bonus
	Mr. Sachin Kishorbhai Gajjaer	Promoter	9,98,000	10	0	Issue

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 Draft Prospectus.

#### 15) Promoter' Contribution and other Lock-In details:

- i. *Details of Promoter' 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 Promoter shall be considered as promoter' contribution ("**Promoter' Contribution**") and locked-in for a period of three years from the date of Allotment. The lock-in of the Promoter' 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:**

Mr. Sachin Kishorbhai Gajjaer										
Date of Allotment/ Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	Source of Contribution	% of Pre Issue Capital	% of Post issue Capital	Lock-in Period/( Cumulative no of shares lock-in)
16-09-2013	Upon Incorporation	5,000	5,000	10	10	50,000	Own Fund	0.10%	0.07%	3 years (1,000)
30-04-2017	Transfer to Ronak Sachin Gajjar	(4,000)	1,000	10	10	(40,000)	Own Fund	(0.08%)	(0.06)%	3 years (1,000)
01-04-2020	Transfer from Kishor Dhirajlal Gajjar	1,000	2,000	10	10	10,000	Own Fund	0.02%	0.01%	3 years (2,000)
24-10-2023	Bonus Issue	2,70,000	2,72,000	10	NIL	NIL	Capitalization of Reserves	5.40 %	3.97%	3 Years (2,72,000)
	Bonus Issue	7,28,000	10,00,000	10	NIL	NIL	Capitalization of Reserves	14.56 %	10.71%	1 Year (7,28,000)
<b>Total</b>		<b>10,00,000</b>						<b>20.00%</b>	<b>14.71%</b>	

Mrs. Ronak Sachin Gajjar										
Date of Allotment/ Transfer	Nature of Issue Allotment / Transfer	Number of Equity shares	Cumulative No. of Equity Shares	Face Value (in ₹) per share	Issue/ Transfer Price (in ₹) per share	Total Consideration Paid (in ₹)	Source of Contribution	% of Pre Issue Capital	% of Post issue Capital	Lock-in Period/(Cumulative no of shares lock-in)
01/04/2015	Transfer from Nirani kailasam*	3,000	3,000	10	10	30,000	Own Fund	0.06%	0.04%	3 Year (3,000)
30/04/2017	Transfer from Kishorbhai Dhirajlal Gajjar	1,000	4,000	10	10	10,000	Own Fund	0.02%	0.01%	3 Year (4,000)
30/04/2017	Transfer from Sachin Kishorbhai Gajjaer	4,000	8,000	10	10	40,000	Own Fund	0.08%	0.06%	3 Year (8,000)
24/10/2023	Bonus Issue	10,80,000	10,88,000	10	NIL	NIL	Capitalization of Reserves	21.60%	15.88%	3 Year (10,88,000)
	Bonus Issue	29,12,000	40,00,000	10	NIL	NIL	Capitalization of Reserves	58.24%	42.82%	1 Year (29,11,975)
27/10/2023	Transfer to Rina Kumari	(5)	3,999,995	10	10	39,995	N.A.	0.00%	0.00%	1 Year (29,11,975)
	Transfer to Mayur Rathod	(5)	3,999,990	10	10	39,990	N.A.	0.00%	0.00%	1 Year (29,11,975)
	Transfer to Nehal Bhardiya	(5)	3,999,985	10	10	39,985	N.A.	0.00%	0.00%	1 Year (29,11,975)
	Transfer to Karan Bhardiya	(5)	3,999,980	10	10	39,980	N.A.	0.00%	0.00%	1 Year (29,11,975)
	Transfer to Namrata Mandhane	(5)	3,999,975	10	10	39,975	N.A.	0.00%	0.00%	1 Year (29,11,975)
<b>Total</b>		<b>39,99,975</b>						<b>80.00%</b>	<b>58.82%</b>	

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

Name of Promoter	No. of Shares locked in <sup>(1)</sup>	As a % of Post Issue Share Capital
Mrs. Ronak Sachin Gajjar	10,88,000	16.00%
Mr. Sachhin Kishorbhai Gajjaer	2,72,000	4.00%
<b>Total</b>	<b>13,60,000</b>	<b>20.00%</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. 1 under "Notes to Capital Structure".

We confirm that in compliance with regulation 237 of SEBI ICDR Regulations, the minimum Promoter 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 Promoter during the preceding one year, at a price lower than the price at which Equity Shares are being issued to public in the Issue except of Bonus Shares.
- Private placement made by solicitation of subscription from unrelated persons either directly or through any intermediary.
- The Equity Shares held by the Promoter 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' Contribution subject to lock-in.

**We further confirm that our Promoter' 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*

- Pursuant to Regulation 238(b) of the SEBI (ICDR) Regulations, in addition to the Promoter' 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, other than the Equity Shares allotted and subscribed pursuant to the Offer for Sale.
- Pursuant to Regulation 242 of the SEBI Regulations, the Equity Shares held by our Promoter 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 Draft Prospectus, none of the Equity Shares held by our Promoter 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 Promoter, which are locked in as per Regulation 238 of the SEBI (ICDR) Regulations, may be transferred to and amongst our Promoter/ 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 Promoter, 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.
- 16) Neither the Company, nor its Promoter, Directors or the Lead Managers have entered into any buyback and/or standby arrangements for purchase of Equity Shares of the Company from any person.
- 17) None of our Directors or Key Managerial Personnel holds Equity Shares in the Company, except mentioned as below :

Sr. no.	Name of KMP'S	Designation	Number of Shares held as on Date on Draft Prospectus
1	Mrs. Ronak Sachin Gajjar	WTD & CFO	39,99,975
2	Mr. Sachhin Kishorbhai Gajjaer	Managing Director	10,00,000
3	Mrs. Rina Kumari	Company Secretary	5
4	Mr. Mayur Durgasing Rathod	Non-Executive Director	5

- 18) 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.244 of this Draft Prospectus. In case of over-subscription in all categories the allocation in the Issue shall be as per the requirements of Regulation 43 (4) of SEBI (ICDR) Regulations, as amended from time to time.
- 19) 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.
- 20) An over-subscription to the extent of 10% of the Net Offer 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 Net Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
- 21) 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

- 22) No payment, direct, indirect in the nature of discount, commission, and allowance, or otherwise shall be made either by us or by our Promoter to the persons who receive allotments, if any, in this Issue.
- 23) As on date of this Draft Prospectus, there are no outstanding financial instruments or any other rights that would entitle the existing Promoter or shareholders or any other person any option to receive Equity Shares after the Issue.
- 24) As on date of this Draft 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.
- 25) 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.
- 26) 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 Draft Prospectus the entire pre-issue share capital of the Company has been made fully paid up.
- 27) 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 Draft Prospectus.
- 28) As on date of this Draft 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.
- 29) Our Company shall ensure that transactions in the Equity Shares by our Promoter and our Promoter Group between the date of this Draft Prospectus and the Issue Closing Date shall be reported to the Stock Exchange within 24 hours of such transaction.
- 30) Our Promoter and Promoter Group will not participate in the Issue.
- 31) The Lead Manager and its associates do not directly or indirectly hold any shares of the Company.
- 32) Our Company has not revalued its assets and we do not have any revaluation reserves till date.
- 33) 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	[•]
2	Issue related Expenses <sup>(1)</sup>	[•]
	<b>Net Proceeds of the Issue</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:

- 1) Capital Expenditure:
  - (a) To meet out expenses for Purchasing Furniture, fixture & air conditioning for new office at Ahmedabad
  - (b) To purchase and Installation of IT equipment, computer hardware, server, SAN storage, CCTV cameras, video conferencing equipment, networking (LAN) and other equipment
- 2) Business Expansion Cost:
  - (a) Development of New Product & Technology
  - (b) Other Business Expansion Cost
- 3) Additional Working Capital Requirement
- 4) General Corporate Purpose

In addition to expanding our visibility and bolstering our brand image among existing and potential stakeholders, the listing of our Equity Shares on the SME platform of BSE is anticipated to establish a robust public market for our shares in India. This development not only facilitates future financing for potential expansions or diversification but also fosters accessibility and affordability in securing such funding. Furthermore, listing on the platform is poised to attract the attention of institutional investors, both domestic and foreign, thereby broadening our investor base and enhancing market interest in our company. It will also provide liquidity to the existing shareholders and will also create a public trading market for the Equity Shares of our Company.

Our Company is engaged in the business to develop customer-centric cyber security solutions. The main objects clause of our Memorandum enables our Company to undertake its existing activities and these activities which have been carried out until now by our Company are valid in terms of the object's clause of our Memorandum of Association.



<b>Estimated Amount Allocated to Object of The Issue and Amount to Be Funded for Net IPO Proceeds</b>
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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.	Objects	Estimated Amount to be funded from Net Proceeds (F. Y. 2024-25)	% Of Net Proceeds
	<u>Capital Expenditure:</u>		
1.	(a) To meet out expenses for Purchasing Furniture, fixture & air conditioning for new office at Ahmedabad	252.00	[•]
	(b) To purchase and Installation of IT equipment, computer hardware, server, SAN storage, CCTV cameras, video conferencing equipment, networking (LAN) and other equipment	218.00	[•]
	<u>Business Expansion Cost :</u>		
2.	(a) Development of New Product & Technology	756.00	[•]
	(b) Other business expansion cost	212.00	
3.	Additional Working Capital Requirement	250.00	[•]
4.	General Corporate Purpose	[•]	[•]
	<b>Net Proceeds – Total</b>	[•]	[•]

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

<b>Means of Finance</b>
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In the event of a shortfall in raising the requisite capital from the Net Proceeds, towards meeting the objects of the Issue, the extent of the shortfall will be met by internal accruals or debt.

*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.*

In the event of the estimated utilisation of the Net Proceeds in a scheduled Fiscal being not undertaken in its entirety, the remaining Net Proceeds shall be utilised in subsequent Fiscals, as may be decided by our Company, in accordance with applicable laws. Further, if the Net Proceeds are not completely utilised for the objects during the respective periods stated above due to factors such as (i) economic and business conditions; (ii) increased competition; (iii) timely completion of the Issue; (iv) market conditions outside the control of our Company; and (v) any other commercial considerations, the remaining Net Proceeds shall be utilised (in part or

full) in subsequent periods as may be determined by our Company, in accordance with applicable laws.

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

For further details on the risks involved in our proposed fund utilization as well as executing our business strategies, please refer the *“Risk Factors – 20 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.”*

## DETAILS OF THE FUND REQUIREMENT

### 1) Capital Expenditure:

Satrix Information Security Ltd. operates within the highly specialized and technically demanding realm of the cybersecurity domain, a niche area that demands constant agility and the acquisition of new skills to meet evolving customer needs. The company recognizes the importance of providing an office environment that is not only architecturally appealing but also conducive to productivity, creativity, and overall well-being.

The company is planning to relocate to new office premise at Krish Cubical, B, Block 10th Floor Nr. Govardhan Party Plot Avalon Hotel Road Off Sindhuvan Road Thaltej Ahmedabad-380059. The company is in process of finalizing the terms of Leave and License Agreement. The company will execute the said agreement by April 2024. The proposed office space has total carpet area of 9,731 sq. ft. (approx.) and the lease period will be 06 years excluding fitout period of 75 days.

We propose to set up Operations Center (SOC) and Network Operations Center (NOC) within the said leased office. These centers operate round-the-clock to serve our global clientele. These centers will be equipped with a range of specialized equipment, including high-resolution monitors, CCTV, access control, computers for data processing, VOIP connectivity for seamless communication, and other peripheral devices, ensuring our ability to deliver unparalleled service excellence.

The said office once fully setup and operational it will help us bringing all our functional departments like Operations department, Product development department, sales and marketing department, Customer support department and Administration department under one roof, which will help us overall ease of managing our business operations more and use our resources more efficiently.

Following is the table showing capital expenditure for purchase and set-up office furniture and purchase IT equipment required for the said new office premise:

Sr. No	Particular	Estimated Amount (₹ in Lakhs)	Utilization from Net issue proceeds
a.	Furniture, fixtures & air conditioning for new office at Ahmedabad	252.00	252.00
b.	IT equipment, computer hardware, server, SAN storage, CCTV cameras, video conferencing equipment, networking (LAN) and other equipment	218.00	218.00
<b>Total</b>		<b>470.00</b>	<b>470.00</b>

**a. Furniture, Fixtures & Air Conditioning for new office at Ahmedabad:**

**Summary of the quotations for Furniture, Fixtures for new office:**

<b>Name of the supplier/ agency</b>	<b>TVASTTR ARCHITECTS LLP</b>
Address	603, Shivalik Abaise, Opp Shell Petrol Pump, Near to Axis Bank, Prahalad Nagar, Ahmedabad - 380 015
Terms	(1) 50% advance 40% material supply and remaining on work complete. (2) Change in any design and detailed after executed work that will charge extra to client

Sr No.	Description	Amount (Rs.)
1	Carpentary Works	56,60,450
2	Modular Furniture	36,39,600
3	Glass partition & door with fabric film	27,39,600
4	main wooden flooring, carpet & casual sit out carpet & pantry vinyl	3,02,370
5	Gypsum ceiling	10,54,500
6	Colour, texture & polish work	10,92,700
7	Electrification work	15,75,000
8	Lightings & fan	6,32,000
9	wooden blinds	7,56,580
10	Glass partition & door with fabric film	36,39,600
11	Design Charges	20,00,000
<b>Total</b>		<b>1,94,52,800</b>
<b>Add: GST @18 %</b>		<b>35,01,504</b>
<b>Total (Inclusive of Tax)</b>		<b>2,29,54,304</b>

**Note:**

1. Our management has not yet placed any firm order for the above-mentioned quotation and is subject final negotiations
2. The quotations mentioned above do not include cost of freight, insurance, transportation and /or any other applicable government taxes as these can be determined only at the time of placing of orders.
3. The quotation is received on 01<sup>st</sup> February 2024 and the same is valid for a period of 2(Two) months until 01<sup>st</sup> April 2024.

**Summary of the quotations for Air Conditioning for new office:**

<b>Name of the supplier/ agency</b>	<b>Aroma Air Conditioning</b>
Address	Shop No. 4, Murlidhar Complex, Opp. Sarswati School, Manianagar Char Rasta, Maninagar, Ahmedabad.
Terms	<p><b>Terms of payment:</b></p> <p>(1) For Equipment: 100% Advance</p> <p>(2) For Installation: 50 % advance, 40 % against delivery of material at site &amp; 10 % against testing &amp; commissioning in favor of "Aroma Air Conditioning"</p> <p><b>Delivery of Equipment:</b></p> <p>The units shall be delivered within 4 to 6 weeks from the date of receiving confirm P.O. alongwith advance payment.</p>

SCHEDULE OF EQUIPMENT / PRICE BID					
Sr.	DESCRIPTION - DAIKIN	QTY	UOM	RATE	AMOUNT
				Rs.	Rs.
<b>A</b>	<b>Supply of Variable Refrigerant System</b>				
1	<b>VRV X COOLING ONLY (TOP DISCHARGE ODU)</b>		NOS.		
1.0	RXQ20ARY6 (3 PHASE ODU)	2		3,92,383	7,84,766
a	BHFP22P1006 (DOUBLE ODU CONNECTION KIT)	1		8,430	8,430
	<b>In-door units</b>				
2	<b>Wall Mounted Split Type Unit.</b>		NOS.		
1.0	1.67 TR (FXAQ50)	1		23,413	23,413
3	<b>Ceiling Compact Cassette Unit.</b>		NOS.		
1.0	1.07 TR (FXZQ32) (IN BUILD DRAIN PUMP)	4		44,665	1,78,658
2.0	1.67 TR (FXZQ50) (IN BUILD DRAIN PUMP)	1		49,553	49,553
4	<b>Ceiling Mounted Round Flow Cassette Unit.</b>		NOS.		
1.0	1.33 TR (FXFSQ40) (IN BUILD DRAIN PUMP)	1		37,085	37,085
2.0	1.67 TR (FXFSQ50) (IN BUILD DRAIN PUMP)	1		38,431	38,431
3.0	2.67 TR (FXFSQ80) (IN BUILD DRAIN PUMP)	4		44,452	1,77,808
4.0	3.33 TR (FXFSQ100) (IN BUILD DRAIN PUMP)	3		45,444	1,36,332
5	<b>Ceiling ONE Way Cassette Unit.</b>		NOS.		
1.0	1.07 TR (FXKQ32) (IN BUILD DRAIN PUMP)	3		48,065	1,44,195
2.0	2.10 TR (FXKQ63) (IN BUILD DRAIN PUMP)	2		53,449	1,06,898
6	<b>Remote &amp; Receiver Controllers.</b>				
1.0	Cordless Remote For Split	1		4,073	4,073
2.0	Cordless Remote For	9		4,392	39,529
3.0	Cassette	5		5,313	26,565
4.0	Cordless Remote For Compact Cassette	5		4,463	22,315
7	<b>Refnet Joints.</b>				
1.0	Refnet joints to connect copper piping of the indoor unit to the main circuit line complete with nitrile rubber insulation.	24		3,967	95,209
		67			
<b>SUB TOTAL -1 ( HIGH SIDE ) for VRV IN INR (Basic)</b>					<b>18,73,258</b>
					<b>GST @ 28%</b>
<b>SUB TOTAL -1 ( HIGH SIDE ) for VRV IN INR with GST</b>					<b>5,24,512</b>
					<b>23,97,770</b>

Installation of Variable Refrigerant System					
Sr. No.	DESCRIPTION	QTY	UNIT	RATE	AMOUNT
<b>B</b>	<b>Installation of Variable Refrigerant System</b>				
<b>1</b>	<b>Out-door units</b>				
1.0	20 HP (TOP Discharge Cooling Only)	2	NOS.	40,000	80,000
2.0	OLD ODU Unit Installation	1	Lot	50,000	50,000
3.0	OLD Units Dismantal	1	Lot	50,000	50,000
<b>2</b>	<b>In door units</b>				
1.0	Installation of VRV indoor Units	28		8,000	2,24,000
<b>3</b>	<b>Installation of the following components of VRV system:</b>				
1.0	All refrigerant piping for indoor & outdoor units neatly brazed.	1	Lot	6,00,000	6,00,000
2.0	Control cables between indoor and outdoor unit laid in PVC pipe and clamped .	1	Lot	1,86,000	1,86,000
3.0	Rigid PVC drain Piping with insulation	1	Lot	1,14,000	1,14,000
4.0	Testing & Commisioning charges alongwith topping-up of refrigerant	1	Lot	1,00,000	1,00,000
<b>4</b>	<b>M.S ODU Stand</b>				
1.0	M.S Structure for installing VRV outdoor units (Table Top type stand)	<b>CLIENT'S SCOPE</b>			
2.0	lifting & shifting & transportation	1	lot	70,000	70,000
3.0	Minor Civil Work	1	lot	25,000	25,000
<b>TOTAL - 2 WITHOUT TAX</b>					<b>14,99,000</b>
<b>GST @ 18%</b>					<b>2,69,820</b>
<b>SUB TOTAL -1+2 for VRV IN INR with GST</b>					<b>17,68,820</b>
<b>TOTAL PROJECT COST WITH TAX</b>					<b>41,66,590</b>

**Note:**

1. Our management has not yet placed any firm order for the above-mentioned quotation and is subject final negotiations
2. The quotations mentioned above do not include cost of freight, insurance, transportation and /or any other applicable government taxes as these can be determined only at the time of placing of orders.
3. The quotation is received on 28<sup>th</sup> January 2024 and the same is valid for a period of 2(Two) months i.e. until 28<sup>th</sup> March 2024.

**Estimated implementation schedule**

Following table shows the proposed implementation schedule along with the status of the process for implementation:

Sr. no.	Particulars	Proposed Time line	Status
1	Identification of premise as per requirements	February 2024	Completed
2	Designing and planning by professional	February 2024	Completed
3	Finalizing of Quotations	March 2024	In-process
4	Signing of lease deed	April 2024	In-process
5	Placing orders	April 2024	Pending
6	Fit-out of office furniture	July 2024	Pending
7	Commencement of Operations	September 2024	Pending

**b. Purchase and Installation of IT equipment, computer hardware, server, SAN storage, CCTV cameras, video conferencing equipment, networking (LAN) and other equipment**

Currently, our data center operates with limited performance. However, to effectively cater to a growing customer base, both domestically and internationally, the imperative lies in upgrading to a high-performance data center equipped with all requisite infrastructure. The purchase and installation of IT equipment, SAN storage, servers, security protocols, networking infrastructure, and cabling constitutes a meticulous process aimed at interconnecting and optimizing the functionality of multiple computer systems, devices, servers, or networks.

The Capital expenditure for the aforesaid purpose will benefit us in seamless communication, efficient processing of large datasets, secure data storage, and collaborative resource sharing. Moreover, it enables seamless coordination and communication between customers and service providers, transcending geographical limitations while ensuring end-to-end data privacy and security, thereby fostering increased collaboration and teamwork.

**Summary of the quotations for capital expenditure to be incurred IT equipment, computer hardware, server, SAN storage, CCTV cameras, video conferencing equipment, networking (LAN) and other equipment:**

<b>Name of the supplier/ agency</b>	<b>Jalaram Enterprise</b>
Address	3 Dakornath Soceity, Opp. SLM, Nr. Vinjol Crossing, Vatva, Ahmedabad
Terms	Payment Terms – Advance Installation charges are extra.

Sr. No.	Description	Quantity	Basic Amount	GST	Total Amount (Including GST)
1	32 Channel NVR with 4 sata support	1	25,250	4,545	29,795
1.1	POE SW - 32 Port	1	18,250	3,285	21,535
1.2	IP IR Dome camera -4 MP with inbuilt Audio	28	1,14,800	20,664	1,35,464
1.3	Seagate Make surveillance HD - 6/8 tb (for recording up to 30 days)	1	17,750	3,195	20,945
2	Access control device at reception	1	1,70,000	30,600	2,00,600
2.1	Biometric/RF for 11 Doors (IN/out)	22	1,87,000	33,660	2,20,660
3	Wireless Access Points	8	1,40,000	25,200	1,65,200
4	UPS : 60 KVA	1	4,20,000	75,600	4,95,600
4.1	Exide Battery 65AH 12 V	40	1,88,000	52,640	2,40,640
4.2	Battery Rack & Link Set	1	42,500	7,650	50,150

5	Network Rack : 42 U	1	29,850	5,373	35,223
6	Cisco Switch : CBS350-48T-4G	4	2,10,000	37,800	2,47,800
7	Cisco Fiber Switch 24 Port	2	6,40,000	1,15,200	7,55,200
8	Fire & Alarm Panel	1	4,600	828	5,428
8.1	Smoke Detectors	58	49,300	8,874	58,174
8.2	Call Points	6	3,300	594	3,894
8.3	Hooter With Flash	2	5,100	918	6,018
8.4	Fire Extinguisher 6 KG	1	1,550	279	1,829
8.5	CO2 4.5 KG	1	4,450	801	5,251
9.1	Video Wall Installation & Accessorries	4	2,40,000	43,200	2,83,200
10	Tap Scheduler for Meeting Rooms Logitech	1	1,18,000	21,240	1,39,240
11	VoIP Phones	40	1,38,000	24,840	1,62,840
12	HP Pavilion X360 14S-EK1021-TU	20	15,90,000	2,86,200	18,76,200
13	Workstations: CPU,Monitor, Keyboard & Mouse	25	22,12,500	3,98,250	26,10,750
13.1	DELL S2422HG 24" CURVE MONITO	50	6,25,000	1,12,500	7,37,500
14	LAN Cables Patch Cord D-Link 1 Mtr	200	31,000	5,580	36,580
15	LAN Cables Patch Cord D-Link 2 Mtr	220	38,500	6,930	45,430
16	Noise cancelling headphones	50	1,10,000	19,800	1,29,800
17	SAN Storage HPE MSA-2050 SFF	1	33,59,500	6,04,710	39,64,210
18	SAN Switch HPE 5130-24G 4SFP, 10GBE+EI	1	1,60,000	28,800	1,88,800
19	Offline NAS Synology 8 Bay DS1821+	1	90,000	16,200	1,06,200
19.1	NAS Hard Drive 12 TB	5	1,10,000	19,800	1,29,800
20	FortiGate Firewall Subscription 5 Years	1	12,08,500	2,17,530	14,26,030
24	Windows Licenses Desktop & laptop	70	7,70,000	1,38,600	9,08,600
25	Server Hard-Drives (SSD)	15	18,00,000	3,24,000	21,24,000
26	Dell Server Power Edge R550 Server	5	34,90,000	6,28,200	41,18,200
<b>Total</b>			<b>1,83,62,700</b>	<b>33,24,086</b>	<b>2,16,86,786</b>
<b>Add: Miscellaneous/Additional Charges</b>					<b>1,13,214</b>
<b>Total Project Cost with Tax</b>					<b>2,18,00,000</b>

**Note:**

- 1) Our management has not yet placed any firm order for the above-mentioned quotation and is subject final negotiations.
- 2) The quotations mentioned above do not include cost of freight, insurance, transportation, Installation and /or any other applicable government taxes as these can be determined only at the time of placing of orders.
- 3) The quotation is received on 19<sup>th</sup> February 2024 and the same is valid for a period of 2(Two) months until 19<sup>th</sup> April 2024.

## 2) Business Expansion Cost:

### A) Development of New Product & Technology:

Satrix Information Security endeavors to create in house Intellectual Property (IP) in the form of advanced software. We propose to use Rs.756.00 lakhs of net IPO Proceeds to develop the said Product & Technology (i.e. advanced software) to offer specialized service to our clients. The said Product aims to protect cyber threats using latest technology like Artificial Intelligence (AI) and Machine Learning (ML). The propose product will have specialized service which will play a crucial role in mitigating cyber threats, protecting online users, and safeguarding the interests of businesses, brands, and individuals. By removing malicious content and disrupting cybercriminal infrastructure, these services help reduce the impact of cyber-attacks, prevent financial losses, and uphold trust and integrity in the digital ecosystem.

To derive the cost of proposed product development (i.e. Advanced Software), management of the company has prepared a feasibility study and worked out a minimum viable plan to develop the product in-house. Based on the feasibility study the breakdown of the estimated expenses related to the development of advanced software is follows:

The breakdown of the estimated expenses related to the same is follows:

Sr. No	Particular	Amount (INR in Lakhs)
1	Manpower Cost (36 resources (this includes developers, admin, UX/UI, Hadoop, security expert, project manager, product manager, technology skilled resources) <sup>(1)</sup> )	756.00

(1) Break-up of Estimated Manpower Cost is as under:

Sr. No	Item	Count	Estimated Cost (₹ in Lakhs) Per month	Estimated Total Cost (₹ in Lakhs) for year	Amount to be funded from Net Proceeds (₹ in Lakhs)
1	Human Resource cost	01	1,50,000	18,00,000	18,00,000
2	Content developer	02	2,50,000	30,00,000	30,00,000
3	Java Developer	02	2,80,000	33,60,000	33,60,000
4	Sr. Developer - Python	08	20,00,000	2,40,00,000	2,40,00,000
5	Ui/Ux developer	04	5,80,000	69,60,000	69,60,000
6	Hadoop admin	04	6,00,000	72,00,000	72,00,000
7	Hadoop developer	03	4,50,000	54,00,000	54,00,000
8	Security expert- Dark Web	05	6,20,000	74,40,000	74,40,000
9	Sr. Quality Assurance Tester	02	4,00,000	48,00,000	48,00,000
10	Product Manager	02	6,00,000	72,00,000	72,00,000
11	Product Lead	01	1,20,000	14,40,000	14,40,000
12	Performance Testing	01	1,50,000	18,00,000	18,00,000
13	ITSM Portal Admin	01	1,00,000	12,00,000	12,00,000
	<b>Total</b>	<b>36</b>		<b>7,56,00,000</b>	<b>7,56,00,000</b>



**B) Other Business Expansion Cost:**

Satrix Information Security wants to expand its business into new edge business unit. We propose to utilize Rs.212.00 Lakhs from net proceeds as a part of business expansion. Our new edge business excels in providing tailored solutions that seamlessly integrate technology components to enhance organizational efficiency and performance. The company is strategically bringing aboard seasoned professionals to spearhead the expansion of our new edge business and broaden its service portfolio, catering to the evolving needs of customers worldwide. By leveraging the expertise of senior resources, the company wants to establish a significant presence in key international markets, further solidifying our reputation as a trusted partner in safeguarding digital assets and addressing complex cybersecurity challenges.

To fulfil this objective, it is imperative to strategically acquire top-tier talent. By bringing onboard exceptional professionals, the company wants establish substantial growth in both revenue and profitability. Investing in talent acquisition is fundamental to realizing our overall objective.

The breakdown of the estimated expenses related to the same is follows:

Sr. No	Particular	Amount (INR in Lakhs)
1.	Manpower Cost ( 7 resources - Sales VP, Presales, Technology Consultant, Delivery Head, Managed Security Head)	212.00

**3) Additional Working Capital Requirement**

Our business requires working capital majorly for investment in Trade Receivables and payment to trade payables and funding day to day operations. The Company will meet the requirement to the extent of ₹250.00 from the Net Proceeds of the Issue and balance from Internal accruals at an appropriate time.

With the expansion of the business activity, the company will be in the need of additional working capital requirements which is based on our management estimations of the future business plan from the FY 2024-25. The major capital will be invested in the trade receivables, and payment to trade payables and funding day to day operations as the money gets blocked in them resulting in additional working capital requirements. The Company will meet the requirement to the extent of Rs. 250.00 lakhs from the Net Proceeds of the Issue and balance from internal accruals at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement as per Restated financials are as follows:

(₹in lakhs)

Particulars	Restated Consolidated				Estimated	Estimated
	31/03/2021	31/03/2022	31/03/2023	31/10/2023	31/03/2024	31/03/2025
Cash & & cash equivalents	83.53	66.68	154.07	157.27	165.86	86.33
Trade Receivables	416.10	656.08	1,543.42	817.84	1,725.45	1,994.42
Inventory	-	-	-	-	-	-
Short Term Loans and Advances	169.72	377.27	421.58	484.07	588.34	691.57
Other Current Assets	28.38	73.44	112.76	237.55	302.02	589.55
<b>Total Current Assets</b>	<b>83.53</b>	<b>1,173.46</b>	<b>2,231.83</b>	<b>1,696.73</b>	<b>2,781.67</b>	<b>3,361.88</b>
Trade payables	210.49	288.76	939.96	598.73	1,016.96	1,082.76
Other Current Liabilities	115.08	120.11	207.71	140.07	354.33	384.76
Short term provisions	15.51	18.73	18.14	20.42	22.20	26.64
<b>Total Current Liabilities</b>	<b>341.08</b>	<b>427.59</b>	<b>1,165.81</b>	<b>759.22</b>	<b>1,393.49</b>	<b>1,494.16</b>
<b>Working Capital Gap</b>	<b>356.65</b>	<b>745.87</b>	<b>1,066.02</b>	<b>937.51</b>	<b>1,388.18</b>	<b>1,867.72</b>
<b>Source of Working Capital</b>						
Proceeds from IPO					-	250.00
Short Term Borrowings	39.78	233.29	194.34	8.65	-	-
Internal Accrual	316.87	512.58	871.68	928.86	1,388.18	1,617.72
<b>Total</b>	<b>356.65</b>	<b>745.87</b>	<b>1,066.02</b>	<b>937.51</b>	<b>1,388.18</b>	<b>1,867.72</b>

#### Assumption on working capital requirement:

We have estimated our working capital requirement based on the following holding periods which are as per industry standard:

Particulars	Restated Consolidated				Estimated	Estimated
	31/03/2021	31/03/2022	31/03/2023	31/10/2023	31/03/2024	31/03/2025
Sundry Debtors Holding period (Months)	2.36	3.43	5.06	1.78	4.35	3.87
Sundry Creditor Holding Period (Months)	2.57	3.58	6.02	1.71	4.04	3.31

**Justification for holding period:**

Particulars	Details
<b>Current Assets</b>	
Trade Receivables	In Fiscal 2021, 2022 and 2023 our average Trade Receivables holding period was 2.36 months, 3.43 months & 5.06 months respectively. In Fiscal 2023, the sudden hike in Trade Receivable is due to Sale of high value Licences in last quarter (January to March 2023) and realisation of outstanding receivable after reporting date, in next quarter (April to June 2023 i.e. Fiscal 2024). In Stub Period, average debtor holding period was 1.78 months. We are estimating the Trade Receivables holding period at 4.35 months & 3.87 months for Fiscal 2024 & 2025. We will maintain Trade receivable holding period in future between 3.5 to 4.0 months (approx.) The company is planning to maintain its debtor days almost same in line with past years.
Particulars	Details
<b>Current Liabilities</b>	
Trade Payables	In Fiscal 2021, 2022 and 2023 our average Creditor holding period was 2.57 month, 3.58 months and 6.02 month respectively. The substantial increase in Trade Payables in Fiscal 2023 is due to Purchase of high value Licenses in last quarter (January to March 2023) and Payment of outstanding Payables in next quarter (April to June 2023) of Fiscal 2024. In Stub Period, average trade payable holding period was 1.71 months. We are expecting trade payable to 4.04 month & 3.31 month remain in line with past trend in Fiscal 2024 and Fiscal 2025 respectively.

**Justification of increase in working capital requirement:**

We are currently engaged in the business of Cybersecurity. Our projects may get around 6 months to be completed. During this time, we deploy our employees as well as equipments in order to complete the project. Payment terms for such projects is stage-wise and complete payment is received only after completion of project during which resources from our deployed resulting into higher working capital requirement. Further, with the growth in business there is a continuous need to arrange for additional working capital. With regard to detailed justification for the items of working capital in Fiscal 2024 and Fiscal 2025, please note as under:

1. **Trade Receivables:** The Company is planning to provide specialized services through development of advanced software which will help company securing new projects. With increase in projects secured and delivered by our Company, the level of trade receivable increases with increase in volume of operations.

2. **Short term loans and Advances:** Short term loans and Advances includes, advances to suppliers, advance to employee and Unsecured Loan to Related Party. Short term loans and Advances is increasing due to increase in business volume, which may require increased advances to be paid to suppliers to ensure uninterrupted supply and cost effectiveness.

3. **Other Current Assets:** Other current assets include Deposits, Cost to be billed, Interest Accrued from Deposits & Loans and Other Receivables. The increase in Other Current Assets is due to increase in Cost to be billed and Accrued Interest. The same is expected to increase in estimated and projected year because the company is expecting to increase in revenue due to development of new software and increase in Business Operations.

4. **Trade payables:** With the increase in volume in operations, the company has to increase our manpower, outside professional expertise and hardwares, which will result in overall trade payable.

#### 4) General Corporate Purpose

Our management will have flexibility to deploy ₹ [●], aggregating to [●] % 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 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 Draft 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 ₹ [●], which is [●] % 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, underwriters and other out of pocket expenses.	[●]	[●]	[●]
2	Brokerage and selling commission <sup>(2)(3)(4)</sup>	[●]	[●]	[●]
3	Printing & Stationery, Distribution, Postage, etc.	[●]	[●]	[●]
4	Advertisement and Marketing Expenses	[●]	[●]	[●]
5	Stock Exchange Fees, Regulatory and other Expenses	[●]	[●]	[●]
<b>Total</b>		[●]	[●]	[●]

<sup>(2)</sup> The SCSBs and other intermediaries will be entitled to a commission of Rs. 10/- per every valid Application Form submitted to them and uploaded on the electronic system of the Stock Exchange by them.

<sup>(3)</sup> The SCSBs would be entitled to processing fees of Rs. 10/- per Application Form, for processing the Application Forms procured by other intermediaries and submitted to the SCSBs.

<sup>(4)</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 Draft 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 Draft Prospectus, no funds have been deployed on these objects. The entire Issue size is proposed to be deployed in the Financial Year 2024 - 25.

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

Since the proceeds from the 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 Draft 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.

### **Working Capital Requirement**

We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, financing from various banks and financial institutions.

### **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.

### **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 Promoter, our board of Directors, our Key Management Personnel or Group Companies except in the normal course of business in compliance with applicable law.

## BASIS FOR 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 ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Shares and is [●] times of the face value. Investors should read the following basis with the sections titled “Risk Factors” and “Restated Financial Information” and the chapter titled “Our Business” beginning on page nos. 20,164 and 113 respectively, of this Draft Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of Our Company could decline due to these risk factors and you may lose all or part of your investments.

### Qualitative Factors

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

- a) Qualified and Experienced Promoters & Employees
- b) Diversified Client Base
- c) Proactive approach to provide Cyber security solutions using modern technology and adaptive to changing requirement of the client
- d) Geographical presence in growing markets like Middle east and North America

For more details on qualitative factors, refer to chapter “Our Business” on page no. 113 of this Draft Prospectus.

### Quantitative Factors

The information presented in this section is derived from our Restated Financial Statements. For more details on financial information, investors please refer the chapter titled “Restated Financial Information” beginning on page no.164 of this Draft 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 Per Share (“EPS”)

Particulars	Basic & Diluted	
	EPS (in ₹) <sup>(2)</sup>	Weights
Year ended on March 31, 2023	8.00	3
Year ended on March 31, 2022	4.28	2
Year ended on March 31, 2021	3.88	1
<b>Weighted Average</b>	<b>6.07</b>	
Seven months ended on October 31, 2023 <sup>(1)</sup>	Basic: <b>4.33</b> and Diluted: <b>4.33</b>	

<sup>(1)</sup> For the period of seven months and not annualised.

<sup>(2)</sup> Based on Consolidated 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. Basic and Diluted EPS calculations are in accordance with Accounting Standard 20 “Earnings per Share”, notified under section 133 of Companies Act, 2013 read together along with paragraph 7 of Companies (Accounting) Rules, 2014.
- d. Pursuant to AGM held on September 30, 2023, our Company has issued 49,90,000 Bonus Shares in the ratio of 499 shares for every 1 share held to all the existing shareholders of the Company. The date of allotment of Bonus Shares is 24<sup>th</sup> October, 2023.
- e. The above statement should be read in conjunction with Significant Accounting Policies and Notes to Restated Financial Statements as appearing in “Annexure IV & V - Financial Information” beginning on page no. 199 Draft Prospectus.

- 2) **Price Earnings Ratio (“P/E”) in relation to the Price of ₹ [●] per Equity Share of Face Value of ₹10/- each fully paid up:**

Particulars	Consolidated Restated Financials
P/E ratio based on Basic and Diluted EPS as at March 31, 2023	[●]
P/E ratio based on Weighted Average EPS	[●]

**Industry Peer Group P/E Ratio**

Based on the peer group information (excluding our company) given below in this section, the P/E ratio is as follows:

Name of the Company	P/E Ratio <sup>(1)</sup>	Face Value of equity shares (in ₹)
Systango Technologies Limited	21.81	10
Dev Information Technology Ltd.	23.50	5
<b>Industry Average<sup>(2)</sup></b>		<b>22.66</b>



Note:

- 1) P/E figures for the peer are computed based on closing market price as on March 13, 2024 on NSE, divided by Basic EPS (on consolidated basis) based on the functional results declared by the peers available on website of [www.nseindia.com](http://www.nseindia.com) for the Financial Year ending March, 2023.
- 2) The Industry Average P/E ratio is calculated on the basis of Total of P/E of peer group companies mentioned above divided by Total number of companies.

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

#### Consolidated

Particulars	RoNW (%)	Weight
Year ended on March 31, 2023	33.51%	3
Year ended on March 31, 2022	27.58%	2
Year ended on March 31, 2021	34.79%	1
<b>Weighted Average</b>	31.75%	
Seven months ended on October 31, 2023	15.32%	

\* For the period Seven months and not annualised.

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

$$\text{RoNW} = \frac{\text{Net profit/loss after tax, as restated}}{\text{Net worth excluding preference share capital and revaluation reserve}}$$

### 4) Net Asset Value (NAV) per share

Financial Year	Consolidated NAV (₹)
NAV as at March 31, 2023*	23.88
NAV as at Oct 31, 2023	28.26
NAV after Issue	[•]
Issue Price (₹)	[•]

\* After giving effect of Bonus share issued in AGM held on September 30, 2023, our Company has issued 49,90,000 Bonus Shares in the ratio of 499 shares for every 1 share held to all the existing shareholders of the Company. The date of allotment of Bonus Shares is 24th October, 2023.

**Note:** Net Asset Value has been calculated as per the following formula:

- i. The figures disclosed above are based on the Restated Consolidated Financial Statements of the Company.
- ii.  $\text{NAV} = \frac{\text{Net worth excluding preference share capital and revaluation reserve}}{\text{Outstanding number of Equity shares at the end of the year}}$
- iii. Net worth is computed as the sum of the aggregate of paid-up equity share capital, all reserves created out of the profits and debit or credit balance of profit and loss account.

## 5) Comparison of Accounting Ratios with Listed Industry Peers

Name of the Company	Consolidated / Standalone	CMP* (₹)	Basic EPS (₹)	P/E Ratio	Face value (₹ per share)	NAV (₹ per share)	RoNW (%)	Revenue from Operations (₹ in Lakh)
Sattrix Information Security Ltd.	Consolidated	[●]	8.00	[●]	10	23.88	40.61	3,659.27
<b>Listed Peers</b>								
Systango Technologies Limited	Consolidated	278.25	12.76	21.81	10	42.02	22.70	5234.01
Dev Information Technology Ltd.	Consolidated	95.90	4.08	23.50	5	18.78	21.71	12,415.52

\*CMP for our Company is considered as Issue Price.

\*\* Source: [www.nseindia.com](http://www.nseindia.com)

: [www.bseindia.com](http://www.bseindia.com)

### Notes:

(I) The figures of Sattrix Information Security Ltd. are based on Consolidated Financial Statements as restated as on March 31, 2023.

(II) Current Market Price (CMP) is the closing price of peer group scrips as on March 13, 2024.

(III) The figures for the peer group are based on the consolidated audited financials for the year ended March 31, 2023.

(IV) Source – Annual report of the company for the year 2023. P/E Ratio is based on the CMP of the respective scrip's.

(v) NAV per share is computed as the closing net worth divided by the closing outstanding number of paid up equity shares as adjusted with the effect of Bonus Issue.

(vi) RONW has been computed as net profit after tax divided by closing net worth.

## 6) Key Performance Indicators

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

The KPIs disclosed below have been approved by a resolution of our Audit Committee and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Prospectus. Further, the KPIs herein have been certified by G. K. Choksi & Co. by their certificate.

We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” on page no. 1 of this Draft Prospectus.

Particulars	31 <sup>st</sup> October, 2023*	31 <sup>st</sup> March 2023	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2021
Revenue from Operations (₹ in Lakhs)	2,749.11	3,659.27	2,293.58	2,111.82
EBITDA (₹ in Lakhs)	324.52	489.80	265.74	329.07
EBITDA Margin (%)	11.80%	13.39%	11.59%	15.58%
Profit After Tax (₹ in Lakhs)	216.42	400.12	214.13	193.83
PAT Margin (%)	7.87%	10.93%	9.34%	9.18%
ROE (%)	16.60%	40.61%	32.11%	42.39%
ROCE (%)	23.12%	42.67%	28.59%	50.43%

\*Not Annualized

**Notes:**

- 1) Revenue from Operations means the Revenue from Operations as appearing in the Restated Financial Information.
- 2) EBITDA refers to profit for the year, as adjusted to exclude (i) other income, (ii) depreciation and amortization expenses, (iii) finance costs and (iv) tax expenses.
- 3) EBITDA Margin refers to the percentage margin derived by dividing EBITDA by revenue from operations.
- 4) "ROE" means return on equity, which represents Profit after tax during the relevant year divided by Average Equity. Average equity is calculated as average of opening and closing balance of total equity (Shareholders' funds) for the year.
- 5) "ROCE" means return on capital employed, which represents EBIT (Earnings before Interest and Tax) during the relevant year as a percentage of capital employed. Capital employed is the total of all types of capital, other equity, total borrowings, total lease liabilities and deferred tax liabilities (net) less deferred tax assets (net) as of the end of the relevant year.

**Explanation for KPI metrics:**

Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps to assess the overall financial performance of our Company and volume of our business
EBITDA	EBITDA provides information regarding the operational efficiency of the business
EBITDA Margin (%)	EBITDA Margin (%) is an indicator of the operational profitability and financial performance of our business
PAT	Profit after tax provides information regarding the overall profitability of the business.
PAT Margin (%)	PAT Margin (%) is an indicator of the overall profitability and financial performance of our business.
RoE (%)	RoE provides how efficiently our Company generates profits from shareholders' funds.
RoCE (%)	RoCE provides how efficiently our Company generates earnings from the capital employed in the business.

### *Financial*

- 7) The Company in consultation with the Lead Manager believes that the Issue price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) 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 Draft 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 [●] times of the face value i.e. ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share.

## STATEMENT OF SPECIAL TAX BENEFITS

*G. K. Choksi & Co.*  
Chartered Accountants

1201 - 901, North Tower, One42, Chhanalal Joshi Marg,  
Opp. Jayantilal Park BRTS, Off. Ambli BRTS Road, Ahmedabad 380 054.  
Dial : 91 - 79 - 6819 8900 - 901 ; E-mail : info@gkcco.com

### Statement of Possible Special Tax Benefits

To,  
The Board of Directors  
Satrix Information Security Limited (The "Company")  
28, Damubhai Colony,  
Bhattha, Paldi,  
Ahmedabad,  
Gujarat, 380007.

**Sub: Initial Public Offer of equity shares ("SME IPO") by Satrix Information Security Limited ("The Issuer")**

Dear Sir(s),

We, G. K. Choksi & Co., the statutory auditor of the Company, hereby annex the statement of possible special tax benefits (Refer Annexure) available to the Company and its shareholders under provisions of Income Tax Act, 1961, as amended and Income Tax Rules, 1962, as amended by Finance Act, 2023 (hereinafter referred to as 'Income Tax Laws').

Several of these stated tax benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Therefore, the ability of the Company or its shareholders to derive the stated tax benefits is dependent on fulfilling such conditions, which based on business imperatives the Company faces in future, the Company and its shareholders may or may not choose to fulfil.

This statement of possible special tax benefits is required as per Schedule VI (Part A) (9) (L) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ("ICDR Regulations"). While the term 'special tax benefits' has not been defined under the SEBI ICDR Regulations, it is assumed that with respect to special tax benefits available to the Company, would include those benefits as enumerated in the statement annexed. Any benefits under the taxation laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this statement.

In respect of non-residents, the tax rates and the consequent taxation shall be further subject to any benefits available under the applicable double taxation avoidance agreement, if any, between India and the country in which the non-resident has fiscal domicile.

The benefits discussed in the enclosed annexure are neither exhaustive nor conclusive. The Annexure is for your information and for inclusion in Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus (collectively known as the "Offer Document"), as amended or supplemented thereto or any other written material in connection with the proposed Issue 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 Issue. Neither are we suggesting nor advising the investor to invest money based on this statement.

Our views are based on the existing provisions of the tax laws and its interpretation, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retrospective, could have an effect on the validity of our views stated therein. We assume no obligation to update the statement in case of any events subsequent of this date, which may have a material effect on the discussion therein.



Branches : 708, Raheja Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 024.  
Dial : 91 - 22 - 6632 4446  
514/515, Tolstoy House, Tolstoy Marg, Janpath, New Delhi - 110 001.  
Dial : 91 - 11 - 4371 7773 - 74  
'Surya Bhavan', Station Road, Petlad - 388 450. Dial : 91 - 2697 - 224 108  
E-mail : info@gkcco.com

*G. K. Choksi & Co.*  
*Chartered Accountants*

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

- (a) the Company has availed of any of these benefits in the past;
- (b) the Company has fulfilled the requisite conditions in the past to obtain these benefits;
- (c) the Company and/or its shareholders will continue to obtain these benefits in future; or
- (d) the revenue authorities/ courts will concur with the views expressed herein.

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

While we use reasonable efforts to furnish accurate and up-to-date information, we do not warrant that any information contained in or made available through the Company or the public domain is accurate, complete, reliable, current or error-free. Any change in the information made available to us by the Company which forms substantial basis of our verification, subsequent to the issuance of this Statement has not been considered.

This certificate has been issued at the request of the Company for inclusion in Offer Document or any other issue related material in connection with the proposed issue of equity shares and is not to be used, referred to or distributed for any other purpose without our prior written consent.

Yours sincerely,  
**FOR G. K. CHOKSI & CO.**  
[Firm Registration No. 101895W]  
Chartered Accountants



*Roht Choksi*  
**ROHIT K. CHOKSI**  
Partner

Mem. No. 031103

UDIN: 2403 1103 BKD QCH5550

Place: Ahmedabad

Date: 24<sup>th</sup> January 2024

Enclosure: Statement of Possible Special Direct tax benefits available to the Company and its shareholders.

**ANNEXURE**

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

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

**STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO THE COMPANY AND SHAREHOLDERS OF THE COMPANY****A Special Direct Tax benefits available to the company**

1. Section 115BAA of the Act: Corporate Tax Rate as per new tax regime
  - (a) Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for tax rate of 22% plus surcharge @ 10% and health and education cess @ 4% (effective tax rate of 25.168%) for the financial year 2019-20 and onwards, provided the total income of the company is computed without claiming certain specified deductions and specified brought forward losses and claiming depreciation determined in the prescribed manner.
  - (b) In case a company opts for section 115BAA, provisions of Minimum Alternate Tax (MAT) would not be applicable and earlier years' MAT credit will not be available for set - off.
  - (c) The option needs to be exercised on or before the due date of filing the income tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other subsequent assessment year.  
  
Further, if the conditions mentioned in section 115BAA are not satisfied in any financial year, the option exercised shall become invalid for assessment year in respect of such financial year and subsequent assessment years, and the other provisions of the Act shall apply as if the option under section 115BAA had not been exercised.
  - (d) The company has represented to us that they have currently not opted for tax regime under section 115BAA of the Act.
2. Section 80JJAA of the Act: Deduction in respect of employment of new employees
  - (a) In accordance with and subject to the conditions specified under Section 80JJAA of the Act, a company is entitled to a deduction of an amount equal to 30% of additional employee cost incurred in the course of business in a financial year, for 3 consecutive assessment years including the assessment year relevant to the financial year in which such additional employment cost is incurred.
  - (b) Additional employee cost means the total emoluments paid or payable to additional employees employed in the financial year. The deduction under section 80JJAA would continue to be available to the company even where the company opts for the lower effective tax rate of 25.168% as per the provisions of section 115BAA of the Act (as discussed above).
  - (c) The company should be eligible to claim this deduction in case it incurs additional employee cost within the meaning of Explanation (i) to sub-section (2) of section 80JJAA of the Act and satisfies the conditions as mentioned in the said section.



3. Section 80M of the Act: Deduction in respect of inter-corporate dividends
- (a) Dividend received by a domestic company from any other domestic company or a foreign company or a business trust shall be eligible for deduction of dividend income under section 80M of the Act while computing its total income for the relevant assessment year subject to the fulfilment of prescribed conditions. The amount of such deduction would be restricted to the amount of dividend distributed by the shareholder (domestic company) up to 1 month prior to the due date for furnishing the return of income under section 139(1) of the Act. Where the company has investments in Indian subsidiaries and other companies, if any, it can avail the above-mentioned benefit under Section 80M of the Act.

**B. Special direct tax benefits available to Shareholders**

- (a) Dividend income will be subject to tax in the hands of shareholders at the applicable slab rate / corporate tax rate (plus applicable surcharge and cess) or as per the applicable Double Tax Avoidance Agreements (as shall be relevant in case of non-resident shareholders).
- (b) In case of dividend income earned by domestic shareholders, income reported under the head "Income from other sources", shall be computed after making deduction of a sum paid by way of interest on the capital borrowed for the purpose of investment. However, no deduction shall be allowed from the dividend income, other than deduction on account of interest expense, and in any financial year such deduction under section 57 of the Act shall not exceed 20% of the dividend Income.
- (c) Separately, any dividend income received by the resident shareholders would be subject to tax deduction at source by the company under section 194 @ 10%. However, in case of individual resident shareholders, this would apply only if dividend income exceeds Rs 5,000. In case of non-resident shareholders, dividend income would be subject to tax deduction at source by the company under section 195 r.w. section 115A @ 20% plus applicable surcharge and cess, subject to applicability of beneficial provisions of Double Taxation Avoidance Agreement.
- (d) As per section 2(29AA) read with section 2(42A) of the Act, a listed equity share is treated as a long-term capital asset if the same is held for more than 12 months immediately preceding the date of its transfer.
- (e) Long term capital gains exceeding Rs. 1 lakhs on transfer on such shares on which Securities Transactions Tax has been paid will be subject to tax in the hands of shareholders as per the provisions of Section 112A of the Act at 10% (plus applicable surcharge and cess). The benefit of indexation of costs shall not be available.
- (f) Short term capital gains arising on transfer of shares on which Securities Transactions Tax has been paid will be subject to tax in the hands of shareholders as per the provisions of Section 111A of the Act at 15% (plus applicable surcharge and cess).
- (g) Non-resident shareholders including foreign portfolio investors may choose to be governed by the provisions of Double Taxation Avoidance Agreement, to the extent they are more beneficial and subject to provision of the prescribed documents.





## SECTION VI – ABOUT THE COMPANY

### INDUSTRY OVERVIEW

*The information in this chapter includes extracts from publicly available information, data, and statistics and has been derived from various government publications and industry sources. The data may have been reclassified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect.*

*Before deciding to invest in the Equity Shares, prospective investors should read this entire Draft Prospectus, including the information in the sections "Risk Factors" and "Restated Financial Statements" on pages 23 and 132, respectively of the Draft Prospectus. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section 'Risk Factors' on page 23 of the Draft Prospectus. Accordingly, investment decisions should not be based on such information.*

### GLOBAL ECONOMIC OVERVIEW

Today the world economy at one side is showing signs of recovery from COVID-19 pandemic and on the other side it is facing the uncertainty of Russia- Ukraine war. The global recovery from the COVID-19 pandemic and Russia's invasion of Ukraine is slowing amid widening divergences among economic sectors and regions. The World Health Organization (WHO) announced in May that it no longer considers COVID-19 to be a "global health emergency." Supply chains have largely recovered, and shipping costs and suppliers' delivery times are back to pre-pandemic levels. On the inflation front, it has remains high and continues to erode household purchasing power. Policy tightening by central banks in response to inflation has raised the cost of borrowing, constraining economic activity. Immediate concerns about the health of the banking sector have subsided, but high interest rates are filtering through the financial system, and banks in advanced economies have significantly tightened lending standards, curtailing the supply of credit. The impact of higher interest rates extends to public finances, especially in poorer countries grappling with elevated debt costs, constraining room for priority investments. As a result, output losses compared with pre pandemic forecasts remain large, especially for the world's poorest nations

*(Source: World Economic update, Near Term Resilience Persistent Challenges July 2023)*

Global Economic also witnessed failures of banks. The unexpected failures of two specialized regional banks in the United States in mid-March 2023 and the collapse of confidence in Credit Suisse—a globally significant bank—have roiled financial markets, with bank depositors and investors reevaluating the safety of their holdings and shifting away from institutions and investments perceived as vulnerable. The loss of confidence in Credit Suisse resulted in a brokered takeover. Broad equity indices across major markets have fallen below their levels prior to the turmoil, but bank equities have come under extreme pressure.

Despite strong policy actions to support the banking sector and reassure markets, some depositors and investors have become highly sensitive to any news, as they struggle to discern the breadth of vulnerabilities across banks and nonbank financial institutions and their implications for the likely

near-term path of the economy. Financial conditions have tightened, which is likely to entail lower lending and activity if they persist

With the recent increase in financial market volatility and multiple indicators pointing in different directions, the fog around the world economic outlook has thickened. Uncertainty is high, and the balance of risks has shifted firmly to the downside so long as the financial sector remains unsettled. The major forces that affected the world in 2022—central banks' tight monetary stances to allay inflation, limited fiscal buffers to absorb shocks amid historically high debt levels, commodity price spikes and geo-economics fragmentation with Russia's war in Ukraine, and China's economic reopening—seem likely to continue into 2023. But these forces are now overlaid by and interacting with new financial stability concerns. A hard landing— particularly for advanced economies—has become a much larger risk. Policymakers may face difficult trade-offs to bring sticky inflation down and maintain growth while also preserving financial stability

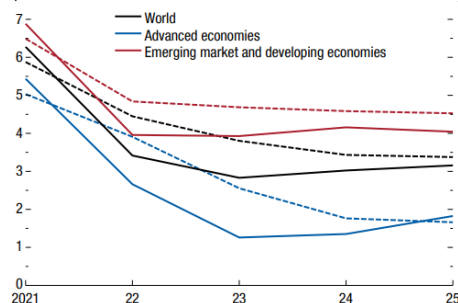
(Source: World Economic outlook, A Rocky Recovery, April-2023, IMP)

### Baseline Scenario

The baseline forecast is for global output growth, estimated at 3.4 percent in 2022, to fall to 2.8 percent in 2023, 0.1 percentage point lower than predicted in the January 2023 WEO before rising to 3.0 percent in 2024. This forecast for the coming years is well below what was expected before the onset of the adverse shocks since early 2022. Compared with the January 2022 WEO Update forecast, global growth in 2023 is 1.0 percentage point lower, and this growth gap is expected to close only gradually in the coming two years which is shown in graph below.

### Growth Outlook: Feeble and Uneven

(Percent; dashed lines are from January 2022 WEO Update vintage)



Source: IMF staff calculations.  
Note: The figure shows the projected evolution of real GDP growth for the indicated economy groups. WEO = World Economic Outlook.

(Source: World Economic outlook, A Rocky Recovery, April-2023, IMP)

### Economic Prospects

For emerging market and developing economies, economic prospects are on average stronger than for advanced economies, but these prospects vary more widely across regions. On average, growth is expected to be 3.9 percent in 2023 and to rise to 4.2 percent in 2024. The forecast for 2023 is modestly lower (by 0.1 percentage point) than in the January 2023 WEO Update and significantly below the 4.7 percent forecast of January 2022. In low-income developing countries, GDP is expected to grow by 5.1 percent, on average, over 2023–24, but projected per capita income growth averages only 2.8 percent during 2023–24, below the average for middle-income economies (3.2 percent) and so below the path needed for standards of living to converge with those in middle-income economies.

(Source: World Economic outlook, A Rocky Recovery, April-2023, IMP)

## Inflation

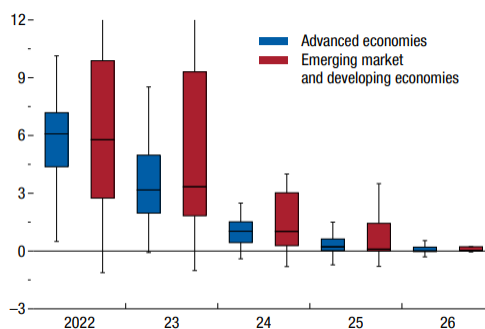
Inflation is one of the key factors in economic study, The baseline forecast is for global headline (consumer price index) inflation to decline from 8.7 percent in 2022 to 7.0 percent in 2023. This forecast is higher (by 0.4 percentage point) than that of January 2023 but nearly double the January 2022 forecast. Disinflation is expected in all major country groups, with about 76 percent of economies expected to experience lower headline inflation in 2023. Initial differences in the level of inflation between advanced economies and emerging market and developing economies are, however, expected to persist. The projected disinflation reflects declining fuel and nonfuel commodity prices as well as the expected cooling effects of monetary tightening on economic activity. At the same time, inflation excluding that for food and energy is expected to decline globally much more gradually in 2023: by only 0.2 percentage point, to 6.2 percent, reflecting the aforementioned stickiness of underlying inflation. This forecast is higher (by 0.5 percentage point) than that of January 2023.

(Source: World Economic outlook, A Rocky Recovery, April-2023, IMP)

Central banks around the world are frantically dancing to the tune of inflation, which seems to be coming under control, although is still far from being tamed completely. Between the three major central banks—the US Federal Reserve (Fed), the European Central Bank (ECB), and the Bank of England (BoE)—the policy rates have been raised by 1440 bps within a span of 18 months. Yet, the 12-month average inflation after the first policy rate hike is significantly higher than the 12-month average inflation prior to the hike in these countries. Instead, liquidity conditions have tightened too quickly in countries that had ultra-loose monetary policies for over a decade. Since these countries also host a large share of global investors, such an aggressive measure has unnerved the sentiments, leading to capital outflows from emerging countries.

(Source: India Economic Outlook, July 2023, Deloitte insights,)

### Inflation Slowly Converging to Target (Percentage point, distribution of gap from inflation target)



### Asian and Pacific Economies: Real GDP, Consumer Prices, Current Account Balance, and Unemployment (Annual percent change, unless noted otherwise)

Gross Domestic Production is one of the key indicators of economic health, below table shows the comparison between Real GDP, Consumer Price, Current Account Balance & Unemployment for year 2022 and projected year 2023, 2024 for Asian & Pacific Economies.

	Real GDP			Consumer Prices <sup>1</sup>			Current Account Balance <sup>2</sup>			Unemployment <sup>3</sup>		
	2022	Projections		2022	Projections		2022	Projections		2022	Projections	
		2023	2024		2023	2024		2023	2024		2023	2024
<b>Asia</b>	<b>3.8</b>	<b>4.6</b>	<b>4.4</b>	<b>3.8</b>	<b>3.4</b>	<b>2.9</b>	<b>1.8</b>	<b>1.5</b>	<b>1.4</b>	...	...	...
<b>Advanced Asia</b>	<b>1.8</b>	<b>1.8</b>	<b>1.8</b>	<b>3.8</b>	<b>3.3</b>	<b>2.4</b>	<b>3.6</b>	<b>3.9</b>	<b>4.2</b>	<b>2.9</b>	<b>3.0</b>	<b>3.0</b>
Japan	1.1	1.3	1.0	2.5	2.7	2.2	2.1	3.0	4.0	2.6	2.3	2.3
Korea	2.6	1.5	2.4	5.1	3.5	2.3	1.8	2.2	2.8	2.9	3.7	3.7
Taiwan Province of China	2.5	2.1	2.6	2.9	1.9	1.7	13.4	11.9	11.3	3.7	3.7	3.7
Australia	3.7	1.6	1.7	6.6	5.3	3.2	1.2	1.4	0.2	3.7	4.0	4.1
Singapore	3.6	1.5	2.1	6.1	5.8	3.5	19.3	15.5	15.0	2.1	2.1	2.1
Hong Kong SAR	-3.5	3.5	3.1	1.9	2.3	2.4	10.7	8.0	6.5	4.2	3.4	3.3
New Zealand	2.4	1.1	0.8	7.2	5.5	2.6	-8.9	-8.6	-7.2	3.3	4.3	5.3
Macao SAR	-26.8	58.9	20.6	1.0	2.5	2.3	-23.5	13.1	23.1	3.0	2.7	2.5
<b>Emerging and Developing Asia</b>	<b>4.4</b>	<b>5.3</b>	<b>5.1</b>	<b>3.8</b>	<b>3.4</b>	<b>3.0</b>	<b>1.1</b>	<b>0.7</b>	<b>0.5</b>	...	...	...
China	3.0	5.2	4.5	1.9	2.0	2.2	2.3	1.4	1.1	4.2	4.1	3.9
India <sup>4</sup>	6.8	5.9	6.3	6.7	4.9	4.4	-2.6	-2.2	-2.2	...	...	...
Indonesia	5.3	5.0	5.1	4.2	4.4	3.0	1.0	-0.3	-0.7	5.9	5.3	5.2
Thailand	2.6	3.4	3.6	6.1	2.8	2.0	-3.3	1.2	3.0	1.0	1.0	1.0
Vietnam	8.0	5.8	6.9	3.2	5.0	4.3	-0.9	0.2	0.6	2.3	2.4	2.4
Philippines	7.6	6.0	5.8	5.8	6.3	3.2	-4.4	-2.5	-2.4	5.4	5.3	5.1
Malaysia	8.7	4.5	4.5	3.4	2.9	3.1	2.6	2.6	2.7	3.8	3.6	3.5
<b>Other Emerging and Developing Asia<sup>5</sup></b>	<b>3.4</b>	<b>4.2</b>	<b>5.6</b>	<b>12.5</b>	<b>11.3</b>	<b>6.6</b>	<b>-3.3</b>	<b>-1.7</b>	<b>-3.0</b>	...	...	...
<b>Memorandum</b>												
ASEAN-5 <sup>6</sup>	5.5	4.5	4.6	4.8	4.3	2.9	2.5	2.5	2.5	...	...	...
Emerging Asia <sup>7</sup>	4.4	5.3	5.0	3.4	3.1	2.9	1.3	0.7	0.5	...	...	...

Source: IMF staff estimates.

Note: Data for some countries are based on fiscal years. Please refer to Table F in the Statistical Appendix for a list of economies with exceptional reporting periods.

<sup>1</sup>Movements in consumer prices are shown as annual averages. Year-end to year-end changes can be found in Tables A6 and A7 in the Statistical Appendix.

<sup>2</sup>Percent of GDP.

<sup>3</sup>Percent. National definitions of unemployment may differ.

<sup>4</sup>See the country-specific note for India in the "Country Notes" section of the Statistical Appendix.

<sup>5</sup>Other Emerging and Developing Asia comprises Bangladesh, Bhutan, Brunei Darussalam, Cambodia, Fiji, Kiribati, Lao P.D.R., Maldives, Marshall Islands, Micronesia, Mongolia, Myanmar, Nauru, Nepal, Palau, Papua New Guinea, Samoa, Solomon Islands, Sri Lanka, Timor-Leste, Tonga, Tuvalu, and Vanuatu.

<sup>6</sup>Indonesia, Malaysia, Philippines, Singapore, Thailand.

<sup>7</sup>Emerging Asia comprises China, India, Indonesia, Malaysia, Philippines, Thailand, and Vietnam.

## Trends in Oil Price:

Global crude oil prices have been trending down over the past few weeks owing to increased oil flows from Russia into the global markets, rising US production, and concerns over oil demand amid a weak economic outlook this year. This is despite the two cuts in oil production by the Organization of the Petroleum Exporting Countries (OPEC) nations since October 2022. Crude prices have been shed more than 40% as of June 2023 since the Russian invasion of Ukraine in February 2022. While WTI fell below US\$70 per barrel this week (US\$67.1 per barrel on June 12) before going up again, Brent prices have hovered around US\$75 per barrel. To reverse this trend, Saudi Arabia, the top producer in the OPEC cartel, has recently unanimously decided to cut production by another one million barrels per day from July and further limit the supply in 2024. These measures will likely keep prices volatile for a while, although the short-term outlook seems to be bearish.

(Source: India Economic Outlook, July 2023, Deloitte insights,)



(Image Source: India Economic Outlook, July 2023, Deloitte insights,)

## INDIAN ECONOMY OVERVIEW

While the world is still in the woods, the probability of a recession this year has trimmed. Labor markets in several advanced countries remain tight, while the largest economy, the United States, is seeing a rebound in consumer confidence and spending. Risk spreads are declining on both sides of the Atlantic after the recent banking crisis in the United States.

### India GDP Growth:

India, meanwhile, enjoys a Goldilocks moment as it sees its economic activity gaining momentum amid continuing global uncertainties. The last quarter's GDP data was pleasantly surprising but not completely unexpected. The GDP growth in the fourth quarter has pushed up the full-year GDP growth of FY2022–23 to 7.2%, 200 basis points (bps) higher than the earlier estimate. The recently released Annual Economic Review for the month of May 2023 highlighted that the post pandemic quarterly trajectories of consumption and investment have crossed pre pandemic levels.

India grew by 6.1% in the last quarter of FY 2022-23, which is approximately ~100 bps higher than what the market had anticipated. While the overall growth was broad-based, many sectors such as construction and agriculture experienced more-than-expected growth. In fact, strong growth in manufacturing proved to be a reassuring development as modest growth in the sector in previous quarters had been a concern for policymakers.

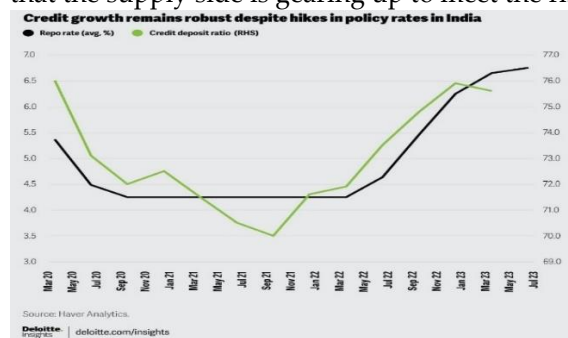
### India Import & Export data:

On the expenditure side, exports performed well despite global headwinds, while imports recorded their slowest growth since December 2020, primarily because of easing crude oil prices bringing down India's import bills. Private consumption, the largest component of India's final demand, with a modest growth of 7.5% in FY2022–23, emerged as the weakest link in overall growth. The share of private consumption in GDP fell in the last quarter and was the lowest in the past seven quarters, dragged down by weak rural demand. However, things might be changing on that front as well.

The first-quarter data of FY2024 instills confidence in the improving health of the economy. Inflation in the first quarter was 4.5%, the lowest since the quarter of September 2019. Goods and Services Tax collections remain strong, suggesting that revenue buoyancy will aid in improving the budgeted fiscal deficit ratio to GDP. At the same time, India's external account has been improving, thanks to the falling import bills as oil prices ease.

(Source: India Economic Outlook, July 2023, Deloitte insights,)

Interestingly, the credit-deposit ratio has continued to improve strongly from the lows of the pandemic despite the rising interest rates (figure 1). A deeper dive reveals that most of the lending is happening in the industry and services sector.<sup>6</sup> This points to improving investment, which means that the supply side is gearing up to meet the rising demand.



(Image Source: India Economic Outlook, July 2023, Deloitte insights,)

## Inflation:

India has had better success in taming inflation with relatively lesser policy tightening. The Reserve Bank of India (RBI) intervened in May 2022 and has increased the policy rate six times in 11 months since, increasing the repo rate by 250 bps. The inflation in June 2023 was 4.8%, considerably lower than the last fiscal year

(Source: India Economic Outlook, July 2023, Deloitte insights,)

	Date of the first rate hike	Average 12-month inflation before the rate hike	Total rate hikes (basis points)	Number of rate hikes	Average 12-month inflation after the first rate hike	Latest inflation (%)
US Federal Reserve (FED)	Mar 2022	5.7	525	11	7.5	3.0
European Central Bank (ECB)	Jul 2022	5.4	425	9	8.3	5.5
Bank of England (BoE)	Dec 2021	2.2	490	13	7.9	7.9
Reserve Bank of India (RBI)	May 2022	5.8	250	6	6.2	4.8

Source: Haver Analytics.

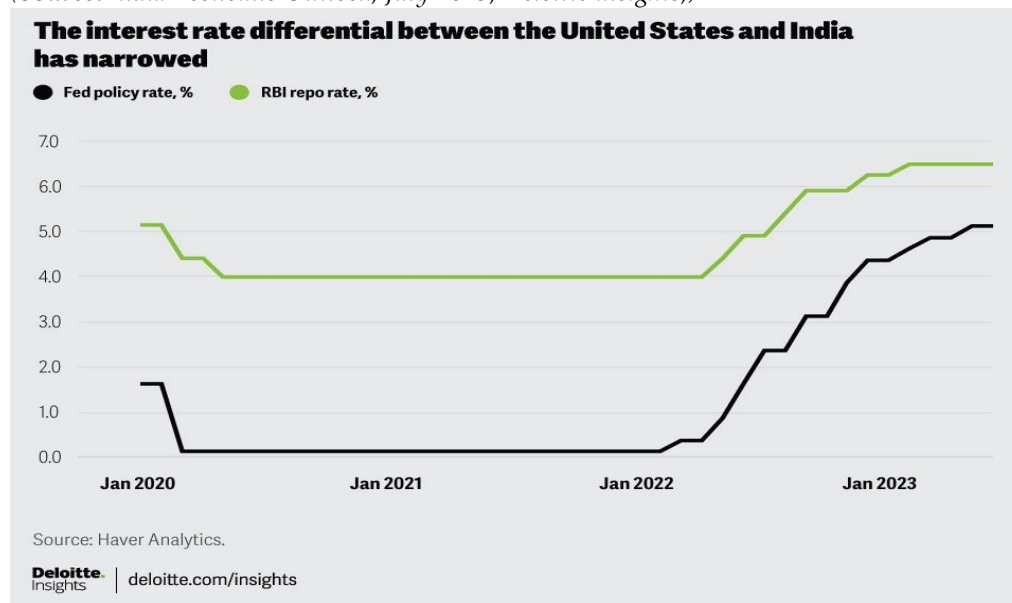
**Deloitte** Insights | deloitte.com/insights

(Image Source: India Economic Outlook, July 2023, Deloitte insights,)

## Impact of Interest rate hike by USA

A moderation in the rate hikes by the United States after a spree of rate hikes since February 2022 is a positive news for India. It has reduced the pressures on the RBI to maintain an interest differential needed for the currency carry trade (leveraging the interest-rate arbitrage) and to attract foreign investment (which has declined due to tighter global liquidity conditions).

(Source: India Economic Outlook, July 2023, Deloitte insights,)

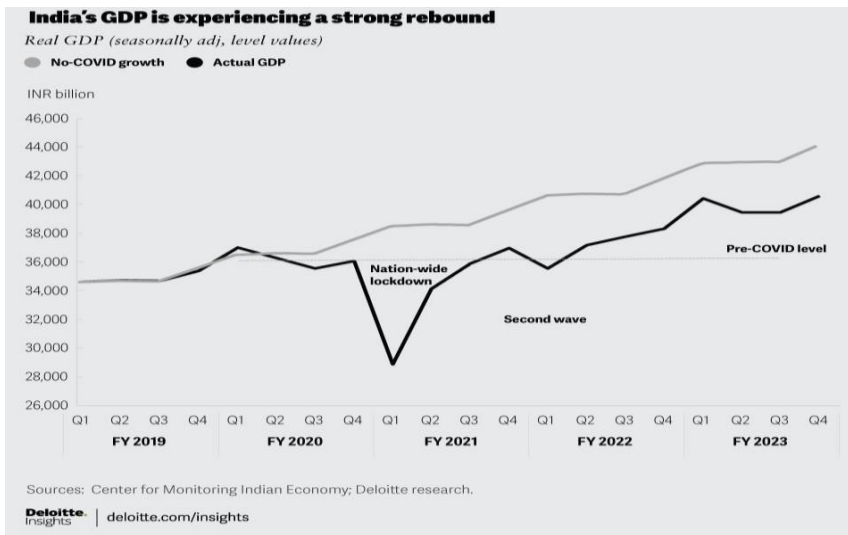


(Image Source: India Economic Outlook, July 2023, Deloitte insights,)

## Forecast of Indian Economic Growth

The first-quarter data points to further building on the positive momentum in the economic data. We continue to remain optimistic about the economy this year and expect India to grow between 6.0% and 6.3% during FY2023–24 in our baseline scenario, followed by 6.6% and 7.2% over the next two years as the global economy turns buoyant

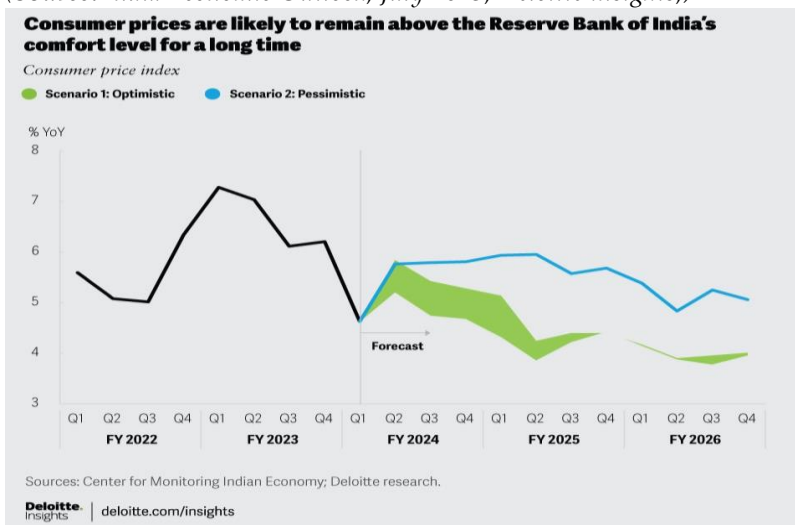
(Source: India Economic Outlook, July 2023, Deloitte insights,)



(Image Source: India Economic Outlook, July 2023, Deloitte insights,)

Despite the recent easing of prices, core prices have not moderated yet. Besides, the risk of El Niño and a below-normal monsoon can bring back the pressure on food prices. We expect the fall in prices to be short-lived as demand picks up along with food prices and the uncertainties around prices remain high (hence, the broad range for forecasts over the next 1.5 years). However, the supply side will probably improve and may help the rebounding economy keep prices under check in the long run (with greater certainties). In any case, we expect inflation to remain in the upper range of the RBI's inflation target band over the entire forecast period

(Source: India Economic Outlook, July 2023, Deloitte insights,)



(Image Source: India Economic Outlook, July 2023, Deloitte insights,)

**Government of India's Measures/ Initiative for Economic Growth:**

The government has been taking steps to make the country a USD 5 trillion economy at an early date," Minister of State for Finance Pankaj Chaudhary said in a written reply to the Upper House. Observing that the outbreak of the COVID pandemic in 2020 and the Russia-Ukraine conflict in 2022 has impacted the world output, increased inflation in several countries and raised uncertainty in the world economy, he said, "lower uncertainty in the global economic outlook will help India become a USD 5 trillion-dollar economy earlier"

Some of the important measures taken by the government in the past to boost economic growth include the making of the National infrastructure pipeline of projects, push to capital expenditure, implementation of the Production Linked Incentive (PLI) scheme, finalization of the National Monetization Pipeline of public sector assets and formulation of National Logistics policy, he said. Further capital expenditure will be speeded up by PM Gatishakti for integrated planning of infrastructure and synchronized project implementation across all concerned central ministries, departments and state governments.

The other initiatives to boost the economy include enhanced outlay for PM Awas Yojana, the launch of the Aspirational Blocks Programme covering 500 blocks for saturation of essential government services; an increase in agriculture credit target to Rs 20 lakh crore with a focus on animal husbandry, dairy and fisheries; and setting up of Agriculture Accelerator Fund to encourage agri-startups by young entrepreneurs in rural areas, among others.

The 'effective capital expenditure' of the Centre is budgeted at Rs 13.7 lakh crore (4.5 per cent of GDP) for 2023-24, he said, adding "the newly established Infrastructure Finance Secretariat will oversee the increase in private investment in infrastructure".

In order to improve logistics performance, he said, one hundred critical transport infrastructure projects for last and first-mile connectivity for ports, coal, steel, fertilizer, and food grains sectors have been identified and will be prioritized for development.

(Source: [https://economictimes.indiatimes.com/news/economy/policy/govt-taking-steps-to-make-india-usd-5-trn-economy-at-an-early-date-finmin/articleshow/98634328.cms?utm\\_source=contentofinterest&utm\\_medium=text&utm\\_campaign=cppst](https://economictimes.indiatimes.com/news/economy/policy/govt-taking-steps-to-make-india-usd-5-trn-economy-at-an-early-date-finmin/articleshow/98634328.cms?utm_source=contentofinterest&utm_medium=text&utm_campaign=cppst))

**GLOBAL CYBER SECURITY INDUSTRY**

The Global Cyber Security Market was worth \$173.5 Billion in year 2022. It is expected to grow at a compound annual growth rate (CAGR) of 8.9% to reach \$266.2 Billion by 2027.

(Source: Cyber Security Market, Published date: Aug 2022, Markets & Markets <https://www.marketsandmarkets.com/Market-Reports/cyber-security-market-505.html> )



## Global Cyber Security Market Overview



(Source: Cyber Security Market, Published date: Aug 2022, Markets & Markets <https://www.marketsandmarkets.com/Market-Reports/cyber-security-market-505.html> )

Cyber Security Trends for 2024 suggest that, the cost of cyber-attacks on the global economy is predicted to top \$10.5 trillion. This staggering amount reflects the growing need for cyber security to be treated as a strategic priority on an individual, organizational and governmental level.

As in every other field of business and technological endeavor, artificial intelligence (AI) will have a transformative impact on both attack and defense. Recent years have brought an acceleration in the pace of technological advancement in many fields, and cyber threats are no different. As they say, forewarned is forearmed

(Source: Forbes article titled *The 10 Biggest Cyber Security Trends in 2024, Everyone must be ready for now* dated oct 11, 2023, <https://www.forbes.com/sites/bernardmarr/2023/10/11/the-10-biggest-cyber-security-trends-in-2024-everyone-must-be-ready-for-now/?sh=28e05ccd5f13>)

### Market Segment

Security information and event management and Log Management (SIEM) Segment to grow at the highest CAGR during the Forecast period. Modern SIEM platforms have built-in threat intelligence capabilities that can enhance organizations cyber security defense accuracy and effectiveness. In the growing use of Internet and connectivity between Information system, Organization look for SIEM solution to protect the critical data and thus SIEM segment of cyber security is expected to grow at the fastest rate during the next 5 years.

### Geographical Market Analysis

The global cyber security market is dominated by North America, which has world's largest number of cyber security vendors. The region comprising the US and Canada, Boasts the most advanced infrastructure and has a significant technological adoption and infrastructure. North America is expected to be the largest contributor to the global cyber-Security market in terms of market size. The regional presence of key industry players offering cyber security technology solutions is the main factor driving the growth of the North American cyber security industry.

(Source: Cyber Security Market, Published date: Aug 2022, Markets & Markets <https://www.marketsandmarkets.com/Market-Reports/cyber-security-market-505.html> )

## Key Market Players

The Key players in the global cyber security market include IBM(US), Cisco (US), Check Point (Israel), Trellix (US), Trend Micro (Japan), NortonLifeLock (US), Rapid7 (US), Micro Focus (US), Cynet (US).

## Cyber Security Regulation

Governments and organizations are becoming increasingly aware of the risks to national security and to economic growth posed by cyber threats. The potential social and political fallout of large-scale data breaches is also a major factor in the emergence of new regulations around cyber security issues. For example, businesses in the UK have until April 2024 to ensure they are compliant with the Product Security and Telecommunications Act, which sets out minimum security requirements that networked products must adhere to (for example, they mustn't be shipped with a default password). Implementation of the EU's similar Radio Equipment Directive has been delayed until 2025, but the topic is still likely to be high on the agenda of legislators throughout 2024

(Source: Forbes article titled *The 10 Biggest Cyber Security Trends in 2024, everyone must be ready for now* dated oct 11, 2023, <https://www.forbes.com/sites/bernardmarr/2023/10/11/the-10-biggest-cyber-security-trends-in-2024-everyone-must-be-ready-for-now/?sh=28e05ccd5f13>)

## CYBER SECURITY INDUSTRY IN INDIA

### India Cybersecurity Industry Market Size

The India Cybersecurity Market size is estimated at USD 3.97 billion in 2023, and is expected to reach USD 9.21 billion by 2028, growing at a CAGR of 18.33% during the forecast period (2023-2028).

(Source: Mordor Intelligence article titled *India Cybersecurity Market Size & Share Analysis - Growth Trends & Forecasts (2023 - 2028)* Url: <https://www.mordorintelligence.com/industry-reports/india-cybersecurity-market>)

The increasing demand for digitalization and scalable IT infrastructure and the ongoing need to tackle risks from various trends, such as third-party vendor risks, the evolution of MSSPs, and the adoption of a cloud-first strategy, lead to the rising demand for the market.

- The rise in malware and phishing threats among enterprises, the increased adoption of IoT, and the BYOD trend propel the cyber security market forward. Also, the increased demand for cloud-based cybersecurity solutions positively impacts market growth. Increased adoption of mobile device applications and platforms, the need for strong authentication methods, and transformation in the traditional antivirus software industry are expected to provide lucrative opportunities for market expansion during the forecast period.
- The Indian government has made cyber security a top priority for national policy, establishing task teams and communicating with the USG to discuss collaboration, information sharing, and enhancing their cyber defence capacity. In the area of cyber security, a bilateral collaboration between India and the United States is progressing favourably. Notably, the government and businesses in India are anticipated to place even greater emphasis on digitalization and IT across all sectors as the country recovers from and acclimates to a post-COVID future.
- The demand for Security Information and Event Management (SIEM) technology and services has increased due to the rise in cyber-attacks and data breaches across the country. SIEM technology and services gather real-time security events from various data sources and events to identify threats and produce responses to security incidents. Large corporations used to focus their efforts on risk avoidance.

- A consequence of the nationwide lockdown in India is a boom in remote working, which has been predominantly supported by cloud computing technologies that enable people to operate effectively anywhere. With the help of cloud services, businesses and governments can easily handle huge amounts of data.
- Cybersecurity requirements are growing faster than the budgets allocated to meet them. Most small businesses need more money and IT security expertise to implement enhanced cybersecurity solutions to protect their networks and IT infrastructures from various cyber-attacks. Limited capital funding can impede some small and medium-sized businesses from embracing the cybersecurity model.
- Lastly, to combat the spread of COVID-19, many organizations were forced to implement work-from-home policies. Remote working, on the other hand, increases the risk of various cyber-attacks, such as intrusions, man-in-the-middle (MITM) attacks, and spear phishing, hence leading to a rising demand for cyber hygiene practices to ensure robust security policies and practices amid the COVID-19 pandemic. Also, due to the pandemic crisis, the demand for cybersecurity solutions skyrocketed in healthcare, manufacturing, and government.

(Source: Mordor Intelligence article titled *India Cybersecurity Market Size & Share Analysis - Growth Trends & Forecasts (2023 - 2028)* Url: <https://www.mordorintelligence.com/industry-reports/india-cybersecurity-market>)

### Indian Cybersecurity Industry Overview

The India cybersecurity market is moderately concentrated and dominated by a few major players, like Palo Alto Networks (India) Private Limited, Juniper Networks India Private Limited, IBM India Private Limited, Norton Life Lock India Private Limited, and Quick Heal Technologies Limited. With a prominent market share, these major players focus on expanding their customer base across foreign countries.

In November 2022, Quick Heal released the 23rd version of its flagship product on the back of Go Deep. AI is a tool for finding malware. A mix of deep learning, behavioural analysis, and predictive analytics is used by the solution to stop such threats, in addition to monitoring the systems to detect cyber-attacks and assessing the threat's seriousness.

In October 2022, Norton released the Norton Anti Track app in India to avoid internet monitoring. Further, with cutting-edge anti-fingerprinting technology, the software quickly recognizes and disables trackers. Windows and Mac computers can use the Anti-Track browser extension and software. The app's anti-fingerprinting technology aids in protecting the user's digital identity from tracking and fingerprinting efforts.

Source: <https://www.mordorintelligence.com/industry-reports/india-cybersecurity-market>

(Source: Mordor Intelligence article titled *India Cybersecurity Market Size & Share Analysis - Growth Trends & Forecasts (2023 - 2028)* Url: <https://www.mordorintelligence.com/industry-reports/india-cybersecurity-market>)

## 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 'Restated Consolidated Financial Statements' and the chapter titled 'Management's Discussion and Analysis of Financial Condition and Results of Operations' beginning on page nos. 20, 164 and 201 respectively, of this Draft Prospectus. Unless the context otherwise requires, in relation to business operations, in this chapter of this Draft Prospectus, all references to "we", "us", "our" and "our Company" are to Satrix Information Security Pot. Ltd.*

### OVERVIEW




Our company was originally incorporated as Satrix information security private limited on 16th September, 2013 under the provisions of companies act, 2013 with the registrar of companies, Ahmedabad bearing registration no. 076845 than company changed its name from Satrix information security private limited to Satrix information security limited and fresh certificate of incorporation was issued on 7th November, 2023 by the registrar of companies, Ahmedabad. The Corporate Identification Number of our Company is U72200GJ2013PTC076845.

Satrix Information Security Limited is in the business to develop customer-centric cyber security solutions, we aim to deliver end-to-end cybersecurity services to enterprises in the India, USA and Middle East (UAE). With a decade of experience, the company has established itself as a trusted partner in providing a comprehensive range of cyber security solutions. We help organizations to protect their data from unauthorized access against and protect against security threats. Our data security solutions aim to eliminate data privacy risks to make business processes secure and run smoothly. We design and build data security solutions on cloud and on-premise based on the client requirement. We use best available technologies to develop cyber security solution, our aim is to develop agile cyber security solution which helps in constant upgrade and our solutions adopt to the changing requirement of the client.

Our promoters Mr. Sachin Kishorbhai Gajjaer and Mrs. Ronak Sachin Gajjar are the key driving force behind our business. Mr. Sachin who completed his Masters in Business Administration from Bundelkhand University, Jhansi started taking keen interest in the field of Information/ data security and with his natural instinct and curiosity to learn about computer system he completed several courses in the field of Information system. After spending few years of working in software solution providing companies, Mr Gajjaer incorporated Satrix Information Security Limited in 2013 with an object to provide cyber security solutions to clients/enterprise. Mrs. Ronak Gajjar joined Satrix Information Security Limited to look after Finance and Human resource department. At Satrix we value our Human resource as we understand that the skills of our employees is the vital resource to excel in our cyber security business.

## Awards & Accreditations

Following is the List of Awards & Accreditations of our Company

	<p>The Company got its first Recognition from CIO Review India as a Company of the Year 2018 in the Vertical Information Security</p>
	<p>Best Emerging Technology of the Year 2018 awarded in 2<sup>nd</sup> Chief Digital Officer Summit</p>
	<p>Best PS Partner 2022 Recognized By Splunk</p>

## Key Performance Indicators

Following is the Summary of the Key Performance Indicators

### Key Performance Indicators (Based on Consolidated Financial Statement)

Particulars	Seven months period ended October 2023*	FY 2022-23	FY 2021-22	FY 2020-21
Revenue from Operations (₹ in Lakhs)	2749.11	3659.27	2293.58	2111.82
EBITDA (₹ in Lakhs)	324.52	489.8	265.74	329.07
EBITDA Margin (in %)	11.80%	13.39%	11.59%	15.58%
PAT	216.42	400.12	214.43	193.83
PAT Margin (in %)	7.87%	10.93%	9.34%	9.18%
RoE (%)	16.60%	40.61%	32.11%	42.39%
RoCE (%)	23.12%	42.67%	28.59%	50.43%

\*Not annualised

*Note: Please refer chapter titled "Basis for Issue Price" under Particulars of the company beginning on Page no. 92 of this Draft Prospectus.*

## Our Services

Following is the list of Services we offer:

### 1) Assessment Services

We have bucket of cyber threat assessment services to offer to our customers. We also customize it based on the client requirement after conducting detailed risk assessment.

Assessment Services includes following solutions:

- **Vulnerability Assessment:** We provide vulnerability assessment solutions which helps clients understand the security risk to their business. New threats and vulnerabilities against businesses emerge on regular bases, our comprehensive vulnerability assessment service provides our clients with the knowledge, awareness and risk involved to understand threats to their complete digital system.
- **Penetration Testing Services:** Our professional penetration testing analysts help clients to minimise frequency of penetration tests required for your specific business domain and IT infrastructure. Additionally, we advise on the necessary procedures and investments required at building a more secure environment data protection system within your organization.
- **Red Teaming:** Our Red Teaming service simulates a real-life attack to help measure how well an organization can withstand the cyber threats. In red teaming service we simulate as the attacker to the system, using the same techniques and tools of hackers to evade detection and test the defence readiness of the internal security team.
- **Anti-Phishing Solutions:** We use phishing techniques to prevent attempts of infecting client's computers or trick users to disclose sensitive information. Email Phishing ensures how many users fall for the phishing trick and click on a link or open an attachment. Our professionals emulate cyber criminals by sending phishing email within the client organisation to identify risk.
- **Application Security Services:** Our security innovation provides dynamic application security testing with assessment and appropriate consulting to make it error free and protects against any Cyber security threats. The application security process involves developing, adding, and testing different security features within app in order to prevent vulnerabilities against any security threats.

### 2) IT Infrastructure Management

Our IT Infrastructure Security consulting services recognize and understand these challenges and offer services that help organizations to carve their technological cyber security requirements. IT infrastructure security services provide pervasive visibility across a modern IT infrastructure, enabling better and faster detection, response and block any threats, using different technologies which are best suitable for respective organization.

Our Security pillar of technology consulting takes security from traditional box-centric approach to consultative security to include different technologies like threat analytics, Security information and event management (SIEM), User and entity behavior analytics (UEBA), Database activity monitoring (DAM), Privileged access management (PAM), Single sign on (SSO) solution for cloud applications, Endpoint Detection and Response (EDR), Security Operations Center (SOC).

### 3) Hybrid IT Services & Solutions

We provide on-premise and cloud infrastructure to meet varied demands of business needs to achieve agility, compliance and efficiency. We have bucket of hybrid IT services & solutions to offer to our clients.

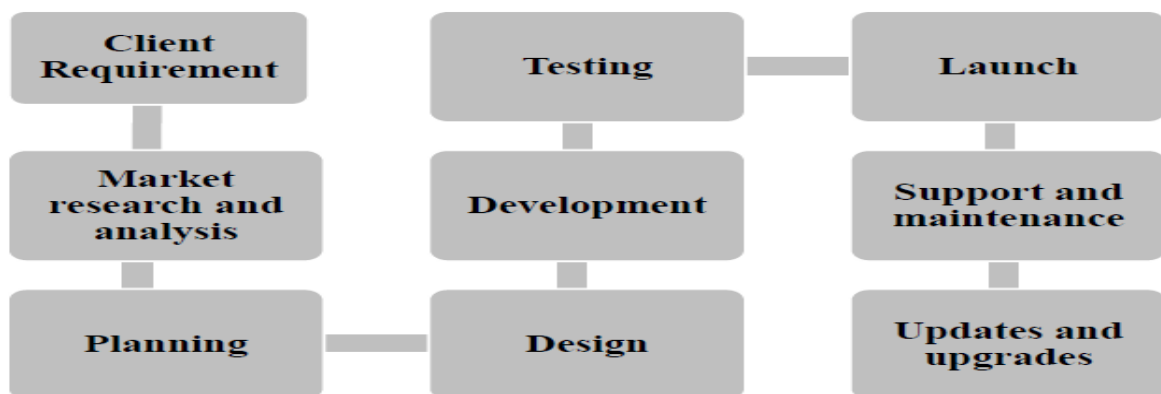
### 4) Managed Security Services (MSS)

We provide Managed Security services for businesses that align with their business need and Cyber security goals. We work as Outsource agents for Cybersecurity infrastructure and we monitor around the clock along with integrated security ecosystem. Our Security Operations Centre (SOC) is equipped to provide 24x7 management and monitoring services for your Cloud, Hybrid or On-premise based cybersecurity solutions. We use combination of different tools and technologies to deliver quality services.

Managed Services includes following solutions:

- **Vulnerability Management:** Continual vulnerability identification and patching services.
- **SOC (Incident Response):** Security Threat Monitoring and response to address any kind of cyber-attack.
- **Endpoint Detection & Response (Managed EDR):** Malware or any other, end point related issue monitoring in real-time basis and mitigation of the risk.
- **Help Desk / Tech Support:** Managed helpdesk to resolve IT related issue.
- **IT Infrastructure Security:** Security solution management of entire IT infrastructure.
- **Cybersecurity Compliance Services:** Regular compliance monitoring and reporting.

Our standard approach to execute our services:



## Our Competitive Strengths

### 1. Qualified and Experienced Promoters & Employees

Our Promoter have substantial experience in IT industry of approximately a decade. Our Company is managed by a team of experienced and professional personnel, exclusively focused on different aspects of the industry. The team is comprised of personnel having operational experience and they are capable of creating and facing the challenges of growth within our Company. We believe that our management team’s experience and their understanding of our industry will enable us to continue to take advantage of both current and future market

opportunities. Our Management’s experience and knowledge enables us in addressing and mitigating various risks inherent in our business, including competition.

**2. Diversified Client Base**

Our reach and presence in the industry can be comprehended by looking at our distinguished list of clientele. They have been dealing in their respected disciplines from years and we are honoured having considered by them as their technical solution providers throughout. Our clients are spread across wide variety of sectors. Our strategy is to seek new customers and at the same time secure additional engagements from existing customers by providing timely and improved services.

We believe that our current capabilities and plans for the future will ensure that we are well positioned to attract and develop new customer relationships. Business from new customers is accepted upon consideration of factors such as alignment of capabilities and customer expectation, volume of business and future business, potential for close partnership with long-term association, and an analysis of upfront costs.

**3. Proactive approach to provide Cyber security solutions using modern technology and adaptive to changing requirement of the client**

By combining a proactive mindset with a deep understanding of modern cybersecurity technologies and an adaptive approach to client requirements, Sattrix aim to provide holistic and effective cybersecurity solutions that empower clients to navigate the ever-changing landscape of cyber threats.

**4. Geographical presence in growing markets like Middle East and North America.**

By strategically leveraging a strong geographical presence in the growing markets of the Middle East and North America, Sattrix has Extensive knowledge of the Middle East and North America markets, including regulatory landscapes, cultural nuances, and economic trends. Sattrix aim to drive sustainable business growth, forge valuable partnerships, and position the organization as a key player in these dynamic and expanding regions.

**OUR SERVICE FLOW & BUSINESS CYCLE**

Following is our standard service flow followed by us to execute our services.





**Prospecting:** We identify potential clients through various channels such as referrals, marketing campaigns, and networking events.

**Qualification:** We evaluate the potential client's needs and requirements to determine if they are a good fit for our services.

**Needs analysis:** We conduct a thorough analysis of the client's needs to determine the scope of the project and what specific solutions we can offer.

**Proposal:** Based on the needs analysis, we create a proposal that outlines the scope of work, timeline, and pricing.

**Presentation:** We present the proposal to the client, often through a pitch or presentation, to explain the proposed solution and its benefits.

**Negotiation:** If the client is interested, we engage in negotiation with them to finalize the terms of the agreement, such as pricing and delivery timelines.

**Closing:** Once the terms have been agreed upon, we close the deal.

**On boarding:** We begin the process of on boarding the client, including setting up communication channels and establishing project milestones.

**Execution:** We execute the project according to the agreed-upon timeline and scope, with regular communication and updates with the client.

#### LIST OF COMPUTER SYSTEM, SOFTWARE, HARDWARE USED FOR BUSINESS

Following is the list of Computer System, Software, Hardware owned by the company for its business use with brief technical specifications.

Sr. No.	Name Of Computer/Laptop Model Used by an Employee	Type of Hard drive	Qty
1.	Apple MacBook Air-A1466	128 SSD, 256 SSD	04
2.	MACBOOK-AIR 13 inch	250GB	01
3.	Dell Latitude 3460	240 SSD	01
4.	Dell Latitude E7470	256 GB SSD, 512 GB SSD, 500 GB SSD, 250 GB SSD,	14
5.	Dell Latitude 7480	512 GB SSD	01
6.	Dell Latitude E5310	512 GB SSD	01
7.	Dell Latitude E5470	256 SSD, 256 GB SSD	04
8.	Dell Latitude E7240	512 GB SSD	01
9.	Dell Latitude E7450	256 GB SSD	01
10.	Dell Latitude E7490	256 SSD	08
11.	Dell Latitude E7400	256 SSD	01

12.	Dell Latitude E5290	512 SSD	01
13.	Dell XPS 13 9360	512 SSD	01
14.	Folio 1040	256 GB SSD	03
15.	HP EliteBook 840 G1	240 GB SSD	01
16.	HP EliteBook 840 G2	256 GB SSD, 500 GB 240 GB, 256 SSD, 512 GB SSD, 320 GB	26
17.	HP EliteBook 840 G3	256 GB SSD	01
18.	HP EliteBook 9480	500 GB	01
19.	HP Elitebook X360	512 SSD	01
20.	HP probook 450	230 SSD, 256 SSD	03
21.	HP Folio 1040	256 GB, 250 GB	04
22.	HP Folio 9470m	500 GB	03
23.	HP Folio 9480m	500 GB	02
24.	HP ENVY - 13-aq0000na	256GM	01
25.	Lenovo L430	320 GB	01
26.	Lenovo Thinkpad T440	300GB	01
27.	Lenovo B490	500 GB	01
28.	Lenovo T460	500 GB	01
<b>TOTAL</b>			<b>101</b>

#### LICENSE USED BY THE COMPANY

Sr. No.	Name Of License Used by an Employee	Type of license	Qty
1.	Microsoft	O365 Business Standard, O365 Business Basic	45, 246 (total is 291)
2.	Trend Micro	End Point Protection	136
3.	Nessus	VAPT	1
<b>TOTAL</b>			<b>428</b>

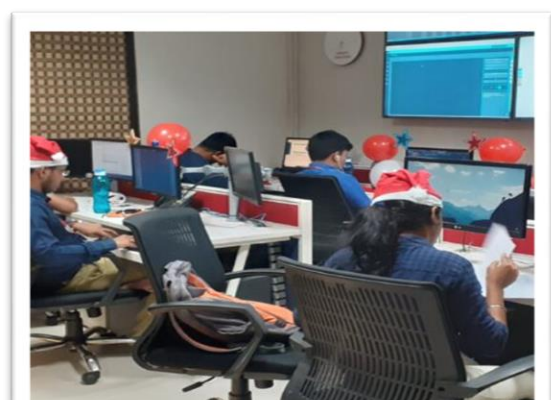
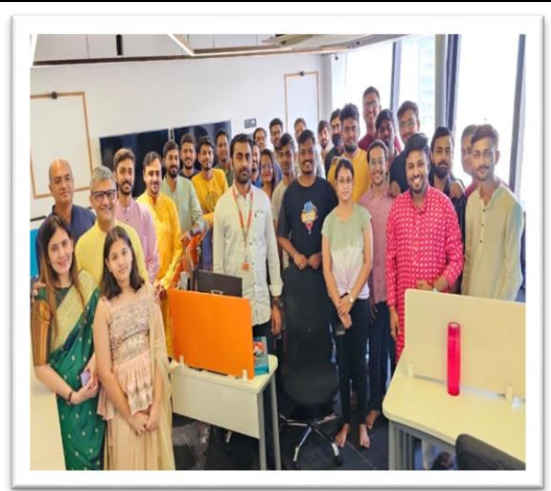
#### SERVERS USED BY THE COMPANY

Sr. No.	Name Of Server	Model	Serial number
1	AD Server	PowerEdge R430	4PQP6C2
2	STXAHDESET01	PowerEdge R630	2K64ND2
3	SMAX- ITSM	PowerEdge R630	CGYR4J2
4	ESM-Primary	PowerEdge R730xd	7JTBMP2
5	Logger-1	PowerEdge R730xd	3T9B9R2
6	Logger-2	PowerEdge R730xd	11G8S62
7	NTXSISTI	PowerEdge R630	DRJQ4J2
8	STXMSS-NEXTDC	PowerEdge R730xd	3M7Z9P2

9	SOAR	PowerEdge R630	68GNG62
10	master1	PowerEdge R630	5SZKG62
11	MASTER2	PowerEdge R630	5T1JG62
12	NE-DATANODE-1	PowerEdge R630	5S3RG62
13	NE-DATANODE-2	PowerEdge R630	5ZBWQ52
14	NE-DATANODE-3	PowerEdge R630	67NYQ52
15	NE-DATANODE-4	PowerEdge R630	5ZPNG62
16	Datanode5	PowerEdge R630	5YNQG62
17	localhost	PowerEdge R630	5Y6ZQ52
18	localhost	PowerEdge R630	5SHQG62
19	NE-SAN-Production	PowerEdge R730xd	2BRSG62
20	Demo-1	PowerEdge R630	CGYW4J2
21	Demo-2	PowerEdge R630	CGXX4J2
22	STXDC-NEXTDEMO02	PowerEdge R630	DX6ZJ82
23	STXDC-NEXTDEMO01	PowerEdge R630	DRMN4J2
24	STXDC-SAN01 (NAS)	PowerEdge R730xd	11Q9S62
25	ESM-Secondary	PowerEdge R630	5S9LG62
26	MasterSIT.	PowerEdge R630	5Z0YQ52
27	localhost	PowerEdge R630	3RXGKH2
28	DatanodeSIT1	PowerEdge R630	5Z3MG62
29	DatanodeSIT2	PowerEdge R630	67NHG62
30	localhost	PowerEdge R630	3PKNKH2
31	DatanodeSIT3	PowerEdge R630	5Z3HG62
32	Grandstream Voip	UCM6510	21AWM9WKB01BDD07
33	STXNXTUAT (Tower Server)	Z820	SGH416PJH5
34	SIEM-NAS-BACKUP (Tower Server)	Coolar master	RC311BSKN11144500182
35	Spare Tower	NZXT	3134893500251

**PICTURES OF OFFICE WITH STAFF**

Pictures of office with staff are as follows:



## Our customers

Following is the list of some of our customers.

Sr. No.	Name & Logo	Sr. No.	Name & Logo
1	 WNS Global Services Pvt Ltd	6	 M.H. Alshaya Co. W.L.L.
2	 Ramco System Limited	7	 National Payment Corporation of India
3	 Niva Bupa Health Insurance Company Limited	8	 RSA Security and Risk Ireland Limited
4	 Fullerton India Credit Company Limited	9	 SBI Cards and Payment Services Limited
5	 NTT India Pvt Ltd	10	 Concentrix Daksh Services India Pvt. Ltd.

## Standards & Accreditations

	<p>The Company holds certificate of <b>Information Security Management System - ISO/IEC 27001:2013</b></p> <p>Holds Certificate No.: <b>IS 750256</b></p>
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## Utilities

### POWER

Our Company requires power for the normal requirement of the Office for lighting, systems etc. Adequate power is available which is met through the electric supply.

### WATER

Our registered office has adequate water supply arrangements for human consumption purposes. The requirements are fully met at the existing premises.

### PLANT & MACHINERY

Since we are in service sector, we do not own plant and machinery.

### HUMAN RESOURCES

Our Company believe that our employees are key contributors to our business success and its ability to maintain growth depends to a large extent on our strength in attracting, training, motivating and retaining employees. Our comprehensive hiring process includes aptitude tests, technical evaluations, and interviews with both technical and HR representatives, culminating in a final managerial interview. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and backgrounds that would be an asset for its kind of business.

We place a strong emphasis on providing ongoing training opportunities to enhance the skills of our personnel and foster their ongoing growth and development. Our focus on employee engagement helps to maintain a positive and productive work environment.

As on October, 2023 our Company has 145 employees on payroll. Bifurcation is as follows:

Sr. No	Category	Number of employees
1	Administration	02
2	Finance & Accounts	02
3	HR	02
4	Talent acquisition	02
5	Marketing & Sales	07
6	IT Support & Help desk team	23
7	Managed SOC Service (External and Internal)	88
8	Professional IT Service	18
9	IT Audit and Compliance	01
	<b>Total</b>	<b>145</b>

## Insurance

Details of major insurances taken by us are given below:

Sr. No.	Name of Insurance Company	Type of Policy	Policy No.	Validity Period	Sum Insured	Premium p.a.
1.	ICICI Lombard General Insurance Company	Group health floater Insurance	4016/123510841/07/000	25-Oct-23 To 24-Oct-24	Rs. 2.83 Cr.	Rs. 8,18,919.00
2.	TATA AIG GIC LTD	Bundled Auto Secure Private Car Insurance	6201736587 00 00	<b>Section I Own Damage:</b> 15- July-23 To 14-July-24  <b>Section II Liability:</b> 15- July-23 To 14-July-26	Rs. 2.59 Cr.	Rs. 96,167

## Intellectual Property Rights

As on the date of the Draft Prospectus, our Company has applied for one Trademark in the name of the Company.

Sr. No.	Logo	Date of Application	Trade Mark No.	Class	Status
1.		11/10/2023	6145901	42	Marked for Exam

## Properties

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

Sr. No.	Details of premises	Name of Lessor & Lessee	Amount & Tenure of Rent	Purpose
1.	28, Damubhai Colony, Opp. Anjali Brts Bus Stop, Bhattha, Paldi, Ahmedabad, Gujarat - 380007	<b>Licensor:</b> Smt. Bhanuben Kishorbhai Gajjar <b>Licensee:</b> M/s. Satrix Information Security Private Limited (Authorised Representative Ms. Ronak Sachin Gajjar, PAN: AIBPG2444H)	<b>Tenure</b> from 12 <sup>th</sup> September, 2023 to 11 <sup>th</sup> August, 2024 <b>Rent:</b> Rs. 35,000 per month from 12 <sup>th</sup> September, 2023 to 11 <sup>th</sup> August, 2024 Renewal of the Leave & License Agreement on each completion of 11 <sup>th</sup> Month	To carry Business Services related to Information Technology such as Cyber security, Cloud data consultancy etc.
2.	516-517, Shivalik Shilp , Iscon Cross Road,S G Highway, Satellite Ahmedabad-380015, Gujarat, India	<b>Licensor:</b> XBYTE Technolabs Pvt. ltd. <b>Licensee:</b> M/s. Satrix Information Security Limited	<b>Tenure</b> from 1 <sup>st</sup> April, 2020 to 31 <sup>st</sup> March 2029 <b>Rent:</b> Rs. 60,000 per month from from 1 <sup>st</sup> April, 2020 to 31 <sup>st</sup> March 2029	
3.	44th Floor, Mazaya Business Avenue-BB2, JLT, Dubai, UAE	<b>Licensor:</b> M/s. Park Avenue Offices DMCC <b>Licensee:</b> M/s. Satrix Information Security DMCC*	<b>Tenure</b> from 1 <sup>st</sup> October 2023 to 30 <sup>th</sup> September 2024 <b>Rent:</b> AED 15,000 per Annum (Excluding Taxes & other cost) from 1 <sup>st</sup> October 2023 to 30 <sup>th</sup> September 2024 Renewal of the Agreement on each completion of 12 <sup>th</sup> Month	To carry Business Services related to Information Technology such as Cyber security, Cloud data consultancy etc.

*\*Note: M/s. Satrix Information Security DMCC is wholly owned subsidiary of Satrix Information Security Limited. For further details of our group companies/ subsidiaries, please refer to heading Our Group companies under chapter titled About the company beginning on the Page no.160*



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

For details of such approvals, please see the section titled “Government and other Approvals” on page 217 of this Draft Prospectus.

This chapter has been classified as under:

- A. Core Industrial Laws
- B. Corporate and Commercial Laws
- C. Labor and Employment Laws
- D. environmental Laws
- E. Tax Laws
- F. Foreign Regulations
- G. Intellectual Property Laws

### A. CORE INDUSTRIAL LAWS

#### Special Economic Zones Act, 2005 (“SEZ Act”) and Special Economic Zones Rules, 2006 (“SEZ Rules”)

The SEZ Act provides for the establishment, development and management of special economic zones for the promotion of exports. The SEZ Act constitutes a Board of Approval to whom any person wishing to establish a special economic zone may make a proposal. The Central Government has the power to notify specially identified areas as special economic zones, based on communications received from the Board of Approval regarding such a proposal and the fulfilment of certain requirements

by the person making such a proposal. The SEZ Act empowers the Central Government to appoint a development commissioner to ensure the speedy development of a special economic zone and the promotion of exports therefrom. Any person intending to set up a unit for carrying on authorised operations in a special economic zone may submit a proposal to the development commissioner. Any goods or services exported out of, or imported into, or procured from the rest of India excluding special economic zones, by a unit in a special economic zone or a developer of a special economic zone, shall,

subject to the terms and conditions prescribed, be exempt from the payment of taxes, duties or cess under the specified enactments. The SEZ Rules prescribe the procedure for the establishment of a special economic zone, the procedure for the establishment of a unit within a special economic zone, and the terms and conditions for the grant of permission to operate within a special economic zone by the development commissioner.

#### Information Technology Act, 2000 and the rules made thereunder (“IT Act”)

The IT Act creates liability on a body corporate which is negligent in implementing and maintaining reasonable security practices and procedures, and thereby causing wrongful loss or wrongful gain to any person, while possessing, dealing or handling any sensitive personal data or information in a

computer resource owned, controlled or operated by it but affords protection to intermediaries with respect to third party information liability. The IT Act also provides for civil and criminal liability including compensation, fines and imprisonment for various computer related offences. These include offences relating to unauthorized access to computer systems, damaging such systems or modifying their contents without authorization, unauthorized disclosure of confidential information and committing of fraudulent acts through computers. In April 2011, the Department of Information Technology under the then Ministry of Communications and Information Technology notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 (the “IT Personal Data Protection Rules”) under Section 43A of the IT Act and notified the Information Technology (Intermediaries Guidelines) Rules, 2011 and Information Technology (Reasonable security practice and procedure and sensitive personal data or information) Rules, 20211 (the “IT Intermediaries Rules”) under Section 79(2) of the IT Act. The IT Personal Data Protection Rules prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data. The IT Intermediaries Rules require persons receiving, storing, transmitting or providing any service with respect to electronic messages to not knowingly host, publish, transmit, select or modify any information prohibited under the Intermediaries Rules and to disable such information after obtaining knowledge of it.

### **Information Technology (Reasonable Security Practices & Procedure & Sensitive Personal Data or Information) Rules, 2011**

Information Technology (Reasonable security practices and procedures and sensitive personal data or information) Rules,2011 came into effect on 11th April, 2011. It provides rules for collection, disclosure, transfer and security of data. The Personal Data Protection Rules further require the Body Corporate to provide a privacy policy for handling and dealing on personal information, including sensitive personal data. Such policy is required to be published on the website of the Body Corporate. Disclosure of information to any third party is mandate to be permitted by the concerned authority and from the provider of that information. The security standards are to be certified and audited on a regular basis.

### **Data Protection Bill (“Bill”)**

The Bill, which proposes to supersede certain provisions of the Information Technology Act, 2000 deals with the provisions relating to compensation payable by companies for failure to protect personal data. The Bill also establishes a Data Protection Authority of India. On December 16, 2021, the Joint Parliamentary Committee submitted its report to the Indian Parliament after two years of deliberations on the Bill. The scope of the Bill has undergone an expansion and will now cover both personal and non-personal data. The Bill has been renamed from “Personal Data Protection Bill” to “Data Protection Bill.

### **National Digital Communications Policy 2018**

With significant capabilities in both telecommunications and software, India, more than most countries, stands poised to benefit from harnessing new digital technologies and platforms to unlock productivity, as well as to reach unserved and underserved markets; thus, catalysing economic growth and development, generating new- age jobs and livelihoods, and ensuring access to next generation services for its citizens. This policy aims for Universal Coverage rather than revenue maximization. This policy and principles framework will enable creation of a vibrant competitive telecom market to 97 strengthen India’s long-term competitiveness and serve the needs of our aspiring nation. The Policy aims to remove regulatory barriers and reduce the regulatory burden that hampers investments; innovation and consumer interest and identifies steps to strengthen the sector’s

institutional mechanism and legislative framework, to ensure that India's economy and citizens can derive the full potential of its digital communications sector.

### **Data Center Policy, 2020**

Indian Data Centre market has seen tremendous growth in the past decade, riding on the explosion of data through smart phones, social networking sites, ecommerce, digital entertainment, digital education, digital payments and many other digital businesses/ services. This growth in data is further stimulated by adoption of emerging technologies such as quantum computing, artificial intelligence, internet of things etc. While the Data Centre sector is witnessing growth in the country, there are known impediments to its growth such as lack of infrastructure or Industry status of the Data Centres, complex

clearance processes, time consuming approvals, high cost of power, lack of published standards, absence of specialized building norms for building the Data Centres, submarine cable network connectivity limited to few states and high cost of capital and operational expenditure etc. This policy aims to offset these challenges in order to accelerate the current pace of growth and propel India in becoming a global Data Centre hub. Several states have also formulated their own data center policy in line with the central policy.

### **Software Technology Parks Scheme ("STP Scheme")**

To implement the STP Scheme, a 100% export-oriented scheme for the development and export of computer software, Software Technology Parks of India ("STPI") was established and registered as an autonomous society under the Societies Registration Act, 1860, under the Ministry of Electronics and Information Technology, Government of India on June 5, 1991. The STP Scheme covers export of professional services using communication links or physical media and any entity desiring to export its entire production of goods and services (except permissible sales in the domestic tariff area) is eligible to register with the relevant STPI. The STP Scheme is governed by the Foreign Trade Policy, 2015 -2020 read with the Handbook of Procedures, 2015- 2020.

### **Information Technology (Intermediaries Guidelines) Rules 2011**

Government has notified Information Technology (Intermediaries guidelines) Rules, 2011 under Section 79 of the Information Technology Act, 2000. These rules provide for the intermediaries which includes social networking sites to observe due diligence and safeguards for prevention of hosting of obscene, blasphemous, pornographic, paedophilic, defamatory etc. material on their website. Further, sections 67, 67A and 67B of the Information Technology Act, 2000 provides stringent punishment and fine for publishing or transmitting obscene material in electronic form as well as for publishing or transmitting material containing sexually explicit act, or depicting children engaged in sexually explicit act. The Intermediaries Rules require persons receiving, storing, transmitting or providing any service with respect to electronic messages to not host, publish, transmit or share any information prohibited under the Intermediaries Rules and to disable such information after obtaining knowledge of it. Further, the Department of Personnel and Training under the Ministry of Personnel, Public Grievances and Pensions, GoI has proposed to introduce a new legal framework that would balance national interest with concerns of privacy, data protection and security.

## **B. CORPORATE AND COMMERCIAL LAWS**

### **Companies Act, 2013**

Companies Act primarily regulates the formation, financing, functioning and restructuring of separate legal entity as companies. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law lays down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

### **Competition Act, 2002**

The Competition Act, 2002 came into effect on June 1, 2011 and has been enacted to “prohibit anti-competitive agreements, abuse of dominant positions by enterprises” and regulates “combinations” in India. The Competition Act also established the Competition Commission of India (the “CCI”) as the authority mandated to implement the Competition Act. The Act prohibits Combinations which are likely to cause an appreciable adverse effect on competition in a relevant market in India. The CCI may enquire into all combinations, even if taking place outside India, or between parties outside India, if such combination is likely to have an appreciable adverse effect on competition in India.

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

Indian Contract Act codifies the way we enter into a contract, execute a contract, implementation of provisions of a contract and effects of breach of a contract. The Act consists of limiting factors subject to which contract may be entered into, executed and breach enforced as amended from time to time. It determines the circumstances in which promise made by the parties to a contract shall be legally binding on them.

### **The Registration Act, 1908 (“Registration Act”)**

The Registration Act was passed to consolidate the enactments relating to the registration of documents. The main purpose for which the Registration Act was designed 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 (the “Stamp Act”)**

Under the Indian Stamp Act, 1899 (the “Stamp Act”) stamp duty is payable on instruments evidencing a transfer or creation or extinguishment of any right, title or interest in immovable property. Stamp duty must be paid on all instruments specified under the Stamp Act at the rates specified in the schedules to the Stamp Act. The applicable rates for stamp duty on instruments chargeable with duty vary from state to state. 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 and it also provides for impounding of instruments that are not sufficiently stamped or not stamped at all.

**The Arbitration and Conciliation Act, 1996**

This act was enacted by Parliament in the Forty-seventh Year of the Republic of India to consolidate and amend the law relating to domestic arbitration, international commercial arbitration and enforcement of foreign arbitral awards as also to define the law relating to conciliation.

**The Insolvency and Bankruptcy Code, 2016**

The Insolvency and Bankruptcy Code, 2016 (the “code”) cover Insolvency of individuals, unlimited liability partnerships, Limited Liability partnerships (LLPs) and companies. The Insolvency Regulator (The Insolvency and Bankruptcy Board of India) has been established to exercise regulatory oversight over (a) Insolvency Professionals, (b) Insolvency Professional Agencies and (c) Information Utilities.

**The Micro, Small and Medium Enterprises Development Act, 2006 r/w Industries (Development and Regulation) Act, 1951**

The Act provides for facilitating the promotion and development and enhancing the competitiveness of micro, small and medium enterprises. The Central Government is empowered to classify by notification, any class of enterprises including inter-alia, a company, a partnership, firm or undertaking by whatever name called, engaged in the manufacture or production of goods pertaining to any industry specified in the First Schedule to the Industries (Development and Regulation) Act, 1951 as: (i) a micro enterprise, where the investment in plant and machinery does not exceed Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) (ii) a small enterprise, where the investment in plant and machinery is more than Rs. 25,00,000/- (Rupees Twenty Five Lakh Only) but does not exceed Rs. 5,00,00,000/- (Rupees Five Crores Only); or (iii) a medium enterprise, where the investment in plant and machinery is more than Rs. 5,00,00,000/- (Rupees Five Crores Only) but does not exceed Rs. 10,00,00,000/- (Rupees Ten Crores Only). The MSMED Act inter-alia stipulates that any person who intends to establish, a micro or small enterprise or a medium enterprise engaged in rendering of services, may at his discretion and a medium enterprise engaged in the manufacture or production of goods as specified hereinabove, file a memorandum of micro, small or medium enterprise, as the case may be, with the prescribed authority.

**Negotiable Instruments Act, 1881**

In India, any negotiable instruments such as cheques are governed by this Act, Section 138 of the Act, makes dishonor of cheques a criminal offence if the cheque is dis honored on the ground of insufficiency of funds in the account maintained by a person who draws the cheque which is punishable with imprisonment as well as fine.

**C. LABOUR AND EMPLOYMENT LAWS****Industrial (Development and Regulation) Act, 1951**

This Act has been liberalized under the New Industrial Policy dated July 24th, 1991, and all industrial undertakings have been made exempt from licensing except for certain industries such as distillation and brewing of alcoholic drinks, cigars and cigarettes of tobacco and manufactured tobacco substitutes, all types of electronic aerospace and defense equipment, industrial explosives including detonating fuses, safety fuses, gun powder, nitrocellulose and matches and hazardous chemicals and

those reserved for the small scale sector. An industrial undertaking, which is exempt from licensing, is required to file an Industrial Entrepreneurs Memorandum ("IEM") with the Secretariat for Industrial Assistance, Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and no further approvals are required.

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

This statute prohibits employment of children below 14 years of age in certain occupations and processes and provides for regulation of employment of children in all other occupations and processes. Under this Act, the employment of child labour in the building and construction industry is prohibited.

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

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 provides for the protection of women at work place and prevention of sexual harassment at work place. The Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behavior namely, physical contact and advances or a demand or request for sexual favours or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee which shall always be presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of 3 (three) months from the date of the last incident. If the establishment has less than 10 (ten) employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee. The penalty for non compliance with any provision of the SHWW Act shall be punishable with a fine extending to Rs. 50,000/- (Rupees Fifty Thousand Only).

### **Code of Wages, 2019**

The Code aims to consolidate the laws relating to wages and bonus and matters connected therewith or incidental thereto. It received the assent of President of India on August 08, 2019. The Code contains procedure for fixing minimum wage, limit for fines and deductions in wages, minimum and maximum bonus, calculation of allocable and available surplus, as well as gender neutral consideration in fixing wages. The Code has given the power to Central Government to fix a "floor wage" and the State governments cannot fix any minimum wage less than the "floor wage". It amalgamates and subsumes four imperative labour laws - the Payment of Wages Act, 1936; the Minimum Wages Act, 1948; the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976. The date of implementation of the Code is yet to be notified.

### **The Code on Social Security, 2020**

This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. The Code aims to provide better social security benefits such as provident fund, insurance and gratuity to workers. It extends the reach of the Employees' State Insurance Corporation and the Employees' Provident Fund Organization (which regulate benefits such as provident fund, insurance, pension, etc.) to the workers in the unorganized sector and the platform and gig workers. The Code further stipulates gratuity benefit for fixed term employees without any condition for minimum service period as envisaged under the current regime. The Code

subsumes nine (9) labour laws relating to social security, namely, the Employees' Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, the Payment of Gratuity Act, 1972, the Cine-Workers Welfare Fund Act, 1981, the Building and Other Construction Workers' Welfare Cess Act, 1996 and the Unorganised Workers Social Security Act, 2008.

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

This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. The Code aims to streamline the laws regulating industrial disputes and trade unions in India. For the benefit of the employers, the Code has introduced various aspects such as increasing the threshold of workers to three hundred (300) for obtaining the consent of the concerned government in case of lay off, retrenchment or closure of the establishment, notice of change not required to be given subject to the conditions stipulated in the Code, increasing the wage threshold to INR 18,000 (Indian Rupees Eighteen Thousand) for exclusion from the definition of worker, etc. The Industrial Relations Code also introduces the concept of deemed certification of standing orders. The Code subsumes three labour laws relating to industrial relations, namely, the Trade Unions Act, 1926, the Industrial Employment (Standing Orders) Act, 1946 and the Industrial Disputes Act, 1947

### **Occupational Safety, Health and Working Conditions Code, 2020**

The Occupational Safety, Health and Working Conditions Code, 2020 (OSH Code) is one of three new labor codes that will consolidate the bulk of labor legislation in India and streamline labor compliance besides expanding the social security net for workers. This Code received the assent of President of India on September 28, 2020 though the implementation of the same is yet to be notified. Rules to implement the Code are expected to be finalized in the next few weeks.

New establishments covered by the OSH Code must register themselves (within 60 days of commencement of the Code) with registering officers appointed by the appropriate government. Establishments already registered under any other federal law will not be required to register again.

Every employer is directed to undertake the following obligations by the OSH Code:

- Ensure that the workplace is free from hazards can cause injury or occupational disease to the employees and comply with the OSH Code and the government's directions on the same;
- Provide free annual health examination or testing, free of cost, to certain classes of employees;
- Provide and maintain, as reasonably practical, a working environment that is safe and without risk to the health of the employees;
- Issue letters of appointments to employees; and
- Ensure that no charge is levied on any employee for maintenance of safety and health at workplace, including the conduct of medical examination and investigation for the purpose of detecting occupational diseases.

Further, the Code directs employers with respect to factories, mines, dock work, building and other construction work, or plantations to ensure: (i) safety arrangements in the workplace and absence of risk to health in connection with the use, storage, and transport of articles and substances; (ii) provision of such information, instruction, training, and supervision as are necessary to ensure the

health and safety of all employees at work, etc. This Code shall subsume more than 10 labour laws including Factories Act 1948, Contract Labour Act 1970 and Mines Act 1952.

### **Apprentices Act, 1961**

The Apprentices Act was enacted in 1961 for imparting training to apprentices i.e. a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Every employer shall make suitable arrangements in his workshop for imparting a course of practical training to every apprentice engaged by him in accordance with the programme approved by the apprenticeship adviser. The central apprenticeship adviser or any other person not below the rank of an assistant apprenticeship adviser shall be given all reasonable facilities for access to each apprentice with a view to test his work and to ensure that the practical training is being imparted in accordance with the approved programme.

## **D. TAX LAWS**

### **Income Tax Act, 1961**

The Income Tax Act, 1961 deals with the taxation of individuals, corporate, partnership firms and others. As per the provisions of this Act the rates at which they are required to pay tax is calculated on the income declared by them or assessed by the authorities, after availing the deductions and concessions accorded under the Act. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act. Filing of returns of Income is compulsory for all assesses. The maintenance of Books of Accounts and relevant supporting documents and registers are mandatory under the Act.

### **Goods and Services Tax**

The Central Goods and Services Tax Act, 2017 received assent of the President on 12th April 2017 and came into force from 1st July 2017. Goods and Service Tax (GST) is an indirect tax levied on the supply of goods and services. This law has replaced many indirect tax laws that previously existed in India such as Service tax, Central Excise Act, Entry Tax, Octroi, Additional customs duty and other draconian indirect taxes. There are 3 taxes applicable under this system- CGST, SGST, IGST.

CGST: is collected by the Central Government on an intra-state sale;

SGST: Collected by the State Government on an intra-state sale;

IGST: Collected by the Central Government for inter-state sale.

Therefore, in addition to the CGST Act, the company has to comply with the requirements of State GST laws as well in which it has operations.

Following laws which have been subsumed in GST Act were applicable to the Company till 30th June 2017 and shall remain applicable here after as stated in the GST Act.

### **Service Tax, (the 'Finance Act, 1994')**

Service tax was charged on taxable services as defined in Chapter V of Finance Act, 1994, which required a service provider of taxable services to collect service tax from a service recipient and pay such tax to the Government.

There are other indirect taxes which are now subsumed under GST and these are Additional Duties of Excise, Cess, Purchase Tax, Taxes on advertisements.



**Customs Act, 1962**

The provisions of the Customs Act, 1962 and rules made there under are applicable at the time of import of goods or services i.e. bringing into India from a place outside India or at the time of export of goods or services i.e. taken out of India to a place outside India. Any Company requiring to import or export any goods or services is first required to get it registered and obtain an IEC (Importer Exporter Code).

**Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019**

The provisions of Gujarat Shops and Establishments (Regulation of Employment and Conditions of Service) Act, 2019 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.

**E. FOREIGN REGULATIONS****The Foreign Trade (Development & Regulation) Act, 1992**

The Foreign Trade (Development & Regulation) Act, 1992 [herein after FTA], provides for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India and for matters connected therewith or incidental thereto. As per the provisions of the FTA, the Government: (i) may make provisions for facilitating and controlling foreign trade; (ii) may prohibit, restrict and regulate exports and imports, in all or specified cases as well as subject them to exemptions; (iii) is authorised to formulate and announce an export and import policy and also amend the same from time to time, by notification in the Official Gazette; (iv) is also authorised to appoint a 'Director General of Foreign Trade' for the purpose of the Act, including formulation and implementation of the Export-Import Policy. FTA read with the Indian Foreign Trade Policy inter-alia provides that no export or import can be made by a company without an Importer-Exporter Code number unless such company is specifically exempt. An application for an Importer-Exporter Code number has to be made to the office of the Joint Director General of Foreign Trade, Ministry of Commerce.

**Foreign Exchange Management Act, 1999 ("the FEMA") and Rules and Regulations thereunder**

Export of goods and services outside India is governed by the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), read with the applicable regulations. The Foreign Exchange Management (Export of goods and services) Regulations, 2000 have been superseded by the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015 ("Export of Goods and Services Regulations 2015") issued by the RBI on January 12, 2016 [last amended on June 23, 2017]. The RBI has also issued a Master Circular on Export of Goods and Services. The export is governed by these Regulations which make various provisions such as declaration of exports, procedure of exports as well as exemptions.

## **F. INTELLECTUAL PROPERTY LAWS**

### **The Trademarks Act, 1999 (“Trademarks Act”)**

Under the 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. 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 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.

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

The Copyright Act grants protection to the authors of literary, artistic, dramatic, musical, photographic, cinematographic or sound recording works from unauthorized uses. Various rights including ownership and economic rights are conferred on the author. These include the right to reproduce the work in any form, issue copies to the public, perform it, and offer for sale and hire. Software are protected under Copyright Act in India.

## HISTORY AND CERTAIN CORPORATE MATTERS

### COMPANY'S BACKGROUND

Our Company was originally incorporated as "Satrix Information Security Technology Private Limited" as a private limited company under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated September 16, 2013, issued by the Assistant Registrar of Companies, Ahmedabad, Gujarat. Subsequently, our Company was converted into Public Limited Company pursuant to Shareholders resolution passed at the Extraordinary General Meeting of our Company held on October 30, 2023 and the name of our Company was changed to "Satrix Information Security Technology Limited" and a Fresh Certificate of Incorporation consequent upon Conversion of Company to Public Limited dated November 07, 2023 was issued by Registrar of Companies, Ahmedabad, being Corporate Identification Number U72200GJ2013PLC076845.

Our Company was originally promoted by Mr. Sachhin Kishorbhai Gajjaer and Mr. Kishorbhai Gajjar who were the initial subscribers to the Company's Memorandum and Articles of Association. Mr. Sachhin Kishorbhai Gajjaer and Ms. Ronak Sachin Gajjar are the present promoters of our Company.

As on date of this Draft Prospectus, our Company has 7 (Seven) shareholders.

### MAIN OBJECTS AS PER MEMORANDUM OF ASSOCIATION

Our Company's main objects as per the Memorandum of Association are as follows:

To carry on business in India and abroad of providing all kinds of services relating to Information Technology (IT) and IT Infrastructure including the import, export, supply, assemble, manufacture, sale and purchase of computer hardware and software, system Peripherals and other electrical and electronic equipment, computers and computer related equipment namely computer application and programming services, management of data processing and information systems and data communication systems, information security services, operating and managing all computer hardware and software, system support and maintenance, data processing, research and survey on all computer and network related problems, administrative services, procurement and supply services, technical, scientific and operational advices including material and instructional aids, management coordination, supervision and control services, exhibition, seminars and computer personnel and management training courses and other ancillary services relating to IT and computer industry. To carry on the business of creating innovative products on the internet and providing services related to E-commerce software products and to provide consultancy in hardware in relation to computers and software for specialized applications relating to data storage and data base in computer systems and to promote encourage, establish develop, maintain, organize, manage, operate, market, trade, import, export, various computer Software, hardware, system software solutions on net.

### KEY AWARDS, CERTIFICATIONS, ACCREDITATIONS AND RECOGNITIONS

For Key Awards, Certifications, Accreditations please refer to the section "Our Bussiness" on Page no 113 of this Draft Prospectus.

### 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:

## AUTHORIZED CAPITAL

The following changes have been made in the Authorized Capital of our Company since inception:

DATE OF AGM/ EGM	NATURE OF AMENDMENT
On Incorporation	Authorized Capital of ₹ 10.00 Lakhs (Rupees Ten Lakh Only) Consisting into 1,00,000 (One Lakh Only) Equity Shares of ₹ 10/-each.
EGM held on 11.08.2023	Increase in Authorised Capital of the Company from Rs. 1,00,000 (Rupees One Lakh Only) divided into 10,000 equity shares of Rs. 10/- each to Rs. 6,50,00,000 (Rupees Six Crore and Fifty Lakhs Only) divided into 65,00,000 equity shares of Rs. 10/- (Rupees Ten Only) each.
EGM held on 30.10.2023	Increase in Authorised Capital of the Company from Rs. 6,50,00,000 (Rupees Six Crore Fifty Lakhs Only) divided into 65,00,000 (Sixty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 7,50,00,000 (Rupees Seven-Crore Fifty Lakhs Only) divided into 75,00,000 (Seventy-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

DATE OF AGM/ EGM	NATURE OF AMMENDMENT
AGM held on 30.09.2023	Adoption of new set of Articles of Memorandum of the Company
EGM held on 30.10.2023	Conversion of Company into Public Limited Company and change in name of company from Satrix Information Security Private Limited to Satrix Information Security Limited vide fresh Certificate of Incorporation issued by Registrar of Companies, Ahmedabad dated November 07, 2023.

## SUBSIDIARIES

As on the date of this Draft Prospectus, there are two subsidiaries of our Company.

## HOLDINGS AND JOINT VENTURES OF THE COMPANY

As on the date of this Draft Prospectus, our Company does not have Holding Company or Joint Venture 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 Draft Prospectus.

## SHAREHOLDERS' AGREEMENT

There are no Shareholders' Agreements existing as on the date of this Draft Prospectus.

## **MATERIAL ACQUISITIONS / AMALGAMATIONS / MERGERS/ REVALUATION OF ASSETS/ DIVESTMENT OF BUSINESS/ UNDERTAKING IN LAST TEN YEARS**

There has been no Material Acquisitions/Amalgamations/Mergers/Revaluation of Assets/Divestment of Business/Undertaking in last ten years.

## **FINANCIAL PARTNERS**

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

## **RAISING OF CAPITAL IN FORM OF EQUITY OR DEBT**

For details regarding our capital raising activities through equity or debt, please see the section entitled "Capital Structure" and "Restated Financial Information" on page nos. 63 and 164 respectively of this Draft Prospectus.

## **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 Draft Prospectus.

## **STRATEGIC PARTNERS**

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

## **INJUNCTIONS OR RESTRAINING ORDERS**

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

## OUR MANAGEMENT

### Board of Directors:

Our Company has five (5) Directors consisting of two (2) Executive Directors, one (1) Non-Executive Directors, two (2) Non-Executive Independent Directors including Executive Chairman. The following table sets forth the details of our Board of Directors as on the date of this Draft Prospectus:

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<p><b>Mr. Sachin Kishorbhai Gajjaer</b></p> <p><b>Date of Birth:</b> 04.10.1976</p> <p><b>Qualification:</b> Bachelor's in computer engineering &amp; MBA in Information Technology</p> <p><b>Address:</b> 1, Gala Villa Aqua Gokuldham, Sarkhej-Sanand highway Sanathal Ahmedabad, Gujarat – 382210</p> <p><b>Date of Appointment as Director:</b> 16.09.2013</p> <p><b>Designation:</b> Managing Director</p> <p><b>Change in designation:</b> Managing Director w.e.f 23.09.2023</p> <p><b>Term:</b> Appointed as Managing Director for a period of three years and subject to retire by rotation.</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 06688019</p>	Indian	47 Years	<p>1. Sattrix Software Solutions Private Limited</p> <p>2. Edifisat Private Limited</p>
<p><b>Mrs. Ronak Sachin Gajjar</b></p> <p><b>Date of Birth:</b> 07.03.1980</p> <p><b>Qualification:</b> MBA in Human Resources</p> <p><b>Address:</b> 1, Gala Villa Aqua Gokuldham, Sarkhej-Sanand highway Sanathal Ahmedabad, Gujarat - 382210</p> <p><b>Date of Appointment as Director:</b> 09.02.2018</p> <p><b>Change in Designation:</b> Whole-Time Director w.e.f 23.09.2023</p> <p><b>Term:</b> Appointed as Whole Time Director for a</p>	Indian	43 Years	<p>1. Sattrix Software Solutions Private Limited</p> <p>2. Edifisat Private Limited</p>

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<p>period of three years and subject to retire by rotation.</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 07737921</p>			
<p><b>Mr. Ashish Kashi Parekh</b></p> <p><b>Date of Birth:</b> 19.01.1967</p> <p><b>Qualification:</b> Bachelor's in commerce, Chartered Accountant</p> <p><b>Address:</b> 65, Gala Villa Aqua, Gokuldham Sananad Highway Sanathal Ahmedabad, Gujarat-382210</p> <p><b>Date of Appointment</b> as additional Director: 23.09.2023</p> <p><b>Change in designation:</b> Independent, Non-executive Director w.e.f 23.09.2023 in AGM held on 30.09.2023</p> <p><b>Term:</b> Appointed as Independent, Non-executive Director of the Company not liable to retire by rotation for a period of five (5) consecutive years.</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 00054785</p>	Indian	56 Years	1. Peepul Tree Eduresources Private Limited
<p><b>Mr. Abhishek Madanlal Binaykia</b></p> <p><b>Date of Birth:</b> 01.05.1979</p> <p><b>Qualification:</b> Bachelor in Electronics and Communications &amp; MBA in Marketing</p> <p><b>Address:</b> 81, Gala Villa Aqua, Shreem Gokuldham Society, Nr. Eklavya School Sanathal Ahmedabad, Gujarat- 382210</p> <p><b>Date of Appointment</b> as additional Director: 23.09.2023</p> <p><b>Change in designation:</b> Independent, Non-executive Director w.e.f 23.09.2023 in AGM held on 30.09.2023</p>	Indian	44 Years	NIL

Name, Current Designation, Address, Occupation, Term and DIN	Nationality	Age	Other Directorships
<p><b>Term:</b> Appointed as Independent, Non-executive Director of the Company not liable to retire by rotation for a period of five (5) consecutive years</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 10289723</p>			
<p><b>Mr. Mayur Durgasing Rathod</b></p> <p><b>Date of Birth:</b> 01.11.1981</p> <p><b>Qualification:</b> Bachelor's in computer science &amp; Master in Computer Applications</p> <p><b>Address:</b> Urban nirwana housing society B-wing Flat no 1002 kharadi, Pune City, Dukirkline, Pune, Maharashtra,411014</p> <p><b>Date of Appointment</b> as additional Director: 23.09.2023</p> <p><b>Change in designation:</b> Non-executive Director w.e.f 23.09.2023 in AGM held on 30.09.2023</p> <p><b>Term:</b> Appointed as Non-executive Director of the Company not liable to retire by rotation for a period of five (5) consecutive years.</p> <p><b>Occupation:</b> Business</p> <p><b>DIN:</b> 10289724</p>	Indian	42 Years	NIL

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

**Notes:**

- 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 which provides for benefit upon termination of employment.
- 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 Draft 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. Sachhin Kishorbhai Gajjaer**

Mr. Sachhin Kishorbhai Gajjaer, 46 years old is one of the founding members of Satrix Information Security. He holds a degree in Computer Engineering and has an MBA degree in Information Technology. He has more than 15 years of experience in solution architecting, information security management, risk & compliance management, information security strategy and planning in government, private and public sector enterprises. He possesses very strong project management skills and an impeccable track record of delivering complex projects on time and within budget. Prior to co-founding Satrix, Sachhin worked as the Practice Head and CTO for one of the Public Listed companies in Mumbai. He has the unique distinction of having cleared almost all information security related certifications and his previous experience also includes stints at Communard in Dubai, Accenture, Microsoft R&D and HCL Comnet in India.

From year 2013, he is appointed as director in Satrix Information Security Private Limited.

### **Mrs. Ronak Sachin Gajjar**

Mrs. Ronak Sachin Gajjar, aged 43 years, is also a founding member of Satrix Information Security. She holds master's degree in business in Human Resource Management. She is high Result oriented professional with over 13 years of experience in the field of Human Resources Management and her Inhouse HRM expertise, currently the company holds itself to the highest ethical and corporate standards, the Company is not only committed to the success of its organization but also to the well-being of its employees, customers, and the communities they serve. Her dedication to sustainability, diversity, and social responsibility is unwavering. She also has privilege and much valued experience to manage Appraisal and Compensation planning for NASA through her previous organisational experience in MNC.

Since 2018, She is Director in Satrix Information Security Private Limited.

### **Mr. Abhishek Madanlal Binaykia**

Mr. Abhishek Madanlal Binaykia, aged 44 years, has completed his graduation in Electronics and Communications Engineering from Nirma University in the year 2000 & completed his Post-graduation from North Carolina State University. He also holds Master in business in Marketing from UCLA Anderson School of Management. A dynamic product and business leader with extensive global experience working in Fortune 500 companies including Qualcomm, Broadcom, etc, as well as with high tech start-ups, in multiple geographies. Have held various leadership roles in product management, business development and marketing, and have taken various cutting-edge products

and technologies to market. Played a key role in the acquisition of eInfochips by Arrow electronics for over \$300M, as their global head of marketing and by defining and driving the company's digital transformation initiatives. He is a major sports enthusiast, a former state junior badminton champion, and have consulted for multiple IPL franchises in the area of digital transformation. As part of the executive leadership team, He has headed product, operations and marketing responsibilities at Spektacom, a company which he firmly believe will change the paradigm on usage of technology in sports.

In the year 2023, he has been appointed as Independent, Non-executive director in Satrix Information Security Private Limited.

#### **Mr. Ashish Kashi Parekh**

Aashish H. Kashiparekh, aged 56 years, qualified as a member of The Institute of Chartered Accountants of India in 1991. He completed his graduation from H.L. College of Commerce in Ahmedabad and completed Chartered Accountancy in Kashiparekh & Associates. He was thereafter associated with a reputed Chartered Accounting firm in Mumbai for more than 3 years under Management consultancy division and Audit department and has handled various assignments including Proprietary audits of large corporate clients including various listed companies. He is adept with computers and new internal audit techniques. Mr. Aashish is conversant with SAP and has an eye over the new Accounting Standards and keen interest in IFRS and International taxation with a vision to connect India to the global world. He has a diverse experience in all different kinds of audits from Banking, Manufacturing, Trading, Insurance companies and Private institutions including educational institutions. He regularly attends Audit committee meetings of various listed companies on behalf of the firm. He has travelled abroad to over 20 countries for both business and leisure purposes. He has also carried out due diligence and other assignments abroad on behalf of Indian clients in countries as diverse as United States, European Countries like Germany and the UK and the UAE in the middle-east. He has handled online accounting of US based corporates in their custom based software from India. He has specialized in risk assessment and internal audits including due diligence for amalgamation, de mergers and takeover. He has been a member in various committees of Chartered Accountants Association Ahmedabad.

In the year 2023, he has been appointed as Independent, Non-executive director in Satrix Information Security Private Limited.

#### **Mr. Mayur Rathod**

Mr. Mayur Rathod, Aged 41, has completed his bachelor in Computer Science from Doctor Babasaheb Ambedkar Marathwada University and his master in Computer Applications from Eminent Institute of Technology and Management.

He is associated with the Company as a Practice Development Manager. In the year 2023, he has been appointed as director in Satrix Information Security Private Limited.

#### **Confirmation**

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

The Articles, subject to the provisions of Companies Act authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company within the prescribed limit under Act.

### REMUNERATION OF EXECUTIVE DIRECTORS

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

Remuneration paid to our Non-Executive Independent Directors in Fiscal 2022: Nil

#### REMUNERATION / SITTING FEES PAID TO DIRECTORS FOR THE FY 2022-23

Sr. No.	Name	Designation	Remuneration Paid	Sitting Fees Paid	Total (₹ in Lakhs)
1.	Mr. Sachhin Kishorbhai Gajjaer	Chairman & Managing Director	63.38	-	63.38
2.	Mrs. Ronak Sachin Gajjar	Director & CFO	37.58	-	37.58
3.	Mr. Aashish Hemantbhai Kashiparekh	Non-Executive Independent Director	-	-	
4.	Mr. Abhishek Madanlal Binaykia	Non-Executive Independent Director	-	-	
5.	Mr. Mayur Durgasing Rathod	Non-Executive Director	-	-	

### Shareholding of Directors

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

Name of Directors	No. of Equity Shares held	% of Pre-Issue Paid Up Capital
Mrs .Ronak Sachin Gajjar	39,99,975	79.9995%
Mr. Sachhin Kishorbhai Gajjaer	10,00,000	20.00%
Mr. Aashish Kashiparekh	0	0.00%
Mr. Mayur Rathod	5	0.0001%
Mr. Abhishek Madanlal Binaykia	0	0.00%
<b>Total</b>	<b>49,99,980</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 Annexure XXVI – Related Party Transactions” under chapter titled “Financial Information” and “Our Promoter and Promoter Group” beginning on page nos and 164 and 154 of this Draft 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 Promoter, 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 refer to para titled as *Annexure XXVI – Related Party Transactions*” in chapter titled “*Financial Information*” beginning on page nos. 139 and 164 of this Draft Prospectus respectively, our Directors do not have any other interest in our business.

Except as disclosed in “*Properties*” under the section “*Our Business*” starting on page no.113 of this Draft Prospectus, our Directors have no interest in any property acquired or proposed to be acquired by our Company as on the date of this Draft 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	Designation	Date Of Joining/Change in Designation	Reason For Change
1.	Mr. Sachhin Kishorbhai Gajjaer	Managing Director	23.09.2023	Appointment
2.	Mrs. Ronak Sachin Gajjar	Whole-time Director & Chief Financial Officer	23.09.2023	Appointment
3.	Mr. Ashish Kashi Parekh	Independent Director	23.09.2023	Appointment
4.	Mr. Abhishek Madanlal Binaykia	Independent Director	23.09.2023	Appointment
5.	Mr. Mayur Durgasing Rathod	Director	23.09.2023	Appointment
6.	Ms. Rina Kumari	Company Secretary	04.09.2023	Appointment

### 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 Seven (7) Directors. In compliance with the requirements of the Companies Act, 2013 we have Seven (7) Directors consisting of Four (4) Executive Directors and Three (3) 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 November 9, 2023 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. Ashish Kashi Parekh	Non-Executive Independent Director	Chairperson
Mr. Abhishek Madanlal Binakiya	Non-Executive Independent Director	Member
Mr. Sachhin K. Gajjaer	Managing 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/Draft 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 November 9, 2023. The Shareholder and Investor Grievance Committee comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Abhishek Madanlal Binaykia	Non-Executive Independent Director	Chairperson
Mr. Ashish Kashi Parekh	Non-Executive Independent Director	Member
Mrs. Ronak S Gajjar	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 November 9, 2023.

The Nomination and Remuneration Committee currently comprises of:

Name of the Member	Nature of Directorship	Designation in Committee
Mr. Mayur Durgasing Rathod	Non-executive Director	Chairperson
Mr. Abhishek Madanlal Binaykia	Non-Executive Independent Director	Member
Mr. Ashish Kashi Parekh	Non-Executive Independent Director	Member



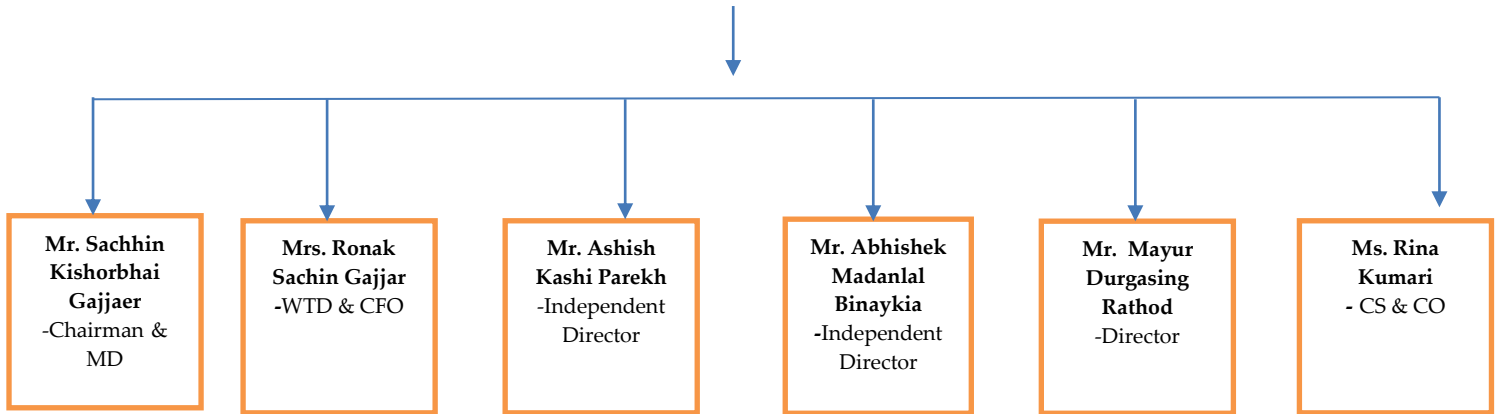
The scope of Nomination and Remuneration Committee shall include but shall not be restricted to the following:

- 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.

## Management Organization Structure

### 1. ORGANIZATION CHART

#### SATTRIX INFORMATION SECURITY LIMITED



#### Terms & Abbreviations

CFO	:	Chief Financial Officer
CS & CO	:	Company Secretary and Compliance Officer
MD	:	Managing Director
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 Experience
Mr. Sachhin Kishorbhai Gajjaer	Managing Director	16.09.2013	63.38	Bachelor in Computer Engineering & MBA in Information Technology	Prism Informatics Limited	25 years
Mrs. Ronak Sachin Gajjar	Whole-time Director & Chief Financial Officer	23.09.2023	37.58	MBA in Human Resources	Weatherford	20 years
Ms. Rina Kumari	Company Secretary & Compliance Officer	04.09.2023	5.4	Company Secretary	Axis Bank	5 months

**Other Notes –**

1. All the key managerial personnel mentioned above are permanent employees 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 Draft Prospectus, our Company does not have a bonus or a profit sharing plan with the key management personnel.
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**

Except as stated below, none of the above-mentioned key managerial personnel are related to each other and neither are they related to our Promoter or Directors.

Sr. No.	Name of KMP	Name of Other KMP	Relationship
1.	Mr. Sachhin Kishorbhai Gajjaer	Mrs. Ronak Sachin Gajjar	Husband
2.	Mrs. Ronak Sachin Gajjar	Mr. Sachhin Kishorbhai Gajjaer	Wife

**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**

Sr. No.	Particulars	No. of Shares	% Of Shares to Pre-Issue Share Capital
1.	Mr. Sachhin Kishorbhai Gajjaer	10,00,000	20.00 %
2.	Mrs. Ronak Sachin Gajjar	39,99,975	80.00 %
3.	Ms. Rina Kumari	05	0.0001 %

**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 Draft Prospectus:**

<b>Name</b>	<b>Designation</b>	<b>Date Of Joining/Change In Designation</b>
Mr. Sachhin Kishorbhai Gajjaer	Managing Director	23.09.2023
Mrs. Ronak Sachin Gajjar	Whole-time Director & Chief Financial Officer	23.09.2023
Mr. Ashish Kashi Parekh	Independent Director	23.09.2023
Mr. Abhishek Madanlal Binaykia	Independent Director	23.09.2023
Mr. Mayur Durgasing Rathod	Director	23.09.2023
Ms. Rina Kumari	Company Secretary	04.09.2023


## OUR PROMOTERS, PROMOTER GROUP


### 1. THE PROMOTERS OF OUR COMPANY ARE:

1. Mr. Sachhin Kishorbhai Gajjaer
2. Mrs. Ronak Sachin Gajjar

As on the date of this Draft Prospectus, our Promoters is having Pre-IPO holding of 97,03,572 Equity Shares in aggregate, representing 93.90% of the issued, subscribed and paid-up Equity Share capital of our Company and Post IPO holding of 97,03,572 shares constituting of 67.61%.

### The details of individual Promoters of our company are provided below:

	<b>Mr. Sachhin Kishorbhai Gajjaer</b>
	<b>Brief Profile:</b> Mr. Sachhin Kishorbhai Gajjaer, aged 46 years, is the Promoter Director of our Company.
	<b>Date of Birth:</b> 04/10/1976
	<b>Address:</b> 1, Gala Villa Aqua, Gokuldharm Society, Sanathal Cross Road, Sanand Road, Ahmedabad, Gujarat- 382210
	<b>PAN:</b> ACVPG1172E
	<b>Passport No.:</b> Z7312761
	<b>Driver's License:</b> GJ01 19950016489
	<b>Voter's ID No.:</b> IIE2944908
	<b>Adhaar Card No.:</b> xxxx xxxx xxxx
	<b>Bank A/c No.:</b> 002401010829
<b>Name of Bank &amp; Branch:</b> ICICI Bank & Vasna Branch	
<b>Other Directorship:</b>	
1. Sattrix Software Solutions Private Limited	
2. Edifisat Private Limited	

	<b>Mrs. Ronak Sachin Gajjar</b>
	<b>Brief Profile:</b> Mrs. Ronak Sachin Gajjaer, aged 43 years, is the Promoter Director of our Company.
	<b>Date of Birth:</b> 07/03/1980
	<b>Address:</b> 1, Gala Villa Aqua, Gokuldharm Society, Sanathal Cross Road, Sanand Road, Ahmedabad, Gujarat- 382210
	<b>PAN:</b> AIBPG2444H
	<b>Passport No.:</b> F0476771
	<b>Driver's License:</b> GJ01/039956/04
	<b>Voter's ID No.:</b> IIE0993358
	<b>Adhaar Card No.:</b> xxxx xxxx xxxx
	<b>Bank A/c No.:</b> 034401539757
<b>Name of Bank &amp; Branch:</b> ICICI Bank & Vasna Branch	
<b>Other Directorship:</b>	
1. Sattrix Software Solutions Private Limited	
2. Edifisat Private Limited	

## DECLARATION

We declare and confirm that the details of the Permanent Account Numbers, Bank Account Numbers, Aadhar Card Numbers and Driving License Numbers, Voter's ID No. of our Promoters are being submitted to the BSE (Stock Exchange) on which the specified securities are proposed to be listed along with filing of this Draft Prospectus with the Stock Exchange.

### **i. Details of Body Corporate Promoters of our company:**

We don't have any Body Corporate Promoters

### **Other Information related to Our Company**

*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. 139 of this Draft Prospectus.*

*For details of the build-up of our Promoter's shareholding in our Company, please see "Capital Structure – Shareholding of our Promoter" beginning on page no 63 of this Draft Prospectus.*

### **Other Undertakings and Confirmations**

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

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

No violations of securities laws have been committed by our Promoter or members of our Promoter Group or any Group Companies in the past or are currently pending against them. None of (i) our Promoter 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 Promoter 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 promoter and control of our Company in the five years immediately preceding the date of this Draft Prospectus.

### **Interests of Promoter**

None of our Promoter / 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 promoter in our

Company, Please see the chapters titled “*Capital Structure*”, “*Restated Financial Information*” and “*Our Management*” beginning on page nos. 63, 164 and 139 of this Draft Prospectus.

Except as stated otherwise in this Draft Prospectus, we have not entered into any contract, agreements or arrangements in which our Promoter is 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 XXVII – Restated Statement of Related Party Transaction*” under the chapter “*Restated Financial Information*” on page no.164 of this Draft Prospectus.

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

Our Group Company has been authorized by its Memorandum of Association to undertake activities which are similar to ours and are currently engaged in businesses similar to ours.

Our Company has not adopted any measures for mitigating such conflict situations.

#### **Companies with which the Promoter has 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 Draft Prospectus.

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

Except as stated in “*Annexure XXVI – Restated Statement of Related Party Transactions*” under the chapter “*Financial Statements*” on page no 164 of this Draft Prospectus, there has been no other payment of benefits to our Promoter during the two years preceding the date of this Draft Prospectus.

#### **Experience of our Promoter in the business of our Company**

For details in relation to experience of our Promoter in the business of our Company, see Chapter “*Our Management*” beginning on page no. 139 of this Draft Prospectus.

#### **Interest of Promoter in the Promotion of our Company**

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

#### **Interest of Promoter in the Property of our Company**

Except as mentioned hereunder, Our Promoters have confirmed that they do not have any interest in any property acquired/rented by our Company within three years preceding the date of this Draft Prospectus or proposed to be acquired by our Company as on the date of this Draft Prospectus For details, please the chapter “*Our Business*” on page no. 113 of this Draft Prospectus.

Sr. No.	Name	Address of Property	Interest and nature of Interest
1	Mr. Sachhin Kishorbhai Gajjaer & Mrs. Ronak Sachin Gajjar	<b>Registered office:</b> 28, Damubhai Colony, Opp. Anjali Brts Bus Stop, Bhattha, Paldi, Ahmedabad, Gujarat -380007	Our Company has taken the said property on Rent from Smt. Bhanuben Kishorbhai Gajjar, wherein our promoters and Directors, Mr. Sachhin Kishorbhai Gajjaer & Mrs. Ronak Sachin Gajjar are relative of Smt. Bhanuben Kishorbhai Gajjar

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

Other than as Promoter, our Promoter 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.139 and 63 respectively of this Draft Prospectus.

Except as mentioned in this section and the chapters titled “*Capital Structure*”, “*Our Business*”, “*History and Certain Corporate matters*” and “*Annexure XXVII – Restated Statement of Related Party Transactions*” on page nos. 63,113,136 and 164 of this Draft Prospectus, respectively, our Promoter do not have any interest in our Company other than as promoter.

#### **Related Party Transactions**

Except as stated in the “*Annexure XXVII – Restated Statement of Related Party Transactions*” under Restated Financial Information on page no.164 of this Draft Prospectus., our Company has not entered into related party transactions with our Promoter.

#### **Material Guarantees**

Except as stated in the “*Financial Indebtedness*” and “*Restated Financial Information*” beginning on page nos.212 and 164 this Draft 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 Draft Prospectus.

#### **Shareholding of the Promoter Group in our Company**

For details of shareholding of members of our Promoter Group as on the date of this Draft Prospectus, please see the chapter titled “*Capital Structure – Notes to Capital Structure*” beginning on page no. 63 of this Draft Prospectus.



## Other Confirmations

Our Company has neither made any payments in cash or otherwise to our Promoter or to firms or companies in which our Promoter is interested as members, directors or promoter 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 XXVII – Restated Statement of Related Party Transactions” under Restated Financial Statement on page no. 164 of this Draft Prospectus.

## Outstanding Litigation

There is no outstanding litigation against our Promoter except as disclosed in the section titled “Risk Factors” and chapter titled “Outstanding Litigations and Material Developments” beginning on page nos. 20 and 213 of this Draft Prospectus.

## 2. OUR PROMOTER GROUP

In compliance with SEBI Guideline, “Promoter Group” pursuant to the regulation 2(1) (pp) of the SEBI (ICDR) Regulation, 2018, we confirm that following persons are part of promoter group:

### A. The Promoter:

Sr. No.	Name of the Promoters
1	Mr. Sachhin Kishorbhai Gajjaer
2	Mrs. Ronak Sachin Gajjar

### B. Natural Persons i.e., an immediate relative of the promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or of the spouse);

Name of the Promoter	Name Of the Relative	Relationship With the Promoter
<b>Mr. Sachhin Kishorbhai Gajjaer</b>	Kishorbhai Gajjaer	Father (LATE)
	Bhanuben Gajjar	Mother
	Ronak Sachin Gajjar	Wife
	Tejas Gajjar	Brother
	Saasha Gajjaer	Daughter
	Krith Gajjaer	Daughter (MINOR)
	Sureshbhai Bhardiya	Wife’s Father
	Kumudben Bhardiya	Wife’s Mother
	Nehal Rathor	Wife’s Sister
	Trupti Changawala	Wife’s Sister
	Karan Bhardiya	Wife’s Brother

Name of the Promoter	Name of the Relative	Relationship with the Promoter
Mrs. Ronak Sachin Gajjar	Sureshbhai Bhardiya	Father
	Kumudben Bhardiya	Mother
	Sachhin Kishorbhai Gajjaer	Husband
	Karan Bhardiya	Brother
	Nehal Rathod	Sister
	Trupti Changawala	
	Saasha Gajjaer	Daughter
	Krith Gajjaer	
	Late Kishorbhai Gajjar	Husband's Father
	Bhanuben Gajjar	Husband's Mother
	Tejas Gajjar	Husband's Brother

**C. In case promoter is a body corporate: - Not Applicable**

Nature of Relationship	Entity
Subsidiary or holding company of Promoter Company.	N.A
Any Body corporate in which promoter (Body Corporate) holds 20% or more of the equity share capital or which holds 20% or more of the equity share capital of the promoter (Body Corporate).	N.A

**D. In case promoter is an individual:**

Nature of Relationship	Entity and Relation
Any Body Corporate in which 20% or more of the equity share capital is held by promoter or an immediate relative of the promoter or a firm or HUF in which promoter or any one or more of his immediate relatives is a member.	NIL
Any Body corporate in which Body Corporate as provided above holds 20% or more of the equity share capital.	NIL
Any Hindu Undivided Family or firm in which the aggregate share of the promoter and his immediate relatives is equal to or more than twenty percent of the total capital.	NIL

**E. All persons whose shareholding is aggregated under the heading "shareholding of the promoter group": N.A.**

## GROUP ENTITIES OF OUR COMPANY

In compliance with SEBI Guideline, “Group Companies/Entities” pursuant to the regulation 2(1)(t) of SEBI (ICDR) Regulations, 2018, shall include companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards and also other companies as are considered material by the Board.

Based on the above, the following are our Group Entities (Companies which are no longer associated with our Company have not been disclosed as Group Companies):

### 1. Satrix Software Private Limited

<b>Name of the Company</b>	<b>SATRIX SOFTWARE SOLUTIONS PRIVATE LIMITED</b>			
<b>Category</b>	Private Limited			
<b>Name of the Directors</b>	Mr. Sachhin Kishorbhai Gajjaer & Mrs. Ronak Sachhin Gajjaer			
<b>Brief Description and nature of activity or Business</b>	Satrix Software Solutions Private Limited (SSSPL) is engaged in providing information technology solutions. The company offers robotic process automation, artificial intelligence, big data and analytics, enterprise mobility, enterprise development and Oracle support services. SSSPL was incorporated in 2018 and has its registered office located in Ahmedabad, Gujarat.			
<b>Date of Incorporation</b>	22/03/2018			
<b>PAN</b>	ABACS0597G			
<b>GST</b>	24ABACS0597G1ZE			
<b>Company Registration No.</b>	U72200GJ2018PTC101446			
<b>Registered Office Address</b>	28, Damubhai Colony, Anjali Cross Road, Bhattha, Paldi, Ahmedabad-380007, India			
<b>Audited Financial Information (in Rs)</b>				
<b>Particulars</b>	<b>FY 2022-23</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>	<b>FY 2019-20</b>
<b>Total Revenue</b>	2,21,97,570/-	76,14,065/-	52,50,000/-	NIL
<b>Profit/(Loss) after tax</b>	79,26,650/-	(3,90,27,00)	1,62,000/-	(65,44,891.50)

### 2. Edifisat Private Limited

<b>Name of the Company</b>	<b>EDIFISAT PRIVATE LIMITED</b>			
<b>Category</b>	Private Limited			
<b>Name of the Directors</b>	Mr. Sachhin Kishorbhai Gajjaer & Mrs. Ronak Sachhin Gajjaer			
<b>Brief Description and nature of activity or Business</b>	Edifisat Private Limited (EPL), as per MoA, was incorporated with the object to carry on the business to establish, set up, and run in any part of India and outside India coaching, institutes, study center, oral coaching classes, virtual coaching classes, were in professional, technical, vocational or higher education in every field of science, commerce, arts, management, engineering, law, banking, insurance, finance, medicine, hospitality, tourism, computers, languages, and to deliver cyber security and specialized IT-related education services or any other type of education be imparted by conducting regular, part-time, virtual or vocational classes.			
<b>Date of Incorporation</b>	31/05/2017			

PAN	AAECE6642D			
GST	----			
Company Registration No.	U80904GJ2017PTC097665			
Registered Office Address	28, Damubhai Colony, Anjali Cross Road, Bhattha, Paldi, Ahmedabad-380007, India			
Audited Financial Information (in Rs)				
Particulars	FY 2022-23	FY 2021-22	FY 2020-21	FY 2019-20
Total Revenue	NIL	NIL	NIL	NIL
Profit/(Loss) after tax	NIL	NIL	NIL	NIL

### SUBSIDIARY FOREIGN ENTITIES

#### 3. Satrix Information Security Incorporation

Name of the Company	SATTRIX INFORMATION SECURITY INC				
Category	Company Incorporated in USA				
Name of the Directors	Mr. Sachhin Kishorbhai Gajjaer				
Brief Description and nature of activity or Business	It is engaged in the business of software development activities. It offers services such as cybersecurity services.				
Date of Incorporation	04/12/2020 (CERTIFICATE OF INC: 11/02/2020)				
PAN	N.A.				
Company (Employer Identification Number)	30-1232695				
Company Registration No.	30-1232695				
Registered Office Address	8 THE GREEN STE B DOVER DE- 19901 State of Delaware, City of Dover, County of Kent				
Audited Financial Information (in USD \$)					
Particulars	FY 2023 (Apr-Sept)	FY 2023 (Jan-Sept)	FY 2022 (Jan-Dec)	FY 2021 (Jan-Dec)	FY 2020 (Jan-Dec)
Total Revenue	\$ 18,490	\$ 96,100.80	\$ 2,38,603.50	\$ 1,90,590	\$ 1,42,000
Net Income	(- \$ 133,200.39)	(- \$ 1,02,276.14)	\$ 21,039.53	\$ 12,755.76	\$ 14,948.73

#### 4. Satrix Information Security DMCC

Name of the Company	SATTRIX INFORMATION SECURITY DMCC				
Category	Company with Limited Liability				
Name of the Directors	Mr. Sachhin Kishorbhai Gajjaer				
Brief Description and nature of activity or Business	Cyber Security consultancy, IT Infrastructure, Cyber Risk Management services, information technology consultants, education and training, Computer Software and computer systems consultancies.				
Date of Incorporation	20/09/2018				
Legal License No.	DMCC-552648 (issued on 27.09.2018)				
GST	N.A.				
Company Registration No.	DMCC139546				
Registered Office Address	Unit No. 4405-28-D14, Mazaya Business Avenue BB2, Plot No: JLTE-PH2-BB2, Jumeirah Lakes Towers, Dubai, UAE				
Audited Financial Information (in AED)					

<b>Particulars</b>	<b>FY 2023 (Apr-Sept)</b>	<b>FY 2023 (Jan-Sept)</b>	<b>FY 2022 (Jan-Dec)</b>	<b>FY 2021 (Jan-Dec)</b>	<b>FY 2020 (Jan-Dec)</b>
<b>Total Revenue</b>	AED 662,656	AED 8,45,843.83	AED 908,143	AED 924,494	AED 868,164
<b>Profit/(Loss) for the Year</b>	AED 24,035.76	AED 1,09,605.01	AED 115,261	AED 238,947	AED 230,919

## 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. The Company has no formal dividend policy. The dividends declared by our Company during the last three Fiscal years have been presented below:

Particulars	As on October 31, 2023	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31,2021
Face Value of Equity Share (per share)	10	10	10	10
Dividend on Equity Shares (₹)	-	-	-	-
Interim Dividend on each Equity Share (₹)	-	-	-	-
Dividend Rate for Equity Shares (%)	-	-	-	-

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 STATEMENTS  
RESTATED FINANCIAL INFORMATION**

*G. K. Choksi & Co.*  
*Chartered Accountants*

1201 - 901, North Tower, One42, Chhansal Joshi Marg,  
Opp. Jayantial Park BRTS, Off. Ambli BRTS Road, Ahmedabad 380 054.  
Dial : 91 - 79 - 6819 8900 - 901 ; E-mail : info@gkcco.com

**INDEPENDENT AUDITOR'S EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL  
INFORMATION**

To  
The Board of Directors  
**SATTRIX INFORMATION SECURITY LIMITED**  
(Formerly known as Satrix Information Security Private Limited)  
28, Damubhai colony,  
Anjali Circle,  
Paldi, Ahmedabad,  
Gujarat-380007

Dear Sirs/Madam,

1. We have examined the attached Restated Consolidated Financial Information of Satrix Information Security Limited (the "Company" or the "Issuer"), and its subsidiaries (the Company and its subsidiaries together referred to as the "Group"), comprising the Restated Consolidated Statement of Assets and Liabilities as at 31<sup>st</sup> October 2023, 31<sup>st</sup> March, 2023, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2021, the Restated Consolidated Statements of Profit and Loss, the Restated Consolidated Cash Flow Statement for the seven month ended on 31<sup>st</sup> October 2023 and for the financial year ended 31<sup>st</sup> March, 2023, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2021, the Summary Statement of Significant Accounting Policies, and other explanatory information (collectively, the "Restated Consolidated Financial Information"), as approved by the Board of Directors of the Company at their meeting held on 24<sup>th</sup> January 2024, for the purpose of inclusion in the Draft Red Herring Prospectus / Red Herring Prospectus/ Prospectus (collectively known as the "Offer Document"), prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("SME IPO") in terms of the requirements of:
  - (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
  - (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
  - (c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").
2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the Offer Document to be filed with Securities and Exchange Board of India, relevant stock exchanges and Registrar of Companies, Gujarat in connection with the proposed SME IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company as per "Basis of Preparation" paragraph stated in note 2.2 to the Restated Consolidated Financial Information. The Board of Directors of the Company's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Board of Directors is also responsible for identifying and ensuring that the Company complies with the Act, ICDR Regulations, and the Guidance Note.
3. We have examined such Restated Consolidated Financial Information taking into consideration:
  - (a) The terms of our engagement agreed upon with you in accordance with our engagement letter dated 6<sup>th</sup> November 2023 in connection with the proposed SME IPO the Company;
  - (b) The Guidance Note. Further, the Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
  - (c) Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Information; and

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E-mail : info@gkcco.com



*S. K. Choksi & Co.*  
Chartered Accountants

- (d) The requirements of Section 26 of the Act, and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations, and the Guidance Note in connection with the SME IPO.
4. These Restated Consolidated Financial Information have been compiled by the management from:
- Audited Special Purpose Interim Consolidated Financial Statements of the Group as at and for the seven-month period ended 31<sup>st</sup> October 2023 prepared in accordance with Accounting Standard (AS) 25 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Interim Consolidated Financial Statement") which have been approved by the Board of Directors at their meeting held on 24<sup>th</sup> January 2024.
  - Audited Special Purpose Consolidated Financial Statements of the Group as at 31<sup>st</sup> March 2023 and for the financial year ended on 31<sup>st</sup> March 2023 prepared in accordance with Accounting Standard notified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Consolidated Financial Statement") which have been approved by the Board of Directors at their meeting held on 24<sup>th</sup> January 2024.
  - Audited Consolidated Financial Statement of the Company as at 31<sup>st</sup> March 2022 and for the financial year ended on 31<sup>st</sup> March 2022 prepared in accordance with Accounting Standards notified under Section 133 of the Act, ("Indian GAAP") and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 25<sup>th</sup> September 2022.
  - Management certified Consolidated Financial Statement of the Company as at 31<sup>st</sup> March 2021 and for the financial year ended on 31<sup>st</sup> March 2021 prepared in accordance with Accounting Standards notified under Section 133 of the Act, ("Indian GAAP") and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 24<sup>th</sup> January 2024.
5. We have audited the Special Purpose Consolidated Financial Statement of the Company for the year ended March 31, 2023 prepared by the Company in accordance with Indian GAAP for the limited purpose of complying with the requirement of getting its financial statements audited by an audit firm holding a valid peer review certificate issued by the "Peer Review Board" of the ICAI as required by ICDR Regulations in relation to proposed SME IPO. We have issued our report dated 24<sup>th</sup> January 2024 on this special purpose consolidated financial information to the Board of Directors who have approved these in their meeting held on 24<sup>th</sup> January 2024.
6. For the purpose of our examination, we have relied on:
- Auditors' report issued by us dated 24<sup>th</sup> January 2024 on the special purpose interim consolidated financial statements of the Company as at and for the period ended 31<sup>st</sup> October, 2023 and special purpose consolidated Financial Statements as at 31<sup>st</sup> March 2023 and for the financial year ended on 31<sup>st</sup> March, 2023 respectively.
  - Auditors' report issued by N M V & Associates ("Erstwhile Auditor") dated 25<sup>th</sup> September 2022 on the consolidated financial statements of the Company as at and for the financial year ended on 31<sup>st</sup> March, 2022 as referred in Paragraph 4 above.
  - Management certified consolidated financial statements of the Company as at and for the financial year ended on 31<sup>st</sup> March, 2021 as referred in Paragraph 4 above.
7. The audit reports on the Special Purpose Consolidated Financial Statements issued by us for the financial year ended on 31<sup>st</sup> March, 2023 was modified and included following matter(s)
- The company has incurred certain expenditure to the tune of Rs. 16.32 Lakhs towards training and development of its technical employees and recognised the same as Intangible Assets under development. However, such expenditure does not meet the recognition principles of Intangible Assets as per the provision of Accounting Standard 26 "Intangible Assets" and should have been expensed out in the statement of profit and loss in the year in which it is incurred.*

*Due to such accounting treatment the profit for the year and Intangible Assets under development has been increased by Rs. 16.32 Lakhs.*





S.K. Choksi & Co.  
Chartered Accountants

- (b) The company has given interest free unsecured loan to a body corporate which is in contravention with the provisions of section 186 of the Companies Act, 2013, primarily in terms of it being interest free. Had the company recognised interest at the bare minimum rate, prescribed in proviso 7 to Section 185 of the Companies Act, 2013, interest income to the tune of Rs. 28.32 Lakhs in Financial Year 2022-23 would have been recognised.

Due to such, the profit for the year and Interest Accrued is reduced by Rs. 28.32 Lakhs.

- (c) The company has, till date, not recorded the gratuity liability on actuarial basis which is not in accordance with the requirement of Accounting Standard 15 'Employee Benefits'.

Due to such, the profit for the year is reduced by Rs. 15.33 Lakhs.

- (d) During the year the holding company has not correctly consolidated its subsidiary companies due to which the retained earnings of the group is understated by Rs. 16.12 Lakhs.

8. As indicated in audit report for the seven months period ended on 31<sup>st</sup> October, 2023, financial year ended 31<sup>st</sup> March, 2023, 31<sup>st</sup> March 2022 and Management Certified Financial Statements for the financial year ended 31<sup>st</sup> March 2021 as referred above:

We did not audit the financial statements of subsidiaries, whose share of total assets, total revenues, and net cash inflows / (outflows) included in the consolidated financial statements, for the relevant period / years is tabulated below. The same have been prepared by the management and certified copies furnished to us by the Company's management and our opinion on such consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on such management certified copies.

Particulars	(Rs. in Lakhs)			
	For the seven-month period ended October 2023	As at year ended March 31, 2023	As at year ended March 31, 2022	As at year ended March 31, 2021
Total assets	335.35	475.44	262.59	145.40
Total revenue	124.72	512.08	386.23	308.93
Net cash inflows/ (outflows)	(24.86)	95.27	(30.84)	64.00

9. Based on our examination and according to the information and explanations given to us, and also as per the reliance placed on the auditor report issued by previous auditors and Management certified Financial Statements, we report that the Restated Consolidated Financial Information:
- (a) have been prepared after incorporating adjustments for the material errors and regrouping / reclassifications retrospectively in the financial years ended 31<sup>st</sup> March, 2023, 31<sup>st</sup> March, 2022 and 31<sup>st</sup> March, 2021 to reflect the same accounting treatment as per the accounting policies and grouping / classifications followed as at and for the seven months ended 31<sup>st</sup> October 2023.
- (b) have been made after giving effect to the matter(s) giving rise to modifications mentioned in paragraph 7 above and
- (c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.
10. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the financial statements as mentioned in paragraph 4 above.
11. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by the erstwhile auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.



*G. K. Choksi & Co.*  
*Chartered Accountants*

12. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
13. Our report is intended solely for use of the Board of Directors for the purpose set forth in the first paragraph of this report. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

**FOR G. K. CHOKSI & CO.**  
[Firm Registration No. 101895W]  
*Chartered Accountants*

*Rohit Choksi*  
**ROHIT K. CHOKSI**  
*Partner*

Mem. No. 031103

UDIN : 24031103 BK DQ BW4158

Place : Ahmedabad

Date : 24 JAN 2024



## SATTRIX INFORMATION SECURITY LIMITED [Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]

Annexure I

## Restated Consolidated Statement of Assets and Liabilities

Particulars	Note No.	(Amount in Rs. Lakhs)			
		As at 31st October, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>EQUITY AND LIABILITIES</b>					
<b>Shareholders' Funds</b>					
Share Capital	3	500.00	1.00	1.00	1.00
Reserves and Surplus	4	912.82	1,193.02	775.51	556.12
		1,412.82	1,194.02	776.51	557.12
<b>Non Current Liabilities</b>					
Long Term Borrowings	5	18.10	0.21	2.59	4.76
Long Term Provisions	6	14.96	12.67	9.09	7.59
		33.07	12.88	11.68	12.35
<b>Current Liabilities</b>					
Short term Borrowings	7	8.65	194.34	233.29	39.78
Trade Payables					
To Small Enterprises and Medium Enterprises		-	-	-	-
To Others	8	598.73	939.96	288.76	210.49
Other Current Liabilities	9	140.07	207.71	120.11	115.08
Short Term Provisions	10	20.42	18.14	18.73	15.51
		767.87	1,360.16	650.88	380.85
<b>Total</b>		<b>2,213.76</b>	<b>2,567.06</b>	<b>1,449.07</b>	<b>950.32</b>
<b>ASSETS</b>					
<b>Non Current Assets</b>					
Property, Plant and Equipment	11A	160.35	127.93	137.71	107.14
Intangible Assets	11B	1.13	1.81	2.99	1.04
Intangible Assets under development	11C	284.25	125.70	-	-
Deferred Tax Assets (Net)	12	3.37	6.93	3.23	4.20
Long-Term Loans and Advances	13	64.73	70.74	129.57	138.10
Other Non Current Assets	14	13.20	2.12	2.12	2.12
		517.03	335.23	275.61	252.60
<b>Current Assets</b>					
Trade Receivables	15	817.84	1,543.42	656.08	416.10
Cash and Bank Balance	16	167.27	154.07	86.88	83.53
Short Term Loans And Advances	17	484.07	421.58	377.27	169.72
Other Current Assets	18	237.55	112.76	73.44	28.38
		1,696.73	2,231.83	1,173.46	697.72
<b>Total</b>		<b>2,213.76</b>	<b>2,567.06</b>	<b>1,449.07</b>	<b>950.32</b>

## Significant Accounting Policies

2

The accompanying notes are an integral part of the financial statements.

As per our attached report of even date.

FOR G. K. CHOKSI & CO.  
[Firm Registration No. 101895W]  
Chartered Accountants

*Rohit Choksi*  
ROHIT K. CHOKSI  
Partner  
Mem. No. 031103



Place : Ahmedabad  
Date : 24 JAN 2024

FOR AND ON BEHALF OF THE BOARD

*Sachhin Gajjar*  
SACHHIN GAJJAR  
Managing Director  
DIN No. 09688019



*Ronak Gajjar*  
RONAK GAJJAR  
Whole-time director  
DIN No. 07737921

*Dina*  
RINA KUMARI  
Company Secretary

Place : Ahmedabad  
Date : 24 JAN 2024

**SATTRIX INFORMATION SECURITY LIMITED [Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]**
**Annexure II**
**Restated Consolidated Statement of Profit and Loss**

(Amount in Rs. Lakhs)

Particulars	Note No.	For the Period ended 31st October, 2023	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
<b>REVENUE</b>					
Revenue from Operations	19	2,749.11	3,659.27	2,293.58	2,111.82
Other Income	20	22.39	116.38	55.11	8.41
<b>TOTAL INCOME</b>		<b>2,771.50</b>	<b>3,775.65</b>	<b>2,348.69</b>	<b>2,120.23</b>
<b>EXPENSES</b>					
Purchase of Product	21	1,746.68	1,669.01	710.12	729.35
Employee Benefit Expenses	22	498.95	993.09	920.47	784.74
Finance Costs	23	18.71	38.37	21.26	24.54
Depreciation & Amortization	24	14.82	16.64	32.31	36.19
Other Expenses	25	178.96	507.37	397.25	268.65
<b>TOTAL EXPENSES</b>		<b>2,458.11</b>	<b>3,224.49</b>	<b>2,081.41</b>	<b>1,843.48</b>
<b>Profit / (Loss) before tax</b>		<b>313.39</b>	<b>551.16</b>	<b>267.29</b>	<b>276.75</b>
<b>Tax expenses</b>					
Current Tax		93.40	154.75	52.18	85.91
Deferred Tax		3.57	(3.71)	0.97	(2.99)
		96.97	151.04	53.15	82.92
<b>Profit / (Loss) after tax</b>		<b>216.42</b>	<b>400.12</b>	<b>214.13</b>	<b>193.83</b>
<b>Restated Basic and diluted earnings per equity share (Without considering impact of Bonus share Retrospectively)</b>					
(a) Basic (in Rs.)		4.33	4,001.16	2,141.32	1,938.33
(b) Diluted (in Rs.)		4.33	4,001.16	2,141.32	1,938.33
<b>Restated Basic and diluted earnings per equity share (Considering impact of Bonus share Retrospectively)</b>					
(a) Basic (in Rs.)		4.33	8.00	4.28	3.88
(b) Diluted (in Rs.)		4.33	8.00	4.28	3.88

**Significant Accounting Policies**

2

 The accompanying notes are an integral part of the financial statements.  
 As per our attached report of even date.

FOR G. K. CHOKSI &amp; CO.

 [Firm Registration No. 101895W]  
 Chartered Accountants


  
**ROHIT K. CHOKSI**  
 Partner  
 Mem. No. 031103


Place : Ahmedabad

Date : 24 JAN 2024

FOR AND ON BEHALF OF THE BOARD

  
**SACHHIN GAJJAR**  
 Managing Director  
 DIN No. 06688019

  
**RONAK GAJJAR**  
 Whole-time director  
 DIN No. 07737921  
  
**RINA KUMARI**  
 Company Secretary

Place : Ahmedabad

Date : 24 JAN 2024

**SATTRIX INFORMATION SECURITY LIMITED [Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]**

Annexure III

**Restated Consolidated Statement of Cashflow**

(Amount in Rs. Lakhs)

Particulars	For the Period ended 31st October, 2023	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
<b>A Cash Flow From Operating Activities</b>				
Profit / (Loss) for the Period / year before taxation	313.39	551.16	267.29	276.75
Adjustments for:				
Depreciation & Amortisation	14.82	16.64	32.31	36.19
Interest Income on Fixed Deposits	(0.49)	(0.57)	(0.32)	(0.88)
Interest Income on Loan given	(19.30)	(28.33)	(18.63)	(9.46)
Bad Debt	1.65	6.09	5.00	0.46
Sundry Balance Write Off	-	5.03	-	-
Sundry Balance Write Back	-	(73.77)	(2.78)	-
Finance Cost	18.71	38.37	21.26	24.54
Operating profit before working capital changes	328.78	514.62	304.13	327.60
Changes in Working capital :				
Increase / (Decrease) Trade payables	(341.23)	724.97	81.05	(42.27)
Increase / (Decrease) Other Current Liabilities	(67.64)	87.61	5.03	94.08
Increase / (Decrease) Provisions	4.57	2.99	4.73	(63.16)
Decrease / (Increase) Trade Receivables	723.93	(898.46)	(244.98)	36.49
Decrease / (Increase) Short Term Loans and Advances	(62.49)	(44.32)	(207.55)	(71.94)
Decrease / (Increase) Other Current & non-current Assets	(135.87)	(39.32)	(45.06)	165.46
Cash generated from operations	121.27	(166.54)	(406.78)	118.66
Taxes Paid (net of refunds)	490.05	348.09	(102.86)	446.28
Net cash from operating activities (A)	362.67	262.16	(43.65)	(216.72)
<b>B Cash flow from investing activities:</b>				
Payment for Property, Plant and Equipment	(36.57)	(7.14)	(59.87)	(75.18)
Payment for Intangible Assets	-	-	(4.96)	(2.46)
Payment for Intangible Assets under development	(158.55)	(125.70)	-	-
Proceeds on sale of Property, Plant and Equipment	-	1.46	-	-
Decrease / (Increase) in Bank FD	34.41	(49.47)	-	-
Interest Income on Loan given	19.30	28.33	18.63	9.46
Interest Income on Fixed Deposits	0.49	0.57	0.32	0.88
Net cash used in investing activities (B)	(140.92)	(151.95)	(45.88)	(67.30)
<b>C Cash flow from financing activities:</b>				
Proceeds/(Repayment) of Long Term Borrowings	17.90	(2.38)	(2.17)	(103.62)
Proceeds/(Repayment) of Short Term Borrowings	(185.69)	(38.95)	193.50	(65.15)
Finance Cost Paid	(18.71)	(38.37)	(21.26)	(24.54)
Net cash flow from financing activities (C)	(186.50)	(79.70)	170.07	(193.31)
Net Increase/(Decrease) in cash and cash equivalents (A)+(B)+(C)	35.24	20.51	(22.11)	(31.06)
Add / (less) : Change in Foreign Currency Monetary Item Translation Difference	2.37	17.40	5.28	(1.44)
Net Increase/(Decrease) in cash and cash equivalents	37.61	37.92	(16.85)	(32.50)
Add : Opening cash and cash equivalents	104.59	66.68	83.53	116.03
Cash and cash equivalents As at the end of the Period / Year	142.21	104.59	66.68	83.53
<b>Components of cash and cash equivalents</b>				
Cash in hand	8.99	8.97	12.58	11.91
Balances with Bank	133.21	95.62	54.09	71.61
	142.21	104.59	66.68	83.53



SATTRIX INFORMATION SECURITY LIMITED (Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED)

Annexure III

Restated Consolidated Statement of Cashflow

Explanatory Notes to Cash Flow Statement

- 1 The Cash Flow Statement is prepared under Indirect Method in accordance with the Accounting Standard 3 as prescribed by The Institute of Chartered Accountants of India.
- 2 In Part A of the Cash Flow Statement, figures in brackets indicate deductions made from the net profit for deriving the cash flow from operating activities. In Part B & Part C, figures in brackets indicate cash outflows.
- 3 Figures of the previous year have been regrouped wherever necessary to conform to current year's presentation.

FOR G. K. CHOKSI & CO.

[Firm Registration No. 101895W]  
Chartered Accountants

*Rohit Choksi*  
ROHIT K. CHOKSI  
Partner  
Mem. No. 031103

FOR AND ON BEHALF OF THE BOARD

*Sachhin Gajjar*  
SACHHIN GAJJAR  
Managing Director  
DIN No.06688019



*Ronak Gajjar*  
RONAK GAJJAR  
Whole-time director  
DIN No. 07737821

*Rina Kumari*  
RINA KUMARI  
Company Secretary

Place: Ahmedabad

Date: 24 JAN 2024

Place: Ahmedabad

Date: 24 JAN 2024



**SATTRIX INFORMATION SECURITY LIMITED**  
**[Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]**

**Annexure IV**

**Notes forming part of the Restated Financial Information**

**1. CORPORATE INFORMATION**

Satrix Information Security Limited was incorporated on 16th September, 2013 under the provisions of the Companies Act, 2013 with the Registrar of Companies, Ahmedabad. The Company's registered office is situated at 28 Damubhai colony, Bhattha, Paldi, Ahmedabad, Gujarat, India, 380007. The company is primarily involved in helping organizations to protect their data from unauthorized access against unwanted security threats, Company's data security solutions aim to eliminate data privacy risks to make business processes secure and run smoothly.

The company is a Public limited company having following wholly owned subsidiaries which are consolidated in accordance with Accounting Standard 21–Consolidated Financial Statements, the detail of which is as following: -

Name of the Enterprise	Country of Incorporation	Proportion of Ownership Interest
Satrix Information Security DMCC	Dubai, UAE	100%
Satrix Information Security Inc.	USA	100%

**2. SIGNIFICANT ACCOUNTING POLICIES**

**2.1 Basis of preparation**

The accompanying Restated financial information are prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention, on the accrual basis of accounting, unless otherwise stated. This Restated financial information has been prepared as going concern and comply, in all material respects, with the Accounting Standards as prescribed under section 133 of the Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014.

This Restated financial information has been prepared by the management of the company for the purpose of inclusion in the Updated Draft Red Herring Prospectus / Red Herring Prospectus / Prospectus (Collectively "Offer Document") prepared by the company in connection with its proposed SME Initial Public Offer of equity shares ("SME IPO"). The Restated financial information has been prepared by the company in terms of the requirements of:

- (a) Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
- (c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").



**SATTRIX INFORMATION SECURITY LIMITED**  
**[Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]**

**Annexure IV**

**Notes forming part of the Restated Financial Information**

These Restated Financial Information have been compiled by the management of the company from:

- (a) Audited Special Purpose Interim Consolidated Financial Statements of the Group as at and for the seven-month period ended 31<sup>st</sup> October 2023 prepared in accordance with Accounting Standard (AS) 25 "Interim Financial Reporting", specified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Interim Consolidated Financial Statement") which have been approved by the Board of Directors at their meeting held on 24<sup>th</sup> January 2024.
- (b) Audited Special Purpose Consolidated Financial Statements of the Group as at 31<sup>st</sup> March 2023 and for the financial year ended on 31<sup>st</sup> March 2023 prepared in accordance with Accounting Standard notified under section 133 of the Act and other accounting principles generally accepted in India (the "Special Purpose Consolidated Financial Statement") which have been approved by the Board of Directors at their meeting held on 24<sup>th</sup> January 2024.
- (c) Audited Consolidated Financial Statement of the Company as at 31<sup>st</sup> March 2022 and for the financial year ended on 31<sup>st</sup> March 2022 prepared in accordance with Accounting Standards notified under Section 133 of the Act, ("Indian GAAP") and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 25<sup>th</sup> September 2022.
- (d) Management certified Consolidated Financial Statement of the Company as at 31<sup>st</sup> March 2021 and for the financial year ended on 31<sup>st</sup> March 2021 prepared in accordance with Accounting Standards notified under Section 133 of the Act, ("Indian GAAP") and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 24<sup>th</sup> January 2024.

**2.2 Principle of Consolidation**

The Restated Financial Information relate to **Sattrix Information Security Limited** ("the Company") and its subsidiaries. The Restated Financial Information have been prepared on the following basis:

- a) The financial statements of the Company and its subsidiaries are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group transactions in accordance with Accounting Standard (AS) 21 – "Consolidated Financial Statements".
- b) As far as possible, the Restated Financial Information are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.





**SATTRIX INFORMATION SECURITY LIMITED**  
[Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]

**Annexure IV**

**Notes forming part of the Restated Financial Information**

**2.3 Use of Estimates**

The presentation of financial statements requires certain estimates and assumptions. These estimates and assumptions 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 result and estimates are recognized in the period in which the results are known / materialized.

**2.4 Property, Plant & Equipment and Depreciation**

All Property, Plant & Equipment are accounted for at cost less depreciation.

Depreciation on Property, Plant & Equipment is provided on straight line basis over the useful lives of assets specified in Part C of Schedule II to the Companies Act 2013 read with the relevant notifications issued by the Department of Company affairs.

Depreciation on assets acquired / disposed off during the year is provided on pro-rata basis with reference to the date of addition / disposal.

In accordance with the provisions contained in Schedule II to the Companies Act, 2013 components of an asset, which have significant cost to total cost of assets and its own useful life, are required to be depreciated separately over its useful life. Any such component, if identified by the management based on technical evaluation, is depreciated separately over its own useful life.

**2.5 Intangible Assets**

Intangible assets purchased are initially measured at cost. The cost of an intangible asset comprises its purchase price including any costs directly attributable to making the asset ready for their intended use.

**2.6 Impairment of Assets**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**2.7 Investments**

Long term investments are carried at cost less provision, if any, for permanent diminution in value of such investments.

Current investments are carried at lower of cost or market value. Diminution in value is charged in the statement of profit and loss account.



**SATTRIX INFORMATION SECURITY LIMITED**  
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**Annexure IV**

**Notes forming part of the Restated Financial Information**

**2.8 Revenue Recognition**

Revenue on sales of product is recognised when risk and reward are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those products.

Revenue from contracts priced on time basis are recognised when services are rendered. Revenue from fixed fee contracts is recognised when milestones are achieved and no reasonable uncertainty as to its realization exists.

Interest income is recognised on time proportionate basis.

Dividend income is accounted for as and when the right to receive is established.

**2.9 Cost to be Billed**

The cost incurred in respect of jobs in progress and remained incomplete in terms of contracts executed as on reporting date are carried to balance sheet under the head cost to be billed.

**2.10 Inventories**

Inventories are valued at the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**2.11 Foreign Currency Transactions**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Monetary items denominated in foreign currencies outstanding at the year-end are translated at the exchange rate prevailing on that date, and exchange gain or losses arising have been transferred to Statement of Profit & Loss.

Non-monetary items denominated in foreign currencies are valued at the exchange rates prevailing on the date of transaction. Any gains or losses arising due to exchange difference on long term foreign currency monetary items are accounted for in the Statement of Profit and Loss.

Any gains or losses arising due to exchange differences at the time of settlement of payables are accounted for in the Statement of Profit & Loss.



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**Annexure IV**

**Notes forming part of the Restated Financial Information**

**2.12 Employee Benefits**

• **Post-Employment Benefit:**

Employee benefits include Provident Fund, Employee State Insurance, Workmen Compensation Fund, Labour Welfare Fund and other employee benefit schemes applicable to the company and are accounted for on accrual basis.

• **Defined Benefit Plans:**

Liability towards gratuity is accrued based on actuarial valuation using the projected Unit Credit Method at the balance sheet date. Actuarial Gains and Losses are recognized immediately in the Statement of Profit and Loss in the period in which they occur.

**2.13 Taxation**

Provision for income-tax is based on the taxable income computed in accordance with the provision of the Income-tax Act, 1961.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period.

Deferred tax assets are recognized on unabsorbed depreciation and carry forward of losses based on virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

**2.14 Earnings Per Share**

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 - Earnings Per Share prescribed by the Companies (Accounting Standards) Rules, 2006. Basic earnings per share is computed by dividing the net profit after tax attributable to the equity shareholders by the weighted average number of equity shares outstanding for the year.

**2.15 Provision, Contingent liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the Notes. Contingent Assets are neither recognized nor disclosed in the financial statements.



**SATTRIX INFORMATION SECURITY LIMITED [Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]**
**Annexure V**
**Notes forming part of the Restated Financial Information**
**3 Share Capital**

Particulars	(Amount in Rs. Lakhs)			
	As at 31st October, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
(a) Authorised Equity Shares				
Number of Equity shares of Rs. 10/- each	75,00,000.00	10,000.00	10,000.00	10,000.00
Equity Share Capital (in Rs. Lakhs)	<u>750.00</u>	<u>1.00</u>	<u>1.00</u>	<u>1.00</u>
(b) Issued, Subscribed and Paid-up Equity Shares				
Number of Equity shares of Rs. 10/- each	50,00,000.00	10,000.00	10,000.00	10,000.00
Equity Share Capital (in Rs. Lakhs)	<u>500.00</u>	<u>1.00</u>	<u>1.00</u>	<u>1.00</u>
<b>Total :</b>	<u><b>500.00</b></u>	<u><b>1.00</b></u>	<u><b>1.00</b></u>	<u><b>1.00</b></u>

**Note :**

1. During the period of five financial years immediately preceding the Balance Sheet date, the company has not:

- (i) allotted any equity shares pursuant to any contract without payment being received in cash;
- (ii) brought back any equity shares

2. As on October 24th, 2023, the company has issued bonus shares to its existing shareholders in the ratio of 499:1 fully paid up.

**(c) Reconciliation of number of shares**

Particulars	Number of Equity Shares			
	2023 - 2024	2022 - 2023	2021 - 2022	2020-2021
Outstanding at beginning of the year	10,000.00	10,000.00	10,000.00	10,000.00
Add :				
Shares issued for Cash or Right Issue or Bonus	49,90,000.00	-	-	-
Exercise of Share Option under ESOS / ESOP	-	-	-	-
Shares issued in Business Combination	-	-	-	-
	<u>49,90,000.00</u>	<u>-</u>	<u>-</u>	<u>-</u>
Less :				
Shares bought back / Redemption etc.	-	-	-	-
Outstanding at end of the year	<u>50,00,000.00</u>	<u>10,000.00</u>	<u>10,000.00</u>	<u>10,000.00</u>

**(d) Rights, Preferences and Restrictions**

The Company has only class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.

**(e) Details of Shareholding**
**Equity Shares**

Particulars	As at 31st October, 2023		As at 31st March, 2023	
	% of Holding	No. of Shares	% of Holding	No. of Shares
Shareholders holding more than 5% shares				
Sachhin Gajjar	20.00%	10,00,000	20.00%	2,000
Ronak Gajjar	79.99%	39,99,975	80.00%	8,000
Equity Shares				
Particulars	As at 31st March, 2022		As at 31st March, 2021	
	% of Holding	No. of Shares	% of Holding	No. of Shares
Shareholders holding more than 5% shares				
Sachhin Gajjar	20.00%	2,000	20.00%	2,000
Ronak Gajjar	80.00%	8,000	80.00%	8,000

**(f) Disclosures relating to promoter's holding**
**Shares held by promoters as on 31st October, 2023**

Promoter Name	No. of Shares	% of total shares	% change during the period
Sachhin Gajjar	10,00,000	20.00%	49900%
Ronak Gajjar	39,99,975	79.99%	49900%

**Shares held by promoters as on 31st March, 2023**

Promoter Name	No. of Shares	% of total shares	% change during the year
Sachhin Gajjar	2,000	20.00%	No Change
Ronak Gajjar	8,000	80.00%	No Change

**Shares held by promoters as on 31st March, 2022**

Promoter Name	No. of Shares	% of total shares	% change during the year
Sachhin Gajjar	2,000	20.00%	No Change
Ronak Gajjar	8,000	80.00%	No Change



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**Notes forming part of the Restated Financial Information**
**Shares held by promoters as on 31st March, 2021**

Promoter Name	No. of Shares	% of total shares	% change during the year
Sachin Gajjar	2,000	20.00%	No Change
Ronak Gajjar	8,000	80.00%	No Change

**4 Reserves and Surplus**

(Amount in Rs. Lakhs)

Particulars	As at	As at	As at	As at
	31st October, 2023	31st March, 2023	31st March, 2022	31st March, 2021
<b>Surplus In the Statement of Profit &amp; Loss</b>				
Opening Balance	1,171.81	771.69	557.56	383.73
Add: Profit / (Loss) for the year	216.42	400.12	214.13	183.83
Less: Utilised for bonus shares*	(499.00)	-	-	-
Closing Balance	889.23	1,171.81	771.69	557.56
<b>Foreign Currency Monetary Item Translation Difference Account</b>				
Opening Balance	21.22	3.81	(1.44)	-
Change during the period / year	2.37	17.40	5.25	(1.44)
Closing Balance	23.59	21.22	3.81	(1.44)
<b>Total :</b>	<b>912.82</b>	<b>1,193.02</b>	<b>775.51</b>	<b>556.12</b>

Note\* - As on October 24th, 2023, the company has issued bonus shares to its existing shareholders in the ratio of 499:1 fully paid up.

**5 Long Term Borrowings**

(Amount in Rs. Lakhs)

Particulars	As at	As at	As at	As at
	31st October, 2023	31st March, 2023	31st March, 2022	31st March, 2021
<b>Secured</b>				
Vehicle Loan From Bank				
ICICI Bank	18.10	0.21	2.59	4.76
<b>Total :</b>	<b>18.10</b>	<b>0.21</b>	<b>2.59</b>	<b>4.76</b>

**Nature of Security**

The Vehicle loans amounting to Rs. 18.10 Lakhs (P.Y. 0.21 Lakhs) are secured by hypothecation of Vehicles.

**Terms of Loans**

Particulars	Amount (in Lakhs)	Terms of Repayment	Rate of Interest (per annum)
Loan from ICICI Bank	10.06	Repayment in 60 monthly instalment	9.30%
Loan from ICICI Bank	27.40	Repayment in 60 Monthly instalment	8.95%

**6 Long Term Provisions**

(Amount in Rs. Lakhs)

Particulars	As at	As at	As at	As at
	31st October, 2023	31st March, 2023	31st March, 2022	31st March, 2021
Provision for Gratuity	14.96	12.67	9.09	7.59
<b>Total :</b>	<b>14.96</b>	<b>12.67</b>	<b>9.09</b>	<b>7.59</b>

**7 Short Term Borrowings**

(Amount in Rs. Lakhs)

Particulars	As at	As at	As at	As at
	31st October, 2023	31st March, 2023	31st March, 2022	31st March, 2021
<b>Secured</b>				
Current Maturity of Long term Borrowing	8.65	2.38	2.17	19.06
Working Capital Loan *				
ICICI Bank	-	110.90	140.73	18.52
	8.65	113.28	142.90	37.58
<b>Unsecured</b>				
<b>Loans from Bank</b>				
Overdraft facility & Cash Credit From Bank #				
ICICI Bank	-	81.06	90.39	-
	-	81.06	90.39	-
<b>From Others</b>				
Loan from related parties - repayable on demand	-	-	-	2.20
	-	-	-	2.20
<b>Total :</b>	<b>8.65</b>	<b>194.34</b>	<b>233.29</b>	<b>39.78</b>

Note: Working capital facilities from banks are secured by Exclusive charge by way of hypothecation of current assets and receivables of the company and also secured by exclusive charge by way of hypothecation of immovable properties in the name of relative of the directors of the company.

Note: Overdraft facilities of the banks are secured by personal guarantees of directors of the company and cross collateralization by way of extension of equitable mortgage charge over the immovable properties of Directors of the company. As the security belongs to director of the company hence classified as unsecured loan.



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Annexure V

Notes forming part of the Restated Financial Information

8 Trade Payables

Particulars	As at		As at		As at	
	31st October, 2023	31st March, 2023	31st March, 2022	31st March, 2021	31st March, 2022	31st March, 2021
For Services (Refer Note No 27)	588.73	939.96	268.76	210.49	268.76	210.49
<b>Total :</b>	<b>588.73</b>	<b>939.96</b>	<b>268.76</b>	<b>210.49</b>	<b>268.76</b>	<b>210.49</b>

TRADE PAYABLE AGEING

As at October 31, 2023

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	14.11	82.38	488.60	33.64	-	-	588.73
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

As at March 31, 2023

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	5.17	175.22	695.66	63.91	-	-	939.96
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

As at March 31, 2022

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	2.65	130.94	68.12	-	87.04	-	288.76
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-

As at March 31, 2021

Particulars	Unbilled Dues	Not Due	Outstanding for following periods from due date of payment				Total
			Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	1.40	-	49.78	159.30	-	-	210.49
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-



**SATTRIX INFORMATION SECURITY LIMITED [Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]**

**Annexure V**

**Notes forming part of the Restated Financial Information**

**9 Other Current Liabilities**

Particulars	(Amount in Rs. Lakhs)			
	As at 31st October, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Statutory liabilities	45.19	101.24	16.48	24.23
Accrued Salary & Benefits	94.57	103.90	103.46	90.20
Other Payables	0.15	2.40	-	0.65
Advance from Customers	0.17	0.17	0.17	-
<b>Total :</b>	<b>140.07</b>	<b>207.71</b>	<b>120.11</b>	<b>115.08</b>

**10 Short Term Provisions**

Particulars	(Amount in Rs. Lakhs)			
	As at 31st October, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Provision for Gratuity	20.42	18.14	18.73	15.51
<b>Total :</b>	<b>20.42</b>	<b>18.14</b>	<b>18.73</b>	<b>15.51</b>



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Annexure V

Notes forming part of the Restated Financial Information

11A Property, Plant & Equipment

Sr. No.	Particulars	Gross Block (At Cost)			Depreciation			Net Block			
		As at 1-Apr-23	Additions	Deduction	Translation exchange difference	As at 31-Oct-23	For the year	Upto 31-Mar-23	Upto 31-Oct-23	As at 31-Mar-23	As at 31-Oct-23
1	Building	33.20	3.00	-	-	36.20	0.22	10.88	11.10	25.10	22.32
2	Furniture & Fixtures	45.80	0.18	-	-	46.98	2.11	19.11	21.21	25.76	27.69
3	Office equipment	20.60	-	-	-	20.60	1.44	11.18	12.62	7.98	9.42
4	Motor vehicles	18.17	29.71	-	-	47.89	1.98	10.71	12.69	35.20	7.46
5	Computer	118.56	3.69	-	-	122.24	7.82	71.60	79.41	42.83	46.96
6	Electric Installation	18.83	-	-	-	18.83	0.59	4.76	5.35	13.48	14.07
	Total	264.16	36.57	-	-	292.73	14.15	128.23	142.38	180.35	127.93

11B Intangible Assets

Sr. No.	Particulars	Gross Block (At Cost)			Depreciation			Net Block			
		As at 1-Apr-23	Additions	Deduction	Translation exchange difference	As at 31-Oct-23	For the year	Upto 31-Mar-23	Upto 31-Oct-23	As at 31-Mar-23	As at 31-Oct-23
1	Software License	29.82	-	-	-	29.82	0.67	26.02	28.69	1.13	1.80
2	Website	0.74	-	-	-	0.74	-	0.74	0.74	0.00	0.00
	Total	30.56	-	-	-	30.56	0.67	26.76	29.43	1.13	1.81

11C Intangible Assets under development

Sr. No.	Particulars	Gross Block (At Cost)			Net Block	
		As at 1-Apr-23	Additions	Deduction	Translation exchange difference	As at 31-Oct-23
1	Technical Knowhow	125.70	158.55	-	-	284.25
	Total	125.70	158.55	-	-	284.25





11A Property, Plant & Equipment

Sr. No.	Particulars	Gross Block (At Cost)				Depreciation			Net Block				
		As at 1-Apr-22	Additions	Deduction	Translation exchange difference	As at 31-Mar-23	Upto 31-Mar-22	For the year	Deduction	Translation exchange difference	Upto 31-Mar-23	As at 31-Mar-23	As at 31-Mar-22
1	Building	33.20	-	-	-	33.20	10.09	0.80	-	-	10.89	22.32	23.12
2	Furniture & Fixtures	46.80	-	-	-	46.80	16.82	2.28	-	-	19.11	27.69	29.96
3	Office equipment	21.02	1.34	1.76	-	20.60	9.37	2.63	0.82	-	11.18	9.42	11.64
4	Motor vehicles	22.16	-	3.99	-	18.17	13.27	0.90	3.46	-	10.71	7.46	8.88
5	Computer	113.42	5.14	-	-	118.56	63.72	7.87	-	-	71.60	46.56	49.70
6	Electric Installation	18.16	0.67	-	-	18.83	3.77	0.99	-	-	4.76	14.07	14.99
	<b>Total</b>	<b>254.76</b>	<b>7.14</b>	<b>5.74</b>	<b>-</b>	<b>266.16</b>	<b>117.05</b>	<b>16.46</b>	<b>4.28</b>	<b>-</b>	<b>128.23</b>	<b>127.93</b>	<b>137.71</b>

11B Intangible Assets

Sr. No.	Particulars	Gross Block (At Cost)				Depreciation			Net Block				
		As at 1-Apr-22	Additions	Deduction	Translation exchange difference	As at 31-Mar-23	Upto 31-Mar-22	For the year	Deduction	Translation exchange difference	Upto 31-Mar-23	As at 31-Mar-23	As at 31-Mar-22
1	Software License	29.82	-	-	-	29.82	26.84	1.18	-	-	28.02	1.80	2.96
2	Website	0.74	-	-	-	0.74	0.74	-	-	-	0.74	0.00	0.00
	<b>Total</b>	<b>30.56</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>30.56</b>	<b>27.57</b>	<b>1.18</b>	<b>-</b>	<b>-</b>	<b>28.75</b>	<b>1.81</b>	<b>2.99</b>

11C Intangible Assets under development

Sr. No.	Particulars	Gross Block (At Cost)				Net Block	
		As at 1-Apr-22	Additions	Deduction	Translation exchange difference	As at 31-Mar-23	As at 31-Mar-22
1	Technical Knowhow	-	125.70	-	-	125.70	125.70
	<b>Total</b>	<b>-</b>	<b>125.70</b>	<b>-</b>	<b>-</b>	<b>125.70</b>	<b>125.70</b>



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Notes forming part of the Restated Financial Information

11A. Property, Plant & Equipment

Sr. No.	Particulars	Gross Block (At Cost)			Translation exchange difference	As at 31-Mar-22	Depreciation			Net Block			
		As at 1-Apr-21	Additions	Deduction			For the year	Deduction	Upto 31-Mar-22	Translation exchange difference	Upto 31-Mar-22	As at 31-Mar-22	As at 31-Mar-21
1	Building	33.20	-	-	-	33.20	7.43	2.85	-	10.09	-	23.12	25.77
2	Furniture & Fixtures	41.63	5.17	-	-	46.80	10.94	5.88	-	16.82	-	29.98	30.65
3	Office equipment	12.93	8.03	-	0.06	21.02	5.38	3.99	0.01	9.37	-	11.64	7.55
4	Motor vehicles	22.16	-	-	-	22.16	10.76	2.52	-	13.27	-	8.88	11.40
5	Computer	78.72	34.70	-	-	113.42	50.09	13.64	-	63.72	-	49.70	26.63
6	Electric Installation	6.24	11.92	-	-	18.16	3.16	0.62	-	3.77	-	14.39	3.09
	<b>Total</b>	<b>194.89</b>	<b>59.81</b>	<b>-</b>	<b>0.06</b>	<b>254.76</b>	<b>87.75</b>	<b>29.29</b>	<b>-</b>	<b>117.05</b>	<b>0.01</b>	<b>137.71</b>	<b>107.14</b>

11B Intangible Assets

Sr. No.	Particulars	Gross Block (At Cost)			Translation exchange difference	As at 31-Mar-22	Depreciation			Net Block			
		As at 1-Apr-21	Additions	Deduction			For the year	Deduction	Upto 31-Mar-22	Translation exchange difference	Upto 31-Mar-22	As at 31-Mar-22	As at 31-Mar-21
1	Software License	24.86	4.96	-	-	29.82	24.02	2.82	-	26.84	-	2.98	0.85
2	Website	0.74	-	-	-	0.74	0.54	0.19	-	0.74	-	0.00	0.20
	<b>Total</b>	<b>25.60</b>	<b>4.96</b>	<b>-</b>	<b>-</b>	<b>30.56</b>	<b>24.56</b>	<b>3.01</b>	<b>-</b>	<b>27.57</b>	<b>-</b>	<b>2.99</b>	<b>1.04</b>



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Notes forming part of the Restated Financial Information

11A Property, Plant & Equipment

Sr. No.	Particulars	Gross Block (At Cost)				Depreciation			Net Block				
		As at 1-Apr-20	Additions	Deduction	Translation exchange difference	As at 31-Mar-21	Upto 31-Mar-20	For the year	Deduction	Translation exchange difference	Upto 31-Mar-21	As at 31-Mar-21	As at 31-Mar-20
1	Building	18.56	14.62	-	-	33.20	5.31	2.13	-	7.43	25.77	13.28	
2	Furniture & Fixtures	11.95	28.68	-	-	41.63	7.74	3.20	-	10.94	30.69	4.21	
3	Office equipment	3.77	9.16	-	-	12.93	3.01	2.37	(0.00)	5.38	7.55	0.77	
4	Motor vehicles	22.16	-	-	-	22.16	7.52	3.23	-	10.76	11.40	14.64	
5	Computer	57.72	21.00	-	-	78.72	31.94	16.15	-	50.09	28.63	25.79	
6	Electric Installation	5.52	0.72	-	-	6.24	2.51	0.65	-	3.16	3.09	3.02	
	<b>Total</b>	<b>119.71</b>	<b>75.18</b>	<b>-</b>	<b>-</b>	<b>194.89</b>	<b>58.02</b>	<b>29.73</b>	<b>(0.00)</b>	<b>87.76</b>	<b>107.14</b>	<b>61.69</b>	

11B Intangible Assets

Sr. No.	Particulars	Gross Block (At Cost)				Depreciation			Net Block				
		As at 1-Apr-20	Additions	Deduction	Translation exchange difference	As at 31-Mar-21	Upto 31-Mar-20	For the year	Deduction	Translation exchange difference	Upto 31-Mar-21	As at 31-Mar-21	As at 31-Mar-20
1	Software License	23.14	1.72	-	-	24.86	18.10	5.92	-	24.02	0.85	5.04	
2	Website	-	0.74	-	-	0.74	-	0.54	-	0.54	0.20	-	
	<b>Total</b>	<b>23.14</b>	<b>2.46</b>	<b>-</b>	<b>-</b>	<b>26.60</b>	<b>18.10</b>	<b>6.46</b>	<b>-</b>	<b>24.56</b>	<b>1.04</b>	<b>5.04</b>	



## SATTRIX INFORMATION SECURITY LIMITED [Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]

## Annexure V

## Notes forming part of the Restated Financial Information

## 12 Deferred Tax Assets (Net)

Particulars	(Amount in Rs. Lakhs)			
	As at 31st October, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Deferred Tax Assets (Net)	3.37	6.93	3.23	4.20
<b>Total :</b>	<b>3.37</b>	<b>6.93</b>	<b>3.23</b>	<b>4.20</b>

## 13 Long Term Loans And Advances

Particulars	(Amount in Rs. Lakhs)			
	As at 31st October, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Advance Tax / TDS Receivable (Net of Provision)	64.73	70.74	129.57	138.10
<b>Total :</b>	<b>64.73</b>	<b>70.74</b>	<b>129.57</b>	<b>138.10</b>

The amount dues by :

Directors	NIL	NIL	NIL	NIL
Officers either severally or jointly with other persons	NIL	NIL	NIL	NIL
Firms or private companies in which any director is partner or director or a member.	NIL	NIL	NIL	NIL

## 14 Other Non Current Assets

Particulars	(Amount in Rs. Lakhs)			
	As at 31st October, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Security Deposits	13.20	2.12	2.12	2.12
<b>Total :</b>	<b>13.20</b>	<b>2.12</b>	<b>2.12</b>	<b>2.12</b>



15 Trade Receivables

(Unsecured and considered good, unless otherwise stated)

Particulars	(Amount in Rs. Lakhs)			
	As at 31st October, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Unsecured - Considered good	817.84	1,543.42	656.08	416.10
- Considered doubtful	-	-	-	-
Less: Provision for Doubtful Debt	817.84	1,543.42	656.08	416.10
	-	-	-	-
<b>Total :</b>	<b>817.84</b>	<b>1,543.42</b>	<b>656.08</b>	<b>416.10</b>

TRADE RECEIVABLE AGEING

As at October 31, 2023

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	
Undisputed considered good	263.61	337.62	73.25	46.32	97.04	817.84
considered doubtful	-	-	-	-	-	-
Disputed considered good	-	-	-	-	-	-
considered doubtful	-	-	-	-	-	-
<b>Total :</b>	<b>263.61</b>	<b>337.62</b>	<b>73.25</b>	<b>46.32</b>	<b>97.04</b>	<b>817.84</b>

As at March 31, 2023

Particulars	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	
Undisputed considered good	441.95	973.50	24.76	103.20	-	1,543.42
considered doubtful	-	-	-	-	-	-
Disputed considered good	-	-	-	-	-	-
considered doubtful	-	-	-	-	-	-
<b>Total :</b>	<b>441.95</b>	<b>973.50</b>	<b>24.76</b>	<b>103.20</b>	<b>-</b>	<b>1,543.42</b>



SATTRIX INFORMATION SECURITY LIMITED (Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED)

Annexure V

Notes forming part of the Restated Financial Information

As at March 31, 2022

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed considered good considered doubtful	255.14	277.52	21.11	2.26	88.74	11.30	655.08
Disputed considered good considered doubtful	-	-	-	-	-	-	-
<b>Total :</b>	<b>255.14</b>	<b>277.52</b>	<b>21.11</b>	<b>2.26</b>	<b>88.74</b>	<b>11.30</b>	<b>655.08</b>

As at March 31, 2021

Particulars	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 Years	2-3 years	More than 3 years	
Undisputed considered good considered doubtful	181.91	131.70	0.35	102.13	-	-	416.10
Disputed considered good considered doubtful	-	-	-	-	-	-	-
<b>Total :</b>	<b>181.91</b>	<b>131.70</b>	<b>0.35</b>	<b>102.13</b>	<b>-</b>	<b>-</b>	<b>416.10</b>



**SATRIX INFORMATION SECURITY LIMITED [Formerly Known as SATRIX INFORMATION SECURITY PRIVATE LIMITED]**

Annexure V

Notes forming part of the Restated Financial Information

**16 Cash and Bank Balance**

Particulars	(Amount in Rs. Lakhs)			
	As at 31st October, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>Cash and Cash Equivalents</b>				
Cash in Hand	8.99	8.97	12.58	11.91
<b>Balances with Bank</b>				
in Current Accounts	119.76	62.64	46.81	66.96
in Fixed Deposits (with maturity less than 3 months)	13.46	12.98	7.46	4.66
<b>Other Bank Balance</b>				
Fixed Deposits (with maturity of 3 to 6 months)	15.06	49.47	-	-
<b>Total :</b>	<b>157.27</b>	<b>154.07</b>	<b>66.85</b>	<b>83.53</b>

**17 Short Term Loans and Advances**

Particulars	(Amount in Rs. Lakhs)			
	As at 31st October, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
<b>Unsecured Loan - Repayable on demand</b>				
To Related Party (Rate of interest - 7.30% p.a.)	429.56	405.91	370.60	165.79
Loans to staff	1.13	0.80	1.85	0.07
Prepaid Expenses	51.75	14.61	4.52	3.96
Advance to Vendors	1.23	0.26	-	-
Advance to staff	0.40	-	0.30	-
<b>Total :</b>	<b>484.07</b>	<b>421.58</b>	<b>377.27</b>	<b>169.72</b>
<b>The amount dues by :</b>				
Directors	NIL	NIL	NIL	NIL
Officers either severally or jointly with other persons	NIL	NIL	NIL	NIL
Firms or private companies in which any director is partner or director or a member.	429.56	405.91	370.60	165.79

**18 Other Current Assets**

Particulars	(Amount in Rs. Lakhs)			
	As at 31st October, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Cost to be billed	118.34	-	-	-
Deposits	3.68	20.88	2.33	2.56
Interest accrued	75.72	56.42	28.09	9.46
Other Receivables	39.81	35.47	43.02	16.36
<b>Total :</b>	<b>237.55</b>	<b>112.76</b>	<b>73.44</b>	<b>28.38</b>

**19 Revenue from Operations**

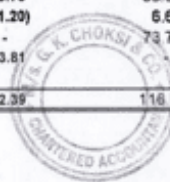
Particulars	(Amount in Rs. Lakhs)			
	For the Period ended 31st October, 2023	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Sale of Product	2,006.16	1,805.86	911.43	881.16
Sale of Services	742.95	1,853.41	1,382.15	1,230.65
<b>Total :</b>	<b>2,749.11</b>	<b>3,659.27</b>	<b>2,293.58</b>	<b>2,111.82</b>

**Disaggregated Information**

Particulars	(Amount in Rs. Lakhs)			
	For the Period ended 31st October, 2023	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
<b>Sale of Product</b>				
License	2,006.16	1,805.86	911.43	881.16
	2,006.16	1,805.86	911.43	881.16

**20 Other Income**

Particulars	(Amount in Rs. Lakhs)			
	For the Period ended 31st October, 2023	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Interest Income	19.79	35.97	28.08	13.97
Net Gain / (Loss) on Foreign Currency Fluctuation	(1.20)	6.64	2.11	(5.55)
Sundry Balance Written Back	-	73.77	2.78	-
Miscellaneous Income	3.81	-	22.14	-
<b>Total :</b>	<b>22.39</b>	<b>116.38</b>	<b>55.11</b>	<b>8.41</b>



**SATTRIX INFORMATION SECURITY LIMITED (Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED)**
**Annexure V**
**Notes forming part of the Restated Financial information**
**21 Purchase of Product**

Particulars	(Amount in Rs. Lakhs)			
	For the Period ended 31st October, 2023	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Purchase of Product	1,746.68	1,669.01	710.12	729.35
<b>Total :</b>	<b>1,746.68</b>	<b>1,669.01</b>	<b>710.12</b>	<b>729.35</b>
<b>Disaggregated revenue information</b>				
Particulars	For the Period ended 31st October, 2023	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Purchase of product License	1,746.68	1,669.01	710.12	729.35
	1,746.68	1,669.01	710.12	729.35

**22 Employee Benefit Expenses**

Particulars	(Amount in Rs. Lakhs)			
	For the Period ended 31st October, 2023	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Salaries & Wages	764.72	1,087.47	892.34	746.37
Contribution to provident & other funds	21.12	31.32	28.13	36.38
Less:				
Allocated to cost to be billed	(118.34)	-	-	-
Allocated to Intangible Assets under development	(168.65)	(125.70)	-	-
	(276.99)	(125.70)	-	-
<b>Total :</b>	<b>498.95</b>	<b>893.09</b>	<b>920.47</b>	<b>784.74</b>

**23 Finance Costs**

Particulars	(Amount in Rs. Lakhs)			
	For the Period ended 31st October, 2023	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Interest Expenses	16.04	30.19	15.55	12.18
Other Borrowing Costs	3.66	6.18	5.72	12.36
<b>Total :</b>	<b>19.71</b>	<b>38.37</b>	<b>21.26</b>	<b>24.54</b>

**24 Depreciation & Amortisation**

Particulars	(Amount in Rs. Lakhs)			
	For the Period ended 31st October, 2023	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Depreciation on Property, Plant & Equipment	14.15	15.46	29.29	29.73
Amortisation of Intangible Asset	0.67	1.18	3.01	6.46
<b>Total :</b>	<b>14.82</b>	<b>16.64</b>	<b>32.31</b>	<b>36.19</b>

**25 Other Expenses**

Particulars	(Amount in Rs. Lakhs)			
	For the Period ended 31st October, 2023	For the Year ended 31st March, 2023	For the Year ended 31st March, 2022	For the Year ended 31st March, 2021
Legal & Professional Fees	29.82	274.90	245.79	80.67
Subscription and Membership Expense	22.24	36.27	0.23	67.70
Repairs and Maintenance	2.99	11.82	13.90	6.96
Insurance	0.21	9.73	13.74	3.49
Auditor's Remuneration	2.84	3.15	3.72	1.40
Travelling	36.92	72.63	13.49	21.99
Rent Expense	13.01	26.01	20.06	12.43
Office & General Expenses	41.99	51.09	56.05	40.37
Rates & Taxes	1.80	5.24	4.00	5.72
Commission Expenses	24.26	-	12.77	21.00
Miscellaneous Expenses	3.70	16.54	13.49	6.92
<b>Total :</b>	<b>178.96</b>	<b>507.37</b>	<b>397.25</b>	<b>268.65</b>





**SATTRIX INFORMATION SECURITY LIMITED [Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]**
**Annexure V**
**Notes forming part of the Restated Financial Information**
**26 Gratuity**
**(a) Gratuity**

The Company offers gratuity plan for its qualified employees which is payable as per the requirements of Payment of Gratuity Act, 1972. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting.

**(b) Defined Benefit Plan**

The principal assumptions used for the purposes of the actuarial valuations were as follows :

Particulars	Valuation			
	As at October 31, 2023	As at March 31, 2023	As at March 31, 2022	As at March 31, 2021
Discount Rate	7.27%	7.29%	4.56%	3.86%
Expected rate(s) of salary increase	10.00%	10.00%	10.00%	10.00%

Particulars	(Amount in Rs. Lakhs)			
	2023-24 Gratuity	2022-23 Gratuity	2021-22 Gratuity	2020-21 Gratuity
<b>Changes in the present value of obligation</b>				
1. Present value of obligation (Opening)	29.98	23.14	20.56	-
2. Interest cost	1.27	1.06	0.79	-
3. Current service cost	2.09	3.07	3.17	20.56
4. Benefits Paid	(0.34)	(1.82)	(0.77)	-
5. Actuarial (gain)/ loss on obligations	0.91	4.53	(0.62)	-
6. Present value of Obligation (Closing)	33.91	29.98	23.14	20.56
<b>Changes in the fair value of plan assets</b>				
1. Present value of plan assets (Opening)	-	-	-	-
2. Expected return on plan assets	-	-	-	-
3. Fund Added (Contributions)	-	-	-	-
4. Benefits Paid	-	-	-	-
5. Actuarial Gain / (Loss) on the Plan Assets	-	-	-	-
6. Fair Value of Plan Assets (Closing)	-	-	-	-
<b>Reconciliation of the present value of defined benefit obligation and the fair value of assets</b>				
1. Present value of funded obligation as at the year end	33.91	29.98	23.14	20.56
2. Fair value of plan assets as at year end	-	-	-	-
3. Funded (Asset)/ Liability recognised in the balance sheet	33.91	29.98	23.14	20.56
<b>Expenses recognised in the profit &amp; loss account</b>				
1. Current service cost	2.09	3.07	3.17	20.56
2. Interest Cost	1.27	1.06	0.79	-
3. Expected return on plan assets	-	-	-	-
4. Net Actuarial (gain)/ loss recognized in the year	0.91	4.53	(0.62)	-
5. Expenses recognised in statement of Profit and loss	4.27	8.65	3.35	20.56

Above Gratuity Disclosure only pertains to the Holding Company i.e. Satrix Information Security Limited.

**27 Due to Micro, Small and Medium Enterprises**

Particulars	(Amount in Rs. Lakhs)			
	2023-2024	2022-2023	2021-2022	2020-2021
Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	NIL	NIL	NIL	NIL
The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	NIL	NIL	NIL	NIL
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006 (As amended).	NIL	NIL	NIL	NIL
The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL	NIL	NIL
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006 (As amended).	NIL	NIL	NIL	NIL

There are no Micro, Small and Medium Enterprises to whom the Company owes dues which are outstanding for more than 45 days as at the Balance Sheet date. Further, the company has neither paid or payable any interest to any Micro, Small and Medium Enterprise on the Balance Sheet date. The above information has been determined to the extent such parties have been identified on the basis of information available with the company. This has been relied upon by the auditors.



**SATTRIX INFORMATION SECURITY LIMITED [Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]**  
Annexure V

Notes forming part of the Restated Financial Information

**28 Related Party Disclosures**

As per Accounting Standard 18 issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties as defined in the Accounting Standard are given below:

**(a) List of related parties and their relationships:**

Sr. No.	Name Of Related Party	Relationship
1	Sachhin Gajjar	Key Management Personnel (KMP)- Director
2	Ronak Gajjar	Relative of Key Management Personnel
3	Bhanuben Gajjar	Relative of Key Management Personnel
4	Sattrix Software Solutions Pvt Ltd	Concerns in which KMP / Relatives of KMP having Substantial Interest -- Other related Parties
5	Sattrix Software Solutions Inc (USA)	
6	Edificate Pvt Ltd	

**(b) Transactions with related parties**

Sr. No	Nature of transaction	Relationship	Related Party	For the Year ended		
				For the Period ended 31st October, 2023	31st March, 2023	31st March, 2022
1	Managerial Remuneration	Key Management Personnel	Sachhin Gajjar	36.97	63.38	51.82
2	Loans/ Advance Given	Relative of Key Management Personnel	Ronak Gajjar	21.92	37.58	25.58
3	Loans/ Advance Repaid	Relative of Key Management Personnel	Sattrix Software Solutions Pvt. Ltd	33.65	109.88	216.11
4	Loans Taken	Key Management Personnel	Sattrix Software Solutions Pvt. Ltd	10.00	74.57	11.30
5	Loan Repaid	Key Management Personnel	Ronak Gajjar	-	-	8.50
6	Commission expense	Relative of Key Management Personnel	Sachhin Gajjar	-	-	8.00
7	Rent Expenses	Relative of Key Management Personnel	Ronak Gajjar	-	-	5.07
8	Interest income	Relative of Key Management Personnel	Sachhin Gajjar	-	-	16.00
9	Loans and advances (including interest receivable)	Relative of Key Management Personnel	Ronak Gajjar	40.54	75.11	7.27
10	Loans and advances (including interest receivable)	Relative of Key Management Personnel	Sachhin Gajjar	0.08	1.50	51.72
11	Loans and advances (including interest receivable)	Relative of Key Management Personnel	Ronak Gajjar	4.20	-	-
12	Loans and advances (including interest receivable)	Relative of Key Management Personnel	Bhanuben Gajjar	2.45	9.70	8.80
13	Loans and advances (including interest receivable)	Relative of Key Management Personnel	Sattrix Software Solutions Pvt. Ltd.	19.30	28.33	18.63

**(c) Outstanding balances as at Balance Sheet Date**

Sr. No	Balance At Year End	Relationship	Related Party	For the Year ended		
				As at 31st October, 2023	As at 31st March, 2023	As at 31st March, 2022
1	Reimbursement Receivable	Key Management Personnel	Sachhin Gajjar	0.38	-	-
2	Loans Payable	Key Management Personnel	Sachhin Gajjar	-	-	2.20
3	Rent Payable	Relative of Key Management Personnel	Bhanuben Gajjar	-	-	0.90
4	Loans and advances (including interest receivable)	Relative of Key Management Personnel	Sattrix Software Solutions Pvt. Ltd.	505.28	462.33	368.69



SATTRIX INFORMATION SECURITY LIMITED [Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]

Annexure V

Notes forming part of the Restated Financial Information

29 Additional information as required under Schedule III to the Companies Act, 2013 of enterprise consolidated as subsidiary.

For the period ended on 31st October, 2023 (Amount in Rs. Lakhs)

Name of the Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit/(Loss)	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Net Profit/(Loss)	Amount
<b>Parent</b>				
Satrix Information Security Private Limited	84.93%	1,199.84	109.20%	236.33
<b>Subsidiaries</b>				
Satrix Information Security Inc.	1.70%	23.97	(21.44%)	(46.40)
Satrix Information Security DMCC	13.38%	189.01	12.24%	28.50
<b>Total:</b>	<b>100.00%</b>	<b>1,412.82</b>	<b>100.00%</b>	<b>216.42</b>

For the year ended on 31st March, 2023 (Amount in Rs. Lakhs)

Name of the Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit/(Loss)	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Net Profit/(Loss)	Amount
<b>Parent</b>				
Satrix Information Security Private Limited	80.69%	963.51	97.87%	391.58
<b>Subsidiaries</b>				
Satrix Information Security Inc.	5.89%	70.31	1.56%	6.24
Satrix Information Security DMCC	13.42%	180.20	0.58%	2.30
<b>Total:</b>	<b>100.00%</b>	<b>1,194.02</b>	<b>100.00%</b>	<b>400.12</b>

For the year ended on 31st March, 2022 (Amount in Rs. Lakhs)

Name of the Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit/(Loss)	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Net Profit/(Loss)	Amount
<b>Parent</b>				
Satrix Information Security Private Limited	73.66%	571.94	52.50%	112.42
<b>Subsidiaries</b>				
Satrix Information Security Inc.	7.55%	58.82	14.61%	31.29
Satrix Information Security DMCC	18.77%	145.74	32.89%	70.42
<b>Total:</b>	<b>100.00%</b>	<b>776.51</b>	<b>100.00%</b>	<b>214.13</b>

For the year ended on 31st March, 2021 (Amount in Rs. Lakhs)

Name of the Enterprise	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit/(Loss)	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Net Profit/(Loss)	Amount
<b>Parent</b>				
Satrix Information Security Private Limited	82.48%	459.52	53.70%	104.08
<b>Subsidiaries</b>				
Satrix Information Security Inc.	4.65%	25.93	13.69%	26.53
Satrix Information Security DMCC	12.86%	71.67	32.62%	63.22
<b>Total:</b>	<b>100.00%</b>	<b>557.12</b>	<b>100.00%</b>	<b>193.83</b>



**SATTRIX INFORMATION SECURITY LIMITED [Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]**
**Annexure V**

Notes forming part of the Restated Financial Information

- 30 Statement pursuant to first proviso to sub-section (3) of section 129 of the Companies Act 2013, read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary companies/Entity

(Amount in Rs. Lakhs)

Particulars	2023-24		2022-23	
	Dubai, UAE	USA	Dubai, UAE	USA
Country	Dubai, UAE	USA	Dubai, UAE	USA
Reporting Currency	AED	USD	AED	USD
Exchange Rate	22.674	83.30	22.376	82.22
Share capital	-	1.42	-	1.42
Reserves and Surplus	189.01	23.97	160.20	70.31
Total Assets	198.47	136.89	244.13	231.32
Total Liabilities	9.46	111.80	83.93	159.58
Turnover/Total Income	102.83	21.88	240.35	271.43
Profit / (Loss) Before Tax	26.50	(46.40)	2.30	8.38
Tax Expense / (Credit)	-	-	-	2.12
Profit / (Loss) after tax	26.50	(46.40)	2.30	6.24
Proposed dividend and tax thereon	NIL	NIL	NIL	NIL
Investments	NIL	NIL	NIL	NIL
(except in case of investment in the subsidiaries)				
% of shareholding	100.00%	100.00%	100.00%	100.00%

Particulars	2021-22		2020-21	
	Dubai, UAE	USA	Dubai, UAE	USA
Country	Dubai, UAE	USA	Dubai, UAE	USA
Reporting Currency	AED	USD	AED	USD
Exchange Rate	20.666	75.9103	19.993	73.2065
Share capital	-	-	-	-
Reserves and Surplus	142.94	57.82	72.52	26.53
Total Assets	158.14	104.45	86.72	58.68
Total Liabilities	15.20	46.63	14.21	32.15
Turnover/Total Income	199.62	186.49	183.35	125.44
Profit / (Loss) Before Tax	70.42	33.63	63.22	26.53
Tax Expense / (Credit)	-	2.34	-	-
Profit / (Loss) after tax	70.42	31.29	63.22	26.53
Proposed dividend and tax thereon	NIL	NIL	NIL	NIL
Investments	NIL	NIL	NIL	NIL
(except in case of investment in the subsidiaries)				
% of shareholding	100.00%	100.00%	100.00%	100.00%

- 31 Contingent Liability and Commitments

There are no contingent liabilities or commitments.

- 32 Other Regulatory Information

- (a) Title deeds of immovable Property

The Group is not required to report the details of title deeds of immovable property in consolidated financial statements as per the Guidance Note on Division I – Schedule III to the Companies Act, 2013, issued by ICAI.

- (b) Revaluation of Property, Plant and Equipment and Intangible Assets

The Group has not revalued any of its Property, Plant and Equipment and Intangible Assets during any of the period / year reported.

- (c) Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties

The Group has not granted any loans or Advances to promoters, directors, KMPs and the related parties except as mentioned below:

(Amount in Rs. Lakhs)

Type of Borrower	Loans and advances granted to Related Parties			
	As at 31st October, 2023	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
Amount of loan or advance in the nature of loan outstanding	429.56	405.91	370.60	165.79
Percentage to the total Loans and Advances in the nature of loans	88.74%	96.28%	98.23%	97.69%

- (d) Capital- Work- In Progress (CWIP)

The Group does not have any Capital- Work- in Progress as at the end of the period / year reported.

- (e) Intangible assets under development

The Group does not have any Intangible assets under development as at the end of the period / year except as mentioned below:

**As at Period ended 31st October, 2023**

(Amount in Rs. Lakhs)

Intangible assets under development	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	158.55	125.70	-	-	284.25
Projects temporarily suspended	-	-	-	-	-



**SATTRIX INFORMATION SECURITY LIMITED [Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]**
**Annexure V**
**Notes forming part of the Restated Financial Information**
**As at Year ended 31st March, 2023**

(Amount in Rs. Lakhs)

Intangible assets under development	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	125.70	-	-	-	125.70
Projects temporarily suspended	-	-	-	-	-

For the year ended 31st March, 2022 and 31st March, 2021, the group does have Intangible assets under development.

- (f) **Details of Benami Property held**  
The Group does not hold any benami property as defined under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made there under.
- (g) **Borrowings obtained on the basis of security of current assets**  
The Company has been sanctioned working capital limits from banks on the basis of security of current assets. The quarterly returns / statements filed by the Company with such banks are materially in agreement with the books of accounts.
- (h) **Willful Defaulter**  
The Group has not been declared Willful Defaulter by any bank or financial institution or any other lender during any of the period/ year reported.
- (i) **Relationship with Struck off Companies**  
The Group does not have any transactions with struck off companies during any of the period/ year reported.
- (j) **Registration of charges or satisfaction with Registrar of Companies (ROC)**  
The Group is not required to report the details of registration of charges or satisfaction with registrar of companies in consolidated financial statements as per the Guidance Note on Division I – Schedule III to the Companies Act, 2013, issued by ICAI.
- (k) **Compliance with number of layers of companies**  
The Group is in compliance with number of layers of companies in accordance with clause 87 of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- (l) **Approved scheme of arrangements**  
The Group has not entered into any scheme of arrangement approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during any of the period/ year reported.
- (m) **Utilisation of Borrowed funds and share premium**  
The Group has not advanced or loaned or invested funds (either borrowed funds or share premium or kind of funds) to any other persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the intermediary shall:  
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or  
(ii) provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.  
The Group have not received fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:  
(i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or  
(ii) provide any guarantee, security, or the like on behalf of the ultimate beneficiaries.
- (n) **Undisclosed Income**  
The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during any of the period / year in the tax assessments under the Income Tax Act, 1961.
- (o) **Details of Crypto Currency or Virtual Currency**  
The Group has not traded or invested in crypto currency or virtual currency during any of the period / year.
- (p) **Corporate Social Responsibility (CSR)**  
The Group does not fall under the provisions of Section 135 of the Companies Act, 2013 and accordingly is not required to spend any amount for CSR.
- (q) **Ratios**  
The Group is not required to report Analytical Ratios in consolidated financial statements as per the Guidance Note on Division I – Schedule III to the Companies Act, 2013, issued by ICAI.



**SATTRIX INFORMATION SECURITY LIMITED [Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]**

**Annexure V**

**Notes forming part of the Restated Financial Information**

**33 Statement of Management**

- (a) The current assets, loans and advances are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts, provision for all known liabilities is adequate and not in excess of amount reasonably necessary. There are no contingent liabilities except those stated in the notes, if any.
- (b) Balance Sheet, Statement of Profit and Loss and Cash Flow Statement read together with the schedules to the accounts and notes thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the period / year and results of the Company for the period / year under review.
- 34 All amounts in Consolidated Financial Statements are represented in Rupees Lakhs, unless otherwise stated.
- 35 The previous year's figures have been regrouped, reworked and reclassified where ever necessary.

FOR G. K. CHOKSI & CO.  
[Firm Registration No. 101895W]  
Chartered Accountants

*Rohit Choksi*  
ROHIT K. CHOKSI  
Partner  
Mem. No. 031103

FOR AND ON BEHALF OF THE BOARD

*Sachin Gajjar*  
SACHIN GAJJAR  
Managing Director  
DIN No. 06688019

*Ronak Gajjar*  
RONAK GAJJAR  
Whole-time director  
DIN No. 07737921



*Rina Kumari*  
RINA KUMARI  
Company Secretary

Place: Ahmedabad  
Date: 24 JAN 2024

Place: Ahmedabad  
Date: 24 JAN 2024



**SATTRIX INFORMATION SECURITY LIMITED**  
(Formerly known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED)

**Annexure VI**

**Treatment of adjustments of restated financial information**

**Part A: Reconciliation between the Restated Financial Information and Statutory Financial Statement / Management Certified Financial Statements of the Company, as applicable, under previous GAAP**

Particulars	(Rs. In Lakhs)				
	23-24	22-23	21-22	20-21	Note
<b>Net Profit as per Audited / Management Certified Financial Statement</b>	<b>230.34</b>	<b>377.11</b>	<b>91.93</b>	<b>206.81</b>	
Less : Net prior period Income Effect	(13.92)	-	-	-	
Add : Incremental income from consolidation of Subsidiaries	-	3.73	112.59	-	Note 1
Add: Interest Income on loans and advances	-	28.33	18.63	9.46	Note 2
Add/Less: (Additional) / Reversal of provision for Expenses	-	(2.50)	(1.25)	0.75	Note 3
Less: Training Fees expensed off	-	(16.33)	-	-	Note 4
Add/Less: Revised Gratuity Expense accounted	-	15.33	(2.58)	(20.56)	Note 5
Add: Additional Deferred tax income	-	0.61	-	-	Note 6
Less: Provision for income tax	-	(6.16)	(5.18)	(2.63)	Note 7
<b>Profit as per restated Financial Information</b>	<b>216.42</b>	<b>400.12</b>	<b>214.13</b>	<b>193.83</b>	

**Part B: Notes on restatement made in the Restated Financial Information**

- 1) The company had made an application to RBI to recognize Overseas Direct Investment (ODI) in its foreign subsidiary on 13<sup>th</sup> December, 2023. The final order from RBI to regularize ODI in foreign subsidiary is pending. During the restatement, the company has considered consolidated of its subsidiary companies accounts for the previous periods. Giving effect of such consolidation, the profit of the group has been adjusted by Rs 116.32 Lakhs.
- 2) During the restatement, Company has observed that the company has not recognised interest income at the rate prescribed in proviso 7 to Section 185 of the Companies Act, 2013 to the tune of Rs. 9.46 Lakhs in Financial Year 2020-21, Rs. 18.63 Lakhs in Financial Year 2021-22 and Rs. 28.33 Lakhs on interest free unsecured loan given to a body corporate. Effect of the same has been given in Restated Consolidated Financial Statements for the mentioned period.
- 3) The company had not provided for provisions for expenses to the tune of Rs. 2.5 Lakhs in Financial Year 2022-23 and Rs. 1.25 Lakhs in Financial Year 2021-22 which has been provided for in the Restated Consolidated Financial Statements for the financial year ending 31<sup>st</sup> March 2023 and 31<sup>st</sup> March 2022 respectively. The company has provided Additional Provision for Expenses to the tune of Rs. 0.75 Lakhs which has been reversed in the Restated Consolidated Financial Statements for the financial year ending 31<sup>st</sup> March 2021.



**SATRIX INFORMATION SECURITY LIMITED**  
(Formerly known as SATRIX INFORMATION SECURITY PRIVATE LIMITED)

**Annexure VI**

- 4) The company has incurred certain expenditure to the tune of Rs. 16.33 Lakhs towards training and development of its technical employees and recognised the same as Intangible Assets under development. However, since such expenditure did not meet the recognition principles of Intangible Assets as per the provision of Accounting Standard 26 "Intangible Assets" and should have been expensed out in the statement of profit and loss in the year in which it is incurred, the same have now been expensed off in the Statement of Profit and Loss in the Restated Consolidated Financial Statements for the financial year ending 31<sup>st</sup> March 2023.
- 5) The Company had accounted gratuity as per method prescribed in Payment of Gratuity Act 1972, however during the restatement, Company has complied with the requirement of AS – 15 (Revised) "Employee Benefits" and accordingly booked Gratuity expenses basis of actuarial valuation report. The company has recognised the gratuity liability as per the provisions of Accounting Standard 15, 'Employee Benefit' to the tune of Rs. 20.56 Lakhs in Financial Year 2020-21, Rs. 2.58 Lakhs in Financial Year 2021-22 and Rs (15.33 Lakhs) in Financial Year 2022-23 in the respective Restated Consolidated Financial Statements for the financial year ending 31<sup>st</sup> March 2021, 31<sup>st</sup> march 2022 and 31<sup>st</sup> march 2023 respectively.
- 6) Due to non-recognition of gratuity liability as per Accounting Standard 15, as mentioned above, the company has consequently updated its deferred tax working. Due to such rectification, the company has created additional deferred tax assets amounting to Rs. 0.61 Lakhs.
- 7) The company has provided the income tax provisions on the amount of adjustments provided in the reinstated Financial Statements.





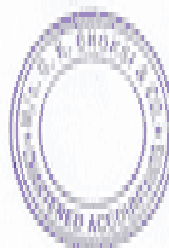
**BATRIX INFORMATION SECURITY LIMITED**  
(Formerly Known as BATRIX INFORMATION SECURITY PRIVATE LIMITED)

Annexure VIII

Statement of Tax Shelter

(Amount in Rs. Lakhs)

Particular	For the Period ended			
	31st October, 2023	31st March, 2023	31st March, 2022	31st March, 2021
Profit before tax, as restated Financial Information (A)	313.30	661.16	267.20	276.76
Normal Tax rate (%)	27.62%	27.62%	27.62%	27.62%
Minimum Alternative Tax rate (%)	16.60%	16.60%	16.60%	16.60%
<b>Permanent differences</b>				
Other adjustment	-	-	-	-
<b>Total permanent differences (B)</b>	-	-	-	-
<b>Timing differences</b>				
Depreciation as per books	14.62	16.64	32.51	30.19
Depreciation as per Tax	(16.60)	(32.67)	(30.40)	(31.10)
Adjustment on account of Section 43D	3.93	6.83	2.68	20.00
<b>Total Timing differences (C)</b>	<b>1.95</b>	<b>(9.19)</b>	<b>(1.62)</b>	<b>26.60</b>
Other Adjustment (D)	20.48	14.29	(78.10)	0.49
<b>Profit After Adjustment (A+B+C+D)</b>	<b>336.73</b>	<b>666.26</b>	<b>187.58</b>	<b>308.01</b>
Business Loss or Unabsorbed Depreciation set off	-	-	-	-
<b>Taxable income for the Period/ year</b>	<b>336.73</b>	<b>666.26</b>	<b>187.58</b>	<b>308.01</b>
Tax Payable at Normal Rate	93.40	164.76	52.18	85.91
Tax Payable as per MAT	52.31	92.00	44.62	46.20
<b>Tax Expense Recognised</b>	<b>93.40</b>	<b>164.76</b>	<b>52.18</b>	<b>85.91</b>
Tax paid as per "MAT" or "Normal" provision	Normal	Normal	Normal	Normal



## OTHER FINANCIAL INFORMATION

### RESTATED STATEMENT OF ACCOUNTING RATIOS

(₹.in Lakhs except no of shares)

Particulars	As on 31.10.2023	For the year ended March 31,		
		2023	2022	2021
Restated PAT as per P & L Account	216.42	400.12	214.13	193.83
Actual Number of Equity Shares outstanding at the end of the year	50,00,000	10,000	10,000	10,000
Equivalent Weighted Avg number of Equity Shares at the end of the year	50,00,000	50,00,000	50,00,000	50,00,000
Share capital	500.00	1.00	1.00	1.00
Reserves & Surplus	912.82	1,193.02	775.51	556.12
Misc. expenses w/off	-	-	-	-
Net Worth	1,412.82	1,194.02	776.51	557.12
Earnings Per Share:				
Basic & Diluted (Based on Actual Number of Equity Shares outstanding at the end of the year)	4.33	4,001.16	2,141.32	1,938.33
Basic & Diluted (Considering impact of Bonus share Retrospectively)	4.33	8.00	4.28	3.88
Return on Net Worth (%)	15.32	33.51	27.58	34.79
Net Asset Value Per Share (Rs) – based on actual no. of equity shares at the end of the year	28.26	11,940.24	7,765.06	5,571.20
Net Asset Value Per Share (Considering impact of Bonus share Retrospectively)	28.26	23.88	15.53	11.14
Nominal Value per Equity share (₹)	10	10	10	10

Notes to Accounting Ratios:

1) The Ratios have been computed as follows:

	Net Profit After Tax as restated	
a) Basic Earnings Per Share (M)	-----	
	Weighted Average Number of Equity Shares outstanding during the year	
	-----	
	Net Profit after Tax as restated	
b) Return on Net worth (%)	-----	* 100
	Net Worth	
	-----	
	Net Worth	
c) Net Asset Value Per Equity Share (M)	-----	
	No. Of Equity shares outstanding at the end of the year	

2) Weighted average number of Equity Shares is the number of Equity Shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the year.

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 year.

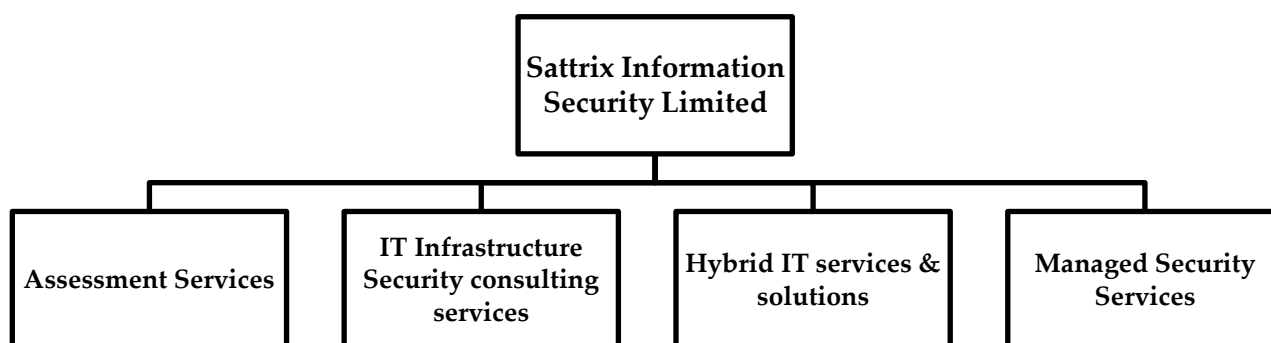
The above statements should be read with the Notes to Restated Financial Statements.

## MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our company was originally incorporated as Satrix information security private limited on 16<sup>th</sup> September, 2013 under the provisions of companies act, 2013 with the registrar of companies, Ahmedabad bearing registration no. 076845 than company changed its name from Satrix information security private limited to Satrix information security limited and fresh certificate of incorporation was issued on 7<sup>th</sup> November, 2023 by the registrar of companies, Ahmedabad. The Corporate Identification Number of our Company is U72200GJ2013PTC076845.

Satrix Information Security Limited is in the business to develop customer-centric cyber security solutions, we aim to deliver end-to-end cybersecurity services to enterprises in the USA, India, Middle East and Africa. With a decade of experience, the company has established itself as a trusted partner in providing a comprehensive range of cyber security solutions. We help organizations to protect their data from unauthorized access against and protect against security threats. Our data security solutions aim to eliminate data privacy risks to make business processes secure and run smoothly. We design and build data security solutions on cloud and on-premise based on the client requirement. We use best available technologies to develop cyber security solution, our aim is to develop agile cyber security solution which helps in constant upgrade and our solutions adopt to the changing requirement of the client.

Our revenue model is summarized as below:



Our Managing Director Mr. Sachhin Kishorbhai Gajjaer and CFO Mrs. Ronak Sachin Gajjar are actively involved in manufacturing and supplying activities of the Company. They actively participate in timely execution of the customer’s orders and are the guiding force behind the growth and business strategy of our Company. Our promoters together have industry experience of many years and possess rich business intellect in the business circle of Gujarat. For details about the promoter family track record of this business please see “History and Certain Corporate Matters” on page no.136 of this Prospectus.

We operate in India through our Registered office at 28 Damubhai Colony Bhattha Paldi, Ahmedabad, Gujarat, India, 380007 which is taken on lease basis from Smt. Bhanuben Kishorbhai Gajjar.

Significant Developments after March 31, 2023 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 Draft 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.

**CONSOLIDATED RESULTS OF OUR OPERATIONS**

(₹ in lakhs)

Particulars	Seven Months Ended on		For the year ended March 31,					
	31.10.2023	% of Total Income	2023	% of Total Income	2022	% of Total Income	2021	% of Total Income
<b>INCOME:</b>								
Revenue from Operations	2,749.11	99.19%	3,659.27	96.92%	2,293.58	97.65%	2,111.82	99.60%
Other Income	22.39	0.81%	116.38	3.08%	55.11	2.35%	8.41	0.40%
<b>Total income</b>	<b>2,771.50</b>	<b>100.00%</b>	<b>3,775.65</b>	<b>100.00%</b>	<b>2,348.69</b>	<b>100.00%</b>	<b>2,120.23</b>	<b>100.00%</b>
<b>EXPENDITURE:</b>								
Purchase of Licenses	1,746.68	63.02%	1,669.01	44.20%	710.12	30.23%	729.35	34.40%
Employee Benefit Expenses	498.95	18.00%	993.09	26.30%	920.47	39.19%	784.74	37.01%
Finance Costs	18.71	0.67%	38.37	1.02%	21.26	0.91%	24.54	1.16%
Depreciation and Amortisation Expenses	14.82	0.53%	16.64	0.44%	32.31	1.38%	36.19	1.71%
Other Expenses	178.96	6.46%	507.37	13.44%	397.25	16.91%	268.65	12.67%
<b>Total expenses</b>	<b>2,458.11</b>	<b>88.69%</b>	<b>3,224.49</b>	<b>85.40%</b>	<b>2,081.41</b>	<b>88.62%</b>	<b>1,843.48</b>	<b>86.95%</b>
Net Profit / (Loss) before Tax and extra-ordinary items	313.39	11.31%	551.16	14.60%	267.29	11.38%	276.75	13.05%
Exceptional Items	-							
Net Profit / (Loss) before Tax	<b>313.39</b>	<b>11.31%</b>	<b>551.16</b>	<b>14.60%</b>	<b>267.29</b>	<b>11.38%</b>	<b>276.75</b>	<b>13.05%</b>
Less: Tax Expense								
Current tax	93.40	3.37%	154.75	4.10%	52.18	2.22%	85.91	4.05%
Deferred tax	3.57	0.13%	(3.71)	(0.10)%	0.97	0.04%	(2.99)	(0.14)%
Total Tax Expense	96.97	3.50%	151.04	4.00%	53.15	2.26%	82.92	3.91%
<b>Net Profit / (Loss) after tax</b>	<b>216.42</b>	<b>7.81 %</b>	<b>400.12</b>	<b>10.60 %</b>	<b>214.13</b>	<b>9.12%</b>	<b>193.83</b>	<b>9.14%</b>

## **Main Components of our Profit and Loss Account**

### **Income**

#### **Revenue from Operations**

Our Revenue from Operations are from Sale of Licences and Sale of services; which as a percentage of total income were 99.19 % for the seven months ended October 31, 2023 and 96.92 %, 97.65 % and 99.60 % respectively, fiscal years 2023, 2022 and 2021.

#### **Other Income**

Our other income comprises of Interest income, Foreign exchange difference, and Miscellaneous income. Other income, as a percentage of total income were 0.81 % for the half year ended October 31, 2023 and 3.08 %, 2.35 % and 0.40 % respectively, for the fiscal years 2023, 2022 and 2021.

### **Expenditure**

Our total expenditure primarily consists of Purchase of Licenses, Employee Benefit Expenses, Finance Cost, Depreciation & Amortisation Expenses and Other Expenses.

#### **Purchase of License**

Purchase of License are primarily in relation to purchases license for trading.

#### **Employee Benefit Expenses**

Expenses in relation to employees remuneration and benefits include salary & wages, director's remuneration and staff welfare expenses.

#### **Finance Costs**

Finance Cost primarily consists of Interest cost & Bank charges.

#### **Depreciation and Amortization Expenses**

Depreciation and Amortization Expenses primarily consist of depreciation on the fixed assets of our Company which primarily includes Building, Furniture and Fixtures, Office equipments, Electrical Installations and equipment, Motor Vehicles and Computers etc.

#### **Other Expenses**

Other expenses primarily include Rent, Office Expense, Commission, Legal and Professional Fees, Travelling and Conveyance, Foreign Exchange Loss etc.

### **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.

## REVIEW OF RESULTS OF OPERATIONS FOR THE PERIOD ENDED ON 31<sup>ST</sup> OCTOBER 30,2023

### Total Income/Revenue

Total Revenue of the company for the period ended October 31, 2023 is Rs. 2771.50/- lakhs.

### Revenue from Operations

The Company is engaged in the business of cybersecurity, IT Infrastructure Security consulting services assessment solutions, hybrid IT services & solutions and Managed Security Services (MSS) which includes Vulnerability Management, IT Infrastructure Security, Cybersecurity Compliance Services. Revenue from operations for the period ended October 31, 2023 is Rs.2749.11/-. Revenue from operations consist of sale of cyber security service and Sale of Licenses.

### Other income

The company earned other income of ₹ 22.39 lakhs during the stub period ended October 31, 2023. The Other income consist of Interest income, Foreign Exchange Gain and Miscellenoeous.

### Purchase of Licenses

Purchase of Licenses are primarily in relation to purchases Licenses for trading. For the period ended October 31, 2023, the Company Purchased Liscenses of Rs.1746.68 for trading.

### Employee Benefit Expenses

Our staff cost for the period ended October 31, 2023 is ₹ 498.95 lakhs The Employee Benefit expenses were 18.00% of Total Income. Employee benefit expense mainly includes Salaries, wages and bonus, Contribution to Statutory Funds, Staff Welfare expense and Directors Remuneration.

### Finance Cost

Finance cost incurred during the stub period October 31, 2023 is Rs.18.71 lakhs which is 0.67 % of Total Income. Finance Costs mainly includes Bank Commission & Charges and Interest on Car Loan.

### Depreciation and Amortization Expenses

Depreciation expenses for the for the period ended October 31, 2023 is ₹ 14.82 lakhs. Which is 0.53 % of the total income. Depreciation and Amortization is calculated on Property, Plant & Equipment and Intangible Assets.

### Other Expenses

Other Expenses were ₹178.96 Lakh for period ended on October 31, 2023. The Other expense was 6.46 % of Total Income. Other expense mainly includes Rent Expenses, Legal & Professional & Commission Expenses & other charges, Travelling Expenses and other expenses.

### Profit before Tax

Profit before Tax for period ended on October 31, 2023 stood at ₹ 313.39 Lakhs. During this period, our Company recorded Profit before Tax margin of 11.31 % of Total Income.

### Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax is ₹ 216.42 lakhs. During this period, our Company recorded Profit before Tax margin of 7.81% of Total Income.

## REVIEW OF RESULTS OF OPERATIONS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, 2022 AND 2021

### Fiscal 2023 compared with Fiscal 2022

#### Total Income/Revenue

Our Total income/Revenue is increased by ₹1426.96 lakhs or 60.75% from ₹2348.69 Lakhs in FY 2021-22 to ₹3775.65 Lakhs in FY 2022-23, primarily due to an increase in our revenue from operations.

#### Revenue from Operations

In Fiscal 2023, Revenue from Operations had increased by ₹ 1,365.69 lakhs or 59.54 %, from ₹ 2293.58 lakhs in Fiscal 2022 to ₹ 3,659.27 lakhs in Fiscal 2023. The increase in the Fiscal 2023 was due to Increase in the sale of Licences and Sale of services.

Particulars	FY 2022-23 (₹ in lakhs)	% of Total Revenue	FY 2021-22 (₹ in lakhs)	% of Total Revenue	% Increase in FY.2022-23
Sale of Licences	1805.86	49.35%	911.43	39.73%	98.14%
Sale of Services	1853.41	50.65%	1382.15	60.27%	34.10%
<b>Total</b>	<b>3659.27</b>	<b>100.00%</b>	<b>2293.58</b>	<b>100.00%</b>	

#### Other income

In Fiscal 2023, Other Income had increased by ₹ 55.11 lakhs or 555.05%, from ₹ 61.27 lakhs in Fiscal 2022 to ₹ 116.38 lakhs in Fiscal 2023. The increase was due to the increase in Interest income, Foreign Exchange Gain and written off of sundry balances etc.

#### Purchase of Licenses

Purchase of Licenses are primarily in relation to purchases Licenses for trading. In Fiscal 2023, Purchase of Licenses increased by ₹958.90 lakhs or 135.03%, from ₹710.12 in Fiscal 2022 to ₹1669.01 in Fiscal 2023. This was in line with the increased sales of products i.e., Sale of Licenses by our Company.

#### Employee Benefit Expenses

Our staff cost had increased by ₹ 72.62 lakhs or 7.89 %, from ₹ 920.47 lakhs in Fiscal 2022 to ₹993.09 lakhs in Fiscal 2023. This increase was mainly due to increase in number of employees & increase in Remuneration of employees in normal course of business.



### Finance Cost

Finance cost during the year had increased by ₹ 17.11 lakhs or 80.47 % from ₹ 21.26 lakhs in Fiscal 2022 to ₹ 38.37 lakhs in Fiscal 2023 due to increased in Borrowing (OD/CC Facility) during Fiscal 2023.

### Depreciation and Amortization Expenses

Depreciation expenses had decreased by ₹15.66 lakhs from ₹32.31 lakhs in Fiscal 2022 to ₹ 16.64 lakhs in Fiscal 2023. This decreased was on account of change in depreciation method from Written down Value (WDV) Method to Straight Line Method (SLM) method of of Depreciation.

### Other Expenses

Other expenses had decreased by ₹110.12 lakhs or 27.72 % from ₹ 397.25 lakhs in Fiscal 2022 to ₹507.37 lakhs in Fiscal 2023. The increase was primarily due to the increase in legal & Professional fees, Travelling expenses, Subscription and membership fees.

### Profit before Tax

Due to increase in our revenues, our Profit before tax had increased by ₹283.87 lakhs or 106.21% from ₹ 267.29 lakhs in Fiscal 2022 to ₹ 551.16 lakhs in Fiscal 2023.

### Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax had increased by ₹ 185.98 lakhs or 86.85 %, from ₹ 214.13 lakhs in Fiscal 2022 to ₹ 400.12 lakhs in Fiscal 2023. The increase in profit after tax is due to increase revenue from operations and other income. This was in line with the increased total income of the company.

### Fiscal 2022 compared with Fiscal 2021

#### Total Income/Revenue

Our Total income/Revenue is increased by ₹228.46 lakhs or 10.78% from ₹2120.23 Lakhs in FY 2021-22 to ₹2348.69 Lakhs in FY 2022-23, primarily due to an increase in our revenue from operations.

#### Revenue from Operations

In fiscal 2022, Revenue from Operations had increased by ₹181.76 lakhs or 8.61 %, from ₹ 2111.82 lakhs in Fiscal 2021 to ₹ 2293.58 lakhs in Fiscal 2022. The increase in the Fiscal 2022 was mainly due to increase in the sale of Services.

Particulars	FY 2021-22 (₹ in lakhs)	% of Total Revenue	FY 2020-21 (₹ in lakhs)	% of Total Revenue	% Increase in FY.2021-22
Sale of Licences	911.43	39.73%	881.16	41.73%	3.44%
Sale of Services	1382.15	60.27%	1230.65	58.27%	12.32%
<b>Total</b>	<b>2293.58</b>	<b>100.00%</b>	<b>2111.82</b>	<b>100.00%</b>	

**Other income**

In Fiscal 2022, Other Income had increased by ₹ 46.70 lakhs or 555.05 %, from ₹ 8.41 lakhs in Fiscal 2021 to ₹ 55.11 lakhs in Fiscal 2022. The increase was due to the increase in Interest income, Foreign Currency Fluctuation Gain & Miscellaneous Income.

**Purchase of Licenses**

Purchase of Licenses are primarily in relation to purchases Licenses for trading. In Fiscal 2022, Purchase of Licenses decreased by ₹19.24 lakhs or 2.64 %, from ₹729.35 in Fiscal 2021 to ₹710.12 in Fiscal 2022. The marginal decrease in purchase of Licenses was due to revenue from sale of Licenses is in line with the Fiscal 2021.

**Employee Benefit Expenses**

Our staff cost had increased by ₹135.73 lakhs or 17.30 %, from ₹784.74 lakhs in Fiscal 2021 to ₹ 920.47 lakhs in Fiscal 2022. This increase was mainly due to increase in number of employees & increase in Remuneration of employees in normal course of business.

**Finance Cost**

Finance cost during the year had decreased by ₹3.28 lakhs or 13.36 % from ₹ 24.54 lakhs in Fiscal 2021 to ₹21.26 in Fiscal 2022 due to increase in short term borrowing taken for working capital purposes.

**Depreciation and Amortization Expenses**

Depreciation expenses had increased by ₹3.88 lakhs from ₹36.19 lakhs in Fiscal 2021 to ₹ 32.31 lakhs in Fiscal 2022. This decreased was on account of Written down Value (WDV) Method of Depreciation.

**Other Expenses**

Other expenses had increased by ₹ 128.60 lakhs or 47.87 % from ₹ 268.65 lakhs in Fiscal 2021 to ₹ 397.25 lakhs in Fiscal 2022. The increase is due to the increase in Legal & Professional Fees, Office Rent, Office & General Expenses etc. for FY 2021-22.

**Profit before Tax**

Due to increase in our revenues, our Profit before tax had decreased by ₹9.47 lakhs or 3.42 % from ₹ 276.75 lakhs in Fiscal 2020 to ₹ 267.29 lakhs in Fiscal 2021.

**Profit after Tax**

After accounting for taxes at applicable rates, our Profit after Tax had increased by ₹ 20.30 lakhs or 10.47 %, from ₹ 193.83 lakhs in Fiscal 2021 to ₹ 214.13 lakhs in Fiscal 2022. The increase in profit after tax is due to increase in margin from sale of Licence, increase in sale of services & other income.

## Consolidated Cash Flows

(₹ in lakhs)

Particulars	Seven months Ended on	For the year ended March 31,		
	31.10.2023	2023	2022	2021
Net Cash from Operating Activities	362.67	252.16	(146.31)	229.54
Net Cash from Investing Activities	(140.92)	(151.95)	(45.88)	(67.30)
Net Cash used in Financing Activities	(186.50)	(79.70)	170.07	(193.31)
<b>Net Increase / (Decrease) in Cash and Cash equivalents</b>	35.24	20.51	(22.11)	(31.06)

### Cash Flows from Operating Activities

Net cash from operating activities in fiscal year 2023 was ₹252.16 lakhs as compared to the PBT of ₹ 551.16 lakhs for the same period. This difference is primarily on account of changes in trade receivables, trade payables, short term Loans & Advances, Other Current & Non-Current Assets, Other Current Liabilities.

Net cash outflow from operating activities in fiscal year 2022 was ₹ (146.31) lakhs as compared to the PBT of ₹ 267.29 lakhs for the same period. This difference is primarily on account of changes in trade receivables, trade payables, short term Loans & Advances, short term provisions, Other Current Liabilities, Other Current & Non-Current Assets.

Net cash from operating activities in fiscal year 2021 was ₹ 229.54 lakhs as compared to the PBT of ₹ 276.75 lakhs for the same period. This difference is primarily on account of changes in trade receivables, trade payables, provisions, Other Current & Non-Current Assets.

### Cash Flows from Investment Activities

In fiscal year 2023, the net cash invested in Investing Activities was ₹ 151.95 lakhs. This was on account of purchase of purchase of fixed assets, Interest Income & Dividend Income.

In fiscal year 2022, the net cash invested in Investing Activities was ₹ 45.88 lakhs. This was on account of purchase of fixed assets, Interest Income and Dividend Income.

In fiscal year 2021, the net cash invested in Investing Activities was ₹ 67.30 lakhs. This was on account of purchase of fixed assets, Interest Income & Dividend Income.

### Cash Flows from Financing Activities

Net cash from financing activities in fiscal year 2023 was negative ₹ 79.70 lakhs. This was on account of Proceeds from long term / short term borrowings, payment of dividend & Payment of interest.

Net cash from financing activities in fiscal year 2022 was ₹ 170.07 lakhs. This was on account of Proceeds from long term / short term borrowings & Payment of interest

Net cash from financing activities in fiscal year 2021 was negative ₹ 193.31 lakhs. This was on account of Payment of interest & Proceeds from long term / short term borrowings.

## OTHER MATTERS

- Unusual or infrequent events or transactions

Except as described in this Draft Prospectus, during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

- 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. 164 and 201 of this Draft Prospectus respectively, to our knowledge, there are no significant economic changes that materially affected or are likely to affect income from continuing Operations.

- 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 nos. 20 and 201 of this Draft 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.

- Future relationship between Costs and Income

Other than as described in the chapter titled "Risk Factors" beginning on page no.20 of this Draft 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.

- 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 projects and volume of business activity carried out by the Company.

- Total turnover of each major industry segment in which our Company operates.

Our Company is engaged in the business to develop customer-centric cyber security solutions (Assessment Services, IT Infrastructure Security consulting services, Hybrid IT Services & Solutions & Managed Security Services (MSS)Industry.Relevant industry data, as available, has been included in the chapter titled "Industry Overview" beginning on page no. 102 of this Draft Prospectus.

- Status of any publicly announced new products or business segments

Please refer to the chapter titled "Our Business" beginning on page no. 113 of this Draft Prospectus.

- The extent to which the business is seasonal.

Our business is not seasonal in nature

- The following table illustrates the concentration of our revenues among our top ten customers and top five suppliers on a consolidated basis.

(₹ in lakhs)

Particulars	April – October 2023		FY 2022-23		FY 2021-22		FY 2020-21	
	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue	Amount	% of Total Revenue
<b>Top 10 Customers</b>								
Concentrix Daksh Services India Pvt. Ltd.	111.93	4.07%	146.16	3.99%	200.27	8.73%	166.55	7.89%
National Payment Corporation of India	69.55	2.53%	260.68	7.12%	112.52	4.91%	82.98	3.93%
M.H. Alshaya Co. W.L.L.	74.64	2.72%	118.39	3.24%	267.93	11.68%	315.12	14.92%
Ramco System Ltd.	54.53	1.98%	194.56	5.32%	98.11	4.28%	13.72	0.65%
Niva Bupa Health Insurance Company Ltd.	46.90	1.71%	48.68	1.33%	346.82	15.12%	-	0.00%
Fullerton India Credit Company Ltd.	44.76	1.63%	50.96	1.39%	25.73	1.12%	59.30	2.81%
WNS Global Services Pvt. Ltd.	43.50	1.58%	76.14	2.08%	28.91	1.26%	67.98	3.22%
RSA Security and Risk Ireland Ltd.	29.23	1.06%	85.24	2.33%	63.23	2.76%	4.69	0.22%
NTT India Pvt. Ltd.	27.03	0.98%	28.66	0.78%	27.51	1.20%	67.52	3.20%
SBI Cards and Payment Services Ltd.	16.99	0.62%	34.69	0.95%	118.71	5.18%	36.76	1.74%
<b>Total</b>	<b>111.93</b>	<b>4.07%</b>	<b>146.16</b>	<b>3.99%</b>	<b>200.27</b>	<b>8.73%</b>	<b>166.55</b>	<b>7.89%</b>

(₹ in lakhs)

Particulars	FY April 2023-October 23	FY 2022-23	FY 2021-22	FY 2020-21
	Amount	Amount	Amount	Amount
<b>Top 5 Suppliers</b>				
Ivalue Infosolution Pvt Ltd	1,539.25	972.51	458.78	163.40
Technobind Solution Pvt Ltd	2.57	259.88	136.90	216.34
Technobind Solutions Singapore Pte Ltd.	-	-	108.94	203.23
Redington (India) Ltd.	175.47	154.09	-	-
Alstonia Consulting LLP	-	232.50	-	-
<b>Total</b>	<b>1,717.29</b>	<b>1,618.98</b>	<b>704.62</b>	<b>582.98</b>

**CAPITALIZATION STATEMENT**

**SATTRIX INFORMATION SECURITY LIMITED**  
**[Formerly Known as SATTRIX INFORMATION SECURITY PRIVATE LIMITED]**

**Annexure VII**

**Restated Statement of Capitalization**

(Amount in Rs. Lakhs)

Particular	Pre-issue	Post-issue*
	31st October 2023	
<b>Borrowings</b>		
Long Term Borrowings	18.10	[•]
Short term Borrowings	8.65	[•]
<b>Total Borrowings</b>	<b>26.75</b>	<b>[•]</b>
<b>Shareholders' Funds</b>		
Share Capital	500.00	[•]
Reserves and Surplus	912.82	[•]
<b>Total Shareholders' Funds</b>	<b>1,412.82</b>	<b>[•]</b>
<b>Long Term Borrowings/ Shareholders' Funds</b>	<b>0.01</b>	<b>[•]</b>
<b>Total Borrowings/ Shareholders' Funds</b>	<b>0.02</b>	<b>[•]</b>

\* Post issue figures have been voluntarily kept blank



Note:

The above has been computed on the basis of Restated Financials of the Company.

## FINANCIAL INDEBTEDNESS

*G. K. Choksi & Co.*  
Chartered Accountants

1201 - 901, North Tower, One42, Chhenaal Joshi Marg,  
Opp. Jayantlal Park BRTS, Off. Ambli BRTS Road, Ahmedabad 380 054.  
Dial : 91 - 79 - 6819 8900 - 901 ; E-mail : info@gkcco.com

## STATEMENT OF FINANCIAL INDEBTEDNESS

To,  
The Board of Directors,  
Satrix Information Security Limited (The "Company")  
28, Damubhai Colony,  
Bhattha, Paldi,  
Ahmedabad,  
Gujarat, 380007.

Dear Sir/Madam,

**Sub: Initial Public Offer of equity shares ("SME IPO") by Satrix Information Security Limited ("The Issuer")**

We, G. K. Choksi & Co, statutory auditor of the Company, based on our review of all relevant documents of the Company and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as at March 31, 2023 and October 31, 2023 are as mentioned below:

Nature of Borrowing	Amount in Rs.	
	Outstanding as on 31 <sup>st</sup> March 2023	Outstanding as on October 31, 2023
Secured Loan	1,13,48,744	26,75,288
Unsecured Loan	81,06,383	-
<b>Total</b>	<b>1,94,55,127</b>	<b>26,75,288</b>

## A. Secured Loans

Name of Lender	Purpose	Sanctioned Amount (Rs.)	Amount in Rs.	
			Outstanding as on 31 <sup>st</sup> March 2023	Outstanding as on October 31, 2023
ICICI Bank Limited	Vehicle Loan	10,05,960	2,58,768	1,22,660
ICICI Bank Limited	Vehicle Loan	27,40,000	-	25,52,628
ICICI Bank Limited	Working Capital	1,50,00,000	1,10,89,976	-
	<b>Subtotal</b>	<b>1,87,45,960</b>	<b>1,13,48,744</b>	<b>26,75,288</b>

## B. Unsecured Loans:

Name of Lender	Purpose	Re-Payment Terms	Amount in Rs.		
			Outstanding as on 31 <sup>st</sup> March 2023	Outstanding as on October 31, 2023	Rate of Interest
ICICI Bank Limited	Working Capital (OD Facility)	Repayable on demand	81,06,383	- (See Note Below)	Repo Rate + 4.5% Spread
	<b>Subtotal</b>		<b>81,06,383</b>	<b>-</b>	

Note - There is no overdrawn balance against the OD facility as on 31<sup>st</sup> October 2023.

FOR G. K. CHOKSI & CO.  
[Firm Registration No. 101895W]  
Chartered Accountants



*Rohit Choksi*  
ROHIT K. CHOKSI  
Partner

Mem. No. 031103

UDIN: 24031103BK D Q C 9 7435

Place : Ahmedabad  
Date : 24<sup>th</sup> January 2024

Branches : 70B, Raheja Chambers, Free Press Journal Road, Nariman Point, Mumbai - 400 021.  
Dial : 91 - 22 - 6632 4446  
514/515, Tolstoy House, Tolstoy Marg, Janpath, New Delhi - 110 001.  
Dial : 91 - 11 - 4371 7773 - 74  
'Surya Bhavan', Station Road, Petlad - 388 450. Dial : 91 - 2697 - 224 108  
E-mail : info@gkcco.com

## SECTION VIII – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATIONS AND MATERIAL DEVELOPMENTS

**Except as stated in this section, there are no:**

A. outstanding (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 and Promoters. Our Board, in its meeting held on January 24, 2024 has inter-alia adopted the materiality policy for purposes of disclosure of litigations in the Draft Prospectus and has determined that outstanding legal proceedings involving the Company, Directors and Promoters where the aggregate amount involved, in such individual litigation exceeds Rs. 1,00,000/- will be considered as material litigation (“Material Litigation”).

As per the materiality policy adopted by the Board of our Company in its meeting held on January 24, 2024 creditors of our Company to whom an amount in excess of Rs. 1,00,000/- as per the last audited financial statements was outstanding, were considered ‘material’ creditors. 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 Regulations have been disclosed on our website at <https://www.sattrix.com/>

**Our Company, Directors and Promoters have not been declared as wilful defaulters by the RBI or any government authority 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 (Other than Tax)

NIL

#### LITIGATION / PROCEEDINGS AGAINST OUR COMPANY

##### Criminal matters

NIL

##### Litigation / Proceedings Involving Actions by Statutory / Regulatory Authorities

NIL

##### Litigation involving Tax Liabilities

##### Direct Tax Liabilities

Assessment Year	Section	Amount	Particulars
NIL			



Indirect Taxes Liabilities

NIL

Other Pending Litigations

NIL

**CASES FILED BY OUR COMPANY**

Litigation Involving Criminal matters

Provision of Law	Forum	Amount Concerned	Particulars of Proceedings
NIL			

Litigation Involving Actions by Statutory/Regulatory Authorities

Provision of Law	Forum	Amount Concerned	Particulars of Proceedings
NIL			

**Litigation involving Tax Liabilities**

Direct Tax Liabilities

NIL

Indirect Tax Liabilities

NIL

Other Pending Litigations

Provision of Law	Forum	Amount Concerned	Particulars of Proceedings
NIL			

## LITIGATION INVOLVING OUR DIRECTORS AND PROMOTERS OF THE COMPANY

### LITIGATION AGAINST OUR DIRECTORS

#### Criminal matters

NIL

#### Litigation / Proceedings Involving Actions by Statutory/Regulatory Authorities

NIL

#### Litigation involving Tax Liabilities

##### Direct Tax Liabilities

NIL

##### Indirect Taxes Liabilities

NIL

#### Other Pending Litigations

NIL

### LITIGATION FILED BY OUR DIRECTORS

#### Litigation Involving Criminal matters

NIL

#### Litigation Involving Actions by Statutory/Regulatory Authorities

NIL

#### Litigation involving Tax Liabilities

##### Direct Tax Liabilities

NIL

##### Indirect Taxes Liabilities

NIL

#### 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 Draft 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 except in respect of income tax liabilities, in respect of which proceedings are pending, as disclosed hereinabove.

**Outstanding Dues to Creditors**

There are no disputes with such entities in relation to payments to be made to our Creditors. The details pertaining to amounts due towards such creditors are available on the website of our Company:

(₹ In Lakhs)

Particulars	Balance as on 31 <sup>st</sup> October, 2023
Total Outstanding dues to Micro, Small and Medium Enterprises	-
Total Outstanding dues to Creditors other than Micro and Small & Medium Enterprises	598.73

**Material developments occurring after last balance sheet date**

Except as disclosed elsewhere in this Draft 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 other objects clause, enable our Company to carry out its activities.*

### I. APPROVALS FOR THE ISSUE

1. The Board of Directors have, pursuant to Section 62(1)(c) and other applicable provisions of the Companies Act, 2013, by a resolution passed at its meeting held on January 24, 2024 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 special resolution passed in the extra ordinary general meeting held on February 5, 2024 authorized the Issue.
3. Approval dated [●] 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 INE0QUV01010.

### II. APPROVALS PERTAINING TO INCORPORATION, NAME AND CONSTITUTION OF OUR COMPANY

1. Certificate of Incorporation, dated September 16, 2013 issued by the Registrar of Companies, Ahmedabad, in the name of "Satrix Information Security Private Limited".
2. Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company dated November 07, 2023 issued to our Company by the Registrar of Companies, Ahmedabad consequent upon change of name of our Company from "Satrix Information Security Private Limited" to "Satrix Information Security Limited".
3. The Corporate Identity Number of the Company is U72200GJ2013PLC076845.

**INCORPORATION RELATED APPROVALS:**

Sr. No	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Certificate Of Incorporation	U72200GJ2013PTC076845.	Companies Act, 1956	Registrar of Companies, Ahmedabad	16/09/2013	Valid till cancelled
2	Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company	U72200GJ2013PLC076845	Companies Act, 2013	Registrar of Companies, Ahmedabad	07/11/2023	Valid till cancelled

**TAX RELATED APPROVALS**

Sr. No.	Description	Registration/ Approval/ Certificate Number	Issuing Authority	Date of Expiry
1.	Permanent Account Number (PAN)	AATCS6864L	Income Tax Department, Government of India	Valid until cancelled
2.	Tax Deduction Account Number (TAN)	AHMS24954G	Income Tax Department, Government of India	Valid until cancelled
3.	Goods and Service Tax Act, 2017	24AATCS6864L1ZG	Government of India	Valid Until Cancelled

**Business Related Certifications:**

Sr. No	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Registration Certificate of Establishment under Gujarat Shop & Establishment Act (Registered office and Administrative office) *	PII/CDRN/4000462/0272080	Shop and Establishments Act, 1958	Ahmedabad Municipal Corporation	16/10/2021	Valid till cancelled
2.	Udhyog Aadhar Registration Certificate (Small scale)	UDYAM-GJ-01-0006207	Micro, Small and Medium Enterprises Development	Ministry of Micro, Small and Medium	09/05/2023	Valid till cancelled

			Act,2006	Enterprises		
3.	Certificate of Enrolment for Professional Tax*	PEC015031487	Profession and Entertainment Tax, Gujarat Professional Tax Act, 1995	Professional tax officer	03/01/2014	Valid till cancelled
4.	Certificate of Registration for Professional Tax*	PRC015030072	Profession and Entertainment Tax, Gujarat Professional Tax Act, 1995	Professional tax officer	04/01/2014	Valid till cancelled
5.	Registration under Employees' Provident Funds (EPF)*	GJAHD1494822	Employees' Provident Funds & Miscellaneous Provisions Act,		16/07/2016	Valid till cancelled
6.	Registration under Employees' State Insurance Corporation (ESIC)*	37001082670000911	Employee's State Insurance Act, 1948		08/07/2016	Valid till cancelled

**Note:**


1. Except as mentioned in above table, there are no licenses or approvals applicable to Company M/s Sattrix Information Security Limited that has not been obtained.
2. Except as mentioned in above table, there are no licenses or approvals applicable to the Company that has been applied for but not yet received as of the current date."
3. The company has obtained all the necessary registrations, licenses, and approvals required to operate at various ports and carry out its business activities.

**Quality Certifications**

Sr. No	Nature of Registration/ License	Registration/ License No.	Applicable Laws	Issuing Authority	Date of Issue	Date of Expiry
1	Certificate of Compliance (Information Security Management System for following scope of activities: SOC, Cyber Security Assessment and Hybrid IT Services & Solutions)	IS 750256	Laws of UK	The British Standards Institution	14/07/2021	13/07/2024

\* The Process of change in name from Sattrix Information Security Private Limited to Sattrix Information Security Limited has been initiated by the Company and is in process by the respective departments and authorities.

**INTELLECTUAL PROPERTY RIGHTS RELATED APPROVALS**

Sr. No.	Logo	Date of Application	Trade Mark No.	Class	Status
1.		11/10/2023	6145901	42	Marked for Exam

**DOMAIN NAME:**

Sr. No.	Domain name and id	Customer ID	Registrant Name	Purchase date	Last renewal date	Next Renewal date
1	<a href="https://www.sattrix.com/">https://www.sattrix.com/</a>	68825488	Sachhin Gajjaer	22/08/2013	09/05/2023	08/05/2024

**INCORPORATION RELATED APPROVALS FOR SUBSIDIARIES:**

## i. Sattrix Information Security DMCC

Sr No.	Nature of Registration/ License	Registration/License No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation	DMCC139546	DMCC Companies Regulation,2020	Registrar of Companies, Dubai Multi Commodities Centre Authority (DMCCA)	20/09/2018	Valid till cancelled

## ii. Sattrix Information Security INC

Sr No.	Nature of Registration/ License	Registration/License No.	Applicable Laws	Issuing Authority	Date of issue	Date of Expiry
1.	Certificate of Incorporation	Delaware State File No. 7846393	Laws of Dalware	Secretary of State, Delaware	11/02/2020	Valid till cancelled

## SECTION IX- OTHER REGULATORY AND STATUTORY DISCLOSURES

### **Authority for the Issue**

Our Board of Directors have vide resolution dated January 24, 2024 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 Annual General Meeting held on February 5, 2024 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 [●] to use the name of BSE in this Issue Document for listing of equity shares on the SME platform of the BSE. BSE is the designated stock exchange.

### **Prohibition by SEBI or Other Governmental Authorities**

We confirm that our Company, Directors, Promoters, Promoter Group, person in control of our Company, are not prohibited from accessing 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 Draft Prospectus.

Neither our Promoters, nor any of our Directors or persons in control of our Company were or is a promoter, director or person in control of any other company which is debarred from accessing the capital market under any order or directions made by the SEBI or any other governmental authorities as on the date of this Draft Prospectus.

Further, there has been no violation of any securities law committed by any of them in the past and no such proceedings are currently pending against any of them.

Further, none of our Promoters or Directors are declared as fugitive economic offenders under Fugitive Economic Offenders Act, 2018.

### **Prohibition by RBI**

Neither our Company nor any of our Promoters or Directors or the Selling Shareholders 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, its Promoters and the Selling Shareholders are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018 (“SBO Rules”), to the extent applicable, as on the date of the Draft Prospectus.

### **Association with Securities Market**

None of our Directors are, in any manner, associated with the securities market and there has been no action initiated by SEBI against the Directors of our Company in the five years preceding the date of this Draft Prospectus.



## Eligibility for the Issue

- (A) 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.
- (B) 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:
- i. Neither our Company nor our Promoters, members of our Promoter Group or our Directors are debarred from accessing the capital markets by the SEBI.
  - ii. None of our Promoters or Directors is Promoters or Directors of companies which are debarred from accessing the capital markets by the SEBI.
  - iii. Neither our Company nor our Promoters or Directors is a wilful defaulter.
  - iv. None of our Promoters or Directors is a fugitive economic offender.
- (C) 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 ", in this case being the SME Platform of BSE).
- (D) In accordance with regulation 260 of the SEBI (ICDR) Regulations, this Issue will be 100% underwritten and shall not restrict to the minimum subscription level. The LM shall underwrite at least 15% of the total issue size.
- (E) In accordance with Regulation 268(1) of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed allottees in the Issue is greater than or equal to fifty, otherwise, the entire application money will be refunded forthwith. If such money is not repaid within eight days from the date our company becomes liable to repay it, then our company and every officer in default shall, on and from expiry of eight days, be liable to repay such application money, with interest as prescribed under section 40 of the Companies Act, 2013.
- (F) In accordance with Regulation 246 of the SEBI (ICDR) Regulations, we have filed draft offer document with SEBI as well as stock exchange (s). However, Board shall not issue any observation pursuant to Regulation 246(2) of the SEBI (ICDR) Regulations.
- (G) In accordance with Regulation 261 of the SEBI ICDR Regulations, we have entered into an agreement with the Lead Manager and Market Maker to ensure compulsory market making for the minimum period of three years from the date of listing of equity shares offered in this issue. For further details of the As per Regulation 229 (3) of the SEBI ICDR Regulations, our Company satisfies track record and/or other eligibility conditions of SME platform of the BSE in accordance with the Restated Standalone Financial Statements, prepared in accordance with the Companies Act and restated in accordance with the SEBI ICDR Regulations as below:

The Net worth and Cash accruals (Earnings before depreciation and tax) from operation of the Company as per the Consolidated Restated Financial statements for the **for the financial year ended 31<sup>st</sup> March, 2023** & for the seven-month ended 31<sup>st</sup> October, 2023 is as set forth below:

(₹ In lakhs)

Particulars	For the Seven Months Ended 31 <sup>st</sup> October, 2023	For the financial year ended 31st March, 2023
Net Worth*	1412.82	1194.02
Cash Accruals**	328.21	567.80
Net Tangible Assets***	1127.44	1066.51

\*Net Worth has been defined as the aggregate of the paid up share capital, share application money (excluding the portion included in other current liabilities) and reserves and surplus excluding miscellaneous expenditure, if any.)

\*\*Cash accruals has been defined as the Earnings before depreciation and tax.

\*\*\* Net Tangible Assets has been defined as Total assets less Intangible assets/ Intangible assets under development & Total liabilities.

10. The track record of the Company as per the Restated financial statements for the Seven Months Ended 31<sup>st</sup> October, 2023 and financial year ended March 31, 2023, 2022 and 2021 is as set forth below:

(₹ In lakhs)

Particulars	Seven Months Ended	For the financial year ended 31st March		
	31 <sup>st</sup> October, 2023	2023	2022	2021
Profit After Tax	216.42	400.12	214.13	193.83

- 1) Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).
- 2) 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.
- 3) There has been no change in the Promoters of the Company in the preceding one year from date of filing application to BSE for listing on SME segment.
- 4) Our company has entered into an agreement with both the depositories in order to facilitate mandatory trading of securities in demat form.
- 5) No material regulatory or disciplinary action has been taken by any stock exchange or regulatory authority in the past three years against the Company.
- 6) We have a website: [www.sattrix.com](http://www.sattrix.com)

(H) 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 SME platform of the BSE. BSE is the Designated Stock Exchange.
- Our Company has entered into an agreement dated August 10, 2023 with NSDL and agreement dated August 25, 2023 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.

- The entire pre-Issue capital of our Company has shares fully paid-up Equity Shares and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.
- The entire Equity Shares held by the Promoters are in dematerialized form.

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 details, please refer the chapter “*Objects of the Issue*” on page no. 77 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.

We further confirm that we shall be complying with all other requirements as laid down for such offer 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.

#### **DISCLAIMER CLAUSE OF SEBI**

**IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT 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 ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE OFFER DOCUMENT. THE LEAD MERCHANT BANKER ISK ADVISORS PRIVATE 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 ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT 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, ISK ADVISORS PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018**

**THE FILING OF THIS DRAFT 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 THIS DRAFT PROSPECTUS.**

**Note:**

All legal requirements pertaining to the Issue will be complied with at the time of registration of the Draft 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 Draft 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 Draft 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 Draft 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 Ahmedabad 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 Draft Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of the Draft 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 vide its letter dated [●] given permission to "Satrix Information Security Limited" to use its name in the Offer Document as the Stock Exchange on whose 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 investors are informed to take the decision to invest in the equity shares of the Company only after making their own independent enquiries, investigation and analysis. The price at which the equity shares are offered by the Company is determined by the Company in consultation with the Merchant Banker (s) to the issue and the Exchange has no role to play in the same and it should not for any reason be deemed or construed that the contents of this offer document have been cleared or approved by BSE. Every person who desires to apply for or otherwise acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against 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. 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 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 SME platform and the related services are subject to Indian laws and Courts exclusively situated in Mumbai".

### **Listing**

Application have been made to SME Platform of BSE for obtaining permission for listing of the Equity Shares being offered and sold in the issue on its SME Platform 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 SME Platform is not granted by BSE, our Company shall forthwith repay, without interest, all moneys received from

the applicants in pursuance of the Draft 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 SME Platform of BSE mentioned above are taken within 6 Working Days of the Issue Closing Date.

The Company has obtained approval from BSE vide letter dated [●] to use the name of BSE in this Offer document for listing of equity shares on SME Platform of BSE.

### **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 Underwriters to act in their respective capacities, have been obtained and shall be filed along with a copy of the Draft 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 Draft Prospectus for registration with the RoC.

*\*The aforesaid will be appointed prior to filing of the Draft Prospectus with ROC and their consents as above would be obtained prior to the filing of the Draft Prospectus with ROC.*

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations, M/s. G. K. CHOKSI & CO., Chartered Accountants has provided their written consent to the inclusion of their reports dated January 24, 2024 on Restated Financial Statements and to the inclusion of their reports date January 24, 2024 on Statement of Tax Benefits, which may be available to the Company and its shareholders, included in this Draft Prospectus in the form and context in which they appear therein and such consents and reports have not been withdrawn up to the time of filing of this Draft 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 M/s. G. K. CHOKSI & CO., Chartered Accountants has to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Draft 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 January 24, 2024, and on the Restated Financial Statements dated January 24, 2024 and issued by them, included in this Prospectus and such consent has not been withdrawn as on the date of this Draft 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. 63 of this Draft 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.

We have two subsidiaries as on date of this Draft Prospectus:

- (1) Satrix Information Security Inc (USA)
- (2) SATTRIX INFORMATION SECURITY DMCC (UAE)

For further, details of two subsidiaries our Please refer heading “GROUP ENTITIES OF OUR COMPANY” beginning on Page no 160.

## **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 Subsidiaries / Promoters**

None of our Subsidiaries / Promoters is listed on any Stock Exchange and not made any rights and public issues in the past five (5) years.

## **OUTSTANDING DEBENTURES, BONDS, REDEEMABLE PREFERENCE SHARES AND OTHER INSTRUMENTS ISSUED BY THE COMPANY**

The Company has no outstanding debentures or bonds. The Company has not issued any redeemable preference shares or other instruments in the past.

**Price Information of past issues handled by the Lead Manager**

**TABLE 1:**

Sr. No.	Issuer Name	Issue Size (In Cr.)	Issue Price (Rs.)	Listing Date	Closing Price on Listing Date (in ₹)	Price as on date of DRHP	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Advait Infratech Limited (SME IPO) (Now Migrated to main board)	6.89	51	September 28, 2020	51.55	1199.85	0.98%, (+5.11%)	2.65%, (+23.67%)	1.96%, (29.03%)
2	Maruti Interior Products Limited (SME IPO)	11.00	55	February 16, 2022	71.90	89.00	7.27%, (-0.23%)	33.36%, (-6.34%)	171.73%, (+2.53%)
3	Technopack Polymers Limited (SME IPO)	7.865	55	Nov 16, 2022	77.70	71.00	79.45%, (-1.04%)	95.53%, (-1.53%)	63.36%, (+0.59%)
4	Sealmatic India Limited (SME IPO)	56.24	225	March 1, 2023	236.25	590.00	-9.49%, (-0.71%)	37.58%, (+5.99%)	164.62%, (+9.40%)
5	Magson retail and distribution limited (SME IPO)	13.74	65	July 6, 2023	91.15	86.00	30.77%, (+0.10%)	36.77%, (-0.31%)	84.62%, (11.12%)
6.	Sadhav Shipping Limited	38.18	95	March 1, 2024	141.78	171.00	-	-	-

**Note:**



- 1) The respective Designated Stock Exchange for each Issue has been considered as the Benchmark index for each of the above Issues.
- 2) In the event any day falls on a holiday, the price/index of the immediately preceding working day has been considered. If the stock was not traded on the said calendar days from the date of listing, the share price is taken of the immediately preceding trading day.
- 3) Advait Infratech Limited is migrated to Main Board.
- 4) Maruti Interior Products Limited's share price is after Bonus issue of 1: 1.

### Summary Statement of Disclosure

FY	Total No. of IPO's	Total amount of funds raised (Rs. In Lakhs)	No. of IPOs trading at discount- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium- 30 <sup>th</sup> calendar days from listing			No. of IPOs trading at discount- 180 <sup>th</sup> calendar days from listing			No. of IPOs trading at premium- 180 <sup>th</sup> calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2020-2021	1	688.50	-	-	-	-	-	1	-	-	-	-	-	1
2021-2022	1	1100	-	-	-	-	-	1	-	-	-	1	-	-
2022-2023	2	6410.6	-	-	1	1	-	-	-	-	-	2	-	-
2023-24	1	1374.10	-	-	-	-	1	-	-	-	-	1	-	-

\*Upto date of this Draft prospectus

### Track record of past issues handled by the Lead Manager

For details regarding the track record of the ISK Advisors Private Limited, as specified under Circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer to the website of ISK Advisors Private Limited at [www.iskadvisors.com](http://www.iskadvisors.com)

### DISPOSAL OF INVESTOR GRIEVANCES

#### Mechanism for Redressal of Investor Grievances

The agreement between the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three years from the last date of dispatch of the letters of allotment and demat credit to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

The Company has appointed Bigshare Services Private Limited as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company. All grievances relating to the present Issue may be addressed to the Registrar with a copy to the 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 November 9, 2023 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
Mr. Abhishek Madanlal Binaykia	Non-Executive Independent Director	Chairman
Mr. Ashish Kashi Parekh	Non-Executive Independent Director	Member
Mrs. Ronak Sachin Gajjar	Whole time Director	Member

For further details, please see the chapter titled “Our Management” beginning on page no. 139 of this Draft Prospectus.

Our Company has also appointed Ms. Rina Kumari, as the Compliance Officer for the Issue and he may be contacted at the Registered Office of our Company

**Ms. Rina Kumari**

**Address:** A/2, Ankleswariya Society, Near Police Commissioner Office, Shahibaug, Ahmedabad, Gujarat-380004

**Tel No:** +91 87358 25247

**Email:** [cs@satrix.com](mailto:cs@satrix.com)

**Website:** <https://www.satrix.com>

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 Draft Prospectus and hence there are no pending investor complaints as on the date of this Draft Prospectus.

We do not have any group company or subsidiary therefore, our Group Companies and our Subsidiaries are not listed on any stock exchange.

**DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT**

As on the date of This Prospectus, we do not have any listed Group Companies.

## SECTION X – ISSUE RELATED INFORMATION

### TERMS OF THE ISSUE

*The Equity Shares being issued are subject to the provisions of the Companies Act, SEBI (ICDR) Regulations, SEBI Listing Regulations, SCRA, SCRR, our Memorandum and Articles of Association, the terms of this Draft Prospectus, the Draft 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) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019 and circular (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, the circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 and any subsequent circulars issued by SEBI in this regard, SEBI has introduced an alternate payment mechanism using Unified Payments Interface (UPI) and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for RIIs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019. With effect from July 1, 2019, with respect to Application by retail individual investors through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applicants with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, the final reduced timeline will be made effective using the UPI Mechanism for applications by retail individual investors (“UPI Phase III”), as may be prescribed by SEBI.*

*Further vide the said circular Registrar to the Issue and Depository Participants have been also authorized to collect the Application forms. Investor may visit the official website of the concerned for any information on operationalization of this facility of form collection by the Registrar to the Issue and Depository Participants as and when the same is made available.*

#### **Authority for the Present Issue**

This Issue has been authorized by a resolution of our Board passed at their meeting held on January 24, 2024 subject to the approval of shareholders through a special resolution to be passed pursuant to Section 62 (1) (c) of the Companies Act, 2013. The shareholders have authorized the Issue by a special resolution in accordance with Section 62 (1) (c) of the Companies Act, 2013 passed at the EGM of our Company held on February 5, 2024.

## Ranking of Equity Shares

The Equity Shares being issued shall be subject to the provisions of the Companies Act, 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.281 of this Draft 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, 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. 163 and 281 of this Draft Prospectus.

## Face Value and Issue Price

The Equity Shares having a face value of ₹ 10 each are being issued in terms of this Draft Prospectus at the price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share. The Issue Price is determined by our Company in consultation with the Lead Managers and is justified under the chapter titled "*Basis for Issue Price*" beginning on page no. 92 of this Draft Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

## Compliance with SEBI (ICDR) Regulations, 2018

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## Compliance with Disclosure and Accounting Norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

## Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity shareholders shall have the following rights:

- ✓ Right to receive dividend, if declared;
- ✓ Right to receive Annual Reports and notices to members;
- ✓ Right to attend general meetings and exercise voting rights, unless prohibited by law;
- ✓ Right to vote on a poll either in person or by proxy 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" beginning on page no. 281 of this Draft 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 Regulations, 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 August 10, 2023 between our Company, NSDL and the Registrar and Share Transfer Agent to the Issue.
- 2) Tripartite agreement dated August 25, 2023 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 [●] 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 SME Platform (SME platform of BSE) from time to time by giving prior notice to investors at large. Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Share subject to a minimum allotment of [●] 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 unblocked/refunded within 3 Working days of closure of issue.

### **Jurisdiction**

Exclusive jurisdiction for the purpose of this Issue is with the competent courts / authorities in Ahmedabad, Gujarat.

The Equity Shares have not been and will not be registered under the U.S Securities Act, 1933 or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

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

### **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 Managers, 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 Managers, 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.

## ISSUE PROGRAMME

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

Event	Indicative Date
Issue Opening Date	[●]
Issue Closing Date	[●]
Finalisation of Basis of Allotment with the Designated Stock Exchange	[●]
Initiation of Allotment / Refunds / Unblocking of Funds from ASBA Account or UPI Id Linked Bank Account	[●]
Credit of Equity Shares to demat accounts of Allottees	[●]
Commencement of trading of the Equity Shares on the Stock Exchange	[●]

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for retail and non-retail Applicants. The time for applying for Retail Individual Applicants on Issue Closing Date maybe extended in consultation with the LM, RTA and BSE SME taking into account the total number of applications received up to the closure of timings.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Applicants are advised to submit their applications one (1) day prior to the Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Issue Closing Date. Any time mentioned in this Draft Prospectus is IST.

Applicants are cautioned that, in the event a large number of Application Forms are received on the Issue Closing Date, as is typically experienced in public issues, some Application Forms may not get uploaded due to the lack of sufficient time. Such Application Forms that cannot be uploaded will not be considered for allocation under this Issue. Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holidays). Neither our Company nor the LM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI (ICDR) Regulations, QIBs and Non-Institutional Applicants are not allowed to withdraw or lower the size of their Application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Retail Individual Applicants can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Retail Individual Applicants, in this Issue will be on a proportionate basis. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Applicant, the details as per the file received from Stock may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.



\*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) for cancelled/ withdrawn/ deleted ASBA Forms, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges Applying platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Applicant shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Application Amount, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Application, exceeding four Working Days from the Issue

Closing Date, the Applicant shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the SCSB responsible for causing such delay in unblocking. The post Issue LM shall be liable for compensating the Applicant at a uniform rate of ₹ 100 per day or 15% per annum of the Application Amount, whichever is higher from the date of receipt of the Investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, as amended pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 shall be deemed to be incorporated in the deemed agreement of the Company with the SCSBs to the extent applicable

### **Minimum Subscription**

The requirement for 90% minimum subscription is not applicable to Issues under chapter IX of the SEBI ICDR Regulations.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through the Draft Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000 (Rupees One Lac) per application.

As per Section 39 of the Companies Act, 2013, if the minimum stated amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Draft Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the issue including devolvement of Underwriter, if any, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight (8) working days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI ICDR Regulations, the Companies Act 2013 and applicable law.

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size of [●] 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 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, Promoter' Contribution and the public lock-in as provided in "*Capital Structure*" beginning on page no. 63 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. 281 of this Draft Prospectus.

### **New Financial Instruments**

As on the date of this Draft Prospectus, there are no outstanding warrants, new financial instruments or any rights, which would entitle the shareholders of our Company, including our Promoter, to acquire or receive any Equity Shares after the Issue.

### **Allotment of Securities in Dematerialised Form**

In accordance with the SEBI ICDR Regulations, 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**

As per the provisions of the Chapter IX of the SEBI (ICDR) Regulation, 2018, our Company may migrate to the main board of BSE from the SME Exchange on a later date subject to the following:

If the Paid-up Capital of the company is likely to increase above Rs. 25 crores by virtue of any further issue of capital by way of rights, preferential issue, bonus issue etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the company has obtained in-principal approval from the main board), we shall have to apply to BSE for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.

If the Paid-up Capital of the company is more than Rs. 10 crores but below Rs. 25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

## **Market Making**

The shares offered through this Issue are proposed to be listed on the SME Platform of BSE (BSE SME), wherein the Lead Manager to this Issue shall ensure compulsory Market Making through the registered Market Makers of the SME Exchange for a minimum period of 3 (three) years from the date of listing on the SME platform of BSE.

For further details of the agreement entered into between the Company, the Lead Manager and the Market Maker please refer to section titled "*General Information - Details of the Market Making Arrangements for this Issue*" on page 53 of this Draft Prospectus.

## ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (2) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post issue paid up capital is more than or equal to ten crore rupees but less than twenty five crore rupees, shall issue shares to the public and propose to list the same on the Small and Medium Enterprise Exchange ("SME Exchange", in this case being the BSE SME i.e. SME platform of BSE). For further details regarding the salient features and terms of such an issue please refer chapter titled "Terms of the Issue" and "Issue Procedure" on page 233 and 244 of this Draft Prospectus.

Following is the issue structure:

*Initial Public Issue of up to 18,00,000 Equity Shares of Rs. 10 each (the "Equity Shares") for cash at a price of ₹ [●] per Equity Share (including a Share Premium of ₹ [●] per Equity Share), aggregating up to Rs. [●] Lakhs ("the Issue") by the issuer Company (the "Company").*

*The Issue comprises a reservation of up to 92,000 Equity Shares of Rs. 10 each for subscription by the designated Market Maker ("the Market Maker Reservation Portion") and Net Issue to Public of up to 17,08,000 Equity Shares of Rs. 10 each ("the Net Issue"). The Issue and the Net Issue will constitute 26.47 % and 25.12%, 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	17,08,000 equity Shares	92,000 equity Shares
Percentage of Issue Size available for allocation	94.89% of the Issue Size	5.11% of the Issue Size
Basis of Allotment	Proportionate subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares each.	Firm Allotment
Mode of Application	<p><u>For Other than Retail Individual Investors:</u></p> <p>All the applicants shall make the application (Online or Physical) through ASBA process</p> <p><u>For Retail Individuals Investors:</u></p> <p>Through the ASBA Process or by using UPI ID for payment</p>	Through ASBA Process Only
Minimum Application Size	<p><i>For QIB and NII:</i></p> <p>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value exceeds ₹ 2,00,000.</p> <p><i>For Retail Individuals:</i></p>	92,000 equity Shares

Particulars of the Issue	Net Issue to Public	Market Maker Reservation Portion
	[●] Equity Shares	
Maximum Application Size	<p><i>For QIB and NII:</i></p> <p>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Size does not exceed 17,08,000 equity Shares.</p> <p><i>For Retail Individuals:</i></p> <p>Such number of Equity Shares in multiples of [●] Equity Shares such that the Application Value does not exceed ₹ 2,00,000.</p>	92,000 equity Shares
Mode of Allotment	Dematerialized Form	Dematerialized Form
Trading Lot	[●] Equity Shares	[●] 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 will be payable at the time of submission of the Application Form.	
Application Lot Size	[●] Equity Share and in multiples of [●] Equity Shares thereafter	

**Note:**

- Since present issue is a fixed price issue, the allocation in the net issue to the public category in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 shall be made as follows:
  - a) Minimum fifty per cent to retail individual investors; and
  - b) Remaining to:
    - (i) individual applicants other than retail individual investors; and
    - (ii) other investors including corporate bodies or institutions, irrespective of the number of specified securities applied for;

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

- *In case of ASBA Applicants, the SCSB shall be authorised to block such funds in the bank account of the ASBA Applicant (including retail applicants applying through UPI mechanism) that are specified in the Application Form. SCSBs applying in the Issue must apply through an ASBA Account maintained with any other SCSB*

### **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:

<b>Issue Price (in ₹ )</b>	<b>Lot Size (No. of shares)</b>
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 Managers, 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.

## ISSUE PROCEDURE

All Applicants should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI (“General Information Document”) and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section “PART B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/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 as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Additionally, all Applicants may refer to the General Information Document for information, in addition to what is stated herein, in relation to (i) category of Applicants eligible to participate in the Issue; (ii) maximum and minimum Application size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Applicants and Retail Individual Investors applying through the United Payments Interface channel; (v) issuance of Confirmation of Allocation Note (“CAN”) and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the Application Form); (vii) Designated Date; (viii) disposal of Applications; (ix) submission of Application Form; (x) other instructions (limited to joint Applications in cases of individual, multiple Applications and instances when an Application would be rejected on technical grounds); (xi) applicable provisions of Companies Act, 2013 relating to punishment for fictitious Applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.

With effect from July 01, 2019, with respect to Applications by RIIs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Applications with existing timeline of T+6 days will continue for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”), Further pursuant to SEBI Circular SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 UPI Phase II was extended till March 31, 2020. Further, pursuant to SEBI Circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 UPI Phase II was extended till further notice by SEBI.

Please note that the information stated/covered in this section may not be complete and/or accurate and as such would be subject to modification/change. Our Company and Lead Manager do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General

Information Document. Our Company and Lead Manager would not be able to include any amendment, modification or change in applicable law, which may occur after the date of the Draft 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 Draft Prospectus.

This section applies to all the Applicants, please note that all the Applicants are required to make payment of the full Application Amount along with the Application Form.

#### ***Phased implementation of Unified Payments Interface***

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 and circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019 (collectively the "UPI Circulars") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circulars, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six working days to up to three working days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the UPI Circular proposes to introduce and implement the UPI Mechanism in three phases in the following manner:

**Phase I:** This phase has become applicable from January 1, 2019 and was 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 i.e with effect from July 01, 2019 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. This Phase is further extended till March 31, 2020. As per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2 dated March 30, 2020, the UPI Phase II will continue until further notice by SEBI.

**Phase III:** Subsequently, the time duration from public issue closure to listing would be reduced to be three Working Days under this Phase and the implementation of this phase is yet to be notified by SEBI.

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.



## FIXED PRICE ISSUE PROCEDURE

The Issue is being made in compliance with the provisions of Reg. 229(1) of Chapter IX of the SEBI (ICDR) Regulations, 2018 and through the Fixed Price Process wherein 50% of the Net Issue to Public is being offered to the Retail Individual Applicants and the balance shall be offered to Non Retail Category i.e. QIBs and Non-Institutional Applicants. However, if the aggregate demand from the Retail Individual Applicants is less than 50%, then the balance Equity Shares in that portion will be added to the non-retail portion offered to the remaining investors including QIBs and NIIs and vice-versa subject 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 Managers 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 Beneficiary Account Number 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.**

## APPLICATION FORM

Retail Individual Applicants can submit their Applications by submitting Application Forms, in physical form or in electronic mode, to the members of the Syndicate, the sub-Syndicate, the SCSBs, the Registered Brokers, Registrars to an Issue and Share Transfer Agents and Depository Participants.

Application Forms will be available with the Syndicate/sub-Syndicate members, SCSBs and at our Registered Office. In addition, the Application Forms will also be available for download on the website of the Company, Lead Manager and Stock Exchange, Emerge ([www.bseindia.com](http://www.bseindia.com)), at least one day prior to the Issue Opening Date.

All Applicants shall mandatorily participate in the Issue only through the ASBA process. ASBA Applicants must provide bank account details and authorization to block funds in the relevant space provided in the Application Form or alternatively, the Retail. Individual Applicants wishing to apply through UPI Channel, may provide the UPI ID and validate the blocking of the funds and the Application Forms that do not contain such details are liable to be rejected. For further details on the UPI Channel please refer SEBI circular Ref: SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018.

Applicants shall ensure that the Applications are made on Application Forms bearing the stamp of a member of the Syndicate or the Registered Broker or the SCSBs or Registrars to an Issue and Share Transfer Agents or Depository Participants, as the case may be, submitted at the Collection centres only (except in case of electronic Application Forms) and the Application Forms not bearing such specified stamp are liable to be rejected.

Pursuant to SEBI Circular dated January 1, 2016 and bearing no. CIR/CFD/DIL/1/2016, the Application Form has been standardized. Also, please note that pursuant to SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 investors in public issues can only invest through ASBA mode. The prescribed colours of the Application Form for various investors applying in the

Issue are as follows:

Category	Colour <sup>(1)</sup>
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	Orange

<sup>(1)</sup> excluding electronic Application Form

Designated Intermediaries (other than SCSBs) after accepting application form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Application Forms to respective SCSBs where the Applicants has a bank account and shall not submit it to any non- SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the application form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Applicants shall only use the specified Application Form for making an Application in terms of the Draft Prospectus.

The Application Form shall contain information about the Applicant and the price and the number of Equity Shares that the Applicants wish to apply for. Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Applicants are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed application form to any of the following intermediaries

(Collectively called – Designated Intermediaries’)

- i) an SCSB, with whom the bank account to be blocked, is maintained
- ii) a syndicate member (or sub-syndicate member)
- iii) 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’)
- iv) a depository participant (‘DP’) (whose name is mentioned on the website of the stock exchange as eligible for this activity)
- v) a registrar to the issue and share transfer agent (RTA ‘) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as ‘Intermediaries’), and intending to use UPI, shall also enter their UPI ID in the application form.

The aforesaid 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.

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:</b>	After accepting the Bid cum Application Form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange(s). Post uploading, they shall forward a schedule as per prescribed format along with the application forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
<b>For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment</b>	After accepting the Bid cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange.  Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds.  Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Upon completion and submission of the Application Form to Application Collecting intermediaries, the Applicants have deemed to have authorized our Company to make the necessary changes in the Prospectus, without prior or subsequent notice of such changes to the Applicants.

#### **Availability of Draft Prospectus and Application Forms**

The Application Forms and copies of the Draft Prospectus may be obtained from the Registered Office of our Company, (Lead Manager to the Issue as mentioned in the Application Form. The application forms may also be downloaded from the website of BSE i.e. [www.bseindia.com](http://www.bseindia.com).

#### **Who Can Apply?**

Each Applicant should check whether it is eligible to apply under applicable law, rules, regulations, guidelines and policies. Subject to the above, an illustrative list of Applicants is as follows:

- a) Indian nationals' resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid Demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);

- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: —Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) Mutual Funds registered with SEBI;
- e) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- f) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- g) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- h) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- i) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant's category;
- j) Venture Capital Funds and Alternative Investment Fund  
(I) registered with SEBI; State Industrial Development Corporations;
- k) Foreign Venture Capital Investors registered with the SEBI;
- l) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- m) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- n) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- o) Provident Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- p) Pension Funds with minimum corpus of Rs. 25 Crores and who are authorized under their constitution to hold and invest in equity shares;
- q) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- r) Insurance funds set up and managed by army, navy or air force of the Union of India;
- s) Multilateral and bilateral development financial institution;

- t) Eligible QFIs;
- u) Insurance funds set up and managed by army, navy or air force of the Union of India;
- v) Insurance funds set up and managed by the Department of Posts, India;
- w) Any other person eligible to apply in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

**Applications not to be made by:**

1. Minors (except through their Guardians)
2. Partnership firms or their nominations
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies

**As per the existing regulations, OCBs are not eligible to participate in this Issue. The RBI has however clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as 138 incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No.20/2000-RB dated May 3, 2000 under FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of RBI if the investment is through Automatic Route on case by case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.**

**Maximum and Minimum Application Size**

The applications in this Issue, being a fixed price issue, will be categorized into two;

**a) For Retail Individual Applicants:**

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] 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 [●] Equity Shares thereafter. Application cannot be submitted for more than the Issue 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 Issue shall not be made public during the Issue 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.

Applicants are advised to ensure that any single Application from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.

The above information is given for the benefit of the Applicants. The Company and the LMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft 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.

#### Information for the Applicants

- a) Our Company shall file the Draft Prospectus with the ROC at least three working days before the Issue Opening Date.
- b) Our Company shall, after registering the Draft Prospectus with the ROC, make a pre-Issue 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- Issue advertisement, our Company and the Lead Managers shall advertise the Issue Opening Date, the Issue 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 Managers, 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 Issue 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.**

#### Participation by associates and affiliates of the Lead Managers

The Lead Managers shall not be allowed to subscribe to this Issue in any manner except towards fulfilling their underwriting obligations. However, the associates and affiliates of the Lead Managers may subscribe to Equity Shares in the Issue in non-Retail Portion, where the allocation is on a proportionate basis.

### **Applications by Mutual Funds**

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form. Failing this, our Company reserves the right to reject the Application without assigning any reason thereof.

Applications made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Applications are made.

**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.**

**No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.**

### **Applications by Eligible NRIs**

NRIs may obtain copies of Application Form from the offices of the Lead Managers and the Designated Intermediaries. Eligible NRI Applicants applying on a repatriation basis by using the Non-Resident Forms should authorize their SCSB to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") ASBA Accounts, and eligible NRI Applicants applying on a non-repatriation basis by using Resident Forms should authorize their SCSB to block their Non-Resident Ordinary ("NRO") accounts for the full Application Amount, at the time of the submission of the Application Form.

Eligible NRIs applying on non-repatriation basis are advised to use the Application Form for residents (white in colour).

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents (blue in colour).

### **Applications by FPI and FIIs**

In terms of the SEBI FPI Regulations, any qualified foreign investor or FII who holds a valid certificate of registration from SEBI shall be deemed to be an FPI until the expiry of the block of three years for which fees have been paid as per the SEBI FII Regulations. An FII or a sub-account may participate in this Issue, in accordance with Schedule 2 of the FEMA Regulations, until the expiry of its registration with SEBI as an FII or a sub-account. An FII shall not be eligible to invest as an FII after registering as an FPI under the SEBI FPI Regulations. Further, a qualified foreign investor who had not obtained a certificate of registration as and FPI could only continue to buy, sell or otherwise deal in securities until January 6, 2015. Hence, such qualified foreign investors who have not registered as FPIS under the SEBI FPI Regulations shall not be eligible to participate in this Issue.

In case of Applications made by FPIs, a certified copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached to the Application Form, failing which our Company reserves the right to reject any application without assigning any reason. An FII or sub account may, subject to payment of conversion fees under the SEBI FPI Regulations, participate in the Issue, until the expiry of its registration as a FII or sub-account, or until it obtains a

certificate of registration as FPI, whichever is earlier. Further, in case of Applications made by SEBI-registered FIIs or sub-accounts, which are not registered as FPIs, a certified copy of the certificate of registration as an FII issued by SEBI is required to be attached to the Application Form, failing which our Company reserves the right to reject any Application without assigning any reason.

In terms of the SEBI FPI Regulations, the Issue of Equity Shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10.00% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10.00% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24.00% of the paid-up Equity Share capital of our Company. The aggregate limit of 24.00% may be increased up to the sectorial cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholder of our Company and subject to prior intimation to RBI. In terms of the FEMA Regulations, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. The existing individual and aggregate investment limits an FII or sub account in our Company is 10.00% and 24.00% of the total paid-up Equity Share capital of our Company, respectively.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III foreign portfolio and unregulated broad based funds, which are classified as Category II foreign portfolio investor by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with know your client' norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by or on behalf of it to any persons that are not regulated by an appropriate foreign regulatory authority.

FPIs who wish to participate in the Issue are advised to use the Application Form for Non-Residents (Orange in color).

### **Applications by SEBI registered VCFs, AIFs and FVCIs**

The SEBI FVCI Regulations and the SEBI AIF Regulations inter-alia prescribe the investment restrictions on the VCFs, FVCIs and AIFs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among others, the investment restrictions on AIFs.

The holding by any individual VCF registered with SEBI in one venture capital undertaking should not exceed 25% of the corpus of the VCF. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering.

The category I and II AIFs cannot invest more than 25% of the corpus in one Investee Company. A category III AIF cannot invest more than 10% of the corpus in one Investee Company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its corpus by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the



VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the VCF Regulation until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

All FIIs and FVCIs should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of Bank charges and commission.

**Our Company or the Lead Managers will not be responsible for loss, if any, incurred by the Applicant on account of conversion of foreign currency.**

**There is no reservation for Eligible NRIs, FPIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.**

**All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.**

#### **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 this, our Company reserves the right to reject any Application without assigning any reason thereof.

#### **Applications by Insurance Companies**

In case of Applications made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the Application Form. Failing this, our 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, are broadly set forth below:

- 1) equity shares of a company: the least of 10.00% of the investee company's subscribed capital (face value) or 10.00% of the respective fund in case of life insurer or 10.00% of investment assets in case of general insurer or reinsurer;
- 2) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and
- 3) the industry sector in which the investee company belong to: not more than 15% of the fund of a life insurer or a general insurer or a reinsurer or 15% of the investment asset, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under (1), (2) and (3) above, as the case may be.

Insurance companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

### **Applications by Provident Funds / Pension Funds**

In case of Applications made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 250.00 million, 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, our Company reserves the right to reject any Application, without assigning any reason thereof.

### **Applications by Banking Companies**

In case of Applications made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Application Form, failing which our Company reserve the right to reject any Application without assigning any reason.

Application Form, failing which our Company reserve the right to reject any Application by a banking company without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended ("Banking Regulation Act"), and the Reserve Bank of India ("Financial Services provided by Banks") Directions, 2016, is 10% of the paid-up share capital of the investee company not being its subsidiary engaged in non-financial services or 10% of the banks own paid-up share capital and reserves, whichever is lower. However, a banking company would be permitted to invest in excess of 10% but not exceeding 30% of the paid up share capital of such investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks 'interest on loans / investments made to a company. The bank is required to submit a time bound action plan for disposal of such shares within a specified period to RBI. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

### **Applications by SCSBs**

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

### **Applications under Power of Attorney**

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, FIIs, Mutual Funds, insurance companies and provident funds with a minimum corpus of ₹250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the 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 reasons thereof. In addition to the above, certain additional documents are required to be submitted by the following entities:

- a) With respect to Applications by FIIs and Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Application Form.
- 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 along with the Application Form.
- c) With respect to Applications made by provident funds with a minimum corpus of ₹ 250 million (subject to applicable law) and pension funds with a minimum corpus of ₹ 250 million, 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.
- d) With respect to 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.
- e) Our 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 our Company and the Lead Managers may deem fit.

**The above information is given for the benefit of the Applicants. Our Company and the Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and Applicants are advised to ensure that any single Application from them does not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Prospectus.**

#### **ISSUE PROCEDURE FOR ASBA (APPLICATION SUPPORTED BY BLOCKED ACCOUNT) APPLICANTS**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process. Our Company and the Lead Managers are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of the Draft Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

Lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on [www.sebi.gov.in](http://www.sebi.gov.in). For details on designated branches of SCSB collecting the Application Form, please refer the below mentioned SEBI link.

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35> and <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>

#### **ASBA PROCESS**

A Resident Retail Individual Investor shall submit his Application through an Application Form, either in physical or electronic mode, to the SCSB with whom the bank account of the ASBA Applicant or bank account utilized by the ASBA Applicant ("ASBA Account") is maintained. The SCSB shall block an amount equal to the Application Amount in the bank account specified in the ASBA Application Form, physical or

electronic, on the basis of an authorization to this effect given by the account holder at the time of submitting the Application.

The Application Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against the allocated shares to the ASBA Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the ASBA Application, as the case may be.

The ASBA data shall thereafter be uploaded by the SCSB in the electronic IPO system of the Stock Exchange. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the Controlling Branch of the SCSB for unblocking the relevant bank accounts and for transferring the amount allocable to the successful ASBA Applicants to the ASBA Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Lead Managers.

ASBA Applicants are required to submit their Applications, either in physical or electronic mode. In case of application in physical mode, the ASBA Applicant shall submit the ASBA Application Form at the Designated Branch of the SCSB or Registered Brokers or Registered RTA's or DPs registered with SEBI. In case of application in electronic form, the ASBA Applicant shall submit the Application Form either through the internet banking facility available with the SCSB, or such other electronically enabled mechanism for applying and blocking funds in the ASBA account held with SCSB, and accordingly registering such Applications.

#### **HOW TO APPLY?**

In accordance with the SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants has to compulsorily apply through the ASBA Process.

#### **MODE OF PAYMENT**

Upon submission of an Application Form with the SCSB, whether in physical or electronic mode, each ASBA Applicant shall be deemed to have agreed to block the entire Application Amount and authorized the Designated Branch of the SCSB to block the Application Amount, in the bank account maintained with the SCSB.

Application Amount paid in cash, by money order or by postal order or by stock invest, or ASBA Application Form accompanied by cash, draft, money order, postal order or any mode of payment other than blocked amounts in the SCSB bank accounts, shall not be accepted.

After verifying that sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Application Amount mentioned in the ASBA Application Form till the Designated Date.

On the Designated Date, the SCSBs shall transfer the amounts allocable to the ASBA Applicants from the respective ASBA Account, in terms of the SEBI Regulations, into the ASBA Public Issue Account. The balance amount, if any against the said Application in the ASBA Accounts shall then be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar to the Issue.

The entire Application Amount, as per the Application Form submitted by the respective ASBA Applicants, would be required to be blocked in the respective ASBA Accounts until finalization of the Basis of Allotment in the Issue and consequent transfer of the Application Amount against allocated shares to the ASBA Public

Issue Account, or until withdrawal/failure of the Issue or until rejection of the ASBA Application, as the case may be.

## **UNBLOCKING OF ASBA ACCOUNT**

On the basis of instructions from the Registrar to the Issue, the SCSBs shall transfer the requisite amount against each successful ASBA Applicant to the ASBA Public Issue Account as per section 40(3) of the Companies Act, 2013 and shall unblock excess amount, if any in the ASBA Account.

However, the Application Amount may be unblocked in the ASBA Account prior to receipt of intimation from the Registrar to the Issue by the Controlling Branch of the SCSB regarding finalization of the Basis of Allotment in the Issue, in the event of withdrawal/failure of the Issue or rejection of the ASBA Application, as the case may be.

### **Payment instructions**

The entire issue price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Equity Share is payable on Application. In case of allotment of lesser number of Equity Shares than the number applied, then the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction received by the Registrar to the Public Issue Bank Account. The balance amount after transfer to the Public Issue Account shall be unblocked by the SCSBs.

The Applicants shall specify the bank account details in the Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal / rejection of the application or receipt of instructions from the Registrar to unblock the Application Amount. However, Not Retails Applicants shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Application Form or for unsuccessful Application Forms, the Registrar to the Issue shall give instruction to the SCSBs to unblock the application money in the relevant back account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalisation of the Basis of Allotment in the Issue and consequent transfer of the Application Amount to the Public issue Account, or until withdrawal / failure of the Issue or until rejection of the application, as the case may be.

Pursuant to the SEBI (Issue of Capital and Disclosure Requirements) (Fifth Amendment) Regulations, 2015, the ASBA process become mandatory for all investors w.e.f. January 1, 2016 and it allows the registrar, share transfer agents, depository participants and stock brokers to accept application forms.

### **Electronic Registration of Applications**

- 1) The Application Collecting Intermediary will register the applications using the on-line facilities of the Stock Exchange.
- 2) The Application Collecting Intermediary will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of the next Working day from the Issue Closing Date.
- 3) The Application Collecting Intermediary shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by them, (ii) the applications uploaded by

them, (iii) the applications accepted but not uploaded by them or (iv) In case the applications accepted and uploaded by any Application Collecting Intermediary other than SCSBs, the Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.

- 4) Neither the Lead Managers nor the Company, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) the applications accepted by any Application Collecting Intermediaries, (ii) the applications uploaded by any Application Collecting Intermediaries or (iii) the applications accepted but not uploaded by the Application Collecting Intermediaries.
- 5) The Stock Exchange will Issue an electronic facility for registering applications for the Issue. This facility will be available at the terminals of the Application Collecting Intermediaries and their authorised agents during the Issue Period. On the Issue Closing Date, the Application Collecting Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange.
- 6) With respect to applications by Applicants, at the time of registering such applications, the Application Collecting Intermediaries shall enter the following information pertaining to the Applicants into the on-line system:
  - Name of the Applicant;
  - IPO Name;
  - Application Form Number;
  - Investor Category;
  - PAN Number
  - DP ID & Client ID
  - Numbers of Equity Shares Applied for;
  - Amount;
  - Location of the Banker to the Issue or Designated Branch, as applicable;
  - Bank Account Number and
  - Such other information as may be required.
- 7) In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above mentioned details and mentioned the bank account number, except the Electronic Application Form number which shall be system generated.
- 8) 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 or having accepted the application form, in physical or electronic mode, respectively. The registration of the Application by the Application Collecting Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
- 9) Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
- 10) The Application Collecting Intermediaries shall have no right to reject the applications, except on technical grounds.
- 11) The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way deemed or construed to mean the compliance with various statutory and

other requirements by our Company and / or the Lead Managers are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness or any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our Company, our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchange.

- 12) The Application Collecting Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the PAN No., DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with the Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
- 13) The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for ASBA Applicants.

### **Allocation of Equity Shares**

- 1) The Issue is being made through the Fixed Price Process wherein [●] equity Shares shall be reserved for the Market Maker [●] equity Shares will be allocated on a proportionate basis to Retail Individual Applicants, subject to valid applications being received from the Retail Individual Applicants at the Issue Price. The balance of the Net Issue will be available for allocation on a proportionate basis to Non Retail Applicants.
- 2) Under-subscription, if any, in any category, would be allowed to be met with spill-over from any other category or combination of categories at the discretion of our Company in consultation with the Lead Managers and the Stock Exchange.
- 3) Allocation to Non-Residents, including Eligible NRIs, FIIs and FVCIs registered with SEBI, applying on repatriation basis will be subject to applicable law, rules, regulations, guidelines and approvals.
- 4) In terms of SEBI Regulations, Non Retails Applicants shall not be allowed to either withdraw or lower the size of their application at any stage.
- 5) Allotment status details shall be available on the website of the Registrar to the Issue.

### **Pre-Issue Advertisement**

Subject to Section 30 of the Companies Act, our Company shall, after registering the Prospectus with the RoC, publish a pre-issue advertisement, in the form prescribed by the SEBI Regulations, in one English language national daily newspaper, one Hindi language national daily newspaper and one regional language daily newspaper, each with wide circulation. In the pre- issue advertisement, we shall state the Issue Opening Date and the Issue Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule XIII of the SEBI Regulations.

## Signing of the Underwriting Agreement and the RoC Filing

- a) Our Company, the Lead Managers and the Market Maker have entered into an Underwriting Agreement on [●].
- b) For terms of the Underwriting Agreement please see chapter titled “General Information” beginning on page no. 53 of this Draft Prospectus.
- c) We will file a copy of the Draft Prospectus with the ROC in terms of Section 26 and all other provision applicable as per Companies Act.

## FILING OF THE DRAFT PROSPECTUS WITH THE ROC

The Company will file a copy of the Draft Prospectus with the ROC in terms of Section 26 of Companies Act, 2013.

- a) **Designated Date and Allotment of Equity Shares Designated Date:** On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.
- b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the designated stock exchange, the Registrar shall upload on its website. On the basis of approved basis of allotment, the Issuer shall pass necessary corporate action to facilitate the allotment and credit of equity shares. Applicants are advised to instruct their Depository Participants to accept the Equity Shares that may be allotted to them pursuant to the issue.
- c) 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. The dispatch of allotment advice shall be deemed a valid, binding and irrevocable contract.
- d) Issuer will make the allotment of the equity shares and initiate corporate action for credit of shares to the successful applicants Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Applicants Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

**Designated Date:** On the Designated date, the SCSBs shall transfers the funds represented by allocations of the Equity Shares into Public Issue Account with the Bankers to the Issue.

The Company will issue and dispatch letters of allotment/ or letters of regret along with refund order or credit the allotted securities to the respective beneficiary accounts, if any within a period of 6 working days of the Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under Section 56 of the Companies Act, 2013 or other applicable provisions, if any.

## INTEREST AND REFUNDS

## 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 6 Working Days of the Issue Closing



Date. The Registrar to the Issue may give instruction for credit to Equity Shares the beneficiary account with DPs, and dispatch the allotment Advise within 6 Working Days of the Issue Closing Date.

## **GROUND FOR REFUND**

### **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 Draft Prospectus. The designated Stock Exchange may be as disclosed in the Draft Prospectus with which the Basis of Allotment may be finalised.

If the permission to deal in and official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith repay, without interest, all money received from the Applicants in pursuance of the Draft Prospectus.

In the event that the listing of the Equity Shares does not occur in the manner described in this Draft Prospectus, the Lead Managers and Registrar to the Issue shall intimate Public Issue bank/Bankers to the Issue and Public Issue Bank/Bankers to the Issue shall transfer the funds from Public Issue account to Refund Account as per the written instruction from lead Managers and the Registrar for further payment to the beneficiary Applicants.

If such money is not repaid within eight days 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 eight days, be liable to repay the money, with interest at such rate as disclosed in the Draft Prospectus.

### **MINIMUM NUMBER OF ALLOTTEES**

The Issuer may ensure that the number of proposed Allottees to whom Equity Shares may be allotted shall not be less than 50 (Fifty), failing which the entire application monies may be refunded forthwith.

## **MODE OF REFUND**

### **IN CASE OF ASBA APPLICATION**

Within 6 working days of the Issue Closing Date, the Registrar to the Issue may give instruction to SCSBs for unblocking the amount in ASBA Account on unsuccessful Application and also for any excess amount blocked on Application.

### **MODE OF MAKING REFUND FOR ASBA APPLICANTS**

In case of ASBA Application, the registrar of the issue may instruct the controlling branch of the SCSB to unblock the funds in the relevant ASBA Account for any withdrawn, rejected or unsuccessful ASBA applications or in the event of withdrawal or failure of the Issue.

### **INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND:**

The issuer shall allot securities offered to the public shall be made within the period prescribed by the Board. The issuer shall also pay interest at the rate of fifteen per cent. per annum if the allotment letters or refund orders have not been dispatched to the applicants 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 within eight days from the date of the closure of the issue. However applications received

after the closure of issue in fulfilment of underwriting obligations to meet the minimum subscription requirement, shall not be entitled for the said interest.

1. Issuance of Allotment Advice: Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Lead Managers or the Registrar to the Issue shall send to the Bankers to the Issue a list of their Applicants who have been allocated/Allotted Equity Shares in this Issue.
2. Pursuant to confirmation of corporate actions with respect to Allotment of Equity Shares, the Registrar to the Issue will dispatch Allotment Advice to the Applicants who have been Allotted Equity Shares in the Issue.
3. Approval of the Basis of Allotment by the Designated Stock Exchange. As described above shall be deemed a valid, binding and irrevocable contract for the Applicant.

### **General Instructions**

#### **Do's:**

- 1) Check if you are eligible to apply as per the terms of this Draft Prospectus and under applicable law, rules, regulations, guidelines and approvals;
- 2) Read all the instructions carefully and complete the Application Form in the prescribed form;
- 3) Ensure that the details about the PAN, DP ID and Client ID are correct and the Applicants depository account is active, as Allotment of the Equity Shares will be in the dematerialised form only;
- 4) Ensure that your Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary;
- 5) If the first applicant is not the account holder, ensure that the Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Application Form;
- 6) Ensure that the signature of the First Applicant in case of joint Applications, is included in the Application Forms;
- 7) 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;
- 8) Ensure that you request for and receive a stamped acknowledgement of your Application;
- 9) Retail Applicants using the UPI mechanism should ensure that the correct UPI ID is mentioned in the Application Form;
- 10) Retail Applicants shall ensure that the bank, with which such Retail Applicants has a bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by the NPCI;
- 11) 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 the respective member of the

SCSBs, the Registered Broker (at the Broker Centres), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);

- 12) Submit revised Applications to the same Designated Intermediary, through whom the original Application was placed and obtain a revised acknowledgment;
- 13) 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, and (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, 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;
- 14) Ensure that the Demographic Details are updated, true and correct in all respects;
- 15) 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;
- 16) Ensure that the category and the investor status is indicated;
- 17) Ensure that in case of Applications under power of attorney or by limited companies, corporates, trust etc., relevant documents are submitted;
- 18) Ensure that Applications submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
- 19) Applicants 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;
- 20) Ensure that the Application Forms are delivered by the Applicants within the time prescribed as per the Application Form and the Draft Prospectus;
- 21) For Retail Applicants using the UPI mechanism, ensure that you approve the request generated by the Sponsor Bank to authorize blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner;
- 22) Retail Applicants shall ensure that details of the Applications are reviewed and verified by opening the attachment in the UPI mandate request and then proceed to authorize the UPI request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, a Retail Applicant may be deemed to have verified the attachment containing the application details of the Retail Applicant 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;

- 23) Retail Applicants 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;
- 24) Retail Applicants using the UPI mechanism, who have revised their Application subsequent to making the initial Application, should also approve the revised 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;
- 25) Ensure that you have mentioned the correct ASBA Account number in the Application Form;
- 26) 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;
- 27) Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Application Form; and
- 28) The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

**Don'ts:**

- 1) Do not apply for lower than the minimum Application size;
- 2) Do not apply at a Price different from the Price mentioned herein or in the Application Form;
- 3) Do not pay the Application Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
- 4) Do not send Application Forms by post; instead submit the same to the Designated Intermediary only;
- 5) Do not submit the Application Forms to any non-SCSB bank or our Company;
- 6) Do not apply on a Application Form that does not have the stamp of the relevant Designated Intermediary;
- 7) Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
- 8) Do not apply for a Application Amount exceeding ₹ 200,000 (for Applications by Retail Individual Applicants);
- 9) 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 Draft Prospectus;
- 10) Do not submit the General Index Register number instead of the PAN;

- 11) Do not submit the Application without ensuring that funds equivalent to the entire Application Amount are blocked in the relevant ASBA Account;
- 12) Do not submit more than 1 Application Form for each UPI ID in case of Retail Applicants Applying through the Designated Intermediary using the UPI Mechanism;
- 13) Do not submit Applications on plain paper or on incomplete or illegible Application Forms or on Application Forms in a colour prescribed for another category of Applicant;
- 14) 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;
- 15) 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);
- 16) Do not make applications using third party bank accounts or using third party linked bank account UPI IDs;
- 17) 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 Retail Applicants using the UPI mechanism;
- 18) Do not submit incorrect UPI ID details, if you are a Retail Applicants bidding through UPI Mechanism;
- 19) Do not submit more than five Application Forms per ASBA Account;
- 20) Do not submit an Application in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
- 21) If you are a Non-Institutional Applicant or Retail Individual Applicant, do not submit your Application after 3.00 p.m. on the Issue Closing Date;

The Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

#### **INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM**

The Applications should be submitted on the prescribed Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Application forms submitted to the SCSBs should bear the stamp of respective intermediaries to whom the application form submitted. Application form submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch. Application forms submitted by Applicants whose beneficiary account is inactive shall be rejected. SEBI, vide Circular No. CIR/CFD/14/2012 dated October 4, 2012 has introduced an additional mechanism for investors to submit application forms in public issues using the stock broker ("broker") network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker's Centre is available on the websites of BSE i.e. [www.bseindia.com](http://www.bseindia.com).

#### **APPLICANT'S DEPOSITORY ACCOUNT AND BANK DETAILS**

*Please note that, providing bank account details in the space provided in the Application Form is mandatory and applications that do not contain such details are liable to be rejected.*

*Please note that, furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.*

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant

Identification number and Beneficiary Account Number provided by them in the Application Form, the Registrar to the Issue will obtain from the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Bank Account details would be used for giving refunds to the Applicants. Hence, Applicants are advised to immediately update their Bank Account details as appearing on the records of the depository participant. Please note that failure to do so could result in delays in dispatch/ credit of refunds to Applicants at the Applicants' sole risk and neither the Lead Managers nor the Registrar to the Issue or the Escrow Collection Banks or the SCSB nor the Company shall have any responsibility and undertake any liability for the same. Hence, Applicants should carefully fill in their Depository Account details in the Application Form. These Demographic Details would be used for all correspondence with the Applicants including mailing of the CANs / Allocation Advice and printing of Bank particulars on the refund orders or for refunds through electronic transfer of funds, as applicable. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue. By signing the Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

#### **PAYMENT BY STOCK INVEST**

In terms of the Reserve Bank of India Circular No. DBOD No. FSC BC 42/ 24.47.00/ 2003-04 dated November 5, 2003; the option to use the stock invest instrument in lieu of cheques or bank drafts for payment of Application money has been withdrawn. Hence, payment through stock invest would not be accepted in this Issue.

#### **OTHER INSTRUCTIONS**

##### **Submission of Bids**

- a) During the Bid/ Issue Period, Bidders may approach any of the Designated Intermediaries to register their Bids.
- b) In case of Bidders (excluding Non-Retail Bidders) bidding at Cut-off Price, the ASBA Bidders may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).
- c) For Details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform Bidders are requested to refer to the Draft Prospectus.

#### **JOINT APPLICATIONS IN THE CASE OF INDIVIDUALS**

Applications may be made in single or joint names (not more than three). In the case of joint Applications, all payments will be made out in favour of the Applicant whose name appears first in the Application Form or Revision Form. All communications will be addressed to the First Applicant and will be dispatched to his or her address as per the Demographic Details received from the Depository.

## MULTIPLE APPLICATIONS

An Applicant should submit only one Application (and not more than one). Two or more Applications will be deemed to be multiple Applications if the sole or First Applicant is one and the same.

In this regard, the procedures which would be followed by the Registrar to the Issue to detect multiple applications are given below:

- All applications are electronically strung on first name, address (1st line) and applicant's status. Further, these applications are electronically matched for common first name and address and if matched, these are checked manually for age, signature and father/ husband's name to determine if they are multiple applications;
- Applications which do not qualify as multiple applications as per above procedure are further checked for common DP ID/ beneficiary ID. In case of applications with common DP ID/ beneficiary ID, are manually checked to eliminate possibility of data entry error to determine if they are multiple applications.
- Applications which do not qualify as multiple applications as per above procedure are further checked for common PAN. All such matched applications with common PAN are manually checked to eliminate possibility of data capture error to determine if they are multiple applications.

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.

In cases where there are more than 20 (Twenty) valid applications having a common address, such shares will be kept in abeyance, post allotment and released on confirmation of "know your client" norms by the depositories. The Company reserves the right to reject, in its absolute discretion, all or any multiple Applications in any or all categories.

After submitting an ASBA Application either in physical or electronic mode, an ASBA Applicant cannot apply (either in physical or electronic mode) to either the same or another Designated Branch of the SCSB. Submission of a second Application in such manner will be deemed a multiple Application and would be rejected. More than one ASBA Applicant may apply for Equity Shares using the same ASBA Account, provided that the SCSBs will not accept a total of more than five Application Forms with respect to any single ASBA Account.

Duplicate copies of Application Forms downloaded and printed from the website of the Stock Exchange bearing the same application number shall be treated as multiple applications and are liable to be rejected. The Company, in consultation with the Lead Managers reserves the right to reject, in its absolute discretion, all or any multiple applications in any or all categories. In this regard, the procedure which would be followed by the Registrar to the Issue to detect multiple applications is given below:

1. All Applications will be checked for common PAN. For Applicants other than Mutual Funds and FII sub-accounts, Applications bearing the same PAN will be treated as multiple Applications and will be rejected.
2. For Applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Applications on behalf of the Applicants for whom submission of PAN is not mandatory such as the

Central or State Government, an official liquidator or receiver appointed by a court and residents of Sikkim, the Application Forms will be checked for common DP ID and Client ID.

## **PERMANENT ACCOUNT NUMBER OR PAN**

Pursuant to the circular MRD/DoP/Circ 05/2007 dated April 27, 2007, SEBI has mandated Permanent Account Number ("PAN") to be the sole identification number for all participants transacting in the securities market, irrespective of the amount of the transaction w.e.f. July 2, 2007. Each of the Applicants should mention his/her PAN allotted under the Income Tax Act, 1961. Applications without the PAN will be considered incomplete and are liable to be rejected. It is to be specifically noted that Applicants should not submit the General Index Registration ("GIR") number instead of the PAN, as the Application is liable to be rejected on this ground.

**Our Company/ Registrar to the Issue/ Lead Managers can, however, accept the Application(s) in which PAN is wrongly entered into by ASBA SCSB's in the ASBA system, without any fault on the part of Applicant.**

## **Minimum Subscription**

The requirement for 90% minimum subscription is not applicable to Issues under chapter IX of the SEBI ICDR Regulations.

As per Section 39 (1) of the Companies Act, 2013, if the minimum stated amount has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Draft Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the issue including devolvement of Underwriter, if any, our Company shall forthwith refund the entire subscription amount received. If there is a delay beyond eight (8) working days after our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI ICDR Regulations, the Companies Act 2013 and applicable law.

In accordance with Regulation 260 (1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through the Draft Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹1,00,000 (Rupees One Lakh) per application.

## **RIGHT TO REJECT APPLICATIONS**

In case of QIB Applicants, the Company in consultation with the Lead Managers may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non Institutional Applicants, Retail Individual Applicants who applied, the Company has a right to reject Applications based on technical grounds.



## GROUNDINGS FOR REJECTIONS

Applicants are advised to note that Applications are liable to be rejected inter alia on the following technical grounds:

- Amount paid does not tally with the amount payable for the highest value of Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Application by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Application Form;
- GIR number furnished instead of PAN;
- Applications for lower number of Equity Shares than specified for that category of investors;
- Applications at a price other than the Fixed Price of the Issue;
- Applications for number of Equity Shares which are not in multiples of [●];
- Category not ticked;
- Multiple Applications as defined in the Draft Prospectus;
- ASBA Form by the Retail Individual Applicants by using third party bank accounts or using third party linked bank account UPI IDs;
- In case of Application under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Applications accompanied by Stock invest/ money order/ postal order/ cash;
- Signature of sole Applicant is missing;
- Application Forms are not delivered by the Applicant within the time prescribed as per the Application Forms, Issue Opening Date advertisement and the Draft Prospectus and as per the instructions in the Draft Prospectus and the Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of the Applicants (including the order of names of joint holders), the Depository Participant's identity (DP ID) and the beneficiary's account number;
- Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Applications by OCBs;

- Applications by US persons other than in reliance on Regulations or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Applications not duly signed;
- Applications by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Applications by any person that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Applications by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules, regulations, guidelines, and approvals;
- Applications or revisions thereof by QIB Applicants, Non-Institutional Applicants where the Application Amount is in excess of ₹ 2,00,000, received after 3.00 pm on the Issue Closing Date;
- Applications not containing the details of Bank Account and/or Depositories Account.

## 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:

- Tripartite agreement dated August 10, 2023 with NSDL, our Company and Registrar to the Issue;
- Tripartite agreement dated August 25, 2023 with CDSL, our Company and Registrar to the Issue;
- The Company's shares bear an ISIN: INE0QUV01010

## BASIS OF ALLOTMENT

Allotment will be made in consultation with BSE (The Designated Stock Exchange). In the event of over subscription, the allotment will be made on a proportionate basis in marketable lots as set forth here:

1. The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the over subscription ratio (number of applicants in the category x number of Shares applied for).
2. The number of Shares to be allocated to the successful applicants will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
3. For applications where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
  - a) Each successful applicant shall be allotted [●] equity shares; and
  - b) The successful applicants out of the total applicants for that category shall be determined by the drawal of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (2) above.
4. If the proportionate allotment to an applicant works out to a number that is not a multiple of [●] equity shares, the applicant would be allotted Shares by rounding off to the lower nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
5. If the Shares allocated on a proportionate basis to any category is more than the Shares allotted to the applicants in that category, the balance available Shares for allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful applicants in that category, the balance Shares, if any, remaining after such adjustment will be added to the category comprising of applicants applying for the minimum number of Shares.
6. Since present issue is a fixed price issue, [●] Equity shares shall be reserved for Market Maker and [●] Equity shares (Net Issue) will be allocated on a proportionate basis to Retail Individual Applicants and other than Retail Individual Applicants in terms of Regulation 253 of the SEBI (ICDR) Regulations, 2018 as follows:

- a) [●] equity Shares shall be made available for allotment to Retail Individual Investors; and
- b) The balance net issue of shares to the public i.e. [●] equity Shares shall be made available for allotment to Non-Institutional Investors, including Qualified Institution Buyers, Corporate Bodies/ Institutions.
- c) The unsubscribed portion in either of the categories specified in (a) or (b) above may be allocated to the applicants in the other category.

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

Our Company shall ensure that out of total allocated shares to the Category “Non-Institutional Investors, including Qualified Institution Buyers, Corporate Bodies/ Institutions”, at least 15% of net issue of shares to the public shall be allocated to Non-Institutional Investors and not more than 50% shall be allocated to Qualified Institution Buyers including allocation of 5% to Mutual Funds.

Please note that the Allotment to each Retail Individual Investor shall not be less than the minimum application lot, subject to availability of Equity Shares in the Retail portion. The remaining available Equity Shares, if any in Retail portion shall be allotted on a proportionate basis to Retail individual Investor in the manner in this para titled “*Basis of Allotment*” on page no. 272 of this Draft Prospectus.

“Retail Individual Investor” means an investor who applies for shares of value of not more than ₹ [●]. Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with the SME Platform of BSE.

#### **BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION**

In the event of under subscription in the Issue, the obligations of the Underwriter shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100% of the Issue size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange.

The Executive Director/Managing Director of the SME Platform of BSE – the Designated Stock Exchange in addition to Lead Managers and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

#### **Issuance of a Confirmation of Allocation Note (“CAN”) and Allotment in the Issue**

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the Lead Managers or Registrar to the Issue shall send to the SCSBs a list of their Applicants who have been allocated Equity Shares in the Issue.
2. The Registrar will then dispatch a CAN to their Applicants who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Applicant.

## Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application Form, name and address of the SCSB / Designated Intermediary, where the Application was submitted and bank account number in which the amount equivalent to the Application Amount was blocked.

Applicants can contact the Compliance Officer or the Registrar in case of any pre-issue or post-issue related problems such as non-receipt of letters of Allotment, credit of allotted shares in the respective beneficiary accounts, refund orders etc. In case of ASBA Applications submitted to the Designated Branches of the SCSBs, the Applicants can contact the Designated Branches of the SCSBs.

## Impersonation

**Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:**

**“Any person who:**

- a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or**
- b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or**
- c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447”**

***Section 447 of the Companies Act, 2013, is reproduced as below:***

*Without prejudice to any liability including repayment of any debt under this Act or any other law for the time being in force, any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. Of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud:*

*Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.*

*Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to twenty lakh rupees or with both.*

### **Names of entities responsible for finalising the basis of allotment in a fair and proper manner**

The authorised employees of the Stock Exchanges, along with the LM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

### **Procedure and Time of Schedule for Allotment and Demat Credit**

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 corporate action to facilitate the Allotment and credit of Equity Shares. **Bidders 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 Bidders who have been Allotted Equity Shares in the Issue.

Issuer will ensure that the Allotment of Equity Shares and corporate action for credit of shares to the successful Bidders Depository Account will be completed within 6 Working Days of the Issue Closing Date. The Issuer also ensures the credit of shares to the successful Bidder depository account is completed within one Working Day from the date of Allotment, after the funds are transferred from the Public Issue Account on the Designated Date.

### **Method of allotment as may be prescribed by SEBI from time to time**

Our Company will not make any allotment in excess of the Equity Shares offered through the Issue through the offer document except in case of over subscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon over subscription, an allotment of not more than 1% of the net Issue to public may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the Retail Individual Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each Retail Individual Investor shall not be less than the minimum bid lot, subject to the availability of shares in Retail Individual Investor category, and the remaining available shares, if any, shall be allotted on a proportionate basis.

### **Letters of Allotment or Refund Orders or Instructions to the SCSBs**

The Registrar to the Issue shall give instructions for credit to the beneficiary account with depository participants within 6 Working Days from the Bid/ Issue Closing Date. the Registrar shall instruct the relevant SCSBs to, on the receipt of such instructions from the Registrar, unblock the funds in the relevant ASBA Account to the extent of the Bid Amount specified in the Bid cum Application Form or the relevant part thereof, for withdrawn, rejected or unsuccessful or partially successful ASBA Bids within 6 Working Days of the Bid/ Issue Closing Date.

### **Mode of Refund**

Within 6 Working Days of the Bid/ Issue Closing Date, the Registrar to the Issue may give instructions to SCSBs for unblocking the amount in ASBA Account on unsuccessful Bid and also for any excess amount blocked on Bidding.

### **Interest in Case of Delay in Allotment or Refund**

The Issuer shall allot the equity shares offered to the public within the period prescribed by the Board. The Issuer may pay interest at the rate of 15% per annum in case demat credits are not made to Bidders or instructions for unblocking of funds in the ASBA Account are not dispatched within the 6 Working days of the Bid/ Issue Closing Date.

### **Undertaking by our Company**

We undertake the following:

- 1) If our Company does not proceed with the Issue after the Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the 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;
- 2) If our Company withdraw the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the ROC/SEBI, in the event our Company subsequently decides to proceed with the Issue;
- 3) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily;
- 4) All steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed are taken within six Working Days of the Issue Closing Date;
- 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) The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
- 7) Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period;
- 8) The certificates of the securities/refund orders to Eligible NRIs shall be dispatched within specified time;

- 9) No further Issue of Equity Shares shall be made till the Equity Shares offered through this Issue Document are listed or until the Application monies are refunded on account of non-listing, under-subscription etc;
- 10) Adequate arrangements shall be made to collect all Application Forms.

### **Utilization of Issue Proceeds**

The Board of Directors of our Company certifies that:

- 1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013;
- 2) Details of all monies utilized out of the Issue shall be disclosed under an appropriate head in our balance sheet indicating the purpose for which such monies have been utilized under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
- 3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate head in the balance sheet indicating the form in which such unutilized monies have been invested and
- 4) Our Company shall comply with the requirements of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.

Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.



## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The government bodies responsible for granting foreign investment approvals are FIPB and the RBI.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (“DIPP”), issued the Consolidated FDI Policy Circular of 2017 (“FDI Policy”) with effect from August 28 2017, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, the Consolidation FDI Policy will be valid until the DIPP issues an updated circular.

In terms of the FEMA NDI Rules, a person resident outside India may make investments into India, subject to certain terms and conditions, and provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with government approval.

The transfer of shares by an Indian resident to a Non-Resident does not require the prior approval of the FIPB or the RBI, provided that (i) the activities of the investee Company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (ii) the non-resident shareholding is within the sectoral limits under the Consolidated FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI/RBI.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country ( “Restricted Investors” ), will require prior approval of the Government, as prescribed in the Consolidated FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made a similar amendment to the FEMA Rules. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Offer in writing about such approval along with a copy thereof within the Offer Period.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue and in accordance with the extant FDI guidelines on sectoral caps, pricing guidelines etc. as amended by Reserve bank of India, from time to time. Investors are advised to confirm their eligibility under the relevant laws before investing and / or subsequent purchase or sale transaction in the Equity Shares of our Company. Investors will not offer, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives, as applicable, accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire Equity Shares of our Company.

#### **Investment conditions/restrictions for overseas entities**

Under the current FDI Policy 2020, the maximum amount of Investment (sectoral cap) by foreign investor in an issuing entity is composite unless it is explicitly provided otherwise including all types of foreign investments, direct and indirect, regardless of whether it has been made for FDI, FPI, NRI/OCI, LLPs, FVCI, Investment Vehicles and DRs under Foreign Exchange Management. (Non-debt Instruments) Rules, 2019. Any equity holding by a person resident outside India resulting from conversion of any debt instrument under any arrangement shall be reckoned as foreign investment under the composite cap.

Portfolio Investment upto aggregate foreign investment level of 49% or sectoral/statutory cap, whichever is lower, will not be subject to either Government approval or compliance of sectoral conditions, if such investment does not result in transfer of ownership and/or control of Indian entities from resident Indian citizens to non-resident entities. Other foreign investments will be subject to conditions of Government approval and compliance of sectoral conditions as per FDI Policy. The total foreign investment, direct and indirect, in the issuing entity will not exceed the sectoral/statutory cap.

#### **Investment by FPIs under Portfolio Investment Scheme (PIS)**

With regards to purchase/sale of capital instruments of an Indian company by an FPI under PIS the total holding by each FPI or an investor group as referred in SEBI (FPI) Regulations, 2014 shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or less than 10% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all FPIs put together shall not exceed 24% of paid-up equity capital on fully diluted basis or paid up value of each series of debentures or preference shares or share warrants. The said limit of 10% and 24% will be called the individual and aggregate limit, respectively. However, this limit of 24 % may be increased up to sectoral cap/statutory ceiling, as applicable, by the Indian company concerned by passing a resolution by its Board of Directors followed by passing of a special resolution to that effect by its general body.

#### **Investment by NRI or OCI on repatriation basis:**

The purchase/sale of equity shares, debentures, preference shares and share warrants issued by an Indian company (hereinafter referred to as "Capital Instruments") of a listed Indian company on a recognised stock exchange in India by Non-Resident Indian (NRI) or Overseas Citizen of India (OCI) on repatriation basis is allowed subject to certain conditions under Foreign Exchange Management (Non-debt Instruments) Rules, 2019.

The total holding by any individual NRI or OCI shall not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants; provided that

the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

### **Investment by NRI or OCI on non-repatriation basis**

As per current FDI Policy 2020, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non- repatriation basis - will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws.

Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

Further, no offer to the public (as defined under Directive 2003/71/EC, together with any amendments) and implementing measures thereto, (the "Prospectus Directive") has been or will be made in respect of the Issue in any member State of the European Economic Area which has implemented the Draft Prospectus Directive except for any such offer made under exemptions available under the Draft Prospectus Directive, provided that no such offer shall result in a requirement to publish or supplement a Draft prospectus pursuant to the Draft Prospectus Directive, in respect of the Issue.

Any forwarding, distribution or reproduction of this document in whole or in part may be unauthorized. Failure to comply with this directive may result in a violation of the Securities Act or the applicable laws of other jurisdictions. Any investment decision should be made on the basis of the final terms and conditions and the information contained in this Draft Prospectus.

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

The above information is given for the benefit of the Applicants. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Prospectus. Applicants are advised to make their independent investigations and ensure that the Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations. Subsequent change in beneficial ownership will also require Government approval.

## SECTION XI – MAIN PROVISIONS OF ARTICLES OF ASSOCIATION

### ARTICLES OF ASSOCIATION

Of

### SATTRIX INFORMATION SECURITY LIMITED

COMPANY LIMITED BY SHARES

(Incorporated under the Companies Act, 2013)

The following regulations comprised in the Articles of Association were adopted pursuant to the member's resolution passed at the Extra Ordinary General Meeting held on 30<sup>th</sup> October, 2023 in substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company.

### INTERPRETATION

1. In these Articles unless there be something in the subject matter or context inconsistent therewith:
  - i. **"The Act"** means the Companies Act, 2013 and the applicable provisions of the Companies Act, 1956 and includes any statutory modification or re-enactment thereof for the time being in force.
  - ii. **"Articles"** means Articles of Association of the Company as originally framed or altered from time to time
  - iii. **"Beneficial Owner"** shall have the meaning assigned thereto by Section 2(1) (a) of the Depositories Act, 1996.
  - iv. **"Board" or "Board of Director"** means the Collective body of the Board of Directors of the Company.
  - v. **"Chairman"** means the Chairman of the Board of the Directors of the Company.
  - vi. **"Depositories Act, 1996"** shall mean Depositories Act, 1996 and include any Statutory modification or re-enactment thereof for the time being in force.
  - vii. **"Depository"** shall have the meaning assigned thereto by Section 2 (1) (e) of the Depositories Act, 1996.
  - viii. **"Directors"** mean the Directors for the time being of the Company.
  - ix. **"Dividend"** includes any interim dividend.
  - x. **"Document"** means a document as defined in Section 2 (36) of the Companies Act, 2013.
  - xi. **"Equity Share Capital"**, with reference to any Company limited by shares, means all share capital which is not preference share capital;
  - xii. **"KMP"** means Key Managerial Personnel of the Company provided as per the relevant sections of the Act.
  - xiii. **"Managing Director"** means a director who by virtue or an agreement with the Company or of a resolution passed by the Company in general meeting or by its Board of Directors or by virtue of its Memorandum or Articles of Association is entrusted with substantial powers of management and includes a director occupying the position of managing director, by whatever name called.
  - xiv. **"Month"** means Calendar month.
  - xv. **"Office"** means the registered office for the time being of the Company.
  - xvi. **"Paid-up share capital" or "share capital paid-up"** means such aggregate amount of money credited as paid-up as is equivalent to the amount received as paid up in respect of shares issued and also includes any amount credited as paid-up in respect of shares of the company, but does not include any other amount received in respect of such shares, by whatever name called;
  - xvii. **"Postal Ballot"** means voting by post or through any electronic mode.

- xviii. **"Proxy"** includes attorney duly constituted under the power of attorney to vote for a member at a General Meeting of the Company on poll.
- xix. **"Registrar"** means the Registrar of Companies of the state in which the Registered Office of the Company is for the time being situated and includes an Additional Registrar a Joint Registrar, a Deputy Registrar or an Assistant Registrar having the duty of registering companies and discharging various functions under this Act.
- xx. **"Rules"** means the applicable rules as prescribed under the relevant sections of the Act for time being in force.
- xxi. **"SEBI"** means Securities & Exchange Board of India established under Section 3 of the Securities & Exchange Board of India Act, 1992.
- xxii. **"Securities"** means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956 (42 of 1956)
- xxiii. **"Share"** means share in the Share Capital of the Company and includes stock except where a distinction between stock and share is expressed or implied.
- xxiv. **"Seal"** means the common seal of the Company.
- xxv. **"The Company"** means **SATTRIX INFORMATION SECURITY LIMITED**

Words imparting the plural number also include, where the context requires or admits, the singular number, and vice versa.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.

'In writing' and 'written' includes printing, lithography and other modes of representing or reproducing words in a visible form.

#### Share Capital

- 2. The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital and divide the shares in the capital of the Company (including Preferential Share Capital, if any) and to attach thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined in accordance with these presents and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act.
- 3. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time-to-time think fit. Further provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.

#### Issue of Sweat Equity Shares

- 4. Subject to provisions of Section 54 of the Act read with Companies (Share Capital and Debentures) Rules, 2014, the Company may issue Sweat Equity Shares on such terms and in such manner as the Board may determine.

### Issue of Debentures

5. The Company shall have powers to issue any debentures, debenture-stock or other securities at Par, discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares, attending the General Meetings (but not voting on any business to be conducted), appointment of Directors on Board and otherwise Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the company in the General Meeting by a Special Resolution.

### Issue of Share Certificates

6.
  - 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 fifteen days (15) of the application for registration of transfer of 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 Rupees twenty for each certificate after the first.
  - ii. The Company agrees to issue certificate within fifteen days of the date of lodgement of transfer, subdivision, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgement for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;
  - iii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
  - iv. 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.
7. 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.
8. Except as required by law, no person shall be recognised 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 recognise (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.

9. The provisions of these Articles relating to issue of Certificates shall mutatis mutandis apply to any other securities including Debentures (except where the Act otherwise requires) of the Company.

#### **Power to pay Commission In connection with the Securities issued**

- 10.
- 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 thereunder.
  - 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.

#### **Variations of Shareholder's rights**

- 11.
- 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.
12. 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.

#### **Issue of Preference Shares**

13. Subject to the provisions of section 55 and 62, any preference shares may with the sanction of Special 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.

#### **Further Issue of shares**

14. (1) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of further Shares, such shares shall be offered:
- (a) to persons who, at the date of the offer, are holders of equity shares of the company in proportion, as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions specified in the relevant provisions of Section 62 of the Act.
  - (b) to employees under a scheme of employees' stock option, subject to special resolution passed by company and subject to such other conditions as may be prescribed under the relevant rules of Section 62.

- (c) to any persons, if it is authorized by a special resolution, whether or not those persons include the persons referred to in clause (a) or clause (b), either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the relevant rules of Section 62.

(2) Nothing in this Article shall apply to the increase of the subscribed capital of company caused by the exercise of an option as a term attached to the debentures issued or loan raised by the company to convert such debentures or loans into shares in the company:

Provided that the terms of issue of such debentures or loan containing such an option have been approved, before the issue of such debentures or the raising of loan, by a special resolution passed by the company in general meeting.

### Lien

- 15.
- 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;
    - c. Every fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares

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.
16. 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.
- 17.
- 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.
- 18.
- 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.



### Joint Holdings

19. Where two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint-tenants with benefits of survivorship subject to the following and other provisions contained in these Articles: -
- a) The Company shall at its discretion, be entitled to decline to register more than three persons as the joint-holders of any share.
  - b) The joint-holders of any shares shall be liable severally as well as jointly for and in respect of all calls and other payments which ought to be made in respect of such share.
  - c) On the death of any such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.
  - d) Any one of such joint-holders may give effectual receipts of any dividends or other moneys payable in respect of such share.
  - e) Only the person whose name stands first in the Register of Members as one of the joint-holders of any share shall be entitled to delivery of the certificate, if any, relating to such share or to receive documents from the Company and any documents served on or sent to such person shall be deemed served on all the joint-holders.
  - f)
    - (i) Any one of the two or more joint-holders may vote at General Meeting either personally or by attorney or by proxy in respect of such shares as if they were solely entitled hereto and if more than one such joint-holders be present at any meeting personally or by proxy or by attorney then one of such joint holders so present whose name stand first in the Register in respect of such shares shall alone be entitled to vote in respect thereof but the other or others of the joint-holders shall be entitled to vote in preference to a joint-holder present by attorney or by proxy although the name of such joint-holder present by attorney or by proxy stands first in Register in respect of such shares.
    - (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this Clause be deemed as Joint-Holders.
  - g) The provisions of these Articles relating to joint-holding of shares shall mutatis mutandis apply to any other securities including Debentures of the company registered in Joint-names.

### Calls on shares

- 20.
- 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 shares 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.
21. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
22. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
- 23.
- 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.
- 24.
- 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
  - iii. or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
25. The Board—
- i. 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
  - ii. 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.
26. Any uncalled amount paid in advance shall not in any manner entitle the member so advancing the amount, to any dividend or participation in profit or voting right on such amount remaining to be called, until such amount has been duly called-up.
- Provided however that any amount paid to the extent called – up, shall be entitled to proportionate dividend and voting right.
27. The Board may at its discretion, extend the time fixed for the payment of any call in respect of any one or more members as the Board may deem appropriate in any circumstances.
28. The provisions of these Articles relating to call on shares shall mutatis mutandis apply to any other securities including debentures of the company.

### Transfer of shares

- 29.
- i. The shares or other interest of any member in the Company shall be a movable property, transferable in the manner provided by the Articles.
  - ii. Each share in the Company shall be distinguished by its appropriate number.
  - iii. A Certificate under the Common Seal of the Company, specifying any shares held by any member shall be prima facie evidence of the title of the member of such shares.
- 30.
- i. 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.
31. The Board may, subject to the right of appeal conferred by section 58 of Companies Act, 2013 and Section 22A of the Securities Contracts (Regulation) Act, 1956, decline to register, by giving notice of intimation of such refusal to the transferor and transferee within timelines as specified under the Act-
- i. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
  - ii. any transfer of shares on which the Company has a lien.
  - iii. Provided however that the Company will not decline to register or acknowledge any transfer of shares 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.
32. The Board shall decline to recognise any instrument of transfer unless—
- i. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
  - ii. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of shares.  
Provided that, transfer of shares in whatever lot shall not be refused.
  - iii. The Company agrees that when proper documents are lodged for transfer and there are no material defects in the documents except minor difference in signature of the transferor(s),
  - iv. Then the Company will promptly send to the first transferor an intimation of the aforesaid defect in the documents, and inform the transferor that objection, if any, of the transferor supported by valid proof, is not lodged with the Company within fifteen days of receipt of the Company's letter, then the securities will be transferred;
  - v. If the objection from the transferor with supporting documents is not received within the stipulated period, the Company shall transfer the securities provided the Company does not suspect fraud or forgery in the matter.
33. The Company agrees that in respect of transfer of shares where the Company has not effected transfer of shares within 1 month or where the Company has failed to communicate to the transferee any valid objection to the transfer within the stipulated time period of 1 month, the Company shall compensate the aggrieved party for the opportunity losses caused during the period of the delay

34. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year

35. The provisions of these Articles relating to transfer of Shares shall mutatis mutandis apply to any other securities including debentures of the company.

#### **Register of Transfers**

36. The Company shall keep a book to be called the "Register of Transfers" and therein shall be fairly and distinctly entered the particulars of every transfer or transmission of any shares.

#### **Dematerialisation of Securities**

37. i. The provisions of this Article shall apply notwithstanding anything to the contrary contained in any other Article of these Articles.

- a. The Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depository Act, 1996.

- b. Option for Investors:

Every holder of or subscriber to securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the Securities can at any time opt out of a Depository, if permitted, by the law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificates for the Securities.

If a person opts to hold its Security with a Depository, the Company shall intimate such depository the details of allotment of the Security

- c. Securities in Depository to be in fungible form:-
- o All Securities of the Company held by the Depository shall be dematerialised and be in fungible form.
  - o Nothing contained in Sections 88, 89, 112 & 186 of the Companies Act, 2013 shall apply to a Depository in respect of the Securities of the Company held by it on behalf of the beneficial owners.

- d. Rights of Depositories & Beneficial Owners:-
- Notwithstanding anything to the contrary contained in the Act a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Security of the Company on behalf of the beneficial owner.

- e. Save as otherwise provided in (d) above, the depository as the registered owner of the Securities shall not have any voting rights or any other rights in respect of the Securities held by it.

- f. 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 the rights and benefits and be subject to all the liabilities in respect of his Securities which are held by a depository.
- ii. Notwithstanding anything contained in the Act to the contrary, where Securities of the Company are held in a depository, the records of the beneficial ownership may be served by such depository to the Company by means of electronic mode or by delivery of floppies or discs.
- iii. Nothing contained in Section 56 of the Companies Act, 2013 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.
- iv. Notwithstanding anything contained in the Act, where Securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
- v. Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for Securities issued by the Company shall apply to Securities held with a Depository.
- vi. The Company shall cause to be kept at its Registered Office or at such other place as may be decided, Register and Index of Members in accordance with Section 88 and other applicable provisions of the Companies Act 2013 and the Depositories Act, 1996 with the details of Shares held in physical and dematerialised forms in any media as may be permitted by law including in any form of electronic media.
- vii. The Register and Index of beneficial owners maintained by a depository under Section 11 of the Depositories Act, 1996, shall be deemed to be the Register and Index of Members for the purpose of this Act. The Company shall have the power to keep in any state or country outside India, a Register of Members for the residents in that state or Country.

#### **Transmission of shares**

- 38.
  - 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.
- 39.
  - 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.

40.

- 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.

41. 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.

42. The provisions of these Articles relating to transmission of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

No fee shall be charged for requisition of transfer, transmission, probate, succession certificate and letter of admiration, Certificate of Death or marriage, power of attorney or similar other documents.

#### **Forfeiture of shares**

43. If a member fails to pay any call, or instalment 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 instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

44. The notice aforesaid shall—

- i. 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
- ii. 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.

45. 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.

46.

- 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.

47.

- 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.

48.

- 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 transfer of the shares in favour of the person to whom the share is sold or disposed off;
- iii. The transferee shall thereupon be registered as the holder of the share; and
- 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.

49. The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.

50. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

51. Upon any sale, re-allotment or other disposal under the provisions of the preceding articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto.

52. The Board may, subject to the provision of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit.

53. The Provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

54. The provisions of these articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

### **Initial payment not to preclude forfeiture**

55. Neither a judgment in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member to the Company in respect of his shares, either by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from proceeding to enforce forfeiture of such shares as hereinafter provided.

### **Alteration of capital**

56. 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.
57. Subject to the provisions of section 61, the Company may, by ordinary resolution, —
- i. consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - ii. convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - iii. sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
  - iv. 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.

### **Conversion of Shares into Stock**

58. Where shares are converted into stock, —
- i. 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.

- ii. 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.
- iii. Such of the articles 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 “stockholder” respectively.



### **Reduction of Capital**

59. The Company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law, —
- i. its share capital;
  - ii. any capital redemption reserve account; or
  - iii. Any share premium account.

### **Share Warrants**

60. The Company may issue share warrants subject to, and in accordance with, the provisions of the Act, and accordingly the Board may in its discretion, with respect to any share which is fully paid-up, on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) of the share and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require, issue of a share warrant.

The bearer of a share warrant may at any time, deposit the warrant in the office of the Company and so long as the warrant remains so deposited, the depositor shall have the same right of signing a requisition for calling a meeting of the Company, and of attending and voting and exercising the other privileges of a member at any meeting held after the expiry of two days from the time of deposit, as if his name were inserted in the register of members as the holder of the shares including in the deposited warrants.

Not more than one person shall be recognized as depositor of the share warrant.

The Company shall, on two days written notice, return the deposited share warrants to the depositor.

Subject herein otherwise expressly provided, no person shall, as bearer of a share warrant, sign a requisition for calling a member of the Company or attend or vote or exercise any other privilege of a member at a meeting of the Company, or be entitled to receive any notice from the Company.

The bearer of share warrant shall be entitled in all other respects to the same privileges and advantages as if he were named in the register of members as the holders of shares included in the warrant, and he shall be a member of the Company.

The Board may from time to time, make rules as to the terms on which (if it shall think fit) a new share warrant of coupon may be issued by way of renewal in case of defacement, loss or destruction.

### **Capitalisation of profits**

- 61.
- 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, 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 bonus shares, 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);
    - d. 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;
    - e. The Board shall give effect to the resolution passed by the Company in pursuance of this - regulation.
  - iii. Allotment or Distribution of Bonus Shares shall not be made to those Members who furnish to the Company in written intimation waiving their entitlement to receive such allotment or distribution of shares credited as fully paid up pursuant to this Article 61 as the case may be, and accordingly the corresponding amount shall not be capitalized.
- 62.
- 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, to 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 in fractions; and
    - b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares 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.

#### **Buy-back of shares**

63. 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 Meeting**

64. All General Meetings other than annual general meeting shall be called extra-ordinary general meetings.

65.

- i. The Board may, whenever it thinks fit, call an extraordinary general meeting.
- ii. The General meeting including Annual general meeting shall be convened by giving notice of clear 21 days in advance as per section 101 of Companies Act 2013. The directors if they think fit may convene a General Meeting including Annual General Meeting of the company by giving a notice thereof being not less than three days if consent is given in writing or by electronic mode by not less than ninety-five per cent. of the members entitled to vote at such meeting.
- iii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the Company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

#### Proceedings at general meetings

66.

- 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.
  - i. Unless the number of members as on date of meeting are not more than one thousand, five members personally present shall be the quorum for a general meeting of the Company.
  - ii. In any other case, the quorum shall be decided as under:
    - a) fifteen members personally present if the number of members as on the date of meeting is more than one thousand but up to five thousand;
    - b) thirty members personally present if the number of members as on the date of the meeting exceeds five thousand;

67. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the Company.

68. 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.

69. 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.

70. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

71. A declaration by the Chairman in pursuance of Section 107 of the Companies Act, 2013 that on a show of hands, a resolution has or has not been carried, either unanimously or by a particular majority, and an entry to that effect in the books containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

### **Demand for poll**

- 72.
- i. Before or on the declaration of the result of the voting on any resolution of a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by any member or members present in person or by proxy and holding shares in the Company which confer a power to vote on the resolution not being less than one-tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than five Lac rupees has been paid up.
  - ii. The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

### **Time of taking poll**

- 73.
- i. A poll demanded on a question of adjournment shall be taken forthwith.
  - ii. A poll demanded on any other question (not being a question relating to the election of a Chairman which is provided for in Section 104 of the Act) shall be taken at such time not being later than 48 (forty eight) hours from the time when the demand was made, as the Chairman may direct.

### **Adjournment of meeting**

- 74.
- 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**

75. Subject to any rights or restrictions for the time being attached to any class or classes of shares, —
- i. on a show of hands, every member present in person shall have one vote; and
  - ii. 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.
76. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 77.
- 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.

78. 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.
79. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Directors of his right to such shares unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.
80. Any business other than that upon which a poll has been demanded may be preceded with, pending the taking of the poll.
81. 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.
- 82.
- 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.
83. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.

#### **Casting Vote**

84. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.

#### **Representation of Body Corporate**

85. A body corporate (whether a Company within the meaning of the Act or not) if it is a member or creditor (including a holder of debentures) of the Company may in accordance with the provisions of Section 113 of the Companies Act, 2013 authorise such person by a resolution of its Board of Directors as it thinks fit, to act as its representative at any meeting of the Company or of any class of members of the Company or at any meeting of creditors of the Company.

#### **Circulation of member's resolution**

86. The Company shall comply with provisions of Section 111 of the Companies Act, 2013, relating to circulation of member's resolution.

### **Resolution requiring special notice**

87. The Company shall comply with provisions of Section 115 of the Act relating to resolution requiring special notice.

### **Resolutions passed at adjourned meeting**

88. The provisions of Section 116 of Companies Act, 2013 shall apply to resolutions passed at an adjourned meeting of the Company, or of the holders of any class of shares in the Company and of the Board of Directors of the Company and the resolutions shall be deemed for all purposes as having been passed on the date on which in fact they were passed and shall not be deemed to have been passed on any earlier date.

### **Registration of resolutions and agreements**

89. The Company shall comply with the provisions of Section 117 and 179 of the Companies Act, 2013 relating to registration of certain resolutions and agreements.

### **Minutes of proceedings of general meeting and of Board and other meetings**

- 90.
- i. The Company shall cause minutes of all proceedings of general meetings, and of all proceedings of every meeting of its Board of Directors or of every Committee of the Board to be kept by making within thirty days of the conclusion of every such meeting concerned, entries thereof in books kept for the purpose with their pages consecutively numbered.
  - ii. Each page of every such book shall be initialled or signed and the last page of the record of proceedings of each meeting in such books shall be dated and signed:
    - A. in the case of minutes of proceedings of the Board or of a committee thereof by the Chairman of the said meeting or the Chairman of the next succeeding meeting.
    - B. in the case of minutes of proceedings of the general meeting by Chairman of the said meeting within the aforesaid period, of thirty days or in the event of the death or inability of that Chairman within that period, by a director duly authorised by the Board for the purpose.
    - C. In no case the minutes of proceedings of a meeting shall be attached to any such book as aforesaid by pasting or otherwise.
    - D. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
    - E. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
    - F. In the case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:
      - a. the names of the Directors present at the meetings, and
      - b. in the case of each resolution passed at the meeting, the names of the Directors, if any dissenting from or not concurring in the resolution.
  - iii. Nothing contained in Clauses (a) to (d) hereof shall be deemed to require the inclusion in any such minutes of any matter which in the opinion of the Chairman of the meeting:
    - a. is or could reasonably be regarded, as defamatory of any person
    - b. is irrelevant or immaterial to the proceedings; or

- c. in detrimental to the interests of the Company.
- iv. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this clause.

#### **Minutes to be considered to be evidence**

- 91. The minutes of meetings kept in accordance with the provisions of Section 118 of the Companies Act, 2013 shall be evidence of the proceedings recorded therein.

#### **Publication of reports of proceeding of general meetings**

- 92. No document purporting to be a report of the proceedings of any general meeting of the Company shall be circulated or advertised at the expenses of the Company unless it includes the matters required by Section 118 of the Act to be contained in the Minutes of the proceedings of such meeting.

#### **Proxy**

- 93. 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.
- 94. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
- 95. 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**

- 96. The Directors of the Company as on the date 30/09/2023 are
  1. MR.SACHHIN KISHORBHAI GAJJAER
  2. MRS.RONAK SACHIN GAJJAR
  3. MR.AASHISH HEMANTBHAI KASHIPAREKH
  4. MR.ABHISHEK MADANLAL BINAYKIA
  5. MR.MAYUR DURGAING RATHOD
- 97. The Directors need not hold any "Qualification Share(s)".

98. Appointment of Senior Executive as a Whole Time Director Subject to the provisions of the Act and within the overall limit prescribed under these Articles for the number of Directors on the Board, the Board may appoint any persons as a Whole Time Director of the Company for such a period and upon such terms and conditions as the Board may decide. The Senior Executive so appointed shall be governed by the following provisions:

He may be liable to retire by rotation as provided in the Act but shall be eligible for re-appointment. His re-appointment as a Director shall not constitute a break in his appointment as Whole Time Director. He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation. He shall cease to be a Director of the Company on the happening of any event specified in Section 164 of the Act. Subject to what is stated herein above, he shall carry out and perform all such duties and responsibilities as may, from time to time, be conferred upon or entrusted to him by Managing Director(s) and / or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and / or stipulations as the Managing Director(s) and /or the Board may, from time to time determine.

Nothing contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all or any such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such whole-time directors.

- 99.
- i. 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.
100. The Board may pay all expenses incurred in getting up and registering the company.
101. 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 thinks fit respecting the keeping of any such register.
102. 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.
103. 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.
- 104.
- 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.



### **Retirement and Rotation of Directors**

105. Not less than two-thirds of the total number of Directors of the Company, excluding the independent directors if any appointed by the Board, shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in the Act and these Articles be appointed by the Company in General Meeting.
106. The remaining Directors shall be appointed in accordance with the provisions of the Act.
107. At the Annual General Meeting in each year one-third of the Directors for the time being as are liable to retire by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office.
108. Subject to the provisions of the Act and these Articles the Directors to retire by rotation under the foregoing Article at every Annual General Meeting shall be those who have been longest in the office since their last appointment, but as between persons who became Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. Subject to the provision of the Act, a retiring Director shall retain office until the dissolution of the meeting at which his reappointment is decided or successor is appointed.
109. Subject to the provisions of the Act and these Articles, the retiring Director shall be eligible for reappointment.
110. Subject to the provision of the Act and these Articles, the Company, at the Annual General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing the retiring Director or some other person thereto.

### **Nominee Director**

111. Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any of the Finance Corporation or Credit Corporation or to any other Finance Company or Body out of any loans granted by them to the Company or Body (hereinafter in this Article referred to as "the Corporation") continue to hold debentures or shares in the Company as a result of underwriting or by direct subscription or private placement, or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors whole time or non-whole time (which Director or Directors is/are hereinafter referred to as "Nominee Director/s") on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or their places.
112. The terms and conditions of appointment of a Nominee Director/s shall be governed by the agreement that may be entered into or agreed with mutual consent with such Corporation. At the option of the Corporation such Nominee Director/s shall not be required to hold any share qualification in the Company. Also at the option of the Corporation such Nominee Director/s shall not be liable to retirement by rotation of Directors.
113. The Nominee Directors so appointed shall hold the said office only so long as any money only so long as any moneys remain owing by the Company to the Corporation or so long as the

Corporation holds Shares or Debentures in the Company as a result of direct subscription or private placement or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall ipso facto vacate such office immediately, if the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.

114. The Nominee Directors appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and/or the Meetings of the Committee of which the Nominee Director/s is/are members as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes. The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission monies or remuneration in any form is payable to the Directors of the Company, the fees, commission, monies and remuneration in relation to such Nominee Directors shall accrue to the Corporation and same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be incurred by the Corporation or by such Nominee Directors in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Directors.

Provided that if any such Nominee Directors is an Officer of the Corporation / IDBI, the sitting fees in relation to such Nominee Directors shall also accrue to the Corporation/ IDBI as the case may be and the same shall accordingly be paid by the Company directly to the Corporation.

115. Provided also that in the event of the Nominee Directors being appointed as Whole time Directors such Nominee Directors shall exercise such powers and duties as may be approved by the Lenders. Such Nominee Director/s shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Lenders.

#### **Removal of Directors**

116. The Company may (subject to the provisions of Act and other applicable provisions and these Articles) remove any Director before the expiry of his period of office after giving him a reasonable opportunity of being heard.
117. Special notice as provided in the Act shall be given of any resolution to remove a Director under this Article or to appoint some other person in place of a Director so removed at the meeting at which he is removed.
118. On receipt of the notice of a resolution to remove a Director under this Article, the Company shall forthwith send a copy thereof to the Director concerned and the Director (whether or not he is a member of the Company) shall be entitled to be heard on the resolution at the meeting.
119. Where notice is given of a resolution to remove a Director under this Article and the Director concerned makes with respect thereto representations in writing to the Company and requests its notification to members of the Company, the Company shall, if the time permits it to do so-,
- (a) in any notice of the resolution given to members of the Company state the fact of the representations having been made, and
  - (b) send a copy of the representations to every member of the Company to whom the notice of the meeting is sent ( whether before or after the receipt of representation by the Company) and if a copy of the representation is not sent as aforesaid due to insufficient time or for the company's

default, the director may without prejudice to his right to be heard orally require that the representation shall be read out at the meeting:

Provided that copy of the representation need not be sent out and the representation need not be read out at the meeting if, on the application either of the company or of any other person who claims to be aggrieved, the Tribunal is satisfied that the rights conferred by this sub-section are being abused to secure needless publicity for defamatory matter; and the Tribunal may order the company's costs on the application to be paid in whole or in part by the director notwithstanding that he is not a party to it.

120. A vacancy created by the removal of a director under this article, if he had been appointed by the company in general meeting or by the Board, be filled by the appointment of another director in his place at the meeting at which he is removed, provided special notice of the intended appointment has been given as prescribed in the Act.
121. A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed.
122. If the vacancy is not filled under clause (5) above, it may be filled as a casual vacancy in accordance with the provisions of this Act:

Provided that the director who was removed from office shall not be reappointed as a director by the Board of Directors.

123. Nothing in this section shall be taken-
  - a) as depriving a person removed under this section of any compensation or damages payable to him in respect of the termination of his appointment as director as per the terms of contract or terms of his appointment as director, or of any other appointment terminating with that as director; or
  - b) as derogating from any power to remove a director under other provisions of this Act.

#### **Remuneration and sitting fees to Directors including Managing and whole time Directors**

124. Subject to provisions of the Act, the Directors including Managing or whole time Directors shall be entitled to and shall be paid such remuneration as may be fixed by the Board of Directors from time to time in recognition of the services rendered by them for the company.

In addition to the remuneration payable to the Directors as above, they may be paid all travelling, hotel and other expenses incurred by them.

- a. In attending and returning from meetings of the Board of Directors and committee thereof, all General Meetings of the company and any of their adjourned sittings, or
  - b. In connection with the business of the Company.
125. Each Director shall be entitled to be paid out of the funds of the Company by way of sitting fees for his services not exceeding the sum of Rs.1,00,000/- (Rupees One Lac) as may be fixed by Directors from time to time for every meeting of the Board of Directors and/ or committee thereof attended by him in addition to any remuneration paid to them. If any Director being willing is appointed to an executive office either whole time or part time or be called upon to perform extra services or to

make any special exertions for the purpose of the Company then subject to Section 196, 197 & 198, read with Schedule V of the Act, the Board may remunerate such Directors either by a fixed sum or by a percentage of profit or otherwise and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled to.

**Powers and duties of Directors:**

**Certain powers to be exercised by the Board only at meeting**

126.

- i. Without derogating from the powers vested in the Board of Directors under these Articles, the Board shall exercise the following powers on behalf of the Company and they shall do so only by means of resolutions passed at meetings of the Board.
  - a. The power to make calls on shareholders in respect of money unpaid on their shares;
  - b. The Power to authorize buy-back of securities under Section 68 of the Act.
  - c. Power to issue securities, including debenture, whether in or outside India
  - d. The power to borrow moneys
  - e. The power to invest the funds of the Company,
  - f. Power to Grant loans or give guarantee or provide security in respect of loans
  - g. Power to approve financial statements and the Board's Report
  - h. Power to diversify the business of the Company
  - i. Power to approve amalgamation, merger or reconstruction
  - j. Power to take over a Company or acquire a controlling or substantial stake in another Company
  - k. Powers to make political contributions;
  - l. Powers to appoint or remove key managerial personnel (KMP);
  - m. Powers to take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
  - n. Powers to appoint internal auditors and secretarial auditor;
  - o. Powers to take note of the disclosure of director's interest and shareholding;
  - p. Powers to buy, sell investments held by the Company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of the investee Company;
  - q. Powers to invite or accept or renew public deposits and related matters;
  - r. Powers to review or change the terms and conditions of public deposit;
  - s. Powers to approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Provided that the Board may by resolution passed at the meeting, delegate to any Committee of Directors, the Managing Director, the Manager or any other principal officer of the Company or in the case of a branch office of the Company, a principal officer of the branch office, the powers specified in sub-clauses (d), (e) and (f) to the extent specified in clauses (ii), (iii) and (iv) respectively on such condition as the Board may prescribe.

- ii. Every resolution delegating the power referred to in sub-clause (d) of clause (i) shall specify the total amount outstanding at any one time up to which moneys may be borrowed by the delegate.

- iii. Every resolution delegating the power referred to in sub-clause (e) of clause (i) shall specify the total amount up to which the funds of the Company may be invested and the nature of the investments which may be made by the delegate.
- iv. Every resolution delegating the power referred to in sub-clause (f) of clause (i) shall specify the total amount up to which loans may be made by the delegates, the purposes for which the loans may be made and the maximum amount up to which loans may be made for each such purpose in individual cases.
- v. Nothing in this Article shall be deemed to affect the right of the Company in general meeting to impose restrictions and conditions on the exercise by the Board of any of the powers referred to in this Article.

### **Restriction on powers of Board**

127.

- i. The Board of Directors of the Company shall not except with the consent of the Company in general meeting :
  - a) sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or where the Company owns more than one undertaking of the whole or substantially the whole of any such undertaking;
  - b) remit, or give time for the repayment of any debt, due by a Director;
  - c) invest, otherwise than in trust securities, the amount of compensation received by it as a result of any merger or amalgamation;
  - d) borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose; or
  - e) contribute to *bona fide* charitable and other funds, aggregate of which will in any financial year, exceed five percent of its average net profits during the three financial years, immediately proceedings.
- ii. Nothing contained in sub-clause (a) above shall affect:
  - a) the title of a buyer or other person who buys or takes a lease of any such undertaking as is referred to in that sub-clause in good faith and after exercising due care and caution, or
  - b) the selling or leasing of any property of the Company where the ordinary business of the Company consists of, or comprises such selling or leasing.
- iii. Any resolution passed by the Company permitting any transaction such as is referred to in sub-clause (i) (a) above, may attach such conditions to the permission as may be specified in the resolution, including conditions regarding the use, disposal or investment of the sale proceeds which may result from the transaction. Provided that this clause shall not be deemed to authorise the Company to affect any reduction in its capital except in accordance with the provisions contained in that behalf in the Act.

- iv. No debt incurred by the Company in excess of the limit imposed by sub-clause (d) of clause (i) above, shall be valid or effectual, unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that clause had been exceeded.
- 128. Due regard and compliance shall be observed in regard to matters dealt with by or in the Explanation contained in Section 180 of the Companies Act, 2013 and in regard to the limitations on the power of the Company contained in Section 182 of the Companies Act, 2013.

#### **General powers of the Company vested in Directors**

- 129. Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorised to exercise and do and not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to the provisions of the Act and other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

#### **Specific powers given to Directors**

- 130. Without prejudice to the general powers conferred by Article above and the other powers conferred by these presents and so as not in any way to limit any or all of those powers and subject to the provisions of the Act and these Articles, it is hereby expressly declared that the Directors shall have the following powers:
  - i. to pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 corresponding to Section 40 of the Companies Act, 2013;
  - ii. to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or Company carrying on the business which this Company is authorised to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such title as the Board may believe or may be advised to be reasonable satisfactory;
  - iii. to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any land or lands, with or without buildings and outhouses thereon, situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;
  - iv. to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or in shares, bonds, debentures, debenture stock or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, debenture stock or other securities may be either

specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;

- v. To erect, construct, enlarge, improve, alter, maintain, pull down rebuilt or reconstruct any buildings, factories, offices, workshops or other structures, necessary or convenient for the purposes of the Company and to acquire lands for the purposes of the Company;
- vi. To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 180 of the Companies Act, 2013 any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit;
- vii. To insure and keep insured against loss or damage by fire or otherwise, for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce and other moveable property of the Company either separately or co-jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power;
- viii. Subject to Section 179 of the Companies Act, 2013 to open accounts with any bank or bankers or with any Company, firm, or individual and to pay money into and draw money from any account from time to time as the Directors may think fit;
- ix. To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being or in such other manner as they may think fit;
- x. To attach to any shares to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to the provisions of the Act, as to the transfer thereof as they may think fit;
- xi. To accept from any member on such terms and conditions as shall be agreed, a surrender of his shares or stock or any part thereof subject to the provisions of the Act;
- xii. To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees;
- xiii. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 180 of the Companies Act, 2013 to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company;
- xiv. Subject to the provisions of Sections 180 of the Companies Act, 2013 to invest and deal with any of the moneys of the Company, not immediately required for the purpose thereof, upon such Shares, securities or investments (not being Shares in this Company)

and in such manner as they may think fit, and from time to time to vary or realize such investments.

- xv. Subject to such sanction as may be necessary under the Act or these Articles, to give any Director, Officer, or other person employed by the Company, an interest in any particular business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company, and such interest, commission or share of profits shall be treated as part of the working expenses of the Company.
- xvi. To provide for the welfare of employees or ex-employees of the Company and their wives, widows, families, dependants or connections of such persons by building or contributing to the building of houses, dwelling, or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Directors shall think fit;
- xvii. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments, to any persons who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at anytime Directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons and, also to establish and subsidize and subscribe to any institution, association, clubs or funds collected to be for the benefit of or to advance the interests and well being of the Company or of any such other Company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid;
- xviii. To decide and allocate the expenditure on capital and revenue account either for the year or period or spread over the years.
- xix. To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit, and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they may think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.
- xx. At any time and from time to time by power of attorney to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors may think fit) be made in favour of any Company or the members,



directors, nominees or managers of any Company or firm or otherwise in favour of any fluctuating body or person whether nominated, directly or indirectly by the Directors and such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.

- xxi. To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds, and things in the name of on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company;

### **MANAGING DIRECTORS**

#### **Power to appoint Managing or Whole-time Directors**

131.

- a) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time one or more Directors as Managing Director or Managing Directors and/or Whole-time Directors of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and the Board may by resolution vest in such Managing Director(s)/Whole-time Director(s), such of the power hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such condition and subject to such restriction as it may determine, the remuneration of such Directors may be by way of monthly remuneration and/or fee for each meeting and/or participation in profits, or by any or all of those modes, or of any other mode not expressly prohibited by the Act.
- b) Subject to the approval of shareholders in their meeting, the managing director of the Company may be appointed and continue to hold the office of the chairman and managing director or Chief Executive officer of the Company at the same time.
- c) Subject to the provisions of Sections 197 & 198 of the Act, the appointment and payment of remuneration to the above Director shall be subject to approval of the members in general meeting and of the Central Government.

#### **Proceedings of the Board**

132.

- a) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- b) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

133.

The quorum for meetings of Board/Committees shall be as provided in the Act or under the rules.

134.

- a) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

- b) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.

135. 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.

136. The participation of directors in a meeting of the Board/ Committees may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

137.

- a) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 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.

#### **Delegation of Powers of Board to Committee**

138.

- a) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- b) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

139.

- a) A committee may elect a Chairperson of its meetings.
- b) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

140.

- a) A committee may meet and adjourn as it thinks fit.
- b) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

141. 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.

142. 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**

143. Subject to the provisions of the Act, —
- a) 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;
  - b) A director may be appointed as chief executive officer, manager, Company secretary or chief financial officer.
144. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officers, 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.

**The Seal**

- 145.
- a) The Board shall provide for the safe custody of the seal.
  - b) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board 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**

146. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
147. 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.
- 148.
- a) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
  - b) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
- 149.
- a) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of

the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

- b) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- c) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

150. 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.

151.

- a) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- b) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

152. 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.

153. 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.

154. No dividend shall bear interest against the Company.

Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law and that such forfeiture, when effected, will be annulled in appropriate cases;

155. Where a dividend has been declared by a company but has not been paid or claimed within thirty days from the date of the declaration, the company shall, within seven days from the date of expiry of the thirty days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account as per provisions of section 124 and any other pertinent provisions in rules made thereof.

The company shall transfer any money transferred to the unpaid dividend account of a company that remains unpaid or unclaimed for a period of seven years from the date of such transfer, to the Fund known as Investor Education and Protection Fund established under section 125 of the Act.

156. The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.

157. Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

#### Accounts

- 158.
- a) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being directors.
  - b) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

#### Inspection of Statutory Documents of the Company:

159. Minutes Books of General Meetings
- a) The books containing the minutes of the proceedings of any general meeting of the Company shall;
    - i. be kept at the registered office of the Company, and
    - ii. be open, during the business hours to the inspection of any member without charge subject such reasonable restrictions as the Company may, in general meeting impose so however that not less than two hours in each day are allowed for inspection.

Provided however that any person willing to inspect the minutes books of General Meetings shall intimate to the Company his willingness atleast 15 days in advance.

- b) Any member shall be entitled to be furnished, within seven days after he has made a request in that behalf of the Company, with a copy of any minutes referred to in Clause (a) above, on payment of Rs. 10/- (Ten Rupees only) for each page or part thereof.

160. Register of charges:
- a) The Company shall keep at its registered office a Register of charges and enter therein all charges and floating charges specifically affecting any property or assets of the Company or any of its undertakings giving in each case the details as prescribed under the provisions of the Act.
  - b) The register of charges and instrument of charges, as per clause (i) above, shall be open for inspection during business hours—
    - a. by any member or creditor without any payment of fees; or
    - b. by any other person on payment of such fees as may be prescribed,

Provided however, that any person willing to inspect the register of charges shall intimate to the Company at least 15 days in advance, expressing his willingness to inspect the register of charges, on the desired date.

### Audit

161.

- a) The first Auditor of the Company shall be appointed by the Board of Directors within 30 days from the date of registration of the Company and the Auditors so appointed shall hold office until the conclusion of the first Annual General Meeting.
- b) Appointment of Auditors shall be governed by provisions of Companies Act 2013 and rules made there under.
- c) The remuneration of the Auditor shall be fixed by the Company in the Annual General Meeting or in such manner as the Company in the Annual General Meeting may determine. In case of an Auditor appointed by the Board his remuneration shall be fixed by the Board.
- d) The Board of Director may fill any casual vacancy in the office of the auditor and where any such vacancy continues, the remaining auditor, if any may act, but where such vacancy is caused by the resignation of the auditors and vacancy shall be filled up by the Company in General Meeting.

### Winding up

162. Subject to the provisions of Chapter XX of the Act and rules made there under—

- i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or others securities whereon there is any liability.

### Indemnity

163. 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 Subject to the provisions of Chapter XX of the Act and rules made there under—

### Secrecy

164.

- (a) Every Director, Manager, Secretary, Trustee, Member or Debenture holder, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in or about the business of the company shall, if so required by the Board before entering upon their duties sign a declaration pledging themselves to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters which may come to their knowledge in the discharge of their duties except when required to

do so by the Board or by any meeting or by a Court of Law and except so far as may be necessary in order to comply with any of the provisions in these presents.

- (b) No member shall be entitled to visit or inspect any works of the Company, without the permission of the Directors or to require discovery of or any information respecting any details of the Company's trading or business or any matter which is or may be in the nature of a trade secret, mystery of trade, secret or patented process or any other matter, which may relate to the conduct of the business of the Company and which in the opinion of the directors, it would be inexpedient in the interests of the Company to disclose.

#### GENERAL POWER

165.

Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

## 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 Draft Prospectus) which are or may be deemed material have been attached to the copy of the Draft Prospectus delivered to the ROC for registration. Copies of the above-mentioned contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered Office between 10:00 a.m. and 5:00 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 February 12, 2024 between our Company and the Lead Manager.
2. Memorandum of Understanding dated February 12, 2024 between our Company and the Registrar to the Issue.
3. Escrow Agreement dated [●] between our Company, the Lead Manager, Escrow Collection Bank(s) and the Registrar to the Issue.
4. Market Making Agreement dated [●] between our Company, the Lead Manager and Market Maker.
5. Underwriting Agreement dated [●] between our Company, the Lead Manager and Market Maker.
6. Tripartite agreement between the NSDL, our Company and the Registrar dated August 10, 2023.
7. Tripartite agreement between the CDSL, our Company and the Registrar dated August 25, 2023.

#### 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 SATTRIX INFORMATION SECURITY LIMITED.
3. Resolution of the Board of Directors meeting dated January 24, 2024 authorizing the Issue.
4. Shareholders' resolution passed at the AGM dated February 5, 2024 authorizing the Issue.
5. Auditor's report for Restated Financials dated January 24, 2024 included in this Draft Prospectus.
6. The Statement of Tax Benefits dated January 24, 2024 from our Statutory Auditors.
7. Consent of our Directors, Chief Financial Officer, Statutory Auditor, Lead Manager, Banker to the Company, Legal Advisor to the Issue, Registrar to the Issue, Market Maker, Underwriters and Banker to the Issue and Sponsor Bank as referred to in their specific capacities.



8. Due Diligence Certificate(s) dated March 13,2024 of the Lead Managers to be submitted to SEBI along with the filing of the Draft Prospectus.
9. Approval from BSE vide letter dated [●] to use the name of BSE in this Issue Document for listing of Equity Shares on the BSE SME Platform of the BSE.

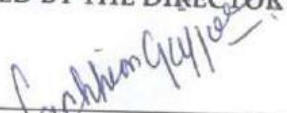
Any of the contracts or documents mentioned in this Draft Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.


## DECLARATION

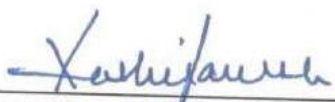
## DECLARATION

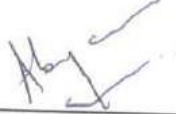
We hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, or guidelines, or regulations issued by the Government of India or the rules, or guidelines, or regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992, or the rules made or the guidelines or regulations issued thereunder, as the case may be. We further certify that all the statements made in this Draft Prospectus are true and correct.


## SIGNED BY THE DIRECTOR OF OUR COMPANY

  
 Mr. Sachin Kishorbhai Gajjaer  
 Promoter / Managing Director


  
 Ms. Ronak Sachin Gajjar  
 Promoter / CFO

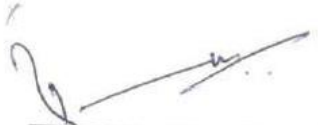
  
 Mr. Aashish Hemantbhai Kashiparekh  
 Non- Executive independent Director

  
 Mr. Abhishek Madanlal Binaykia  
 Non- Executive independent Director

  
 Mr. Mayur Durgasing Rathod  
 Non- Executive Director

## SIGNED BY THE CHIEF FINANCIAL OFFICER &amp; COMPANY SECRETARY AND COMPLIANCE OFFICER

  
 Ms. Rina Kumari  
 Company secretary and compliance officer

  
 Ms. Ronak Sachin Gajjar  
 Chief Financial Officer

Place: Ahmedabad

Date :13/03/2024