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Draft Red Herring Prospectus
Dated: September 30, 2025
Please read section 26 & 32 of the Companies Act, 2013
This Draft Red Herring Prospectus will be updated upon filing with ROC
100% Book Built Issue

DATASOL (BANGALORE) LIMITED

(Erstwhile known as Datasol (Bangalore) Private Limited)

CIN: U72200KA2001PLC028551

Registered Office	Contact Person	Email and Telephone	Website
793, Basement & 1st Floor, Vyalikaval HBCS Behind Bel Corp Office, Veeranna Palya, N, Agawara, Bangalore 560045, Karnataka, India,	**Ms. Sachi Shrikumar Lakhotia** Company Secretary & Compliance Officer	**E-mail**: cs@datasolindia.com **Tel No:** +91 93716 53335	www.datasolindia.com

NAMES OF PROMOTERS OF THE COMPANY

(i) Mr. Satish Reddy (ii) Mr. Balakuntlam Sathyanarayana Sureshkumar (iii) Mrs. Basavana Palli Ambika Soni and (iv) Mrs. Shyalaja Ramamurthy

DETAILS OF OFFER TO PUBLIC, PROMOTERS/SELLING SHAREHOLDERS

Type	Fresh Issue Size	OFS Size	Total Issue Size	ELIGIBILITY AND SHARE RESERVATION AMONG QIBS, NIIS AND INDIVIDUAL BIDDERS
Fresh Issue	Up to 39,20,000 Equity Shares aggregating to ₹ [●] Lakhs	Nil	**Up to 39,20,000 Equity Shares aggregating to ₹ [●] Lakhs**	The Issue is being made in terms of Regulation 229(2) of the SEBI ICDR Regulations, 2018, as amended. For details in relation to share reservation among QIBs, Non-Institutional Bidders and Individual Bidder, see "Issue Structure" beginning on page 261 of this Draft Red Herring Prospectus

OFS: Offer for Sale

Details of OFS by Promoter(s)/Promoter Group/Other Selling Shareholders: - NIL -

RISKS IN RELATION TO THE FIRST ISSUE – This being the first issue of the Issuer, there has been no formal market for the securities of the Issuer. The face value of the Equity Shares is ₹10/- each. The Floor Price, the Cap Price and the Issue Price to be determined by our Company in consultation with the BRLM on the basis of the assessment of market demand for our Equity Shares by way of the Book Building Process, as disclosed in "Basis for Issue Price" on page 82, 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 RISK

Investments in Equity and Equity related securities involve a degree of risk and investors should not invest any funds in this issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section ***"Risk Factors"*** beginning on page 25 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY

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

LISTING

The Equity Shares of our company issued through this Draft Red Herring Prospectus are proposed to be listed on the **SME Platform of BSE Limited ("BSE SME")**. In terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our company has received "in-principle" approval letter dated [●] from BSE for using its name in this offer document for listing our shares on the BSE SME. For the purpose of this Issue, **BSE Limited ("BSE")** is the **Designated Stock Exchange**.

LEAD MANAGER TO THE ISSUE

Name and Logo	Contact Person	E-mail & Telephone
FINSHORE Creating Enterprise Managing Values **FINSHORE MANAGEMENT SERVICES LIMITED**	Mr. S. Ramakrishna Iyengar	**Email:** info@finshoregroup.com **Telephone:** 033 – 2289 5101 / 4603 2561

REGISTRAR TO THE ISSUE

Name and Logo	Contact Person	E-mail & Telephone
INTEGRATED **INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED**	Mr. S Giridhar	**Email:** smeipo@integratedindia.in **Telephone:** 080-23460815/816/817/818

ISSUE PROGRAMME

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

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

*** Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDRRegulations.*

Draft Red Herring Prospectus
Dated: September 30, 2025
Please read section 26 & 32 of the Companies Act, 2013
This Draft Red Herring Prospectus will be updated upon filing with RoC
100% Book Built Issue

DATASOL (BANGALORE) LIMITED

(Erstwhile known as Datasol (Bangalore) Private Limited)

Our Company was originally incorporated as a Private Limited Company in the name of "***Datasol (Bangalore) Private Limited***" on February 01, 2001 under the provisions of Companies Act, 1956 bearing Corporate Identification Number U72200KA2001PTC028551 issued by Registrar of Companies – Bangalore, Karnataka. Subsequently, our company was converted into Public Limited Company under the Companies Act, 2013 and the name of our Company was changed to "***Datasol (Bangalore) Limited***" vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated September 16, 2024 bearing Corporate Identification Number U72200KA2001PLC028551 issued by Registrar of Companies, CPC For further details of change in name and registered office of our company, please refer to section titled "***Our History and Certain Corporate Matters***" beginning on page no 148 of the Draft Red Herring Prospectus.

Registered & Corporate Office: 793, Basement & 1st Floor, Vyalikaval HBCS Behind BEL Corp Office,
Veeranna Palya, N, Agawara, Bangalore 560045, Karnataka, India
Contact Person: Ms. Sachi Shrikumar Lakhotia, Company Secretary & Compliance Officer; **Tel. No.**: +91 93716 53335
E-Mail ID: cs@datasolindia.com, **Website**: www.datasolindia.com; **CIN**: U72200KA2001PLC028551

OUR PROMOTERS: (I) MR. SATISH REDDY (II) MR. BALAKUNTLAM SATHYANARAYANA SURESHKUMAR (III) MRS. BASAVANA PALLI AMBIKA SONI (IV) MRS. SHYALAJA RAMAMURTHY

THE ISSUE

INITIAL PUBLIC OFFER OF UP TO 39,20,000 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF DATASOL (BANGALORE) LTD. (THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹[●]/- PER EQUITY SHARE, INCLUDING A SHARE PREMIUM OF ₹[●]/- PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING TO ₹ [●] LAKHS ("THE ISSUE"), OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH FOR CASH AT A PRICE OF ₹[●]/- PER EQUITY SHARE, AGGREGATING TO ₹ [●]/- LAKHS WILL BE RESERVED FOR SUBSCRIPTIONS BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH FOR CASH AT A PRICE OF ₹[●]/- PER EQUITY SHARE, AGGREGATING TO ₹ [●] LAKHS IS HERE IN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE [●]% AND [●]% RESPECTIVELY OF THE POST ISSUE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] CIRCULATED HINDI NATIONAL DAILY NEWSPAPER. AND BANGALORE EDITION OF [●] REGIONAL NEWSPAPER (KANNADA REGIONAL LANGUAGE OF BANGALORE WHERE OUR REGISTERED OFFICE IS LOCATED). AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED "BSE") FOR THE PURPOSE OF UPLOADING ON THEIR WEBSITE. FOR FURTHER DETAILS KINDLY REFER TO CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 252 OF THIS DRAFT RED HERRING PROSPECTUS

THE FACE VALUE OF THE EQUITY SHARE IS ₹10/- EACH AND THE FLOOR PRICE AND CAP PRICE ARE [●] TIMES AND [●] TIMES OF THE FACE VALUE OF THE EQUITY SHARES RESPECTIVELY

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

This offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 229 of the SEBI ICDR Regulations and in compliance with Regulation 253 (1) and 253 (2) of the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, wherein not more than 50.00% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company in consultation with the BRLMs may allocate up to 60.00% of the QIB Portion to Anchor Investors on a discretionary basis ("Anchor Investor Portion"). One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from the domestic Mutual Funds at or above the Anchor Investor Allocation Price in accordance with the SEBI ICDR Regulations. In the event of under- subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion (other than the Anchor Investor Portion) ("Net QIB Portion"). Further, 5.00% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, other than Anchor Investors, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5.00% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, the SEBI ICDR Regulations read with SEBI ICDR (Amendment) Regulations, 2025, states that not less than 35% of the Net Offer shall be available for allocation to Individual Investors who applies for minimum application size. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Investors of which one-third of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than two lots and up to such lots as equivalent to not more than ₹ 10.00 Lakhs and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with an application size of more than ₹ 10.00 Lakhs and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other sub-category of Non-Institutional Portion. Subject to the availability of shares in non-institutional investors' category, the allotment to each Non-Institutional Investors shall not be less than the minimum application size in Non-Institutional Category and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis in accordance with the conditions specified in this regard in Schedule XIII of the SEBI (ICDR) (Amendment) Regulations, 2025. All Potential Bidders, other than Anchor Investors, are required to participate in the Offer by mandatorily utilising the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA Account (as defined hereinafter) in which the corresponding Bid Amounts will be blocked by the Self-Certified Syndicate Banks ("SCSBs") or under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, please refer to the chapter titled "issue Procedure" on page 265 of this Draft Red Herring Prospectus.

All potential investors shall participate in the Offer through an Application Supported by Blocked Amount ("ASBA") process including through UPI mode (as applicable) by providing details about the bank account which will be blocked by the Self Certified Syndicate Banks ("SCSBs") for the same. For details in this regard, specific attention is invited to "Issue Procedure" on page 265 of this Draft Red Herring Prospectus. A copy of Red Herring Prospectus will be delivered to the Registrar of Companies for filing in accordance with Section 32 of the Companies Act, 2013

RISK IN RELATION TO THE FIRST ISSUE

"This being the first Offer of the issuer, there has been no formal market for the securities of the issuer. The face value of the equity shares is Rs. 10/-. The Issue price/floor price/price band should not be taken to be indicative of the market price of the specified securities after the specified securities are listed. No assurance can be given regarding an active or sustained trading in the equity shares of the issuer nor 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 this offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of the issuer and the offer including the risks involved. The securities 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 document. Specific attention of investors is invited to the statement of "***Risk factors***" beginning on page no. 25 of this Draft Red Herring Prospectus.

ISSUER'S ABSOLUTE RESPONSIBILITY
The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that the Draft Red Herring Prospectus contains all information with regard to the issuer and the issue, which is material in the context of the issue, that the information contained in the offer document 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 make this document 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 of our company issued through this Draft Red Herring Prospectus are proposed to be listed on the **SME Platform of BSE Limited.** In terms of Chapter IX of the SEBI ICDR Regulations, as amended from time to time, our company has received an "**in-principle**" approval letter dated **[●]** from BSE for using its name in this offer document for listing of our shares on the BSE SME. For the purposes of the issue, the **Designated Stock Exchange** will be **BSE Limited ("BSE")**.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
FINSHORE Creating Enterprise Managing Values **FINSHORE MANAGEMENT SERVICES LIMITED** Anandlok Building, Block – A, 2nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal, India **Telephone:** 033 – 2289 5101 / 4603 2561 **Email:** info@finshoregroup.com **Contact Person:** Mr. S. Ramakrishna Iyengar **Website:** www.finshoregroup.com **Investor Grievance Email**: investors@finshoregroup.com **SEBI Registration No:** INM000012185 **CIN:** U74900WB2011PLC169377	INTEGRATED **INTEGRATED REGISTRY MANAGEMENT SERVICES (P) LTD.** No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru – 560003, India **Telephone**: 080-23460815/816/817/818 **E-mail**: smeipo@integratedindia.in **Contact Person**: Mr. S Giridhar **Website**: www.integratedregistry.in **Investor Grievance Email:** giri@integratedindia.in **SEBI Registration No**: INR000000544 **CIN:** U74900TN2015PTC101466

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

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

*** Our Company, in consultation with the Book Running Lead Manager, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.*

^The UPI mandate acceptance / confirmation end time and date shall be at 5.00P.M.on the Bid/ Issue Closing Date

SECTION I: DEFINITIONS AND ABBREVIATIONS

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the respective meanings given below. References to statutes, regulations, rules, guidelines and policies will be deemed to include all amendments and modifications thereto as amended from time to time.

Unless the context otherwise indicates or implies, the following terms shall have the meanings provided below in this Draft Red Herring Prospectus, and references to any statute or regulations or policies will include any amendments or re-enactments thereto, from time to time. In case of any inconsistency between the definitions given below and the definitions contained in the General Information Document (as defined below), the definitions given below shall prevail.

General Terms

TERMS	DESCRIPTIONS
"Datasol (Bangalore) Limited", "Datasol", "The Company", "Our Company", "Issuer Company" or "Issuer"	Unless the context otherwise indicates or implies, **Datasol (Bangalore) Limited** a public limited company incorporated under the provision of Companies Act, 1956 and having its Registered Office at 793, Basement & 1st Floor, Vyalikaval HBCS, Behind BEL Corp Office, Veeranna Palya, Nagawara, Bangalore, Karnataka 560045, India
"we", "our" or "us"	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies.
Our Promoters or Promoters of the Company	The promoters of our company being ***Mr. Satish Reddy, Mr. Balakuntlam Sathyanarayana Sureshkumar, Mrs. Basavana Palli Ambika Soni*** and ***Mrs. Shyalaja Ramamurthy.***
Promoter Group	Includes such persons and entities constituting the promoter group of our Company in terms of Regulation 2(1) (pp) of the SEBI (ICDR) Regulations, 2018 and as disclosed under Section titled "Our Promoters and Promoter Group"
"You", "Your", or "Yours"	Prospective Investors in the Issue

Company Related Terms

TERMS	DESCRIPTIONS
"Articles" or "Articles of Association" or "AOA"	The Articles of Association of our Company, as amended from time to time.
Audit Committee	Audit Committee of our Company constituted in accordance with Companies Act, 2013 as disclosed in the Section titled ***"Our Management"*** on page no. 152 of this Draft Red Herring Prospectus.
"Board of Director(s)" or "the/our Board"	Unless otherwise specified, The Board of Directors of our Company, as duly constituted from time to time, including any committee(s) thereof.
Central Registration Centre (CRC)	It's an initiative of the Ministry of Corporate Affairs (MCA) in Government Process Re-engineering (GPR) with the specific objective of providing speedy incorporation related services in line with global best practices.
"CFO" or Chief Financial Officer	The Chief Financial Officer of our company being ***"Mr. Satish Reddy"***
CIN	Corporate Identification Number
Companies Act	The Companies Act, 1956 and / or the Companies Act, 2013 as applicable.
Company Secretary & Compliance Officer	The Company Secretary & Compliance Officer of our company being ***"Ms. Sachi Shrikumar Lakhotia"***
Corporate Social Responsibility committee	Corporate Social Responsibility committee in accordance with the Companies Act, 2013 as disclosed in the Section titled ***"Our Management"*** on page no. 152 of this Draft Red Herring Prospectus.
DIN	Directors Identification Number.
Director/Director(s)	The directors of our Company, unless otherwise specified
ED	Executive Director
Equity Shares	The Equity Shares of our Company of face value of **₹10/-** each, fully paid-up, unless otherwise specified in the context thereof.
Equity Shareholders	Persons/Entities holding Equity Shares of our Company.
Export	Export means taking goods out of India to a place outside India
Group Companies/Entities	Such companies with which there were related party transactions, during the period for

TERMS	DESCRIPTIONS
	which financial information is disclosed in this Draft Red Herring Prospectus, which are covered under the applicable accounting standards and other companies as considered material by our Board, as identified in "Our Group Companies"
HUF	Hindu Undivided Family.
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Ind AS	Indian Accounting Standard
Ind GAAP	Generally Accepted Accounting Principles in India.
Import	Import means bringing goods into India from a place outside India
Independent Director	Non-executive & Independent Director as per the Companies Act, 2013
IT Act	The Income Tax Act,1961 as amended till date
JV / Joint Venture	A commercial enterprise undertaken jointly by two or more parties which otherwise retain their distinct identities.
ISIN	International Securities Identification Number In this case being **"INE0XQF01017"**
KMP / Key Managerial Personnel	Key managerial personnel of our Company in terms of Regulation 2(1)(bb) of the SEBI ICDR Regulations 2018, Section 2(51) of the Companies Act, 2013 and as disclosed in the chapter titled ***"Our Management"*** beginning on page no. 152 of this Draft Red Herring Prospectus.
MD	Managing Director
Materiality Policy	The policy on identification of group companies, material creditors and material litigation, adopted by our Board in accordance with the requirements of the SEBI (ICDR) Regulations
Memorandum/Memorandum of Association/MoA	The Memorandum of Association of our Company, as amended from time to time.
Nomination and Remuneration Committee	Nomination and Remuneration committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled ***"Our Management"*** on page no. 152 of this Draft Red Herring Prospectus.
Non-Residents	A person resident outside India, as defined under FEMA Regulations, 2000
Peer Review/Statutory Auditor	The Statutory Auditors of our Company having a valid Peer Review certificate in our case being ***"M/s. Ishwar & Gopal", Chartered Accountant***, Sri Vinayaka Building, 21/2, T S P Road, Kalasipalayam, Bengaluru- 56000, Karnataka, India
Promoters	Shall mean promoters of our Company as mentioned in this Draft Red Herring Prospectus.
Promoter Group	Includes such Persons and entities constituting our promoter group covered under Regulation 2(1) (pp) of the SEBI (ICDR) Regulations as enlisted in the section titled ***"Our Promoter and Promoter Group"*** beginning on page no. 169 of this Draft Red Herring Prospectus.
Registered Office	793, Basement & 1st Floor, Vyalikaval HBCS, Behind BEL Corpoffice, Veeranna Palya, Nagawara, Bangalore, Karnataka 560045, India
Restated Financial Statement	Audited Financial Statements for the financial years ended on 31st March 2025, 31st March 2024 and 31st March 2023, as restated in accordance with SEBI (ICDR) Regulations, comprises of (i) Financial Information as per Restated Summary Financial Statements and (ii) Other Financial Information.
RoC/Registrar of Companies	The Registrar of Companies, Bangalore, Karnataka
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992.
Senior Management	Senior Management means the officers and personnel of the issuer as defined in Regulation 2(1)(bbbb) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. For details, please refer to section titled ***"Our Management"*** on page no. 152 of this Draft Red Herring Prospectus.
Shareholders	Shareholders of our Company
Subscriber to MOA / Initial Promoters	Initial Subscriber to MOA
WTD	Whole Time Director
Stakeholders Relationship Committee	Stakeholder's relationship committee of our Company constituted in accordance with the Companies Act, 2013 as disclosed in the Section titled ***"Our Management"*** on page no. 152 of this Draft Red Herring Prospectus.
Wilful Defaulter(s) or Fraudulent Borrower(s)	A person or an issuer who or which is categorized as a wilful defaulter or fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters or

TERMS	DESCRIPTIONS
	fraudulent borrowers issued by the Reserve Bank of India, as defined under Regulation 2(1)(III) of SEBI ICDR Regulations 2018.

Issue Related Terms

TERMS	DESCRIPTIONS
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to an Applicant as proof of having accepted the Application Form.
Allot/Allotment of/ Allotted Equity Shares	Unless the context otherwise requires, allotment of Equity Shares Issued pursuant to the Fresh Issue pursuant to successful Bidders.
Allotment Advice	Note or advice or intimation of Allotment sent to the bidders who have been allotted Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee(s)	A successful Applicant (s) to whom the Equity Shares are being/have been issued/allotted.
Applicant/Investor	Any prospective investor who makes an application pursuant to the terms of the Draft Red Herring Prospectus and the Application Form.
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of the Red Herring Prospectus and the Red Herring Prospectus, which will be decided by our Company in consultation with the BOOK RUNNING LEAD MANAGER during the Anchor Investor Bidding Date.
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of the Red Herring Prospectus and the Red Herring Prospectus.
Anchor Investor Bid/Issue Period or Anchor Investor Bidding Date	One Working Day prior to the Bid/Issue Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the BOOK RUNNING LEAD MANAGER will not accept any Bids from Anchor Investors, and allocation to the Anchor Investors shall be completed.
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), it shall be the Anchor Investor Bidding Date, and in the event the Anchor Investor Allocation Price is lower than the Issue Price, not later than two Working Days after the Bid/ Issue Closing Date.
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by our Company, in consultation with the BOOK RUNNING LEAD MANAGER, to the Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations.
Application	An indication to make an offer during the Issue Period by an Applicant, pursuant to submission of Application Form, to subscribe for or purchase our Equity Shares at the Issue Price including all revisions and modifications thereto, to the extent permissible under the SEBI (ICDR) Regulations.
Application Amount	The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.
Application Form	The form in terms of which an Applicant shall make an Application and which shall be considered as the application for the Allotment pursuant to the terms of this Draft Red Herring Prospectus.
Application Supported by Blocked Amount/ASBA or UPI	An application, whether physical or electronic, used by ASBA Bidders, to make a Bid authorizing a SCSB to block the Bid Amount in the ASBA Account including the bank account linked with UPI ID. Pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, 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.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by Applicants for blocking the Bid Amount mentioned in the ASBA Form

TERMS	DESCRIPTIONS
ASBA Bidders	Any prospective investors in this Issue who apply for Equity Shares of our Company through the ASBA process in terms of this Draft Red Herring Prospectus.
ASBA Form/ Bid cum Application	An application form (with or without UPI ID, as applicable), whether physical or electronic, used by Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus or the Red Herring Prospectus
ASBA Application Location(s)/Specified Cities	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 https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes or at such other website as may be prescribed by SEBI from time to time
Banker to the Issue	Bank which are clearing members and registered with SEBI as banker to an issue and with whom the Public Issue Account will be opened, in this case being **"[●]"**
Banker to the Issue Agreement	Agreement dated [●] entered into amongst the Company, Book Running Lead Manager, the Registrar and the Banker of the Issue.
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Applicants under the Issue, as described in the Section titled, ***"Issue Procedure, - Basis of Allotment"*** beginning on page no. 265 of this Draft Red Herring Prospectus.
Bid	An indication to make an issue during the Bid/ Issue Period by a Bidder (other than an Anchor Investor) pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/ Issue Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI (ICDR) Regulations and in terms of the Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly.
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form, and payable by the Bidder or blocked in the ASBA Account of the ASBA Bidder, as the case may be, upon submission of the Bid in the Issue, as applicable.
Bid Cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares
Bid/ Issue Period	Except in relation to any Bids received from the Anchor Investors, the period between the Bid/ Issue Opening Date and the Bid/ Issue Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof in accordance with the SEBI ICDR Regulations and the terms of the Red Herring Prospectus. Provided, however, that the Bidding shall be kept open for a minimum of three Working Days for all categories of Bidders. Our Company in consultation with the BOOK RUNNING LEAD MANAGER may consider closing the Bid/Issue Period for the QIB Portion One Working Day prior to the Bid/Issue Closing Date which shall also be notified in an advertisement in same newspapers in which the Bid/Issue Opening Date was published, in accordance with the SEBI ICDR Regulations. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid / Issue Period for a minimum period of one working day, subject to the Bid/ Issue Period not exceeding 10 Working Days.
Bid/Issue Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, being [●], which shall be published in all edition of [●] (A widely circulated English National Daily Newspaper) and all edition of [●] (A widely circulated Hindi National Daily Newspaper) and [●] edition of [●] (A widely circulated Kannada Daily Newspaper, Kannada being the regional language of Karnatak where our registered office is located). Our Company in consultation with the BRLM, may, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/ Issue Closing Date shall be widely disseminated by notification to the Stock Exchanges, and also be notified on the websites of the BRLM and at the terminals of the Syndicate Members, if any and communicated to the Designated Intermediaries and the Sponsor Bank, which shall also be notified in an advertisement in same newspapers in which the Bid/ Issue

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	Opening Date was published, as required under the SEBI ICDR Regulations.
Bid/Issue Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, being [●], which shall be published in in all edition of [●] (A widely circulated English National Daily Newspaper) and all edition of [●] (A widely circulated Hindi National Daily Newspaper) and [●] edition of [●] (A widely circulated Kannada Daily Newspaper, Kannada being the regional language of Karnatak where our registered office is located)
Bidder/ Investor/Applicant	Any prospective investor who makes a bid pursuant to the terms of the Draft Red Herring Prospectus and the Bid-Cum-Application Form and unless otherwise stated or implied, which includes an ASBA Bidder and an Anchor Investor.
Bidding	The process of making a Bid. Bidding for all categories on the last day shall close at 4.00 PM. Downward modification and cancellation shall not be applicable to any of the category of bidding. Placing bid on cut of price shall not be applicable/available to any of the c ategory of bidding
Bidding/ Collection Centers	Centers at which the Designated intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, specified locations for syndicates, broker centers for registered brokers, designated RTA Locations for RTAs and designated CDP locations for CDPs.
Book Building Process/ Book Building Method	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Issue is being made.
Broker Centers	Broker centers notified by the Stock Exchanges, where the Applicants can submit the Application Forms to a Registered Broker. The details of such broker centers, along with the names and contact details of the Registered Brokers, are available on the website of the BSE i.e., www.bseindia.com.
Broker to the Issue	All recognized members of the stock exchange of BSE would be eligible to act as the Broker to the Issue.
BSE	BSE Limited
BSE SME	SME Platform of BSE Limited as per the Rules and Regulations laid down by SEBI for listing of equity shares.
Business Day	Monday to Saturday (except 2nd & 4th Saturday of a month and public holidays).
CAN or 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.
Cap Price	The higher end of the Price Band, above which the Issue Price and the Anchor Investor Issue Price will not be finalised and above which no Bids will be accepted, including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall not be more than 120% of the Floor Price.
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account.
Collection Centers	Centers at which the Designated Intermediaries shall accept the ASBA Forms.
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Applications at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Controlling Branches of SCSBs	Such branches of the SCSBs which coordinate Applications under this Issue made by the Applicants with the Book Running Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is provided on http://www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Cut-off Price	Issue Price, being ₹ [●] per Equity Shares, finalised by our Company in consultation with the BOOK RUNNING LEAD MANAGER, which shall be any price within the Price Band
Demographic Details	The demographic details of the Applicants such as their Address, PAN, Occupation and Bank Account details.
Depository/Depositories	A depository registered with SEBI under the SEBI (Depositories and Participant) Regulations, 1996, as amended from time to time, being NSDL and CDSL.
Depository Participant/DP	A depository participant as defined under the Depositories Act, 1966.
Designated CDP Locations	Such locations of the CDPs where Applicant can submit the Application Forms to Collecting Depository Participants.

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	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 i.e., www.bseindia.com
Designated Date	The date on which the funds are transferred by the Escrow Collection Bank from the Escrow Account(s) or the instructions are given to the SCSBs to unblock the ASBA Accounts including the accounts linked with UPI ID and transfer the amounts blocked by SCSBs as the case may be, to the Public Issue Account, as appropriate in terms of the Draft Red Herring Prospectus and the aforesaid transfer and instructions shall be issued only after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange.
Designated Intermediaries/ Collecting Agent	An SCSB with whom the bank account to be blocked, is maintained, a syndicate member (or sub-syndicate member), a Registered Broker, Designated CDP Locations for CDP, a registrar to an issue and share transfer agent (RTA) (whose names is mentioned on website of the stock exchange as eligible for this activity).
Designated RTA Locations	Such locations of the RTAs where Applicant can submit the Application Forms to RTAs.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 i.e. www.bseindia.com
Designated Stock Exchange	BSE Limited
Draft Red Herring Prospectus	The Draft Red Herring Prospectus dated September 30, 2025 issued in accordance with Section 26 & 32 of the Companies Act, 2013 filed with BSE Limited under SEBI (ICDR) Regulations.
DP	Depository Participant.
DP ID	Depository Participant's Identity number.
Eligible NRI(s)	NRI(s) from such jurisdiction outside India where it is not unlawful to make an Issue or invitation under the Issue and in relation to whom this Draft Red Herring Prospectus constitutes an invitation to subscribe for the Equity Shares Issued herein on the basis of the terms thereof.
Eligible QFIs	Qualified Foreign Investors from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Draft Red Herring Prospectus constitutes an invitation to purchase the Equity Shares Issued thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable.
Equity Shares	Equity Shares of our Company of face value ₹10/- each.
FII/Foreign Institutional Investors	Foreign Institutional Investor (as defined under SEBI (Foreign Institutional Investors) Regulations, 1995, as amended) registered with SEBI under applicable laws in India.
First/ Sole bidder/applicant/bidder	The bidder whose name appears first in the Bid cum Application Form or Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered pursuant to the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended
General Information Document / GID	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars, as amended from time to time.
GIR Number	General Index Registry Number.
Individual Investors Portion	The portion of the Issue being not less than 35% of the NetIssue consisting of not less than [●] Equity Shares which was made available for allocation to Individual investors who applies for minimum application size in accordance with the SEBI ICDR Regulations, which was not less than the minimum Bid Lot, subject to valid Bids having been received at or above the Issue Price.
IPO	Initial Public Offering
Issue/Public Issue/Issue Size	Public issue of **39,20,000** Equity Shares of face value of ₹**10**/- each of our Company for

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Initial Public Issue/IPO	cash at a price of ₹[●]/- per Equity Share aggregating to ₹ [●] **Lakhs** by our Company, in terms of this Draft Red Herring Prospectus.
Issue Agreement	The Issue Agreement dated September 26, 2025 between our Company and BOOK RUNNING LEAD MANAGER.
Issue Closing Date	The date on which Issue Closes for Subscription.
Issue Opening Date	The date on which Issue Opens for Subscription.
Issue Period	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which prospective Investors may submit their application.
Issue Price	The price at which the Equity Shares are being issued by our Company being ₹72/- per Equity Share.
Issue Proceeds	The proceeds of the Issue as stipulated by the Company. For further information about the use of the Issue Proceeds please refer to Section titled ***"Objects of the Issue"*** beginning on page no. 72 of this Draft Red Herring Prospectus.
BOOK RUNNING LEAD MANAGER/BRLM	means a merchant banker registered with the SEBI and appointed by the issuer to manage the issue and in case of a book-built issue, the Book Running Lead Manager(s) appointed by the issuer shall act as the BOOK RUNNING LEAD MANAGER(s) for the purposes of book building. Book Running Lead Manager to the Issue, in this case being ***"M/s. Finshore Management Services Limited"***.
Listing Agreement	Unless the context specifies otherwise, this means the Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Maker	Market Maker appointed by our Company from time to time, in this case being **"M/s. [●]"** who 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 any other period as may be notified by SEBI from time to time.
Market Making Agreement	The Market Making Agreement dated [●], between our Company, Book Running Lead Manager and Market Maker.
Market Maker Reservation Portion	Up to [●] Equity Shares of **₹10**/- each fully paid-up of our Company for cash at a price of **₹**[●]/- per Equity Share aggregating to [●] Lakhs only.
Mutual Fund(s)	Mutual fund (s) registered with SEBI pursuant to the SEBI (Mutual Funds) Regulations, 1996, as amended from time to time.
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of up to [●] Equity Shares of face value ₹**10**/- each for cash at an Issue price of **₹**[●]**/-** per Equity Share (the "Issue Price"), aggregating up to ₹ [●] Lakhs Only.
Net Proceeds	The Issue Proceeds, less the Issue related expenses, received by the Company.
Net QIB Portion	The portion of the QIB Portion, less the number of Equity Shares Allotted to the Anchor Investors.
NPCI	National Payments Corporation of India (NPCI), a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA)
Non-Institutional Investors or NIIs	All Bidders, that are not QIBs or Individual Investors and who have Bid for Equity Shares ofmore than two lots(but notincludingNRIs other thanEligible NRIs).
Non-Institutional Portion	The portion of the Issue being not less than 15% of the Net Issue, consisting of [●] Equity Shares of face value of ₹10/ each of which (a) One-third of the portion available to NIIs shall be reserved for applicants with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs and (b) Two-third of the portion available to NIIs shall be reserved for applicants with an application size of more than ₹ 10 lakhs, provided that the unsubscribed portion in either of the sub-categories specified in clause (a) or (b) may be allocated to applicants in the other sub-category of non-intuitional investors, subject to valid Bids being received at or above the Issue Price.
Other Investor	Investors other than Individual Investors. These include individual applicants other than individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Overseas Corporate Body/OCB	Overseas Corporate Body means and includes an entity defined in clause (xi) of Regulation 2 of the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCB's) Regulations 2003 and which was in existence on the date of the commencement of these Regulations and immediately prior to such commencement was eligible to undertake transactions pursuant to the general

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	permission granted under the Regulations. ***OCBs are not allowed to invest in this Issue***.
Other Investors	Investors other than Individual Investors. These include individual Applicants other than individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
Person/ Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, joint venture, or trust, or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires.
Price Band	Price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price and shall be less than or equal to 120% of the Floor Price. The Price Band and the minimum Bid Lot for the Issue will be decided by our Company, in consultation with the BRLM, and will be advertised in all editions of [●] (a widely circulated English national daily newspaper), in all edition of [●] (A widely circulated English National Daily Newspaper) and all edition of [●] (A widely circulated Hindi National Daily Newspaper) and [●] edition of [●] (A widely circulated Kannada Daily Newspaper, Kannada being the regional language of Karnatak where our registered office is located), at least two Working Days prior to the Bid/Issue Opening Date, with the relevant financial ratios calculated at the Floor Price and at the Cap Price, and shall be made available to the Stock Exchanges for the purpose of uploading on their respective website.
Public Issue Account	The Bank Account opened with the Banker(s) to this Issue under Section 40 of the Companies Act, 2013 to receive monies from the SCSBs from the bank accounts of the ASBA Accounts on the Designated Date.
Qualified Institutional Buyers or QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The Red Herring Prospectus dated [●] to be issued in accordance with Section 32 of the Companies Act, 2013 and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Equity Shares will be Issued and the size of the Issue, including any addenda or corrigenda thereto
Registered Brokers	Stockbrokers registered with the stock exchanges having nationwide terminals, other than the Members of the Syndicate.
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Applications at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI.
Registrar/Registrar to this Issue/RTI	Registrar to the Issue in our case being ***"M/s. Integrated Registry Management Services Private Limited"***
Registrar Agreement	The agreement dated September 26, 2025 entered between our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar pertaining to the Issue.
Regulations	SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended from time to time.
Reserved Category/ Categories	Categories of persons eligible for making application under reservation portion.
Individual Bidder(s) or Individual Investor(s)	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Revision Form	The form used by the Applicants to modify the quantity of Equity Shares or the Application Amount in any of their Application Forms or any previous Revision Form(s), as applicable.
Self-Certified Syndicate Bank(s) or SCSB(s)	Banks registered with SEBI, Issuing Services in relation to ASBA, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
SME Exchange	"SME exchange" means a trading platform of a recognised stock exchange having nationwide trading terminals permitted by the SEBI to list the specified securities issued in accordance with Chapter IX of SEBI ICDR and includes a stock exchange

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	granted recognition for this purpose but does not include the Main Board;
Specified Locations	Collection Centres where the SCSBs shall accept application forms, a list of which is available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.
Sponsor Bank	Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the individual investors into the UPI
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLM and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	Agreement to be entered into among our Company, the BOOK RUNNING LEAD MANAGER, and the Syndicate Members in relation to collection of Bid cum Application Forms by the Syndicate.
Syndicate Members/ Members of the Syndicate	Intermediaries (other than BOOK RUNNING LEAD MANAGER) registered with SEBI who are permitted to accept bids, application and place orders with respect to the Issue and carry out activities as an underwriter.
SEBI (ICDR) Regulations / ICDR Regulation / Regulation	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 issued by SEBI on September 11, 2018, as amended from time to time, including instructions and clarifications issued by SEBI from time to time.
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Takeover Regulations or SEBI (SAST)Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/ SEBI (LODR)	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2020 and as amended thereto, including instructions and clarifications issued by SEBI from time to time.
Transaction Registration Slip /TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the applicants, as proof of registration of the Application
UPI	Unified Payments Interface (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 Bidders	Collectively, Individual Bidders applying in the Individual Investors Portion, and IndividualBidders applyingasNon-InstitutionalBidders withaBid Amount of up to ₹ 5,00,000 in theNon-Institutional Portion by usingthe UPIMechanism.
UPI Circulars	SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular number SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020, SEBI circular number SEBI/HO/CFD/DIL2/OW/P/2021/2481/1/M dated March 16, 2021, SEBI circular number SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022 SEBI master circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and the circular issued by BSE Limited having reference no. 20220803-40 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI and Stock Exchanges in this regard along with the circular issued by the National Stock Exchange of India Limited having reference no. 25/2022 dated August 3, 2022 and any subsequent circulars or notifications issued by SEBI in this regard and any subsequent circulars or notifications issued by SEBI in this regard.
UPI ID	ID created on Unified Payment Interface (UPI) for single window mobile payment

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	system developed by the National Payment Corporation of India (NPCI).
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI linked mobile application and by way of an SMS on directing the RIB to such UPI linked mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 da ted July 26, 2019, Individual Investors Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI(https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&i nt mId=60) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId =43) respectively, as updated from time to time
UPI Mechanism	The bidding mechanism that was used by an RIB to make a Bid in the Offer in accordance with the UPI Circulars on Streamlining of Public Issues
UPI PIN	Password to authenticate UPI transaction
Underwriters	M/s. Finshore Management Services Limited
Underwriting Agreement	The Underwriting Agreement dated [●], entered into between our Company and the Underwriters.
U.S. Securities Act	U.S. Securities Act of 1933, as amended
Working Days	"Working day" means all days on which commercial banks in the city as specified in the offer document are open for business. However, till issue period, working day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business. The time period between the bid/issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the SEBI, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 and in terms of regulation 2(1)(mmm) of SEBI ICDR Regulations 2018.

Conventional and General Terms

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ACIT	Assistant Commissioner of Income Tax.
AIF(s)	The alternative investment funds, as defined in, and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012.
Air Act, 1981	Air (Prevention and Control of Pollution) Act, 1981.
Category I Foreign Portfolio Investor(s)	FPIs who are registered as "Category I foreign portfolio investor" under the SEBI FPI Regulations.
Category II Foreign Portfolio Investor(s)	FPIs who are registered as "Category II foreign portfolio investor" under the SEBI FPI Regulations.
Category III Foreign Portfolio Investor(s)	FPIs who are registered as "Category III foreign portfolio investor" under the SEBI FPI Regulations.
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) along with the relevant rules made there under.
Companies Act/Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, along with the relevant rules made there under.
Competition Act	The Competition Act, 2002.
Consolidated FDI Policy	Consolidated FDI Policy dated October 15, 2020, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time.
CST Act	Central Sales Tax Act, 1956.
FCNR Account	Foreign currency non-resident account.
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations there under.
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations 2000.

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FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations.
Financial Year/ Fiscal/ Fiscal Year/F.Y.	Period of twelve (12) months ended March 31 of that particular year, unless otherwise stated.
Foreign Portfolio Investor or FPI	Foreign Portfolio Investors, as defined under the SEBI FPI Regulations and registered with SEBI under applicable laws in India.
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 Investor, registered under the FVCI Regulations.
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000.
Hazardous Waste Rules, 2008	Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2008.
Income Tax Act or the I.T. Act	The Income Tax Act, 1961.
Ind AS	New Indian Accounting Standards notified by Ministry of Corporate Affairs on February 16, 2015, applicable from Financial Year commencing April 1, 2016, as amended.
LLP Act	The Limited Liability Partnership Act, 2008.
Notified Sections	The sections of the Companies Act, 2013, that have been notified by the Government as having come into effect prior to the date of this Draft Red Herring Prospectus.
NRE Account	Non-resident external account.
NRO Account	Non-resident ordinary account.
RBI Act	Reserve Bank of India Act, 1934.
SCRA	Securities Contracts (Regulation) Act, 1956.
SCRR	Securities Contracts (Regulation) Rules, 1957.
SEBI	The Securities and Exchange Board of India, constituted under the SEBI Act.
SEBI Act	Securities and Exchange Board of India Act, 1992.
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment 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 Investors) Regulations, 2000.
SEBI (ICDR) Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time.
SEBI (LODR) Regulations/ SEBI Listing Regulations	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
SEBI VCF Regulations	The erstwhile Securities and Exchange Board of India (Venture Capital Funds) Regulations, 1996.
Securities Act	U.S. Securities Act of 1933, as amended.
State Government	The government of a state of the Union of India.
STT	Securities Transaction Tax.
Sub-account	Sub-accounts registered with SEBI under the SEBI FII Regulations other than sub-accounts which are foreign corporate or foreign individuals.
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.
Water Act, 1974	Water (Prevention and Control of Pollution) Act, 1974.

Technical and Industry related terms

TERMS	DESCRIPTIONS
BPM	Business Process Management
BU	Billion Units
CAGR	Compounding Annual Growth Rate
CPI	Consumer Price Index

TERMS	DESCRIPTIONS
CSO	Central Statistics Office's
DGGI	Director General of Goods & Services Tax Intelligence
DIPP	Department of Industrial Policy and Promotion
DPIIT	Department for Promotion Industry and Internal Trade
DPR	Detailed Project Report
EDP	Electronic Data Processing
EPFO	Employees' Provident Fund Organisation
ESI	Employee State Insurance
EU	European Union
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FY	Financial Year
GDP	Gross Domestic Product
GST	Goods and Service Tax
GVA	Gross Value Added
G-sec	Government Securities
IBEF	India Brand Equity Foundation
IMF	International Monetary Fund
IMP/HRS	Impression per Hour
INR	Indian Rupee Rates
MNC	Multinational Corporation
MOU	Memorandum of Understanding
MSMEs	Micro, Small and Medium Enterprises
MYEA	Mid-Year Economic Analysis
NH	National Highway
NITI Aayog	National Institution for transforming India
NMP	National Manufacturing Policy
OMR	Optical Marking Recognition
OSA	Out Sourcing Agent
PMA	Preferential Market Access
PSUs	Public Sector Undertaking
RIMS	Records and Information Management Services
RBI	Reserve Bank of India
R & D	Research and Development
SED	Strategic Engineering Division
SEZ	Special Economic Zone
TFA	Trade Facilitation Agreement
UPS	Uninterrupted Power Supply
US	United States
WPI	Wholesale Price Index

Abbreviations

TERMS	DESCRIPTIONS
₹ or ₹ or Rupees or INR	Indian Rupees.
AGM	Annual General Meeting.
AS/Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment year.
BC	Before Christ.
BPLR	Bank Prime Lending Rate.
BSE	BSE Limited.
CARO	Companies (Auditor's Report) Order, 2016 & 2020, as amended
CDSL	Central Depository Services (India) Limited.
CEO	Chief Executive Officer.
CIN	Corporate Identity Number.
CLB	Company Law Board.
CrPC	Criminal Procedure Code, 1973, as amended.
CSR	Corporate Social Responsibility.

TERMS	DESCRIPTIONS
DIN	Director Identification Number.
DP ID	Depository participant's identification.
ECS	Electronic Clearing System.
EBITDA	Earnings before Interest, Tax Depreciation and Amortisation.
EGM	Extraordinary General Meeting of the Shareholders of the Company.
EPS	Earnings Per Share.
ESOS	Employee Stock Option Scheme.
FDI	Foreign Direct Investment.
FIPB	Foreign Investment Promotion Board.
GAAR	General anti avoidance rules.
GBP	Great Britain Pound.
GIR	General index register.
GoI/Government	Government of India.
GST	Goods & Service Tax
HNI	High Net Worth Individual.
HUF	Hindu Undivided Family.
ICAI	Institute of Chartered Accountants of India.
IFRS	International Financial Reporting Standards.
Indian GAAP	Generally Accepted Accounting Principles in India.
ISO	International Organization for Standardization.
IT Act	The Income Tax Act, 1961, as amended.
IT Rules	The Income Tax Rules, 1962, as amended.
JV	Joint Venture.
MCA	Ministry of Corporate Affairs, Government of India.
MoU	Memorandum of Understanding.
N.A.	Not Applicable.
NAV/Net Asset Value	Net asset value being paid up equity share capital plus free reserves (excluding reserves created out of revaluation) less deferred expenditure not written off (including miscellaneous expenses not written off) and debit balance of profit and loss account, divided by number of issued Equity Shares.
NECS	National Electronic Clearing Services.
NEFT	National Electronic Fund Transfer.
NoC	No Objection Certificate.
No.	Number.
NR	Non-Resident.
NSDL	National Securities Depository Limited.
NSE	National Stock Exchange of India Limited
NTA	Net Tangible Assets.
p.a.	Per annum.
PAN	Permanent Account Number.
PAT	Profit After Tax.
PBT	Profit Before Tax.
PCB	Pollution Control Board.
P/E Ratio	Price per Earnings Ratio.
Pvt.	Private.
RBI	Reserve Bank of India.
RoC	Registrar of Companies.
RONW	Return on Net Worth.
RTGS	Real Time Gross Settlement.
SCN	Show Cause Notice.
SCSB	Self-Certified Syndicate Bank.
SME	Small and Medium Enterprises
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
TIN	Taxpayers Identification Number
UIN	Unique Identification Number.
US	United States.
VAT	Value Added Tax.

TERMS	DESCRIPTIONS
w.e.f.	With effect from
YoY	Year on Year.

The words and expressions used but not defined in this Draft Red Herring Prospectus will have the same meaning as assigned to such terms under the Companies Act, the Securities and Exchange Board of India Act, 1992 (the "SEBI Act"), the SCRA, the Depositories Act and the rules and regulations made thereunder.

CERTAIN CONVENTIONS, USE OF FINANCIAL, INDUSTRY & MARKET DATA, AND CURRENCY PRESENTATION

CERTAIN CONVENTIONS

Unless otherwise specified or the context otherwise requires, all references to "India" in this Draft Red Herring Prospectus are to the Republic of India.

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

In this Draft Red Herring Prospectus, the terms "the Company", "our Company", "Issuer", "Issuer Company", "Datasol", and " Datasol (Bangalore) Limited" unless the context otherwise indicates or implies, refers to ***" Datasol (Bangalore) Limited"***.

In this Draft Red Herring Prospectus, the terms "we", "us", "our", unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, Associates and Group Companies, if any.

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

FINANCIAL DATA

Unless stated otherwise, the financial information in this Draft Red Herring Prospectus are extracted from the Restated Financial Statements of our Company as of and for the financial Years ended on 31st March 2025, 31st March 2024 and 31st March 2023, prepared in accordance with Indian GAAP and the Companies Act, and restated in accordance with the SEBI (ICDR) Regulations, as stated in the report of our Peer Reviewed Auditor, set out in the section titled ***"Financial Statements as Restated"*** beginning on page no 181 of this Draft Red Herring Prospectus. Our restated financial statements are derived from our audited financial statements prepared in accordance with Indian GAAP and the Companies Act and have been restated in accordance with the SEBI (ICDR) Regulations.

Our fiscal year commences on 1st April of each year and ends on 31st March of the next year. All references to a particular fiscal year are to the 12 months period ended 31st March of that year. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding-off. All decimals have been rounded off to two decimal points.

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

Unless otherwise indicated, any percentage amounts, as set forth in this Draft Red Herring Prospectus, including in the Sections titled ***"Risk Factors"***, ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** beginning on page no. 25, 113, and 222 respectively, have been calculated on the basis of the restated audited financial statements of our Company included in this Draft Red Herring Prospectus.

CURRENCY AND UNITS OF PRESENTATION

All references to "Rupees", "Rs.", "INR" or "₹" are to Indian Rupees, the official currency of the Republic of India. All references to "£" or "GBP" are to Great Britain Pound, the official currency of the United Kingdom. All references to "$", "US$", "USD", "U.S. $" or "U.S. Dollars" are to United States Dollars, the official currency of the United States of America

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "Lakh" units. One lakh represents 1,00,000. In this Draft Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed therein are due to rounding-off.

All references to 'million' / 'Million' / 'Mn' refer to one million, which is equivalent to 'ten lacs' or 'ten lakhs', the word 'Lacs / Lakhs / Lac' means 'one hundred thousand' and 'Crore' means 'ten million and 'billion / bn./ Billions' means 'one hundred crores'

INDUSTRY AND MARKET DATA

Unless stated otherwise, industry and market data used throughout this Draft Red Herring Prospectus has been derived from Ministry of Statistics and Programme Implementation (MOSPI), RBI, Press Information Bureau, Department of Industrial Policy & Promotion, Department for Promotion of Industry and Internal Trade, India Brand Equity Foundation (IBEF) and industry publications etc. Industry 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 are not guaranteed, and their reliability cannot be assured. Although, we believe that the industry and market data used in this Draft Red Herring Prospectus is reliable, neither we nor the Book Running Lead Manager nor any of their respective affiliates or advisors have prepared or verified it independently. The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data.

Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in the Section titled ***"Risk Factors"*** beginning on page no. 25 of this Draft Red Herring Prospectus. Accordingly, investment decisions should not be based on such information.

EXCHANGE RATES

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

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Indian Rupee and other foreign currencies:

Currency#	As on March 28, 2025[1]	As on March 28, 2024[2]	As on March 31, 2023
1 USD	85.58	83.37	82.22

Note: [1] Since March 31, 2025, was a holiday, the exchange rate was considered as on March 28, 2025, being the last working day prior to March 31, 2025.
[2] Since March 31, 2024, was a Sunday, the exchange rate was considered as on March 28, 2024, being the last working day prior to March 31, 2024.
 # Source: www.fbil.org.in

FORWARD-LOOKING STATEMENTS

The Company has included statements in this Draft Red Herring Prospectus which contain words or phrases such as "may", "will", "aim", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "seek to", "future", "objective", "goal", "project", "should", "potential" and similar expressions or variations of such expressions, that are or may be deemed to be forward looking statements.

All statements regarding the expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements as to the business strategy, the revenue, profitability, planned initiatives. These forward-looking statements and any other projections contained in this Draft Red Herring Prospectus (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections. Important factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the Section titled ***"Risk Factors"***; ***"Industry Overview"***; ***"Our Business"***; and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"***; beginning on page no. 25, 93, 113 and 222, respectively, of this Draft Red Herring Prospectus.

The forward-looking statements contained in this Draft Red Herring Prospectus are based on the beliefs of our management, as well as the assumptions made by and information currently available to our management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materializes, or if any of the underlying assumptions prove to be incorrect, the actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

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

- Changes in laws and regulations relating to the Sectors in which we operate;
- Emergence of alternate products which may be technologically advanced and our inability to keep pace with the change
- Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
- Our ability to effectively manage the operations of and costs associated with our manufacturing facilities;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Failure to comply with quality standards may lead to cancellation of existing and future orders;
- Our ability to retain and hire key employees or maintain good relations with our workforce;
- Impact of any reduction in sales of our products;
- Increased competition in industries/sector in which we operate;
- Our ability to expand our geographical area of operation;
- General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition;
- Our dependency on our R&D activities for our future success; and
- Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability;

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Our Company, the Book Running Lead Manager, or their respective affiliates 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 SEBI requirements, our Company and the Book Running Lead Manager will ensure that investors are informed of material developments until the time of the grant of final listing and trading permissions with respect to Equity Shares being issued in this Issue, by the Stock Exchanges. Our Company will ensure that investors are informed of material developments in relation to statements about our Company in this Draft Red Herring Prospectus until the Equity Shares are allotted to the investors.

SECTION II: SUMMARY OF DRAFT RED HERRING PROSPECTUS

SUMMARY OF DRAFT RED HERRING PROSPECTUS

(A) PRIMARY BUSINESS OF OUR COMPANY AND THE INDUSTRY IN WHICH IT OPERATES:

❖ **Primary Business of Our Company:**

We are engaged in the business of providing products and solutions towards electronics system design and manufacturing ("ESDM") services with a focus on high value precision engineering products. We offer tailored solutions to meet our customers' specific needs, covering assembly and integration of precision components. Based on the client's specifications, we design and manufacture the required products. We are specialized in design and supply of embedded systems, particularly in the defense, space, and industrial automation sectors. Our solutions mainly include: (i) printed circuit board design and assembly, (ii) end-to-end design services from concept and engineering to prototype development and manufacturing of turnkey products. These comprehensive services help our customers reduce manufacturing costs, streamline supply chain management, and minimize inventory obsolescence. It is important to note that while we manage the full process, fabrication is carried out by external partners.

*(For Detailed information on our business, please refer to chapter titled **"Our Business"** beginning from page no. 113 of this Draft Red Herring Prospectus.)*

❖ **Summary of the industry in which our Company operates:**

The Indian electronics manufacturing industry is projected to reach US$ 520 billion by 2025. The demand for electronic products is expected to rise to US$ 400 billion by FY25 from US$ 33 billion in FY20. Electronics system market is expected to witness 2.3x demand of its current size (FY19) to reach US$ 160 billion by FY25. The top products under the ESDM sector with the highest CAGR include IT/OA at 54%, followed by industrial electronics at 38% and automotive electronics at 10%.

*(For further detailed information, please refer to chapter titled **"Industry Overview"** beginning from page no. 93 of this Draft Red Herring Prospectus.)*

(B) NAME OF THE PROMOTERS OF OUR COMPANY:

(i) Mr. Satish Reddy, (ii) Mr. Balakuntlam Sathyanarayana Sureshkumar, (iii) Mrs. Basavana Palli Ambika Soni and (iv) Mrs. Shylaja Ramamurthy are the promoters of our company.

*(For further details, please refer chapter **"Our Promoters and Promoters Group"** beginning from page no. 169 of this Draft Red Herring Prospectus.)*

(C) SIZE OF THE ISSUE:

Initial Public issue of **39,20,000** equity shares of face value of ₹10/- each ("Equity Shares") of **Datasol (Bangalore) Limited** ("The Company" or "The Issuer") for cash at a price of **₹[●]/-** per equity share ("The Issue Price"), aggregating to **₹ [●] Lakhs** ("The Issue"), of which [●] equity shares of face value of ₹10/- each for cash at a price of **₹[●]/-** per equity share, aggregating to **₹ [●]** lakhs will be reserved for subscriptions by the Market Maker to the issue (The "**Market Maker Reservation Portion**"). The issue less market maker reservation portion i.e., Issue of [●] equity shares of face value of ₹10/- each for cash at a price of **₹ [●]/-** per equity share, aggregating to **₹ [●]** lakhs is here-in after referred to as the **"Net Issue"**. The issue and the net issue will constitute [●]% and [●]% respectively of the post issue paid up equity share capital of the company.

*(For further details, please refer chapter **"Terms of the Issue"** beginning from page no. 252 of this Draft Red Herring Prospectus.)*

(D) OBJECTS OF THE ISSUE:

Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects:

₹ in lakhs

Sr. No.	Particulars	Estimated Amount	% of total issue size	Amount to be financed from Issue Proceeds
A	Funding Capital Expenditure towards purchase of additional plant and machinery for expansion and upgradation of existing manufacturing facility.	Up to 846.12	[●]	Up to 846.12
B	To meet Working Capital Requirements	Up to 1,335.13	[●]	Up to 1,335.13
C	General Corporate Expenses*	[●]	[●]	[●]
	Net IPO Proceeds	[●]	[●]	[●]

*For further details, please refer chapter **"Objects of the Issue"** beginning from page no. 72 of this Draft Red Herring Prospectus.*

(E) PRE-ISSUE SHAREHOLDING OF OUR PROMOTERS AND PROMOTERS GROUP AS ON THE DATE OF THIS DRAFT RED HERRING PROSPECTUS:

Particulars	Pre-Issue Shareholding	
	Number of Shares	Percentage holding
Promoters		
Satish Reddy	32,33,979	29.62%
Balakuntlam Sathyanarayana Sureshkumar	32,33,979	29.62%
Basavana Palli Ambika Soni	16,80,000	15.38%
Shylaja Ramamurthy	16,80,000	15.38%
Total Promoters Shareholding (A)	**98,27,958**	**90.00%**
Promoter Group		
C S Deepshika	21	0.00%
Sai Siddharth B S	21	0.00%
Total Promoters Group Shareholding (B)	**42**	**0.00%**
Total Promoters & Promoters Group (A+B)	**98,28,000**	**90.00%**

(EA) SHAREHOLDING OF PROMOTER(S) / PROMOTER GROUP AND ADDITIONAL TOP 10 SHAREHOLDERS OF THE COMPANY:

Sr. No.	Shareholders	Pre-Issue Shareholding		Post-Issue Shareholding as at allotment			
				At the lower end of the price band (₹[●])		At the upper end of the price band (₹[●])	
		No. of Equity Shares	Share holding (in %)	No. of Equity Shares	Share holding (in %)	No. of Equity Shares	Share holding (in %)
1	Satish Reddy	32,33,979	29.62%	[●]	[●]	[●]	[●]
2	Balakuntlam Sathyanarayana Sureshkumar	32,33,979	29.62%	[●]	[●]	[●]	[●]
3	Basavana Palli Ambika Soni	16,80,000	15.38%	[●]	[●]	[●]	[●]
4	Shylaja Ramamurthy	16,80,000	15.38%	[●]	[●]	[●]	[●]
5	Balkur Jayarama Udupa	10,92,000	10.00%	[●]	[●]	[●]	[●]
6	C S Deepshika	21	0.00%	[●]	[●]	[●]	[●]
7	Sai Siddharth B S	21	0.00%	[●]	[●]	[●]	[●]

Notes-

1. The Promoter Group Shareholders are C S Deepsikha and Sai Siddharth B S.
2. Includes all options that have been exercised until date of Draft Red Herring Prospectus and any transfers of equity shares by existing shareholders after the date of the pre-issue advertisement until the date of Draft Red Herring Prospectus. – Not Applicable
3. Based on the Issue price of ₹[●]/- and subject to finalization of the basis of allotment

*For further details, please refer chapter **"Capital Structure"** beginning from page no. 59 of this Draft Red Herring Prospectus.*

(F) SUMMARY OF RESTATED FINANCIAL STATEMENTS:

(₹ in Lakhs)

Particulars	31-03-2025	31-03-2024	31-03-2023
Total Share Capital	52.00	52.00	52.00
Total Net Worth	2,803.25	2,254.86	1,876.94
Total Revenue from Operations	5,178.40	4,037.04	2,218.24
Profit After Tax	548.40	377.92	46.41
Face Value per equity shares	10/-	10/-	10/-
Earnings Per Share (Basic & Diluted) ***(As per Restated financials)***	105.46	72.68	8.92
Earnings Per Share (Basic & Diluted) ***(after giving retrospective effect of Bonus)*** ***(As per Restated financials)***	5.02	3.46	0.42
Net Asset Value per equity share ***(As per Restated financials)***	539.09	433.63	360.95
Net Asset Value per equity share ***(after giving retrospective effect of Bonus)*** ***(As per Restated financials)***	25.67	20.65	17.19
Total Borrowings (Fund based)	74.72	246.57	383.02

*(For further details, please refer chapter **"Capital Structure"** and **"Financial Statements as Restated"** beginning from page no. 59 and 181 respectively of this Draft Red Herring Prospectus.)*

(G) AUDITOR QUALIFICATIONS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS:

The auditor report of Restated Financial Information of Datasol (Bangalore) Limited, for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023 does not contain any qualifications which have not been given effect in the restated financial statements.

*(For further details, please refer chapter **"Financial Statements as Restated"** beginning from page no. 181 of this Draft Red Herring Prospectus.)*

(H) SUMMARY OF OUTSTANDING LITIGATIONS:

A summary of legal and other proceedings is given below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other Pending Litigations/ Actions	Aggregate amount involved (₹ in lakhs)
Company						
By the Company	-	-	-	-	-	-
Against the Company	-	3	-	-	-	0.11
Directors						
By the Directors	-	-	-	-	-	-
Against the Directors	-	-	-	-	-	-

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other Pending Litigations/ Actions	Aggregate amount involved (₹ in lakhs)
Promoters						
By the Promoters	-	-	-	-	-	-
Against the Promoters	-	-	-	-	-	-
Group Companies						
By the Group Companies	-	-	-	-	-	-
Against Group Companies	-	-	-	-	-	-

*(For further details, please refer chapter **"Outstanding Litigation and Material Developments"** beginning from page no. 230 of this Draft Red Herring Prospectus.)*

(I) CROSS REFERENCE TO THE SECTION TITLED RISK FACTORS:

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this offering. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares offered in the Issue have neither been recommended nor approved by Securities and Exchange Board of India nor does Securities and Exchange Board of India guarantee the accuracy or adequacy of this Draft Red Herring Prospectus.

*(For the details pertaining to the internal and external risk factors relating to the Company, kindly refer to the chapter titled **"Risk Factors"** beginning on page no. 25 of this Draft Red Herring Prospectus.)*

(J) SUMMARY OF CONTINGENT LIABILITIES:

As per restated financial statements, the company has contingent liabilities to the tune of ₹ 635.31 Lakhs as on March 31, 2025.

*(For further details, please refer chapter **"Financial Statements as Restated"** beginning from page no. 181 of this Draft Red Herring Prospectus.)*

(K) SUMMARY OF RELATED PARTY TRANSACTIONS FOR LAST 3 YEARS:

(₹ in Lakhs)

Particulars	31-03-2025	31-03-2024	31-03-2023
Transaction with Related Parties			
Remuneration paid to Directors			
Sathish Reddy	110.38	60.00	99.00
B.S.Suresh Kumar	110.38	60.00	99.00
B.Ambika Soni	16.50	36.00	54.00
Shylaja R	16.50	36.00	54.00
Sales			
FLYVI Technologies Private Limited	0.79	-	-
Unsecured Loans Received/(Paid)			
Sathish Reddy-Loan received	-	40.00	7.61
Sathish Reddy -Loan repaid	-	48.00	-
B.S.Suresh Kumar -Loan received	-	20.00	-
B.S.Suresh Kumar -Loan repaid	-	20.00	-
Closing Balance of Related Parties			
Short Term Borrowings			
Sathish Reddy	-	-	7.61
Other Current Liabilities - Salary Payable			

Particulars	31-03-2025	31-03-2024	31-03-2023
Sathish Reddy	82.37	77.85	78.12
B.S.Suresh Kumar	84.08	79.57	79.84
B.Ambika Soni	20.04	47.62	47.04
Shylaja R	20.16	47.74	47.16
Total	**206.65**	**252.77**	**252.16**
Trade Receivable			
FLYVI Technologies Private Limited	0.79	-	-

*For details pertaining to Related Party Transactions, kindly refer to the chapter titled **"Financial Statements as Restated – Related Party Transactions"** beginning on page no. 218 of this Draft Red Herring Prospectus.*

(L) DETAILS OF FINANCING ARRANGEMENT:

There are no financing arrangements whereby the promoters, member of promoter group, the directors of the company which is a promoter of the issuer, the directors of our company and their relatives have financed the purchase by any other person of securities of our Company other than in the normal course of the Business of the financing entity during the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

(M) WEIGHTED AVERAGE PRICE AT WHICH EQUITY SHARES WAS ACQUIRED BY OUR PROMOTERS IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT RED HERRING PROSPECTUS:

Sl. No.	Name of the Promoter	No. of Shares Acquired during last one Year	Consideration	Weighted Average Price (In ₹ per Equity Share)
1	Satish Reddy	30,79,980	-	Nil
2	Balakuntlam Sathyanarayana Sureshkumar	30,79,980	-	Nil
3	Basavana Palli Ambika Soni	16,00,000	-	Nil
4	Shylaja Ramamurthy	16,00,000	-	Nil

(The Equity Shares of the Company as mentioned above were acquired by way of bonus issue)

(N) AVERAGE COST OF ACQUISITION OF EQUITY SHARES FOR PROMOTERS:

Sl. No.	Name of the Promoter	No. of Equity Shares Held	Avg. Cost of Acquisition (In ₹ per Equity Share)
1	Satish Reddy	32,33,979	-0.19*
2	Balakuntlam Sathyanarayana Sureshkumar	32,33,979	-0.10*
3	Ambika Soni	16,80,000	0.48
4	Shylaja Ramamurthy	16,80,000	0.48

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, by way of fresh issuance or transfer or bonus issue and shares received as gift etc. less amount received by them for the sale of Equity Shares through transfer, if any and the net cost of acquisition has been divided by total number of shares held as on date of the Draft Red Herring Prospectus.

** Promoters Satish Reddy and Balakuntlam Sathyanarayana Sureshkumar transferred 26,000 shares each to Balkur Jayarama Udupa at Rs. 454 per share, leading to a negative cost of acquisition.*

(O) DETAILS OF PRE-IPO PLACEMENT:

Our Company has not proposed any Pre-IPO placement from the date of this Red Herring Prospectus till the listing of the Equity Shares.

(P) DETAILS OF ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT RED HERRING PROSPECTUS:

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
05.05.2025	1,04,00,000	N/A	Nil	Bonus Issue	#	Capitalization of reserves

*# For further details pertaining to Issue of Equity Shares for consideration other than cash, kindly refer to the chapter titled **"Capital Structure"** beginning on page no. 59 of this Draft Red Herring Prospectus.*

(Q) DETAILS OF SPLIT/CONSOLIDATION OF OUR EQUITY SHARES IN THE LAST ONE YEAR FROM THE DATE OF THIS DRAFT RED HERRING PROSPECTUS:

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

(R) EXEMPTION FROM COMPLYING WITH ANY PROVISIONS OF SECURITIES LAWS, IF ANY, GRANTED BY SEBI

The Company has not sought for any exemptions from complying with any provisions of securities laws.

SECTION III: RISK FACTORS

RISK FACTORS

*Any investment in equity securities involves a high degree of risk. Investor should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. To obtain a more complete understanding, you should read this section together with Sections titled, **Our Business,** and **Management's Discussion and Analysis of Financial Condition and Results of Operations** beginning on page no. 113 and 222 respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus.*

Any of the following risks, as well as the other risks and uncertainties discussed in this Draft Red Herring Prospectus, could have an adverse effect on our business, financial condition, results of operations and prospects and could cause the trading price of our Equity Shares to decline, which could result in the loss of all or a part of your investment. The risks and uncertainties described in this section are not the only risks that we may face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations, financial condition and prospects.

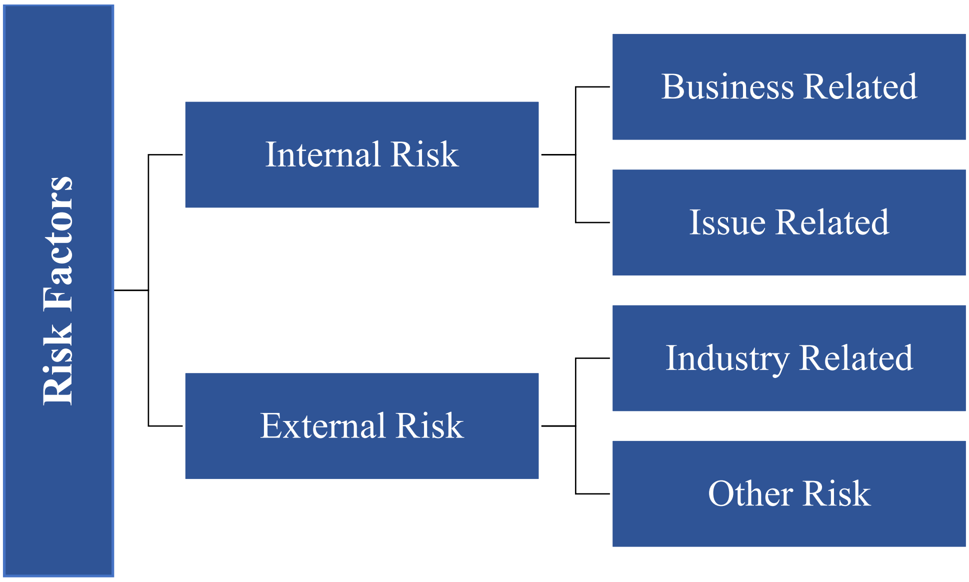
This Draft Red Herring Prospectus contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements because of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the consequences to you of an investment in the Equity Shares.

The financial information in this section is, unless otherwise stated, derived from our Restated Financial Statements prepared in accordance with Indian AS, as per the requirements of the Companies Act, 2013, and SEBI (ICDR) Regulations.

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

1. *Some risks may not be material individually but may be material when considered collectively.*
2. *Some risks may have material impact qualitatively instead of quantitatively.*
3. *Some risks may not be material at present but may have a material impact in the future.*



INTERNAL RISK FACTORS

A. Business Related Risks

1. Our business operations are dependent on obtaining and maintaining statutory and regulatory approvals, licenses, registrations, and permits, and any failure to do so may adversely impact our operations and financial performance.

Our business requires us to obtain, maintain, and renew from time to time, various approvals, licenses, registrations, and permits from governmental and regulatory authorities. These are critical for carrying out our operations in compliance with applicable laws and regulations. Some of these approvals are subject to periodic renewal and may involve cumbersome and time-consuming processes. There can be no assurance that the relevant authorities will issue or renew such approvals in a timely manner or at all.

If we fail to obtain or maintain any of the requisite licenses or approvals, or if a regulatory authority finds that we have not complied with the prescribed conditions, we may face penalties, including suspension or cancellation of our registrations, which could result in partial or complete disruption of our business operations. This, in turn, could materially and adversely affect our business, financial condition, and results of operations.

Additionally, any lapse in compliance due to human error, procedural oversight, or insufficient documentation may expose us to significant risks including penalties, reputational damage, cancellation of client contracts, or potential legal proceedings. Furthermore, the regulatory environment in which we operate is evolving, with frequent changes to laws and standards, particularly those related to safety, quality, and environmental sustainability. Complying with these changes demands continuous monitoring and resources. Our inability to promptly adapt to new regulatory requirements could restrict our eligibility in tenders or competitive bids, lead to compliance breaches, and cause operational disruptions.

For further details on the licenses and approvals applicable to our business, please refer to the section titled “Government and Other Approvals” on page 235 of this Draft Red Herring Prospectus.

2. Our operations are geographically concentrated in Karnataka, and any adverse developments in this region could materially impact our business, financial condition, and results of operations.

Our registered office and manufacturing facility are currently located in Bangalore, and we conduct a significant portion of our business operations from this location. As a result, a substantial part of our revenues is generated from the Karnataka region. This geographic concentration exposes us to regional risks, including changes in the local political environment, economic downturns, natural disasters, infrastructure challenges, or adverse changes in state-level policies and regulations. Any disruption or reduction in demand for our services in Karnataka whether due to political discord, regulatory changes, or any unforeseen events could materially and adversely affect our financial performance and operational continuity.

Additionally, as we aim to expand our business operations to other regions, we may face several challenges, including limited brand recognition, lack of established relationships with customers, and intense competition from players who are better entrenched in those markets. Our current limited exposure outside Karnataka may hinder our ability to effectively scale and diversify our revenue base. Any delays or setbacks in achieving geographical or functional expansion could negatively impact our growth prospects and future revenue generation.

3. Our dependence on specialized raw materials and limited suppliers in the aerospace and defence sectors exposes us to significant supply chain risks that may adversely affect our operations and financial performance.

Our business operations in the aerospace and defence industries rely heavily on the timely availability of specialized raw materials, many of which are sourced from a limited number of suppliers from different part of the world. These materials are often subject to supply chain constraints arising from geopolitical tensions, international trade restrictions, resource shortages, or regulatory challenges. In addition high volatility of FE over the years, suppliers may themselves face operational disruptions due to natural disasters, labor unrest, or production issues.

Any interruption or delay in the supply of critical raw materials can significantly affect our production timelines, especially given the stringent delivery schedules and performance obligations typically associated with aerospace and defence contracts. Such delays may lead to cost overruns, project delays. Moreover, a failure to meet delivery obligations may result in reputational damage and strain our relationships with key customers, including government and institutional clients, thereby adversely impacting our business prospects, financial condition, and results of operations.

4. ***Our Company is dependent on a few customers for sales. Loss of any of these large customers may affect our revenues and profitability.***

Our business is dependent on a few customers and the loss of, or a significant reduction in orders by such customers could adversely affect our business. Revenues from any of our particular customers may vary significantly from reporting period to reporting period, depending on the nature of ongoing orders and the implementation schedule for such orders. The efficiency of the sales and marketing network is critical to the success of our Company.

Our success lies in the strength of our relationship with the customers who have been associated with our Company. However, such concentration of our business on a few customers may adversely affect us if we do not achieve our expected margins or suffer losses on one or more of these customer contracts. Significant revenue from a few customers increases the potential volatility of our results and exposure to individual contract risks with such customers, which may have an adverse effect on our results of operations. There can be no assurance that our significant customers in the past will continue to place similar orders with us in the future. A significant decrease in business from any such key customer, whether due to circumstances specific to such customer or adverse market conditions affecting the industry or the economic environment generally, such as the COVID-19 pandemic, may materially and adversely affect our business, results of operations and financial condition.

At present, we derive most of our revenues from the orders received from the limited or prime customers. The following is the breakup of the top one, top five and top ten customers of our Company for the financial year ended on March 31, 2025, March 31, 2024 and March 31, 2023 as per restated financials:

₹ in lakhs

Particulars	March 31, 2025		March 31, 2024		March 31, 2023	
	Amount	In %	Amount	In %	Amount	In %
Top Customers						
Top 1 Customer	1,682.41	32.49%	1,220.44	30.23%	737.89	33.26%
Top 5 Customers	3,691.55	71.29%	2,736.92	67.80%	1,538.98	69.38%
Top 10 Customers	4,641.14	89.62%	3,476.21	86.11%	1,858.17	83.77%

5. ***We highly depend on our major raw materials and a few key suppliers who help us procure the same. Our Company has not entered into long-term agreements with its suppliers for the supply of raw materials. In the event we are unable to procure adequate amounts of raw materials, at competitive prices our business, results of operations and financial condition may be adversely affected.***

Our top 10 suppliers contribute majority of our supplies. We cannot assure that we will be able to get the same quantum and quality of supplies, or any supplies at all, and the loss of supplies from one or more of them may adversely affect our purchases of stock and ultimately our revenue and results of operations. However, the composition and amount of purchase from these suppliers might change as we continue seeking new suppliers for our product for better quality and price in the normal course of business. Though we believe that we will not face substantial challenges in maintaining our business relationship with them or finding new suppliers, there can be no assurance that we will be able to maintain long-term relationships with such suppliers or find new suppliers in time. The following are the details of contribution of the top one, top five and top ten suppliers of our Company for the financial year ended on March 31, 2025, March 31, 2024 and March 31, 2023 as per restatement financials:

Particulars	March 31, 2025		March 31, 2024		March 31, 2023	
	Amount	In %	Amount	In %	Amount	In %
Top Suppliers	494.97	16.78%	824.03	28.01%	401.96	21.52%
Top 1 Supplier	1,343.23	45.55%	1,456.04	49.50%	767.18	41.08%
Top 5 Suppliers	1,831.50	62.11%	1,907.19	64.84%	1,056.93	56.59%
Top 10 Suppliers	494.97	16.78%	824.03	28.01%	401.96	21.52%

6. ***Volatility in the prices of raw materials may adversely affect our cost structure, profitability, and ability to meet pricing commitments under fixed-price contracts.***

Our business depends on the procurement of high-value and specialized raw materials, particularly for our operations in the aerospace and defence sectors. The prices of these materials are subject to frequent and unpredictable fluctuations driven by various factors such as geopolitical tensions, global supply chain disruptions, changes in trade policies, variation in Fiorex and natural disasters. Any significant increase in the cost of raw materials can materially impact our production costs.

Given that many of our contracts, particularly in the defence and aerospace sectors, are governed by fixed pricing or limited cost escalation clauses, we may not be able to pass on these increased input costs to our customers. As a result, our profit margins may be adversely impacted. Furthermore, this price volatility also complicates our ability to accurately forecast future costs, potentially hindering our ability to plan production schedules, budget effectively, and price our products competitively in future tenders or bids.

Failure to effectively manage raw material price fluctuations may therefore have a material adverse effect on our business operations, financial condition, and overall competitiveness.

7. ***Any failure in our quality control systems could result in the production of defective components, leading to severe financial, operational, and reputational consequences.***

Our products are highly technical and are primarily used in the aerospace and defence sectors, where precision, performance, and reliability are critical. As such, our operations are subject to rigorous quality control requirements to ensure that our components meet the exacting standards and tolerances specified by our customers. Any lapse or failure in our quality control processes whether due to human error, equipment malfunction, or inadequate procedures may result in the manufacture of substandard or defective products.

A defect in a critical component can cause catastrophic failures in the systems in which they are installed, potentially endangering lives, jeopardizing missions, or causing serious operational setbacks. Such incidents may lead to product recalls, delays in production schedules, contractual penalties, loss of customer trust, or the termination of key contracts. Additionally, quality failures can expose us to legal liabilities and damage our reputation in an industry where reliability is paramount.

Maintaining stringent and consistent quality control protocols is essential to our business. Any inability to uphold these standards could materially and adversely affect our financial condition, results of operations, and future business prospects.

8. ***Delays in our production or testing processes could adversely affect our project timelines, customer relationships, and overall business performance.***

The manufacture of high-precision components for the defence and aerospace sectors involves intricate and tightly coordinated production schedules. Our operations are highly sensitive to delays that may arise from various factors, including equipment malfunctions, raw material shortages, workforce limitations, and unexpected design modifications. Most of the items, that gets into production will have to get approval from quality agencies associated respective program and project. Any disruption at one stage of production can cause cascading effects throughout our supply chain, potentially delaying final deliveries to customers.

Given the mission-critical nature of our products and the strict timelines often associated with defence and aerospace contracts, repeated delays can result in financial penalties, loss of contracts, and deterioration of customer trust. Furthermore, persistent issues with timely delivery may lead clients to seek more reliable suppliers for future projects, adversely impacting our competitive positioning and revenue streams.

To mitigate these risks, we must maintain robust project management systems, ensure proactive communication with clients, and implement effective contingency plans. Nonetheless, there can be no assurance that we will be able to eliminate all delays, and any failure to meet contractual deadlines could materially affect our business, financial condition, and reputation in the industry.

9. ***A shortage of skilled labor may adversely impact our production capabilities, quality standards, and ability to meet customer expectations.***

The manufacturing of high-precision components, particularly for the aerospace and defence sectors, requires a highly skilled workforce with specialized expertise in mechanical and optical engineering. Our ability to maintain efficient operations, meet stringent quality requirements, and adhere to tight production schedules depends significantly on our capacity to recruit, train, and retain qualified engineers and technicians.

The demand for such skilled professionals often exceeds supply, especially in niche industries like aerospace and defence, leading to challenges in workforce availability, wage inflation, and increased employee turnover. Any inability to fill critical roles in a timely manner can result in production slowdowns, compromised quality control, and delays in meeting customer commitments.

Moreover, investing in training and upskilling new employees is resource-intensive and may not always yield immediate results. A prolonged shortage of skilled labor could also hinder our research and development efforts, delay product launches, and negatively affect our ability to secure new contracts. Such disruptions may materially and adversely affect our business operations, financial performance, and competitive position in the market.

10. ***Intense competition in the aerospace and defence industries may adversely affect our market share, pricing power, and ability to secure contracts.***

The aerospace and defence sectors are characterized by intense competition from both large multinational corporations and smaller, specialized firms. Many of our competitors possess significantly greater financial, technical, and operational resources, allowing them to invest more heavily in advanced technologies, achieve economies of scale, and offer products at more competitive prices. This places constant pressure on us to innovate, enhance efficiency, and maintain cost competitiveness.

If our competitors develop or adopt superior manufacturing processes such as advanced flow-forming technologies they may be able to offer better-performing products at lower costs, thereby diminishing our competitive advantage. Moreover, new entrants to the market with disruptive technologies or differentiated offerings could erode our market position, particularly in segments with lower barriers to entry.

Our ability to compete also depends on our capacity to differentiate our products based on precision, reliability, and specialized capabilities such as our advanced innovative products like Smart Multifucntion Display, Inertial Systems, High end Rugged Servers and computing platforms. If we fail to do so effectively, potential customers may choose alternative suppliers who promise similar or superior performance at more attractive prices.

In addition, established competitors may leverage long-standing relationships with key government agencies or aerospace organizations, making it difficult for us to enter new markets or win significant contracts. A failure to keep pace with technological advancements, invest adequately in R&D, or maintain strong customer service standards could materially impact our ability to grow our business, resulting in reduced revenues and a loss of market share.

11. ***Our Company, Directors, Promoters and Group Companies are parties to certain legal proceedings. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.***

Our Company, Directors, Promoters and Group Companies are parties to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and forums. Mentioned below are the details of the proceedings involving our Company, Directors, Promoters and Group Companies as on the date of this Draft Red Herring Prospectus along with the amount involved, to the extent quantifiable.

Particulars	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other Pending Litigations/ Actions	Aggregate amount involved (₹ in lakhs)*
Company						
By the Company						
Against the Company	-	-	-	-	-	-

Particulars	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Other Pending Litigations/ Actions	Aggregate amount involved (₹ in lakhs)*
Directors	-	3	-	-	-	0.11
By the Directors						
Against the Directors	-	-	-	-	-	-
Promoters	-	-	-	-	-	-
By the Promoters						
Against the Promoters	-	-	-	-	-	-
Group Companies	-	-	-	-	-	-
By the Group Companies						
Against the Group Companies	-	-	-	-	-	-

** to the extent quantifiable*

Note: The amount mentioned above may be subject to additional interest, rates or Penalties being levied by the concerned authorities for delay in making payment or otherwise.

For further details, please refer chapter ***"Outstanding Litigation and Material Development"*** beginning from page no. 230 of this Draft Red Herring Prospectus. Further, in addition to that, there could be other litigations & claims filed against the Company, Directors & Promoters which the Company may not be aware of as on the date of this Draft Red Herring Prospectus.

There can be no assurance that these litigations will be decided in favour of our Company, Directors, Promoters and Group Companies, respectively, and consequently it may divert the attention of our management and Promoter and waste our corporate resources and we may incur significant expenses in such proceedings and may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against us, there could be a material adverse effect on our reputation, business, financial condition and results of operations. For the details of the cases please refer the chapter titled ***"Outstanding Litigations and Material Developments"*** on page 230 of this Draft Red Herring Prospectus.

12. The loss, shutdown or slowdown of our Design and Engineering and manufacturing facility may have a material adverse effect on our business, results of operations and financial condition.

We have our Design and Engineering and manufacturing facility in an integrated 11,072 sq. ft. facility located at 9C, Prasad Global Solutions, Peenya Industrial Area, 2nd Stage, Chokkasandra Main Road, Bangalore - 560058, India. The manufacturing unit is well equipped for design and manufacturing of high reliability electronic systems used in aerospace and defence applications. Any significant interruption to, or loss or shutdown of, operations at any of our manufacturing facilities or Design and Engineering centres would adversely affect our business.

If any of our facilities or centres are harmed or rendered inoperable by factors such as, including the breakdown or failure of equipment, difficulties or delays in obtaining raw materials, spare parts and equipment / machines, raw material shortages, performance below expected levels of output or efficiency, facility obsolescence or disrepair, natural or man-made disasters (including earthquakes, fire, floods, acts of terrorism and power outages) and industrial accidents, it may render it difficult or impossible for us to efficiently operate our business.

13. Our business is substantially dependent on our design and engineering teams to accurately carryout the estimates and engineering studies for potential orders. Any deviation during the execution of the order as compared to our estimates could have a material adverse effect on our cashflows, results of operations and financial condition.

We have developed in-house resources with key competencies to deliver a product as per customer specifications which include our qualified design and engineering team. We rely on our in-house team of 32 engineers as on August 31, 2025 for timely and efficient operations. While our teams have the necessary skill and experience in carrying out estimates and engineering studies, we may not be able to assure the accuracy of such studies. Further the accuracy of the estimates is dependent on the on the prices quoted by our suppliers and how accurately we have analysed and estimated the specifications provided by customers. Any deterrence or deviation in the estimation and calculation of the key elements on which we rely before submitting quotations to customers as compared to our estimates during implementation and operation could have a material adverse effect on our cash flows, results of operations and financial condition.

14. We are subject to strict quality requirements and customer inspections, and any failure to comply with quality standards may lead to cancellation of existing and future orders and could negatively impact our reputation and our business and results of operations and future prospects.

We develop and manufacture complex and specialised components for our diversified range of products and services catering to various sectors based on specific requirements stipulated by our customers. Given the nature of our products and services and the sector in which we operate, we believe that our customers have high standards for product quality and delivery schedules. Adherence to quality standards is a critical factor as a defect in products manufactured by our Company or failure to comply with the specifications of our customers may, in turn, lead to the manufacture of faulty end-products. Component failures, manufacturing non-conformance, unknown safety, efficacy concerns, design defects, off-label use, or inadequate disclosure of product-related risks or product-related information with respect to our products, if they were to occur, could result in directly or indirectly, personal injuries or other adverse effects. This may lead to cancellation of supply orders and at certain instances may impose additional costs in the form of product liability and/or product recall. Further our facilities, process and products are exposed to regular inspection and audits by our customers to ensure that their internal standards are appropriately met. Any non-compliance observed during inspection/audit may have an adverse impact on our business, financial condition, results of operations and future prospects. Any negative publicity regarding our Company or our products could adversely affect our reputation, our operations and our results from operations.

15. Our Company had negative cash flow in recent fiscals, details of which are given below. Sustained negative cash flow could adversely impact our business, financial condition and results of operations.

Particulars	31-03-2024	31-03-2023	31-03-2022
Net cash generated/(used) from operating activities	104.75	186.39	(199.57)
Net Cash generated/(used) from investing activities	19.31	(10.31)	(23.51)
Net Cash generated/(used) from financing activities	(226.07)	(184.93)	163.06
Net increase/(decrease) in cash and cash equivalents	(102.01)	(8.85)	(60.02)

There can be no assurance that our net cash flows shall be positive in the future. Any negative cash flows in the future over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be materially and adversely affected. For further details, see ***"Financial Statements as Restated"*** beginning on page 181 of this Draft Red Herring Prospectus.

16. We have certain contingent liabilities, which, if materialized, may affect our financial condition and results of operations.

A summary of our contingent liabilities, as indicated in our Restated Financial Statements is as follows:

₹ in lakhs

Particulars	March 31, 2025	March 31, 2024	March 31, 2023
Claims against the company not acknowledged as debt- Service Tax demand including cess and penalty .Company is also liable to pay interest if the demand made by the department is upheald. The quantum of interest payable is not asceratined. The appeal filed by the Company is pending before CESTAT Bangalore	388.07	388.07	388.07
Bank Guarantees Given	247.24	400.37	407.92

** The amount represents bank guarantees issued by various banks on behalf of the Company in the normal course of business. These guarantees are provided to customers/government authorities/other parties as required under contracts and regulatory obligations.*

For further Information, see, ***"Restated Financials Statements"*** on page no. 181 on the Draft Red Herring Prospectus.

17. Restrictions on import and an increase in shipment cost may adversely impact our business, cash flows and results of operations.

Most of the products, raw materials and components required in our manufacturing and assembly line process are imported. During Fiscal 2025, 2024 and 2023 the import purchases accounted for 80.07%, 70.43%, and 78.01% of total purchases in the respective years. The import is regulated by the various regulatory requirements, which empowers the relevant authority to undertake any measures that it deems fit. Such measures include denying approval for import of such products. There can be no assurance that such regulations will not become more stringent in the future, which could potentially restrict our ability to import from other jurisdictions. Historically, we have been dependent on import from countries like: Taiwan, USA, Israel etc. While our imports from such jurisdictions are not currently subject to any regulatory ban or restriction, there can be no assurance that such regulations will not evolve into more stringent regulations, which would place onerous requirements on us and consequently restrict our ability to import. There can also be no assurance that, under these circumstances, we will be successful in identifying alternate suppliers or we will be able to source such products, raw materials or components domestically at favourable terms in a timely manner. While we have not in the past experienced any significant challenge in importing products, there can be no assurance that we will not experience any such challenges in the future.

18. Our manufacturing activities require deployment of labour and depend on availability of labour. In case of unavailability of such labour, our business operations could be affected.

Our manufacturing operations require deployment and our ability to retain labour. In case such labour workforce is unavailable, or we are unable to identify and retain such labour our business could be adversely affected. We cannot guarantee that we may be able to continue with the same on favourable terms or at all. Any such failure may impact the operations, business process and profitability. Additionally, there have been amendments in the labour and Employment related laws, which may have a direct impact on our employee costs and consequently, on our margins. Further, latest amendments in labour laws in India may be leads to increasing cost of compliance, wages, social security, Occupational Safety, Health and Working Conditions. We cannot assure you that we will continue to comply with all these labour related laws and that as we continue to grow our business in the future, our labour and employee costs coupled with operating compliances and expenses will not significantly increase.

19. We may be subject to risks associated with product warranty.

We are subject to risks and costs associated with product warranties, supply of defective products within the warranty periods stipulated for our products. We usually provide warranty against manufacturing defects on our products, other than for physical damages during transit. Any defects in the finished products may result in invocation of such warranties issued by us and may require repair or replacement resulting in additional costs for our Company. For instance, we incur, from time to time, expenditure on account of product warranty claims, which are in the nature of product repairs on account of manufacturing defects found in our products. There can be no assurance that we will be able to successfully defend or settle such claims and lawsuits against defective products. Multiple instances of manufacturing defects in our products or any product liability claim against us could generate adverse publicity, leading to a loss of reputation, customers and/or increase our costs, thereby materially and adversely affecting our reputation, business, results of operations, financial condition and cash flows.

20. If we are unable to manage our growth effectively and further expand into new markets our business, future financial performance and results of operations could be materially and adversely affected.

The success of our business will depend on our ability to effectively implement our business and growth strategy. As part of our growth strategy, we aim to, among other things, continue to grow our businesses as and when opportunities exist including by Catering to more end-use industries, reduce operating costs and improve operational efficiencies, increase our geographical reach and expand our customer base etc.

As we continue to grow our business and expand into newer markets, we may face several challenges, including as set forth below:

- acquiring new customers;
- identifying customer requirements and preferences in such markets;
- obtaining approvals and certifications for our products in such jurisdictions;
- making accurate assessments of the resources we will require;
- preserving a uniform culture, values and work environment;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control and other internal systems;

- recruiting, training and retaining sufficient skilled management, technical and marketing personnel;
- maintaining high levels of customer satisfaction; and
- adhering to expected performance and quality standards.

In pursuing our growth strategy, we will require additional capital investments and cash outlays, which may have a material impact on our cash flows and results of operations. Our operating expenses and capital requirements may increase significantly pursuant to our expansion plans. Our ability to manage our growth effectively requires us to forecast accurately our sales, growth and manufacturing capacity and to expend funds to improve our operational, financial and management controls, reporting systems and procedures. An inability to implement our future business plan, manage our growth effectively, further expand into new markets or failure to secure the required funding on favourable terms or at all could have a material and adverse effect on our business, future financial performance and results of operations.

21. Our manufacturing facility at Bangalore is located on premises is taken on lease. If we are unable to renew these leases or relocate on commercially suitable terms, it may have a material adverse effect on our business, results of operation and financial condition

Our manufacturing facility situated in Bangalore is located on premises leased from a third party. These lease agreements are subject to various terms and conditions and may be terminated early in the event of a breach or default. Furthermore, upon the expiry of their tenure, there can be no assurance that such leases will be renewed on terms favorable to us, or at all. The lessee, i.e., our Company, is responsible for complying with all terms and conditions set forth in the lease deed executed with the third party. Any failure to comply with the lease terms or any decision by the lessor not to renew the lease could result in the disruption of our manufacturing activities, relocation costs, loss of revenue, and adverse impact on our business operations and financial condition. For further details, see “Our Business” on page 113.

22. Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject and this may have a material effect on our business and financial condition.

While we maintain insurance coverage namely Bharat Laghu Udyam Suraksha Policy for our Stock, Furniture and Building and Employees Compensation Insurance Policy, which we believe are commercially appropriate.

However, for unforeseen circumstances, we may not have sufficient insurance coverage to cover all possible economic losses, including when the loss suffered is not easily quantifiable. Even if we have made a claim under an existing insurance policy, we may not be able to successfully assert our claim for any liability or loss under such insurance policy. Additionally, there may be various other risks and losses for which we are not insured either because such risks are uninsurable or not insurable on commercially acceptable terms. The occurrence of an event for which we are not adequately or sufficiently insured could have an adverse effect on our business, results of operations, financial condition and cash flows. For further details of our Insurance Policies see ***“Our Business”*** chapter beginning on page 113 of this Draft Red Herring Prospectus.

23. We are dependent on third party transportation providers and favourable international relations for the delivery of our raw materials, components and finished products. Accordingly, continuing increases in transportation costs or unavailability of transportation services for them, as well the extent and reliability of Indian infrastructure may have an adverse effect on our business, financial condition, results of operations and prospects.

We use third party transportation providers for the delivery of our raw material, components and finished products. Transportation strikes if happen could have an adverse effect on overall industry and accordingly may affect-our receipt of raw materials and components and our ability to deliver our products to our customers. In addition, transportation costs in India have been steadily increasing over the past several years. Continuing increases in transportation costs or unavailability of transportation services for our products may have an additional cost escalation. Continuing increases in transportation costs or unavailability of transportation services for our products may have an adverse effect on our business, financial condition, results of operations and prospects. In addition, India’s physical infrastructure is less developed than that of many developed nations, and problems with its road networks, electricity grid, communication systems or any other public facility could disrupt our normal business activity, including our supply of raw materials and the delivery of our products to customers by third-party transportation providers. Any deterioration of India’s physical infrastructure would harm the national economy, disrupt the transportation of goods and supplies, and add costs to doing business in India. These problems could interrupt our business operations, which could have a material adverse effect on our results of operations and financial condition.

24. ***There are certain discrepancies and non-compliances noticed in some of our corporate records relating to forms filed with the Registrar of Companies, taxation authorities and other public authorities.***

Our Company has in the past experienced delays in filing certain forms with the Registrar of Companies ("RoC") such as ADT-1, MSME-1, CHG-1, MGT-14 and INC-27within the timelines stipulated under the Companies Act, 2013. While our Company has paid the requisite additional/late filing fees in respect of such delays and no show cause notice has been received by our Company till date, there can be no assurance that such past delays will not have any adverse consequences in the future. Any non-compliance or delayed compliance with applicable statutory requirements may expose our Company to penalties, fines or other regulatory actions which could adversely affect our business, financial condition and reputation.

25. ***There have been some instances of delayed filing of returns and depositing of statutory dues with regulatory authorities.***

In the past, our company has at several instances, delayed in filing GST returns, EPF returns, ESIC returns and deposit of statutory dues, as a result of which, we have been required to pay the late filing fees along with interest on delayed deposit of due taxes and statutory dues. Although the late filing fees levied are not significant but if we continue this practice, the accumulated amounts of each delay may adversely affect our cash flows. In the event of any cognizance being taken by the concerned authorities in respect of the above, actions may be taken against our Company and our directors, in which event the financials of our Company and our directors may be affected. For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see ***"Outstanding Litigation and Material Developments"*** beginning on page 230 of this Draft Red Herring Prospectus.

26. ***We are exposed to foreign currency fluctuation risks, which may affect our results of operations.***

Our business involves import and export transactions with foreign companies, which is paid or received in U.S. Dollars, Pound, Euro or other foreign currencies. A depreciation of Rupee against these foreign currencies would mean that our imports would become expensive and will impact our gross margins. During FY 2024-25, 2023-24 and 2022-23 the imports accounted for approximately Rs. 434.29 lakhs, Rs. 318.62 lakhs, and Rs. 172.18 lakhs respectively. The exchange rate between the Rupee and these foreign currencies has fluctuated substantially in recent years and may continue to fluctuate significantly in the future.

27. ***Activities involving our manufacturing process can cause injury to people or property in certain circumstances. A significant disruption at any of our manufacturing facilities may adversely affect our production schedules, costs, sales and ability to meet customer demand.***

Although we employ safety procedures in the operation of our manufacturing facilities and maintain what we believe to be adequate insurance, there is a risk that an accident may occur at any of our manufacturing facilities. An accident may result in personal injury to our employees, destruction of property or equipment, environmental damage, manufacturing or delivery delays, or may lead to suspension of our operations and/or imposition of liabilities. Any such accident may result in litigation, the outcome of which is difficult to assess or quantify, and the cost to defend such litigation can be significant. As a result, the costs to defend any action or the potential liability resulting from any such accident or death or arising out of any other litigation, and any negative publicity associated therewith, may have a negative effect on our business, financial condition, results of operations, cash flows and prospects.

In particular, if operations at our manufacturing facilities were to be disrupted as a result of any significant workplace accident, equipment failure, natural disaster, power outage, fire, explosion, terrorism, adverse weather conditions, labour dispute, obsolescence or other reasons, our financial performance may be adversely affected as a result of our inability to meet customer demand or committed delivery schedules for our products.

28. ***We are dependent on our promoters and senior management and other key personnel, and the loss of, or our inability to attract or retain, such persons could affect our business, results of operations, financial condition and cash flows.***

Our performance depends largely on the efforts and abilities of our Promoters Mr. Satish Reddy and Mr. Balakuntlam Sathyanarayana Sureshkumar along with other key personnel. They have gained experience in this line of business and have over the years-built relations with suppliers, customers, regulators and other persons who are connected with us and have been actively involved in the day-to-day operations and management. Further we believe that the inputs and experience of our senior management, in particular, and other key personnel are valuable for product development activities, procurement of raw materials, successful delivery of products and our overall business operations of our Company. For details in relation to the experience of our key management personnel, see ***"Our Management"*** on page 152 of this Draft Red Herring Prospectus. We cannot assure you that these individuals or any other member of our senior management team will not leave us or join a competitor or that we will be able to retain such personnel or find adequate replacements in a timely manner, or at all. We may require a long period of time to hire and train replacement personnel when qualified personnel terminate their employment with our Company. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting employees that our business requires. The loss of the services of such persons may have an effect on our business, results of operations, financial condition and cash flows.

29. The Objects of the Issue for which funds are being raised, are based on our management estimates and have not been appraised by any bank or financial institution or any independent agency.

The deployment of funds will be entirely at our discretion, based on the parameters as mentioned in the chapter titled ***"Objects of the Issue".*** The fund requirement and deployment, as mentioned in the ***"Objects of the Issue"*** on page 72 of this Draft Red Herring Prospectus is based on the estimates of our management and has not been appraised by any bank or financial institution or any other independent agency. These fund requirements are based on our current business plan. We cannot assure that the current business plan will be implemented in its entirety or at all. In view of the highly competitive and dynamic nature of our business, we may have to revise our business plan from time to time and consequently these fund requirements. The deployment of the funds as stated under chapter ***"Objects of the Issue"*** is at the discretion of our Board of Directors and is not subject to monitoring by any external independent agency. Further, we cannot assure that the actual costs or schedule of implementation as stated under chapter ***"Objects of the Issue"*** will not vary from the estimated costs or schedule of implementation. Any such variance may be on account of one or more factors, some of which may be beyond our control. Occurrence of any such event may delay our business plans and/or may have an adverse bearing on our expected revenues and earnings.

30. We could be harmed by employee misconduct or errors that are difficult to detect and any such incidences could adversely affect our financial condition, results of operations and reputation.

Though, we are an AS9001 company and follow many employee friendly policies. Employee misconduct or errors could expose us to business risks or losses, including regulatory sanctions and serious harm to our reputation. There can be no assurance that we will be able to detect or deter such misconduct. Moreover, the precautions we take to prevent and detect such activity may not be effective in all cases. Our employees may also commit errors that could subject us to claims and proceedings for alleged negligence, as well as regulatory actions on account of which our business, financial condition, results of operations and goodwill could be adversely affected.

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

The proposed fund requirement as detailed in the section titled ***"Objects of the Issue"*** is to be funded from the proceeds of this Issue. We have not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue proceeds may delay the implementation schedule. We therefore, cannot assure that we would be able to execute our future plans/strategy within the given timeframe. For details, please refer to the Chapter titled ***"Objects of the Issue"*** beginning on page 72 of this Draft Red Herring Prospectus.

32. There is no monitoring agency appointed by our Company to monitor the utilization of Issue proceeds

As per SEBI (ICDR) Regulations, 2018, as amended, appointment of monitoring agency is required only for Issue size above ₹500.00 lakhs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the stock exchange and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

33. ***Technology failures or Cyber-attacks or other security breaches could have a material adverse effect on our business, results of operation or financial condition***

IT systems are critical to our ability to manage our operations. Our IT systems enable us to coordinate our operations, from planning, production scheduling, raw material ordering, invoicing, delivery, customer relationship, management and decision support. If we do not allocate and effectively manage the resources necessary to build and sustain the proper IT infrastructure, we could be subject to transaction errors, processing inefficiencies, customer service disruptions and, in some instances, loss of customers.

We face cyber threats, threats to the physical security of our facilities and employees, the potential for business disruptions associated with IT failures, natural disasters, or public health crises. We have installed anti-virus software to prevent our systems and infrastructure from being infected and crippled by computer viruses. All our internet facing servers installed at all our data centres as well as at all our offices are also secured with firewalls and intrusion preventions systems to prevent hacking. If we are unable to protect sensitive information, our customers could question the adequacy of our threat mitigation and detection processes and procedures. Due to the evolving nature of these security threats, the impact of any future incident cannot be predicted.

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

The issue price of the equity shares has been based on many factors and may not be indicative of the market price of our Equity Shares after the Issue. For further information please refer the section titled ***"Basis for Issue Price"*** beginning on page 82 of the Draft Red Herring Prospectus. The market price of our Equity Shares could be subject to significant fluctuations after the Issue in case of unfavourable situation it, and may decline below the Issue Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Issue Price.

35. ***Our Company was incorporated in 2001 and we are unable to trace some of our historical records. We cannot assure you that no legal proceedings or regulatory actions will be initiated against our Company in the future in relation to the missing filings and corporate records, which may impact our financial condition and reputation.***

We are unable to trace some of our historical records, including the form filings made with the RoC and corresponding resolutions maintained by our Company. We may be unable to obtain copies of these documents in the future to ascertain details of the relevant transactions. For instance, we have been unable to locate a copy of Form 2 filed on September 10, 2002, in relation to the allotment of 90,000 equity shares.

B. ISSUE RELATED RISKS

36. ***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 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 72 of this Draft Red Herring 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.

37. ***There is no guarantee that our Equity Shares will be listed on the SME Platform of BSE Limited in a timely manner or at all.***

In accordance with Indian law and practice, permission for listing and trading of our Equity Shares will not be granted until after certain actions have been completed in relation to this Issue and until Allotment of Equity Shares pursuant to this Issue. In accordance with current regulations and circulars issued of SEBI, our Equity Shares are required to be listed on the SME Platform of BSE Limited within such time as mandated under UPI Circulars, subject to any change in the prescribed timeline in this regard. However, we cannot assure you that the trading in our Equity Shares will commence in a timely manner or at all. Any failure or delay in obtaining final listing and trading approvals may restrict your ability to dispose of your Equity Shares.

38. The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.

The Issue price is based on numerous factors and may not be indicative of the market price for our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that you will be able to resell your Shares at or above the Issue Price. Among the factors that could affect our Share price are: variations in the rate of growth of our financial indicators, such as earnings per share, net profit and income; changes in income or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions; and domestic and international economic, legal and regulatory factors unrelated to our performance.

39. After this Issue, the price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not be sustained.

Prior to this Issue, there has been no public market for our Equity Shares, and an active trading market may not develop or be sustained upon the completion of this Issue. The initial public offering price of the Equity Shares offered hereby was determined through our negotiations with the LM and may not be indicative of the market price of the Equity Shares after this Issue. The market price of our Equity Shares after this Issue will be subject to significant fluctuations in response to, among other factors:

- variations in our operating results and the performance of our business;
- regulatory developments in our target markets affecting us, our customers, or our competitors;
- changes in financial estimates by securities research analysts;
- addition or loss of executive officers or key employees;
- loss of one or more significant customers;
- the performance of the Indian and global economy;
- significant developments in India's economic liberalization and deregulation policies, and the fiscal regime;
- volatility in the Indian and global securities markets;
- performance of our competitors and perception in the Indian market about investment in our industry; and
- adverse media reports, if any, on our Company, or the industry.

Many of these factors are beyond our control. There has been recent volatility in the Indian stock markets and our share price could fluctuate significantly as a result of such volatility in the future. There can be no assurance that an active trading market for our Equity Shares will develop or be sustained after this Issue, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Issue.

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

Once listed, we would be subject to circuit breakers imposed by stock exchange, which does not allow transactions beyond specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on circuit breakers is set by the stock exchanges based on the historical volatility in the price and trading volume of the Equity Shares. This circuit breaker limits the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, no assurance may be given regarding your ability to sell your Equity Shares or the price at which you may be able to sell your Equity Shares at any particular time.

41. The investors will not be able to sell immediately on an Indian stock exchange any of the Equity Shares they purchase in the Issue.

We have applied to BSE Limited to use its name as the Stock Exchange in this offer document for listing our shares on the SME Platform. In accordance with Indian law and practice, permission for listing and trading of the Equity Shares issued pursuant to the Offer will not be granted until after the Equity Shares have been issued and allotted. Approval for listing and trading will require all relevant documents authorizing the issuing of Equity Shares to be submitted. There could be a delay in listing the Equity Shares on the SME Platform of BSE Limited. Any delay in obtaining the approval would restrict your ability to dispose of your Equity Shares.

42. ***Any future issuance of Equity Shares may dilute the investors' shareholdings or sales of our Equity Shares by our Promoters or Promoter Group may adversely affect the trading price of our Equity Shares.***

Any future equity issuances by us or sales of our Equity Shares by our Promoters or Promoter Group may adversely affect the trading price of our Equity Shares and our Company's ability to raise capital through an issue of securities. In addition, any perception by potential investors that such issuances or sales might occur could also affect the trading price of our Equity Shares. Additionally, the disposal, pledge or encumbrance of our Equity Shares by any of our Company's major shareholders, or the perception that such transactions may occur may affect the trading price of our Equity Shares. No assurance may be given that our Company will not issue Equity Shares or that such shareholders will not dispose of, pledge or encumber their Equity Shares in the future.

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

Under the current Indian Income Tax provisions, all transactions of purchase and sales of securities on Indian stock exchanges are subject to levy of securities transaction tax (STT) which will be collected by respective stock exchange on which the securities are transacted. Accordingly, the Indian Income Tax Act has special capital gains tax provisions for all transactions of purchase and sale of equity shares carried out on the Indian Stock Exchanges. Under the current Indian Income Tax provisions, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India.

44. ***Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date***

In terms of the SEBI (ICDR) Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant's decision to invest in the Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares. The Applicants shall not have the right to withdraw their applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

45. ***The investors may be restricted in their ability to exercise pre-emptive rights under Indian law and may be adversely affected by future dilution of their ownership position.***

Under the Companies Act, 2013, a Company incorporated in India must offer its holders of shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages before the issuance of any new shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the shares which are voted on the resolution. However, if the law of the jurisdiction the investors are in does not permit them to exercise their pre-emptive rights without us filing an offering document or registration statement with the applicable authority in the jurisdiction they are in, they will not be able to exercise their pre-emptive rights unless we make such a filing. If we elect not to make such a filing, the new securities may be issued to a custodian, who may sell the securities for the investors' benefit. The value such custodian would receive upon the sale of such securities if any, and the related transaction costs cannot be predicted. To the extent that the investors are unable to exercise pre-emptive rights granted in respect of the Equity Shares, their proportional interest in us would be reduced.

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

The Companies Act and related regulations, the Articles of Association, and the Listing Agreements to be entered into with the Stock Exchange govern the corporate affairs of the Company. The Legal principles relating to these matters and the validity of corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as a shareholder than as a shareholder of a corporation in another jurisdiction.

47. ***Our Equity Shares are quoted in Indian Rupees in India, and therefore investors may be subject to potential losses arising out of exchange rate risk on the Indian Rupee and risks associated with the conversion of Indian Rupee proceeds into foreign currency.***

Investors are subject to currency fluctuation risk and convertibility risk since the Equity Shares are quoted in Indian Rupees on the Indian stock exchanges on which they are listed. Dividends on the Equity Shares will also be paid in Indian Rupees. The volatility of the Indian Rupee against the U.S. dollar and other currencies subjects investors who convert funds into Indian Rupees to purchase our Equity Shares to currency fluctuation risks.

C. EXTERNAL RISK FACTORS

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

We are dependent on domestic, regional and global economic and market conditions. Our performance, growth and market price of our Equity Shares are and will be dependent to a large extent on the health of the economy in which we operate. There have been periods of slowdown in the economic growth of India. Demand for our products may be adversely affected by an economic downturn in domestic, regional and global economies. Economic growth in the country in which we operate is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports of materials, global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. Consequently, any future slowdown in the Indian economy could harm our business, results of operations, financial condition and cash flows. Also, a change in the government or a change in the economic and deregulation policies could adversely affect economic conditions prevalent in the areas in which we operate in general and our business in particular and high rates of inflation in India could increase our costs without proportionately increasing our revenues, and as such decrease our operating margin.

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

Our business and financial performance could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. Please refer to ***"Key Industry Regulations and Policies"*** on page 136 of this Draft Red Herring Prospectus for details of the laws currently applicable to us.

There can be no assurance that the Government of India may not implement new regulations and policies which will require us to obtain approvals and licenses from the Government of India and other regulatory bodies or impose onerous requirements and conditions on our operations. Our Company will comply with relevant regulations as and when applicable. However, any such changes and the related uncertainties with respect to the applicability, interpretation and implementation of any amendment to, or change to governing laws, regulation or policy in the jurisdictions in which we operate may have a material adverse effect on our business, financial condition and results of operations. In addition, we may have to incur expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. Any unfavourable changes to the laws and regulations applicable to us could also subject us to additional liabilities.

GST has been implemented with effect from July 1, 2017 and has replaced the indirect taxes on goods and services such as central excise duty, service tax, central sales tax, state VAT and surcharge being collected by the central and state governments. The GST has led to increase tax incidence and administrative compliance. Any future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

Further, the general anti avoidance rules ("GAAR") provisions have been made effective from assessment year 2018-19 onwards, i.e.; financial Year 2017-18 onwards and the same may get triggered once transactions are undertaken to avoid tax. The consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain.

The application of various Indian tax laws, rules and regulations to our business, currently or in the future, is subject to interpretation by the applicable taxation authorities. If such tax laws, rules and regulations are amended, new adverse laws, rules or regulations are adopted or current laws are interpreted adversely to our interests, the results could increase our tax payments (prospectively or retrospectively) and/or subject us to penalties. Further, changes in capital gains tax or tax on capital market transactions or sale of shares could affect investor returns. As a result, any such changes or interpretations could have an adverse effect on our business and financial performance.

50. Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.

Inflation is typically impacted by factors such as governmental policies, regulations, commodity prices, liquidity and global economic environment. Any change in the government or a change in the economic and deregulation policies could adversely affect the inflation rates. Continued high rates of inflation may increase our costs such as salaries, travel costs and related allowances, which are typically linked to general price levels. There can be no assurance that we will be able to pass on any additional costs to our clients or that our revenue will increase proportionately corresponding to such inflation. Accordingly, high rates of inflation in India could have an adverse effect on our profitability and, if significant, on our financial condition.

51. Terrorist attacks, civil unrests and other acts of violence or war involving India or other countries could adversely affect the financial markets, our business, financial condition and the price of our Equity Shares.

Any major hostilities involving India or other acts of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents such as the Mumbai terrorist attacks and other acts of violence may adversely affect the Indian stock markets where our Equity Shares will trade as well the global equity markets generally. Such acts could negatively impact business sentiment as well as trade between countries, which could adversely affect our Company's business and profitability. Additionally, such events could have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

52. Any downgrading of India's debt rating by an independent agency may harm our ability to raise financing.

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

53. We have not prepared, and currently do not intend to prepare, our financial statements in accordance with the International Financial Reporting Standards ("IFRS"). Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for convergence with IFRS announced by the Ministry of Corporate Affairs, Government of India through a press note dated January 22, 2010 (the "IFRS Convergence Note"). The Ministry of Corporate Affairs by a press release dated February 25, 2011 has notified that 35 Indian Accounting Standards are to be converged with IFRS. The date of implementation of such converged Indian accounting standards has not yet been determined. Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of converged Indian Accounting Standards may adversely affect our reported results of operations or financial condition. This may have a material adverse effect on the amount of income recognized during that period and in the corresponding (restated) period in the comparative Fiscal/period.

54. Financial difficulty and other problems in certain long-term lending institutions and investment institutions in India could have a negative impact on our business.

We are exposed to the risks of the Indian financial system which may be affected by the financial difficulties faced by certain Indian financial institutions because the commercial soundness of many financial institutions may be closely related as a result of credit, trading, clearing or other relationships. This risk, which is referred to as "systemic risk," may adversely affect financial intermediaries, such as clearing agencies, banks, securities firms and exchanges with whom we interact on a daily basis. Our transactions with these financial institutions expose us to credit risk in the event of default by the counter party, which can be exacerbated during periods of market illiquidity. As the Indian financial system operates within an emerging market, we face risks of a nature and extent not typically faced in more developed economies, including the risk of deposit runs notwithstanding the existence of a national deposit insurance scheme. The problems faced by individual Indian financial institutions and any instability in or difficulties faced by the Indian financial system generally could create adverse market perception about Indian financial institutions and banks. This in turn could adversely affect our business, financial condition, results of operations and cash flows.

55. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers 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 Rupee proceeds from a 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 authority. There can be no assurance that any approval required from the RBI or any other government agency can be obtained on any particular terms or at all.

56. Political instability or changes in the Government could adversely affect economic conditions in India generally and our business in particular.

Our business, and the market price and liquidity of our Equity Shares, may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. Elimination or substantial change of policies or the introduction of policies that negatively affect the Company's business could cause its results of operations to suffer. Any significant change in India's economic policies could disrupt business and economic conditions in India generally and the Company's business in particular.

SECTION IV: INTRODUCTION

THE ISSUE

The present Issue of **39,20,000** Equity Shares in terms of Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors held on September 22, 2025 and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013, at the Annual General Meeting of the members held on September 22, 2025.

The following is the summary of the Issue:

PARTICULARS	DETAILS
Present Issue (1)	Up to **39,20,000** Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of **₹[●]/-** per Equity Share aggregating to **₹ [●] Lakhs**.
Out of which:	
Market Maker Reservation Portion	Up to **[●]** Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of **₹[●]/-** per Equity Share aggregating to **₹** [●] Lakhs.
Net Issue to the Public	Up to **[●]** Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of **₹[●]/-** per Equity Share aggregating to **₹** [●] Lakhs.
Out of which:	
A. Allocation to Qualified Institutional Buyers(2)	Not more than [●] Equity Shares of face value of ₹10/- each fully paid-up for cash at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
of which	
(i) Anchor Investor Portion	Not more than [●] Equity Shares of face value of ₹ 10/- fully paid-up for cash at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
(ii) Net QIB portion (assuming Anchor Investor Portion is fully subscribed)	Not more than [●] Equity Shares of face value of ₹ 10/- each fully paid-up for cash at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
of which	
a) Available for allocation to Mutual Funds only (5% of the QIB Portion (excluding Anchor Investor Portion)	[●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
b) Balance of QIB Portion for all QIBs including Mutual Funds	Not less than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating to ₹ [●] Lakhs
B. Allocation to Non-Institutional Investors(3)	Not less than [●] Equity Shares of face value of ₹ 10/- each at an Issue Price of ₹ [●]/- per Equity Share each aggregating up to ₹ [●] Lakhs
i. One-third of the Non-Institutional Portion available for allocation to Non-Institutional Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs	Up to [●] Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹[●] per Equity Share aggregating to ₹ [●] Lakhs
ii. Two-third of the portion available to noninstitutional investors shall be reserved for applicants with application size of more than ₹10 lakhs	Up to [●] Equity Shares of ₹10/- each fully paid-up of our Company for cash at a price of ₹[●] per Equity Share aggregating to ₹ [●] Lakhs
Pre- and Post-Issue Equity Shares	
Equity Shares outstanding prior to the Issue	**1,09,20,000** Equity Shares having face value of ₹10/- each
Equity Shares outstanding after the Issue*	[●] Equity Shares having face value of ₹10/- each
Objects of the Issue	Please refer to the section titled ***"Objects of the issue"*** beginning on page no. 72 of this Draft Red Herring Prospectus.

** Subject to finalisation of the Basis of Allotment, Number of shares may need to be adjusted for lot size upon determination of issue price*

(1) The present Issue is being made by our Company in terms of Regulation 229(2) of the SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post-Issue paid-up equity share capital of our Company are being offered to the public for subscription.

(2) Our Company may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. The QIB Portion will accordingly be reduced for the Equity Shares allocated to Anchor Investors. One-third of the Anchor Investor Portion shall be reserved for Mutual Funds, subject to valid Bids being received from Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. In the event the aggregate demand from Mutual Funds is less than as specified above, the balance Equity Shares available for Allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders in proportion to their Bids. For further details, see "Issue Procedure" beginning on page no. 347.

(3) The SEBI (ICDR) Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to NIIs of which (a) one-third of the Non-Institutional Investor Category shall be available for allocation to Individual Investor with an application size of more than 2 (two) lots and up to such lots equivalent to not more than ₹ 10,00,000 and (b) two - thirds of the Non-Institutional Investor Category shall be available for allocation to Individual Investors with an application size of more than ₹10,00,000, provided that the unsubscribed portion in either of such sub -categories may be allocated to other sub-category of Non-Institutional Investor and the remaining shares, if any, shall be allotted on a proportionate basis in accordance with the conditions specified in this regards in Schedule XIII of SEBI ICDR Regulations and not less than 35% of the Net Issue shall be available for allocation on a proportionate basis to Individual Investor and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.

In the event of over-subscription, allotment shall be made on a proportionate basis, subject to valid Bids received at or above the Issue Price. Allocation to investors in all categories, except the Individual Investors who applies for minimum application size, non-institutional investors and anchor investors, shall be made on a proportionate basis within the specified 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 in the RHP subject to valid bids received at or above the Issue Price.

SUMMARY OF FINANCIAL INFORMATION

STATEMENT OF ASSETS & LIABILITIES, AS RESTATED			
Particulars	**As at (Rs. In Lakhs)**		
	31-03-2025	**31-03-2024**	**31-03-2023**
I. EQUITY & LIABILITIES			
(1) Shareholders Fund			
a) Share capital	52.00	52.00	52.00
b) Reserves and surplus	2,751.25	2,202.86	1,824.94
c) Money received against share warrants	-	-	-
Total Shareholder's Fund	**2,803.25**	**2,254.86**	**1,876.94**
(2) Share application money pending allotment	**-**	**-**	**-**
(3) Non-Current Liabilities			
a) Long-Term Borrowings	-	10.16	22.80
b) Deferred Tax Liability (Net)	-	-	-
c) Other Long Term Liabilities	8.50	4.00	4.50
d) Long Term provisions	155.08	165.09	145.19
Total Non Current Liabilities	**163.58**	**179.25**	**172.49**
(4) Current Liabilities			
a) Short Term Borrowings	64.56	223.77	348.53
b) Current Maturity of Long Term Borrowings	10.16	12.64	11.69
b) Trade Payables			
- total outstanding dues of MSME; and	51.61	0.10	91.10
- total outstanding dues of creditors other than MSME	141.32	445.77	141.96
c) Other Current Liabilities	474.91	553.44	824.61
d) Short Term Provisions	125.09	120.82	25.31
Total Current Liabilities	**867.65**	**1,356.54**	**1,443.20**
Total Equity & Liability	**3,834.48**	**3,790.65**	**3,492.63**
II. ASSETS			
(1) Non-Current Assets			
a) Property, Plant &Equipments and intangible assets			
(i) Property, Plant and Equipments -Tangible	445.83	457.65	445.56
(ii) Intangible Assets	4.55	6.93	-
(iii) Capital Work-In-Progress	-	-	-
(iv) Intangible assets under development	-	-	-
Total Property, Plant & Equipments and intangible assets	**450.38**	**464.58**	**445.56**
b) Non-Curernt Investments	-	-	0.10
c) Deferred Tax Assets (Net)	26.41	25.77	15.72
d) Long Term Loans and Advances	2.00	4.80	0.50
e) Other Non- current Assets	38.99	34.67	14.91
Total Non Current Assets	**67.40**	**65.24**	**31.23**
(2) Current assets			
a) Inventories	1,858.32	1,945.45	1,345.33
b) Trade Receivables	847.26	465.11	742.11
c) Cash and Cash Equivalents balances	298.76	400.78	409.63
d) Short Term Loans and advances	293.31	440.24	518.34
e) Other Current Assets	19.05	9.25	0.42
Total Current Assets	**3,316.70**	**3,260.83**	**3,015.83**
Total Assets	**3,834.48**	**3,790.65**	**3,492.63**

For further details, kindly refer the chapter titled "Financial statement as Restated" beginning on page 181 of this Draft red herring prospectus.

STATEMENT OF PROFIT & LOSS, AS RESTATED			
Particulars	**For the Year ended on (Rs. In lakhs)**		
	31-03-2025	**31-03-2024**	**31-03-2023**
Income			
Revenue from Operations	5,178.40	4,037.04	2,218.24
Other Income	64.93	52.56	45.73
Total Income	**5,243.33**	**4,089.60**	**2,263.97**
Expenditure			
Cost of Material Consumed	3,722.77	3,188.45	1,179.43
Change in Inventories	(593.35)	(780.31)	-
Employee Benefit Expenses	777.12	684.41	698.46
Other Expenses	513.53	414.58	276.31
Total Expenses	**4,420.07**	**3,507.13**	**2,154.19**
Profit/(Loss) Before Interest, Depreciation, Exceptional & Extraordinary Items and Tax	**823.26**	**582.48**	**109.78**
Depreciation & Amortisation Expenses	30.23	24.24	19.31
Profit/(Loss) Before Interest, Exceptional & Extraordinary Items and Tax	**793.03**	**558.24**	**90.47**
Financial Charges	54.22	48.48	29.24
Profit/(Loss) before Exceptional & Extraordinary Items and Tax	**738.81**	**509.76**	**61.23**
Exceptional Item	-	-	-
Extraordinary Item	-	-	-
Profit before Taxation	**738.81**	**509.76**	**61.23**
Provision for Taxation	190.13	140.74	17.82
Tax realted to prior years	0.92	1.15	-
Credit for Deferred Tax	(0.64)	(10.05)	(3.00)
Total	**190.41**	**131.84**	**14.82**
Profit After Tax from Continuing Operation	**548.40**	**377.92**	**46.41**
Profit/(Loss) from Discontinuing Operations	-	-	-
Tax expenses of Discontinuing Operations	-	-	-
Profit/(Loss) from Discontinuing Operation (after tax)	**548.40**	**377.92**	**46.41**
Net Profit Transferred to Balance Sheet	**548.40**	**377.92**	**46.41**
Earning Per Share (Basic & Diluted in INR)	**105.46**	**72.68**	**8.92**

For further details, kindly refer the chapter titled "Financial statement as Restated" beginning on page 181 of this Draft red herring prospectus.

STATEMENT OF CASH FLOW, AS RESTATED			
PARTICULARS	**For the Year ended on (Rs. In lakhs)**		
	31-03-2025	**31-03-2024**	**31-03-2023**
A. CASH FLOW FROM OPERATING ACTIVITIES			
Profit Before Tax as per Profit & Loss A/c	**738.81**	**509.76**	**61.23**
Adjusted for :			
Depreciation	30.23	24.24	19.31
Interest Expenses & Finance Cost	54.22	48.48	29.24
Profit on sale of investments	-	(0.86)	(0.27)
Rental Income	(14.86)	(7.65)	(8.16)
Interest Income	(17.63)	(21.94)	(21.87)
Sub total	**790.77**	**552.03**	**79.48**
Operating profit before working capital changes			
Adjusted for :			
Decrease /(Increase) in Inventories	87.13	(600.13)	(751.81)
Decrease / (Increase) in Trade Receivable	(382.15)	277.00	(129.55)
(Increase) / Decrease in Short Term Loans & Advances	146.93	78.10	212.99
Increase / (Decrease) in Trade Payables	(252.94)	212.81	(18.82)
Increase / (Decrease) in Provisions	(3.55)	34.76	23.44
Increase / (Decrease) in other Current Liabilities	(74.09)	(278.36)	373.48
(Increase) / Decrease in Other Current & Non Current Assets	(14.12)	(28.59)	(0.11)
Cash generated from operations	**297.98**	**247.62**	**(210.91)**
Net Income Tax (Paid)/Refund	193.23	61.24	(11.34)
Net Cash Generated/(Used) From Operating Activities (A)	**104.75**	**186.39**	**(199.57)**
B. CASH FLOW FROM INVESTING ACTIVITES			
(Purchase) Sale of PPE	(17.68)	(40.36)	(54.10)
Profit on Sale of non-current investment	-	0.86	0.27
(Increase) / Decrease in Investments	-	0.10	0.29
Increase/ (Decrease) in Rental Deposit Received	4.50	(0.50)	-
Rental income	14.86	7.65	8.16
Interest Income	17.63	21.94	21.87
Net Cash Generated/(Used) From Investing Activities (B)	**19.31**	**(10.31)**	**(23.51)**
C. CASH FLOW FROM FINANCING ACTIVITES			
Interest & Finance Cost	(54.22)	(48.48)	(29.24)
(Repayments) / proceeds of long term borrowings	(10.16)	(12.64)	22.80
(Repayments) / proceeds of short term borrowings	(161.69)	(123.81)	169.50
Net Cash Generated/(Used) From Financing Activities (C)	**(226.07)**	**(184.93)**	**163.06**
Net Increase / (Decrease) in cash and cash equivalents	**(102.01)**	**(8.85)**	**(60.02)**
Cash and cash equivalents at the beginning of the year	**400.78**	**409.63**	**469.65**
Cash and cash equivalents at the end of the year	**298.76**	**400.78**	**409.63**

For further details, kindly refer the chapter titled "Financial statement as Restated" beginning on page 181 of this Draft red herring prospectus.

SECTION V: GENERAL INFORMATION

GENERAL INFORMATION

Our Company was originally incorporated as a Private Limited Company in the name of "***Datasol (Bangalore) Private Limited***" on February 01, 2001 under the provisions of Companies Act, 1956 bearing Corporate Identification Number U72200KA2001PTC028551 issued by Registrar of Companies – Bangalore, Karnataka. Subsequently, our company was converted into Public Limited Company under the Companies Act, 2013 and the name of our Company was changed to "***Datasol (Bangalore) Limited***" vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated September 16, 2024 bearing Corporate Identification Number U72200KA2001PLC028551 issued by Registrar of Companies, CPC For further details of change in name and registered office of our company, please refer to section titled "***Our History and Certain Corporate Matters***" beginning on page no 148 of the Draft Red Herring Prospectus.

Brief Company and Issue Information

Registered Office Address	**Datasol (Bangalore) Limited** 793, Basement & 1st Floor, Vyalikaval HBCS, Behind BEL Corp Office, Veeranna Palya, Nagawara, Bangalore, Karnataka 560045, India **Contact Person:** Sachi Shrikumar Lakhotia **Contact No:** +91 93716 53335 **Email ID:** cs@datasolindia.com **Website:** www.datasolindia.com
Date of Incorporation	February 01, 2001
Corporate Identification Number	U72200KA2001PLC028551
Company Category	Company Limited by Shares
Company Subcategory	Indian Non-Government Company
Address of Registrar of Companies	**Registrar of Companies - Bangalore** E' Wing, 2nd Floor, Kendriya Sadana, Kormangala, Banglore-560034, Karnataka
Designated Stock Exchange^	**BSE Limited**, SME Platform of BSE Limited ("**BSE SME**") P.J. Towers, Dalal Street, Mumbai – 400 001
Company Secretary and Compliance Officer	**Sachi Shrikumar Lakhotia** **Datasol (Bangalore) Limited** 793, Basement & 1st Floor, Vyalikaval HBCS, Behind BEL Corp Office, Veeranna Palya, Nagawara, Bangalore, Karnataka 560045, India **Contact No:** +91 93716 53335 **Email ID:** cs@datasolindia.com **Website:** www.datasolindia.com
Chief Financial Officer	**Satish Reddy** **Datasol (Bangalore) Limited** 793, Basement & 1st Floor, Vyalikaval HBCS, Behind BEL Corp Office, Veeranna Palya, Nagawara, Bangalore, Karnataka 560045, India **Contact No:** +91 93716 53335 **Email ID:** satishreddy@datasol-india.com **Website:** www.datasolindia.com
Peer Review / Statutory Auditor of the company	**M/s. Ishwar & Gopal, Chartered Accountants** Sri Vinayaka Building, 21/2, T S P Road, Kalasipalayam, Bengaluru 560002, India **Contact Person:** K V Gopalakrishnayya **Email ID:** gopal@gkcas.com **Contact No.:** +91-9845038026 **Designation:** Partner **Membership No.:** 021748 **Firm Registration No**: 001154S **Peer Review Certificate No**: 016279, Valid up to January 31, 2027

^ In compliance with Regulation 230(1)(a) of SEBI (ICDR) Regulation, 2018, we have made an application to SME Platform of BSE Limited only for listing of our equity shares.
** Our Company, in consultation with the BRLM, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Issue Period shall be one Working Day prior to the Bid/ Issue Opening Date.*
***Our Company, in consultation with the BOOK RUNNING LEAD MANAGER, may consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/ Issue Closing Date in accordance with the SEBI ICDR Regulations.*

Note: Applications and any revisions to the same will be accepted only between 10.00 a.m. and 4.00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form, or in the case of ASBA Applicants, at the Designated Bank Branches except that on the Issue Closing Date applications will be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time). Applications will be accepted only on Working Days. The UPI mandate acceptance / confirmation end time shall be at 5.00 p.m. on the Bid/ Issue Closing Date.

Board of Directors of Our Company

Sl. No.	Name of the Director	DIN	Current Designation	Age	Address
1	Satish Reddy	01178638	Whole Time Director	54	16th Cross, Next Chowdiah Memorial Hall, Vyalikaval, North Malleswaram, Bangalore- 560003, Karnataka, India
2	Balakuntlam Sathyanarayana Sureshkumar	01678452	Whole Time Director	51	New no 5 Old no 8, 3rd Main Mount Joy Road near Subrahmanya Temple Hanumantha Nagar, Bengaluru - 560019, Karnataka, India
3	Neela Manjunath	06981005	Independent Director	64	Hill View, 14th Cross, Opp Sundermahal Choultry, Girinagar, 2nd Phase, Bangalore 560085, Karnataka-560085
4	Raghu Nambiar	07325471	Independent Director	61	A K P Nambiar, Flat No102, Carleston Classic, No 3 Carleston Road, Cooke Town, Bangalore North, Bangalore 560005, Karnataka, India
5	Venugopal Venkata Reddy	06798772	Independent Director	68	221, 1st Main 6th cross, Ideal home layout near BBMP office rajarajeshwari nagar, Bangalore South, Bangalore 560098, Karnataka

*For further details of the Board of Directors, please refer to the Section titled **"Our Management"** beginning on page no 152 of this Draft Red Herring Prospectus.*

Details of Key Intermediaries pertaining to this Issue and our Company:

BOOK RUNNING LEAD MANAGER	REGISTRAR TO THE ISSUE
FINSHORE MANAGEMENT SERVICES LIMITED 'Anandlok', Block-A, 2nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal, India **Telephone:** 033 – 2289 5101 / 4603 2561 **Email:** info@finshoregroup.com **Website:** www.finshoregroup.com **Investor Grievance Email:** investors@finshoregroup.com **Contact Person:** Mr. S. Ramakrishna Iyengar **SEBI Registration No:** INM000012185 **CIN:** U74900WB2011PLC169377	**INTEGRATED REGISTRY MANAGEMENT SERVICES (P) LIMITED** No 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru – 560003, India **Telephone:** 080-23460815/816/817/818 **Email:** smeipo@integratedindia.in **Contact Person:** S Giridhar **Website:** www.integratedregistry.in **Investor Grievance Email:** giri@integratedindia.in **SEBI Registration Number:** INR000000544 **CIN:** U74900TN2015PTC101466

BANKER TO THE ISSUE AND SPONSOR BANK	LEGAL ADVISOR TO THE ISSUE
[●]	**J. MUKHERJEE & ASSOCIATES** D-1, MMS Chambers, 1st Floor, 4A Council House Street, Kolkata-700001, West Bengal, India **Telephone:** +91 9830640366 **Email ID:** jmukherjeeandassociates@gmail.com **Contact Person:** Mr. Jayabrata Mukherjee

SYNDICATE MEMBERS
[●]

Note: Investors may contact our Company Secretary and Compliance Officer and/or the Registrar to the Issue and/or the Book Running 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 account or refund orders, etc. For all Issue related queries and for redressal of complaints, Applicants may also write to the Book Running Lead Manager. All complaints, queries or comments received by Stock Exchange/SEBI shall be forwarded to the Book Running Lead Manager, who shall respond to the same.

All grievances in relation to the application through ASBA process may be addressed to the Registrar to the Issue, with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted, giving details such as the full name of the sole or First Applicant, ASBA Form number, Applicants' DP ID, Client ID, PAN, number of Equity Shares applied for, date of submission of ASBA Form, address of Bidder, the name and address of the relevant Designated Intermediary, where the ASBA Form was submitted by the Bidder, ASBA Account number in which the amount equivalent to the Bid Amount was blocked and UPI ID used by the Individual Investors. Further, the Bidder shall enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

Statement of *Inter Se* Allocation of Responsibilities

Finshore Management Services Limited is the sole Book Running Lead Manager to this Issue and all the responsibilities relating to co-ordination and other activities in relation to the Issue shall be performed by them and hence a statement of inter-se allocation of responsibilities is not required.

Self-Certified Syndicate Banks ("SCSBs")

The lists of banks that have been notified by SEBI to act as SCSB for the ASBA process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34. For details of the Designated Branches which shall collect Application Forms, please refer to the above-mentioned SEBI link.

Issuer Banks for UPI

The list of Self Certified Syndicate Banks that have been notified by SEBI to act as Issuer Bank for UPI mechanism are provide on the website of SEBI on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yesandintmId=40. For details on Designated Branches of SCSBs collecting the Bid Cum Application Forms, please refer to the above-mentioned SEBI link.

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 Stock Exchange, at BSE Limited at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 as updated from time to time.

SYNDICATE SCSB BRANCHES

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

Registered Brokers

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 Stock Exchange, at BSE Limited at www.bseindia.com as updated from time to time.

Brokers to This Issue

All brokers registered with SEBI and members of the Recognised Stock Exchange can act as brokers to the Offer.

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 Stock Exchange at BSE Limited, 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 at BSE Limited, as updated from time to time. The list of branches of the SCSBs named by the respective SCSBs to receive deposits of the Application Forms from the Designated Intermediaries will be available on the website of the SEBI (www.sebi.gov.in) and updated from time to time.

Credit Rating

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

Trustees

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

Debenture Trustees

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

IPO Grading

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

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 Rs.5,000 Lakhs. Since the Issue size is below Rs. 5,000 Lakhs, our Company has not appointed any monitoring agency for this Issue.

However, in an issue where the issuer is not required to appoint a monitoring agency under this regulation, the issuer shall submit a certificate of the statutory auditor for utilization of money raised through the public issue (excluding offer for sale by selling shareholders) to SME exchange(s) while filing the half-yearly financial results, till the issue proceeds are fully utilized.

Further, 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. Further, Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in this Draft Red Herring Prospectus and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement will be certified by the Statutory Auditors of our Company.

No part of the Issue Proceeds will be paid by our Company as consideration to our Promoters, our Directors, Key Management Personnel or Senior Management or companies promoted by the Promoters, except as may be required in the usual course of business and for the objects as stated above.

Further, in an issue where working capital is one of the objects of the issue and the amount raised for the said object exceeds five crore rupees, the issuer shall submit a certificate of the statutory auditor to SME exchange(s) while filing the half-yearly financial results, for use of funds as working capital in the same format as disclosed in the offer document, till the proceeds raised for the said object are fully utilized.

Appraising Entity

No appraising entity has been appointed in respect of any objects of this Issue.

Green Shoe Option

No green shoe option is applicable for the Issue.

Filing of Draft Red Herring Prospectus/Red Herring Prospectus with the SEBI/ROC

Our Company has filed the Draft Red Herring Prospectus with BSE Limited. The Draft Red Herring Prospectus filed with BSE will be made public for comments, if any, for a period of at least twenty-one days from the date of filing the Draft Red Herring Prospectus, by hosting it on our Company's website, BSE SME's website and Book Running Lead Manager's website.

Our Company shall, within two working days of filing the Draft Red Herring Prospectus with BSE SME Exchange, make a public announcement in one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language newspaper with wide circulation at the place where the registered office of our Company is situated disclosing the fact of filing of the Draft Red Herring Prospectus with BSE SME and inviting the public to provide their comments to the BSE SME Exchange, our Company or the Book Running Lead Manager in respect of the disclosures made in this Draft Red Herring Prospectus.

The Book Running Lead Manager(s) shall, after expiry of the period stipulated in sub-regulation (1), file with the SME exchange, details of the comments received by them or the issuer from the public, on the draft offer document, during that period and the consequential changes, if any, that are required to be made in the draft offer document.

Further, in terms of Regulation 246(1) of the SEBI (ICDR) Regulations, 2018, a copy of the Red Herring Prospectus shall be filed with the Board (SEBI) through the Book Running Lead Manager, immediately upon filing of the offer document with the Registrar of Companies. However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, the Board (SEBI) shall not issue any observation on the offer document.

In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, 2018, a copy of the Red Herring Prospectus shall also be furnished to the Board in a soft copy.A copy of the Red Herring Prospectus shall be filed electronically with the SEBI through the SEBI intermediary portal at https://siportal.sebi.gov.in in terms of the circular (No. SEBI/HO/CFD/DIL1/CIR/P/2018/011) dated January 19, 2018 issued by the SEBI and with the Designated Stock Exchanges. Further, in light of the SEBI notification dated March 27, 2020, a copy of the Draft Red Herring Prospectus will be mailed at the e-mail address: cfddil@sebi.gov.in

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 26 & 32 of the Companies Act, 2013 would be delivered for filing to the ***Registrar of Companies – Bangalore, Karnataka.***

Book Building Process

Book Building, with reference to the Issue, refers to the process of collection of Bids on the basis of the Red Herring Prospectus within the Price Band. The Price Band shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process and advertised in all editions of the English national newspaper, all editions of Hindi national newspaper and in regional newspaper where our registered office is situated at least two working days prior to the Bid/Issue Opening date. The Issue Price shall be determined by our Company in consultation with the Book Running Lead Manager in accordance with the Book Building Process after the Bid/Issue Closing Date.

Principal parties involved in the Book Building Process are-

- Our Company;
- The Book Running Lead Manager in this case being Beeline Capital Advisors Private Limited;
- The Syndicate Member(s) who are intermediaries registered with SEBI / registered as brokers with BSE Limited and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager;
- The Registrar to the Issue;
- The Escrow Collection Banks/ Bankers to the Issue and
- The Designated Intermediaries and Sponsor bank

The SEBI ICDR Regulations have permitted the Issue of securities to the public through the Book Building Process, wherein allocation to the public shall be made as per Regulation 253 of the SEBI ICDR Regulations.

The Issue is being made through the Book Building Process wherein 50% of the Net Issue shall be available for allocation on a proportionate basis to QIBs provided that our Company may in consultation with the BRLM allocate upto 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations (the ***"Anchor Investor Portion"***), out of which one third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Issue Price. 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue Price.

Further, not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non -Institutional Bidders in the following manner a) one third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs b) two third of the portion available to non-institutional investors shall be reserved for applicants with application size of more than ₹10 lakhs and unsubscribed portion in either of the sub-categories specified in clauses a) or b), may be allocated to applicants in the other sub-category of non-institutional investors,and not less than 35 % of the Net Issue shall be available for allocation to Individual Bidders, who applies for minimum application size in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price.

All potential Bidders, other than Anchor Investors shall only participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs or, in the case of UPI Bidders, by using the UPI Mechanism. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Undersubscription if any, in any category, except in the QIB 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 BRLM and the Designated Stock Exchange.

All Bidders, are mandatorily required to use the ASBA process for participating in the Issue in accordance with the SEBI ICDR Regulations, all bidders are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Further, Anchor Investors cannot withdraw their Bids after submission of bids. Allocation to the Anchor Investors will be on a discretionary basis. Downward Modification and cancellation shall not be applicable to any of the category of bidding.

Subject to valid Bids 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 Individual Investor Portion where allotment to each Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Individual Investor 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 Book Running Lead Manager and the Stock Exchange. However, under - subscription, if any, in the QIB Portion will not be allowed to be met with spill over from other categories or a combination of categories.

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 ((except Anchor Investors) applying in a public Issue shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Issue may use either Application Supported by Blocked Amount (ASBA) facility for making application or also can use UPI as a payment mechanism with Application Supported by Blocked Amount for making application. For details in this regards, specific attention is invited to the chapter titled ***"Issue Procedure"*** beginning on page on page 265 of this Draft Red Herring Prospectus.

The process of Book Building under the SEBI ICDR Regulations is subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to making a Bid or application in the Issue. For further details on the method and procedure for Bidding, refer section entitled ***"Terms of the Issue" "Issue Structure"***, ***"Issue Procedure"*** on page 252, 261 and 265 respectively, of this Draft Red Herring Prospectus.

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

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, Page | 74 details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer in consultation with the BRLM, may finalise the Issue Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Issue Price are valid Bids and are considered for allocation in the respective categories

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled "Issue Procedure" on page 347 of this Draft Red Herring Prospectus);
- Ensure that you have a demat account and the demat account details are correctly mentioned in the Bid cum Application Form;
- Ensure correctness of your PAN, DP ID and Client ID mentioned in the Bid cum Application Form. Based on these parameters, the Registrar to the Issue will obtain the Demographic Details of the Bidders from the Depositories.
- Except for Bids on behalf of the Central or State Government officials, residents of Sikkim and the officials appointed by the courts, who may be exempt from specifying their PAN for transacting in the securities market, for Bids of all values ensure that you have mentioned your PAN allotted under the Income Tax Act in the Bid cum Application Form. The exemption for Central or State Governments and officials appointed by the courts and for investors residing in Sikkim is subject to the Depositary Participant's verification of the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims.
- Ensure that the Bid cum Application Form is duly completed as per instructions given in this Draft Red Herring Prospectus and in the Bid cum Application Form;

Bid/Issue Programme

Event	Indicative Dates
Anchor Portion Offer Opens/Closes on	[●]
Bid/Issue Opening Date	[●]
Bid/Issue Closing Date	[●]
Finalisation of Basis of Allotment with BSE SME	On or before [●]
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts or UPI Linke Bank Account	On or before [●]
Credit of Equity Shares to demat accounts of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on BSE SME	On or before [●]

**Our Company in consultation with the Book Running Lead Manager may consider participation by Anchor Investors in accordance with the SEBI IC DR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Issue Opening Date.*
***Our Company in consultation with the BRLM, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Issue Closing Date in accordance with the SEBI ICDR Regulations.*
****UPI Mandate Acceptance/ Confirmation shall be available upto 5:00 PM on the last day of bidding.*

The above timetable is indicative and does not constitute any obligation on our Company or the Book Running 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 3 Working Days of the Bid/Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/ Issue Period by our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. Commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchange and in accordance with the applicable laws.

Bid Cum Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 4.00 p.m. (IST) during the Issue Period (except for the Bid/Issue Closing Date). On the Bid/ Issue Closing Date, the Bid Cum Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for all categories of investors. The time for applying for Individual Bidder on Bid/ Issue Closing Date maybe extended in consultation with the BRLM, 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 Bid Cum Application Forms on the Bid/ Issue Closing Date, Bidders are advised to submit their applications one (1) day prior to the Bid/ Issue Closing Date and, in any case, not later than 3.00 p.m. (IST) on the Bid/ Issue Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bid Cum Application Forms are received on the Bid/Issue Closing Date, as is typically experienced in public Issue, some Bid Cum Application Forms may not get uploaded due to the lack of sufficient time. Such Bid Cum 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 BRLM is liable for any failure in uploading the Bid Cum Application Forms due to faults in any software/hardware system or otherwise.

In accordance with SEBI ICDR Regulations, none of the Investors 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. Downward Modification and cancellation shall not be applicable to any of the category of bidding.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid Cum Application Form, for a particular Applicant, the details as per the file received from Stock Exchange may be taken as the final data for the purpose of Allotment. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical or electronic Bid Cum Application Form, for a particular ASBA Applicant, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

Expert Opinion

Our Company has not obtained any expert opinions, except for the following for which consents have been received from:

(i) Peer Review Auditors of the Company to include their name as experts in this Draft Red Herring Prospectus in relation to (a) the Peer Review Auditors' reports on the Restated Audited Financial Statements; and (b) the Statement of Tax Benefits issued by them;
(ii) Legal advisors in connection with the Issue with respect to Legal Due Diligence Report issued by them; and

such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act of 1933.

Change in Auditors during the last three (3) years

Name of the Auditor	M/s. SSVM and Co.	M/s. Ishwar & Gopal, Chartered Accountants
FRN/Mem. No	011363S	001154S
Peer Review No.	-	16279
Date of Appointment	30-09-2022	11-04-2024
Date of Resignation	26-03-2024	-
Period From	01-04-2022	01-04-2024*
Period To	31-03-2027	31-03-2029
Email ID	mallikca@gmail.com	gopal@gkcas.com
Address	22, Sailagiri, Opp. Petrol Bunk, Behind Looking Good Furniture, Koramangala Inner Ring Road, Ejpura Signal, Bengaluru - 560 047.	21/3, Sri Vinayaka Building, TSP Road, Kalasipalyam, Bangalore- 560 002, Karnakata, india
Reason for Change	Does not hold a valid Peer Review Certificate	Auditor appointed due to Casual Vacancy and holds a valid Peer Review Certificate

** The Company appointed M/s Ishwar & Gopal, Chartered Accountants on April 11, 2024 in casual vacancy for the period 2023-24 and later on was appointed in the AGM for a period of 5 years.*

Underwriter

In terms of Regulation 260 (1) of the SEBI (ICDR) Regulations, 2018, the initial public offer shall be underwritten for hundred per cent (100%) of the offer and shall not be restricted up to the minimum subscription level and as per sub regulation (2) The Book Running Lead Manager(s) shall underwrite at least fifteen per cent of the issue size on their own account(s).

Our Company and Book Running Lead Manager to the Issue hereby confirm that the Issue is 100% Underwritten. The underwriting agreement is dated [●] and pursuant to the terms of the underwriting agreement, obligations of the underwriter are subject to certain conditions specified therein. The underwriter has indicated their intention to underwrite following number of specified securities being offered through this Issue.

Name, Address, Telephone, and Email of the Underwriter	Indicated number of Equity Shares to be Underwritten	Amount Underwritten	% of the total Issue Size Underwritten
Finshore Management Services Limited Anandlok, Block-A, 2nd Floor, Room No. 207, 227 A.J.C. Bose Road, Kolkata-700020, West Bengal, India **Tel No:** 033 – 2289 5101 / 4603 2561 **Website:** www.finshoregroup.com **Email:** info@finshoregroup.com **Investor Grievance Email:** investors@finshoregroup.com **Contact Person:** Mr. S. Ramakrishna Iyengar **SEBI Registration No:** INM000012185	[●] Equity Shares*	₹ [●] Lakhs	[●]

**Includes [●] Equity shares of the Market Maker Reservation Portion which are to be subscribed by the Market Maker vide their agreement dated [●], in order to comply with the requirements of Regulation 261 of the SEBI (ICDR) Regulations, as amended.*

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

Details of Market Making Arrangement for This Issue

Our Company and the Book Running Lead Manager has entered into Market Making Agreement dated [●] with the following Market Maker to fulfil the obligations of Market Making for this Issue:

Name	[●]
Address	[●]
Contact Person	[●]
Telephone	[●]
E-mail	[●]
Website	[●]
SEBI Registration No	[●]
CIN	[●]

M/s. [●], registered with BSE 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 in SEBI (ICDR) Regulations as amended from time to time.

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

- *In terms of regulation 261(1) of SEBI ICDR Regulations 2018, the Market Making arrangement through the Market Maker will be in place for a period of three years from the date of listing of our Equity Shares and shall be carried out in accordance with SEBI ICDR Regulations and the circulars issued by the BSE and SEBI regarding this matter from time to time.*

- *In terms of regulation 261(2) of SEBI ICDR Regulations 2018, The market maker or issuer, in consultation with the Book Running Lead Manager(s) may enter into agreements with the nominated investors for receiving or delivering the specified securities in market making, subject to the prior approval of the BSE Limited.*

- *In terms of regulation 261(3) of SEBI ICDR Regulations 2018, Following is a summary of the key details pertaining to the Market Making arrangement*

    1. The Market Maker "M/s. [●]" shall be required to provide a two-way quote for 75% of the time in a day. The same shall be monitored by the stock exchange. Further, the Market Maker(s) shall inform the exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker(s).

    2. The prices quoted by Market Maker shall be in compliance with the Market Maker Spread Requirements and other particulars as specified or as per the requirements of BSE SME and SEBI from time to time.

    3. The Market Maker is required to comply with SEBI Circular No. CIR/MRD/DSA/31/2012 dated November 27, 2012 and SEBI ICDR Regulations and relevant Exchange Circulars requirement for Market Makers on SME platform.

    4. The minimum depth of the quote shall be Rs.1.00 Lakh. However, the investors with holdings of value less than Rs. 1.00 Lakh 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.

    5. There shall be no exemption/threshold on downside. However, in the event the Market Maker exhausts his inventory through market making process, BSE may intimate the same to SEBI after due verification.

    6. The Market Maker shall not sell in lots less than the minimum contract size allowed for trading on BSE SME (in this case currently the minimum trading lot size is [●] equity shares; however, the same may be changed by the BSE SME from time to time).

    7. The shares of the Company will be traded in Trade for Trade Segment for the first 10 days from commencement of trading (as per SEBI Circular no: CIR/MRD/DP/ 02/2012 dated January 20, 2012) on SME Platform of BSE and market maker will remain present as per the guidelines mentioned under BSE and SEBI circulars.

8. The Market Maker shall start providing quotes from the day of the listing / the day when designated as the Market Maker for the respective scrip and shall be subject to the guidelines laid down for market making by the BSE Limited.

9. There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.

10. In terms of regulation 261(6) of SEBI ICDR Regulations 2018, Market Maker shall not buy the Equity Shares from the Promoters or Persons belonging to promoter group of **Datasol (Bangalore) Limited** or any person who has acquired shares from such promoter or person belonging to promoter group, during the compulsory market making period.

11. In terms of regulation 261(7) of SEBI ICDR Regulations 2018, The Promoters' holding of **Datasol (Bangalore) Limited** shall not be eligible for offering to the Market Maker during the Compulsory Market Making Period. However, the promoters' holding of **Datasol (Bangalore) Limited** which is not locked-in as per the SEBI (ICDR) Regulations, 2018 as amended, can be traded with prior permission of the SME Platform of BSE, in the manner specified by SEBI from time to time.

12. The Book Running Lead Manager may be represented on the Board of the Issuer Company in compliance with Regulation 261 (8) of SEBI (ICDR) Regulations, 2018.

13. The Market Maker shall not be responsible to maintain the price of the Equity Shares of the Issuer Company at any particular level and is purely supposed to facilitate liquidity on the counter of **Datasol (Bangalore) Limited** via its 2-way quotes. The price of the Equity Shares shall be determined and be subject to market forces.

14. **Risk containment measures and monitoring for Market Maker**: 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.

15. **Punitive Action in case of default by Market Maker(s):** BSE SME Exchange will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and/or non-compliances. Penalties / fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case they are 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.

    The Market Maker(s) shall have the right to terminate said arrangement by giving 3 (three) months' notice or on mutually acceptable terms to the Book Running Lead Manager, who shall then be responsible to appoint a replacement Market Maker(s).

    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 Book Running Lead Manager to arrange for another Market Maker(s) in replacement during the term of the notice period being served by the Market Maker but prior to the date of releasing the existing Market Maker from its duties in order to ensure compliance with the requirements of regulation 261 of the SEBI (ICDR) Regulations. Further the Company and the Book Running Lead Manager reserve the right to appoint other Market Maker(s) either as a replacement of the current Market Maker or as an additional Market Maker subject to the relevant laws and regulations applicable at that particular point of time.

16. On the first day of the listing, there will be pre-opening session (call auction) and there after the trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction

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

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

18. 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.

19. **Price Band and Spreads:** SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹250 crores, the applicable price bands for the first day shall be:
    i. In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
    ii. In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price. Additionally, the trading shall take place in TFT segment for first 10 days from commencement of trading. The price band shall be 20% and the market maker spread (difference between the sell and the buy quote) shall be within 10% or as intimated by Exchange from time to time.

- *In terms of regulation 261(4) of SEBI ICDR Regulations 2018, The specified securities being bought or sold in the process of market making may be transferred to or from the nominated investors with whom the Book Running Lead Manager(s) and the issuer have entered into an agreement for market making: Provided that the inventory of the market maker, as on the date of allotment of the specified securities, shall be at least five per cent. of the specified securities proposed to be listed on BSE SME.*

- *In terms of regulation 261(5) of SEBI ICDR Regulations 2018, The market maker shall buy the entire shareholding of a shareholder of the issuer in one lot, where the value of such shareholding is less than the minimum contract size allowed for trading on the BSE SME: Provided that market maker shall not sell in lots less than the minimum contract size allowed for trading on the BSE SME.*

SECTION VI: CAPITAL STRUCTURE

CAPITAL STRUCTURE

Our Equity Share capital before the Issue and after giving effect to the Issue, as at the date of this Draft Red Herring Prospectus, is set forth below:

(Rs. in Lakhs except share data)

No.	Particulars	Aggregate Nominal Value	Aggregate Value at Issue Price
A.	***Authorized Share Capital***		
	1,50,00,000 Equity Shares of ₹10/- each	1,500.00	--
B.	***Issued, Subscribed & Paid-up Share Capital prior to the Offer*** (1)		
	1,09,20,000 Equity Shares of ₹10/- each	1,092.00	--
C.	***Present issue in terms of the Draft Red Herring Prospectus*** (2)		
	39,20,000 Equity Shares of ₹10/- each for cash at a price of ₹[●]/- per share	392.00	[●]
	Which Comprises of		
D.	***Reservation for Market Maker portion***		
	[●] Shares of ₹10/- each for cash at a price a ₹ [●]/- per Equity Share	[●]	[●]
E.	***Net Issue to the Public***		
	[●] Equity Shares of ₹10/- each for cash at a price a ₹ [●]/- per Equity Share aggregating to ₹ [●] lakhs, ***out of which***:	[●]	[●]
	Allocation to Qualified Institutional Buyers: Not more than [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹[●]/- per Equity Share will be available for allocation to Qualified Institutional Buyers	[●]	[●]
	Allocation to Non-Institutional Investors: At least [●] Equity Shares of ₹ 10/- each at an Issue Price of ₹[●]/- per Equity Share will be available for allocation to Non-Institutional Investors	[●]	[●]
F.	***Paid up Equity capital after the Issue***		
	[●] Equity Shares of ₹10/- each	[●]	
G.	***Securities Premium Account***		
	Before the Issue	Nil	
	After the Issue	[●]	

(1) *Our Company has only one class of share, i.e., Equity Shares having face value of ₹10/- each and there are no partly paid-up Equity Shares or preference shares or convertible securities outstanding for conversion as on the date of this Draft Red Herring Prospectus.*

(2) *The present Issue of **39,20,000** Equity Shares in terms of Draft Red Herring Prospectus has been authorized pursuant to a resolution of our Board of Directors dated **September 22, 2025,** and by special resolution passed under Section 62(1)(c) of the Companies Act, 2013 at the Annual General meeting of the members held on **September 22, 2025**.*

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

Date of Shareholders approval	*EGM/AGM/ Postal Ballot*	*Authorized Share Capital (Rs.)*	*Details of change*
01-02-2001	*On Incorporation*	*10,00,000*	*Incorporated with an Authorized Share Capital of ₹ 10,00,000 comprising of 1,00,000 Equity Shares of ₹10/- each.*
12-03-2007	*EGM*	*60,00,000*	*Increase in Authorized Share Capital from ₹ 10,00,000 comprising of 1,00,000 Equity Shares of ₹10/- each to ₹ 60,00,000 comprising of 6,00,000 Equity Shares of ₹10/- each.*
09-04-2025	*EGM*	*15,00,00,000*	*Increase in Authorised Share Capital ₹ 60,00,000 comprising of 6,00,000 Equity Shares of ₹10/- each to ₹ 15,00,00,000 comprising of 1,50,000 Equity Shares of ₹ 10/- each.*

Notes to Capital Structure

Share capital history of our Company

(a) Equity shares capital history of our Company:

The following is the history of the equity share capital of our Company:

Date of Allotment	*No. of Equity Shares*	*Face Value (In ₹)*	*Issue Price (In ₹)*	*Nature of Consideration*	*Nature of Allotment*	*Cumulative No. of Equity Shares*	*Cumulative Paid-up Capital (in ₹)*
01-02-2001	*10,000*	*10.00*	*10.00*	*Cash*	*Subscription to MOA*	*10,000*	*1,00,000*
17-10-2002	*90,000*	*10.00*	*10.00*	*Cash*	*Further Allotment*	*1,00,000*	*10,00,000*
21-03-2007	*4,20,000*	*10.00*	*10.00*	*Cash*	*Further allotment*	*5,20,000*	*52,00,000*
05.05.2025	*1,04,00,000*	*10.00*	*10.00*	*Cash*	*Bonus Issue*	*1,09,20,000*	*10,92,00,000*

(1) Allotment on Initial subscription to the Memorandum of Association dated 01-02-2001:

Sl. No.	*Name of the allottee*	*Face Value (₹)*	*Issue Price (₹)*	*Nature of Allotment*	*Number of Equity Shares allotted*
1	*Balakuntlam Sathyanarayana Sureshkumar*	*10.00*	*10.00*	*Subscription to MOA*	*2,500*
2	*R. Venkatesh*	*10.00*	*10.00*	*Subscription to MOA*	*2,500*
3	*Satish Reddy*	*10.00*	*10.00*	*Subscription to MOA*	*2,500*
4	*V. Kumar*	*10.00*	*10.00*	*Subscription to MOA*	*2,500*
Total					***10,000***

(2) Further on 17-10-2002, Company has allotted 90,000 Equity Shares of Face Value Rs. 10/- each as per details given below:

Sl. No.	*Name of the allottee*	*Face Value (₹)*	*Issue Price (₹)*	*Nature of Allotment*	*Number of Equity Shares allotted*
1	*R. Venkatesh*	*10.00*	*10.00*	*Further Allotment*	*22,500*
2	*Satish Reddy*	*10.00*	*10.00*	*Further Allotment*	*22,500*
3	*V. Kumar*	*10.00*	*10.00*	*Further Allotment*	*22,500*
4	*Suresh Kumar*	*10.00*	*10.00*	*Further Allotment*	*22,500*
Total					***90,000***

(3) Further on 21-03-2007, Company has allotted 4,20,000 Equity Shares of Face Value Rs. 10/- each as per details given below:

Sl. No.	*Name of the allottee*	*Face Value (₹)*	*Issue Price (₹)*	*Nature of Allotment*	*Number of Equity Shares allotted*
1	*Ambika Soni*	*10.00*	*10.00*	*Further Allotment*	*80,000*
2	*Shylaja Ramamurthy*	*10.00*	*10.00*	*Further Allotment*	*80,000*
3	*Shanthi Venugopal*	*10.00*	*10.00*	*Further Allotment*	*80,000*
4	*S. Savitha*	*10.00*	*10.00*	*Further Allotment*	*80,000*
5	*Satish Reddy*	*10.00*	*10.00*	*Further Allotment*	*25,000*
6	*V. Kumar*	*10.00*	*10.00*	*Further Allotment*	*25,000*
7	*Balakuntlam Sathyanarayana Sureshkumar*	*10.00*	*10.00*	*Further Allotment*	*25,000*
8	*R. Venkatesh*	*10.00*	*10.00*	*Further Allotment*	*25,000*
Total					***4,20,000***

(4) Further on May 05, 2025, Company has allotted 1,04,00,000 Equity Shares of Face Value Rs. 10/- each as Bonus Share in the ratio of 20:1 i.e., Twenty fully pad-up Equity Shares of Face Value Rs. 10/- each for every One fully paid-up existing equity shares held by existing shareholders as per details given below:

Sl. No.	*Name of the allottee*	*Face Value (₹)*	*Issue Price (₹)*	*Nature of Allotment*	*Number of Equity Shares allotted*
1	*Satish Reddy*	*10.00*	*-*	*Bonus Issue*	*30,79,980*
2	*Balakuntlam Sathyanarayana Sureshkumar*	*10.00*	*-*	*Bonus Issue*	*30,79,980*
3	*Basavana Palli Ambika Soni*	*10.00*	*-*	*Bonus Issue*	*16,00,000*
4	*Shylaja Ramamurthy*	*10.00*	*-*	*Bonus Issue*	*16,00,000*
5	*Balkur Jayarama Udupa*	*10.00*	*-*	*Bonus Issue*	*10,40,000*
6	*C S Deepshika*	*10.00*	*-*	*Bonus Issue*	*20*
7	*Sai Siddharth B S*	*10.00*	*-*	*Bonus Issue*	*20*
Total					***1,04,00,000***

As on the date of this Draft Red Herring Prospectus, our Company does not have any preference share capital.

(b) Equity shares issued for consideration other than cash:

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

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
05.05.2025	1,04,00,000	Nil	Nil	Bonus Issue	#	Capitalization of Reserves

#For list of allottees, see note 4 of paragraph titled "Equity Share Capital History of our Company" mentioned above.

(c) Revaluation of our assets:

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

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

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

(e) If shares have been issued under one or more employee stock option schemes:

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme or stock appreciation right as on the date of this Draft Red Herring Prospectus.

(f) Issue of Equity Shares in the last one year below the Issue Price:

Except as mentioned above, our company has not issued equity shares at a price lower than the issue price of ₹ ***[●]***/- each during the preceding one year from the date of this Draft Red Herring Prospectus.

Date of Allotment	Number of Equity Shares allotted	Issue Price (In ₹)	Consideration	Reason for Allotment	Name of the Allottee	Benefit accruing to the company
05.05.2025	1,04,00,000	Nil	Nil	Bonus Issue	#	Capitalization of Reserves

#For list of allottees, see note 4 of paragraph titled "Equity Share Capital History of our Company" mentioned above.

(g) Shareholding Pattern of our Company:

The table below presents the current shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus.

Category (I)	Category of shareholder (II)	Nos. Of shareholders (III)	No. of fully paid-up equity shares held (IV)	No. of Partly paid-up equity shares held (V)	No. of shares underlying Depository Receipts (VI)	Total 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 Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)#
								No of Voting Rights			Total as a % of (A+B+C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (Sb)	
								Class: X	Class: Y	Total								
A1	**Promoter**	4	98,27,958	-	-	98,27,958	90.00%	98,27,958	-	98,27,958	90.00%	-	90.00%	-	-	-	-	98,27,958
A2	**Promoter Group**	2	42	-	-	42	0.00%	42	-	42	0.00%	-	0.00%	-	-	-	-	42
B	**Public**	1	10,92,000	-	-	10,92,000	10.00%	10,92,000	-	10,92,000	10.00%	-	10.00%	-	-	-	-	10,92,000
C	**Non-Promoter-Non-Public**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C1	**Shares underlying DRs**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
C2	**Shares held by Employee Trusts**	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		7	**1,09,20,000**	**-**	**-**	**1,09,20,000**	**100.00%**	**1,09,20,000**	-	**1,09,20,000**	**100.00%**	**-**	**-**	**-**	**-**	**-**	**-**	**1,09,20,000**

As on date of this Draft Red Herring Prospectus, 1 Equity share holds 1 vote.

As on date, we have only one class of Equity Shares of face value of Rs. 10/- each.

All Pre-IPO equity shares of our company will be locked-in as per regulations of SEBI ICDR prior to listing of shares on SME Platform of BSE.

In terms of regulation 230(1)(d) of SEBI ICDR Regulation 2018, all specified securities held by promoters are dematerialized.

Our Company will file the shareholding pattern of our Company, in the form prescribed under Regulation 31 of the Listing Regulation, one day prior to the listing of the Equity shares. The Shareholding pattern will be uploaded on the website of BSE Limited before commencement of trading of such Equity Share.

(i) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on the date of the Draft Red Herring Prospectus:*

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Satish Reddy	32,33,979	29.62%
2	Balakuntlam Sathyanarayana Sureshkumar	32,33,979	29.62%
3	Basavana Palli Ambika Soni	16,80,000	15.38%
4	Shylaja Ramamurthy	16,80,000	15.38%
5	Balkur Jayarama Udupa	10,92,000	10.00%
Total		**1,09,19,958**	**100.00%**

(ii) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 10 days before the date of the Draft Red Herring Prospectus:*

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Satish Reddy	32,33,979	29.62%
2	Balakuntlam Sathyanarayana Sureshkumar	32,33,979	29.62%
3	Basavana Palli Ambika Soni	16,80,000	15.38%
4	Shylaja Ramamurthy	16,80,000	15.38%
5	Balkur Jayarama Udupa	10,92,000	10.00%
Total		**1,09,19,958**	**100.00%**

(iii) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 1 (one) year before the date of the Draft Red Herring Prospectus:*

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Satish Reddy	1,80,000	34.62%
2	Balakuntlam Sathyanarayana Sureshkumar	1,80,000	34.62%
3	Basavana Palli Ambika Soni	80,000	15.38%
4	Shylaja Ramamurthy	80,000	15.38%
Total		**5,20,000**	**100.00%**

(iv) *List of Major Shareholders holding 1% or more of the paid-up equity share capital aggregating to atleast 80% of capital of our Company as on a date 2 (two) year before the date of the Draft Red Herring Prospectus:*

Sl. No.	Name of Shareholders	Number of Equity Shares	% of the Pre-Issue paid-up capital
1	Satish Reddy	1,80,000	34.62%
2	Balakuntlam Sathyanarayana Sureshkumar	1,80,000	34.62%
3	Basavana Palli Ambika Soni	80,000	15.38%
4	Shylaja Ramamurthy	80,000	15.38%
Total		**5,20,000**	**100.00%**

(h) ***Proposal or intention to alter our capital structure within a period of 6 months from the date of opening of the Issue:***

Our Company does not have any intention or proposal to alter our capital structure within a period of 6 months from the date of opening of the Issue by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into exchangeable, directly or indirectly, for our Equity Shares) whether preferential or bonus, rights, further public issue or qualified institutions placement or otherwise. However, our Company may further issue Equity Shares (including issue of securities convertible into Equity Shares) whether preferential or otherwise after the date of the opening of the Issue to finance an acquisition, merger or joint venture or for regulatory compliance or such other scheme of arrangement or any other purpose as the Board may deem fit, if an opportunity of such nature is determined by its Board of Directors to be in the interest of our Company after obtaining relevant approvals.

(i) ***The Details of Shareholding of Promoters of Our Company;***

Capital Build-up of our Promoters in our Company: The current promoters of our Company are Mr. Satish Reddy, Mr. Balakuntlam Sathyanarayana Sureshkumar, Mrs. Basavana Palli Ambika Soni and Mrs. Shylaja Ramamurthy.

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company. As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 98,27,958 Equity Shares, which constitutes approximately 90.00% of the pre-IPO issued, subscribed and paid-up Equity Share capital of our Company and approximately [●]% of the post-IPO issued, subscribed and paid-up Equity Share capital assuming full allotment of the shares offered in IPO. The Details are as under:

Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
	Number of Shares	Percentage holding	Number of Shares	Percentage holding
Promoters				
Satish Reddy	32,33,979	29.62%	[●]	[●]
Balakuntlam Sathyanarayana Sureshkumar	32,33,979	29.62%	[●]	[●]
Basavana Palli Ambika Soni	16,80,000	15.38%	[●]	[●]
Shylaja Ramamurthy	16,80,000	15.38%	[●]	[●]
Total Promoters Shareholding	**98,27,958**	**90.00%**	[●]	[●]

All the Equity Shares allotted and held by our Promoters were fully paid at the time of allotment itself. Further, none of the Equity Shares held by our Promoters are subject to any pledge.

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

i) ***Mr. Satish Reddy***

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value	Issue/ Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding %	Post-issue Share Holding %	Pledge
01-02-2001	2,500	10.00	10.00	Cash	Subscription to MoA	0.02%	[●]	No
17.10.2002	22,500	10.00	10.00	Cash	Further Allotment	0.21%	[●]	No
21-03-2007	25,000	10.00	10.00	Cash	Further Allotment	0.23%	[●]	No
31.03.2013	26,667	10.00	30.00	Cash	Transfer from Shanti Venugopal	0.24%	[●]	No
15.09.2014	76,666	10.00	118.64	Cash	Transfer from R. Venkatesh	0.70%	[●]	No
20.11.2014	26,667	10.00	30.00	Cash	Transfer form Mrs. Menaka	0.24%	[●]	No
01-08-2024	-26,000	10.00	454.00	Cash	Transfer to Balkur Jayarama Udupa	-0.24%	[●]	No

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value	Issue/ Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding %	Post-issue Share Holding %	Pledge
01-08-2024	-1	10.00	454.00	Cash	Transfer to C S Deepsikha	0.00%	[●]	No
05.05.2025	30,79,980	10.00	-	-	Bonus Issue	28.20%	[●]	No
TOTAL	**32,33,979**					**29.62%**	[●]	

ii) Mr. Balakuntlam Sathyanarayana Sureshkumar

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value	Issue/ Transfer Price per Equity Share	Nature of Considerati on	Nature of transaction	Pre-issue Share Holding %	Post-issue Share Holding %	Pledge
01-02-2001	2,500	10.00	10.00	Cash	Subscription to MoA	0.02%	[●]	No
17.10.2002	22,500	10.00	10.00	Cash	Further Allotment	0.21%	[●]	No
21-03-2007	25,000	10.00	10.00	Cash	Further Allotment	0.23%	[●]	No
31-03-2013	26,667	10.00	30.00	Cash	Transfer from Mrs. Shanti Venugopal	0.24%	[●]	No
15-09-2014	80,000	10.00	118.64	Cash	Transfer from Mr. R Venkatesh	0.73%	[●]	No
20-11-2014	23,333	10.00	30.00	Cash	Transfer from Mrs. Menaka	0.21%	[●]	No
01-08-2024	-26,000	10.00	454.00	Cash	Transfer to Balkur Jayarama Udupa	-0.24%	[●]	No
01-08-2024	-1	10.00	454.00	Cash	Transfer to Sai Siddharth B S	0.00%	[●]	No
05.05.2025	30,79,980	10.00	-	-	Bonus Issue	28.20%	[●]	No
TOTAL	**32,33,979**					**29.62%**	[●]	

iii) Mrs. Basavana Palli Ambika Soni

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value	Issue/ Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding %	Post-issue Share Holding %	Pledge
21-03-2007	80,000	10.00	10.00	Cash	Further Allotmet	0.73%	[●]	No
05.05.2025	16,00,000	10.00	-	Nil	Bonus Issue	14.65%	[●]	No
TOTAL	**16,80,000**					**15.38%**	[●]	

(iv) Mrs. Shylaja Ramamurthy

Date of Allotment/ Acquisition/ Sale	Number of Equity Shares	Face Value	Issue/Transfer Price per Equity Share	Nature of Consideration	Nature of transaction	Pre-issue Share Holding %	Post-issue Share Holding %	Pledge
21-03-2007	80,000	10.00	10.00	Cash	Further Allotmet	0.73%	[●]	No
05.05.2025	16,00,000	10.00	-	Nil	Bonus issue	14.65%	[●]	No
TOTAL	**16,80,000**					**15.38%**	[●]	

Note: All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares and there are no partly paid-up Equity Shares as on the date of filing of this Draft Red Herring Prospectus.

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

(k) The aggregate shareholding of the Promoters and Promoter Group and of the directors of the promoters, where the promoter is a body corporate:

The Aggregate shareholding of the Promoters & Promoter Group is as under:

Particulars	Pre-Issue Shareholding		Post-Issue Shareholding	
	Number of Shares	Percentage holding	Number of Shares	Percentage holding
Promoters				
Satish Reddy	32,33,979	29.62%	[●]	[●]
Balakuntlam Sathyanarayana Sureshkumar	32,33,979	29.62%	[●]	[●]
Basavana Palli Ambika Soni	16,80,000	15.38%	[●]	[●]
Shylaja Ramamurthy	16,80,000	15.38%	[●]	[●]
Total Promoters Shareholding (A)	**98,27,958**	**90.00%**	[●]	[●]
Promoter Group				
C S Deepshika	21	0.00%	[●]	[●]
Sai Siddharth B S	21	0.00%	[●]	[●]
Total Promoters Group Shareholding (B)	**42**	**0.00%**	[●]	[●]
Total Promoters & Promoters Group (A+B)	**98,28,000**	**90.00%**	[●]	[●]

(l) The aggregate number of specified securities purchased or sold by the Promoter & Promoter group and/or by the directors of the company and their relatives in the preceding six months:

Name of Shareholder	Promoters/ Promoter Group/ Directors	Date of Transaction	Number of Equity Shares Subscribed to/ Acquired	Number of Equity Shares Sold/ Transferred	Nature of Transaction
Satish Reddy	Promoter & Whole-Time Director	05-05-2025	30,79,980	-	Bonus Issue
Balakuntlam Sathyanarayana Sureshkumar	Promoter & Whole-time Director	05-05-2025	30,79,980	-	Bonus Issue
Basavana Palli Ambika Soni	Promoter & Director	05-05-2025	16,00,000	-	Bonus Issue
Shylaja Ramamurthy	Promoter & Director	05-05-2025	16,00,000	-	Bonus Issue
C S Deepshika	Promoter Group	05-05-2025	20	-	Bonus Issue
Sai Siddharth B S	Promoter Group	05-05-2025	20	-	Bonus Issue

***(m)** There are no financing arrangements whereby the promoter group, the directors of the company which is a promoter of the issuer, the directors of the issuer and their relatives have financed the purchase by any other person of securities of the issuer other than in the normal course of the business of the financing entity in the six months immediately preceding the date of filing of the offer document.*

***(n)** Promoter's Contribution:*

(i) Details of Promoter's Contribution Locked-in of Equity Shares for Three (3) Years

Pursuant to Regulation 236 of SEBI (ICDR) Regulations 2018, minimum promoters' contribution should be not less than 20% of the post Issue equity share capital of our Company.

Provided that Promoters' contfribution shall be computed on the basis of the post-issue expanded capital:

(a) assuming full proposed conversion of convertible securities into equity shares – Not Applicable

(b) assuming exercise of all vested options, where any employee stock options or stock appreciation rights are outstanding at the time of initial public offer – Not Applicable

Further, in terms of Regulation 238(a) of SEBI ICDR Regulations, minimum promoter's contribution will be locked-in for a period of three years from the date of Allotment or date of commencement of commercial production, whichever is later and the Equity Shares held by Promoter of our Company in excess of minimum promoter's contribution will be locked-in for a period as provided in clause 238(b) of SEBI (ICDR) Regulations 2018 which is as follows:

a. fifty percent of promoters holding in excess of minimum promoter's contribution shall be locked-in for the period of 2 years from the date of allotment in the initial public offer; and

b. remaining fifty percent of promoter's holding in excess of promoter's contribution shall be locked in for a period of one year from the date of allotment in the initial public offer.

As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 98,27,958 Equity Shares constituting [●]% of the Post offer issued, subscribed and paid-up Equity Share capital of our Company, out of which [●] equity shares being 20.00% of the post Issue equity share capital of our Company are eligible for the Promoter's Contribution margin.

An aggregate of minimum 20.00% of the post-issue capital, held by our Promoters shall be considered as Promoter's Contribution ("Minimum Promoter's Contribution") and locked-in for a period of three years from the date of allotment. The lock-in of the Promoter's Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

Our Promoters have granted their consents to include such number of Equity Shares held by them as may constitute minimum 20.00% of the post-issue Equity Share Capital of our Company as Promoter's Contribution and have agreed not to sell or transfer or pledge or otherwise dispose of in any manner, the Promoter's Contribution from the date of filing of this Draft Red Herring Prospectus until the completion of the lock-in period specified above.

The details of lock-in of shares for 3 (three) years are as under:

Date of Allotment/ Acquisition	Date When made fully paid up	Nature of Allotment/ Transfer	No. of Equity Shares	Face Value	Issue Price/ Transfer Price	% of Pre Issue Equity Share Capital	% of Post Issue Equity Share Capital	Lock in Period
Mr. Satish Reddy								
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	3 Years
Mr. Balakuntlam Sathyanarayana Sureshkumar								
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	3 Years
Total			[●]			[●]	[●]	

[●] *Pre-IPO equity shares of our company held by Our Promoter will be locked-in for 3 (three) years as mentioned above prior to listing of shares.*

In terms of Regulation 237 of SEBI ICDR Regulations, our Company confirms that none of the Equity Shares forming part of minimum promoter's contribution –

- Are acquired by our Promoter during preceding three financial years;
  - For consideration other than cash and where revaluation of assets or capitalization of intangible assets was involved; or
  - Through bonus issue of Equity Shares made by utilizing the revaluation reserves or unrealized gain or through bonus issue against equity shares which are ineligible for minimum promoter's contribution;

- Are pledged by our Promoter with any creditor;

- Consist of Equity Shares acquired by our Promoter during preceding one year at a price lower than the Issue Price.

- The price per share for determining securities ineligible for minimum promoters' contribution, has been determined after adjusting the same for corporate actions such as share split, bonus issue, etc. undertaken by the issuer.

Our Company was incorporated under the Companies Act, 1956 and was not incorporated by converting the partnership firm(s) or LLP(s).

The Promoters have severally confirmed that the Equity Shares are eligible in terms of Regulation 237 of SEBI (ICDR) Regulations and that they have not been prohibited from dealings in securities market and the Equity Shares are free from any lien, encumbrance or third-party rights. The Promoters have also severally confirmed that they are the legal and beneficial owners of the Equity.

All the Equity Shares held by our Promoters were fully paid up as on the respective dates of acquisition of such Equity Shares. Our Promoters have confirmed to our Company and the Book Running Lead Manager that the Equity Shares held by our Promoters have been financed from their personal funds, as the case may be, and no loans or financial assistance from any bank or financial institution has been availed of by them for such purpose.

(ii) Details of Equity Shares Locked-in for two (2) years and one (1) year

In excess of minimum 20% of the post-Issue shareholding of our Company held by the Promoter (locked in for three years as specified above), the balance pre-issue share capital of our Company held by promoters shall be locked in for a period as provided in clause 238(b) of SEBI (ICDR) Regulations 2018 which is as follows:

a. fifty percent. of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of two years from the date of allotment in the initial public offer; and

b. remaining fifty percent of promoters' holding in excess of minimum promoters' contribution shall be locked in for a period of one year from the date of allotment in the initial public offer.

Further, in terms of Regulation 239 of SEBI ICDR Regulations, entire pre-Issue equity shares capital of our Company held by persons other than our Promoter will be locked-in for a period of one year from the date of Allotment in the Issue.

The details of lock-in of shares for 2 (Two) years and for 1 (one) year are as under:

Name of Shareholders	*Category*	*No of Shares Held*	*Lock-in for 3 Years*	*Lock-in for 2 Years*	*Lock-in for 1 Year*
Satish Reddy	Promoter	32,33,979	[●]	[●]	[●]
Balakuntlam Sathyanarayana Sureshkumar	Promoter	32,33,979	[●]	[●]	[●]
Basavana Palli Ambika Soni	Promoter	16,80,000	[●]	[●]	[●]
Shylaja Ramamurthy	Promoter	16,80,000	[●]	[●]	[●]
C S Deepshika	Promoter Group	21	[●]	[●]	[●]
Sai Siddharth B S	Promoter Group	21	[●]	[●]	[●]
Balkur Jayarama Udupa	Public	10,92,000	[●]	[●]	[●]
Total		**1,09,20,000**	[●]	[●]	[●]

(iii) Other requirements in respect of lock-in

- **Inscription or recording of non-transferability:**

In terms of Regulation 241 of the SEBI (ICDR) Regulations, 2018, our Company confirms that certificates of Equity Shares which are subject to lock in shall contain the inscription "Non-Transferable" and specify the lock-in period and in case such equity shares are dematerialized, the Company shall ensure that the lock in is recorded by the Depository.

- **Pledge of Locked-in Equity Shares**

Pursuant to Regulation 242 of the SEBI ICDR Regulations, the locked-in Equity Shares held by the Promoter, as specified above, can be pledged with any scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company as collateral security for loans granted by such scheduled commercial banks or public financial institutions or systemically important non-banking finance company or housing finance company, subject to fulfilment of following conditions:

i. In respect of Equity Shares which are locked in for a period of one year, the pledge of the Equity Shares is one of the terms of the sanction of the loan;

ii. In respect of Equity Shares which are locked in for a period of three years, the loan has been granted by such scheduled commercial bank or public financial institution or systemically important non-banking finance company or housing finance company to our Company or our Subsidiary (ies) for the purpose of financing one or more of the objects of the Issue and the pledge of the Equity Shares is one of the terms of the sanction of the loan.

- **Transfer of Locked-in Equity Shares**

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018 and subject to provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as applicable;

a) The Equity Shares held by our Promoters and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoters' Group or to a new promoter(s) or persons in control of our Company, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

b) The equity shares held by persons other than promoters and locked in as per Regulation 239 of the SEBI (ICDR) Regulations, 2018 may be transferred to any other person (including Promoter and Promoters' Group) holding the equity shares which are locked-in along with the equity shares proposed to be transferred, subject to continuation of lock-in for the remaining period with transferee and such transferee shall not be eligible to transfer them till the lock-in period stipulated has expired.

(iv) Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this Draft Red Herring Prospectus:

There is no other Sale/Purchase by Promoter Group and/or by directors of Company which is promoter of our company and/or by the director of our company and their immediate relatives during six months preceding the date of this Draft Red Herring Prospectus except as mentioned in this chapter and Draft Red Herring Prospectus.

(o) Our Company, its Directors, Promoters or the Book Running Lead Manager have not entered into any buy-back or standby arrangements for the purchase of the Equity Shares of our Company.

(p) The Equity Shares issued pursuant to this Issue shall be fully paid-up.

(q) The Book Running Lead Manager and its associates do not hold any Equity Shares in our Company as on the date of filing this Draft Red Herring Prospectus.

(r) There are no options granted or equity shares issued under any scheme of employee stock option or employee stock purchase of issuer, in the preceding three years (separately for each year) and on a cumulative basis for all options or equity shares issued prior to the date of the Draft Red Herring Prospectus.

(s) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments into Equity Shares as on the date of this Draft Red Herring Prospectus.

Other miscellaneous disclosures:

1. None of the Equity Shares of our Company are subject to any pledge as on the date of this Draft Red Herring Prospectus.

2. None of the shareholding of the Promoters & Promoter Group is subject to lock-in as on date of this Draft Red Herring Prospectus.

3. Except as disclosed in the chapter titled ***"Our Management"*** beginning on page 152 of this Draft Red Herring Prospectus, none of our directors or Key Managerial Personnel or Senior Management holds any Equity Shares in our Company.

4. None of our Promoters, Promoter Group, our directors and their relatives has entered into any financing arrangements or financed the purchase of the Equity shares of our Company by any other person during the period of six (6) months immediately preceding the date of filing of the Draft Red Herring Prospectus.

5. We hereby confirm that there will be no further issue of capital whether by the way of issue of bonus shares, preferential allotment, right issue or in any other manner during the period commencing from the date of the Draft Red Herring Prospectus until the Equity shares offered have been listed or application money unblocked on account of failure of issue.

6. Our Company undertakes that there shall be only one (1) denomination for the Equity Shares of our Company, unless otherwise permitted by law. Our Company shall comply with such disclosure and accounting norms as specified by SEBI from time to time.

7. Our Company has not issued Equity Shares out of Revaluation Reserves.

8. Our Company shall comply with such disclosures and accounting norms as may be specified by BSE, SEBI and other regulatory authorities from time to time.

9. Our Company has not made any public issue of any kind or class of securities of our Company within the immediately preceding two (2) years prior to filing this Draft Red Herring Prospectus.

10. Our Company has not raised any bridge loan against the proceeds of this issue.

11. Our Company, Directors, Promoters or members of our Promoter Group shall not make any payments, direct or indirect, discounts, commissions, allowances or otherwise under this Issue except as disclosed in this Draft Red Herring Prospectus.

12. Our Company has not revalued its assets since incorporation.

13. An over-subscription to the extent of 10% of the Net Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the 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 three (3) years lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.

14. 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 Book Running 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.

15. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of SEBI (ICDR) Regulations.

16. The unsubscribed portion in any reserved category (if any) may be added to any other reserved category.

17. The unsubscribed portion if any, after such inter se adjustments among the reserved categories shall be added back to the net offer to the public portion.

18. There are no Equity Shares against which depository receipts have been issued.

19. Other than the Equity Shares, there is no other class of securities issued by our Company.

20. This issue is being made through Book Building method.

21. Since present issue is a Book Built Issue, the allocation in the net offer to the public category in terms of Regulation 253(1) of the SEBI (ICDR) (Amendment) Regulations, 2018 shall be made as follows:

(a) not less than thirty-five per cent to Individual Investors;
(b) not less than fifteen per cent to Non-Institutional Investors;
(c) not more than fifty per cent to Qualified Institutional Buyers, five per cent of which shall be allocated to mutual Funds.

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

22. Our Promoters and members of our Promoter Group will not participate in the Issue.

SECTION VII: PARTICULARS OF THE ISSUE

OBJECT OF THE ISSUE

The Issue includes a fresh Issue of 39,20,000 Equity Shares of our Company having face value of Rs. 10/- each at an Issue Price of ₹[●]/- per Equity Share aggregating to ₹ [●] Lakhs. Our Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects and gain benefits of listing on Stock Exchange.

The Object of the Issue are:

A. Funding Capital Expenditure towards purchase of additional plant and machinery for expansion and upgradation of existing manufacturing facility
B. To meet the Working Capital Requirements
C. General Corporate Purposes

Our Company believes that listing will enhance our Company's corporate image, brand name and create a public market for its Equity Shares in India. It will also make future financing easier and affordable in case of expansion or diversification of the business. Further, listing attracts interest of institutional investors as well as foreign institutional investors.

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

Issue Proceeds and Net Proceeds

The details of the proceeds of the Issue are set out in the following table:

Particulars	Amount
Gross Proceeds from the Issue	[●]
(less) Issue related expenses	[●]
Net Proceeds	[●]

The following table summarizes the requirement of funds:

(Rs. In lakhs)

Sr. No.	Particulars	Estimated Amount	% of total issue size	Amount to be financed from Issue Proceeds
A	Funding Capital Expenditure towards purchase of additional plant and machinery for expansion and upgradation of existing manufacturing facility.	Up to 846.12	[●]	Up to 846.12
B	To meet Working Capital Requirements	Up to 1,335.13	[●]	Up to 1,335.13
C	General Corporate Expenses*	[●]	[●]	[●]
	Net Issue Proceeds*	[●]	[●]	[●]

**To be determined upon finalisation of the Issue Price and updated in the Red Herring Prospectus / Prospectus prior to filing with the ROC. The amount utilised for general corporate purposes shall not exceed 15% of the Gross Proceeds.*

Schedule of estimated utilisation of funds:

Sr. No.	Particulars	Amount to be financed from Issue Proceeds	Estimated utilisation of Issue Proceeds in FY 2025-26
A	Funding Capital Expenditure towards purchase of additional plant and machinery for expansion and upgradation of existing manufacturing facility	Up to 846.12	Up to 846.12
B	To meet Working Capital Requirements	Up to 1,335.13	Up to 1,335.13
C	General Corporate Expenses*	[●]	[●]
	Net IPO Proceeds*	[●]	[●]

**To be determined upon finalisation of the Issue Price and updated in the Red Herring Prospectus / Prospectus prior to filing with the ROC. The amount utilised for general corporate purposes shall not exceed 15% of the Gross Proceeds.*

The fund requirement and deployment are based on internal management estimates 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 internal / external circumstances or costs or other financial conditions, business or strategy, as discussed further below. In case of variations in the actual utilization of funds allocated for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in this Issue. If surplus funds are unavailable, the required financing will be through our internal accruals and/or debt. 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, subject to regulatory approval required under applicable law. In case of delays in raising funds from the Issue, our Company may deploy certain amounts towards any of the abovementioned 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.

Our Company proposes to deploy the entire Net Proceeds towards the aforementioned Objects during Fiscal FY 2025-26 and FY 2026-27 In the event that the estimated utilization of the Net Proceeds in scheduled fiscal year is not completely met, the same shall be utilized in the next fiscal year as may be determined by the Board, in accordance with applicable laws.

We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial conditions, business strategy, and external factors such as market condition, result of changes in commercial or other factors, which may not be within the control of our management. This may entail re-scheduling or revising or increasing or decreasing the fund requirements for a particular purpose from its fund requirements mentioned below, at the discretion of our management subject to compliance of applicable law. In case of any such re-scheduling, it shall be made by compliance of the relevant provisions of the Companies Act, 2013 and other applicable law.

Details breakup of the Use of the Proceeds

A. Funding Capital Expenditure towards purchase of additional plant and machinery for expansion and upgradation of existing manufacturing facility.

Our Company is engaged in the business of providing comprehensive products and solutions in the field of Electronics System Design and Manufacturing ("ESDM") services, with a core emphasis on high-value, precision engineering products. We are a solutions-driven enterprise offering customised and integrated services that span across the entire product development cycle. Our business model focuses on delivering tailored solutions to our customers by combining design expertise, engineering knowledge and assembly capabilities to address their specific requirements. Based on client specifications, we conceptualise, design, develop and manufacture the required products, ensuring that the solutions offered align with the highest quality standards and industry norms.

We have developed strong capabilities and specialisation in the design and supply of embedded systems, which are increasingly critical to high-technology industries. Our key focus sectors include defence, space and industrial automation, where precision, reliability and innovation are paramount. Within these sectors, our solutions primarily include: (i) printed circuit board (PCB) design and assembly, and (ii) end-to-end design services covering concept creation, engineering, prototype development, validation and final manufacturing of products.

At present, while we oversee and manage the complete design-to-delivery process, the fabrication of certain components is carried out by our network of carefully selected and qualified external partners. This approach has allowed us to maintain flexibility and ensure quality while optimising costs and timelines. We currently operate from our manufacturing facility located at 9C, Prasad Global Solutions, Peenya Industrial Area, 2nd Stage, Chokkasandra Main Road, Bangalore - 560058, India, which spans approximately 11,072 square feet.

our Company, through the proceeds of the proposed Initial Public Offering ("IPO"), intends to strengthen and expand its infrastructure by investing in the purchase of additional machinery, equipment and related assets. This planned capital expenditure will enable us to bring critical stages of the production cycle including designing, manufacturing, assembly, fabrication and testing fully in-house. By integrating these processes within our own facility, we aim to enhance operational efficiency, improve quality control, reduce dependency on external vendors, shorten turnaround times, and scale up our production capacity to meet the growing demand for high-quality, precision-engineered electronic systems.

The details of such machinery and equipment are set forth below:

Sr. no.	Name of Machinery/ Equipment	Name of supplier	Date of Quotation	Quotation Valid Up to	Date of Placement of Order	Expected Date of Supply	Amount (₹ in lakhs)*
1	- 2500Kgf Electrodynamic Vibration System	Saraswati Dynamics Pvt. Ltd.	09.07.2025	06.10.2025	Order not placed	Order not placed	109.92
2							
Thermal Chamber							
1	ENVIRONMENTAL TEST CHAMBER ET950-70H-10K-W	Envisys Technologies Private Limited	08.07.2025	03.01.2026	Order not placed	Order not placed	41.65
2	INDUSTRIAL CHILLER FOR ET950-70H-10K-W 15TR						9.20
1	CNC Vertical Machining Centre	Manav Marketing Pvt. Ltd.	16.09.2025	14.12.2025	Order not placed	Order not placed	54.71
SMT Line							
1	SMT Line	Kyoritsu Electric India Pvt Ltd	17.07.2025	NA	Order not placed	Order not placed	311.09
1	- Momentum II 100 Stencil Printer	Leaptech Corporation	26-07-2025	23-10-2025	Order not placed	Order not placed	59.50
2	- Automatic PCB Inspection Systems CKD VP-01G						52.75
3	- Vitronics Soltec Centurion CT-1040						54.50
4	- Automatic PCB Inspection Systems VT-S1040						85.50
5	- Rework Station BGA-936UA						27.50
6	- PCB Handling Equipment						17.25
7	- PCB Handling Supporting Equipment						22.55
GRAND TOTAL							**846.12**

Other Confirmations:

- We have considered the above quotations for the budgetary estimate purposes and as on date of this Draft Red Herring Prospectus. Our company has not placed any orders or made any payment towards purchase of above plant and machinery. The actual cost of procurement and actual supplier may vary.

- We have not entered into definitive agreements with any of these suppliers and there can be no assurance that the same suppliers would be engaged to eventually supply the equipment or at the same costs.

- We do not intend to purchase any second-hand machinery or equipment. The quantity of plant and machinery to be purchased is based on quotations received from suppliers and estimates of our management. The Management shall have the flexibility to revise such quantities/ estimates (including but not limited to change of the supplier or addition/deletion of any quantity of plant and machinery) at the time of actual placement of the order. Furthermore, if any surplus from the proceeds remains after meeting the total cost of the plant and machinery for the aforesaid purpose, the same will be used for our general corporate purposes, subject to limit of 15% of the amount raised by our Company through this Issue or ₹ 10.00 crores whichever is lower.

- The quotations relied upon by us in arriving at the above cost are valid for a specific period of time and may lapse after the expiry of the said period. Consequent upon which, there could be a possible escalation in the cost of the plant and machinery proposed to be acquired by us at the actual time of purchase, resulting in increase in the cost. Further, cost can be escalated on account of freight expenses and incidental charges. Such cost escalation would be met out of either of surplus portion of net issue proceeds (if any) or our internal accruals.

- The machineries shall be imported from abroad, payment of which will be made by our Company in Indian Rupee. There may be fluctuation in the exchange rate between the Indian Rupee and Foreign Exchange Rates and accordingly such transactions may affect the final funding requirements and deployment of the Net Proceeds. Further, the purchase of machinery and the proposed deployment is subject to final terms and conditions agreed with the supplier including the finalization of price, payment/credit terms, delivery schedule, technology advancement and other market factors prevailing at that time.

- Any additional costs incurred towards applicable taxes, freight charges, installation charges, exchange rate fluctuations, including any contingencies etc. in relation to above object, will be met from internal accruals of our Company.

Implementation Schedule

Particulars	Estimated month of	
	Commencement	Completion
Order of Machinery	January, 2026	January, 2026
Delivery of Machinery	March, 2026	March, 2026
Installation of Machinery	April, 2026	May, 2026
Trial Run	June, 2026	June, 2026
Commercial Operation	July, 2026	

B. Basis of estimation of working capital requirement

Our business is highly working capital intensive and the company funds a majority of the working capital requirement through internal accruals and short-term borrowings. As on March 31, 2025, the Company has total secured sanctioned limit of fund based working capital facilities of ₹ 489.99 Lakhs out of which they have utilized ₹ 74.72 lakhs. The major working capital are required for procuring the raw materials and products we deal in, Work in Progress for Finished Goods, Advance to suppliers, Mobilization Advance and Sundry Debtors etc. as the money gets blocked in them.

Based on our management estimations, and for other strategic, business and corporate purposes, we require additional fund for our future growth requirements. Our working capital requirement has been increased from ₹1,932.85 lakhs in FY 2022-23 to ₹ 2,523.77 lakhs in FY 2024-25 due to increase in revenue from operations of ₹ 2,218.24 lakhs in FY 2022-23 to ₹ 5,178.40 lakhs in FY 2024-25.

The management has estimated that the working capital requirement for FY 2025-26 is expected to be ₹ 4,560.22 Lakhs, based on the current business plan, prevailing market conditions internal management estimation, expected holding periods of Sundry Debtors, Inventories, Sundry Creditors, and other commercial and technical factors etc in line with proportionally expected increase in business operation and increase in expected turnover.

Our Company proposed to utilise up to ₹ 1,335.13 lakhs of the Net Proceeds in the next financial year as mentioned below towards funding the incremental working capital requirements of our Company in the ordinary course of business and the balance will be met from internal accruals and borrowings at an appropriate time as per the requirement.

Basis of estimation of Working Capital Requirements

Details of Company's past working capital requirement for the financial year 2022-23, 2023-24, 2024-25 from the restated financials information and future working capital requirement as estimated by our management for the financial year 2025-26 and the source of their funding, as set out in the table below:

(₹ in lakhs)

Particulars	31-03-2026	31-03-2025	31-03-2024	31-03-2023
	Estimated	As per Restated Financial		
Cash & Bank Balance	371.44	298.76	400.78	409.63
Bank Deposits (Against Bank Guarantee)	1,342.47	847.26	465.11	742.11
Sundry Debtors	3,068.49	1,858.32	1,945.45	1,345.33
Inventory	522.64	293.31	440.24	518.34
Short Term Loans and Advances	125.00	19.05	9.25	0.42
Other Current Assets	**5,430.04**	**3,316.70**	**3,260.83**	**3,015.83**
Total Current Assets	239.82	192.93	445.87	233.06
Sundry Creditors	630.00	600.00	674.26	849.92
Other Current Liabilities	**869.82**	**792.93**	**1,120.13**	**1,082.98**
Total Current Liabilities	**4,560.22**	**2,523.77**	**2,140.70**	**1,932.85**
Working Capital Gap				
Source of Working Capital	1,335.13	-	-	-
Proceeds from IPO	100.00	64.56	236.41	360.22
Short Term Borrowings	3,125.09	2,459.21	1,904.29	1,572.63
Internal Accrual	**4,560.22**	**2,523.77**	**2,140.70**	**1,932.85**
Total	371.44	298.76	400.78	409.63

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	31-03-2026	31-03-2025	31-03-2024	31-03-2023
Sundry Debtors Holding period (In Days)	70	60	42	122
Inventory Holding Period (In Days)	160	131	176	221
Sundry Creditor Holding Period (In Days)	20	23	68	72

Justification for Holding Period:

Particulars	Details
Sundry Debtors	The holding levels of trade receivables were at 122 days in Fiscal 2023, 42 days in Fiscal 2024, 60 days in Fiscal 2025. The sundry debtor holding periods depends on lots of factor like prevailing market condition, customers demand, trust to capture market etc. Sometimes, we have to also offer extra credit period to boost the topline and retained the clients or to get new clients. Going forward, we are estimating to maintain the Debtor holding period at levels of 70 days from FY 2025-26 onwards as per the affordability to increase the top line as well to retain present & future customers as per the demand and market practice and new products that will be added after the new capex to create a market for them with an added credit facility to customers.
Inventories	The inventory mainly consists of Raw Materials, Work in progress, finished goods etc. Being the nature of our business, we required material in large quantity. Inventory levels are maintained by our Company depending upon the demand. In Fiscal 2023, 2024 and 2025 our average Inventory holding period was 221,176 and 131 days respectively. Going forward, we are estimating to maintain the Inventory holding period at levels of 160 days from FY 2025-26 onwards as per the prevailing market condition and estimated topline growth in future. By carrying inventory of our components, we will be able to acquire and service more customers which will have a positive impact on our topline and bottom line.
Sundry Creditors	The Creditors holding periods depends upon the demand and prevailing market condition. In Fiscal 2023, 2024 and 2025 our Sundry Creditor holding period was 72, 68, 23 days respectively. Our trade payables mainly comprise of suppliers of raw materials and going forward, we are estimating to maintain the Creditors holding period at levels of 20 days from FY 2025-26 as per the demand, our market practice and due to better expected cash flow and more bargaining power from our suppliers.
Cash and Cash Equivalents	Cash equivalents primarily comprise of Cash Balance and Current Account Balances. Our Company is required to maintain fixed deposit with bank as security for non-funded limits.

Particulars	Details
	With the increase in topline the requirement for non funded limit is expected to rise. Accordingly, cash equivalents are projected to increase further in line with the growing business requirements.
Short Term Loans and Advances and Other Current Assets	The key items under this head are advance to suppliers/employees etc and balance with government authorities. Going forward, we are expecting to more advance payment to our suppliers for reservations and getting better margin from them and accordingly its expected to be increased in near future
Other Current Liabilities and Short-Term Provisions	Other current liabilities include advance from customers, provisions, statutory dues, expenses payable, advance from customers etc. However, going forward, we do not foresee any major change and expected to get proportionally increased due to increase in operations and turnover.

Justification for change in working capital requirements

(Rs. In Lakhs, except otherwise mentioned)

Particulars	31-03-2025	31-03-2024	31-03-2023
	As per Restated Financial		
Revenue from Operation	5,178.40	4,037.04	2,218.24
Total Current Assets	3,316.70	3,260.83	3,015.83
Working Capital Gap	2,523.77	2,140.70	1,932.85
Current Assets to Turnover Ratio	64.05%	80.77%	135.96%
Working capital gap to Turnover Ratio	48.13%	52.34%	85.37%
Working Capital Cycle (in Days)	168	150	271

Due to increases in volume of operation and increased turnover, our working capital gap has been increased from ₹1,932.85 Lakhs to ₹ 2.523.77 Lakhs from FY 2022-23 to FY 2024-25. Our working capital cycle has also decreased from 271 days in FY 2022-23 to 168 days in FY 2024-25 due to better management of resources. The working capital gap to turnover ratio and Current Assets to Turnover ratio has also optimised from FY 2022-23 to FY 2024-25 as mentioned above.

From the fiscal year 2026 onwards, it is anticipated that the working capital will experience an increase as a result of the projected upsurge in total sales. The amplified sales volumes necessitate augmented working capital in order to effectively manage expanded inventories, trade receivables and provide the necessary support for the extended operations.

There was notable increase in working capital, primarily attributed to a substantial rise in transaction volume and revenue generation. This surge in business activity has positively impacted our overall working capital position. The significant increase in transaction volume has led to a discernible expansion in the working capital gap. These identified factors, in combination with other expenses collectively contribute to the heightened working capital requisite in 2026 onwards.

The company foresees a rise in working capital needs on account of continuous increase in the revenue from business operations of the company in F.Y. 2025-26. The Inventory levels will also increase to the levels of Rs. 3,068.49 lakhs in FY 2025-26.

The trade receivables of the company are estimated at Rs. 371.44 Lakhs in FY 2025-26 which is in commensurate with the revenue from operations of the company in respective years. The trade receivable holding period are estimated at 70 days for the F.Y. 2025-26 onwards as compared to 60 days in F.Y. 2024-25.

The estimated trade payables of the company is expecting to Rs. 239.82 Lakhs in F.Y. 2025-26. The trade payables holding period are estimated at 20 days for the F.Y. 2025-26 onwards as compared to 23 days in F.Y. 2024-25 as company aims to improve its creditability in the market with timely payments to its creditors thereby reducing its overall trade payable days. All these combined has resulted in the increase in working capital requirement of the company.

Accordingly, while the net working capital has increased in absolute terms corresponding to the increase in the revenue from operations of our Company, the working capital as days such as inventory days, trade receivable days, fixed deposits towards bank guarantee in days, other current assets in days and trade payable in days is line with the historical trends.

The company is planning an ambitious expansion strategy aimed at capturing new markets and scaling its operations to meet the growing demand for its products through this incremental working capital in hand via IPO. As part of this plan, the company will enter new geographies while simultaneously increasing its footprint in existing markets, expanding product portfolio, and addressing the associated financial requirements to support this growth.

C. General Corporate Purpose:

The Net Proceeds will be first utilized towards the Objects as mentioned above. The balance is proposed to be utilized for general corporate purposes, subject to such utilization not exceeding 15% of the amount being raised by our Company through this issue or ₹10 crores, whichever is less, in compliance with the Chapter IX, Regulation 230 (2) of SEBI ICDR Regulations, 2018. Our Company intends to deploy the balance Net Proceeds i.e., ₹ [●] Lakhs, which is [●]% of the amount being raised by our company through this issue, towards general corporate purposes, subject to above mentioned limit, as may be approved by our management, including but not restricted to, the following:

(i) Strategic initiatives, partnerships, joint ventures and acquisitions;

(ii) Brand building and strengthening of promotional, marketing activities and advisory;

(iii) On-going general corporate exigencies or any other purposes as approved by the Board subject to compliance with the necessary regulatory provisions and

(iv) Meeting operating expenses, repayment of the borrowings, investment in the Companies, meeting working capital requirements including payment of interests, strengthening of our business development and marketing capabilities, meeting exigencies and contingencies which our company in the ordinary course of business may not foresee or any other purposes as approved by the Board, subject to compliance with the necessary regulatory provisions and provisions of Companies Act.

The quantum of utilization of funds towards each of the above purposes will be determined by our Board of Directors based on the permissible amount actually available under the head "General Corporate Purposes" and the business requirements of our Company, from time to time. We, in accordance with the policies of our Board, will have flexibility in utilizing the balance Net Proceeds for general corporate purposes, as mentioned above.

D. Issue Related Expense:

The expenses for this Issue include issue management fees, underwriting fees, selling commission, registrar fees, legal advisor fees, printing and distribution expenses, issue related advertisement expenses, depository charges and listing fees, statutory expenses etc. The break-up of the same is as follows:

Activity	Estimated Expenses (Rs. In Lakhs)	% of Total Issue Expenses	% of the Total Issue Size
Lead Manager Fees (incl. Underwriting commission)	[●]	[●]	[●]
Registrar to the Issue	[●]	[●]	[●]
Legal Advisor	[●]	[●]	[●]
Peer Review Auditors	[●]	[●]	[●]
Market Maker	[●]	[●]	[●]
Sponsor Bank and Bankers to the Issue	[●]	[●]	[●]
UPI Bidding charges, Printing and distribution of Issue Stationary, other Miscellaneous expenses	[●]	[●]	[●]
Regulators Including Stock Exchanges	[●]	[●]	[●]
Advertising, Selling, Marketing & Advisory Expenses	[●]	[●]	[●]
Total	[●]	[●]	[●]

Other than the listing fees, which will be paid by the Company, all costs, fees and expenses directly attributable to the Offer shall be borne by the Company and the Promoter Selling Shareholder, in proportion of gross proceeds received for the Fresh Issue and the Offered Shares in accordance with applicable law. All estimated Offer related expenses to be proportionately borne by the Promoter Selling Shareholder shall be deducted from the proceeds of the Offer for Sale, and subsequently, the balance amount from the Offer for Sale will be paid to the Promoter Selling Shareholder. It is clarified that, if the offer is withdrawn or not completed for any reason whatsoever, all offer related expenses shall be shared between the Company and the Promoter Selling Shareholder in proportion to the number of Equity Shares offered by the Company through the Fresh Issue and the number of Offered Shares offered by the Promoter Selling Shareholder in the Offer for Sale, in accordance with Applicable Law.

Note:

- ***ASBA Bankers:*** *The SCSBs will be entitled to selling commission of 0.03% (plus GST) of the amount allotted (product of the no. 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 on the portion of Individual Bidders and Non-Institutional Bidders. No other fees/commission shall be payable on the application forms directly procured by them.*

- *The SCSBs would be entitled to processing fees of 0.03% (plus GST) of the amount allotted (product of the no. of equity shares allotted and the issue price), for processing the application forms procured by other intermediaries and submitted to SCSBs for processing.*

- ***SYNDICATE ASBA:*** *Other intermediaries (syndicate/sub-syndicate/registered broker/CRTAs/CDPs or for using 3-in-1 type account i.e. linked online trading, demat and bank account provided by some of the registered brokers) will be entitled to selling commission of ₹10/- (plus GST) per valid application form wherein the shares has been allotted for the forms directly procured by them and submitted to SCSBs for processing by them on the portion of Individual Bidders and Non-Institutional Bidders.*

- ***Sponsor banks for UPI Mechanism*** *as registered with SEBI would be entitled to a processing fee of ₹ 6.50 (plus GST) (or mutually decided and agreed) per valid application form wherein the shares has been allotted, using the UPI mechanism for processing. The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars and other applicable laws.*

- *No selling commission shall be payable in case of UPI applications.*

- *The terminal from which the application has been uploaded will be taken into account in order to determine the total processing fees payable to the relevant registered broker and other intermediaries.*

- *Any expenses incurred towards IPO related expenses will be reimbursed/recouped out of the gross proceeds of the Issue.*

- *The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.*

- *Further, in terms of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs/LM, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.*

Appraisal by Appraising Fund:

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

Shortfall of Funds

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

Bridge Financing Facilities

As on the date of this Red Herring Prospectus, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds. However, we may draw down such amounts, as may be required, from an overdraft arrangement/cash credit facility with our lenders, to finance additional working capital needs until the completion of the Issue.

Interim Use of Proceeds

Pending utilization for the purposes described above, our Company intends to invest the funds in with scheduled commercial banks included in the second schedule of Reserve Bank of India Act, 1934. Our management, in accordance with the policies established by our Board of Directors from time to time, will deploy the Net Proceeds. Further, our Board of Directors hereby undertake that full recovery of the said interim investments shall be made without any sort of delay as and when need arises for utilization of proceeds for the objects of the issue.

Monitoring Utilization of Funds

In accordance with Regulation 262 of the SEBI ICDR Regulations, our Company shall appoint monitoring agency to monitor the utilisation of the Net Proceeds. Our Company undertakes to place the Net Proceeds in a separate bank account which shall be monitored by the Monitoring Agency for utilisation of the Net Proceeds. Our Company undertakes to place the report(s) of the Monitoring Agency on receipt before the Audit Committee without any delay and in accordance with the applicable laws. Our Company will disclose the utilisation of the Net Proceeds, including interim use under a separate head in its balance sheet for such financial year/periods as required under the SEBI ICDR Regulations, the SEBI Listing Regulations and any other applicable laws or regulations, specifying the purposes for which the Net Proceeds have been utilised.

Our Company will also, in its balance sheet for the applicable financial year, provide details, if any, in relation to all such Net Proceeds that have not been utilised, if any, of such currently unutilized Net Proceeds.

The reports of the monitoring agency on the utilization of the Net Proceeds shall indicate the deployment of the Net Proceeds under the following heads:

- Funding Capital Expenditure towards purchase of additional plant and machinery for expansion and upgradation of existing manufacturing facility
- To meet the Working Capital Requirements

Pursuant to Regulation 32(3) of the SEBI Listing Regulations, our Company shall, on a quarterly basis, disclose to the Audit Committee the uses and applications of the Net Proceeds. On an annual basis, our Company shall prepare a statement of funds utilised for purposes other than those stated in the Red Herring Prospectus and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilized. Such disclosure shall be made only until such time that all the Net Proceeds have been utilized in full. The statutory auditor of our Company will also provide report/ certificate on the utilization of the Net Proceeds to the monitoring agency.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilization of the proceeds of the Fresh Issue from the Objects; and (ii) details of category wise variations in the actual utilization of the proceeds of the Fresh Issue from the objects of the Fresh Issue as stated above. This information will also be published in newspapers simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our directors' report, after placing the same before the Audit Committee.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the objects of the Initial Public Issue without our Company being authorized to do so by the shareholders by way of a special resolution. Further, pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time and applicable, our Company shall on half- yearly basis disclose to the Audit Committee the applications of the proceeds of the Issue. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution shall specify the prescribed details as required under the Companies Act and shall be published in accordance with the Companies Act and rules there under of the jurisdiction where our Registered Office is situated. Our Promoters or controlling shareholders would be required to provide an exit opportunity to such shareholders who do not agree to the above stated proposal, at such price and in such manner, as may be prescribed by SEBI, in this regard.

Other Confirmations

There are no material existing or anticipated transactions with our Promoters, our Directors, our Company's Key Managerial Personnel or Senior Management, in relation to the utilization of the Net Proceeds. No part of the Net Proceeds will be paid by us as consideration to our Promoters, our directors or Key Managerial Personnel or Senior Management, except in the normal course of business and in compliance with the applicable laws.

BASIS FOR ISSUE PRICE

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

Investors should also refer ***"Our Business", "Risk Factors"*** and ***"Financial Statements as Restated"*** beginning on page no. on page 113, 25 and 181 respectively, of this Draft Red Herring Prospectus, to have an informed view before making an investment decision. The trading price of the Equity Shares of Our Company may not be as per your expectation due to these risk factors and you may lose part of your investments.

QUALITATIVE FACTORS:

Some of the qualitative factors, which form the basis for computing the price, are –

- Established and proven track record;
- Leveraging the experience of our Promoters;
- Experienced management team and a motivated and efficient work force;
- Cordial relations with our customers
- Quality Assurance & Control

For a detailed discussion on the qualitative factors which form the basis for computing the price, please refer to Section titled, ***"Our Business"***, beginning on page no. 113 of this Draft Red Herring Prospectus.

QUANTITATIVE FACTORS:

The information presented in this section is derived from our Company's restated financial statements for the financial years ended 31st March 2025, 31st March 2024 and 31st March 2023 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI (ICDR) Regulations. For further details on financial information, refer chapter titled ***"Financial Statements as Restated"*** beginning on page no 181 of this Draft Red Herring Prospectus.

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

1. **Basic & Diluted Earnings per share (EPS) as adjusted for changes in capital for last 3 years:**

Earnings Per Share as per the Company's Restated Financial Information

Particulars	Basic & Diluted EPS (Rs.)		Weight
	With Retrospective Effect of Bonus#	As per Restated (Book Value)	
Year ended March 31, 2023	0.42	8.92	1
Year ended March 31, 2024	3.46	72.68	2
Year ended March 31, 2025	5.02	105.46	3
Weighted Average*	***3.74***	***78.44***	**-**

a. ***Basic & Diluted EPS:*** *EPS has been calculated as PAT/Weighted average no. of shares outstanding for particular period/year in accordance with Accounting Standard 20 (AS-20) 'Earnings per Share' issued by ICAI.*
b. ***Weighted average****: Aggregate of weights i.e. [(EPS x Weight) for each year] / [Total of weights]*

 # On May 05, 2025 Company has allotted 1,04,00,000 Equity Shares as Bonus Share in the ratio of 20:1 i.e. Two Equity Shares for every One equity share. The EPS has been shown separately giving retrospective effect of Bonus allotment.

(For further details, please refer chapter ***"Capital Structure"*** *and* ***"Financial statement as Restated"*** *beginning from page no. 59 and 181 respectively of this Draft Red Herring Prospectus)*

2. **Price to Earning (P/E) Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per equity share of face value of Rs. 10/- each fully paid up**

Particulars	P/E Ratio at the Floor Price		P/E Ratio at the CAP Price	
	With Retrospective Effect of Bonus#	As per Restated (Book Value)	With Retrospective Effect of Bonus#	As per Restated (Book Value)
P/E ratio based on the Basic & Diluted EPS as on March 31, 2025	[●]	[●]	[●]	[●]
P/E ratio based on the Weighted Average EPS	[●]	[●]	[●]	[●]

Notes: The P/E Ratio of our company has been computed by dividing Issue Price with EPS

Particulars	P/E Ratio
Highest	72.19
Lowest	45.56
Average	**58.87**

3. **Average Return on Net Worth (RoNW) for last 3 years as per the Company's Restated Financial Information**

Particulars	RONW in %	Weight
Year ended March 31, 2023	2.47%	1
Year ended March 31, 2024	16.76%	2
Year ended March 31, 2025	19.56%	3
Weighted Average	***15.78%***	

Weighted average: *Aggregate of year-wise weighted Return on Net Worth divided by the aggregate of weights i.e. [(Return on Net Worth x Weight) for each year] / [Total of weights]*

Note: Net worth has been computed by aggregating share capital and reserves and surplus as per the audited restated financial information. Revaluation reserve or miscellaneous expenditure (to the extent not written off) is not considered for calculating Reserve & Surplus.

4. **Net Assets Value:**

Particulars	With Retrospective Effect of Bonus#	As per Restated (Book Value)
Net Asset Value per Equity Share as of March 31, 2025	25.67	539.09
Net Asset Value per Equity Share after the Issue	[●]	
Issue Price per equity share	[●]	

Note: *Net Asset Value per equity share represents "total assets less total liability as per the restated financial information as divided by the number of equities shares outstanding as at the end of year/period.*

5. **Comparison with other listed companies/Industry peers:**

Considering the nature and services provided by our company, turnover and size of business of our Company, the peer companies mentioned below are not strictly comparable. However, the below mentioned listed company have been taken into consideration as peer comparative listed companies and has been included for broad comparison only. The below mentioned listed company are those who provide Logistics services as one of their services.

Name of Company	CMP (in ₹)**	Face Value (in ₹)	EPS Basic	NAV per Equity Share	P/E Ratio	RONW (%)	Turnover (₹ in Lakhs)
Peer Group#*							
Data Patterns (India) Ltd	2,856.95	2.00	39.62	269.40	72.19	14.58%	70,835.00
Paras Defence and Space Technologies Ltd	793.35	10.00	16.42	159.69	45.56	10.11%	33,385.00
Apollo Micro Systems Limited	184.10	1.00	1.89	18.25	181.96	9.38%	56,206.92
Issuer Company^							
Datasol (Bangalore) Limited	[●]	10.00	5.02	25.67	[●]	19.56%	5,178.40

#Considering the nature and size of business of the Company, the peers may not be exactly comparable. Hence a strict comparison is not possible. However, the above companies have been included for broader comparison.
^ Based on full completed financial year ended on March 31, 2024 on Restated basis
**Source for Peer Companies: Annual Reports (figures as on March 31, 2025)*
*** CMP as on 19.09.2025 for Peer Group and IPO price for Datasol (Bangalore) Limited.*

6. Key Operational and Financial Performance Indicators:

The KPIs disclosed below have been used historically by the 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 dated September 22, 2025 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by our statutory auditor having peer review certificate M/s. Ishwar & Gopal, Chartered Accountants, Chartered Accountant vide their examination report dated September 22, 2025.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company), for a duration of one year after the date of listing of the Equity Shares on the Stock Exchange or till the complete utilization of the proceeds of the Fresh Issue as per the disclosure made in the Objects of the Offer Section, whichever is later or for such other duration as may be required under the SEBI ICDR Regulations. Further, the ongoing KPIs will continue to be certified by a member of an expert body as required under the SEBI ICDR Regulations.

a. Financial KPIs of Issuer Company:

₹ in lakhs except percentage and ratios

Particulars	31-03-2025	31-03-2024	31-03-2023
Total Income	5,243.33	4,089.60	2,263.97
Growth (%)	28.21%	80.64%	-6.02%
Revenue from Operation	5,178.40	4,037.04	2,218.24
EBITDA (Operating Profit)	758.33	529.92	64.05
EBITDA Margin (%)	14.64%	13.13%	2.89%
PAT	548.40	377.92	46.41
Growth (%)	45.11%	714.34%	-55.42%
PAT Margin (%)	10.59%	9.36%	2.09%
EPS (Basic & Diluted) - (As per end of Restated period)	105.46	72.68	8.92
EPS (Basic & Diluted) - (Post Bonus with retrospective effect)	5.02	3.46	0.42
Total Borrowings	74.72	246.57	383.02
Total Net Worth (TNW)	2,803.25	2,254.86	1,876.94
RONW (%)	19.56%	16.76%	2.47%
ROCE%	27.55%	22.32%	4.00%
Debt Equity Ratio (Total Borrowing/TNW)	0.03	0.11	0.20

As certified by our statutory auditor having peer review certificate M/s. ***Ishwar & Gopal****, Chartered Accountants vide their examination report dated September 22, 2025.*

The above KPIs of our Company have also been disclosed, along with other key financial and operating metrics, in ***"Our Business"*** and ***"Management's Discussion and Analysis of Financial Condition and Results of Operations"*** beginning on page 113 and 222 respectively of Draft Red Herring Prospectus. All such KPIs have been defined consistently and precisely in ***"Definitions and Abbreviations"*** on page of Draft Red Herring Prospectus.

Subject to applicable laws, the Company confirms that it shall continue to disclose all the key performance indicators included in this ***"Basis for Offer Price"*** section, on a periodic basis, at least once in a year (or for any lesser period as determined by the Board of our Company), for a duration that is at least the later of (i) one year after the date of listing of the Equity Shares on the Stock Exchange; or (ii) till the utilization of the Net Proceeds as disclosed under ***"Objects of the Issue"*** on page 72 of Draft Red Herring Prospectus.

b. Comparison of KPIs with listed Industry Peers:

Considering the nature and product manufactured by our company, turnover and size of business of our Company, the peer companies mentioned below are not strictly comparable. However, the below mentioned listed company have been taken into consideration as peer comparative listed companies and has been included for broad comparison only. The below mentioned listed company are those who provide logistic services as one of their services.

₹ in lakhs except percentage and ratios

Particulars	Data Patterns (India) Ltd		
	31-03-2025	31-03-2024	31-03-2023
Total Income	75,469.00	56,583.00	46,267.00
Growth (%)	33.38%	22.30%	46.97%
Revenue from Operation	70,835.00	51,980.00	45,345.00
EBITDA (Operating Profit)	27,500.00	22,162.00	17,181.00
EBITDA Margin (%)	38.82%	42.64%	37.89%
PAT	21,989.00	18,169.00	12,399.00
Growth (%)	21.02%	46.54%	31.95%
PAT Margin (%)	31.04%	34.95%	27.34%
EPS (Basic & Diluted)	39.62	32.45	23.80
Total Borrowings	-	-	72.00
Total Net Worth (TNW)	1,50,822.00	1,32,421.00	1,16,708.00
RONW (%)	15.53%	15.00%	14.00%
ROCE%	14.58%	20.00%	15.00%
Debt Equity Ratio (Total Borrowing/TNW)	-	-	-

₹ in lakhs except percentage and ratios

Particulars	Paras Defence and Space Technologies Ltd		
	31-03-2025	31-03-2024	31-03-2023
Total Income	34,571.00	24,177.45	22,261.26
Growth (%)	42.99%	8.61%	21.64%
Revenue from Operation	33,385.00	23,243.45	21,427.96
EBITDA (Operating Profit)	9,400.00	5,129.06	5,528.10
EBITDA Margin (%)	28.16%	22.07%	25.80%
PAT	6,506.00	3,423.50	3,592.82
Growth (%)	90.04%	-4.71%	33.52%
PAT Margin (%)	19.49%	14.73%	16.77%
EPS (Basic & Diluted)	16.42	8.77	9.21
Total Borrowings	-	3,388.80	-
Total Net Worth (TNW)	64,346.00	44,664.84	41,313.00
RONW (%)	10.11%	7.66%	8.70%
ROCE%	10.11%	9.68%	12.19%
Debt Equity Ratio (Total Borrowing/TNW)	-	0.08	-

Particulars	Apollo Micro Systems Limited		
	31-03-2025	31-03-2024	31-03-2023
Total Income	56,611.75	37,426.80	29,880.54
Growth (%)	51.26%	25.25%	22.49%

Particulars	Apollo Micro Systems Limited		
	31-03-2025	**31-03-2024**	**31-03-2023**
Revenue from Operation	56,206.92	37,163.42	29,752.60
EBITDA (Operating Profit)	12,921.89	8,413.24	6,411.80
EBITDA Margin (%)	22.99%	22.64%	21.55%
PAT	5,709.91	3,192.59	1,905.31
Growth (%)	78.85%	67.56%	30.30%
PAT Margin (%)	10.16%	8.59%	6.40%
EPS (Basic & Diluted)	1.89	1.27	9.18
Total Borrowings	29,069.21	20,604.39	14,248.36
Total Net Worth (TNW)	60,861.89	51,938.99	38,381.20
RONW (%)	9.38%	6.15%	4.96%
ROCE%	6.35%	13.00%	13.00%
Debt Equity Ratio (Total Borrowing/TNW)	0.48	0.84	0.80

Source: All the financial information for listed industry peer mentioned above is sourced from the regulatory filings made by aforesaid companies to stock exchanges for the respective year/ period to compute the corresponding financial ratios.

Explanation for the Key Performance Indicators

1. *Total Income means Revenue from Operations and Other Incomes as appeared in the Restated Financial Statements;*
2. *Total Income Growth (%) is calculated as a percentage of Total Income of the relevant period minus Total Income of the preceding period, divided by Total Income of the preceding period.*
3. *Revenue from operations means Revenue from Operations as appearing in the Restated Financial Statements;*
4. *EBITDA (operating profit) means Earnings before interest, taxes, depreciation and amortisation expense, which has been arrived at by obtaining the profit before tax/ (loss) for the year / period and adding back finance costs, depreciation and amortisation and impairment expense and reducing other income;*
5. *EBITDA Margin is calculated as EBITDA as a percentage of revenue from operations;*
6. *PAT represents total profit after tax for the year / period;*
7. *PAT Growth (%) is calculated as a percentage of PAT of the relevant period minus PAT of the preceding period, divided by PAT of the preceding period.*
8. *PAT Margin is calculated as PAT divided by total income;*
9. *Basic and Diluted EPS = PAT divided by weighted average no. of equity shares outstanding during the year / period, as adjusted for changes in capital due to Bonus/sub-division of equity shares; For Diluted EPS, the weighted no. of shares shall include the impact of potential convertible securities;*
10. *Total Borrowings are calculated as total of current and non-current borrowings;*
11. *"Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as per SEBI ICDR Regulations;*
12. *"RONW" is calculated Profit after Tax for the period / Net Worth;*
13. *"ROCE" is calculated as Earnings before interest and taxes (EBIT) divided by Capital Employed;*
14. *Debt Equity Ratio: This is defined as total debt divided by total equity. Total debt is the sum of total current & noncurrent borrowings; total equity means sum of equity share capital and other equity;*

Explanation for Key Performance Indicators metrics

Set out below are explanations for how the KPIs listed above have been used by the management historically to analyse, track or monitor the operational and/or financial performance of issuer Company:

KPI	Explanation
Total Income	Total income is used by the management to track revenue from operations and other income.
Total Income Growth (%)	Total Income growth provides information regarding the growth of the Total Income for the respective period
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our

KPI	Explanation
Total Income	Total income is used by the management to track revenue from operations and other income.
Total Income Growth (%)	Total Income growth provides information regarding the growth of the Total Income for the respective period
	Company and size of our business
EBITDA (Operating Profit)	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 (PAT) for the year / period provides information regarding the overall profitability of the business
PAT Growth (%)	Profit after tax growth provides information regarding the growth of the operational performance for the respective period
PAT Margin (%)	PAT Margin is an indicator of the overall profitability and financial performance of our business
EPS (Basic & Diluted) (%)	EPS provide information on per share profitability of our Company which helps us in taking key corporate finance decisions
Total Borrowings	Total Borrowings is used by us to track our leverage position on time to time
Net Worth	Net worth is used to track the book value and overall value of shareholders' equity
RONW	RONW provides how efficiently our Company generates earnings for the equity shareholders of the Company.
ROCE	ROCE provides how efficiently our Company generates earnings from the capital employed in the business.
Debt Equity Ratio	Debt to Equity Ratio is used to measure the financial leverage of our Company and provides comparison benchmark against peers

Set forth the description of historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company.

For evaluation of our business, we consider that the KPIs, as presented above, as additional measures to review and assess our financial and operating performance. These KPIs have limitations as analytical tools and presentation of these KPIs should not be considered in isolation or as a substitute for the Restated Consolidated Financial Information. Further, these KPIs may differ from the similar information used by other companies, including peer companies, and hence their comparability may be limited. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use our operating results and trends and in comparing our financial results with other companies in our industry as it provides consistency and comparability with past financial performance.

7. Weighted Average Cost of Acquisition:

(a) The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities)

There have been no issuance of Equity Shares or convertible securities, excluding shares issued under ESOP/ESOS and issuance of bonus shares, during the 18 months preceding the date of this Draft Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of 30 days.

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

Other than as mentioned below, there have been no secondary sale/ acquisitions of Equity Shares, where the Promoters, members of the promoter group or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts of shares), during the 18 months preceding the date of this certificate, where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of the Company (calculated based on the pre-issue capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Date of Acquisition/ Transfer	Name of Transferor	Name of Transferee	No. of Equity Shares	Face Value (in ₹)	Issue Price /Acquisition Price / Transfer price per Equity Share (in ₹)	Nature of acquisition (Allotment/ Acquired/ transfer)	Total Consideration (in ₹)
01.08.2024	Satish Reddy	Balkur Jayarama Udupa	26,000	10.00	454.00	Transfer	1,18,04,000
		C S Deepsikha	1	10.00	454.00	Transfer	454
01.08.2024	Balakuntlam Sathyanarayana Sureshkumar	Balkur Jayarama Udupa	26,000	10.00	454.00	Transfer	1,18,04,000
		Sai Siddahrth B S	1	10.00	454.00	Transfer	454
Total			**52,002**				**2,36,08,908**
Weighted Average Cost of Acquisition (Total consideration / Total number of shares transacted)							**454.00**
Weighted average cost of acquisition after Bonus Shares Adjustment							**21.62**

(c) Weighted Average Cost of Acquisition and Offer Price

Type of Transactions	Weighted average cost of acquisition (₹ per Equity Shares)	Floor Price (i.e. ₹ [●]-)	Cap Price (i.e. ₹ [●]-)
Weighted average cost of acquisition of primary / new issue as per paragraph 7(a) above.	--	--	--
Weighted average cost of acquisition for secondary sale / acquisition as per paragraph 7(b) above.	21.62	[●]	[●]

8. The face value of Equity Shares of our Company is ₹ 10/- per Equity Share and the Issue Price of ₹ [●]/- per Equity Share is [●] times of the face value.

9. Explanation for Issue Price / Cap Price being [●] times of weighted average cost of acquisition of primary issuance price / secondary transaction price of Equity Shares along with our Company's KPIs and financial ratios for the years ended 31st March 2025, 31st March 2024 and 31st March 2023.

The Issue Price of ₹ [●]/- is determined by our Company in consultation with the Book Running Lead Manager and is justified based on the above accounting ratios. For further details, please refer to the section titled ***"Risk Factors"***, and chapters titled ***"Our Business"*** and ***"Financial Statements as Restated"*** beginning on page no. 25, 113 and 181, respectively of this Draft Red Herring Prospectus.

STATEMENT OF POSSIBLE TAX BENEFITS

To,
The Board of Directors,
Datasol (Bangalore) Limited,
(hereinafter referred to as the "Issuer Company")
793, Basement & 1st Floor, Vyalikaval HBCS
Behind BEL Corp Office,Veeranna Palya, N,
Agawara, Bangalore, Karnataka - 560045

Dear Sir / Madam,

Sub: Statement of possible Special tax benefit ('the Statement') available to Datasol (Bangalore) Limited and its shareholders prepared in accordance with the requirements under Schedule VI-Clause 9L of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (the 'Regulations')

Ref: Proposed Initial Public Offering ("IPO") of Equity Shares by Datasol (Bangalore) Limited ("The Issuer" or "The Company")

We refer to the proposed initial public offering of equity shares (the "**Offer**") of the Company. We enclose herewith the annexure showing the current position of special tax benefits available to the Company and to its shareholders as per the provisions of the direct and indirect tax laws, including the Income-tax Act, 1961, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the Union Territory Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017 (collectively the "**GST Act**"), the Customs Act, 1962 and the Customs Tariff Act, 1975, (collectively the "**Taxation Laws**") including the rules, regulations, circulars and notifications issued in connection with the Taxation Laws, as presently in force and applicable to the assessment year 2025-2026 relevant to the financial year 2024-25 for inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus ("**Offer Document**") for the proposed offer of equity shares, as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of taxation laws. Hence, the ability of the Company or its shareholders to derive these tax benefits is dependent upon their fulfilling such conditions.

The benefits discussed in the enclosed statement are neither exhaustive nor conclusive. The contents stated in the Annexure are based on the information and explanations obtained from the Company. This statement is only intended to provide general information to guide the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult their own tax consultant with respect to the specific tax implications arising out of their participation in the issue. We are neither suggesting nor are we advising the investor to invest money or not to invest money based on this statement.

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

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

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

LIMITATIONS

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

This statement has been prepared solely in connection with the offering of Equity shares by the Company the Securities and Exchange Board of India ("**SEBI**") (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

Thanking You,
For Ishwar & Gopal
Chartered Accountants
Firm Registration No.: 001154S

Sd/-

K.V.Gopalakrishnayya
Partner
Membership No. 021748
Place: Bangalore
Date: 22/09/2025
UDIN: 25021748BMHLUZ8400

ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS

DIRECT TAXATION

Outlined below are the possible Special tax benefits available to the Company and its shareholders under the Income Tax Act, 1961 ("**the Act**"), as amended by Finance Act, 2024 i.e., applicable for Financial Year2024-25 relevant to the Assessment Year 2025-26, presently in force in India.

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

1. **SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY:**

Section 115BAA, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for a rate of tax of 22% (plus applicable surcharge and education cess) for the financial year 2019-20 onwards, provided the total income of the company is computed without claiming certain specified incentives/deductions or set-off of losses, depreciation etc. and claiming depreciation determined in the prescribed manner. In case a company opts for section I15BAA, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set-off. The option needs to be exercised on or before the due date of filing the tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other tax year.

The Company has represented to us that it has opted for section 115BAA.

2. **SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY**

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

INDIRECT TAXATION

Outlined below are the special tax benefits available to the Company and its shareholders under the Central Goods and Services Tax Act, 2017/ Integrated Goods and Services Tax Act, 2017 read with Rules, Circulars, and Notifications ("**GST law**"), the Customs Act, 1962, Customs Tariff Act, 1975 ("**Customs law**") and Foreign Trade Policy 2015-2020 ("**FTP**") (collectively referred as "**Indirect Tax**").

1. **SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY:**

There are no special tax benefits available to the Company under GST law.

2. **SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY**

The Shareholders of the Company are not entitled to any special tax benefits under the Indirect Tax.

Thanking You,
For Ishwar & Gopal
Chartered Accountants
Firm Registration No.: 001154S

Sd/-

K.V.Gopalakrishnayya
Partner
Membership No. 021748
Place: Bangalore
Date: 22/09/2025
UDIN: 25021748BMHLUZ8400

SECTION VIII: ABOUT THE COMPANY AND THE INDUSTRY

INDUSTRY OVERVIEW

Unless noted otherwise, the information in this section is obtained or extracted from www.ibef.org and also extracted from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we nor any other person connected with the Issue have independently verified this information. The data may have been re-classified by us for the purposes of presentation. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but that their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured and, accordingly, investment decisions should not be based on such information. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in this report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the transaction.

GLOBAL ECONOMY

Executive Summary

Global growth is slowing due to a substantial rise in trade barriers and the pervasive effects of an uncertain global policy environment. Growth is expected to weaken to 2.3 percent in 2025, with deceleration in most economies relative to last year. This would mark the slowest rate of global growth since 2008, aside from outright global recessions. In 2026-27, a tepid recovery is expected, leaving global output materially below January projections. Progress by emerging market and developing economies (EMDEs) in closing per capita income gaps with advanced economies and reducing extreme poverty is anticipated to remain insufficient. The outlook largely hinges on the evolution of trade policy globally. Growth could turn out to be lower if trade restrictions escalate or if policy uncertainty persists, which could also result in a build-up of financial stress. Other downside risks include weaker-than-expected growth in major economies with adverse global spillovers, worsening conflicts, and extreme weather events. On the upside, uncertainty and trade barriers could diminish if major economies reach lasting agreements that address trade tensions. The ongoing global headwinds underscore the need for determined multilateral policy efforts to foster a more predictable and transparent environment for resolving trade tensions, some of which stem from macroeconomic imbalances. Global policy efforts are also needed to confront the deteriorating circumstances of vulnerable EMDEs amid prevalent conflict and debt distress, while addressing long-standing challenges, including the effects of climate change. National policy makers need to contain risks related to inflation as well as strengthen their fiscal positions by raising additional domestic revenues and re-prioritizing spending. To facilitate job creation and boost long-term growth prospects in EMDEs, reforms are essential to enhance institutional quality, stimulate private investment growth, develop human capital, and improve labor market functioning.

Summary After being buffeted by a series of adverse shocks over 2020-24, the global economy is facing another significant headwind this year, with increased trade barriers and heightened policy uncertainty leading to a notable deterioration of the outlook relative to January (figure 1.1.A). In particular, global output is expected to grow at its weakest pace since 2008, aside from outright global recessions (figure 1.1.B). The sharp increase in tariffs and the ensuing uncertainty are contributing to a broad-based growth slowdown and deteriorating prospects in most of the world's economies (figure 1.1.C). Subdued global growth prospects are unlikely to improve materially without policy actions to address increasing trade restrictions, geopolitical tensions, heightened uncertainty, and limited fiscal space.

The global outlook is predicated on tariff rates close to those of late May prevailing throughout the forecast horizon. Accordingly, pauses to previously announced tariff hikes between the United States and its trading partners are assumed to persist. This baseline nonetheless entails the highest U.S. average effective tariff rate in nearly a century. In addition, in view of recent rapid shifts in trade policies and the potential for a return to even higher tariffs, consumers and businesses continue to grapple with unusually elevated uncertainty (figure 1.1.D). In this context, a prospective recovery in global trade and investment—two important drivers of long-term development that have been relatively subdued in recent years—has been disrupted.

Commodity prices plunged in early April in response to deteriorating growth prospects. Oil prices posted an especially large decline, with the effects of a notable hike in oil production by OPEC+ nations compounded by a muted outlook for oil demand growth (figure 1.1.E). Base metal prices also dropped as markets priced in substantial headwinds to global manufacturing and industrial activity but have since partially recovered. Overall commodity prices are forecast to decline by 10 percent in 2025, softening further in 2026—mainly due to falling oil prices.

Global headline inflation generally remains elevated relative to central bank targets and prepandemic averages and has even risen in some advanced economies since late last year. Slower disinflation globally over the last six months has largely reflected continuing inflationary pressures from services prices. The recent rise in consumer inflation expectations has been influenced by the implementation of trade restrictions. In addition, core inflation in some economies is expected to remain high due to persistent services price increases. In all, GDP-weighted global inflation is projected to average 2.9 percent in 2025 and 2026—still a little above the average inflation target—but with notable heterogeneity across economies.

Global financial conditions have been tighter this year, on average, relative to late 2024, principally reflecting trade policy uncertainty. Volatility in financial markets spiked and equity markets plunged globally as trade tensions escalated in early April; however, asset prices largely recovered after an initial 90-day tariff pause was announced and following the rollback in U.S.-China tariffs in May (figure 1.1.F). Long-term government bond yields in major advanced economies have increased since late last year, albeit with pronounced volatility. EMDE financial conditions are also somewhat tighter, on average, relative to late last year. In early April, many EMDEs saw sharp declines in equity markets amid a surge in capital outflows. Sovereign spreads rose, albeit to differing degrees based on economies' exposure to announced trade barriers. Nevertheless, EMDE equity markets regained ground and spreads narrowed again following the partial de-escalation in trade tensions.

Against this backdrop, global growth is set to slow this year, to 2.3 percent—substantially weaker than previously projected amid the impact of higher trade barriers, elevated uncertainty, increased financial volatility, and weakened confidence. Thereafter, growth is forecast to firm to about 2.5 percent over 2026-27, as trade flows continue adjusting to higher tariffs such that global trade edges up, while policy uncertainty moderates from record-high levels. The downgrade to global growth this year is principally driven by advanced economies (figure 1.2.A). This slowdown is projected to be concentrated on investment, including foreign direct investment (FDI) and portfolio flows—which tend to respond more to demand shifts than aggregate output— and trade, with widespread adverse spillovers to other economies (figure 1.2.B).

Growth in EMDEs is expected to slow in 2025, to 3.8 percent, before edging up a touch over 2026- 27, to 3.9 percent. China's economy is projected to decelerate across the forecast horizon, as a nearterm boost from fiscal policy fades amid slowing potential growth. Meanwhile, near-term growth in many other EMDEs is anticipated to decelerate amid weakening investment, which is likely to more than offset any possible benefits from trade diversion during the forecast period. Against the backdrop of a deteriorating external environment, progress by EMDEs in closing sizable per capita income gaps with advanced economies, spurring job creation, or reducing extreme poverty rates is anticipated to remain insufficient, leaving poverty rates above pre-pandemic levels in many poorer or fragile EMDEs. At the same time, many of these economies are set to face a looming jobs challenge in the coming decades, especially if employment growth continues to be outstripped by population growth.

Risks to the global outlook remain tilted decidedly to the downside (figure 1.2.C). High and persistent policy uncertainty—particularly related to trade—could lead to greater-than-expected weakening in investment, trade, and confidence. Renewed increases in trade restrictions could push inflation higher in key economies, magnifying real income losses and limiting the scope for major central banks to support flagging growth by lowering policy rates. This backdrop also implies several potential triggers for a souring of financial risk appetite, which could reverberate globally and amplify downside surprises to growth. Even with efforts to resolve some major conflicts, geopolitical tensions and regional conflict risks persist in many parts of the world and could contribute to further geopolitical fragmentation (figure 1.2.D). Moreover, worsening conflict could generate lasting, concentrated output losses, particularly in EMDEs (figure 1.2.E). Natural disasters, the frequency and intensity of which have increased over time, pose another ever-present threat in many economies.

Nonetheless, there are also some notable upside risks to growth. A cooling of trade tensions on the back of recent and ongoing negotiations—for instance, through further trade agreements between large economies that secure lower tariffs—would curb uncertainty, limit trade disruptions, and strengthen business and consumer confidence. A synchronous loosening of fiscal policy in several large economies could mitigate the downward pressures on demand, albeit while also exerting upward pressure on inflation, government debt levels, and interest rates. Efforts to widely employ recent advances in technology—notably artificial intelligence (AI)— could give rise to stronger-than-anticipated global investment growth and start to feed into broad productivity improvements.

To quantify downside risks concerning trade policy, a scenario is modeled in which U.S. weighted average tariffs increase by about 10 percentage points relative to the baseline, with proportional retaliation from trading partners. This sudden escalation in trade barriers results in global trade seizing up in the second half of this year and is accompanied by a widespread collapse in confidence, surging uncertainty, and turmoil in financial markets. The combination of these multiplying shocks reduces global growth, by 0.5 and 0.4 percentage point in 2025 and 2026, relative to the baseline, tipping the world economy into an extended period of anemic growth (figure 1.2.F). In contrast, an upside scenario features further trade agreements that halve tariffs relative to the baseline and reduce trade-related uncertainty. Under these conditions, global growth would be higher compared with the baseline by 0.1 and 0.3 percentage point in the next two years.

The challenging global context highlights the need for policy action at both global and national levels. To mitigate the adverse impact of elevated trade barriers and policy uncertainty on global growth, a key priority is to foster dialogue and cooperation to address global imbalances and restore a more predictable, transparent, and rules-based approach to resolving trade tensions and avoiding escalation. The global community also needs to confront the worsening circumstances of many vulnerable EMDEs amid debt distress, acute food insecurity, and prevalent conflict. Tackling these severe headwinds to growth and development has become more challenging considering declining aid flows from key donors. Meanwhile, reinvigorating global efforts toward climate change adaptation and mitigation is vital to limit the future economic and social costs of increasingly frequent natural disasters.

Policy action at the domestic level is critical. Some EMDE central banks will face a difficult balancing act between addressing continuing price pressures, on the one hand, and seeking to moderate the contractionary effects of trade restrictions and policy uncertainty, on the other. This will require careful calibration of monetary policy tailored to each economy's circumstances. At the current juncture, some EMDEs may be especially prone to financial volatility and capital outflows, underscoring the importance of central bank credibility. With respect to fiscal policy, many EMDEs are not well positioned for the expected slowdown in growth, with fiscal deficits remaining above pre-pandemic averages and debt levels rising in many economies. To build fiscal space, EMDEs need to raise additional domestic revenues, especially where other sources of financing are drying up, while reprioritizing spending toward growth-enhancing measures and protecting vulnerable populations.

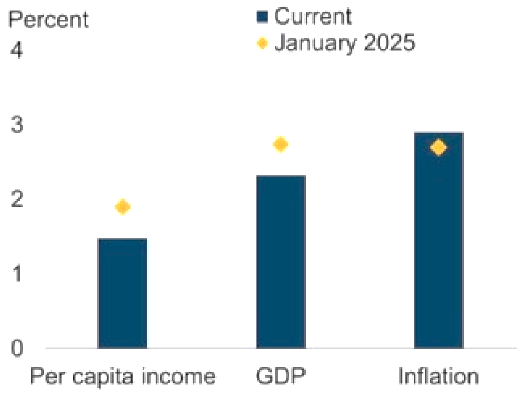
In the long run, the most sustainable solution to the wide range of challenges facing EMDEs— including insufficient job creation, slow poverty reduction, debt-related challenges, and scarce fiscal resources—is to foster stronger environments for private investment and raise potential growth. Reinvigorating FDI deserves particular attention, given its historical role as a vector of technology diffusion and productivity gains. Doing so would require improving institutions and safeguarding political, regulatory, and socioeconomic stability.

To help EMDEs create productive employment for growing working-age populations, measures to strengthen foundational infrastructure, address structural bottlenecks, and enhance private sector dynamism are critical. Priorities could include policies that encourage upskilling workers, ease access to finance, and promote labor markets that better match workers and employers. Moreover, policy makers need to consider not only aggregate job creation but also the quality of jobs—for instance, by seeking to improve productivity, ensure good working conditions, and reduce barriers to firms expanding and formalizing. For EMDEs recently or currently embroiled in conflict, attaining durable peace and stability is paramount not only for limiting the human toll but also as a prerequisite for raising employment, human capital, and income levels.

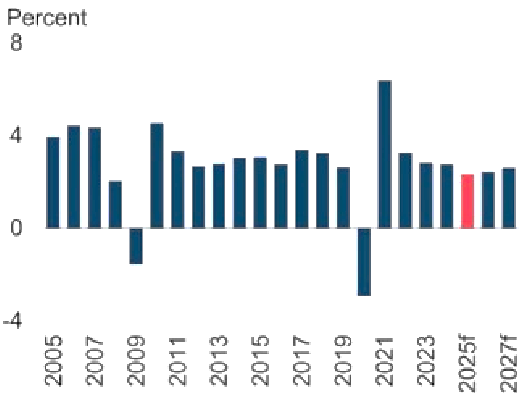
FIGURE 1.1 Global economic prospects

The global outlook has deteriorated substantially relative to January, with global growth in 2025 expected to register its weakest pace since 2008, aside from outright global recessions. This deterioration is broad-based across the world's economies and follows sharp increases in trade tensions and policy uncertainty. The slowdown in global growth will erode demand for oil and various other commodities, weighing on the outlook for many EMDE commodity exporters. Following U.S. tariff announcements, financial markets experienced substantial turbulence, with a spike in equity market volatility and a rise in EMDE sovereign bond spreads, although these subsequently subsided.

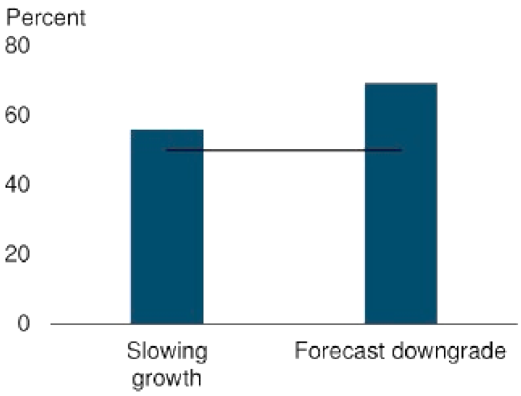
A. Global growth, per capita income growth, and inflation in 2025



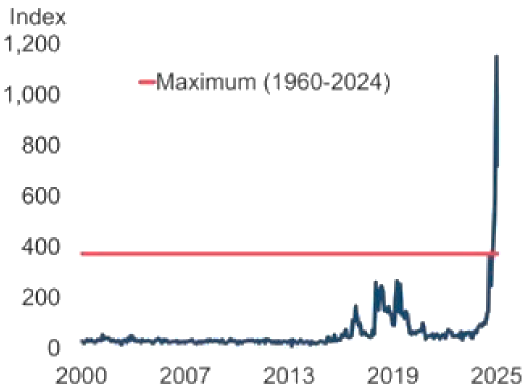
B. Global output growth



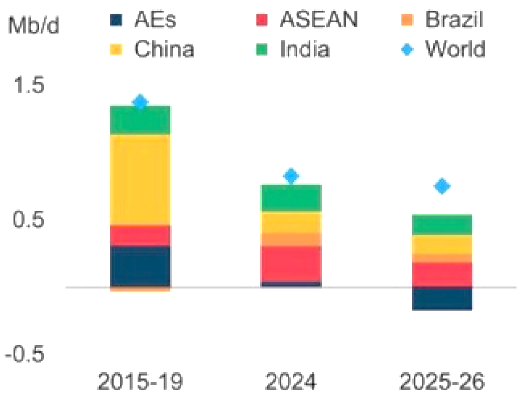
C. Share of economies with slowing/ downgraded growth in 2025



D. Global trade policy uncertainty



E. Change in global oil demand



F. Equity market volatility and EMDE bond spreads

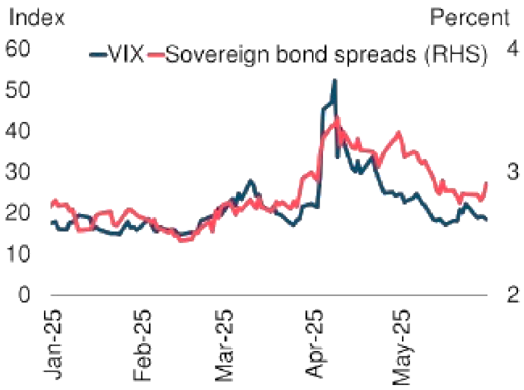
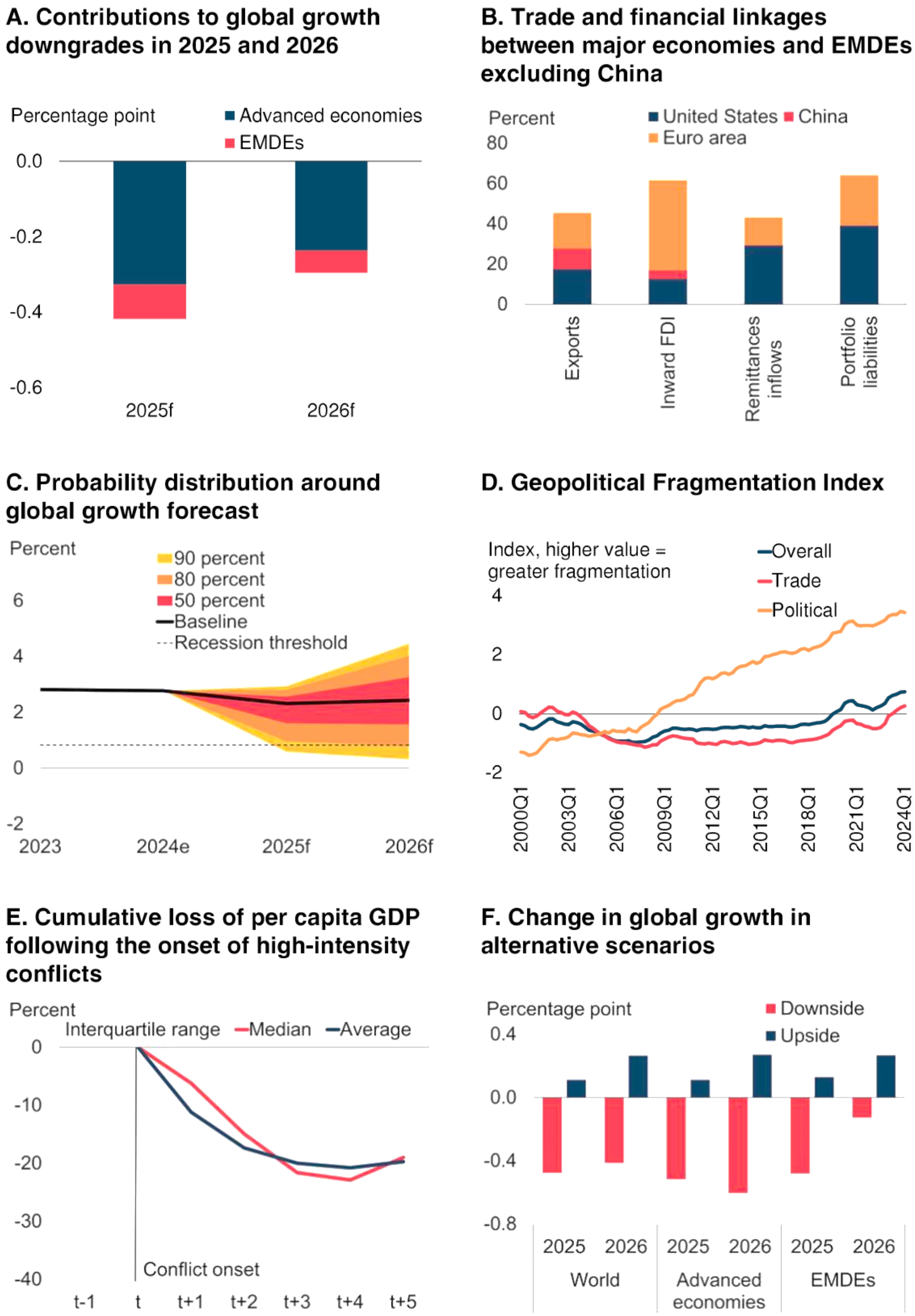


FIGURE 1.2 Global economic prospects (continued)

The deterioration in the global outlook has largely emanated from trade shocks, with forecasts for advanced economies downgraded markedly. These shocks are set to weigh on EMDEs via trade, financial, and investment flows with major economies. Risks are tilted to the downside. Global growth could be even lower if an escalation of trade tensions and uncertainty further weakens investment, trade, and confidence. Geopolitical fragmentation could accelerate if trade or geopolitical tensions worsen. In EMDEs, a higher incidence of conflict could lead to lasting output losses. A downside scenario of renewed trade tensions could push the world economy into an extended period of anemic growth.



INDIAN ECONOMY OVERVIEW

Introduction

Strong economic growth in the first quarter of FY23 helped India overcome the UK to become the fifth-largest economy after it recovered from the COVID-19 pandemic shock. Nominal GDP for FY25 is estimated at Rs. 33.10 lakh crore (US$ 3.8 trillion) with growth rate of 9.9%, compared to Rs. 30.12 lakh crore (US$ 3.5 trillion) in FY24. Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the key driver of the GDP in the second half of FY25. In FY25, India's exports stood at Rs. 37.31 lakh crore (US$ 433.56 billion), with Engineering Goods (26.88%), Petroleum Products (13.86%) and electronic goods (8.89%) being the top three exported commodity. Rising employment and increasing private consumption, supported by rising consumer sentiment, will support GDP growth in the coming months.

Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalisation of the tariff structure, and the digitization of tax filing.

In the medium run, increased capital spending on infrastructure and asset-building projects is set to increase growth multipliers. The contact-based services sector has demonstrated promise to boost growth by unleashing the pent-up demand. The sector's success is being captured by a number of HFIs (High-Frequency Indicators) that are performing well, indicating the beginnings of a comeback.

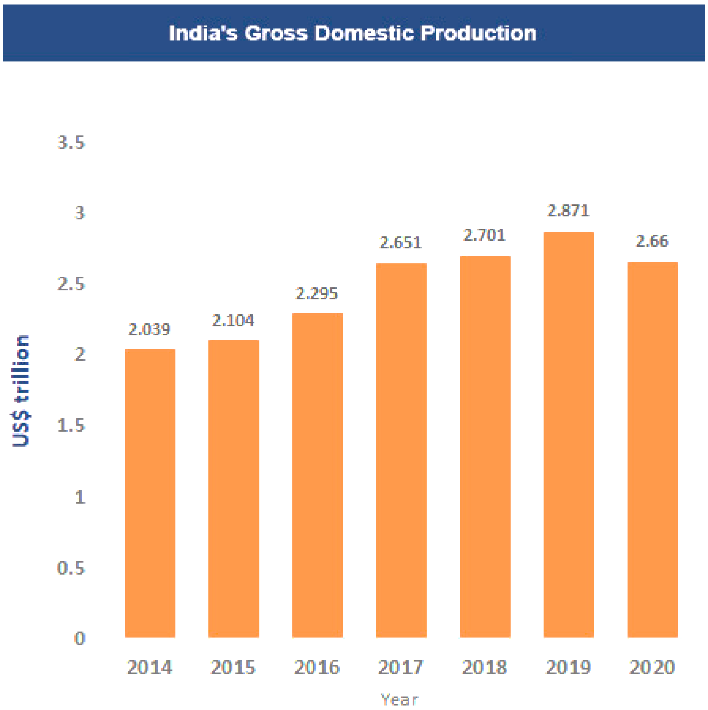
India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships.

India's appeal as a destination for investments has grown stronger and more sustainable because of the current period of global unpredictability and volatility, and the record amounts of money raised by India-focused funds in 2022 are evidence of investor faith in the "Invest in India" narrative.

Market size

Real GDP for FY25 is estimated at Rs. 187.95 lakh crores (US$ 2.2 trillion) with growth rate of 6.5%, compared to Rs. 176.51 lakh crore (US$ 2.06 trillion) for FY24. As on Jan 2025, there are 118 unicorn startups in India, with a combined valuation of over Rs. 3.0 lakh crore (US$ 354 billion). The government is also focusing on renewable sources by achieving 40% of its energy from non-fossil sources by 2030. India is committed to achieving the country's ambition of Net Zero Emissions by 2070 through a five-pronged strategy, 'Panchamrit'. Moreover, India ranked 3rd in the renewable energy country attractive index.

According to the McKinsey Global Institute, India needs to boost its rate of employment growth and create 90 million non-farm jobs between 2023 to 2030 in order to increase productivity and economic growth. The net employment rate needs to grow by 1.5% per annum from 2023 to 2030 to achieve 8-8.5% GDP growth between same time periods. The Current Account Deficit (CAD) stood at Rs. 98,095 crore (US$ 11.5 billion) for Q3 of FY25 as compared to Rs. 88,712 crore (US$ 10.4 billion) in Q3 of FY24. This was largely due to increase in merchandise trade deficit.



Exports fared remarkably well during the pandemic and aided recovery when all other growth engines were losing steam in terms of their contribution to GDP. Going forward, the contribution of merchandise exports may waver as several of India's trade partners witness an economic slowdown. According to Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles Mr. Piyush Goyal, Indian exports are expected to reach US$ 1 trillion by 2030.

Recent Developments

India is primarily a domestic demand-driven economy, with consumption and investments contributing to 70% of the economic activity. With an improvement in the economic scenario and the Indian economy recovering from the Covid-19 pandemic shock, several investments and developments have been made across various sectors of the economy. According to World Bank, India must continue to prioritise lowering inequality while also putting growth-oriented policies into place to boost the economy. In view of this, there have been some developments that have taken place in the recent past. Some of them are mentioned below.

- The HSBC India Manufacturing PMI increased to 58.4 in April 2025, up from 58.1 in March 2025, based on preliminary estimates. This rise signifies improved operating conditions and represents the most rapid growth pace observed in the past year. Contributing factors include a notable surge in new export orders, which experienced their most significant increase in over fifteen years, alongside a faster expansion in overall new business activity.

- In Q1 CY25, private equity (PE) and venture capital (VC) investments stood at Rs. 1,16,861 crore (US$ 13.7 billion) across 284 deals.

- India saw a robust 10.35% growth in passengers carried by domestic airlines at 431.98 lakh in FY25, from 391.46 lakh in FY24, according to the Directorate General of Civil Aviation (DGCA).

- As of April 18, 2025, India's foreign exchange reserves stood at Rs. 58,57,537 crore (US$ 686.70 billion).

- India secured 39th position out of 133 economies in the Global Innovation Index 2024. India rose from 81st position in 2015 to 39th position in 2024. India ranks 3rd position in the global number of scientific publications.

- The gross GST (Goods and Services Tax) revenue collection stood at Rs. 1.84 lakh crore (US$ 21.57 billion) in February 2025.

- Between April 2000–December 2024, cumulative FDI equity inflows to India stood at Rs. 89.88 lakh crore (US$ 1.05 trillion).

- In February 2025, the overall IIP (Index of Industrial Production) stood at 151.3. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 141.9, 148.6 and 194.0, respectively.

- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) – Combined inflation was 3.34% in March 2025 against 4.85% in March 2024.

- Foreign Institutional Investors (FII) inflows in FY25 were close to Rs. 1.27 lakh crore (US$ 14.89 billion), while Domestic Institutional Investors (DII) bought Rs. 6.00 lakh crore (US$ 70.34 billion) in the same period.

- India's wheat procurement rose 34% YoY, reaching 22.36 MT as of April 28, 2025, with target of 31 MT in sight. Strong MSP, bonuses, and robust crop output boost sales to government agencies, ensuring food security and potential for open market intervention.

Government Initiatives

Over the years, the Indian government has introduced many initiatives to strengthen the nation's economy. The Indian government has been effective in developing policies and programmes that are not only beneficial for citizens to improve their financial stability but also for the overall growth of the economy. Over recent decades, India's rapid economic growth has led to a substantial increase in its demand for exports. Besides this, a number of the government's flagship programmes, including Make in India, Start-up India, Digital India, the Smart City Mission, and the Atal Mission for Rejuvenation and Urban Transformation, is aimed at creating immense opportunities in India. In this regard, some of the initiatives taken by the government to improve the economic condition of the country are mentioned below:

- According to a report by Wood Mackenzie in January 2025, India, the United States, and West Asia are expected to collectively add 100 Gigawatts (GW) of solar capacity by 2025, while China is anticipated to continue its leadership in the solar industry.

- In July 2024, the Ministry of Finance held the Union Budget and announced that for 2024-25, the total receipts other than borrowings and the total expenditure are estimated at Rs. 32.07 lakh crore (US$ 383.93 billion) and Rs. 48.21 lakh crore (US$ 577.16 billion), respectively.

- In February 2024, the Finance Ministry announced the total expenditure in Interim 2024-25 estimated at Rs. 47,65,768 crore (US$ 571.64 billion) of which total capital expenditure is Rs. 11,11,111 crore (US$ 133.27 billion).

- On January 22, 2024, Prime Minister Mr. Narendra Modi announced the 'Pradhan Mantri Suryodaya Yojana'. Under this scheme, 1 crore households will receive rooftop solar installations.

- On September 17, 2023, Prime Minister Mr. Narendra Modi launched the Central Sector Scheme PM-VISHWAKARMA in New Delhi. The new scheme aims to provide recognition and comprehensive support to traditional artisans & craftsmen who work with their hands and basic tools. This initiative is designed to enhance the quality, scale, and reach of their products, as well as to integrate them with MSME value chains.

- On August 6, 2023, Amrit Bharat Station Scheme was launched to transform and revitalize 1309 railway stations across the nation. This scheme envisages development of stations on a continuous basis with a long-term vision.

- On June 28, 2023, the Ministry of Environment, Forests, and Climate Change introduced the ‘Draft Carbon Credit Trading Scheme, 2023’.

- From April 1, 2023, Foreign Trade Policy 2023 was unveiled to create an enabling ecosystem to support the philosophy of ‘Aatmanirbhar Bharat’ and ‘Local goes Global’.

- To enhance India’s manufacturing capabilities by increasing investment and production in the sector, the government of India has introduced the Production Linked Incentive Scheme (PLI) for Pharmaceuticals.

- Prime Minister’s Development Initiative for North-East Region (PM-DevINE) was announced in the Union Budget 2022-23 with a financial outlay of Rs. 1,500 crore (US$ 182.35 million).

- Prime Minister Mr Narendra Modi has inaugurated a new food security scheme for providing free food grains to Antyodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.

Road Ahead

India’s economy grew by 6.2% in Q3 FY25. Signs of recovery are now visible, with growth expected to rise to 7.6% in Q4 FY25—indicating a possible turnaround in the coming months. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates. India ranked 5th in foreign direct investment inflows among the developed and developing nations listed for the first quarter of 2022.

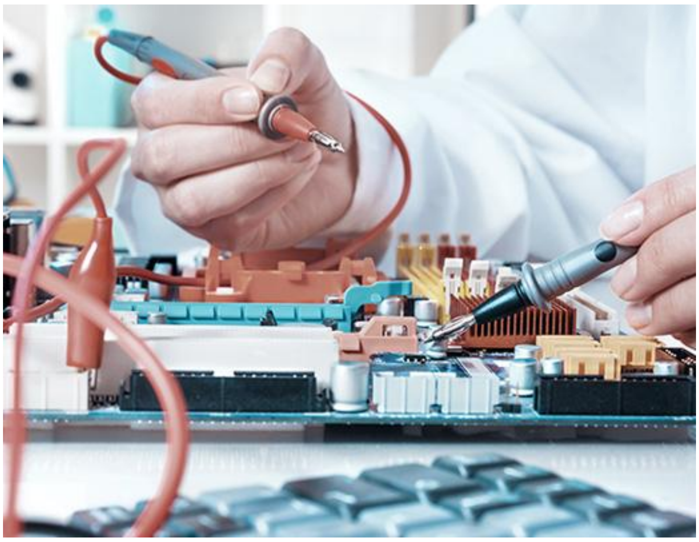
India's economic story during the first half of FY24 highlighted the unwavering support the government gave to its capital expenditure, which, in FY24, stood 37.4% higher than the same period last year. In the Union Budget of FY26, capital expenditure took lead by steeply increasing the capital expenditure outlay by 10.0 % to Rs. 11.21 lakh crore (US$ 131.42 billion) over Rs. 10.18 lakh crore (US$ 119.34 billion) in FY25. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels.

India’s total exports of goods and services rose by 5.5% to a record Rs. 69.8 lakh crore (US$ 820.9 billion) in FY25, compared to Rs. 65.8 lakh crore (US$ 773.0 billion) in FY24.

With a reduction in port congestion, supply networks are being restored. With a proactive set of administrative actions by the government, flexible monetary policy, and a softening of global commodity prices and supply-chain bottlenecks, inflationary pressures in India look to be on the decline overall.

ELECTRONICS SYSTEM DESIGN & MANUFACTURING (ESDM) INDUSTRY IN INDIA

INTRODUCTION



The Indian electronics system design and manufacturing (ESDM) sector is one of the fastest growing sectors in the economy and is witnessing a strong expansion in the country. The ESDM market in India is well known internationally for its potential for consumption and has experienced constant growth.

Indian manufacturers are attracting the attention of multinational corporations due to shifting global landscapes in electronics design and manufacturing capabilities, as well as cost structures. Companies from all over the world are striving to develop local capacities in India not only to serve the domestic market but also to cater to international markets.

The Electronics System Design & Manufacturing (ESDM) industry includes electronic hardware products and components relating to information technology (IT), office automation, telecom, consumer electronics, aviation, aerospace, defence, solar photovoltaic, nano electronics and medical electronics. The industry also includes design-related activities such as product designing, chip designing, Very Large-Scale Integration (VLSI), board designing and embedded systems.

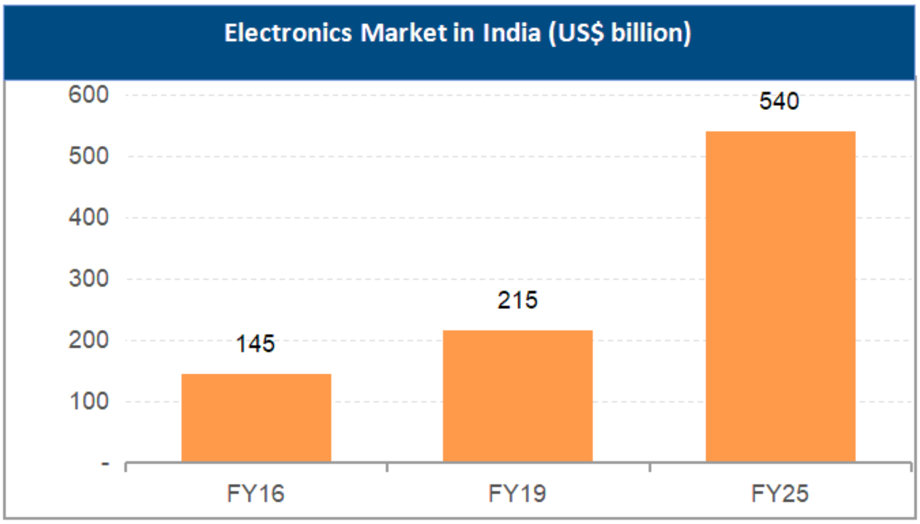
India witnessed a substantial spike in demand for electronic products in the last few years; this is mainly attributed to India’s position as second-largest mobile phone manufacturer worldwide and surge in internet penetration rate. The Government of India attributes high priority to electronics hardware manufacturing, as it is one of the crucial pillars of Make in India, Digital India, and Start-up India programs.

The Electronics System Design & Manufacturing (ESDM) sector plays a vital role in the government’s goal of generating US$ 1 trillion of economic value from the digital economy by 2025. With various government initiatives aiming to boost domestic manufacturing, India has already started witnessing initial movement with increased production and assembly activities across products such as mobile phones and other consumer electronics.

MARKET SIZE

Electronics system market is expected to witness 2.3x demand of its current size (FY19) to reach US$ 160 billion by FY25. The top products under the ESDM sector with the highest CAGR include IT/OA at 54%, followed by industrial electronics at 38% and automotive electronics at 10%.

India's electronics industry is targeting a manufacturing output of Rs. 43,10,000 (US$ 500 billion) by 2030, which requires a fivefold increase in production. This growth is also expected to create 12 million jobs by 2027.



India’s export of electronic goods rose tremendously to reach US$ 38.56 billion in FY25 with a growth of 20.4% YoY. Mobile phones, IT hardware (laptops, tablets), consumer electronics (TV and audio), industrial electronics and auto electronics are key exports in this sector.

India is one of the largest consumer electronics markets in the Asia Pacific Region and is home to considerable talent for electronic chip design and embedded software. India has committed to reach US$ 300 billion worth of electronics manufacturing and exports of US$ 120 billion by 2025-26.

Major Government initiatives such as ‘Digital India’, ‘Make in India’ and supportive policies including a favourable FDI Policy for electronics manufacturing have simplified the process of setting up manufacturing units in India.

India is the second fastest digitizing economy amongst the 17 leading economies of the world. The Government of India aims to make Electronics Goods amongst India’s 2-3 top-ranking exports by 2026.

Investments/ Developments

Reliance Industries is set to build the world’s largest data center in Jamnagar, Gujarat, marking a major step in its entry into India's artificial intelligence (AI) sector. The company has procured AI semiconductors from Nvidia to power this project following a collaboration announcement at October 2024 Nvidia AI Summit.

Apple is engaged in discussions with Bharat Forge to establish a partnership, potentially designating the company as a supplier for the manufacturing of components such as mechanical parts.

FollowG has introduced an AI-powered application for the Open Network for Digital Commerce (ONDC), designed to assist small and medium-sized electronics retailers by facilitating connections with buyers across the country.

Investment of Rs. 8,803 crore (US$ 1.06 billion) has been made under the scheme for promotion of manufacturing of electronic components and semiconductors.

The Ministry of Electronics and Information Technology has supported over 3,600 tech startups with a total fund disbursement of Rs. 212 crore (US$ 25.5 million).

India has made substantial cuts to import duties on mobile phones to enhance exports. In the last financial year, mobile phone exports reached Rs 1.2 lakh crore (US$ 14.4 billion), and this upward trend is expected to persist.

India emerged as the second-largest manufacturer of mobile phones in the world, with a production value of mobile devices reaching US$ 49.16 billion in 2024.

Prime Minister Mr. Narendra Modi participated in the event named India's Techade: Chips for Viksit Bharat and laid the foundation stone for three semiconductor projects valued at Rs. 1.25 lakh crore (US$ 14.97 billion) on 13th March 2024.

Major Government initiatives such as ‘Digital India’, ‘Make in India’ and supportive policies including a favorable FDI Policy for electronics manufacturing have simplified the process of setting up manufacturing units in India.

Post-COVID, the Government of India aims to increase India’s contribution by around US$ 400 billion worth of electronics goods including exports worth US$ 120 billion, which would account for 9-10% of the overall global value chains, from the current supply potential of 1-2%.

Union Budget 2023-24 has allocated Rs. 16,549 crore (US$ 2 billion) for the Ministry of Electronics and Information Technology, which is nearly 40% higher on year. The budget for FY23 had allocated Rs. 14,300 crore (US$ 1.73 billion) for the IT ministry.

The Indian startup ecosystem is experiencing a surge over the years, due to rapid technological advancements, increasing internet penetration, growing digital infrastructure, rising startup culture, government initiatives like Digital India, Make in India, and Startup India, as well as a large pool of skilled workforce.

India has witnessed an exceptional surge in the creation and funding of startups as the country has solidified its position as a major global centre for innovation and businesses. However, securing adequate funding remains a significant task for startups, often leading to survival challenges.

In 2023, the funding scenario for tech startups turned bleak amid the global uncertainty, witnessing a 67% YoY plunge in total funding to US$ 6.0 billion. This decline came after the peak funding levels observed in 2021 (US$ 24.1 billion) and 2022 (US$ 18.2 billion), where investors displayed confidence in Indian tech startups. In 2023, the number of deals declined to 824. However, the decline appears to be cyclical than a long-term trend.

STPI Signs MoUs to strengthen tech startup ecosystem: AIC STPINEXT Initiatives (STPINEXT), a special purpose vehicle of Software Technology Parks of India (STPI), an organisation under the Ministry of Electronics and Information Technology (MeitY) has signed two memorandums of understanding (MoUs), one with HDFC Bank, and another with Excelpoint Systems India Pvt. Ltd., a niche technology player for fostering entrepreneurship and nurturing tech startups in the country. These partners would play a critical role in supporting and handholding the startups in the growth journey through technical guidance & assistance, mentoring, pitching to investors, funding support, and market connect & access etc.

Some of the investments/ developments in the Electronics System Design & Manufacturing (ESDM) sector in the recent past are as follows:

- The cumulative FDI equity inflow in the Electronics industry is Rs. 44,594 crore (US$ 6.28 billion) during the period April 2000- December 2024.
- The Index of Industrial Production of manufacturing was valued at 164.8, in March 2025.
- The total budgetary allocation for the MeitY in the Union Budget FY26 stood at Rs. 26,026 crore (US$ 3.08 billion), reflecting an 18.64% increase over the budget estimates of FY25.
- The Ministry of Defence has finalized a contract with Bharat Electronics Limited, Bengaluru, for the procurement of Electronic Warfare Suites, aircraft modification kits, and their installation on Mi-17 V5 helicopters for the Indian Air Force, amounting to a total cost of Rs. 2,385 crore (US$ 282.1 million).
- On the 32nd foundation day of the department of Nuclear Magnetic Resonance (NMR) at AIIMS, New Delhi, the Society for Applied Microwave Electronics Engineering & Research (SAMEER) and AIIMS signed a MoU to foster collaborative research on medical devices. This agreement will facilitate joint efforts to develop high-field and low-field Magnetic Resonance Imaging (MRI) and NMR systems, while also promoting research in radio frequency, microwave systems, and related fields for medical applications.
- Competition Commission of India has approved the acquisition of certain shareholding of Pegatron Technology India Pvt. Ltd. (Pegatron India) by Tata Electronics Pvt. Ltd. (TEPL) and the transfer of TEL Components Pvt. Ltd. (TEL)’s business undertaking to Pegatron India.
- As of November 2023, applications of 27 IT hardware mobile phones manufacturers have been approved for Production Linked Incentive scheme (PLI).
- In March 2024, the Cabinet approved a massive Rs. 1.26 trillion (US$ 15.2 billion) investment in three semiconductor plants, signifying India's technological progress.
- India and Taiwan plan a US$ 7.5 billion chip plant deal, potentially boosting India’s semiconductor manufacturing with anticipated tariff reductions on components.
- Production-linked scheme (PLI) for large-scale electronics manufacturing (including mobiles) has seen investments worth Rs. 6,887 crore (US$ 833 million) (till June 2023), already surpassing the target for FY24 which was Rs. 5,488 crore (US$ 664.4 million).
- In July 2023, electronics maker Elista announced that it would invest Rs. 100 crore (US$ 12.1 million) in Andhra Pradesh to set up a manufacturing unit for Smart LED TVs, smartwatches, audio speakers, and large appliances.
- US CHIP design major Advanced Micro Devices (AMD) will invest up to US$ 400 million in India over the next five years and will set up its biggest design facility in the country.
- India's electronics sector is set to harness US$ 7 billion untapped revenue by 2035 via circular business model and policy pathways, industry stakeholders said. Current commitments and targets set the projected market size for these circular models at US$ 13 billion in 2035.
- India has overtaken China as the second-largest manufacturer of mobile devices in the world, according to a report released by the international research firm Counterpoint in August. The ‘Make in India’ initiative's mobile phone shipments from India exceeded 2 billion cumulative units and an annual growth rate of 23% was recorded.
- According to a report 'India Monthly Wearable Device Tracker' by International Data Corporation (IDC), "hundreds" of" smartwatch model launches in the first half of the calendar year 2023 contributed to India's wearable market's growth of 53.3% year-over-year (YoY). The companies shipped 57.8 million units of wearables like smartwatches, earwear, and eyeglasses to the market in the first half of CY23.
- The Ministry of Electronics and IT (MeitY) announced the exchange of signing of a Memorandum of Understanding (MoU) between the Centre for Nano Science and Engineering (CeNSE) at the Indian Institute of Science (IISc), Bengaluru and Lam Research India at the SemiconIndia in Gandhinagar.
- In November 2023, Mr. Ashwini Vaishnaw, Union Minister of Communications & IT said that 99% of mobiles used in India are made in India.
- Industrial robot accessories company Robot System Products (RSP) has announced plans to set up a subsidiary in India. The Indian entity Scandinavian Robot Systems India Private Limited has been registered in Chennai and will supply a range of industrial robot accessories to Indian customers.

- India Semiconductor Mission organized a three-day SemiconIndia 2023 Conference in July 2023 with the theme 'Catalysing India's Semiconductor Ecosystem' in Gandhinagar, Gujarat. SemiconIndia 2023 witnessed the participation of industry leaders from major global companies such as Micron Technology, Applied Materials, Foxconn, Cadence and AMD, and the industry association, SEMI.
- India and Japan on July 20, 2023, signed an agreement for semiconductor design, manufacturing, equipment research, and talent development and to bring resilience to the semiconductor supply chain.
- In FY23, the exports of electronic goods were recorded at US$ 23.57 billion as compared to US$ 15.66 billion during FY22, registering a growth of 50.52%.
- A nine-member task force was constituted by the Ministry of Electronics and Information Technology (MeitY) in March 2023 with the primary goal of making India a 'product developer and manufacturing nation', as per a report. The members of the task force are some of the veterans from the Indian electronic industry, including HCL Founder Mr. Ajay Chowdhary, Lava International Chairman Mr. Hari Om Rai, and Boat Lifestyle Co-Founder Mr. Aman Gupta, among others.
- In March 2023, the Government approved the setting up of the Electronics Manufacturing Cluster (EMC) at Hubli-Dharwad in Karnataka, worth US$ 22 million (Rs. 180 crore) and is expected to create about 18,000 jobs.
- As global companies are leveraging the well-developed manufacturing system in the State, Tamil Nadu has emerged as one of the major electronics hardware manufacturing and exporting States in the country. The state is well positioned to achieve a US$ 100 billion ESDM industry in the next five years.
- The India Cellular and Electronics Association in February 2023 signed a memorandum of understanding with the Uttar Pradesh government to facilitate investments as the electronics manufacturing and skill hub to cater to domestic demand and exports. The government has set a target to achieve US$ 300 billion of electronics manufacturing by 2025-26, out of which US$ 75-100 billion of electronics manufacturing is expected from UP.
- Mitsubishi Electric India would invest Rs. 1,891 crore (US$ 230.9 million) to build an air conditioner and compressor factory in Tamil Nadu. This facility will generate over 2,000 jobs, 60% of which will be held by women.
- Vedanta Group signed memorandums of understanding (MoUs) with 20 Korean companies from the display glass industry for the development of an electronics manufacturing hub in India. The MoUs were signed at the 'Korea Biz-Trade Show 2023' event organised by KOTRA, in collaboration with Korea's Ministry of Trade, Industry, and Energy.
- In November 2022, Voltas entered into a technology license agreement with Denmark's Vestfrost Solutions to develop, manufacture, sell and service medical refrigeration and vaccine storage equipment including ice-lined refrigerators, vaccine freezers and ultra-low temperature freezers to the Indian market.
- Voltas announced plans of Rs. 400 crore (US$ 50.10 million) capex under the PLI scheme to manufacture components for white goods in May 2022.
- In March 2022, Reliance announced that it would invest US$ 220 million in a joint venture with Sanmina Corp, a US-listed company for making electronic products in Asian countries.

Government Initiatives

The Government of India has adopted a few initiatives for the ESDM sector in the recent past, some of these are as follows:

- The Indian government has disbursed Rs. 1,596 crore (US$ 184.33 million) under the Production-Linked Incentive (PLI) schemes for six sectors, including electronics and pharma, during the H1 of the FY25 (April-September 2024).
- In March 2024, Prime Minister Mr. Narendra Modi laid the foundation stone for three semiconductor plants, with a total investment exceeding Rs. 1.25 lakh crore (US$ 15.02 billion), positioning India to become a global semiconductor hub.
- The inaugural Future Skills Summit was organized by the Ministry of Electronics and Information Technology (MeitY) in collaboration with the National Institute of Electronics and IT (NIELIT) in Guwahati on February 15, 2024.
- The Government attaches high priority to electronics hardware manufacturing, and it is one of the important pillars of both the "Make in India" and "Digital India" programs of the Government of India.
- The National Policy on Electronics (NPE) 2019 envisions to position India as a global hub for ESDM by encouraging and driving capabilities in the Country for developing core components, including chipsets and by creating an enabling environment for the industry to compete globally.
- By 2030, ADIF, a think tank for IT start-ups, aims to put India among the top three start-up ecosystems in the world, with an emphasis on expanding the knowledge base, encouraging collaboration and outlining the best policies.

- Ministry of Electronics & Information Technology (MeitY) has announced a "Scheme for Promotion of Semiconductor Eco-System" in India with a massive outlay of Rs. 76,000 crore (US$ 9.48 billion) in 2022.
- Under the production-linked incentive (PLI) scheme for IT Hardware Products, the Ministry of Electronics and Information Technology has approved 14 qualified applicants. To manufacture these products in India, the government will offer incentives of US$ 983.76 million over the next four years. In this duration, production worth US$ 21.62 billion and exports of US$ 8.06 billion are expected.
- In September 2022, MeitY Startup Hub (MSH), an initiative of the Ministry of Electronics & Information Technology (MeitY), and Meta announced the launch of an accelerator programme to support and accelerate XR technology startups across India.
- Ministry of Electronics & Information Technology (MeitY) has announced a "Scheme for Promotion of Semiconductor Eco-System" in India with a massive outlay of Rs. 76,000 crore (US$ 9.48 billion) in 2022.
- About 80% of the Production-Linked Incentive scheme (PLI) to encourage manufacturing in the country, which covers 14 industries and has a total investment of Rs. 3 lakh crore (US$ 38.99 billion) is concentrated in only three sectors: electronics, automobiles, and solar panel production.
- The PLI scheme for large-scale electronics manufacturing launched by the Ministry of Electronics and Information Technology (MeitY) in April 2020 has been extended from the existing five years band (FY21-FY25) to six years (FY21-FY26).
- To accelerate quantum computing-led research & development and enable new scientific discoveries, the Ministry of Electronics and Information Technology (MeitY), in collaboration with Amazon Web Services (AWS), will establish a quantum computing applications lab in the country.
- A fund of Rs. 3.2 crore (US$ 433.46 thousand) for three years has been approved by the Department of Electronics, IT, BT, Science & Technology.
- Under the PLI scheme for IT Hardware, the approved enterprises are estimated to manufacture equipment worth >US$ 21.62 billion over the next four years. Of the total production, foreign companies have suggested production worth US$ 11.38 billion, whereas domestic enterprises have planned a production of US$ 10.20 billion.

Road Ahead

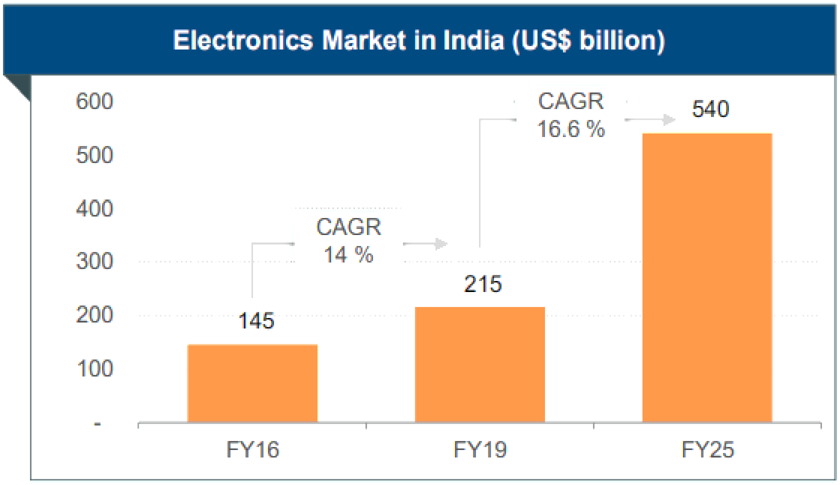
Local electronics design and production are being positively influenced by ongoing domestic consumption, changing dynamics in the global supply chain, and a plethora of policy initiatives to assist indigenous manufacturing in the current period is most advantageous. The smooth implementation of new initiatives and the reversal of restrictive laws will go a long way toward boosting international business confidence in India's business environment and attracting manufacturing investments.

In India, Sony, Samsung, LG Electronics, Panasonic, and other companies are the market leaders in the ESDM sector. Government efforts are concentrated on bridging the digital gap. Projects like "Digital India," "Smart Cities," "ePanchayats," "National Optical Fiber Network," etc. enhanced consumer demand for electronic goods around the nation. India's middle class is rapidly expanding, which has improved the affordability of electronics products. The demand for electronic goods has increased as consumers' preferences for products and devices with smart technology (like smart LED TVs) and inventive designs have changed and disposable incomes have increased. Continuous rise in personal disposable income in India increased to reach 2,410 in FY23, which is directly correlated with consumers' desire to spend money on electronics.

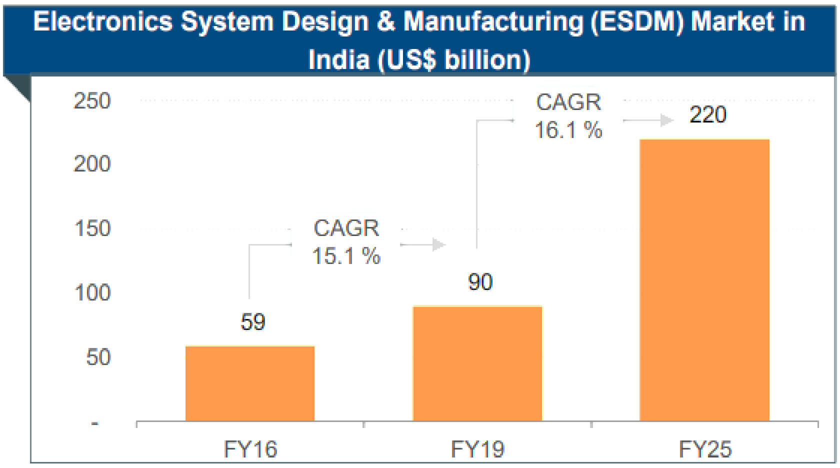
Fueled by strong policy support, huge investments by public and private stakeholders and a spike in demand for electronic products, the ESDM sector in India has bright prospects ahead of it and is predicted to reach US$ 220 billion by 2025, expanding at 16.1% CAGR between 2019-2025.

EXECUTIVE SUMMARY

- The Electronics System Design & Manufacturing (ESDM) industry includes electronic hardware products and components relating to information technology (IT), office automation, telecom, consumer electronics, aviation, aerospace, defence, solar photovoltaic, nano electronics and medical electronics.



- The industry also includes design-related activities such as product designing, chip designing, Very Large-Scale Integration (VLSI), board designing and embedded systems.



- The Electronics System Design & Manufacturing (ESDM) market in India is anticipated to increase at a CAGR of 16.1% between FY19 and FY25, owing to strong demand, supportive government policies and increased digitalisation.

- India's electronics industry is targeting a manufacturing output of Rs. 43,10,000 crore (US$ 500 billion) by FY30, which requires a fivefold increase in production. This growth is also expected to create 12 million jobs by FY27.

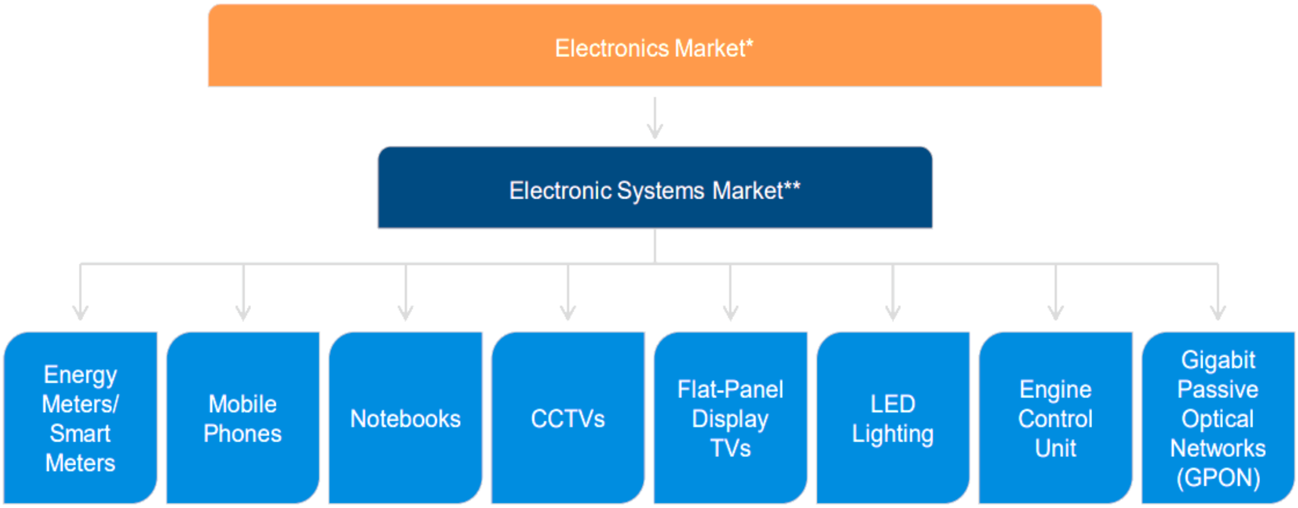
- The total budgetary allocation for the MeitY in the Union Budget FY26 stood at Rs. 26,026 crore (US$ 3.08 billion), reflecting an 18.64% increase over the budget estimates of FY25.

- India's digital media and entertainment industry, worth US$ 12 billion, is set to triple by FY30, as forecasted by Redseer.

- India's remarkable advancement in electronics exports, which have now secured a position among the top three globally.

- During FY25, the exports of electronic goods were recorded at Rs. 3,25,479 crore (US$ 38.5 billion) as compared to Rs. 2,46,011 crore (US$ 29.11 billion) in FY24.

MAJOR PRODUCT SEGMENTS



**The Electronics Market includes (Total Domestic Consumption + Exports) + Electronics Design Market + Electronics Manufacturing Services Market + Electronics Component Market*
***The Electronics System Design & Manufacturing (ESDM) industry includes electronic hardware products and components relating to information technology (IT), office automation, telecom, consumer electronics, aviation, aerospace, defence, solar photovoltaic, nano electronics and medical electronics. The industry also includes design-related activities such as product designing, chip designing, very large-scale integration (VLSI), board designing and embedded systems*

Note: The top eight product segments by value have been considered for the purpose of market sizing

ADVANTAGE INDIA

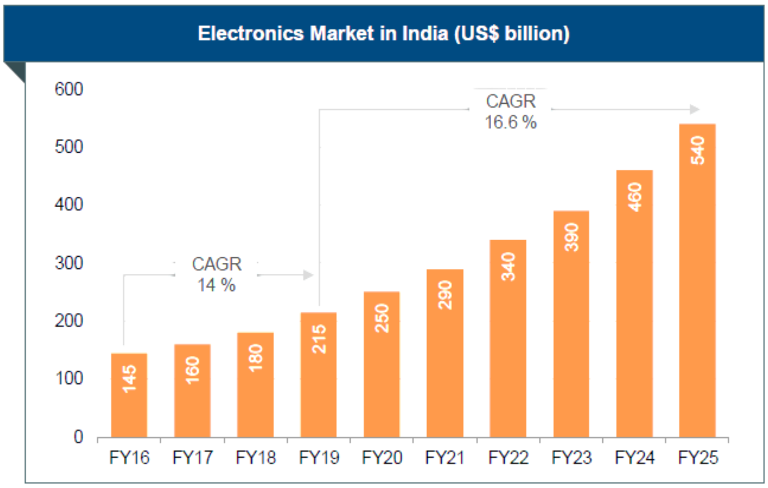
1. ROBUST DEMAND
- In FY25, India became second-largest manufacturer of mobile phones in the world, with 300 manufacturing units.
- The size of India's consumer electronics market reached Rs. 8,45,400 crore (US$ 100 billion) by the end of CY24.
- The Electronics manufacturing in India surpassed the Rs. 8,419 crore (US$ 100 million) mark in March 2024.

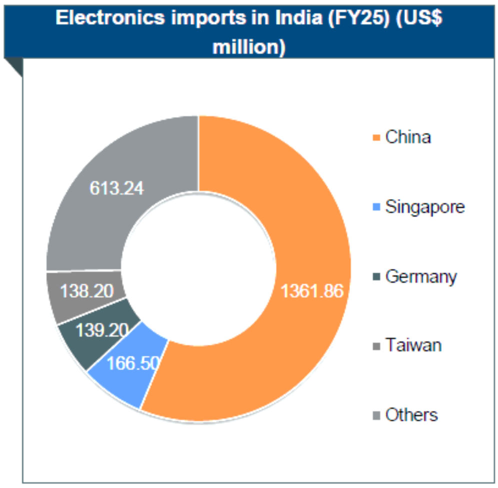
2. ATTRACTIVE OPPORTUNITIES
- India's semiconductor market is anticipated to expand from Rs. 4,50,164 crore (US$ 52 billion) in FY24 to Rs. 8,95,134 crore (US$ 103.4 billion) by FY30, according to a report by the India Electronics and Semiconductor Association (IESA).
- In March 2024, Prime Minister Mr. Narendra Modi has laid the foundation stone for three semiconductor plants, with a total investment exceeding Rs. 1.25 lakh crore (US$ 15.02 billion), positioning India to become a global semiconductor hub.
- AI is expected to add US$ 967 billion to Indian economy by 2035 and US$ 450-500 billion to India's GDP by 2025, accounting for 10% of the country's US$ 5 trillion GDP target.
- In March 2023, the Government approved setting up of the Electronics Manufacturing Cluster (EMC) at Hubli-Dharwad in Karnataka, worth Rs. 180 crore (US$ 22 million) and is expected to create about 18,000 jobs.

3. POLICY SUPPORT
- The production-linked incentive (PLI) schemes will provide companies opportunities to establish manufacturing plants in India.
- In March 2025, India announced a PLI scheme valued at Rs. 22,900 crore (US$ 2.68 billion) aimed at boosting domestic electronics manufacturing and decreasing dependence on imported components.
- 100% FDI is allowed under the automatic route. In case of electronics items for defence, FDI up to 49% is allowed under automatic route and beyond 49%, government approval is required.

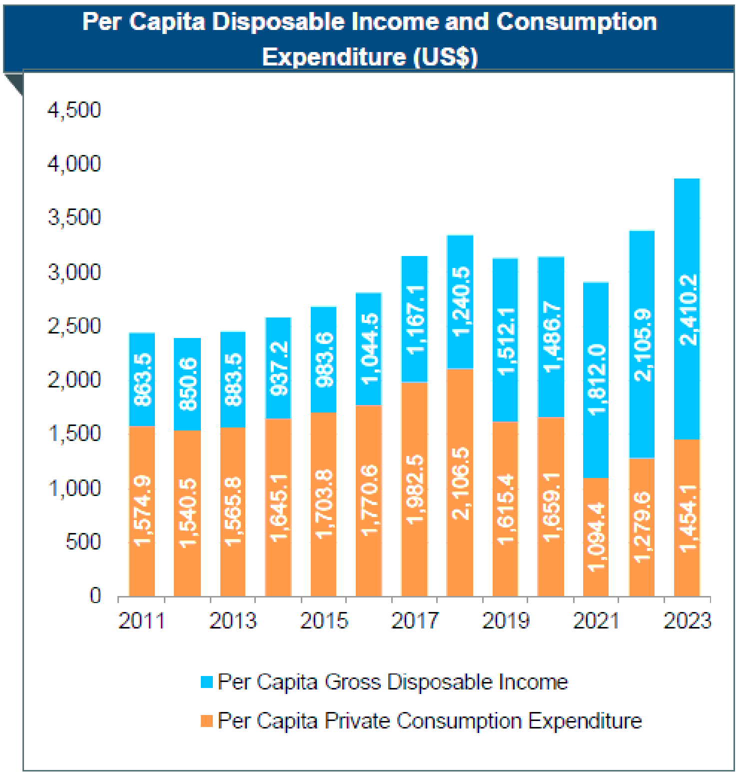
4. **INVESTMENTS**
   - Reliance Industries is set to build the world's largest data centre in Jamnagar, Gujarat, marking a major step in its entry into India's artificial intelligence (AI) sector. The company has procured AI semiconductors from Nvidia to power this project following a collaboration announcement at the October 2024 Nvidia AI Summit.
   - Tata Consultancy Services (TCS) is partnering with Tata Electronics Pvt Ltd to support India's goal of producing its first domestically manufactured chips by 2026.
   - Investment of Rs. 8,803.14 crore (US$ 1.06 billion) has been made under the scheme for promotion of manufacturing of electronic components and semiconductors.
   - Major Government initiatives such as 'Digital India', 'Make in India' and supportive policies including a favorable FDI Policy for electronics manufacturing have simplified the process of setting up manufacturing units in India.

OVERVIEW OF ELECTRONICS MARKET IN INDIA



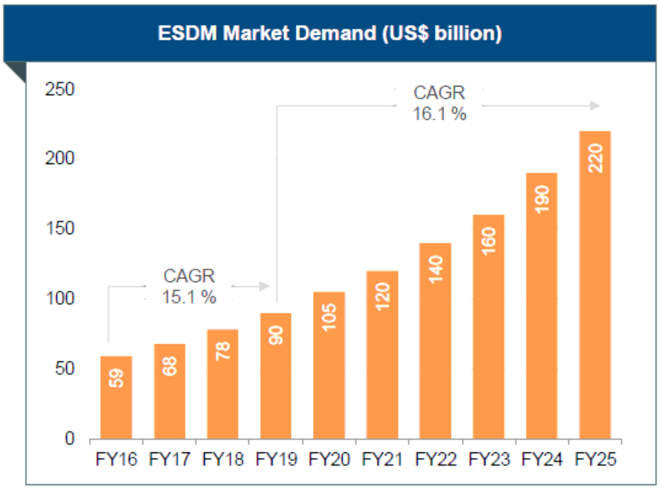


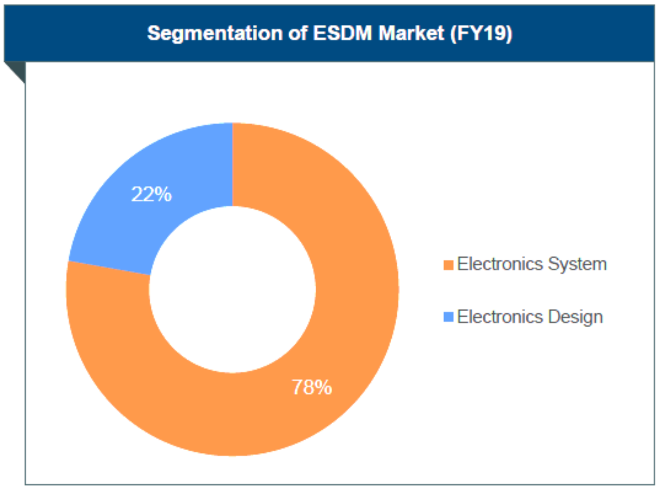
- The electronics market has grown at a CAGR of 14% from 2016-19 and is expected to accelerate at a CAGR of 16.6% in 2020-25 with the total demand likely to account for US$ 540 billion in FY 25.
- The ESDM sector is likely to generate US$ 100-130 billion in economic value by FY 25.
- The Government of India aims to make electronics goods amongst India's 2-3 top ranking exports by 2026.
- Electronics goods exports are expected to increase from the projected US$ 15 billion in FY 22 to US$ 120 billion by FY 26.
- Prime Minister Mr Narendra Modi participated in the event "India's Techade chips for Viksit Bharat" and laid the foundation stone for three semiconductor projects valued at Rs 1.25 lakh crore (US$ 14.97 billion) on March 13, 2024.
- The government allocated Rs 6,903 crore (US$ 830.8 million) for the Indian Semiconductor Mission in the Union Budget 2024-25 which is likely to help kickstart the development of the semiconductor and display manufacturing ecosystem in India.
- India has been one of the largest consumers of electronic products specifically in Asia Pacific due to factors such as rising per capita disposable incomes and consumption in the past decade.



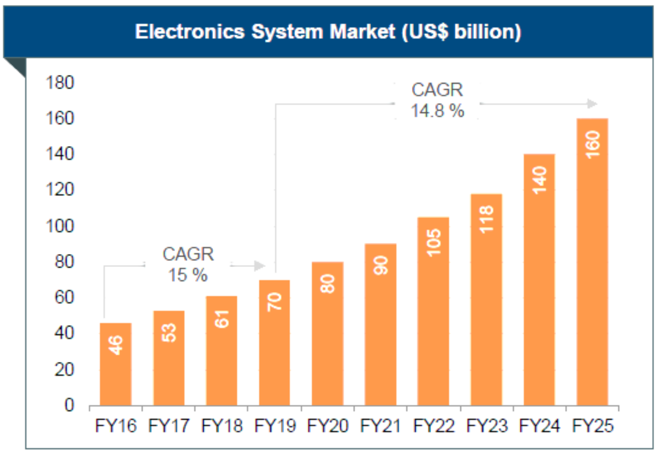
- In July 2023, electronics maker Elista announced that it would invest Rs. 100 crore (US 12.1 million) in Andhra Pradesh to set up a manufacturing unit for Smart LED TVs, smartwatches, audio speakers, and large appliances.
- US CHIP design major Advanced Micro Devices (will invest up to US$ 400 million in India over the next five years and will set up its biggest design facility in the country.
- In March 2022, Reliance announced that it would invest US$ 220 million in a joint venture with Sanmina Corp, a US listed company for making electronic products in the Asian countries.
- In FY 23, India manufactured wearables such as earphones and smartwatches worth Rs, 8,000 crore (US$ 976.7 million), boosted by the implementation of a phased manufacturing plan (The industry is hopeful of doubling the production to Rs. 15,000-17,000 crore (US$ 1.83-2.07 billion).

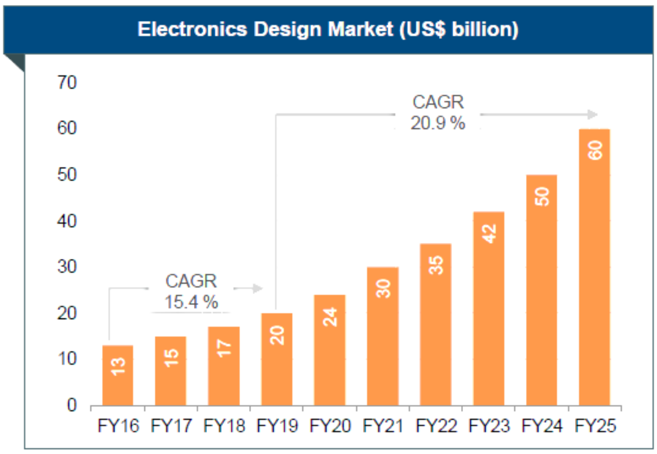
OVERVIEW OF ELECTRONICS SYSTEM DESIGN & MANUFACTURING (ESDM) MARKET IN INDIA





- The Electronics System Design Manufacturing (ESDM) is broadly segregated into - Electronics System and Electronics Design.
- Major government initiatives such as ‘Digital India’, ‘Make in India’ and supportive policies including a favorable FDI Policy for electronics manufacturing have simplified the process of setting up manufacturing units in India.
- The Ministry of Electronics and Information Technology has supported over 3,600 tech startups with a total fund disbursement of Rs. 212 crore (US$ 25.5 million).
- India is the second fastest digitizing economy amongst the 17 leading economies of the world The Government of India aims to make electronics goods amongst India’s 2-3 top ranking exports by 2026. Electronic goods exports are expected to increase from the projected US$ 15 billion in 2021-22 to US$ 120 billion by 2026.

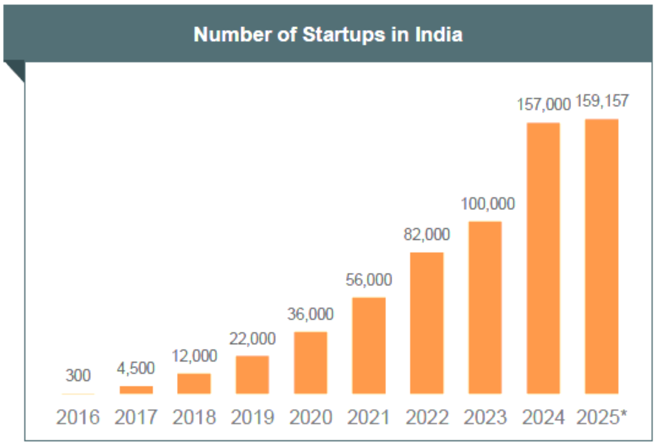


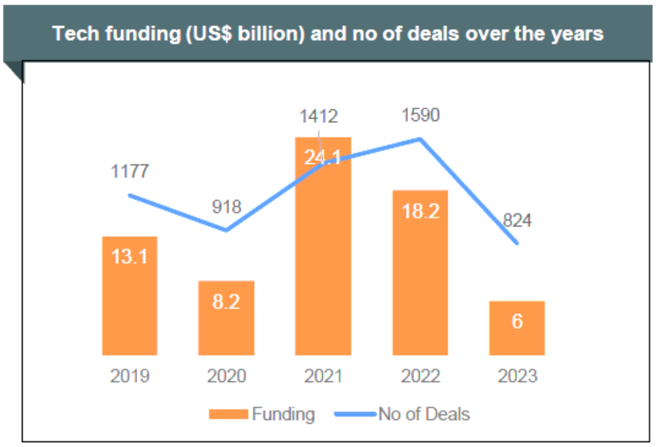


- India has strong Design and R&D capabilities in auto electronics and industrial economics. The Government is promoting the development of Electronics Manufacturing Clusters (EMCs) throughout the Country to provide world class infrastructure and facilities.

- Post COVID, the Government of India aims to increase India's contribution by around US$ 400 billion worth of electronics goods including exports worth US$ 120 billion, which would account for 9-10% of the overall global value chains, from the current supply potential of 1-2%.
- The consumer electronics and appliances industry in India is expected to become the fifth largest in the world by 2025.
- As global companies are leveraging the well-developed manufacturing system in the State, Tamil Nadu has emerged as one of the major electronics hardware manufacturing and exporting States in the country. The state is well positioned to achieve a US$ 100 billion ESDM industry in the next five years.
- The India Cellular and Electronics Association in February 2023 signed a memorandum of understanding with the Uttar Pradesh government to facilitate investments as the electronics manufacturing and skill hub to cater to domestic demand and exports. The government has set a target to achieve US$ 300 billion of electronics manufacturing by 2025-26, out of which US$ 75-100 billion of electronics manufacturing is expected from UP.

THE THIRD-LARGEST START-UP ECOSYSTEM

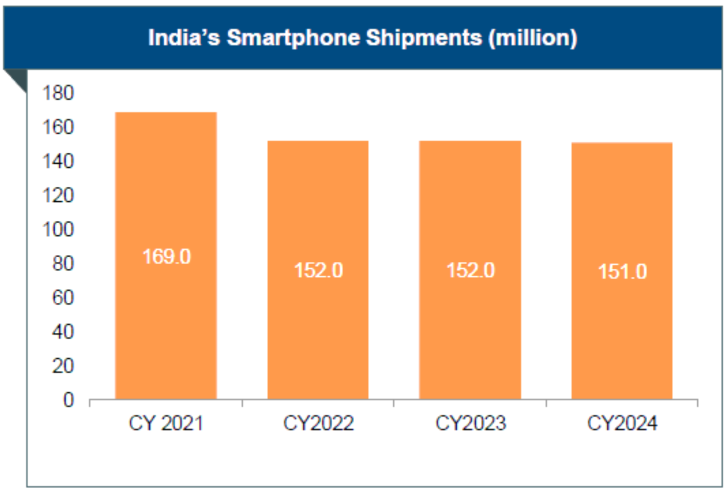




- The Indian startup ecosystem is experiencing a surge over the years, due to rapid technological advancements, increasing internet penetration, growing digital infrastructure, rising startup culture, government initiatives like Digital India, Make in India, and Startup India, as well as a large pool of skilled workforce.
- The number of DPIIT recognised startups has grown from around 500 in 2016 to 1,59,157 as of January 15, 2025.
- India has witnessed an exceptional surge in the creation and funding of startups as the country has solidified its position as a major global center for innovation and businesses However, securing adequate funding remains a significant task for startups, often leading to survival challenges
- In 2023, the funding scenario for tech startups turned bleak amid the global uncertainty, witnessing a 67% YoY plunge in total funding to US$ 6.0 billion. This decline came after the peak funding levels observed in 2021 (US$ 24.1 billion) and 2022 (US$ 18.2 billion), where investors displayed confidence in Indian tech startups. In 2023, the number of deals declined to 824 However, the decline appears to be cyclical than a long term trend.

LARGE CONSUMER BASE

- The country's trillion dollar digital economy includes US$ 400 billion from electronics manufacturing, with mobile phones contributing 43%, consumer electronics 12%, automotive 8%, strategic sectors 5% and IT hardware 4%.
- India emerged as the second largest manufacturer of mobile phones in the world, with a production value of mobile devices reaching US 49.16 billion in FY 24.
- India's smartphone market grew 4% YoY, with shipments reaching 151 million units in CY 24.
- India's export of electronic goods rose tremendously from US 6.3 billion in 2013 14 to US 29.11 billion in 2023-24.

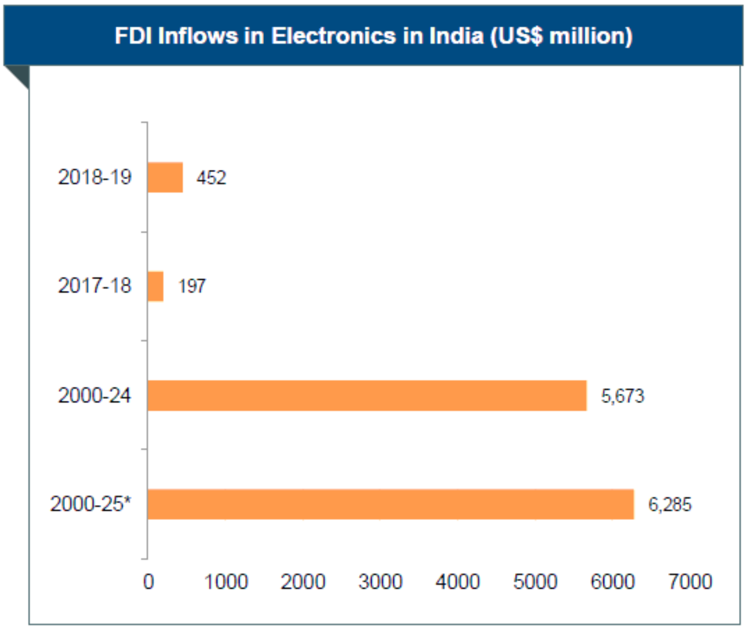


Mobile phones, IT hardware (tablets), consumer electronics (TV and audio), industrial electronics and auto electronics are key exports in this sector.

- India has made substantial cuts to import duties on mobile phones to enhance exports In the last financial year, mobile phone exports reached Rs. 1.2 lakh crore (US$ 14.4 billion), and this upward trend is expected to persist.
- The Consumer Electronics and Appliances Industry in India is expected to become the fifth largest in the world by 2025.
- Factors such as high internet penetration rate (over 820 million users) and second largest global smartphone manufacturer boosted penetration of electronic products to the large potential consumer base, which in turn is driving ESDM market.

INCREASING FDI INFLOWS

- The cumulative FDI equity inflow in the Electronics industry is Rs. 44,594 crore (US$ 6.28 billion) during the period April 2000 - December 2024
- For defence electronics, FDI inflows in this sector up to 49% are allowed under automatic route and beyond 49% through government approval
- The government allows 100% FDI in the ESDM sector through an automatic route to attract investments from OEMs and IDMs.



Areas of interest for investments in ESDM are as follows:

1. Mobile phone manufacturing
2. Light Emitting Diode (LED) and Liquid Crystal Display (LCD)
3. Wearable devices
4. Solar cells and modules
5. Research, innovation and skill development in emerging areas such as Augmented Reality (AR), Virtual Reality (VR), drones, robotics and additive manufacturing
6. Semiconductor wafer fabrication
7. Medical electronic devices manufacturing
8. Research and development of automotive electronics and power electronics for mobility

KEY INVESTORS IN ELECTRONICS SECTOR

- Taiwan's Foxconn has reached an agreement with Tamil Nadu to invest US$ 194 million in establishing a new manufacturing facilityfor electronic components, which is expected to generate 6,000 jobs.
- Foxconn Technology Group and STMicroelectronics NV are collaborated in 2023 to construct a semiconductor plant in India.
- Mitsubishi Electric India would invest Rs. 1,891 crore (US$ 230.9 million) to build an air conditioner and compressor factoryinTamil Nadu. This facility will generate over 2,000 jobs, 60% of which will be held by women.
- The electronics and IT ministry approved a total of 314 applications in May 2022 with proposed investments of Rs. 86,824 crore (US$ 10.51 billion) under a modified special incentive package scheme. The proposals that were approved in May included an investment of Rs. 596 crore (US$ 72.2 million) from Bosch Automotive Electronics Private Limited.
- As of November 2023, applications of 27 IT hardware mobile phones manufacturers have been approved for Production Linked Incentive scheme (PLI).

SKILL DEVELOPMENT IN ESDM SECTOR

1. Electronics Sector Skills Council of India

- Electronics Sector Skills Council of India (ESSCI) aims to facilitate a world class ecosystem for developing a future ready workforce in the Electronics System Design & Manufacturing Sector. Its mission is to become a global leader in skill development in Electronics by aligning to the product lifecycle Design, Manufacturing & Service through blended Skilling, R&D, Innovation & adoption of state of the art technologies to reach masses and lead to the growth of the ESDM sector.

2. India Electronics and Semiconductor Association

- India Electronics and Semiconductor Association (IESA) aims to grow the ESDM and electronics business segment in India and make India the preferred destination for electronics and semiconductor design and manufacturing.
- India Electronics and Semiconductor Association (IESA) acts as a trusted knowledge partner to the Central State Governments helping device policies and incentives for the ESDM industry to help attract investments into India. In order to promote technology solutions to positively impact the lives of 1.3 billion Indian citizens is a key aim for IESA, which it achieves by bridging the gap between academia and industry to bring innovations faster to market.

3. National Institute of Electronics & Information Technology, Ajmer

- The Government of India launched the 'Scheme for financial assistance to select states for skill development in ESDM sector' in November 2013. The scheme was aimed at enhancing the skilling capacities in ESDM Sector through public and private sector for students/unemployed youth belonging to other disciplines.

TRENDS AND OPPORTUNITIES

1. LOCAL MANUFACTURING OF LAPTOPS, TABLETS, SMART PHONES

- The Index of Industrial Production of manufacturing was valued at 164.8 in March 2025.
- By 2025, these initiatives would have a potential production value of US$ 100 billion and will also generate five lakh additional job opportunities.
- India's growing mobile phone manufacturing industry, fueled by the Make in India initiative, is set to generate 150,000 to 250,000 jobs in the next 12-16 months.

2. GROWING DOMESTIC HANDSET MANUFACTURING MARKET

- India’s export of electronic goods rose tremendously to reach US$ 38.56 billion in FY 25 with a growth of 20.4% YoY. Mobile phones, IT hardware (laptops, tablets), consumer electronics (TV and audio), industrial electronics and auto electronics are key exports in this sector.
- The increasing domestic demand for handset manufacturing and government support policies have led India to build on its smartphone manufacturing capabilities. By 2025, it is estimated that the addressable market for OEMs (original equipment manufacturers) would reach ~Rs. 10-11 lakh crore (US$ 140-150 billion).

3. ESTABLISHING QUANTUM COMPUTING APPLICATIONS LAB

- To accelerate quantum computing led research development and enable new scientific discoveries, the Ministry of Electronics and Information Technology (MeitY) in collaboration with Amazon Web Services (AWS) will establish a quantum computing applications lab in the country.
- The MeitY quantum computing applications lab will provide quantum computing as a service to government ministries and departments, researchers, scientists, academia and developers, to enable advances in areas such as manufacturing, healthcare, agriculture and aerospace engineering.

Source: www.ibef.org

OUR BUSINESS

*The following information is qualified in its entirety by, and should be read together with, the more detailed financial and other information included in this Draft Red Herring Prospectus, including the information contained in the section titled **"Risk Factors"**, beginning on page 25 of this Draft Red Herring Prospectus.*

*This section should be read in conjunction with, and is qualified in its entirety by, the more detailed information about our Company and its financial statements, including the notes thereto, in the section title **"Risk Factors"** and the chapters titled **"Restated Financial Statements"** and **"Management Discussion and Analysis of Financial Conditions and Results of Operations"** beginning on page 25, 181 and 82 respectively of this Draft Red Herring Prospectus.*

*Unless the context otherwise requires, in relation to business operations, in this section of this Draft Red Herring Prospectus, all references to "we", "us", "our" and "our Company" are to **"Datasol (Bangalore) Limited"**. Unless stated otherwise, the financial data in this section is as per our Restated Financial Statements prepared in accordance with Indian Accounting Policies set forth in the Draft Red Herring Prospectus.*

OVERVIEW

Our Company was originally incorporated as a Private Limited Company in the name of "***Datasol (Bangalore) Private Limited***" on February 01, 2001 under the provisions of Companies Act, 1956 bearing Corporate Identification Number U72200KA2001PTC028551 issued by Registrar of Companies – Bangalore, Karnataka. Subsequently, our company was converted into Public Limited Company under the Companies Act, 2013 and the name of our Company was changed to "***Datasol (Bangalore) Limited***" vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated September 16, 2024 bearing Corporate Identification Number U72200KA2001PLC028551 issued by Registrar of Companies, CPC.

We are engaged in the business of providing products and solutions towards electronics system design and manufacturing ("ESDM") services with a focus on high value precision engineering products. We offer tailored solutions to meet our customers' specific needs, covering assembly and integration of precision components. Based on the client's specifications, we design and manufacture the required products. We are specialized in design and supply of embedded systems, particularly in the defense, space, and industrial automation sectors. Our solutions mainly include: (i) printed circuit board design and assembly, (ii) end-to-end design services from concept and engineering to prototype development and manufacturing of products. These comprehensive services help our customers reduce manufacturing costs, streamline supply chain management, and minimize inventory obsolescence. It is important to note that while we manage the full process, fabrication is carried out by external partners.

Our Company offers a diverse portfolio of products and services across multiple industry sectors. We have consistently evolved to align with emerging technologies, dynamic customer requirements, and ongoing industry advancements. Our product offerings include: (1) embedded products and systems, (2) display and sensor solutions, and (3) turnkey systems. In addition to these, we also provide mechanical designing services to our customers, offering complete support from concept to final product.

Our commitment to quality, innovation, and precision engineering has made us a trusted name in the industry. With a deep understanding of system integration and engineering, we continue to push the boundaries of technology to deliver state-of-the-art solutions for mission-critical applications.

We currently operate from our manufacturing facility located at 9C, Prasad Global Solutions, Peenya Industrial Area, 2nd Stage, Chokkasandra Main Road, Bangalore - 560058, India, which spans approximately 11,072 square feet. The facility is designed with an engineered layout, integrated process controls, and necessary automation to ensure high standards of quality and productivity. By retaining core manufacturing capabilities in-house, we maintain stringent quality control across our operations. Components required for assembly and design solutions are either imported or sourced from suppliers and are assembled at our facility to deliver reliable and customized solutions to our clients.

Over the years, we have dedicated ourselves to building manufacturing systems and streamlined processes that meet the stringent quality standards demanded by our industry. Our commitment to excellence is reflected in our certifications AS 9100D and ISO 9001:2015 granted by TUV SUD America Inc., which validate our adherence to internationally recognized quality management system requirements. These certifications cover the design, development, manufacture, and supply of embedded electronics systems specifically tailored for aviation, space, and defense applications, underscoring our focus on precision, reliability, and industry compliance.

Our business is led by promoters, Satish Reddy and Balakuntlam Sathyanarayana Sureshkumar, who bring nearly 25 years of experience in the Electronics System Design and Manufacturing (ESDM) industry. Their deep domain knowledge and strategic vision have played a pivotal role in driving the company's growth and success. Complementing their leadership is our skilled management team, which brings a wealth of experience across key functions such as product design, development, manufacturing, and assembly. The team also oversees the research and development, manages sales, marketing initiatives, ensures robust customer support and quality assurance, and handles the overall administration of the company.

Our Vision and Mission of the company:

Vision	Mission
To provide best-in-class, sustainable, quality products and services that are competitively priced and exceed customer expectations. To invest in newer innovative systems and technologies, providing added value to our stakeholders.	Our mission is to provide best-in-class and competitively priced sustainable quality products and services that exceed customer expectations and empower users with innovative and intelligent electrical solutions that enhance efficiency, reliability, and sustainability.

OUR OPERATIONAL PRESENCE

Registered Office: 793, Basement & 1st Floor, Vyalikaval HBCS, Behind BEL Corp Office, Veeranna Palya, Nagawara, Bangalore, Karnataka, India, 560045

Manufacturing Facility: 9C, Prasad Global Solutions, Peenya Industrial Area, 2nd Stage, Chokkasandra Main Raod, Bangalore - 560058

FINANCIAL HIGHLIGHTS

(₹ in lakhs except percentage and ratios)

Particulars	31-03-2025	31-03-2024	31-03-2023
Total Income	5,243.33	4,089.60	2,263.97
Growth (%)	28.21%	80.64%	-6.02%
Revenue from Operation	5,178.40	4,037.04	2,218.24
EBITDA (Operating Profit)	758.33	529.92	64.05
EBITDA Margin (%)	14.64%	13.13%	2.89%
PAT	548.40	377.92	46.41
Growth (%)	45.11%	714.34%	-55.42%
PAT Margin (%)	10.59%	9.36%	2.09%
EPS (Basic & Diluted) - (As per end of Restated period)	105.46	72.68	8.92
EPS (Basic & Diluted) - (Post Bonus with retrospective effect)	5.02	3.46	0.42
Total Borrowings	74.72	246.57	383.02
Total Net Worth (TNW)	2,803.25	2,254.86	1,876.94
RONW (%)	19.56%	16.76%	2.47%
ROCE (%)	27.55%	22.32%	4.00%
Debt Equity Ratio (Total Borrowing/TNW)	0.03	0.11	0.20

OUR COMPETITIVE STRENGTHS

- **Comprehensive End-to-End Solutions**

  Our company provides a complete range of services in electronic manufacturing, covering everything from PCB design and assembly to software installation, testing, and final product integration. By offering an all-in-one solution, the company eliminates the need for multiple vendors, reducing complexity and ensuring seamless coordination across all production stages. This holistic approach allows customers to receive fully tested and ready-to-use products, significantly improving efficiency and time-to-market.

Further, we focus on continually expanding our technological expertise in manufacturing for diverse industries, integrating our services, and thereby enhancing our capability to serve multiple industry verticals. Our capability to manufacture and supply quality products ensures customer satisfaction, fosters customer loyalty and generates repeat business. Additionally, the continuous learning from our diversified experience enhances the knowledge level of our workforce, makes it capable of delivering solutions and creates talent. The diversification and expansion of our product portfolio is primarily driven by the needs of our customers and technological advancements in the industry. Set out below is our revenue from operations by our products and service offerings.

Particulars	March 31, 2025	% of Total Revenue from Operations	March 31, 2024	% of Total Revenue from Operations	March 31, 2023	% of Total Revenue from Operations
Sale of Products						
Embedded Products and Systems	3,320.57	64.12%	2,794.95	69.23%	1,368.46	61.69%
Displays and Sensors	1,012.32	19.55%	653.11	16.18%	267.25	12.05%
Turnkey System Solutions	469.30	9.06%	232.29	5.75%	341.04	15.37%
Sale of Services						
Engineering Services	376.21	7.26%	356.69	8.84%	241.49	10.89%
Total	**5,178.40**	**100.00%**	**4,037.04**	**100.00%**	**2,218.24**	**100.00%**

- **Stringent Quality Control**

Datasol's unwavering commitment to quality stands out as a key competitive strength in the embedded electronics industry. The company follows a rigorous quality control framework that ensures every product meets the highest standards of performance and reliability. At each stage of production, from component verification to final assembly, Datasol implements detailed inspection protocols, including high-magnification PCB inspection, functional testing, and structural integrity checks. Parameters such as soldering quality, lead alignment, and polarity are meticulously reviewed to eliminate defects before products reach customers.

This thorough quality assurance approach not only minimizes failures but also significantly enhances product lifespan, making Datasol a trusted partner in mission-critical sectors. Reinforcing this commitment are the prestigious AS 9100D and ISO 9001:2015 certifications awarded by TUV SUD America Inc. These certifications validate Datasol's adherence to globally recognized quality management standards for the design, development, manufacture, and supply of embedded electronic systems, particularly for aviation, space, and defense applications. This robust quality culture enables Datasol to deliver precision-engineered, highly reliable products that meet the stringent demands of its specialized clientele.

- **Long term and well-established relationships with customers**

Datasol's deep-rooted customer relationships are a core competitive strength that significantly contributes to its business stability and growth. Over the years, the company has built and nurtured long-term associations with leading component manufacturers and a diverse customer base across sectors such as defense, space, and industrial automation. This trust is reinforced by Datasol's ability to consistently deliver high-quality, customized solutions backed by a comprehensive product portfolio.

Datasol's collaborative approach across the entire product life cycle from concept creation and product development to prototyping and testing helps customers accelerate their development timelines and reduce time-to-market. This end-to-end support positions Datasol as a preferred manufacturing partner, enabling the company to expand its engagement by increasing the volume of shipments, manufacturing a broader range of products, and catering to more divisions within a client's ecosystem.

Impressively, the company has managed to retain a high concentration of business from its top 10 customers, contributing 89.62% (FY 2025), 86.11% (FY 2024), and 83.75% (FY 2023) of total revenue from operations demonstrating a consistent level of trust and satisfaction. Datasol's customer acquisition strategy is equally robust, involving market analysis, capability pitching, technical and commercial proposals, customer audits, prototyping, and first article inspections all designed to ensure long-term, lifecycle-based customer engagement. This holistic and customer-centric approach solidifies Datasol's competitive edge in a highly specialized and demanding industry.

- **Experienced and Qualified Management and Employee base**

Datasol's strong leadership team is a critical competitive advantage, driving its sustained growth and operational excellence. The company is led by its Promoters and Whole-time Directors Satish Reddy, an Electronics and Communications Engineering graduate with around 25 years of industry experience, and Balakuntlam Sathyanarayana Sureshkumar, a Bachelor of Science graduate, also with approximately 25 years of experience. Their deep domain expertise, strategic vision, and hands-on involvement have been instrumental in guiding the company through various phases of expansion and innovation.

The management team's substantial experience in the Embedded Systems and Electronics Manufacturing Services (ESDM) sector allows Datasol to effectively identify and seize market opportunities, formulate and implement robust business strategies, manage evolving client requirements, and navigate dynamic industry trends. Their continuous advisory input enhances operational performance, regulatory compliance, and customer relationship management.

This top-tier leadership is supported by a dedicated mid-level management team and a skilled workforce, all of whom benefit from regular in-house training initiatives. This structured knowledge transfer and upskilling environment ensures that employees are aligned with the company's quality standards and technological goals. Collectively, Datasol's qualified management and competent personnel base empower the company to scale operations, maintain high product quality, and reinforce its position in a competitive and specialized industry.

- **Robust Supply Chain Management**

Efficient supply chain management is critical to ensuring timely production and delivery of electronic components. Datasol has strong relationships with trusted suppliers, allowing it to source high-quality raw materials and components with minimal delays. The company maintains an organized inventory system, ensuring that essential parts are always available when needed. By implementing effective procurement strategies, Datasol minimizes lead times, reduces production bottlenecks, and ensures consistent output. This supply chain efficiency translates into faster turnaround times for customers.

- **Reliable After-Sales Support**

Datasol goes beyond just delivering products by offering comprehensive after-sales support. The company assists customers with installation, on-site functional testing, troubleshooting, and maintenance guidance. Functional tests are conducted at the end-user's location to ensure that each unit operates as expected under actual usage conditions. Additionally, Datasol provides detailed test reports and documentation for quality assurance and regulatory compliance. This strong post-sales support strengthens customer relationships and enhances trust in the brand.

OUR BUSINESS STRATEGY:

- **Hybrid Business Model for Sustainable Growth**

Datasol follows a hybrid business model that combines System Engineering with Commercial Off-The-Shelf (COTS) modules and complete indigenous development. The System Engineering approach using COTS allows the company to execute projects faster, reducing risk while maintaining moderate profit margins in a competitive market. On the other hand, the indigenous development model focuses on designing and developing systems from concept to final product, offering long-term opportunities for scaling up. With the Indian government's emphasis on the "Make in India" initiative, this approach positions Datasol as a strong MSME player in the industry, ensuring both immediate revenue generation and long-term sustainability. Additionally, this model fosters a sense of pride among employees, as they contribute to national security through their work.

- **Focus on R&D and Innovation**

Innovation is at the core of Datasol's strategy. The company is continuously investing in research and development to enhance its product offerings, improve existing systems, and develop new solutions tailored to market needs. By leveraging indigenous design capabilities, Datasol aims to create cutting-edge, high-performance electronic systems that meet international standards. This not only strengthens its competitive advantage but also aligns with the government's push for self-reliance in the defense and technology sectors.

- **Diversification of Product Portfolio**

  To reduce dependency on specific market segments, Datasol is diversifying its product portfolio. The company is expanding its focus beyond defense and aerospace to emerging industries such as Railways, automotive electronics, industrial automation, medical devices, and IoT-based solutions. This diversification helps mitigate risks associated with industry-specific fluctuations while opening up new revenue streams. By catering to multiple sectors, Datasol ensures long-term business sustainability.

- **Enhancing Customer-Centric Approach**

  Understanding customer needs and delivering tailored solutions is a key focus area for Datasol. The company is investing in customer engagement initiatives, personalized support services, and interactive communication channels to build long-term relationships. By offering customized solutions, quick response times, and exceptional service quality, Datasol aims to enhance customer satisfaction and foster loyalty, leading to repeat business and positive market reputation.

- **Adoption of Lean Manufacturing & Cost Optimization**

  Efficiency is a priority for Datasol, and the company is adopting lean manufacturing principles to optimize production processes. By reducing waste, enhancing resource utilization, and improving workflow efficiency, Datasol aims to lower operational costs while maintaining high-quality standards. Investments in automation, standardization, and process optimization will further contribute to cost-effectiveness, making the company more competitive in the market.

- **Strengthening Compliance & Certifications**

  Compliance with industry regulations and certifications is essential for market credibility. Datasol is committed to maintaining globally recognized certifications such as ISO, MIL-STD, and EMI/EMC compliance. These certifications validate product reliability, facilitate entry into regulated markets, and ensure adherence to stringent quality and safety standards. Maintaining high compliance levels enhances customer trust and expands business opportunities.

- **Strengthening After-Sales & Technical Support**

  Providing exceptional post-sales service is a priority for Datasol. The company is enhancing its after-sales support by offering extended warranties, on-site troubleshooting, remote diagnostics, and technical assistance. A dedicated customer support team ensures prompt issue resolution, reinforcing Datasol's commitment to quality and reliability. This focus on after-sales service enhances customer trust and builds long-term relationships.

OUR PRODUCT PORTFOLIO

Our Product offerings include (i) Embeded products & Systems (ii) Displays & Sensors (iii) Turnkey System Solutions

A. Embeded Products and Systems

Product image	Product	Description
	**RUGGED PANEL COMPUTER / WORKSTATION**	• Rack or Panel or Console or Desktop Mount Options • Display Size 15", 18.5", 19", 20.1", 21.5", 24", 28" • AMLCD or LCD panel with LED backlight • Resistive / Capacitive / PCAP Touch options • Computing Options Intel ATOM, Intel Hexa Core-i7 and up to 16 Cores XEON series • Up to 128Gb RAM Option , 2 or 4 GbE ETH, USB, Serial • Additional Option High Graphics, Ethernet Switch • Operating Temp: -20oC to 55oC, Optional-

Product image	Product	Description
		30oC • Complied to MIL-STD and JSS 55555 Standards • Removable SSD's up to 2TB • Fanless or Forced Air-Cooling • AC or DC Power Input
	**Rugged MIL-STD Computer Servers**	• Rugged Compact 1/2/3/4U Server • IP55 Dust and Water Resistant • Latest Multi-Core i7 or Xeon Processors • Wide Operating Temperature Range • Shock and Vibration Tolerant • Low Depth Only 450mm Deep • AC or DC Power Supply • MIL STD 461 EMI Compliant • MIL STD 810 Environmental Compliant
	**Rugged RAID NAS / SAN Storage**	• NAS or SAN RAID Storage or RAID Storage Server • Compact Tough Light Weight Aluminium Construction • RAID 0, 1, 10, 3, 5, 6, 30, 50, 60, or JBOD • Build Options up to 24 Hot Swap Drive Bays • Dual Gbit Ethernet as Standard (expandable) • Optional 10Gbit Ethernet Interface(s) • Low Depth only 500mm deep
	**cPCI / ComEx standards.**	• 3U CompactPCI 2.0 / 2.3 Blades with latest Intel Processors • 3U CompactPCI Serial Blades with latest Intel Processors • 3U Enclosures & Systems • 6U Enclosures & Systems • 6U CompactPCI 2.0 Blades • cPCI/cPCI PlusIO Backplanes • CompactPCI Switches • CompactPCI 3U and 6U Power Supplies for • IO Peripherals & Accessories
	**VME System**	• 6U VME64x Blades with latest Intel & PowerPC Processors • 6U VME RTMs • 6U Enclosures & Systems • 6U VME Carriers • 6U IO & Peripheral Cards
	**VPX IO Modules**	• 3U VPX 64-Channel Isolated Analog to Digital Converter Board • 3U VPX 120-Channel Isolated Digital I/O Board (Advance) • 3U VPX 96-Channel Isolated Digital I/O Board (Preliminary) • 3U VPX 64-Channel Isolated Digital I/O Board • XMC to 3U VPX Converter

Product image	Product	Description
	**Rugged Railway COTS Solutions**	ACOTS Solutions for Train Control, Rail Signaling and Automation as well as below applications: • AIoT-Enabled Video Surveillance System • Driver Machine Interface (DMI) • Centralized Traffic Control (CTC) • Automatic Fair Collection Systems • Temporary Speed Restrictors (TSRS) • Automatic Train Operation (ATO) • Automatic Fare Collection • Passenger Information System • Railway System Customization Services
	**Compact DAQ System (MAQ20)**	The MAQ®20 Industrial Data Acquisition and Control System encompasses more than 25 years of design excellence and quality in the industrial test and measurement and control industry. This powerful, high performance, highly flexible system offers the industry's lowest cost per channel, integral PID loop control, and ±0.035% system accuracy (module dependent). It is ideal for test and measurement, factory and process automation, machine automation, military and aerospace, power and energy, environmental monitoring, and oil and gas applications.
	**MIL-1553B ADC DAC DIO Serial cot**	A range of Mezzanine boards are available address, ADC, DAC, DIO, SERIAL, MIL-1553B, AFDX, GPGPU etc.. on PMC XMC and FMC form factors.
	**Launch Interface Computer**	• cPCI / VME Based • Intel Quad Core i7 Computer, 16GB RAM, 1TB or more SSD Storage • A300 Isolated DI, 300 Isolated DO, 64 Analog Input Channels • 2 Eth Ports, All I/O on MIL- 38999 • Forced Air-Cooling Technology • Operating Temp: -20ºC to +55ºC • 230V AC Power Input Optional +28V • Qualified for MIL-810E, MIL-STD-461D
	**Rugged KVMs**	• Rackmount Options • Display Size 15", 18.5", 19", 20.1" • AMLCD or LCD panel with LED backlight • Resistive / Capacitive / PCAP Touch options • 38 or 50mm Trackerball, Touchpad • Removable Display or Keyboard for easy MTTR • AC or DC Power Input • Operating Temp: -20ºC to 55ºC • Complied to MIL-STD and JSS 55555 Standards

Product image	Product	Description
  	**RUGGED SMALL-FORM FACTOR EMBEDDED COMPUTERS**	Datasol has more than a decade of experience in designing Size, Weight, Power, and Cost (SWaP-C) Sealed Extreme Rugged™ COTS computing platform in a tiny footprint or custom footprint, ideal for ground, air, and sea deployments. Easily configured application-ready platform for fast integration of custom rugged embedded applications. • COMexpress Type 6, 7, & 10 Support, SMARC • Latest Intel Multi-Core Processors (ATOM, i7, XEON) Architecture and NVIDIA Jetson TX2i Series Available • RAM Upto 128Gb depends on Configuration • I/O: 2 x GigE, 2 x USB 2/3, 2 x Serial, HD Audio, GPIO, 2 xDVI/DP Video Outputs • Expansion slots: PMC/XMC, FMC, miniPCIe • Removable Storage option: SSD, mSATA, M.2 • Various IO Configuration Options like • Analog Input & Output • Isolated Discrete Input & Output • MIL-1553B / ARINC429 / ARNIC717 /AFDX • SYNC & ASYNC Serial interface • Frame Grabber & GPGPU Graphics modules • Synchro / Resolvers modules • High Speed Tx & Rx Up to 5Gs/s • 10GbE or Fibre interface • WIFI, GSM, GPS • Removable Storage SSD up to 2TB or more SEMA remote monitoring feature

B. Displays & Sensors

Product image	Product	Description
 	**RUGGED DISPLAYS**	• Display Size 10.4”, 15”, 18.5”, 19”, 20.1”, 21.5”, 24”, 28” • AMLCD or LCD panel with LED backlight • Up to 4K resolution support • HD or Full HD features • Resistive / Capacitive / PCAP Touch options • Fanless or Forced Air-Cooling • AC or DC Power Input • Operating Temp: -20oC to 55oC • Complied to MIL-STD and JSS 55555 Standards

 	**Cockpit Displays**	• Displays of various sizes includes 3ATI,4ATI, 5x5, 6x6, 6x8. 12x9 and 20x8 are some of the Aircraft grade displays used for different Avionics applications. • Integrated Standby Instruments Systems, Back Display units and • Large Area Displays
  	**Inertial Systems**	• MEMS based Inertial Navigation Systems that includes the following. • IMU, VG, AHRS and Accelerometer sensor assembly. • Airdata Computer and AHRS combined units ADAHRS.

C. Turnkey System Solutions

Product image	Product	Description
	**Rugged Consoles**	• Single or Dual or Triple Display Consoles • Wall Mount or Desktop mount or Shock Mount version • Up to 24” Display sizes or PanelPC Options • Up to 15” TID • Intelligent Compact Embedded Computers with Graphics options • Foldable Keyboard, Joystick, Tracker ball • Intelligent Smart OLED Switch Matrix 4×3, 4 x4 • Option of Integrating RADAR Scan Converters • Forced Air-Cooling or Conductive Cooling • Applications like Command Control, Electronic Warfare, Tactical Systems, Radar Consoles, Sonar Consoles, Ground Checkout Systems

Product image	Product	Description
	**Ground Checkout Systems**	• We have provided variety of ground checkout systems to different applications starting from Satellite launch to Missile launch, Aircraft simulation, control systems for testing Rocket Engines, adjusting payloads on satellite on programs like Chandrayaan.

D. Engineering Services

The Company is providing engineering services to both Indian and international customers, which includes:

- ***Design and Development:***

  The company offers custom design and development services tailored to the specific requirements of Indian and international clients. This includes understanding client needs in detail and translating them into functional engineering solutions that align with the intended application and performance criteria.

- ***Pre-Sales Support:***

  Datasol actively engages in pre-sales activities to assist customers in making informed decisions. This includes participating in technical discussions, conducting product demonstrations, and working closely with customers during the proof-of-concept and evaluation phases to ensure alignment with their expectations and technical needs.

- ***System Architecture and Development:***

  The company supports the finalization of system architecture and develops detailed schematics while clearly defining all technical requirements. It also undertakes development of firmware, BIOS software updates, and designs drivers and GUI components to meet specific project specifications and functionality goals.

- ***Proposal and Tender Management:***

  Datasol prepares comprehensive techno-commercial proposals and ensures timely submission of tenders. The team is also actively involved in commercial negotiations, leveraging its technical expertise to support successful bidding and client engagement.

- ***Ruggedization and Embedded Hardware Design:***

  The company executes its share of responsibilities related to ruggedization and the design of additional embedded hardware. These designs are developed in compliance with industry and project-specific standards, ensuring robustness, reliability, and performance under demanding operating conditions.

OUR OFFERINGS

At the core of our operations lies a highly skilled in-house team of engineers and technical experts, committed to delivering end-to-end design, development, integration, and quality assurance services across mechanical and electronics domains. Our offerings are structured to provide complete product lifecycle support, from concept to final validation.

Mechanical Team Capabilities

- **Mechanical Design Excellence**: We offer advanced mechanical design services using industry-standard tools like SolidWorks, integrating both thermal and structural analysis into our workflow. This ensures that every design is optimized not only for performance but also for durability and manufacturability.

- **Assembly and Integration**: Our mechanical team is equipped to handle precision assembly and seamless system integration, ensuring that individual mechanical components come together in a cohesive and operationally sound system.

- **Mechanical Quality Control:** We place a strong emphasis on quality assurance, employing stringent checks and validation processes to ensure that every mechanical component meets exacting performance and safety standards.

- **Dedicated In-House Team**: All mechanical operations are carried out by our in-house team of experts, enabling faster iterations, greater control over quality, and efficient project management.

Electronics Design Team Capabilities

- **Comprehensive Electronics Design:** Our Electronics Design Team is proficient in creating both analog and digital circuit designs tailored to project-specific requirements. We work closely with clients to deliver solutions that are innovative, reliable, and scalable.

- **Component Procurement:** We manage procurement of high-quality electronic components, ensuring timely sourcing and cost-efficiency without compromising on reliability.

- **Integration and Assembly**: Our in-house capabilities extend to the integration and physical assembly of electronic systems, allowing us to maintain tight control over compatibility and system performance.

- **Testing & Validation**:
  1. Burn-in testing is conducted to identify early-life failures, enhancing the reliability of the final product.
  2. Environmental testing includes extreme temperature (low/high) and humidity conditions to simulate real-world usage and stress.

- **Protective Coating:** To extend the lifecycle of our electronic products, we apply conformal coatings that protect against moisture, dust, chemicals, and temperature extremes.

- **Electronics Quality Assurance:** All electronics go through a comprehensive quality assurance process, ensuring compliance with safety and operational benchmarks before deployment.

- **In-House Team of Experts**: Just like our mechanical division, all electronics operations are performed by a dedicated in-house team, ensuring high-quality execution, accountability, and confidentiality throughout the project lifecycle.

MANUFACTURING PROCESS FLOW

This process outlines the complete manufacturing flow for mechanical and electronic assemblies, including in-process and final testing.

❖ **Mechanical Manufacturing Process Flow**

1. **Material Inspection**

   Datasol begins its mechanical manufacturing with a stringent material inspection process. All incoming raw materials are tested for chemical and mechanical properties, ultrasonic quality, and dimensional accuracy. These inspections are carried out by Customer Quality Representatives or third-party Inspection Agencies to verify that the materials conform to approved technical drawings and certification requirements.

2. **Mechanical Fabrication**

   After inspection, the approved materials are sent to external vendors for fabrication. This involves precision processes such as CNC machining, cutting, drilling, and bending, all conducted in line with customer-approved design drawings. Datasol ensures that only qualified vendors are engaged for this stage to maintain consistency and quality.

3. **Chromatization, Coating & Naming**

   Once fabricated, the components undergo surface treatment processes including chromatization, powder coating, or painting. These treatments enhance corrosion resistance and environmental durability. Components are also labeled as per the project's configuration. This entire stage is executed outside the organization by qualified service providers.

4. **Customer Quality Inspection**

   Following surface treatments, mechanical parts are inspected again by the Customer Quality Representative or Inspection Agency. These inspections focus on the surface finish, geometric accuracy, and correctness of labeling to ensure compliance before moving to the assembly stage.

5. **Mechanical Assembly & Integration**

   Once cleared, components are brought in-house for assembly. This step includes assembling COTS modules, interface boards, and mechanical structures. Power and filter modules are mounted using thermal compounds and heat sinks, and connectors are screened and installed. Internal wiring is completed with rigorous checks for crimping, retention, continuity, and insulation resistance.

❖ **Electronics Manufacturing Process Flow**

1. **Bare PCB Handling & Component Inspection**

   Datasol performs in-house inspection of bare PCBs and electronic components. This includes verifying quantity, material type, continuity, and physical condition. To remove any moisture, PCBs are baked at 110°C for two hours. Key components and PCBs are also subjected to KOP inspection by the Customer Quality Representative or Inspection Agency to ensure readiness for assembly.

2. **Component Assembly & Soldering of PCBs**

   After inspection, components are assembled onto PCBs either manually or using automated machines. Both passive and active components are used depending on design requirements. Each board then undergoes cleaning, visual inspection, and solder joint verification. All soldering work is inspected by the Customer Quality Representative or Inspection Agency to ensure proper workmanship.

3. **Potting & Conformal Coating**

   To protect the PCB assemblies from environmental and thermal stress, Datasol applies conformal coating and potting compounds. These processes enhance the reliability and longevity of the assemblies and are carried out entirely in-house.

4. **COTS Items Handling**

   Datasol manages COTS (Commercial-Off-The-Shelf) items either through imports or local sourcing. Each item's part number and Certificate of Conformance (COC) are verified. Functional testing is carried out, followed by inspections conducted by the Customer Quality Representative or Inspection Agency.

❖ **Testing, Integration & Final Assembly**

1. **Sub-system Integration & Testing**

   At this stage, Datasol performs internal wiring, including crimping and retention checks. Sub-systems are tested for continuity and insulation resistance. Each unit undergoes functional testing to ensure it meets design requirements. All results are documented with traceable test reports for quality tracking.

2. **Software Installation**

   Datasol installs operating systems and application-specific software on the integrated hardware. Configuration settings are customized based on the specific requirements of each project. This ensures the hardware is fully functional and ready for operation.

3. **Burn-in Test**

   To assess reliability, Datasol conducts a burn-in test, typically lasting 168 hours at a temperature of 65°C. This process helps detect early failures and ensures thermal stability. The test is carried out based on the customer's requirement.

4. **Customer Quality Inspections**

   Throughout the assembly and testing process, Datasol coordinates multiple in-process and final inspections. These are performed by Customer Quality Representatives or Inspection Agencies to verify that the build adheres to all required specifications.

5. **Final integration**

   In this step, all sub-modules and subsystems are combined to form the final product. The integration is performed in accordance with the Bill of Materials (BOM) and customer-approved design documents. This ensures complete assembly fidelity.

6. **Isolation Check**

   Before proceeding to final testing, Datasol performs isolation checks to confirm electrical insulation and system safety. This is a crucial step in validating the overall integrity of the electronic system.

❖ **Final Testing & Dispatch**

1. **Qualification & Acceptance Tests**

   Datasol conducts qualification and acceptance tests to validate the product's environmental, performance, and safety characteristics. These tests are carried out in the presence of the Customer Quality Representative or Inspection Agency and benchmarked against the customer's technical specifications.

2. **Endurance Testing**

   To simulate long-term real-world use, Datasol performs endurance testing on each system. This usually lasts between 4 to 8 hours depending on the customer's specification and helps confirm system reliability under extended operational conditions.

3. **Packing & Dispatch**

   Once all tests are successfully completed, the units are packed using approved protective materials. Every shipment is accompanied by a full set of documentation, including test reports and logbooks, either for the entire batch or each unit, as required by the customer.

4. **Post Delivery Support**

   After delivery, Datasol provides support for any customer verification or site-level testing. The team remains available to assist with installation, troubleshooting, and final validation, ensuring a seamless customer experience.

OUR MANUFACTURING FACILITY

Our Manufacturing Facility is situated at 9C, Prasad Global Solutions, Peenya Industrial Area, 2nd Stage, Chokkasandra Main Raod, Bangalore – 560058

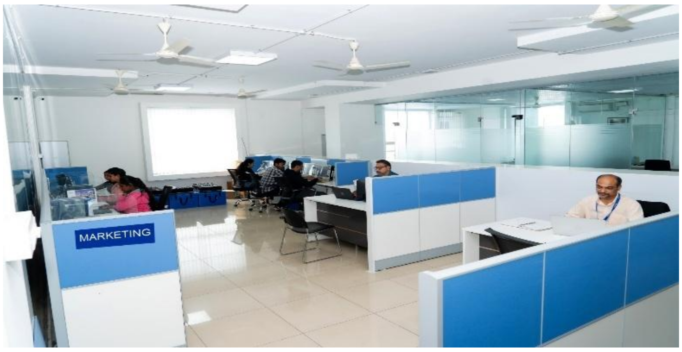
Manufacturing Facility

Production Facility

Design and Engineering

Mechanical Assembly

Stores | **Testing**



Marketing | **Quality**

OUR CUSTOMERS AND SUPPLIERS

The company supply its products majorly to different States in India and other different Countries. The following is the breakup of the top 1, 5 and 10 customers/suppliers of our Company for the financial year ended on March 31, 2025, March 31, 2024 and March 31, 2023:

Particulars	March 31, 2025		March 31, 2024		March 31, 2023	
	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %
Top Customers						
Top 1 Customer	1,682.41	32.49%	1,220.44	30.23%	737.89	33.26%
Top 5 Customers	3,691.55	71.29%	2,736.92	67.80%	1,538.98	69.38%
Top 10 Customers	4,641.14	89.62%	3,476.21	86.11%	1,858.17	83.77%

Particulars	March 31, 2025		March 31, 2024		March 31, 2023	
	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %	Amount (₹ in lakhs)	In %
Top Suppliers						
Top 1 Supplier	494.97	16.78%	824.03	28.01%	401.96	21.52%
Top 5 Suppliers	1,343.23	45.55%	1,456.04	49.50%	767.18	41.08%
Top 10 Suppliers	1,831.50	62.11%	1,907.19	64.84%	1,056.93	56.59%

As certified by our statutory auditor having peer review certificate M/s. Iswar & Gopal, Chartered Accountant vide their examination report dated September 22, 2025.

RAW MATERIAL AND SUPPLIERS

We purchase our raw materials from various suppliers. The cost of raw materials purchased during financial year 2025, financial year 2024 and financial year 2023 was ₹ 3,042.29 lakhs, ₹ 3,008.26 lakhs, and ₹ 1,931.24 lakhs, respectively.

We enjoy a very good relationship with many of our raw material suppliers, which enables a timely delivery of raw materials. We keep an array of suppliers with us, to ensure that there is no delay in manufacturing and delivery of the products to the customer due to the delay or failure to supply a critical raw material by any supplier.

Details of State-wise purchases are as follows:

₹ in lakhs

State	March 31, 2025	% of Total Purchases	March 31, 2024	% of Total Purchases	March 31, 2023	% of Total Purchases
Karnataka	480.77	15.80%	700.61	23.29%	242.47	12.55%
Maharashtra	52.19	1.72%	71.00	2.36%	87.19	4.51%
Telangana	14.53	0.48%	56.81	1.89%	26.58	1.38%
Others	58.76	1.93%	61.25	2.04%	68.38	3.54%
Total	**606.24**	**19.93**	**889.66**	**29.57**	**424.62**	**21.99**

As certified by our statutory auditor having peer review certificate M/s. Iswar & Gopal, Chartered Accountant vide their examination report dated September 22, 2025.

Details of Country-wise purchases are as follows:

₹ in lakhs

Country	March 31, 2025	% of Total Purchases	March 31, 2024	% of Total Purchases	March 31, 2023	% of Total Purchases
Taiwan	791.10	26.00%	1,025.16	34.08%	530.70	27.48%
USA	454.56	14.94%	526.36	17.50%	396.11	20.51%
Israel	652.61	21.45%	248.64	8.27%	150.58	7.80%
Others	537.78	17.68%	318.42	10.58%	429.23	22.23%
Total	**2,436.05**	**80.07**	**2,118.59**	**70.43**	**1,506.62**	**78.01**

As certified by our statutory auditor having peer review certificate M/s. Iswar & Gopal, Chartered Accountant vide their examination report dated September 22, 2025.

Details of Geography wise Purchases

₹ in lakhs

Particulars	March 31, 2025	% of Total Purchases	March 31, 2024	% of Total Purchases	March 31, 2023	% of Total Purchases
Domestic	606.25	19.93%	889.66	29.57%	424.62	21.99%
Imports	2436.05	80.07%	2118.59	70.43%	1506.62	78.01%
Total	**3,042.29**	**100.00%**	**3,008.26**	**100%**	**1,931.24**	**100%**

As certified by our statutory auditor having peer review certificate M/s. Iswar & Gopal, Chartered Accountant vide their examination report dated September 22, 2025.

SALES & MARKETING

Datasol focuses on a strategic, relationship-driven approach to sales and marketing. We engage in regular one-on-one meetings with customers to understand their evolving needs and provide tailored solutions. Participation in key industry exhibitions like **AERO INDIA** and **DEFEXPO** enhances our market presence, enabling direct interaction with potential clients and industry leaders. By leveraging our technical expertise, strong industry connections, and targeted digital marketing efforts, we aim to expand our customer base, strengthen brand recognition, and position ourselves as a preferred partner in the defense and aerospace sectors. Below are some highlights from these events:

Deatails of Geography wise sales

Particulars	March 31, 2025 (₹ in lakhs)	% of Total Revenue from Operations	March 31, 2024 (₹ in lakhs)	% of Total Revenue from Operations	March 31, 2023 (₹ in lakhs)	% of Total Revenue from Operations
Domestic	4,744.10	91.61%	3,718.42	92.11%	2,046.06	92.24%
Exports	434.40	8.39%	318.62	7.89%	172.18	7.76%
Total	**5,178.40**	**100.00%**	**4,037.04**	**100.00%**	**2,218.24**	**100.00%**

As certified by our statutory auditor having peer review certificate M/s. Ishwar & Gopal, Chartered Accountant vide their examination report dated September 22,2025.

Details of state-wise sales are as follows:

State	March 31, 2025 (₹ in lakhs)	% of Total Revenue from Operations	March 31, 2024 (₹ in lakhs)	% of Total Revenue from Operations	March 31, 2023 (₹ in lakhs)	% of Total Revenue from Operations
Karnataka	1,986.95	38.37%	1,460.12	36.17%	1,110.37	50.06%
Kerala	69.97	1.35%	431.03	10.68%	68.12	3.07%
Maharashtra	867.80	16.76%	348.96	8.64%	107.73	4.86%
Tamil Nadu	115.59	2.23%	271.99	6.74%	37.90	1.71%
Telangana	722.91	13.96%	910.67	22.56%	461.04	20.78%
Uttar Pradesh	886.08	17.11%	208.74	5.17%	47.09	2.12%
Andhra Pradesh	-	-	24.74	0.61%	104.01	4.69%
Delhi	2.43	0.05%	19.23	0.48%	47.94	2.16%
Gujarat	33.30	0.64%	18.61	0.46%	19.33	0.87%
Haryana	22.77	0.44%	-	-	41.41	1.87%
Madhya Pradesh	1.69	0.03%	-	-	1.11	0.05%
Uttarakhand	4.61	0.09%	1.72	0.04%	-	-
Odisha	18.88	0.36%	9.05	0.22%	-	-
Punjab	6.03	0.12%	13.57	0.34%	-	-
Himachal pradesh	3.48	0.07%	-	-	-	-
West Bengal	1.62	0.03%	-	-	-	-
Total	**4,744.10**	**91.61%**	**3,718.42**	**92.11%**	**2,046.06**	**92.24%**

As certified by our statutory auditor having peer review certificate M/s. Ishwar & Gopal, Chartered Accountant vide their examination report dated September 22, 2025.

Details of Country-wise sales are as follows:

Country	March 31, 2025 (₹ in lakhs)	% of Total Revenue from Operations	March 31, 2024 (₹ in lakhs)	% of Total Revenue from Operations	March 31, 2023 (₹ in lakhs)	% of Total Revenue from Operations
India	4,744.10	91.61%	3,718.42	92.11%	2,046.06	92.24%
Taiwan	277.97	5.37%	31.09	0.77%	71.86	3.24%
United Kingdom	-	-	287.53	7.12%	100.32	4.52%
Japan	156.33	3.02%	-	-	-	-
Total	**5,178.40**	**100.00%**	**4,037.04**	**100.00%**	**2,218.24**	**100.00%**

As certified by our statutory auditor having peer review certificate M/s. Ishwar & Gopal, Chartered Accountant vide their examination report dated September 22, 2025.

Details of Sector-wise sales are as follows:

Particulars	March 31, 2025 (₹ in lakhs)	% of Total Revenue from Operations	March 31, 2024 (₹ in lakhs)	% of Total Revenue from Operations	March 31, 2023 (₹ in lakhs)	% of Total Revenue from Operations
Government	3,836.07	74.08%	2,947.84	73.02%	1,798.88	81.09%
Private	1,342.33	25.92%	1,089.20	26.98%	419.35	18.90%
Total	**5,178.40**	**100.00%**	**4,037.04**	**100.00%**	**2,218.24**	**100.00%**

As certified by our statutory auditor having peer review certificate M/s. Ishwar & Gopal, Chartered Accountant vide their examination report dated September 22, 2025.

The efficiency of the sales and marketing network is critical to success of our Company. Our success lies in the strength of our relationship with the clients who have been associated with our Company. Our team through their experience and good rapport with these clients owing to timely and quality delivery of products plays an instrumental role in creating and expanding a work platform for our Company. To get repeat orders from our customers, our team having adequate experience and competence, regularly interact with them and focus on gaining an insight into the additional needs of customers.

SWOT ANALYSIS

PLANT AND MACHINERY DETAILS

Details of Equipments

Details of Equipment	Usage	Quantity (Owned)	Quantity (Hired)
Thermal Chamber	Test Chamber	1	-
DG Set	For power backup	1	-
Industrial Baking Oven	For PCB Baking	1	-
Confirmal Coating setup	For PCB environement protection coating	1	-
Soldering station	For component / cable assemblies	7	-
Rugulated DC Variable Power Supply	Unit / Boards / Circuit testing	1	-
Rework Station	Service / Rework of PCB's.	1	-
Digital Storage Oscilloscope (2-CH)	R&D	1	-
Digital Storage Oscilloscope (4-CH)	R&D	1	-
DMC Crimping Tool	Prodcution: Cable Harness	6	-
Hight gauge surface table	Quality	1	-
Rugulated dual dc power supply	R&D and testing	3	-
Digital Hight Gauge	Quality	1	-
Digital Insulation Tester & Digital Multimeter	Testing	1	-
5 ½ Digital Multimeter	R&D and testing	1	-
6 ½ Digital Multimeter	R&D and testing	1	-
Function Generator	R&D and testing	2	-

Details of Equipment	Usage	Quantity (Owned)	Quantity (Hired)
Digital Multimeter	R&D and testing	6	-
Variac/Dimmerstat	R&D and testing	2	-
Clamp Meter	Testing	1	-
Rheostat	R&D and testing	1	-
DG Set	For power backup	-	1
Microscope, Magnifier 40X / 100X with LCD	Quality	3	-
Vernier Calipers	Mechanical Design & Assembly	3	-
Temperature & Humidity Meter	Quality	2	-
Coating Thickness Gauage	Quality	1	-
Thickness Foils	Quality	1	-
Torque Screw Driver	Mechanical Assembly	1	-
Digital Lux Meter	Quality	1	-
DMC Retention Tester	Quality	1	-
Weidmuller Retention Tester	Cable Assembly	1	-
Samtec Crimping Tool	Cable assembly	1	-
Digital Weighing Scale	Quality	2	-

As certified by our statutory auditor having peer review certificate M/s. Ishwar & Gopal, Chartered Accountant vide their examination report dated September 27, 2025.

Details of Software tools

Details of Softwares	Usage	Quantity (Owned)	Quantity (Hired)
Solid Works Premium / Standard	Mechanical Design	4	-
OrCAD	Electrical Design	2	-

As certified by our statutory auditor having peer review certificate M/s. Ishwar & Gopal, Chartered Accountant vide their examination report dated September 27, 2025

INFRASTRUCTURE FACILITIES & UTILITIES

Registered Office: 793, Basement & 1st Floor, Vyalikaval HBCS, Behind BEL Corp Office, Veeranna Palya, Nagawara, Bangalore, Karnataka, India, 560045

***Manufacturing Facility*:** 9C, Prasad Global Solutions, Peenya Industrial Area, 2nd Stage, Chokkasandra Main Raod, Bangalore – 560058

***Power*:** Our Registered Office and Manufacturing Facility have adequate power supply from Bangalore Electricity Supply Company Limited.

***Water*:** Water is mainly required for cutting purpose in production process, fire safety, drinking and sanitation purpose. We procure Water from Municipality.

INSTALLED CAPACITY & CAPACITY UTILIZATION

Our capacity depends on workforce availability, not fixed plant or machinery output. Hence, capacity and utilization cannot be precisely determined.

COMPETITION:

We operate in the Electronic System Design and Manufacturing (ESDM) industry, which is highly competitive and rapidly growing. Our competition varies across different markets, geographical regions, and product categories. To maintain our competitive edge, we must consistently focus on reducing production, transportation, and distribution costs while enhancing operational efficiency. We primarily compete on factors such as product quality, technological capabilities, cost-effectiveness, timely delivery, and customer service. Notable ESDM companies in India include Data Patterns, Paras Defence, Alpha Design Technologies, and Sika, among others.

HUMAN RESOURCES

Human resource is an asset to any industry. We believe that our employees are the key to the success of our business and hence we have a structured organization plan to take care of the growth and motivation aspects of our team. Our manpower is a prudent mix of experienced and young personnel which gives us the dual advantage of stability and growth. Our work processes and skilled resources together with our strong management team have enabled us to successfully implement our growth plans.

The total strength of manpower as on date of this Draft Red Herring Prospectus is 67 employees as on August 31, 2025 including our Directors. Category wise details are as under:

Department	No of Employees
Whole Time Directors	2
CTO	1
VP Sales	1
Managers – Sales	3
Sales Coordinator	2
Bid Engineers	1
Admin & HR	1
Embeded Design Manager	1
Asst Design Engineers	7
Technician/Testing	6
FPGA Design Team	2
Mechanical Design Head	1
Mechanical Design Engineers	4
Quality Head	1
Quality Team	4
System Engineering and Supprot Head	1
Senior Application Engineers	5
ATE Production Head	1
Senior Technicians	6
Technicians	8
Mechanical technicians and Assembly	3
Incharge Procurement Purchase	1
Asst Purchase	1
Stores Assistant	2
Company Secretary	1
Finance Manager	1
Accounts Assistant	1
Office Assistant	2
Total	**70**

Please find below the details of employees registered with Employee Provident Fund and Employee State Insurance as on August 31, 2025:

Department	Number of Employee Covered	Amount Paid
Employee Provident Fund	70	10,50,000
Employees State Insurance	66	9,90,000

INSURANCE POLICIES

Policy No	Type of Policy	Policy Period	Nature of Coverage	Policy Issuing Office	Total Sum Assured (₹ in lakhs)
5180114680	Bharat Laghu Udyam Suraksha Policy	22-02-2025 to 21-02-2026	Location at risk: Plot No. 9C, 3rd Floor, Peenya Industrial Area, Chokkasandra Main Road, Bangalore 560058, India	TATA AIG Insurance Company Limited	1,958.73
OG-25-1701-8403-00000290	Mediclaim Insurance	27-10-2024 to	Flexi Health Protect Plan	Bajaj Allianz General	124.00

Policy No	Type of Policy	Policy Period	Nature of Coverage	Policy Issuing Office	Total Sum Assured (₹ in lakhs)
	(Floater) Policy	26-10-2025		Insurance Company Ltd.	
D203513196 / 25082025	Private Car Package Policy	26.08.2025 To 25.08.2025	SKODA Kodiaq/2.0 TSI SPORT LINE, Engine No. DKZ300402 Chasis no. TMBMEGNS6NA400667	Go Digit General Insurance Ltd.	28.32
0724003125P 101379215	Private Car Package Policy	25.04.2025 To 24.04.2026	TOYOTA / INNOVA(2005 - 2OO9) 2.5 G4 7 STR Engine No. 2KD9846081 Chasis No. vI8111JV40070786310307	United India Insurance Company Limited	13.30
0159273609 06 00	Private Car Package Policy	05.01.2025 To 04.01.2026	TOYOTA/INNOVA CRYSTA, Engine Number/Battery Number : 1GDA1437951/NA, Chassis number : 81711117	TATA AIG GENERAL INSURANCE CO.LTD.	11.26

PROPERTY DETAILS

Property Owned by our Company:

Details of the Deed/ Agreement	Particulars of the property, description and area	Area	Usage
Deed of sale executed on October 17, 2005 with Sri G Prasad Reddy	Nagavara Village, Kasaba Hobli, Bangalore 560045, India	2,400 Sq. Ft	Registered Office[1]
Deed of Sale excuted on May 15, 2015 with M/s Karle Homes Private Limited	No. 2403, 24th Floor of 'C' wing, Zenith Residences, Nagavara Village, Kasaba Hobli, Bangalore 560045, India	2,432 Sq. Ft.	Rented Out[2]

1. *Datasol House comprises a total of four floors. The 1st Floor is utilized as the Registered Office of the Company. The 2nd, 3rd, and 4th Floors have been leased out to Faireuse India LLP for commercial purposes.*
2. *Zenith Residences have been rented out Bittu Varghese.*

Please find below the description of both the property rented out by our company:

Details of the Deed/ Agreement	Particulars of the property, description and area	Area	Usage
Deed of Lease executed on September 14, 2024 with Faireuse India LLP	2nd, 3rd and 4th Floor, No. 793, Datasol House, 17th Cross, Veeranna Paalya, Nagavara, Bangalore 560045, India	6,000 Sq. Ft.	Commercial Purpose
Deed of Lease executed on July 09, 2023 with Bittu Varghese	No. 2403, 24th Floor of 'C' wing, Zenith Residences, Nagavara Village, Kasaba Hobli, Bangalore 560045, India	2,432 Sq. Ft.	Residential Purpose

Property taken on Rent/Lease by our Company

Details of the Deed/ Agreement	Particulars of the property, description and area	Area	Tenure of Lease	Usage
Deed of Lease executed on October 19, 2023 with Prasad Global Solutions	Plot No. 9C, Peenya Industrual Area, Chokkasandra Main Road, Bengaluru 560058, India	11,072 Sq. Ft.	5 Years commencing from November 01, 2023	Manufacturing facility

INTELLECTUAL PROPERTIES

Trademark	Registration No/ Application No	Class of Registration	Trademark Type	Date of Issue/ Application	Valid Upto	Status
datasol Inspiration Innovation Inculcation	5120423	Class 42	Device	September 06, 2021	September 06, 2031	Registered

COLLABORATION/TIE-UPS/JOINT VENTURE DETAILS

As on date of this Draft Red Herring Prospectus, our Company has not entered into any technical or other Collaboration / Tie Ups / Joint Ventures.

EXPORT AND EXPORT OBLIGATIONS:

As on date of this Draft Red Herring Prospectus, our Company does not have any export obligations.

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.

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

In addition to what has been specified in this Draft Red Herring Prospectus, taxation statutes such as the Income Tax Act, 1961 and Central Goods and Services Tax Act, 2017, various labour laws and other miscellaneous laws apply to us as they do to any other Indian company. The statements below are based on the current provisions of Indian law, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. For details of government approvals obtained by us, see the chapter titled ***"Government and Other Approvals"*** *beginning on page no 235 of this Draft Red Herring Prospectus.*

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

APPROVALS

For the purpose of the business undertaken by our Company, our Company is required to comply with various laws, statutes, rules, regulations, executive orders, etc. that may be applicable from time to time. The details of such approvals have more particularly been described for your reference in the chapter titled ***"Government and Other Approvals"*** *beginning on page number 235 of this Draft Red Herring Prospectus.*

APPLICABLE LAWS AND REGULATIONS

I. Regulation of the Defence Manufacturing Sector

1. ***Industries (Development and Regulation) Act, 1951, as amended ("IDAR Act")***

The IDAR Act has been liberalized under the New Industrial Policy dated July 24, 1991, and all industrial undertakings are exempt from licensing except for certain industries, including among others, all types of electronic aerospace and defence equipment. The IDAR Act is administered by the Ministry of Commerce & Industries through the DPIIT.

2. ***Defence Acquisition Procedure ("DAP"), 2020***

The MoD has announced the DAP, 2020 which has come into effect from October 1, 2020 and has superseded the Defence Procurement Procedure, 2016. DAP focuses on significantly boosting indigenous production and turning India into a global manufacturing hub of weapons and military platforms. DAP has been aligned with the vision of the Government's Atmanirbhar Bharat (self-reliant India) initiative and aims to empower Indian domestic defence industry through 'Make in India' projects. This policy will significantly boost indigenous defence. The Department of Military Affairs, MoD has prepared a list of 101 items for which there would be an embargo on the import (Import Embargo List), as set out in the press release dated August 9, 2020 issued by MoD. This list comprises of not just simple parts but also some high technology weapon systems such as artillery guns, assault rifles, corvettes, sonar systems, transport aircrafts, light combat helicopters (LCHs), radars and many other items to fulfil the needs of our defence services. Thereafter, 3 more lists have been released and an embargo has been put on 411 items in total. Further, the DAP aims to develop India into a Global hub for defence manufacturing and has been aligned to encourage foreign companies to set up in India. Additionally, the DAP contains detailed guidelines, inter alia, in relation to: (i) acquisition categories, acquisition planning and indigenous content; (ii) acquisition procedures for categories under 'Buy' and 'Buy and Make' schemes; (iii) procedure for procurement under 'Make' and 'Innovation' categories; and (iv) procedure for acquisition of systems designed and developed by the DRDO/DPSUs/OFB; (v) fast track procedure; (vi) standardization of contract document; (vii) revitalising defence industrial ecosystem through strategic partnerships; (viii) acquisition of system products and information and communication technology systems; (ix) leasing; (x) other capital procurement procedure; (xi) post contract management; and (xii) procedure for defence ship building. It also contains guiding principles on the intellectual property rights of the government in 'Make-I' projects, which are funded by the MoD. The government reserves the right to work patents, either by itself or by another entity on its behalf, when a contractor fails to work the patent within a reasonable period of time.

Acquisition Contracts have been defined as; 1. Buy (Indian-IDDM).'Buy (Indian-IDDM)' category refers to the acquisition of products from an Indian vendor that have been indigenously designed, developed and manufactured with a minimum of 50% Indigenous Content (IC) on cost basis of the base contract price i.e. total contract priceless taxes and duties. 2. 'Buy (Indian)' category refers to the acquisition of products from an Indian vendor which may not have been designed and developed indigenously, having 60% IC on cost basis of the base contract price. Vendors eligible in 'Buy (Indian-IDDM)' category will also be permitted to participate in this category with indigenous design and a minimum of 50% IC on cost basis of the base contract price. 3. Buy (Global -Manufacture in India). Buy (Global - Manufacture in India) category refers to an outright purchase of equipment from foreign vendors, in quantities as considered necessary, followed by indigenousmanufacture of the entire/part of the equipment and spares/assemblies/sub-assemblies/Maintenance along with Repair and Overhaul (MRO) facility (only in cases these are part of the main contract) for the equipment, through its subsidiary in India/through a Joint Venture/through an Indian Production Agency (PA) (with ToT of critical technologies as per specified range, depth and scope to the Indian PA), meeting a minimum of 50% IC on cost basis of the Base Contract Price. Indian vendors will be permitted to participate in Buy (Global -Manufacture in India). Acquisition under this category can also be carried out without any initial procurement of equipment in FF state. All payments for the 'Manufactured' portion will be paid to the vendor in Indian Rupees as per contract provisions.

The DAP outlines the defence offset policy, which is aimed at leveraging capital acquisitions and technology to develop the Indian defence industry by fostering development of internationally competitive enterprises and augmenting capacity for research, design and development related to defence products. Provisions on offsets would be applicable to 'Buy (Global)' categories of procurement, where the estimated acceptance on necessity cost is ₹ 2,000 crores or more. If an Indian vendor participating in the 'Buy (Global)' category fails to meet the minimum requirement of 30% indigenous content in the product, it would be required to discharge offsets. The required value of such offset obligations would be 30% of the estimated cost of the acquisition. The DAP will remain in force till September 30, 2025 or till reviewed.

With a view to promote domestic and indigenous industry as also align the DAP with the reforms enunciated in the 'Atmanirbhar Bharat Abhiyan', the MoD has notified a list of weapons/platforms banned for import, as updated from time to time on the MoD website and guidelines thereon, and SHQ will ensure that no weapon/platform figuring on the list is procured ex import. These equipment may, therefore, be procured under the Buy (Indian - IDDM), Buy (Indian), Buy and Make (Indian) (only if Buy quantities are zero) and Buy (Global - Manufacture in India) (only if Buy quantities are zero) categories of acquisition.

3. ***Draft Defence Production & Export Promotion Policy, 2020 as amended ("Draft DPEPP")***

The MoD released the Draft DPEPP to provide further impetus to realise the goal of self-reliance under the goal of Atmanirbhar Bharat, which is to develop a dynamic, robust and competitive defence industry, including aerospace and naval shipbuilding industry, to cater to the needs of armed forces, along with giving end to end solutions ranging from design to production, with active participation from the public and private sectors, thus fulfilling the twin objectives of self-reliance as well as exports. The Draft DPPEP aims to implement measures so as to achieve a turnover of ₹ 1,750,000 million (US$ 25 billion) including export of ₹ 350,000 million (US$ 5 billion) in aerospace and defence goods and services by 2025. Further, its objective is to reform as well as standardize defence procurement by providing support to micro, small and medium enterprises/ start-ups in order to indigenize the manufacturing of imported components. Additionally, the Draft DPPEP has the following goals: (i) to reduce dependence on imports and take forward the "Make in India" initiative through domestic design and development; (ii) to promote export of defence products and become part of the global defence value chains; (iii) to create an environment that encourages research and development, rewards innovation, creates Indian intellectual property ownership and promotes a robust and self-reliance defence industry; (iv) enhance investment promotion with the association of the Ministry of Civil Aviation by offering incentives to global and domestic original equipment manufacturers to set up design and manufacturing facilities in India; and (v) liberalize foreign direct investment in the defence sector for attracting global original equipment manufacturers to shift manufacturing facilities and expand India's presence in international supply chains.

4. ***Aircraft Act, 1934 as amended ("Aircraft Act"), the Aircraft Rules, 1937 as amended ("Aircraft Rules") and the Drone Rules, 2021 and Drone (Amendment) Rules, 2023 ("Drone Rules").***

The Aircraft Act and the Aircraft Rules were enacted to control the manufacture, possession, use, operation, sale, and the import and export of aircrafts. They stipulate parameters for determining airworthiness, maintenance of aircrafts, general conditions for flying and safety, registration of aircrafts and conduct of investigations. The Directorate General of Civil Aviation ("DGCA") is the competent authority for providing the abovementioned license and approvals. The DGCA is the regulatory body in the field of civil aviation primarily responsible for regulation of air transport services to/ from/ within India and for enforcement of civil air regulations, air safety and airworthiness standards. Further, the Bureau of Civil Aviation Security ("BCAS") is an independent authority responsible for laying down standards and measures with respect to security of civil flights at international and domestic airports in India.

Pursuant to the Aircraft (Amendment) Act, 2020, three regulatory bodies under the Ministry of Civil Aviation were accorded the status of statutory organisations. The DGCA is responsible for carrying out safety oversight and regulatory functions, the BCAS is responsible for carrying out regulatory and oversight functions in respect of matters relating to civil aviation security and the Aircraft Accidents Investigation Bureau is responsible for matters related to investigation of aircraft accidents or incidents.

The Ministry of Civil Aviation, on August 25, 2021, notified the Drone Rules, which repealed the Unmanned Aircraft System Rules, 2021. The Drone Rules have been amended on October 06, 2023. The Drone Rules define a 'drone' as an unmanned aircraft system and it applies to: (i) all persons owning or possessing, or engaged in leasing, operating, transferring or maintaining an unmanned aircraft system in India; (ii) all unmanned aircraft systems that are registered in India; and (iii) all unmanned aircraft systems that are being operated for the time being, in or over India. The Drone Rules provides detailed provisions inter alia on: (i) classification of unmanned aircraft systems; (ii) certification of unmanned aircraft systems; (iii) registration of unmanned aircraft systems; (iv)operation of unmanned aircraft systems; (v) remote pilot licenses; and (vi) unmanned aircraft system traffic management. The Drone Rules authorise the Director General of Civil Aviation or an officer authorised by the Central Government, State Government or Union Territory Administration, to a levy a penalty up to rupees one lakh, for a contravention of the Drone Rules.

5. Motor Vehicles Act, 1988 (the "Motor Vehicles Act")

The Motor Vehicles Act and the rules prescribed thereunder regulate all aspects of motor vehicles in India, including licensing of drivers, registration of motor vehicles, control of motor vehicles through permits, special provisions relating to state transport undertakings, insurance, liabilities, offences and penalties. Accordingly, the Motor Vehicles Act places a liability on every owner of, or person responsible for, a motor vehicle to ensure that every person who drives a motor vehicle holds an effective driving license. Further, the Motor Vehicles Act requires that an owner of a motor vehicle bear the responsibility of ensuring that the vehicle is registered in accordance with the provisions of the Motor Vehicles Act and that the certificate of registration of the vehicle has not been suspended or cancelled. Further, the Motor Vehicles Act prohibits a motor vehicle from being used as a transport vehicle unless the owner of the vehicle has obtained the required permits authorizing him/her to use the vehicle for transportation purposes. The Central Motor Vehicles Rules, 1989, is a set of rules prescribed under the Motor Vehicles Act, which lay down the procedures for licensing of drivers, driving schools, registration of motor vehicles and control of transport vehicles through issue of tourist and national permits. It also lays down rules concerning the construction, equipment and maintenance of motor vehicles and insurance of motor vehicles against third party risks.

6. Indian Naval Armament Act, 1923

No person shall, except under and in accordance with the conditions of a licence granted under this Act,— (a) build any vessel of war, or alter, arm or equip any ship so as to adapt her for use as a vessel of war; or (b) despatch or deliver, or allow to be despatched or delivered, from any place in the States any ship which has been, either wholly or partly, built, altered, armed or equipped as a vessel of war in any part of India otherwise than under and in accordance with any law for the time being in force in that part. A licence under this Act for any of the purposes specified may be granted by the Central Government.

7. Explosives Act, 1884 as amended ("Explosives Act") and the Explosives Rules, 2008 as amended ("Explosives Rules")

Under the Explosives Act, the Central Government has the power to regulate the manufacture, possession, use, sale, transport, import and export of explosives and grant/ refusal of license for the same activities. The Central Government prohibits the manufacture, possession or importation of specially dangerous explosives. In furtherance to the purpose of this legislation, the Central Government has notified the Explosive Rules to regulate the manufacture, import, export, transport and possession for sale or use of explosives.

BUSINESS/TRADE RELATED LAWS/REGULATIONS

The Micro, Small and Medium Enterprises Development Act, 2006

The Micro, Small and Medium Enterprises Development Act, 2006 (the "MSMED Act") provides for the promotion, development, and regulation of Micro, Small, and Medium Enterprises ("MSMEs") in India. The MSMED Act classifies enterprises based on investment in plant and machinery or equipment and annual turnover, defining (a) Micro Enterprises as those with investment in plant and machinery or equipment does not exceed ₹2.50 crore and turnover does not exceed ₹10 crore; (b) Small Enterprises as those with investment in plant and machinery or equipment does not exceed ₹25 crore and turnover does not exceed ₹100 crore; and (c) Medium Enterprises as those with investment in plant and machinery or equipment does not exceed ₹125 crore and turnover does not exceed ₹500 crore. The MSMED Act mandates registration through Udyam Registration and provides a mechanism for resolving payment disputes through Micro and Small Enterprises Facilitation Councils (MSEFCs). It also requires buyers to make payments to MSMEs within 45 days, failing which interest is payable. The MSMED Act empowers the Central Government to take measures for the promotion and development of MSMEs and provides for penalties in case of contravention of its provisions.

Industries (Development and Regulation) Act, 1951, as amended ("IDR Act")

The IDR Act has been liberalized under the New Industrial Policy dated July 24, 1991 and all industrial undertakings are exempt from licensing except for certain industries, including, among others, all types of electronic aerospace, defence equipment, ships and other vessels drawn by power. The IDR Act is administered by the Ministry of Commerce and Industry, Government of India, through the Department for Promotion of Industry and Internal Trade (DPIIT). The main objectives of the IDR Act are to empower the Government to take necessary steps for the development of industries, to regulate the pattern and direction of industrial development, and to control the activities, performance and results of industrial undertakings in the public interest. The DPITT is responsible for formulation and implementation of promotional and developmental measures for growth of the industrial sector.

Consumer Protection Act, 2019 ("COPRA, 2019")

The CPA came into effect on December 24, 1986. It aims to reinforce the interests and rights of consumers by laying down a mechanism for speedy consumer grievance redressal. A consumer, his legal heir or representative, as defined under the CPA including a person who avails of any services for a consideration which has been paid in full or part or promised to be paid, any voluntary consumer association registered under any applicable law or numerous consumers having the same interest, or the Central or State Government may lodge a complaint before the district forum or any other appropriate forum under CPA, inter alia, for:
(i) Defective or spurious goods or services;
(ii) Unfair or restrictive trade practices;
(iii) Deficiency in services hired or availed;
(iv) Manufacture or provision of hazardous goods/services; and
(v) Misleading or false warranties or guarantee or representations by the manufacturer/service provider. In addition to awarding compensations and/or corrective orders, the forums and commissions under CPA are empowered to impose imprisonment of not less than a month, but not exceeding three years, or a fine of not less than two thousand rupees, but not more than ten thousand rupees, or both.

The Factories Act, 1948 ("Factories Act")

The Factories Act, a central legislation, extends to the whole of India. It is the principal legislation that governs the health, safety and welfare of factory workers. Under the Factories Act each state is empowered to issue its own rules for licensing and administrating factories situated in such states ("Factories Rules"). Under the Factories Rules, prior to commencing any manufacturing process, a person needs to obtain a license to register such factory. Separate license needs to be obtained in respect of each premise where a factory is set up or proposed to be set up. The Factories Act defines a factory to cover any premises which employs 10 (ten) or more workers and in which manufacturing process is carried on with the aid of power and any premises where there are at least 20 (twenty) workers without the aid of power. The Factories Act provides that the person who has ultimate control over the affairs of the factory and in case of a company, any one of the directors, must ensure the health, safety and welfare of all workers. There is prohibition on employing children below the age of 14 (fourteen) years in a factory.

LABOUR AND EMPLOYMENT RELATED LAWS

Payment of Wages Act, 1936

The Payment of Wages Act, 1936 as amended (the Payment of Wages Act) has been enacted to regulate the payment of wages in a particular form at regular intervals without unauthorized deductions and to ensure a speedy and effective remedy to employees against illegal deductions and / or unjustified delay caused in paying wages. It applies to the persons employed in a el, industrial or other establishment, whether directly or indirectly, through a sub-contractor and provides for the imposition of fines and deductions and lays down wage periods. The Payment of Wages Act is applicable to factories and industrial or other establishments where the monthly wages payable are less than Rs. 6,500 per month.

Equal Remuneration Act, 1976

The Equal Remuneration Act, 1976, as amended (ER Act) provides for the payment of equal remuneration to men and women workers for same or similar nature of work and prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. Under the ER Act, no discrimination is permissible in recruitment and service conditions, except where employment of women is prohibited or restricted by law. It also provides that every employer should maintain such registers and other documents in relation to the workers employed by him/ her in the prescribed manner.

Apprentices Act, 1961

The Apprentices Act, 1961, as amended (the Apprentices Act) regulates and controls the programme of training of apprentices and matters connected there with. The term Apprentice means a person who is undergoing apprenticeship training in pursuance of a contract of apprenticeship. Apprenticeship Training means a course of training in any industry or establishment undergone in pursuance of a contract of apprenticeship and under prescribed terms and conditions which may be different for different categories of apprentices. Every person engaging as an apprentice is required to enter into a contract of apprenticeship with the employer which is reviewed and registered by the apprenticeship advisor.

Payment of Gratuity Act, 1972

This act applies to all factories, mines, oilfields, plantations, ports and railway companies. But in the case of shops or establishments, other than those stated before, it applies to those organizations with 10 or more people employed on any day of the preceding 12 months. If the number of employees is below 10, the employer must still pay gratuities. Thus, no employer will be able to refuse gratuity under this act based on the number of employees. The act does not apply to apprentices and persons who hold civil posts under the Central Government or State Governments and are subjected to any other act or rule other than this act.

Payment of Bonus Act, 1965

The Payment of Bonus Act, 1965 is applicable to every establishment employing 20 or more employees. The said Act provides for payment of the minimum bonus specified under the Act to the employees. It further requires the maintenance of certain books and registers such as the register showing computation of the allocable surplus; the register showing the set on & set off of the allocable surplus and register showing the details of the amount of Bonus due to the employees. Further it also requires for the submission of Annual Return in the prescribed form (FORM D) to be submitted by the employer within 30 days of payment of the bonus to the Inspector appointed under the Act.

Minimum Wages Act, 1948

The Minimum Wages Act, 1948 came into force with an objective to provide for the fixation of a minimum wage payable by the employer to the employee. Every employer is mandated to pay the minimum wages to all employees engaged to do any work skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to this Act, in respect of which minimum rates of wages have been fixed or revised under the Act.

Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961, as amended regulates the employment of pregnant women and ensures that they get paid leave for a specified period during and after their pregnancy. The Maternity Benefit Act is applicable to establishments in which 10 or more employees are employed, or were employed on any day of the preceding 12 months. Under the Maternity Benefit Act, a mandatory period of leave and benefits should be granted to female employees who have worked in the establishment for a minimum period of 80 days in the preceding 12 months from the date of her expected delivery.

Such benefits essentially include payment of average daily wage for the period of actual absence of the female employee. The maximum period for which any woman shall be entitled to maternity benefit shall be 12 weeks, of which not more than six weeks shall precede the date of her expected delivery. Entitlement of six weeks of paid leave is also applicable in case of miscarriage or medical termination of pregnancy.

Employees' State Insurance Act, 1948

It is an Act to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto. Whereas it is expedient to provide for certain benefits to employees in case of sickness, maternity and employment injury and to make provision for certain other matters in relation thereto; this Act requires all the employees of the establishment to which this act applies to be insured to the manner provided there under. The Employer and Employees both are required to make contribution to the fund. The return of the contribution made is required to be filed with the Employee State Insurance department.

Employees (Provident Fund and Miscellaneous Provisions) Act, 1952

The Employees Provident Funds and Miscellaneous Provisions Act, 1952 (PF Act), provides that every establishment employing more than 20 (twenty) persons, either directly or indirectly, in any other capacity whatsoever, is covered by the provisions of the PF Act. The employer of such establishment is required to make a monthly contribution matching to the amount of the employee's contribution to the provident fund. It is also mandatory requirement to maintain prescribed records and registers and filing of forms with the PF authorities. The PF Act also imposes punishments on any person who violate any of the provisions of the schemes made under the PF Act and specifically on employers who contravene or default in complying with certain provisions of the PF Act. If the person committing an offence is a company, every person, who at the time the offence was committed was in charge of the company, as well as the company, shall be deemed to be guilty of the offence and shall be liable to be prosecuted accordingly.

Workmen's Compensation Act, 1923

The Workmen Compensation Act, 1923 has been enacted with the objective to provide for the payment of compensation to workmen by employers for injuries by accident arising out of and in the course of employment, and for occupational diseases resulting in death or disablement. The WCA makes every employer liable to pay compensation in accordance with the WCA if a personal injury/disablement/loss of life is caused to a workman (including those employed through a contractor) by accident arising out of and in the course of his employment. In case the employer fails to pay compensation due under the WCA within one month from the date it falls due, the commissioner appointed under the WCA may direct the employer to pay the compensation amount along with interest and may also impose a penalty.

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.

Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWPPR Act) provides for protection against sexual harassment at the workplace to women and prevention and redressal of complaints of sexual harassment. The SHWPPR Act defines Sexual Harassment to include any unwelcome sexually determined behaviour (whether directly or by implication). Workplace under the SHWPPR Act has been defined widely to include government bodies, private and public sector organizations, non-governmental organizations, organizations carrying on commercial, vocational, educational, entertainment, industrial, financial activities, hospitals and nursing homes, educational institutes, sports institutions and stadiums used for training individuals. The SHWPPR Act requires an employer to set up an Internal Complaints Committee at each office or branch, of an organization employing at least 10 employees. The Government in turn is required to set up a Local Complaint Committee at the district level to investigate complaints regarding sexual harassment from establishments where our internal complaints committee has not been constituted.

Trade Union Act, 1926 And Trade Union (Amendment) Act, 2001

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

TAXATION RELATED LAWS

Income-Tax Act, 1961

Income Tax Act, 1961 is applicable to every Domestic / Foreign Company whose income is taxable under the provisions of this Act or Rules made under it depending upon its Residential Status and-Type of Income involved. U/s 139(1) every Company is required to file its Income tax return for every Previous Year by 30th September of the Assessment Year. Other compliances like those relating to Tax Deduction at Source, Fringe Benefit Tax, Advance Tax, and Minimum Alternative Tax like are also required to be complied by every Company.

Goods and Services Tax Act, 2017

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

Tax payers with an aggregate turnover of Rs. 20 lakhs would be exempted from tax. The exemption threshold for special category of states like North-East shall be Rs. 10 lakhs. Small taxpayers with an aggregate turnover in preceding financial year up to Rs. 75 lakhs (50 lakhs in case of special category states) may opt for composition levy. Under GST, goods and services are taxed at the following rates, 0%, 5%, 12% and 18%. There is a special rate of 0.25% on rough precious and semi-precious stones and 3% on gold. In addition, a cess of 15% or other rates on top of 28% GST applies on few items like aerated drinks, luxury cars and tobacco products. Export and supplies to SEZ shall be treated as zero-rated supplies. Import of goods and services would be treated as inter-state supplies. Every person liable to take registration under these Acts shall do so within a period of 30 days from the date on which he becomes liable to registration. The Central/State authority shall issue the registration certificate upon receipt of application. The Certificate shall contain fifteen-digit registration numbers known as Goods and Service Tax Identification Number (GSTIN). In case a person has multiple business verticals in multiple locations in a state, a separate application will be made for registration of each and every location. The registered assessee is then required to pay GST as per the rules applicable thereon and file the appropriate returns as applicable thereon. GST has replaced following indirect taxes and duties at the central and state levels.

ENVIRONMENTAL LAWS

The Environment Protection Act, 1986 (the "Environment Protection Act") and The Environment (Protection) Rules, 1986 (the "Environment Protection Rules")

The Environment Protection Act was enacted to act as an "umbrella" legislation designed to provide a framework for coordination of the activities of various central and state authorities established under previous laws. The Environment Protection Act authorises the Central Government to protect and improve environment quality, control, and reduce pollution.

The Environment Protection Rules framed under the Environment Protection Act lay down specific provisions regarding standards for emission or discharge of environmental pollutants, prohibition of carrying out industrial activities in certain geographical locations, procedures for function of environmental laboratories and submission of samples. The draft Environment (Protection) Amendment Rules, 2020 provide for regulations on use of membrane-based water purification system which, if passed, shall be applicable to all filtration-based purification or wastewater treatment system, where polymer-based membrane is used and discarded at the end of its life.

Public Liability Insurance Act, 1991 ("PLI Act")

The PLI Act imposes liability on the owner or controller of hazardous substances for any damage arising out of an accident involving such hazardous substances. The government by way of a notification has enumerated a list of hazardous substances. The owner or handler is also required to obtain an insurance policy insuring against liability under the legislation. The rules made under the PLI Act mandate that the owner shall contribute towards the environmental relief fund a sum equal to the premium paid on the insurance policies. The amount is payable to the insurer.

Water (Prevention and Control of Pollution) Act, 1974

The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set out by the concerned state PCB. The Water Act also provides that the consent of the concerned state PCB must be obtained prior to establishing any industry, operations or any treatment and disposal system, which is likely to discharge sewage or effluent into a water body.

Water (Prevention and Control of Pollution) Cess Act, 1977

The Water Cess Act has been enacted to provide for the levy and collection of a cess on water consumed by persons carrying on certain industries by local authorities constituted under the Water Act, with a view to augment the resources of the central and state PCBs for the prevention and control of water pollution. The Water Cess Rules have been notified under Section 17 of the Water Cess Act and provide, inter alia, standards for meters and places where they are to be affixed and the furnishing of returns by consumers.

The Plastic Waste Management Rules, 2016

The Plastic Waste Management Rules of 2016 provide us with the sharpest measures taken against plastic use in India. The most significant feature of these rules is that the plastic manufacturers and retail establishments that use plastic as their main component are legally bound to follow the system of collecting back the plastic waste.

Hazardous Wastes (Management, Handling and Trans boundary Movement) Rules, 2016 ("Hazardous Waste Rules")

The Hazardous Waste Rules regulate the management, treatment, storage and disposal of hazardous waste by imposing an obligation on every occupier and operator of a facility generating hazardous waste to dispose of such waste without harming the environment. Every occupier and operator of a facility generating hazardous waste must obtain approval from the relevant state pollution control board. The occupier is liable for damages caused to the environment resulting from the improper handling and disposal of hazardous waste and must pay any financial penalty that may be levied by the respective state pollution control board.

IMPORT-EXPORT REGULATIONS

Foreign Direct Investment Policy, 2020

The Foreign Direct Investment (FDI) Policy aims to attract and promote foreign investment to supplement domestic resources for accelerated economic growth. FDI is subject to compliance with relevant sectoral laws, regulations, security conditions, and state/local laws. The Consolidated FDI Policy 2020, issued by the Department for Promotion of Industry and Internal Trade (DPIIT), establishes guidelines for FDI inflows into India. It is updated annually to align with regulatory changes.

Foreign Trade (Development and Regulation) Act, 1992

Foreign Trade Act empowers the Government of India to, among other things, (a) make provisions for development and regulation of foreign trade; (b) prohibit, restrict or otherwise regulate exports and imports; (c) formulate an EXIM policy; and (d) appoint a Director General of Foreign Trade for the purpose of administering foreign trade and advising the Central Government in formulating EXIM policy and implementing the same. Every importer and exporter is required to obtain an 'Importer Exporter Code' from the Director General of Foreign Trade or from any other duly authorized officer.

Foreign Trade Policy

The Foreign Trade Policy provides that no export or import can be made by a person without an IEC unless such person is specifically exempted. The policy provides for all exports and imports made shall be governed by the Foreign Trade Policy, unless otherwise specified. FTP provides for handbook of procedures laying down the procedure to be followed by an exporter or importer or by any Licensing/Regional Authority or by any other authority for purposes of implementing provisions of FT (D&R) Act, the Rules and the Orders made there under and provisions of FTP.

Foreign Exchange Management Act, 1999 ("FEMA") and Regulations Framed Thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA which relates to regulation primarily by the RBI and the rules, regulations and notifications there under, and the policy prescribed by the Department of Promotion of Industry and Internal Trade. As laid down by the FEMA Regulations no prior consents and approvals are required from the Reserve Bank of India, for Foreign Direct Investment under the 'automatic route' within the specified sectoral caps. In respect of all industries not specified as FDI under the automatic route, and in respect of investment in excess of the specified sectoral limits under the automatic route, approval may be required from the FIPB and/or the RBI. The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 ("FEMA Regulations"), as amended from time to time to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India and Foreign Exchange Management (Export of Goods and Services) Regulations, 2000 for regulation on exports of goods and services.

<u>INTELLECTUAL PROPERTY RELATED LAW</u>

Copyright Act, 1957

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

The Design Act, 2000

The Design Act, which came into force in May 2001, along with the rules made thereunder consolidate and amend the law relating to protection of designs. A design refers to the features of shape, configuration, pattern, ornamentation or composition of lines or colours applied to any article, in two or three dimensional or both forms, by an industrial process or means, whether manual, mechanical or chemical, separate or combined which in the finished article appeal to and is judged solely by the eye. In order to register a design, it must be new or original and must not be disclosed to the public anywhere in India or any other country by publication in tangible form or by use or in any other way prior to the filing date. A design should be significantly distinguishable from known designs or combination of known designs in order for it to be registered. A registered design is valid for a period of 10 years after which the same can be renewed for a second period of five years, before the expiration of the original period of 10 years. After such period, the design is made available to the public by placing it in the public domain.

Trade Marks Act, 1999

The Trade Marks Act governs the statutory protection of trademarks and prevention of the use of fraudulent marks in India. It provides for the application and registration of trademarks in India. It also provides for exclusive rights to marks such as brand, label, and heading and to obtain relief in case of infringement for commercial purposes as a trade description. Under the provisions of the Trade Marks Act, an application for trade mark registration may be made with the Controller General of Patents, Designs and Trademarks by any person or persons claiming to be the proprietor of a trade mark, whether individually or as joint applicants, and can be made on the basis of either actual use or intention to use a trade mark in the future.

Once granted, a trade mark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration is required to be restored to gain protection under the provisions of the Trade Marks Act. The Trade Marks Act prohibits registration of deceptively similar trademarks and provides penalties for infringement, falsifying or falsely applying for trademarks. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010, simultaneous protection of trade mark in India and other countries has been made available to owners of Indian and foreign trade marks. It also seeks to simplify the law relating to the transfer of ownership of trade marks by assignment or transmission and to bring the law in line with international practices.

<u>GENERAL LEGISLATIONS</u>

Companies Act, 2013 ("Companies Act")

The Companies Act, 2013, has replaced the Companies Act, 1956 in a phased manner. The Act received the assent of President of India on 29th August 2013. The Companies Act deals with incorporation of companies and the procedure for incorporation and post incorporation. The conversion of private company into public company and vice versa is also laid down under the Companies Act, 2013. The procedure related to appointment of Directors. The procedure relating to winding up, voluntary winding up, appointment of liquidator also forms part of the Act. Further, Schedule V (read with sections 196 and 197), Part I lays down the conditions to be fulfilled for the appointment of a managing or whole-time director or manager. It provides the list of Acts under which if a person is prosecuted, he cannot be appointed as the director or Managing Director or Manager of a Company. The provisions relating to remuneration of the director's payable by the companies is under Part II of the said schedule.

Competition Act, 2002

The Competition Act, 2002 prohibits 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 provisions of the Competition Act relating to combinations were notified recently on March 4, 2011 and came into effect on June 1, 2011. Combinations which are Likely to cause an appreciable adverse effect on competition in a relevant market in India are void under the Competition Act. A combination is defined under Section 5 of the Competition Act as an acquisition, merger or amalgamation of enterprise(s) that meets certain asset or turnover thresholds. There are also different thresholds for those categorized as Individuals and Group. 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. Effective June 1, 2011, all combinations have to be notified to the CCI within 30 days of the execution of any agreement or other document for any acquisition of assets, shares, voting rights or control of an enterprise under Section 5(a) and (b) of the Competition Act (including any binding document conveying an agreement or decision to acquire control, shares, voting rights or assets of an enterprise); or the board of directors of a company (or an equivalent authority in case of other entities approving a proposal for a merger or amalgamation under Section 5(c) of the Competition Act. The obligation to notify a combination to the CCI falls upon the acquirer in case of an acquisition, and on all parties to the combination jointly in case of a merger or amalgamation.

Indian Contract Act, 1872

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

Specific Relief Act, 1963

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

Sale of Goods Act, 1930

The law relating to the sale of goods is codified in the Sale of Goods Act, 1930. It defines sale and agreement to sell as a contract whereby the seller transfers or agrees to transfer the property in goods to the buyer for a price and provides that there may be a contract of sale between part owner and another and that the contract of sale may be absolute or conditional.

Code of Civil Procedure, 1908

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

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

Arbitration and Conciliation Act, 1996.

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

Bhartiya Nyaya Sanhita, 2023

This act supersedes the Indian Penal Code, 1860, this comprehensive legal framework addresses various facets of criminal law, including offenses, penalties, defenses, and procedural guidelines. The Bhartiya Nyaya Sanhita Act largely retains provisions from the Indian Penal Code, 1860, but also introduced new offences including but not limited to cybercrimes, environmental violations, and removed invalidated offences that were earlier there, and enhances penalties for certain offences. Notably, community service replaced the sedition as a form of punishment and terrorism is also explicitly recognizes as an offence. The Bhartiya Nyaya Sanhita Act streamlines legal procedures, ensuring faster trials and emphasizes on witness protection and evidence collection.

Bhartiya Nagrik Suraksha Sanhita Act, 2023

This act superseded the Code of Criminal Procedure, 1973, and became the main legislation on procedure for administration of substantive criminal law in India, this act received assent from the president of India on December 25, 2023 and came into effect from July 01, 2024. The Bhartiya Nagrik Suraksha Sanhita Act, introduces specific timelines for investigation and trial, ensures timely FIR registration for complaints submitted through electronic communication, mandates forwarding medical examination reports of rape victims within seven days, and empowers courts to conduct trial in absentia against proclaimed offenders. Additionally, the Act emphasizes prompt judgment pronouncement and requires audio-video recording of search and seizure during investigations. Notably, proceeds of crime can be attached by the court and distributed among victims. The Bhartiya Nagrik Suraksha Sanhita Act aims to expedite proceedings and enhance transparency in the criminal justice system.

Bhartiya Sakshya Adhiniyam Act, 2023

This act superseded the Indian Evidence Act, 1872, this act modernizes evidence handling within the Indian legal system, addressing digital evidence and other contemporary issues. This act focuses on procedural aspect of law, governing how rights may be enforced before a court of law. This act introduces changes related to electronic evidence definitions and admissibility procedures. This act received presidential assent on December 25, 2023 and came into effect from July 01, 2024, this act has omitted certain terms which were earlier present in the Indian Evidence Act and the major change was to include electronic evidence as part of the definition of documentary records and also included the possibility of giving oral evidence electronically.

Negotiable Instruments Act, 1881

In India, cheques are governed by the Negotiable Instruments Act, 1881, which is largely a codification of the English Law on the subject. The Act provides effective legal provision to restrain people from issuing cheques without having sufficient funds in their account or any stringent provision to punish them in the event of such cheque not being honoured by their bankers and returned unpaid. Section 138 of the Act, creates statutory offence in the matter of dishonour of cheques on the ground of insufficiency of funds in the account maintained by a person with the banker which is punishable with imprisonment for a term which may extend to two years, or with fine which may extend to twice the amount of the cheque, or with both.

Indian Stamp Act, 1899

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.

Consumer Protection Act, 2019 ("CPA")

CPA aims at providing better protection to the interests of consumers and for that purpose makes provisions for the establishment of authorities for the settlement of consumer disputes. CPA provides a mechanism for the consumer to file a complaint against a trader or service provider in cases of unfair trade practices, restrictive trade practices, defects in goods, deficiency in services, price charged being unlawful and goods being hazardous to life and safety when used. CPA provides for a three - tier consumer grievance redressal mechanism at the national, state and district levels. Non - compliance of the orders of these authorities attracts civil and or criminal penalties.

OUR HISTORY AND CERTAIN CORPORATE MATTERS

HISTORY AND BACKGROUND

Our Company was originally incorporated as a Private Limited Company in the name of "***Datasol (Bangalore) Private Limited***" on February 01, 2001 under the provisions of Companies Act, 1956 bearing Corporate Identification Number U72200KA2001PTC028551 issued by Registrar of Companies – Bangalore, Karnataka. Subsequently, our company was converted into Public Limited Company under the Companies Act, 2013 and the name of our Company was changed to "***Datasol (Bangalore) Limited***" vide a fresh Certificate of Incorporation consequent upon conversion from Private Company to Public Company dated September 16, 2024 bearing Corporate Identification Number U72200KA2001PLC028551 issued by Registrar of Companies, Central Processing Center.

REGISTERED OFFICE

793, Basement & 1st Floor, Vyalikaval HBCS, Behind BEL Corp Office, Veeranna Palya, Nagawara, Bangalore 560045, Karnataka, India,

CHANGES IN REGISTERED OFFICE OF THE COMPANY SINCE INCORPORATION

Except as stated below, there has not been any change in our Registered Office since inception of the Company till the date of the Draft Red Herring Prospectus.

Date	Details of Registered Office	Reason for Change
At Incorporation	*No. 1006/A, Narayana Reddy Complex, New Beml Road, New Thippasandra, Bangalore 560075 Karnataka, India*	---
August 31, 2009	*793, Basement & 1st Floor, Vyalikaval HBCS, Behind BEL Corp Office, Veeranna Palya, N, Agawara, Bangalore, Karnataka, India, 560045*	*For Business Convenience*

MAIN OBJECTS OF OUR COMPANY:

The Main objects of our Company as set forth in the Memorandum of Association of our Company are as follows:

1. *To carry on the business of Advisers and Computer Software & Hardware and Consultancy Services in all its disciplines of all kinds and descriptions including development of Software and Hardware Systems, Registrars to the issue of shares and other securities or any of the activities of management, technical, secretarial, industrial, financial, accounting, taxation, commercial, Marketing, Advertising, Personnel, Labour, Operational Research, Data Base Management, Administration, Software & Hardware Development, MIS Management, Systems Analysis and Design, Software Films, Entertainment Software, Computer based Knowledge Management Software, Application Software Development and Management Consultancy Services, Product Management, Support Services, Market Survey, Project Engineering, Project Appraisal, Quality Control, Efficiency Experts, Publication of Articles, Books, Periodicals and Journals, Export Marketing, Issue of Shares, Debentures and other securities and stocks of all kinds and descriptions, processing, preparation implementation and reviewing of project reports, Critical Path Analysis, Opinion polls, organization and methods and other modern management techniques and to establish and render any or all consultancy and other services of professional and technical nature.*

2. *To manufacture, maintain, export, import, buy, sell, rent, hire or lease or otherwise acquire, dispose of or deal in all kinds of robots, peripherals, computer software, computer hardware, computer technology, machines, computer aided teaching aids, and all other related components, parts and products used in computers.*

3. *To carry on the business as importers, exporters, buyers, lessors and sellers of and dealers in all types o electronic components and equipment necessary for attaining the above objects.*

4. *To establish, maintain, conduct, provide, procure or make available services of every kind including commercial, statistical, financial, accountancy, medical, legal, management, educational engineering, data processing, computer training, courses in software and hardware, establishing computer education schools, communication and other technological, social or other services.*

The main objects clause as contained in the Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLE OF ASSOCIATION OF OUR COMPANY

Since the incorporation of our Company, the following changes have been made to the Memorandum of Association and Article of Association:

Date of Amendment / Shareholders' resolution	Nature of Amendment
March 12, 2007	• *Alternation in the Clause 5 of MOA pursuant to increase in Authorized Share Capital from ₹ 10,00,000/- divided into 1,00,000 Equity Shares of ₹ 10/- each to ₹ 60,00,000/- divided into 6,00,000 Equity Shares of ₹ 10/- each*
April 09, 2025	• *Alternation in the Clause 5 of MOA pursuant to increase in Authorized Share Capital from ₹ 60,00,000/- divided into 6,00,000 Equity Shares of ₹ 10/- each to ₹ 15,00,00,000/- divided into 1,50,00,000 Equity Shares of ₹ 10/- each*

CORPORATE PROFILE OF OUR COMPANY

Details regarding the description of our Company's activities, services, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers, distributors and customers, segment, capacity/facility creation, launch of key products, entry in new geographies, capacity built-up, location of manufacturing facilities, marketing and competition, please refer to the chapters titled ***"Our Business"***, ***"Our Management"*** and ***"Management's Discussion and Analysis of Financial Position and Results of Operations"*** on pages 113, 152 and 222 respectively, of this Draft Red Herring Prospectus.

MAJOR EVENTS AND MILESTONES IN THE HISTORY OF OUR COMPANY

The table below sets forth some of the major events in the history of our Company:

Calendar Year	*Key Events & Milestones*
2001	○ *Business started in the name "Datasol (Bangalore)* ***Private Limited****".*
2015	○ *Certified as an ISO 9001:2008*
2018	○ *Certified as AS 9100D and ISO 9001:2015*
2024	○ *Company converted from Private Limited Company to Public Limited Company i.e.* ***"Datasol (Bangalore) Limited."***
2024	○ *Certified as an AS 9100D and ISO 9001 : 2015*

SIGNIFICANT FINANCIAL AND STRATEGIC PARTNERSHIPS

As on the date of this Draft Red Herring Prospectus, our Company does not have any significant strategic or financial partners.

TIME/COST OVERRUN IN SETTING UP PROJECTS

As on the date of this Draft Red Herring Prospectus, there has been no time and cost overruns in the Company.

LAUNCH OF KEY PRODUCTS OR SERVICES, ENTRY INTO NEW GEOGRAPHIES OR EXIT FROM EXISTING MARKETS, CAPACITY/FACILITY CREATION OR LOCATION OF STORES

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, capacity/ facility creation and location of stores, see ***"Our Business"*** and ***"History and Certain Corporate Matters"*** on pages 113 and 148 of this Draft Red Herring Prospectus.

DEFAULTS, RESCHEDULING OR RESTRUCTURING OF BORROWINGS WITH FINANCIAL INSTITUTIONS/BANKS

As on the date of this Draft Red Herring Prospectus, there has been no default, rescheduling or restructuring of borrowings with financial institutions or banks.

DETAILS REGARDING MATERIAL ACQUISITIONS OR DIVESTMENTS OF BUSINESS/UNDERTAKINGS, MERGERS, AMALGAMATION, REVALUATION OF ASSETS, ETC. IN THE LAST 10 YEARS

Except as mentioned in chapter ***"History and Certain Corporate Matters"*** beginning on page no. 148, our Company has not made any material acquisitions or divestments of any business or undertakings, mergers, amalgamation or revaluation of assets in the last 10 years preceding the date of this Draft Red Herring Prospectus.

HOLDING COMPANY

As on date of filing of this Draft Red Herring Prospectus, our Company does not have any Holding Company.

JOINT VENTURES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any joint ventures.

SUBSIDIARIES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries.

ASSOCIATES OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company does not have any associates.

DETAILS OF SHAREHOLDERS' AGREEMENT

As on date of this Draft Red Herring Prospectus, there are no subsisting shareholders' agreements among our shareholders vis-à-vis our Company.

AGREEMENTS WITH KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT, DIRECTORS, PROMOTERS OR ANY OTHER EMPLOYEE

Neither our Promoters, nor any of the Key Managerial Personnel or Senior Management, Directors or employees of our Company have entered into an agreement, either by themselves or on behalf of any other person, with any Shareholder or any other third party with regard to compensation or profit sharing in connection with the dealings of the securities of our Company.

MATERIAL AGREEMENTS

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

For details on business agreements of our Company, see ***"Our Business"*** beginning on page 113 of this Draft Red Herring Prospectus.

GUARANTEES GIVEN BY OUR PROMOTERS

Our Promoters have not given any guarantee to any third parties as on the date of this Draft Red Herring Prospectus except in favour of Lending Bank as collateral security for the Borrowings of the Company.

CAPITAL RAISING (DEBT / EQUITY)

Except as set out in the Sections titled ***"Capital Structure"*** and ***"Financial Indebtedness"*** beginning on page no 59 and 220 respectively of this Draft Red Herring Prospectus, our Company has not raised any capital in the form of Equity Shares or debentures.

INJUNCTION OR RESTRAINING ORDER

Our company is not operating under any injunction or restraining order.

DETAILS REGARDING PAST PERFORMANCE OF THE COMPANY.

For details in relation to our past financial performance in the previous 3 (three) financial years, please refer to Section titled ***"Financial Statements as restated"*** beginning on page no. 181 of this Draft Red Herring Prospectus.

CHANGES IN THE ACTIVITIES OF OUR COMPANY DURING THE LAST TEN (10) YEARS

Except as mentioned in chapter ***"Our History and Certain Corporate Matters"*** beginning on page no. 148 of Draft Red Herring Prospectus, there have been no changes in the activity of our Company during the last ten (10) years preceding as on the date of this Draft Red Herring Prospectus, which may have had a material effect on the profits or loss, including discontinuance of the lines of business, loss of agencies or markets and similar factors of our Company.

SHAREHOLDERS OF OUR COMPANY

As on the date of this Draft Red Herring Prospectus, our Company has 7 (Seven) shareholders. For further details in relation to the current shareholding pattern, please refer to Section titled ***"Capital Structure"*** beginning on page no. 59 of this Draft Red Herring Prospectus.

OUR MANAGEMENT

BOARD OF DIRECTORS

As on the date of Draft Red Herring Prospectus, our Company has 5 (Five) Directors on our Board consisting 2 (Two) Whole-time Director and 3 (Three) Independent Directors. There is 1 (One) Women Director in our Board. The details of the Directors are as follows:

The details of the Directors are as follows:

Sl. No.	Name of the Director	DIN	Current Designation	Date of Joining#
1	Satish Reddy	01178638	Whole Time Director & CFO	01.02.2001
2	Balakuntlam Sathyanarayana Sureshkumar	01678452	Whole Time Director	01.02.2001
3	Venugopal Venkata Reddy	06798772	Independent Director	05.05.2025
4	Neela Manjunath	06981005	Independent Director	05.05.2025
5	Raghu Nambiar	07325471	Independent Director	05.05.2025

 # Original date of appointment as per MCA database.

The following table sets forth details regarding the Board of Directors as on the date of this Draft Red Herring Prospectus:

Sl. No.	Particulars	Details
1	Name of the Director	**Satish Reddy**
	Father's Name	Late Chagnur Palaksha Reddy
	Residential Address	16th Cross, Next Chowdiah Memorial Hall, Vyalikaval, North Malleswaram, Bangalore- 560003, Karnataka, India
	Date of Birth	08-06-1971
	Age	54 Years
	Designation	Whole-Time Director & CFO
	DIN	01178638
	Occupation	Business
	Nationality	Indian
	Qualification	Bachelor of Engineering in Electronics and Communications from University of Mysore
	No. of Years of Experience	More than 25 years
	Date of Appointment	Since Incorporation; Re-designated as WTD w.e.f. 16/09/2024 and CFO as on 5th May, 2025
	Terms of Appointment	5 years commencing from 16.09.2024 to 15.09.2029; liable to retire by rotation
	Directorship in other companies	▪ Flyvi Technologies Private Limited
	Other Ventures	Nil

Sl. No.	Particulars	Details
2	Name of the Director	**Balakuntlam Sathyanarayana Sureshkumar**
	Father's Name	Late Balakuntlam S. Sathyanarayana
	Residential Address	New no 5 Old no 8, 3rd Main Mount Joy Road near Subrahmanya Temple Hanumantha Nagar, Bengaluru - 560019, Karnataka, India
	Date of Birth	20-05-1974
	Age	51 Years
	Designation	Whole-Time Director
	DIN	01678452
	Occupation	Business
	Nationality	Indian
	Qualification	Under Graduate
	No. of Years of Experience	More than 25 years
	Date of Appointment	Since Incorporation; Re-designated as WTD w.e.f. 16/09/2024
	Terms of Appointment	5 years commencing from 16.09.2024 to 15.09.2029; liable to retire by rotation
	Directorship in other companies	▪ Flyvi Technologies Private Limited
	Other Ventures	Nil

Sl. No.	Particulars	Details
3	Name of the Director	**Venugopal Venkata Reddy**
	Father's Name	Venkata Reddy
	Residential Address	221, 1st Main 6th cross, Ideal home layout near BBMP office rajarajeshwari nagar, Bangalore South, Bangalore 560098, Karnataka, India
	Date of Birth	15-11-1956
	Age	68 Years
	Designation	Independent Director
	DIN	06798772
	Occupation	Professional
	Nationality	Indian
	Qualification	Bachelor of Engineering from Bangalore university, Karnataka
	No. of Years of Experience	More than 15 years
	Date of Appointment	Appointed as Independent Director on May 05, 2025 for 5 (Five) Years (from the original appointment)
	Terms of Appointment	Appointed for a term of 5 years upto May 04, 2025; Not liable to retire by rotation
	Directorship in other companies	Karnataka Silk Industries Corporation Limited
	Other Ventures	Nil

Sl. No.	Particulars	Details
4	Name of the Director	**Neela Manjunath**
	Father's Name	Shantilal Jethalal Mehta
	Residential Address	Hill View, 14th Cross, Opp Sundermahal Choultry, Girinagar, 2nd Phase, Bangalore 560085, Karnataka- 560085
	Date of Birth	12-01-1961
	Age	64 years
	Designation	Independent Director
	DIN	06981005
	Occupation	Professional
	Nationality	Indian
	Qualification	Master of Arts in Political Science from Bangalore University, Karnatka
	No. of Years of Experience	More than 11 years
	Date of Appointment	Appointed as Independent Director on May 05, 2025 for 5 (Five) Years (from the original appointment)
	Terms of Appointment	Appointed for a term of 5 years upto May 04, 2025; Not liable to retire by rotation
	Directorship in other companies	1. Wild Craft India Limited 2. Umiya Buildcon Limited
	Other Ventures	Nil

Sl. No.	Particulars	Details
5	Name of the Director	**Raghu Nambiar**
	Father's Name	Padmanabhan Nambiar
	Residential Address	A K P Nambiar, Flat No102, Carleston Classic, No 3 Carleston Road, Cooke Town, Bangalore North, Bangalore, Karnataka - 560005
	Date of Birth	30-01-1964
	Age	61 Years
	Designation	Independent Director
	DIN	07325471
	Occupation	Profession
	Nationality	Indian
	Qualification	Ph.D from University of Durham
	No. of Years of Experience	More than 30 years
	Date of Appointment	Appointed as Independent Director on May 05, 2025 for 5 (Five) Years (from the original appointment)
	Terms of Appointment	Appointed for a term of 5 years upto May 04, 2025; Not liable to retire by rotation
	Directorship in other companies	1. Umiya Buildcon Limited 2. Stardus India Services Private Limited
	Other Ventures	Nil

BRIEF BIOGRAPHIES OF THE DIRECTORS:

Satish Reddy, aged 54 years, is one of the Promoters and the Whole-time Director & CFO of our Company. As a founding member, he has been associated with the Company since its inception and has played a pivotal role in its growth and strategic direction. He holds a Bachelor of Engineering degree in Electronics and Communications from University Mysore. With over 25 years of experience in the industry, Mr. Reddy has been a driving force behind the successful execution of complex and mission-critical projects, particularly in the aerospace, defense, and space domains.

Balakuntlam Sathyanarayana Sureshkumar, aged 51 years, is one of the Promoters and the Whole-time Director of our Company. As a founding member, he has been an integral part of the Company since its inception, contributing significantly to its strategic direction and overall growth. With over 25 years of extensive experience in the industry, Mr. Sureshkumar brings deep domain knowledge and leadership acumen to the organization. He currently oversees the Company's strategic initiatives and plays a key role in driving business development efforts.

Venugopal Venkata Reddy, aged 68 years, is an Independent Director of our Company. He was appointed to the Board on May 05, 2025 for a term of five (5) years from the date of his original appointment. He holds a Bachelor's degree in Engineering from Bangalore University, which he completed in the year 1979. He brings with him over 12 years of rich experience as an engineer. His technical expertise and practical insight into engineering operations, positions him to contribute meaningfully to the Company's strategic decisions and governance.

Neela Manjunath, aged 64 years, is a Non-Executive Independent Director of our Company. She holds Master of arts in Political Science from Bangalore University, Karnataka. She is a retired IAS officer with an extensive career spanning 31 years in public administration, having served as a Karnataka Administrative Service (KAS) officer from the 1990 batch and later as an Indian Administrative Service (IAS) officer from the 2003 batch (Karnataka Cadre). She retired as the Managing Director of Karnataka Silk Industries Corporation. With over 11 years of experience in business management, her strategic insights, governance expertise, and industry knowledge significantly contribute to the Company's growth and operational success. She has been appointed as an Independent Director effective May 05, 2025 for a tenure of five years. Her leadership and commitment to excellence make her a valuable asset to our Company.

Raghu Nambiar, aged 61 years, is an Independent Director of our Company. He holds a Ph.D. in Science from the University of Durham, U.K., and a Master's degree in Electrical Engineering from the Indian Institute of Science, Bangalore. Appointed as an Independent Director on May 05, 2025 for a tenure of five years, Dr. Nambiar brings over 30 years of extensive industry experience spanning large business enterprises, mid-sized companies, and global corporations. His expertise extends across product manufacturing and healthcare industries, complemented by entrepreneurial acumen. Prior to his appointment, he served as the Associate Vice President of Siemens Technology and Services Private Limited until 2015. Since October 2015, he has been serving as a Director of Stradus India Services Private Limited. His vast industry knowledge, strategic insights, and dedication to excellence make him a valuable asset to our Company, strengthening our operational success.

FAMILY RELATIONSHIPS BETWEEN THE DIRECTORS

None of our directors are related to each other.

ARRANGEMENTS WITH MAJOR SHAREHOLDERS, CUSTOMERS, SUPPLIERS OR OTHERS

There are no arrangements or understanding between major shareholders, customers, suppliers or others pursuant to which any of the Directors were selected as a director or member of a Senior Management as on the date of this Draft Red Herring Prospectus.

SERVICE CONTRACTS

Our Company has not executed any service contracts with its directors providing for benefits upon termination of their employment.

COMMON DIRECTORSHIPS OF THE DIRECTORS IN LISTED COMPANIES WHOSE SHARES HAVE BEEN/WERE SUSPENDED FROM BEING TRADED ON ANY OF THE STOCK EXCHANGE DURING HIS/HER TENORS FOR A PERIOD BEGINNING FROM FIVE (5) YEARS PRIOR TO THE DATE OF THIS DRAFT RED HERRING PROSPECTUS

None of the Directors are/were directors of any company whose shares were suspended from being trading by Stock Exchange(s) or under any order or directions issued by the stock exchange(s)/ SEBI/ other regulatory authority in the last five (5) years or to the extent applicable.

DIRECTOR'S ASSOCIATION WITH THE SECURITIES MARKET

None of the Directors of our Company are associated with securities market.

COMMON DIRECTORSHIPS OF THE DIRECTORS IN LISTED COMPANIES THAT HAVE BEEN/WERE DELISTED FROM STOCK EXCHANGES IN INDIA DURING THEIR TENURE

None of the Directors are/were directors of any entity whose shares were delisted from any Stock Exchange(s). Further, none of the directors are/ were directors of any entity which has been debarred from accessing the capital markets under any order or directions issued by the Stock Exchange(s), SEBI or any other Regulatory Authority.

BORROWING POWERS OF THE BOARD

The Articles, subject to the provisions of Section 180(1)(c) of the Companies Act, 2013 authorize the Board to raise, borrow or secure the payment of any sum or sums of money for the purposes of our Company. The members of the company vide the special resolution passed at their Annual General Meeting dated September 30, 2025, allowed to borrow and that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 100 Crores.

POLICY ON DISCLOSURES AND INTERNAL PROCEDURE FOR PREVENTION OF INSIDER TRADING:

The provisions of regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 will be applicable to our Company immediately upon the listing of its Equity Shares on the SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 on listing of Equity Shares on stock exchanges. The Company Secretary & Compliance Officer will be responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the Code of Conduct under the overall supervision of the Board.

POLICY FOR DETERMINATION OF MATERIALITY & MATERIALITY OF RELATED PARTY TRANSACTIONS AND ON DEALING WITH RELATED PARTY TRANSACTIONS:

The provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 will be applicable to our Company immediately upon the listing of Equity Shares of our Company on SME Platform of BSE Limited. We shall comply with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on listing of Equity Shares on the SME Platform of BSE Limited.

COMPENSATION OF OUR MANAGING DIRECTOR AND WHOLETIME DIRECTOR AND EXECUTIVE DIRECTOR

The compensation payable to Managing Director and Executive Director will be governed as per the terms of their appointment and shall be subject to the provisions of Sections 2 (54), 2(94), 188, 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof or any of the provisions of the Companies Act, 1956, for the time being in force).

The following compensation has been approved for Managing Director, Whole Time Directors and Executive Director.

Particulars	Satish Reddy
Appointment/Change in Designation	Appointed as First Director w.e.f. February 02, 2001 Designation changed to Whole-Time Director of the Company w.e.f. Sepetember 16, 2024
Current Designation	Whole-time Director & CFO
Terms of Appointment	5 Years till September 15, 2029
Remuneration, Perquisites and Benefits	1. **Gross Annual Salary:** Rs. 1,53,00,000/- (Rupees One Crore Fifty-Three Lakhs only) provided that the Board of Directors of the Company (Board) may, at its discretion, review Gross base salary from time to time and grant such increments, not exceeding 10% of the then base salary at any one time. 2. **Perquisites and Allowances:** The Whole-Time Director shall be entitled to medical reimbursement equal to one month's salary; leave travel concession for self and family not

Particulars	Satish Reddy
	exceeding one month salary; personal accident insurance and Company's contribution to provident fund.
Compensation paid in the FY 2024-25	₹ 110.38 lakhs

Particulars	Balakuntlam Sathyanarayana Sureshkumar
Appointment/Change in Designation	Appointed as First Director w.e.f. February 02, 2001 Designation changed to Whole-Time Director of the Company w.e.f. Sepetember 16, 2024
Current Designation	Whole-time Director
Terms of Appointment	5 Years till September 15, 2029
Remuneration, Perquisites and Benefits	1. **Gross Annual Salary:** Rs. 1,53,00,000/- (Rupees One Crore Fifty-Three Lakhs only) provided that the Board of Directors of the Company (Board) may, at its discretion, review Gross base salary from time to time and grant such increments, not exceeding 10% of the then base salary at any one time. 2. **Perquisites and Allowances:** The Whole-Time Director shall be entitled to medical reimbursement equal to one month's salary; leave travel concession for self and family not exceeding one month salary; personal accident insurance and Company's contribution to provident fund.
Compensation paid in the FY 2024-25	₹ 110.38 lakhs

BONUS OR PROFIT-SHARING PLAN FOR OUR DIRECTORS

We have no bonus or profit-sharing plan for our directors.

PAYMENT OR BENEFIT TO NON-EXECUTIVE DIRECTORS OF OUR COMPANY

The payment of sitting fees to the Non-Executive Director and Independent Directors of the Company for attending the meeting of the Board of Directors and meetings of the Committees of the Board of Directors in the following manner:

Sr. No.	Name of Director	Fees for attending the meeting of			
		Board of Directors	Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee
1.	Venugopal Venkata Reddy	₹25,000/- per meeting	₹15,000/- per meeting	₹15,000/- per meeting	₹5,000/- per meeting
2.	Neela Manjunath	₹25,000/- per meeting	₹15,000/- per meeting	₹15,000/- per meeting	-
3.	Raghu Nambiar	₹25,000/- per meeting	-	₹15,000/- per meeting	₹5,000/- per meeting

THE DETAILS OF THE SHAREHOLDING OF OUR DIRECTORS AS ON THE DATE OF THIS DRAFT RED HERRING PROSPECTUS ARE AS FOLLOWS:

Sl. No.	Name of the Director Shareholder	Category/ Status	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Satish Reddy	Whole-time Director & CFO	32.,33,979	29.62%	[●]
2	Balakuntlam Sathyanarayana Sureshkumar	Whole-time Director	32,33,979	29.62%	[●]

INTEREST OF OUR DIRECTORS

Our Directors may be deemed to be interested to the extent of their remunerations paid to them for services rendered and with the reimbursement of expenses payable to them as mentioned above. For further details, please refer to section titled ***"Our Promoters and Promoter Group"*** beginning on page no. 169 of this Draft Red Herring Prospectus.

Further, none of our Directors have any interest in any property acquired by our Company within two (2) years of the date of this Draft Red Herring Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building. Further, except as disclosed under sub-section ***"Shareholding of Directors in our Company"*** above, none of our Directors hold any Equity Shares, Preference Shares or any other form of securities in our Company. Our directors may also be interested to the extent of Equity Shares, if any, held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Issue.

Other than as stated above and except as stated in the sections titled ***"Financial Information as Restated"*** and ***"Our Promoters and Promoter Group"*** beginning on pages 181 and 169 respectively of this Draft Red Herring Prospectus, our Directors do not have any other interest in the business of our Company.

None of the relatives of our directors have been appointed to a place or office of profit in our Company other than mentioned elsewhere in the Draft Red Herring Prospectus. For further details, please refer to section titled ***"Our Management"*** on page no. 152 of this Draft Red Herring Prospectus.

Our directors may also be regarded as interested in the Equity Shares, if any, held by them or that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and /or trustees pursuant to this Issue. Some of the directors also hold directorships in Promoter Group and Group Entities of our Company.

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 section ***"Our Management"*** or the section titled ***"Financial Information – Related Party Transactions"*** beginning on page no 152 and 218 respectively of this Draft Red Herring Prospectus, and except to the extent of shareholding in our Company, our Directors do not have any other interest in the business of our Company.

CHANGES IN THE BOARD OF DIRECTORS OF OUR COMPANY IN THE LAST THREE (3) YEARS OR TO THE EXTENT APPLICABLE ARE AS FOLLOWS:

Name	Date	Designation	Reason
Balakuntlam Sathyanarayana Sureshkumar	16.09.2024	Whole-time Director	Re-Designation
Satish Reddy	16.09.2024	Whole-time Director	Re-Designation
Basavana Palli Ambika Soni	05.05.2025	Director	Resignation
Shylaja Ramamurthy	05.05.2025	Director	Resignation

OTHER CONFIRMATIONS:

- None of our Directors are on the RBI List of wilful defaulters or fraudulent borrowers as on the date of this Draft Red Herring Prospectus.
- None of our Directors of our Company are a fugitive economic offender.
- Further, none of our directors are or were directors of any listed company whose shares.
- have been or were suspended from trading on any of the stock exchanges during the five years prior to the date of filing this Draft Red Herring Prospectus or.
- delisted from the stock exchanges.
- None of the directors of our Company are debarred from accessing the capital market by SEBI.
- None of the Directors has been or is involved as 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 SEBI or any other regulatory authority.

CORPORATE GOVERNANCE

In terms of Regulation 15(2)(b) of the SEBI Listing Regulations, compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI Listing Regulations shall not apply, in respect of listed entity which has listed its specified securities on the SME Exchange.

Furthermore, in terms of Regulation 15(3) of the SEBI Listing Regulations, notwithstanding Regulation 15(2) of the SEBI Listing Regulations, the provisions of the Companies Act, 2013 shall continue to apply, wherever applicable.

As per the abovementioned provisions of the Listing Regulations, we are not required to comply with the requirements of corporate governance relating to the composition of its board of directors, constitution of committees such as audit committee, nomination and remuneration committee, stakeholders' relationship committee, etc., as provided under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Our Board has been duly constituted in compliance with the Companies Act. Our Board functions either as a full board or through various committees constituted to oversee specific functions. In compliance with the requirements of the Companies Act, our Board of Directors consists of 5 (Five) Directors (including One Woman Director).

Sl. No.	Name of the Director	DIN	Current Designation
1	Satish Reddy	01178638	Whole Time Director
2	Balakuntlam Sathyanarayana Sureshkumar	01678452	Whole Time Director
3	Venugopal Venkata Reddy	06798772	Independent Director
4	Neela Manjunath	06981005	Independent Director
5	Raghu Nambiar	07325471	Independent Director

COMMITTEES OF OUR BOARD

Our Board has constituted the following committees including those for compliance with corporate governance requirements:

❖ ***Audit Committee***

As per section 177 of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed, shall constitute an Audit Committee. The Audit Committee shall consist of a minimum of three directors with independent directors forming a majority: Provided that majority of members of Audit Committee including its Chairperson shall be persons with ability to read and understand, the financial statement.

Our Audit Committee was re-constituted pursuant to a resolution of our Board Meeting dated May 05, 2025. The Audit Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Neela Manjunath	Chairman	Independent Director
Venugopal Venkata Reddy	Member	Independent Director
Satish Reddy	Member	Whole-Time Director

Any member of this Committee ceasing to be a director shall also be ceased to be a member of this Committee. The Company Secretary of the Company shall act as the Secretary of the Audit Committee.

Set forth below are the scope, functions and the terms of reference of our Audit Committee, in accordance with Section 177 of the Companies Act, 2013 and the rules made thereunder.

Powers of Audit Committee: The Audit Committee shall have powers, including the following:

1. To investigate any activity within its terms of reference, seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary;

2. To have full access to information contained in the records of the company;

3. To invite the finance director or head of the finance function, head of internal audit and a representative of the statutory auditor and any other such executives to be present at the meetings of the committee;

4. To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company;

5. Such powers as the Board may deem fit in accordance with the Act, SEBI LODR and any other rules and regulations.

Role of Audit Committee: The role of the Audit Committee shall include the following:

1) oversight of our Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2) recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;

3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
    b. changes, if any, in accounting policies and practices and reasons for the same;
    c. major accounting entries involving estimates based on the exercise of judgment by management;
    d. significant adjustments made in the financial statements arising out of audit findings;
    e. compliance with listing and other legal requirements relating to financial statements;
    f. disclosure of any related party transactions;
    g. Qualifications/ modified opinion(s) in the draft audit report;

5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6) 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 / Red Herring Prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the board to take up steps in this matter;

7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8) Formulating a policy on related party transactions, which shall include materiality of related party transactions;

9) approval or any subsequent modification of transactions of our Company with related parties;

10) scrutiny of inter-corporate loans and investments;

11) valuation of undertakings or assets of our Company, wherever it is necessary;

12) evaluation of internal financial controls and risk management systems;

13) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

14) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

15) discussion with internal auditors of any significant findings and follow up there on;

16) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

17) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

18) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

19) to review the functioning of the whistle blower mechanism;

20) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

21) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

22) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

23) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Further, the audit committee shall mandatorily review the following information:

(1) management discussion and analysis of financial condition and results of operations;
(2) management letters / letters of internal control weaknesses issued by the statutory auditors;
(3) internal audit reports relating to internal control weaknesses; and
(4) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
(5) statement of deviations:
    (a) half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) SEBI LODR, as and when applicable.
    (b) annual statement of funds utilized for purposes other than those stated in the offer document/Red Herring Prospectus/notice in terms of Regulation 32(7) of SEBI LODR, as and when applicable.

The Audit Committee shall meet at least four times in a financial year, and not more than one hundred and twenty days shall elapse between two meetings. The quorum of the meeting shall be either two members present, or one-third of the members, whichever is greater, provided that there should be a minimum of two independent directors present.

❖ ***Stakeholders' Relationship Committee***

As per section 178 (5) of the Companies Act, 2013, The Board of Directors of a Company which consists of more than one thousand shareholders, debenture-holders, deposit-holders and any other security holders at any time during a financial year shall constitute a Stakeholders Relationship Committee consisting of a chairperson who shall be a non-executive director and such other members as may be decided by the Board

Our Stakeholders' Relationship Committee was re-constituted pursuant to a resolution of our Board Meeting dated May 05, 2025. The Stakeholders' Relationship Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Venugopal Venkata Reddy	Chairman	Independent Director
Satish Reddy	Member	Whole-time Director
Balakuntlam Sathyanarayana Sureshkumar	Member	Whole-time Director

Any member of this Committee ceasing to be a director shall also be ceased to be a member of this Committee. The Company Secretary of the Company shall act as the Secretary of the Stakeholders' Relationship Committee.

Role of the Stakeholders Relationship Committee: Role of the Stakeholders Relationship committee shall include the following:

1. Redressal of all security holders' and investors' grievances including complaints related to transfer/transmission of shares, non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of declared dividends, non-receipt of annual reports, issue of new/duplicate certificates, etc., and assisting with quarterly reporting of such complaints;

2. Review of measures taken for effective exercise of voting rights by shareholders.

3. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

4. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

5. Review of the various measures and initiatives taken by our Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

6. Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services; and .

7. Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority."

The Stakeholders' Relationship Committee shall meet at least once in a financial year. Quorum shall be in accordance with the provisions of the Companies Act, 2013 and Secretarial Standards issued by the Institute of Company Secretaries of India.

❖ ***Nomination and Remuneration Committee***

As per section 178 (1) of the Companies Act, 2013, The Board of Directors of every listed company and such other class or classes of companies, as may be prescribed shall constitute the Nomination and Remuneration Committee consisting of three or more non-executive directors out of which not less than one-half shall be independent directors: Provided that the chairperson of the company (whether executive or non-executive) may be appointed as a member of the Nomination and Remuneration Committee but shall not chair such Committee.

Our Nomination and Remuneration Committee was re-constituted pursuant to a resolution of our Board Meeting dated May 05, 2025. The Nomination and Remuneration Committee comprises of:

Name of Director	Status in Committee	Nature of Directorship
Raghu Nambiar	Chairman	Independent Director
Neela Manjunath	Member	Independent Director
Venugopal Venkata Reddy	Member	Independent Director

Any member of this Committee ceasing to be a director shall also be ceased to be a member of this Committee. The Company Secretary of the Company shall act as the Secretary of the Nomination and Remuneration Committee.

Role of the Nomination and Remuneration Committee: Role of the Nomination and Remuneration Committee shall include 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;

   The Nomination and Remuneration Committee, while formulating the above policy, should ensure that:

   (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

(ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
(v) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

b) For every appointment of an Independent Director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Nomination and Remuneration Committee may:

(i) use the services of any external agencies, if required;
(ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
(iii) consider the time commitments of the candidates.

c) Formulation of criteria for evaluation of performance of Independent Directors and the Board;

d) Devising a policy on Board diversity;

e) Identifying persons who are qualified to become directors of the Company 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;

f) Analysing, monitoring and reviewing various human resource and compensation matters;

g) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

h) Recommending to the Board the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);

i) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

j) Determining whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;

k) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended; The Chairperson of the nomination and remuneration committee may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.

l) Construing and interpreting the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the terms of such scheme/plan ("ESOP Scheme") and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

m) Framing suitable policies, procedures and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

a. the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended; and
b. the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003, as amended, by the Company and its employees, as applicable;

n) Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

o) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

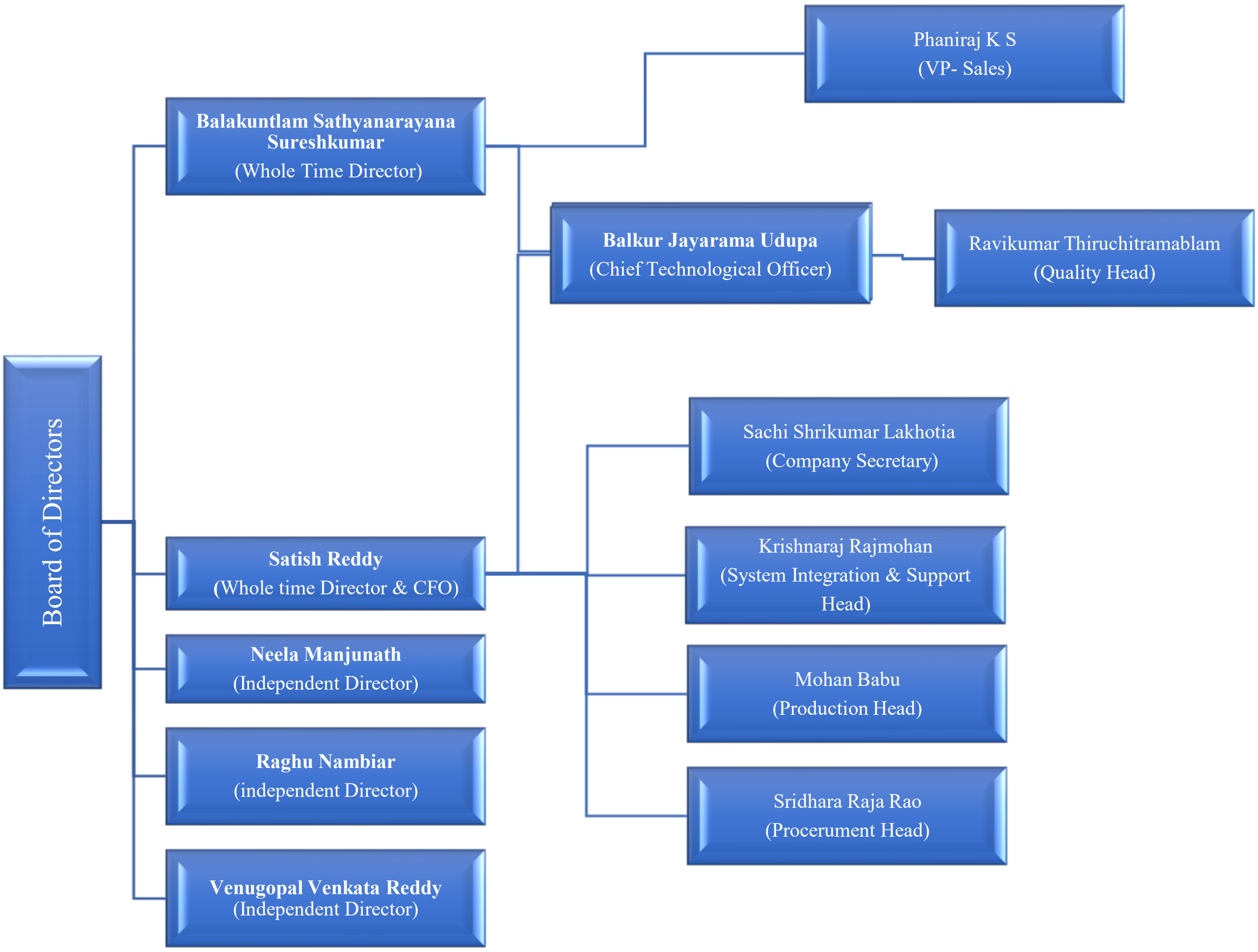
The Nomination and Remuneration Committee shall meet at least once in a financial year and quorum for a meeting of the nomination and remuneration committee shall be either two members or one third of the members of the committee, whichever is greater, including at least one independent director in attendance.

- **Corporate Social Responsibility Committee:**

As per section 135 (1) of the Companies Act, 2013, Every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceeding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director.

The net profit of the Company for the financial year ended 31st March, 2025 has crossed threshold limit of Rs.5.00 crores, so in terms of provisions of section 135 read with section 198 of the companies act, 2013, the company was required to spend 2% of the past three financial years profit during the financial year 2025-26 on projects/programmes in compliance with Schedule VII of the companies act, 2013. however, the requirement for constitution of CSR Committee as stated above is not applicable to us as the amount required to be spent by the company under section 135(5) does not exceed rupees fifty lakh and the functions of such committee shall be discharged by the board of directors of the company as per section 135(9).

MANAGEMENT ORGANIZATIONAL STRUCTURE:



OUR KEY MANAGERIAL PERSONNEL

The details of the Key Managerial Personnel and Senior Management as on the date of this Draft Red Herring Prospectus are set out below. All the Key Managerial Personnel and Senior Management are permanent employees of our Company. Except for certain statutory benefits, there are no other benefits accruing to the Key Managerial Personnel and Senior Management.

1. **Balakuntlam Sathyanarayana Sureshkumar,** aged about 50 years, is the Promoter and Whole-Time Director of our Company. For details, please refer section titled ***"Our Management"*** beginning on page no. 152 of this Draft Red Herring Prospectus.

2. **Satish Reddy,** aged about 54 years, is the Promoter and Whole-Time Director and Chief Financial Officer of our Company. For details, please refer section titled ***"Our Management"*** beginning on page no. 152 of this Draft Red Herring Prospectus.

3. **Sachi Shrikumar Lakhotia,** aged 28 years, has been appointed as the Company Secretary and Compliance Officer of our Company effective from April 11, 2024. She holds a BA LLB degree from Savitribai Phule Pune University, which she completed in April 2020. She became a member of the Institute of Company Secretaries of India (ICSI) in May 2023 and is an Associate Member of ICSI, bearing Membership No. A71563. Sachi brings with her more than 2 years of experience in handling secretarial and compliance matters. In her current role, she is responsible for ensuring the Company's adherence to applicable legal and regulatory frameworks, facilitating effective communication between the Company and its stakeholders, and playing a key role in strengthening the Company's corporate governance practices. She joined the Company on April 11, 2024, with a monthly remuneration of ₹45,000.

OUR SENIOR MANAGEMENT

Mr. Phaniraj K.S., aged 51 years, is the Vice President – Sales of our Company. He holds a Diploma in Instrumentation Technology from Nadgir Polytechnic, Bangalore, completed in the year 1992. He joined our Company in March 2008 and has been an integral part of the organization since then. With nearly 20 years of experience in sales, Mr. Phaniraj has developed deep expertise in driving sales strategies, building customer relationships, and leading high-performing teams. As Vice President – Sales, he is responsible for overseeing the entire sales department of the Company, ensuring the achievement of revenue targets and contributing to overall business growth. His extensive industry knowledge and leadership have played a vital role in strengthening the Company's market presence and enhancing client satisfaction. During the Financial Year 2024-25, Mr. Phaniraj K.S. has received a remuneration of ₹ 38.72 Lakhs.

Mr. Balkur Jayarama Udupa, aged 59 years, is the Chief Technology Officer (CTO) of our Company. He holds a Bachelor of Engineering degree in Electrical from Bangalore University, Karnataka which he completed in the year 1990. Mr. Udupa has been associated with our Company since its inception and has played an instrumental role in its technological growth and innovation. With more than 25 years of rich experience in the field of engineering, he brings deep expertise in Power Electronics, Control Systems, FPGA-based Embedded Designs, and Inertial Systems. In his capacity as CTO, Mr. Udupa leads the Company's technology strategy, product development, and innovation initiatives. His extensive domain knowledge and leadership have significantly contributed to the development of advanced engineering solutions and the successful execution of critical projects. During the Financial Year 2024–25, he received a remuneration of ₹ 31.08 Lakhs.

Mr. Ravikumar Thiruchitramabalam, aged 52 years, is the Quality Head of our Company. He holds a Ph.D. in Strategic Management from the University of Mysore, Karnataka, which he completed in the year 2019. He joined our Company on March 11, 2022. Mr. Ravikumar brings with him over 22 years of extensive experience in implementing Quality Management Systems (QMS), integrated management systems, and leading continuous improvement initiatives using Lean and Six Sigma methodologies. In his current role, he is responsible for overseeing quality operations, particularly in defense and aerospace projects, ensuring strict compliance with AS9100D standards. During the Financial Year 2024–25, he received a remuneration of ₹15.00 lakh.

Mr. B. Mohan Babu, aged 57 years, is the Production Head of our Company. He joined the Company on May 5, 2019. He brings with him over 25 years of experience in system engineering, with strong hands-on expertise in system-level products, Automated Test Equipment (ATEs), and associated production processes. His deep technical knowledge and leadership have played a vital role in streamlining manufacturing operations and ensuring product quality and efficiency. During the Financial Year 2024–25, he received a remuneration of ₹24.86 Lakhs.

Mr. Sridhara Raja Rao, aged 51 years, is the Procurement Head of our Company. He holds a Diploma in Electronics and Communication Engineering from the Department of Technical Education, Karnataka, which he completed in the year 1992. He joined the Company on June 8, 2009. Mr. Shridhara brings with him over 30 years of extensive experience in sourcing, supply chain management, procurement processes, and logistics. His deep industry knowledge and strategic approach have significantly contributed to strengthening the Company's supply chain operations and vendor management systems. During the Financial Year 2024–25, he received a remuneration of ₹16.18 lakh.

Mr. Krishnaraj Rajmohan, aged 53 years, is the System Integration and Support Head of our Company. He holds a Bachelor of Engineering degree in Electrical and Electronics Engineering from Bharathidasan University, which he completed in the year 1995. He joined the Company on March 8, 2002. Mr. Krishnaraj has over 23 years of experience in system engineering, with specialized expertise in system integration and technical support. During the Financial Year 2024–25, he received a remuneration of ₹15.03 lakh.

STATUS OF KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT IN OUR COMPANY

All our key managerial personnel or Senior Management are permanent employees of our Company.

SHAREHOLDING OF KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT IN OUR COMPANY

The details of the shareholding of our Key Management Personnel or Senior Management as on the date of this Draft Red Herring Prospectus are as follows: -

Sl. No.	Name of the Director Shareholder	Category/ Status	No. of Equity Shares	Percentage of Pre-Issue Capital (%)	Percentage of Post-Issue Capital (%)
1	Satish Reddy	Whole-time Director & CFO	32,33,979	29.62%	[●]
2	Balakuntlam Sathyanarayana Sureshkumar	Whole-time Director	32,33,979	29.62%	[●]
3	Balkur Jayarama Udupa	Chief Technology Officer	10,92,000	10.00%	[●]

BONUS OR PROFIT-SHARING PLAN OF THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

Our Company does not have a performance linked bonus or a profit-sharing plan for the Key Management Personnel or Senior Management.

INTERESTS OF KEY MANAGEMENT PERSONNEL OR SENIOR MANAGEMENT

Except as mentioned above in this Draft Red Herring Prospectus, the Key Management Personnel or Senior Management do not have any interest in our Company, other than to the extent of the remuneration or benefits to which they are entitled to as per their terms of appointment and reimbursement of expenses incurred by them during the ordinary course of business.

PAYMENT OF BENEFITS TO OFFICERS OF OUR COMPANY (NON-SALARY RELATED)

Except as disclosed in this Draft Red Herring Prospectus and any statutory payments made by our Company to its officers, our Company has not paid any sum, any non-salary related amount or benefit to any of its officers or to its employees including amounts towards super-annuation, ex-gratia/rewards.

Except statutory benefits upon termination of employment in our Company or superannuation, no officer of our Company is entitled to any benefit upon termination of such officer's employment in our Company or superannuation. Contributions are made by our Company towards provident fund, gratuity fund and employee state insurance.

Except as stated under section titled ***"Financial Information as Restated"*** beginning on page no 181 of this Draft Red Herring Prospectus, none of the beneficiaries of loans and advances or sundry debtors are related to our Company, our Directors or our Promoter.

RELATIONSHIP AMONGST THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT OF OUR COMPANY

None of the Key Managerial Personnel or Senior Management of our Company are related inter-se.

RELATIONSHIP BETWEEN THE DIRECTORS AND KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

There are no relation between our Directors and Key Managerial Personnel or Senior Management Personnel are related with each other.

ARRANGEMENT AND UNDERSTANDING WITH MAJOR SHAREHOLDERS/CUSTOMERS/ SUPPLIERS

None of the above Key Managerial Personnel or Senior Management have been selected pursuant to any arrangement/understanding with major shareholders/customers/suppliers.

DETAILS OF SERVICE CONTRACTS OF THE KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT

Except for the terms set forth in the appointment letters, the Key Managerial Personnel or Senior Management have not entered into any other contractual arrangements with our Company for provision of benefits or payments of any amount upon termination of employment.

EMPLOYEE STOCK OPTION OR EMPLOYEE STOCK PURCHASE

Our Company has not granted any options or allotted any Equity Shares under the ESOP Scheme or stock appreciation right as on the date of this Draft Red Herring Prospectus.

LOANS AVAILED BY DIRECTORS / KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT OF OUR COMPANY

None of the Directors or Key Managerial Personnels or Senior Management have availed loan from our Company which is outstanding as on the date of this Draft Red Herring Prospectus.

CHANGES IN OUR COMPANY'S KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT DURING THE LAST THREE (3) YEARS

The changes in the Key Managerial Personnel or Senior Management of our Company in the last three (3) years are as follows:

Name	Date	Designation	Reason
Balakuntlam Sathyanarayana Sureshkumar	16.09.2024	Whole-time Director	Re-Designation
Satish Reddy	16.09.2024	Whole-time Director	Re-Designation
Sachi Lakhotia	11.04.2024	Company Secretary	Appointment
Satish Reddy	05.05.2025	Chief Financial Officer	Appointment

OUR PROMOTERS AND PROMOTER GROUP

1. Our Promoters:

The Promoters of our Company are **(i) Mr. Satish Reddy, (ii) Mr. Balakuntlam Sathyanarayana Sureshkumar, (iii) Mrs. Basavana Palli Ambika Soni,** and **(iv) Mrs. Shylaja Ramamurthy**

As on the date of this Draft Red Herring Prospectus, our Promoters jointly hold 98,27,958 Equity Shares which in aggregate, almost constitutes 90.00 % of the pre issued paid-up Equity Share capital of our Company. For details of the build-up of the Promoters' shareholding in our Company, see ***"Capital Structure"***, on page 59 of this Draft Red Herring Prospectus.

(i) Details of Individual Promoters of our Company

	**Satish Reddy**, aged 54 years, is the Promoter and Whole Time Director & CFO of the company. For further personal details, please also refer to section titled ***"Our Management"*** beginning on page 152 of this Draft Red Herring Prospectus.
Name of Promoter	Satish Reddy
Father's Name	Late Chagnur Palaksha Reddy
Date of Birth	08-06-1971
Age	54 Years
Qualification	Bachalor of Engineering in Electronics and Communications from University of Mysore in the Year 1994
Occupation	Business
Nationality	Indian
Address	16th Cross, Next Chowdiah Memorial Hall, Vyalikaval, North Malleswaram, Bangalore- 560003, Karnataka, India
DIN	01178638
PAN	ABBPR6446B
Directorship in other companies	1. Flyvi Technologies Private Limited
Other Ventures	Nil

	**Balakuntlam Sathyanarayana Sureshkumar**, aged 51 years, is the Promoter and Whole Time Director of the company. For further personal details, please also refer to section titled ***"Our Management"*** beginning on page 152 of this Draft Red Herring Prospectus.
Name of Promoter	**Balakuntlam Sathyanarayana Sureshkumar**
Father's Name	Late Balakuntlam S. Sathyanarayana
Date of Birth	20-05-1974
Age	51 Years
Qualification	Under Graduate
Occupation	Business
Nationality	Indian
Address	New no 5 Old no 8, 3rd Main Mount Joy Road near Subrahmanya Temple Hanumantha Nagar, Bengaluru - 560019, Karnataka, India
DIN	01678452
PAN	ANAPS4384A
Directorship in other companies	1. Flyvi Technologies Private Limited
Other Ventures	Nil

	**Basavana Palli Ambika Soni**, aged 47 years, is one of the Promoters of the company. She holds a Master's degree in Computer Science from Bangalore University and has been associated with the company since 2007. With over 6 years of experience, she has played a crucial role in administration activities, particularly in the Aerospace, Defense, and Space segments. Her expertise spans strategic planning, operational management, and compliance, ensuring seamless execution of key business functions.
Name of Promoter	Basavana Palli Ambika Soni
Father's Name	Basavana Palli Rama Krishna Reddy
Date of Birth	20-02-1978
Age	47 Years
Qualification	Masters In Computer Application from Acharya Institute of Management and Sciences in the Year 2001
Occupation	Business
Nationality	Indian
Address	139, 16th Cross, Next Chowdiah, Memorial Hall, Vyalikaval, Bangalore North, Malleswaram, Bangalore 560003, Karnataka, India
DIN	08378915
PAN	AWUPS7112H
Directorship in other companies	Nil
Other Ventures	Nil

	**Shylaja Ramamurthy**, aged 47 years, is one of the Promoters of the company. She has been associated with the company since 2007. With over 6 years of experience, she has been instrumental in managing the operational aspects of the company. Her expertise in streamlining processes, ensuring operational efficiency, and overseeing day-to-day functions has played a vital role in the company's growth and success.
Name of Promoter	Shylaja Ramamurthy
Father's Name	P S M Ramamurthy
Date of Birth	20-08-1978
Age	47 Years
Qualification	Under Graduate
Occupation	Business
Nationality	Indian
Residential Address (India)	New no 5 Old no 8, 3rd Main Mount Joy Road near Subrahmanya Temple Hanumantha Nagar, Bengaluru - 560019, Karnataka, India
DIN	08379377
PAN	AGRPR9140F
Directorship in other companies	Nil
Other Ventures	S and B Cosmetics LLP

Our Company confirms that it will submit the details of the PAN, Bank Account Number, Passport number, Aadhaar card number and driving license number of our Promoters to BSE separately at the time of filing the Draft Red Herring Prospectus.

CHANGE IN THE MANAGEMENT AND CONTROL OF OUR COMPANY

There has not been any change in the control of our Company in the five years immediately preceding the date of this Draft Red Herring Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled ***"Our Management"*** beginning on page 152 of this Draft Red Herring Prospectus.

INTERESTS OF OUR PROMOTERS

Interest in the Promotions of our Company:
Our Promoters are interested in our Company to the extent of the promotion of our Company and to the extent of their respective equity shareholding in our Company and any dividend distribution that may be made by our Company with respect to their equity shares in the future. For details pertaining to our Promoter's shareholding, please refer to chapter titled ***"Capital Structure"*** beginning on page 59 of this Draft Red Herring Prospectus.

Interest in the property of our Company:
Except as given in the chapter titled ***"Our Business"*** beginning on page 113 of this Draft Red Herring Prospectus, our Promoters or Group Company do not have any interest in any property acquired by our Company in the preceding three (3) years of the date of this Draft Red Herring Prospectus or proposed to be acquired by it or in any transaction in acquisition of land or any construction of building or supply of machinery.

Interest as Member of our Company:
As on the date of this Draft Red Herring Prospectus, our Promoter and Promoter Group collectively hold 98,28,000 equity shares of our Company and is therefore interested to the extent of their shareholding and the dividend declared, if any, by our Company. Except to the extent of shareholding of the Promoter in our Company and benefits as provided in the section titled ***"Our Management"*** in that Remuneration details of our Directors on page 152 of this Draft Red Herring Prospectus, our Promoter does not hold any other interest in our Company.

Interest in transactions for acquisition of land, construction of building and supply of machinery:
None of our Promoters or Directors is interested in any transaction for the acquisition of land, construction of building or supply of machinery.

Interest of Promoters in Sales and Purchases:
There are no sales/purchases between our Company and our Group Entity other than as stated in the section titled ***"Financial Information - Related Party Transactions"*** beginning on page no. 218 of this Draft Red Herring Prospectus.

Other Interests in our Company:

For transactions in respect of loans and other monetary transactions entered in past please refer ***"Financial Information - Related Party Transactions"*** beginning on page no. 218 of this Draft Red Herring Prospectus.

Further, our promoters may be interested to the extent of personal guarantees given by them in favour of the Company's Bankers. For the details of Personal Guarantee given by Promoters towards Financial facilities availed by our Company, please refer to ***"Financial Indebtedness"*** and ***"Financial Statements as Restated"*** on page 220 and 181 respectively of this Draft Red Herring Prospectus.

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

Confirmations:
Our Company hereby confirms that:

- None of our Promoters or Directors have been declared as a wilful defaulter or fraudulent borrower or is a fugitive economic offender.

- Neither our Company nor our Promoters, Promoter Group and Directors our Company are debarred from accessing the Capital Market by SEBI

- None of the promoters or directors of our Company is a promoter or director of any other company which is debarred from accessing the capital market by SEBI.

PAYMENT OR BENEFITS TO THE PROMOTERS IN THE LAST TWO (2) YEARS

No payment or benefit has been made to the Promoters except as disclosed in the related party transaction. For further details, please refer to section titled ***"Financial Information - Related Party Transactions"*** beginning on page no. 218 of this Draft Red Herring Prospectus.

LITIGATION DETAILS PERTAINING TO OUR PROMOTERS

For details on litigations and disputes pending against the Promoters and defaults made by our Promoters please refer to section titled ***"Outstanding Litigations and Material Developments"*** beginning on page no. 230 of this Draft Red Herring Prospectus.

DISASSOCIATION BY THE PROMOTERS IN THE LAST THREE YEARS

Our Promoters has not disassociated themselves from any of the entities in the last three years except mentioned below:

Sr. No.	Name of Promoter	Name of Entity	Reason for Disassociation	Date of Disassociation
1	Balakuntlam Sathyanarayana Sureshkumar	Shaum Solutions Private Limited	Resignation u/s 168	04-04-2024

MATERIAL GUARANTEES PROVIDED BY OUR PROMOTERS

Except as stated in the chapter titled ***"Financial Indebtedness"*** beginning on page 220 of this Draft Red Herring Prospectus, there are no material guarantees given by our Promoters to third parties with respect to specified securities of the Company as on the date of this Draft Red Herring Prospectus.

EXPERIENCE OF OUR PROMOTERS IN THE BUSINESS OF OUR COMPANY

For details in relation to experience of our Promoters in the business of our Company, please refer the chapter titled ***"Our Management"*** beginning on page 152 of this Draft Red Herring Prospectus.

COMMON PURSUITS OF PROMOTERS AND PROMOTER GROUP COMPANIES

As on the date of this Draft Red Herring Prospectus, none of our Promoters and Promoter Group Companies have any common pursuits.

Our Promoter Groups:

In compliance with SEBI Guideline, ***"Promoter Group"*** pursuant to the regulation 2(1) (pp) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, we confirm that following persons are part of promoter group:

A) Promoter

As per Regulation 2(1)(pp)(i) of the SEBI ICDR Regulations, the following are the Promoters:
- Satish Reddy
- Balakuntlam Sathyanarayana Sureshkumar
- Basavana Palli Ambika Soni
- Shyalaja Ramamurthy

B) Immediate Relatives of the Promoter

As per Regulation 2(1)(pp)(ii) of the SEBI ICDR Regulations, the following individuals form part of our Promoter Group:

Relationship	Name of the Promoters			
	Satish Reddy	Balakuntlam Sathyanarayana Sureshkumar	Basavana Palli Ambika Soni	Shylaja Ramamurthy
Father	Late Chagnur Palaksha Reddy	Late. Sathyanarayana B.S	Basavanapalli Ramakrishna Reddy	Ramamurthy. P.S
Mother	Neelamma C	Shrilakshmi M S	B Alivelamma	Late Jayamma
Brother	1. Chagnour Suresh Babu Reddy 2. Chaganur Ramesh Babu Reddy	NA	Amarnath Reddy B	Shrinath
Sister	Veena	Savitha S.	Basavanapalli Menaka	Shrilakshmi R
Spouse	Basavana Palli Ambika Soni	Shylaja Ramamurthy	Satish Reddy	Balakuntlam Sathyanarayana Sureshkumar
Son	Shashank Reddy	Sai Siddharth BS	Shashank Reddy	Sai Siddharth BS
Daughter	C S Deepshika	Sphoorthy.S	C S Deepshika	Sphoorthy. S
Spouse's Father	Basavanapalli Ramakrishna Reddy	Ramamurthy P.S	Late Chagnur Palaksha Reddy	Late. Sathyanarayana B.S
Spouse's Mother	B Alivelamma	Late. Jayamma	Neelamma C	Shrilakshmi M S
Spouse's Brother	Amarnath Reddy B	Shrinath	1. Chagnour Suresh Babu Reddy 2. Chaganur Ramesh Babu Reddy	N/A
Spouse's Sister	Basavanapalli Menaka	Shrilakshmi R	Veena	Savitha S.

**NA means Not Applicable*
 # She is a Divorcee

C) Entities forming part of Promoter Group

As per Regulation 2(1) (pp)(iii) of the SEBI ICDR Regulations, in case Promoter is a Body Corporate

Nature of Relationship	Entity
Subsidiary or holding company of Promoter Company.	Nil
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).	Nil

As per Regulation 2(1) (pp)(iv) of the SEBI ICDR Regulations, in case Promoter is an Individual

Nature of Relationship	Entity
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.	Flyvi Technologies Private Limited S and B Cosmetics LLP
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 total capital.	Nil

D) As per Regulation 2(1) (pp)(v) of the SEBI ICDR Regulations, all persons whose shareholding under the heading "shareholding of the promoter group":

1. *C S Deepshika*
2. *Sai Siddharth B S*

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 below mentioned are considered as Group Entities of our Company (Companies which are no longer associated with our Company have not been disclosed as Group Companies.): -

- **Flyvi Technologies Private Limited**

Name of the Entity	Flyvi Technologies Private Limited
Category	Private Company
Name of Directors	1. Anil Kumar Krishna Murthy 2. Balakuntlam Sathyanarayana Sureshkumar 3. Satish Reddy 4. Balkur Jayarama Udupa 5. Bangalore Krishnojirao Latha
Brief Description and nature of the activity or Business	1. To carry on the business of manufacture including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of aerospace components, electrical components, spare parts, products, equipment for all types of aerospace carriers. 2. To carry on the business of manufacturing including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all kinds of equipment, machinery apparatus, tools, assembles, spares, components, jigs, dies, utensils, commodities for manufacturing all types of aerospace components and equipment. 3. To carry on the business of manufacturing including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of aerospace products. 4. To carry on the business of manufacturing including production and processing and fabrication and assembling, repairing, alternation, buying, importing, marketing, selling and exporting and otherwise dealing in all types of aerospace components. 5. To carry on the business of research and development, design, provision of technical assistance and licenses, consulting and otherwise of manufacturing systems including production control and quality control and improvement of production lines relating to above objects.
Date of Incorporation	July 02, 2015
PAN	AACCF6246J
Registered Office Address	No 143, 9th Main Road, 3rd Phase, Peenya Industrial Estate, Peenya Small Industries, Bangalore, Bangalore North, Karnataka, India, 560058

Audited Financial Information (₹ in Lakhs)			
Particulars	**FY 2023-24**	**FY 2022-23**	**FY 2021-22**
Share Capital	20.00	20.00	20.00
Reserves and Surplus	194.85	132.08	87.02
Net Worth	214.85	152.08	107.02
Total Revenue	1,013.95	627.04	355.26
Profit/(Loss) after Tax	62.77	45.07	23.02
Earning Per Share (face value of ₹ 10/- each)	0.31	0.23	11.51
Net Asset Value Per Share (₹)	107.43	76.04	53.51

Note: Audited Financials for FY 2024-25 is not available

Shareholding Pattern of Flyvi Technologies Private Limited as on 31.03.2024

Name of the Shareholders	No. of Shares	% of Shareholding
Bangalore Krishnojirao Latha	50,000	25.00
Balkur Jayarama Udupa	50,000	25.00
Satish Reddy	40,000	20.00
Balakuntlam Sathyanarayana Sureshkumar	40,000	20.00
Ramachandra Markande	20,000	10.00
Total	**2,00,000**	**100.00**

LITIGATION

Our Group Company is not party to any pending litigation which may have a material impact on our Company. For details, see "***Outstanding Litigation and Material Developments*** – Litigations involving Group Companies" beginning on page 230 of this Draft Red Herring Prospectus.

NATURE AND EXTENT OF INTEREST OF GROUP COMPANIES

- Our Group Companies do not have any interest in the promotion of our Company.
- Our Group Companies are not interested in the properties acquired by our company in the three (3) years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by our Company.
- Our Group Companies are not interested in any transactions for acquisition of plant, construction of building or supply of machinery.

RELATED BUSINESS TRANSACTIONS WITHIN THE GROUP AND SIGNIFICANCE ON THE FINANCIAL PERFORMANCE OF OUR COMPANY

Other than the transactions disclosed in the chapter titled "***Restated Financial Statements - Related Party Transactions***" beginning on page 218 of this Draft Red Herring Prospectus, there are no other business transactions between our Company and Group Companies.

BUSINESS INTERESTS OR OTHER INTERESTS

Except as disclosed in the chapter ***"Restated Financial Statements"*** beginning on page 181 of Draft Red Herring Prospectus, our Group Company do not have or propose to have any business interest in our Company.

OTHER CONFIRMATIONS

- No equity shares of our Group Company are listed on any stock exchange.
- Except as disclosed, our Group Company has not made any public or rights issue (as defined under the SEBI ICDR Regulations) of securities in the three years preceding the date of this Draft Red Herring Prospectus. For further details, please see the chapter "***Other Regulatory and Statutory Disclosures***" beginning on page 238 of this Draft Red Herring Prospectus.
- None of the securities of our Group Company has been refused listing by any stock exchange in India or abroad during last ten years, nor has our Group Company failed to meet the listing requirements of any stock exchange in India or abroad.

RELATED PARTY TRANSACTIONS

For details on related party transactions (As per the requirement under Accounting Standard 18 "Related Party Disclosure" issued by ICAI) of our Company during the restated audit period as mentioned in this Draft Red Herring Prospectus i.e., for the financial year ended March 31, 2025, March 31, 2024 and March 31, 2023, please refer to Section titled, ***"Financial Information - Related Party Transactions"***, beginning on page 218 of this Draft Red Herring Prospectus.

DIVIDEND POLICY

Our Company does not have any formal dividend policy for the equity shares. Our Company can pay Final dividends upon a recommendation by Board of Directors and approval by majority of the members at the Annual General Meeting subject to the provisions of the Articles of Association and the Companies Act, 2013. The Members of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The Articles of Association of our Company also gives the discretion to Board of Directors to declare and pay interim dividends.

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 which shall be arrived at after providing for depreciation in accordance with the provisions of Companies Act, 2013. The declaration and payment of dividend will depend on a number of factors, including but not limited to the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions, contractual obligations and restrictions, restrictive covenants under the loan and other financing arrangements to finance the various projects of our Company and other factors considered relevant by our Board of Directors.

Our Company has not paid / declared any dividend in last three years from date of this Draft Red Herring Prospectus.

SECTION IX: FINANCIAL INFORMATION

FINANCIAL STATEMENTS AS RESTATED

Independent Auditor's Examination Report on Restated Financial Information of Datasol (Bangalore)Limited

To,
The Board of Directors,
Datasol (Bangalore) Limited
(Formerly Datasol (Bangalore) Private Limited)
793, Basement & 1st Floor, Vyalikaval HBCS
Behind BEL Corp Office,Veeranna Palya, N,
Agawara, Bangalore, Karnataka - 560045

Dear Sirs,

We have examined the attached Restated Financial Information of **Datasol (Bangalore) Limited** (the "**Company**" or the "**Issuer**") , comprising the **Restated Statement of Assets and Liabilities** as at 31 March 2025, 31 March 2024 and 31 March 2023 the **Restated Statement of Profit and Loss, the Restated Statement of Cash Flows** for the year ended 31 March 2025 ,31 March 2024, and 31 March 2023 and **the summary statement of significant accounting policies** and other explanatory information (collectively, the "**Restated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on 22/09/2025 for the purpose of inclusion in the addendum to Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus ("Offer Document") prepared by the Company in connection with its proposed Initial Public Offer equity shares ("IPO")in **SME platform of BSE Limited.**

1. These restated Summary Statement have been prepared in terms of the requirements of:

    a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

    b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"); and

    c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Financial Information for the purpose of inclusion in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus ("Offer Document") to be filed with Securities and Exchange Board of India, BSE Limited and Registrar of Companies Karnataka at Bangalore, in connection with the proposed **SME IPO**. The Restated Financial Information have been prepared by the management of the Company on the basis of preparation stated in **Annexure IV** to the Restated Financial Information. The responsibility of the Board of Directors of the Company Included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Information. The respective Board of Directors are 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 Financial Information taking into consideration:

    a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 9th April, 2025 in connection with the proposed IPO of equity shares of the Company on **SME platform of BSE Limited**;

    b. The Guidance Note which also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

    c. Concepts of test checks and materiality to obtain reasonable assurance based on Verification of evidence supporting the Restated Financial Information; and

d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your Compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the proposed IPO.

4. These Restated Financial Information have been compiled by the management from Audited financial statements of the company as at and for the years ended 31 March 2025, 31 March 2024 and 31 March 2023 prepared in accordance with the Accounting Standards prescribed under Section 133 of the Act read with Rule 7 of The Companies (Accounts) Rules 2014 and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meetings held on , 5th May 2025 ,16th September 2024 and 25th September 2023 respectively.

5. For the purpose of our examination, we have relied on auditors' reports issued by SSVM & Co dated 25th September 2023 on the financial statements of the Company as at and for the year ended 31st March, 2023 as referred in paragraph 4 above. Our opinion on the financial statements were not modified in respect of these matters.

6. Based on our examination and according to the information and explanations given to us, we report that the Restated Financial Information.

a) The **"Restated Summary Statement of Assets and Liabilities"** as set out in **Annexure I** to this report, of the Company for the years ended March 31, 2025, March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Assets and Liabilities, have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more These fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.

b) The **"Restated Summary Statement of Profit and Loss"** as set out in **Annexure II** to this report, of the Company as at for years ended March 31, 2025, March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Profit and Loss have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.

c) The **"Restated Summary Statement of Cash Flow"** as set out in **Annexure III** to this report, of the Company as at for March 31, 2025, March 31, 2024 and March 31, 2023 are prepared by the Company and approved by the Board of Directors. These Restated summary Statement of Cash Flow have been arrived at after making such adjustments and regroupings to the individual financial statements of the Company, as in our opinion were appropriate and more fully described in Significant Accounting Policies and Notes to Accounts as set out in **Annexure IV** to this Report.

d) The Restated Summary Statement has been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

e) The Restated Summary Statements have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial period/years to reflect the same accounting treatment as per the changed accounting policy for all reporting periods, if any;

f) The Restated Summary Statements have been made after incorporating adjustments for prior period and other material amounts in the respective financial years/period to which they relate, if any and there are no qualifications which require adjustments;

g) Profits and losses have been arrived at after charging all expenses including depreciation and after making such adjustments/restatements and regroupings as in our opinion are appropriate and are to be read in accordance with the Significant Accounting Polices and Notes to Accounts as set out in Annexure IV to this report;

h) Adjustments in Restated Summary Statements if any have been made in accordance with the correct accounting policies in the Restated Summary Statements;

i) There are no revaluation reserves, which need to be disclosed separately in the Restated Financial Statements;

j) The company has not proposed any dividend in past effective for the said period.

7. We have also examined the following other financial information relating to the Company prepared by the Management and as approved by the Board of Directors of the Company and annexed to this report relating to the Company as at for the years ended March 31, 2025, March 31, 2024 and March 31,2023 proposed to be included in the Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus ("Offer Document").

Annexure No.	Particulars
I	**Restated Statement of Assets & Liabilities**
1	Restated Statement of Share Capital
2	Restated Statement of Reserves & Surpluses
3	Restated Statement of Long-Term Borrowings
4	Restatement Statement of Other Long-Term Liabilities
5	Restatement Statement of Long-Term Provisions
6	Restatement Statement of Short-Term Borrowings
7	Restated Statement of Current Maturity of Long-Term Borrowings
8	Restated Statement of Trade Payables
9	Restated Statement of Other Current Liabilities
10	Restated Statement of Short-Term Provisions
11	Restated Statement of Property, Plant & Equipment's & Intangible Assets and Depreciation and Amortization
12	Restated Statement of Non-Current Investments
13	Restated Statement of Deferred Tax Assets (Net)
14	Restated Statement of Long-Term Loans & Advances
15	Restated Statement of Other Non-Current Assets
16	Restated Statement of Inventories
17	Restated Statement of Trade Receivable
18	Restated Statement of Cash & Cash Equivalent
19	Restated Statement of Short-Term Loans and Advances
20	Restated Statement of Other Current Assets

II	**Restated Statement of Profit & Loss**
1	Restated Statement of Revenue from operations
2	Restated Statement of Other Income
3	Restated Statement of Cost of Material Consumed
4	Restated Statement of Change in Inventories
5	Restated Statement of Employees Benefit Expenses
6	Restated Statement of Other Expenses
7	Restated Statement of Finance Costs
8	Restated Statement of Provision for Taxes
9	Restated Statement of Basic and Diluted Earnings Per Share
10	Restated Statement of Other Additional Regulatory Information

Other Annexures:	
III	Cash Flow Statement

IV	Statement of Significant Accounting Policies
V	Material Adjustments
VI	Statement of Accounting & Other Ratios, As Restated
VII	Statement of Capitalization, As Restated
VIII	Statement of Tax Shelter, As Restated
IX	Statement of Related Parties & Transactions, As Restated
X	Statement of Dividends
XI	Changes in the Significant Accounting Policies
XII	Contingent Liabilities

8. 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 respective auditors, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

9. We, Ishwar and Gopal, Chartered Accountants have been subjected to the peer review process of the Institute of Chartered Accountants of India ("ICAI") and hold a valid peer review certificate issued by the **"Peer Review Board"** of the ICAI which is valid till 31-01-2027.

10. The Restated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the audited financial statements mentioned in paragraph 5 above.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the Offer Documents to be filed with Securities and Exchange Board of India, relevant Stock Exchanges and Registrar of Companies Karnataka at Bangalore in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For Ishwar and Gopal
Chartered Accountants
Firm's Registration No.: 001154S

Sd/-

K.V.Gopalakrishnayya
Partner
Membership No.: 021748
UDIN: 25021748BMHLUU2495
Place: Bangalore
Date: 22.09.2025

ANNEXURE - I DATASOL (BANGALORE) LIMITED [FORMERLY DATASOL (BANGALORE) PRIVATE LIMITED] CIN : U72200KA2001PTC028551 STATEMENT OF ASSETS & LIABILITIES, AS RESTATED				
Particulars	**Note No.**	**As at (Rs. In Lakhs)**		
		31-03-2025	**31-03-2024**	**31-03-2023**
I. EQUITY & LIABILITIES				
(1) Shareholders Fund				
a) Share capital	I.1	52.00	52.00	52.00
b) Reserves and surplus	I.2	2,751.25	2,202.86	1,824.94
c) Money received against share warrants		-	-	-
Total Shareholder's Fund		**2,803.25**	**2,254.86**	**1,876.94**
(2) Share application money pending allotment		-	-	-
(3) Non-Current Liabilities				
a) Long-Term Borrowings	I.3	-	10.16	22.80
b) Deferred Tax Liability (Net)	I.13	-	-	-
c) Other Long Term Liabilities	I.4	8.50	4.00	4.50
d) Long Term provisions	I.5	155.08	165.09	145.19
Total Non Current Liabilities		**163.58**	**179.25**	**172.49**
(4) Current Liabilities				
a) Short Term Borrowings	I.6	64.56	223.77	348.53
b) Current Maturity of Long Term Borrowings	I.7	10.16	12.64	11.69
b) Trade Payables	I.8			
- total outstanding dues of MSME; and		51.61	0.10	91.10
- total outstanding dues of creditors other than MSME		141.32	445.77	141.96
c) Other Current Liabilities	I.9	474.91	553.44	824.61
d) Short Term Provisions	I.10	125.09	120.82	25.31
Total Current Liabilities		**867.65**	**1,356.54**	**1,443.20**
Total Equity & Liability		**3,834.48**	**3,790.65**	**3,492.63**
II. ASSETS				
(1) Non-Current Assets				
a) Property, Plant &Equipments and intangible assets				
(i) Property, Plant and Equipments -Tangible	1.11	445.83	457.65	445.56
(ii) Intangible Assets		4.55	6.93	-
(iii) Capital Work-In-Progress		-	-	-
(iv) Intangible assets under development		-	-	-
Total Property, Plant & Equipments and intangible assets		**450.38**	**464.58**	**445.56**
b) Non-Curernt Investments	1.12	-	-	0.10
c) Deferred Tax Assets (Net)	1.13	26.41	25.77	15.72
d) Long Term Loans and Advances	1.14	2.00	4.80	0.50
e) Other Non- current Assets	1.15	38.99	34.67	14.91
Total Non Current Assets		**67.40**	**65.24**	**31.23**
(2) Current assets				
a) Inventories	1.16	1,858.32	1,945.45	1,345.33
b) Trade Receivables	1.17	847.26	465.11	742.11
c) Cash and Cash Equivalents balances	1.18	298.76	400.78	409.63
d) Short Term Loans and advances	1.19	293.31	440.24	518.34
e) Other Current Assets	1.20	19.05	9.25	0.42
Total Current Assets		**3,316.70**	**3,260.83**	**3,015.83**
Total Assets		**3,834.48**	**3,790.65**	**3,492.63**
Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.				

For ISHWAR & GOPAL
Chartered Accountants
(FRN : 001154S)

For and on behalf of Board of Directors

Satish Reddy
Whole-time Director &CFO
(DIN: 01178638)

Suresh Kumar B S
Whole-timeDirector
(DIN: 01178638)

K.V.Gopalakrishnayya
Partner, MRN :021748
Dated: September 22, 2025
Place: Bangalore

Sachi Lakhotia
Company Secretary & Compliance Officer
(A71563)

ANNEXURE - II DATASOL (BANGALORE) LIMITED [FORMERLY DATASOL(BANGALORE) PRIVATE LIMITED CIN : U72200KA2001PTC028551 STATEMENT OF PROFIT & LOSS, AS RESTATED				
Particulars	**Note No.**	**For the Year ended on (Rs. In lakhs)**		
		31-03-2025	**31-03-2024**	**31-03-2023**
Income				
Revenue from Operations	II.1	5,178.40	4,037.04	2,218.24
Other Income	II.2	64.93	52.56	45.73
Total Income		**5,243.33**	**4,089.60**	**2,263.97**
Expenditure				
Cost of Material Consumed	II.3	3,722.77	3,188.45	1,179.43
Change in Inventories	II.4	(593.35)	(780.31)	-
Employee Benefit Expenses	II.5	777.12	684.41	698.46
Other Expenses	II.6	513.53	414.58	276.31
Total Expenses		**4,420.07**	**3,507.13**	**2,154.19**
Profit/(Loss) Before Interest, Depreciation, Exceptional & Extraordinary Items and Tax		**823.26**	**582.48**	**109.78**
Depreciation & Amortisation Expenses	1.11	30.23	24.24	19.31
Profit/(Loss) Before Interest, Exceptional & Extraordinary Items and Tax		**793.03**	**558.24**	**90.47**
Financial Charges	II.7	54.22	48.48	29.24
Profit/(Loss) before Exceptional & Extraordinary Items and Tax		**738.81**	**509.76**	**61.23**
Exceptional Item		-	-	-
Extraordinary Item		-	-	-
Profit before Taxation		**738.81**	**509.76**	**61.23**
Provision for Taxation	II.8	190.13	140.74	17.82
Tax realted to prior years		0.92	1.15	-
Credit for Deferred Tax		(0.64)	(10.05)	(3.00)
Total		**190.41**	**131.84**	**14.82**
Profit After Tax from Continuing Operation		**548.40**	**377.92**	**46.41**
Profit/(Loss) from Discontinuing Operations		-	-	-
Tax expenses of Discontinuing Operations		-	-	-
Profit/(Loss) from Discontinuing Operation (after tax)		**548.40**	**377.92**	**46.41**
Net Profit Transferred to Balance Sheet		**548.40**	**377.92**	**46.41**
Earning Per Share (Basic & Diluted in INR)	II.9	**105.46**	**72.68**	**8.92**

Note: The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

For ISHWAR & GOPAL
Chartered Accountants
(FRN : 001154S)

For and on behalf of Board of Directors

Satish Reddy
Whole-time Director &CFO
(DIN: 01178638)

Suresh Kumar B S
Whole-timeDirector
(DIN: 01178638)

K.V.Gopalakrishnayya
Partner, MRN :021748
Dated: September 22, 2025
Place: Bangalore

Sachi Lakhotia
Company Secretary & Compliance Officer
(A71563)

ANNEXURE - III DATASOL (BANGALORE) LIMITED [FORMERLY DATASOL(BANGALORE) PRIVATE LIMITED] CIN : U72200KA2001PTC028551 STATEMENT OF CASH FLOW, AS RESTATED			
PARTICULARS	**For the Year ended on (Rs. In lakhs)**		
	31-03-2025	**31-03-2024**	**31-03-2023**
A. CASH FLOW FROM OPERATING ACTIVITIES			
Profit Before Tax as per Profit & Loss A/c	**738.81**	**509.76**	**61.23**
Adjusted for :			
Depreciation	30.23	24.24	19.31
Interest Expenses & Finance Cost	54.22	48.48	29.24
Profit on sale of investments	-	(0.86)	(0.27)
Rental Income	(14.86)	(7.65)	(8.16)
Interest Income	(17.63)	(21.94)	(21.87)
Sub total	**790.77**	**552.03**	**79.48**
Operating profit before working capital changes			
Adjusted for :			
Decrease /(Increase) in Inventories	87.13	(600.13)	(751.81)
Decrease / (Increase) in Trade Receivable	(382.15)	277.00	(129.55)
(Increase) / Decrease in Short Term Loans & Advances	146.93	78.10	212.99
Increase / (Decrease) in Trade Payables	(252.94)	212.81	(18.82)
Increase / (Decrease) in Provisions	(3.55)	34.76	23.44
Increase / (Decrease) in other Current Liabilities	(74.09)	(278.36)	373.48
(Increase) / Decrease in Other Current & Non Current Assets	(14.12)	(28.59)	(0.11)
Cash generated from operations	**297.98**	**247.62**	**(210.91)**
Net Income Tax (Paid)/Refund	193.23	61.24	(11.34)
Net Cash Generated/(Used) From Operating Activities (A)	**104.75**	**186.39**	**(199.57)**
B. CASH FLOW FROM INVESTING ACTIVITES			
(Purchase) Sale of PPE	(17.68)	(40.36)	(54.10)
Profit on Sale of non-current investment	-	0.86	0.27
(Increase) / Decrease in Investments	-	0.10	0.29
Increase/ (Decrease) in Rental Deposit Received	4.50	(0.50)	-
Rental income	14.86	7.65	8.16
Interest Income	17.63	21.94	21.87
Net Cash Generated/(Used) From Investing Activities (B)	**19.31**	**(10.31)**	**(23.51)**
C. CASH FLOW FROM FINANCING ACTIVITES			
Interest & Finance Cost	(54.22)	(48.48)	(29.24)
(Repayments) / proceeds of long term borrowings	(10.16)	(12.64)	22.80
(Repayments) / proceeds of short term borrowings	(161.69)	(123.81)	169.50
Net Cash Generated/(Used) From Financing Activities (C)	**(226.07)**	**(184.93)**	**163.06**
Net Increase / (Decrease) in cash and cash equivalents	**(102.01)**	**(8.85)**	**(60.02)**
Cash and cash equivalents at the beginning of the year	**400.78**	**409.63**	**469.65**
Cash and cash equivalents at the end of the year	**298.76**	**400.78**	**409.63**

The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard -3 'Cash Flow Statement'. Previous year's figures have been regrouped / rearranged / recasted wherever necessary to make them comparable with those of current year.

The above statement should be read with the Significant Accounting Policies and Notes on Financial Statements appearing in Annexure IV & V respectively.

NOTES TO THE BALANCE SHEET

Note: All the figures mentioned below are in lakhs

Annexure I.1

Restated Statement of Share Capital

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Authorised Capital			
6,00,000 Equity shares of ₹10/- each	60.00	60.00	60.00
Issued, Subscribed & Fully Paid-up			
5,20,000 Equity shares of ₹10/- each	52.00	52.00	52.00

Note: The Company has only one class of equity shares of par value ₹10/- each. Each equity shareholder is entitled to one vote per share held, and on liquidation entitled to receive balance of net assets remaining after settlement of all debts, creditors & preferential amounts, proportionate to their respective shareholding.

Reconciliation of No. of Shares Outstanding at the end of the year

(No. of Equity Shares)

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Shares outstanding at the beginning of the year	5,20,000	5,20,000	5,20,000
Shares issued during the year	-	-	-
Bonus Issued during the year	-	-	-
Share outstanding at the end of the year	**5,20,000**	**5,20,000**	**5,20,000**

Details of Shareholding more than 5% of the aggregate shares in the company

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Mr Satish Reddy			
No. of Shares	1,53,999	1,80,000	1,80,000
% Holding	29.62%	34.62%	34.62%
Mr Suresh Kumar BS			
No. of Shares	1,53,999	1,80,000	1,80,000
% Holding	29.62%	34.62%	34.62%
Mrs Ambika Soni			
No. of Shares	80,000	80,000	80,000
% Holding	15.38%	15.38%	15.38%
Mrs Shylaja R			
No. of Shares	80,000	80,000	80,000
% Holding	15.38%	15.38%	15.38%
Mr .B.Jayarama Udupa			
No. of Shares	52,000	-	-
% Holding	10.00%	0.00%	0.00%

Details of Shareholding of Promoters

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Mr Satish Reddy			
No. of Shares	1,53,999	1,80,000	1,80,000
% Holding	29.62%	34.62%	34.62%
% change during the year	-5.00%	0.00%	0.00%
Mr Suresh Kumar BS			
No. of Shares	1,53,999	1,80,000	1,80,000
% Holding	29.62%	34.62%	34.62%
% change during the year	-5.00%	0.00%	0.00%
Mrs Ambika Soni			
No. of Shares	80,000	80,000	80,000
% Holding	15.38%	15.38%	15.38%
% change during the year	0.00%	0.00%	0.00%

Mrs Shylaja R			
No. of Shares	80,000	80,000	80,000
% Holding	15.38%	15.38%	15.38%
% change during the year	0.00%	0.00%	0.00%
Note: Only current promoters shareholding is shown in previous years			

Aggregate No. of Shares issued for consideration other than cash during the period of 5 Years immediately preceding the reporting date:	
Aggregate number of Equity Shares allotted as fully paid up pursuant to scheme of amalgamation without payment being made in cash	Nil
Aggregate number of Equity Shares allotted as fully paid up by way of Bonus Shares	Nil
Aggregate number of Equity Shares bought back	Nil

Annexure I.2

Restated Statement of Reserve & Surplus

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Statement of Profit & Loss			
Opening balance	2,202.86	1,824.94	1,677.09
Add: Opening balance restatement difference			101.44
Add: Profit for the year	548.40	377.92	46.41
Total	**2,751.25**	**2,202.86**	**1,824.94**
Less: Utilised for Bonus Issue	-	-	-
Balance as at the end of the year for Profit & Loss	**2,751.25**	**2,202.86**	**1,824.94**
Security Premium Reserve	-	-	-
Less: Utilised for Bonus Issue	-	-	-
Balance as at the end of the year for Security Premium	**-**	**-**	**-**
Total Reserve & Surplus	**2,751.25**	**2,202.86**	**1,824.94**

Annexure I.3

Restated Statement of Long Term Borrowings

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Secured Loans from Bank/FIs			
Term Loan from HDFC Bank	-	10.16	22.80
Total of Secured Loans from Bank/Fis	**-**	**10.16**	**22.80**
Total Long Term Borrowings	**-**	**10.16**	**22.80**

Note: There were no rescheduling or defaults in the repayment of loan taken by the Company
Term loam from is secured by way of hypothecation of vehicle. The loan is repayable in 39 monthly equated instalments of Rs 1.16 lakhs commencing from October 2022.

Annexure I.4

Restated Statement of Other Long Term Liabilities

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Deposit received against rented property	8.50	4.00	4.50
Total	**8.50**	**4.00**	**4.50**

Annexure I.5

Restated Statement of Long Term Provisions

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Provision for Gratuity	155.08	165.09	145.19
Total	**155.08**	**165.09**	**145.19**

Annexure I.6

Restated Statement of Short Term Borrowings

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Secured Loans from Bank/FIs			
Cash Credit from Bank	64.56	223.77	340.92
Total of Secured Loans from Bank/Fis	**64.56**	**223.77**	**340.92**
Unsecured Loans			
From Director	-	-	7.61
Total of Unsecured Loans from Bank/FIs	**-**	**-**	**7.61**
Total Short Term Borrowings	**64.56**	**223.77**	**348.53**

Cash credit from State Bank of India is secured by way of hypothecation of raw materials , semi finished goods and finished goods and receivables present and future. Further,the borrowing is collaterally secured by way of equitable mortgage of immovable property located at # 793, 17th Cross, Vyalikaval, HBCS Layout, Nagavara Village, Bangalore standing in the name of teh Company. The loan is personally guaranteed by Mr Sathish Reddy, Mr.Suresh Kumar , Mrs Ambika Soni and Mrs Shyalaja R .

Annexure I.7

Restated Statement of Current Maturity of Long Term Borrowing

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Current Maturity of Term Loan	10.16	12.64	11.69
Total of Current Maturity of Long Term Borrowing	**10.16**	**12.64**	**11.69**

Annexure I.8

Restated Statement of Trade Payables

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Outstanding Dues for MSME Creditors	51.61	0.10	91.10
Outstanding Dues for Other than MSME Creditors	141.32	445.77	141.96
Disputed Creditors, if any	-	-	-
Total	**192.93**	**445.87**	**233.06**

Note: Trade Payable Ageing schdeule from the due date of payment

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
For MSME Creditors			
Not Due	32.25	0.10	54.99
Less Than 1 Years	19.36	-	23.74
1 - 2 Years	0.00	-	6.12
2 - 3 Years	-	-	4.33
More Than 3 Years	-	-	1.92
Total	**51.61**	**0.10**	**91.10**
For Other than MSME Creditors			
Not Due	46.66	244.67	60.96
Less Than 1 Years	70.15	161.62	80.41
1 - 2 Years	24.51	39.48	0.59
2 - 3 Years	-	-	-
More Than 3 Years	-	-	-
Total	**141.32**	**445.77**	**141.96**

Note : Where no due date of payment are specified, period are given from the date of transactions.

Annexure I.9

Restated Statement of Other Current Liabilities

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Salaries and other employee benefits payable	241.78	283.96	278.16
Statutory liabilities	17.08	16.39	18.47
Advance from customers	207.35	241.19	523.38
Payables for property, plant and equipments	2.75	7.19	-
Other Current Liabilities	5.95	4.71	4.60
Total	**474.91**	**553.44**	**824.61**

Annexure – I.10

Restated Statement of Short Term Provision

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Provision for income tax (net of advance tax)	88.06	90.25	9.60
Provision for Gratuity	19.73	9.53	8.66
Provision for leave salary	17.30	21.04	7.05
Total	**125.09**	**120.82**	**25.31**

Annexure I.12

Restated Statement of Non - Current Investments

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
National Saving certificate (Valued at Cost)	-	-	0.10
Total	**-**	**-**	**0.10**

Annexure I.13

Restated Statement of Deferred Tax Liabilities/Assets

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31-03-2023
Deferred Tax Assets/Liabilities Provision			
Deferred Tax Liabilities			
WDV As Per Companies Act 2013	450.38	464.58	445.56
WDV As Per Income tax Act	363.20	369.13	347.07
Difference in WDV	(87.18)	(95.45)	(98.49)
DTL on account of WDV differnec in PPE	**(21.94)**	**(24.03)**	**(24.79)**
Temporary Disallowances under Income Tax Act	192.11	197.83	160.90
DTA on account of temporary disallowance under Income Tax Act	**48.35**	**49.79**	**40.51**
Net DTA	**26.41**	**25.77**	**15.72**
Deferred Tax Assets Provision			
Opening Balance of DTA	25.77	15.72	12.72
Add: Credit for the Year	0.64	10.05	3.00
Closing Balance of DTA	**26.41**	**25.77**	**15.72**

Annexure I.14

Restated Statement of Long Term Loans & Advances

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31.03.2023
Advance for Property, plant and equipments	2.00	4.80	0.50
Total	**2.00**	**4.80**	**0.50**

Annexure I.15

Restated Statement of Other Non-current Assets

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31.03.2023
Rent deposit	19.76	19.76	-
Deposit against disputed service tax demands	14.91	14.91	14.91
Other deposits	4.32	-	-
Total	**38.99**	**34.67**	**14.91**

Annexure I.16

Restated Statement of Inventories

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31.03.2023
Raw Materials	484.66	1,165.14	1,345.33
Finished Goods	1.87	-	-
Stores & Spares	-	-	-
Work-In-Progress	1,371.79	780.31	-
Stock-In-Trade	-	-	-
Total	**1,858.32**	**1,945.45**	**1,345.33**

Note - Inventory is Valued at Cost or market value whichever is lower

Annexure I.17

Restated Statement of Trade Receivables,Unsecured

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31.03.2023
Undisputed Trade receivables – considered good	847.26	465.11	742.11
Undisputed Trade receivables – considered doubtful	-	-	-
Disputed Trade receivables – considered good	-	-	-
Disputed Trade receivables – considered doubtful	-	-	-
Total	**847.26**	**465.11**	**742.11**

Note: Trade Receivable Ageing schdeule -from the due date of payament

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31.03.2023
Not Due	535.62	247.83	447.00
Less Than 6 Months	247.62	81.46	84.31
6 Months - 1 Years	15.18	64.03	43.47
1 - 2 Years	29.60	20.27	78.12
2 - 3 Years	19.24	33.67	62.23
More Than 3 Years	0.00	17.85	26.98
Total	**847.26**	**465.11**	**742.11**

Note : There are no unbilled trade receiavble for the period/year disclosed above.

Where no due date of payment are specified, period are given from the date of transactions.

Annexure I.8

Restated Statement of Cash and Cash Equivalents

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31.03.2023
Cash In Hand	0.06	0.05	0.61
Fixed Deposit in Banks -Maturing within 12 months (Refer Note below)	194.25	284.30	89.42
Fixed Deposit in Banks -Maturing after 12 months (Refer Note below)	52.99	116.07	318.50
Balance with Bank (in Current Accounts)	51.46	0.37	1.10
Total	**298.76**	**400.78**	**409.63**
Note: Fixed deposits pledged with banks against bank guarantee facilities	247.24	400.37	407.92

Annexure I.19

Restated Statement of Short Term Loans and Advances

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31.03.2023
Loans and Advances to others Unsecured, Considered good			
Indirect Tax Credits	29.37	215.30	258.52
Advance to Suppliers	190.28	195.82	214.57
Advance to Employees	73.66	29.12	45.25
Total	**293.31**	**440.24**	**518.34**

Annexure I.20

Restated Statement of Other Current Assets

Particulars	As at 31-03-2025	As at 31-03-2024	As at 31.03.2023
Prepaid Expenses	19.05	9.25	-
VAT Refundable		-	0.42
Total	**19.05**	**9.25**	**0.42**

Annexure I.11

Property, Plant and Equipment	FY 2024-25										
Sl. No.	Description	Gross Block				Accumulated Depreciation				Net Block	
		As at 1st April, 2024	Additions	Deletions	As at 31st March, 2025	As at 1st April, 2024	Depreciation for the year	Deletions	As at 31st March, 2025	As at 31st March, 2025	As at 31 March 2024
	Owned Assets:										
1.00	Land	38.77	-	-	38.77	-	-	-	-	38.77	38.77
2.00	Buildings	361.51	-	-	361.51	68.08	7.68	-	75.77	285.75	293.43
3.00	Plant and Equipment	29.76	-	-	29.76	15.62	1.63	-	17.25	12.52	14.14
4.00	Furniture and Fixtures	58.63	2.69	-	61.33	34.59	3.08	-	37.67	23.66	24.24
5.00	Vehicles	85.03	-	-	85.03	29.70	8.02	-	37.72	47.31	55.33
6.00	**Office equipment:**										
i	Computers	46.42	6.93	-	53.35	42.77	3.18	-	45.95	7.40	3.65
ii	Other office equipments	21.83	4.04	-	25.87	5.42	1.54	0.00	6.96	18.90	16.41
7.00	Lease Hold Improvements	12.26	2.38	-	14.64	0.40	2.73	-	3.13	11.52	11.86
TOTAL		**654.22**	**16.04**	**-**	**670.47**	**196.58**	**27.85**	**0.00**	**224.44**	**445.83**	**457.84**
	Previous Year	**618.11**	**36.11**	**-**	**654.22**	**172.54**	**24.03**	**-**	**196.57**	**457.65**	**445.56**

Intangible assets											
Sl. No.	Description	Gross Block				Accumulated Depreciation				Net Block	
		As at 1st April, 2024	Additions	Deletions	As at 31st March, 2025	As at 1st April, 2024	Depreciation for the year	Deletions	As at 31st March, 2025	As at 31st March, 2025	As at 31 March 2024
	Owned Assets:										
1.00	Computer software	25.55	-	-	25.55	18.62	2.38	-	21.00	4.55	6.93
TOTAL		**25.55**	**-**	**-**	**25.55**	**18.62**	**2.38**	**-**	**21.00**	**4.55**	**6.93**
	Previous Year	**18.41**	**7.14**	**-**	**25.55**	**18.41**	**0.21**	**-**	**18.62**	**6.93**	**-**

Property, Plant and Equipment	FY 2023-24										
		Gross Block				Accumulated Depreciation				Net Block	
Sl. No.	Description	As at 1st April, 2023	Additions	Deletions	As at 31st March, 2024	As at 1st April, 2023	Depreciation for the year	Deletions	As at 31st March, 2024	As at 31st March, 2024	As at 31 March 2023
	Owned Assets:										
1.00	Land	38.77	-	-	38.77	-	-	-	-	38.77	38.77
2.00	Buildings	361.51	-	-	361.51	59.73	8.35	-	68.08	293.43	301.78
3.00	Plant and Equipment	29.76	-	-	29.76	13.86	1.76	-	15.62	14.14	15.90
4.00	Furniture and Fixtures	42.61	16.02	-	58.63	32.93	1.66	-	34.59	24.04	9.68
5.00	Vehicles	83.85	1.18	-	85.03	21.70	7.99	-	29.69	55.34	62.15
6.00	**Office equipment:**										
i	Computers	45.37	1.05	-	46.42	39.96	2.81	-	42.77	3.65	5.41
ii	Other office equipments	16.23	5.60	-	21.83	4.35	1.06	-	5.41	16.42	11.88
7.00	Lease Hold Improvements	-	12.26	-	12.26	-	0.40	-	0.40	11.86	-
TOTAL		**618.11**	**36.11**	**-**	**654.22**	**172.53**	**24.03**	**-**	**196.56**	**457.65**	**445.56**
	Previous Year	**564.51**	**53.60**	**-**	**618.11**	**153.23**	**19.31**	**-**	**172.54**	**445.57**	**411.27**

Intangible assets											
		Gross Block				Accumulated Depreciation				Net Block	
Sl. No.	Description	As at 1st April, 2023	Additions	Deletions	As at 31st March, 2024	As at 1st April, 2023	Depreciation for the year	Deletions	As at 31st March, 2024	As at 31st March, 2024	As at 31 March 2023
	Owned Assets:										
1.00	**Computer software**	**18.41**	**7.14**	**-**	**25.55**	**18.41**	**0.21**	**-**	**18.62**	**6.93**	**-**
2.00	**Other intangible assets**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
TOTAL		**18.41**	**7.14**	**-**	**25.55**	**18.41**	**0.21**	**-**	**18.62**	**6.93**	**-**
	Previous Year	**18.41**	**0.00**	**0.00**	**18.41**	**18.41**	**0.00**	**0.00**	**18.41**	**0.00**	**0.00**

Property, Plant and Equipment	FY 2022-23										
		Gross Block				Accumulated Depreciation				Net Block	
Sl. No.	Description	As at 1st April, 2022	Additions	Deletions	As at 31st March, 2023	As at 1st April, 2022	Depreciation for the year	Deletions	As at 31st March, 2023	As at 31st March, 2023	As at 31 March 2022
	Owned Assets:										
1.00	Land	38.77	-	-	38.77	-	-	-	-	38.77	38.77

2.00	Buildings	361.51	-	-	361.51	54.01	5.72	-	59.73	301.78	307.51
3.00	Plant and Equipment	27.55	2.22	-	29.76	12.15	1.72	-	13.88	15.89	15.39
4.00	Furniture and Fixtures	41.31	1.30	-	42.61	31.55	1.38	-	32.93	9.68	9.76
5.00	Vehicles	37.46	46.39	-	83.85	15.51	6.19	-	21.70	62.15	21.96
6.00	**Office equipment:**										
i	Computers	41.68	3.70	-	45.37	36.69	3.26	-	39.96	5.42	4.99
ii	Other office equipments	16.23	-	-	16.23	3.33	1.03	-	4.35	11.87	12.90
7.00	Lease Hold Improvements	-	-	-	-	-	-	-	-	-	-
TOTAL		**564.51**	**53.60**	**-**	**618.11**	**153.23**	**19.31**	**-**	**172.55**	**445.56**	**411.27**
	Previous Year	**574.66**	**4.10**	**14.25**	**564.51**	**149.69**	**16.96**	**13.41**	**153.23**	**411.27**	**424.97**

Intangible assets											
Sl. No.	**Description**	**Gross Block**				**Accumulated Depreciation**				**Net Block**	
		As at 1st April, 2022	**Additions**	**Deletions**	**As at 31st March, 2023**	**As at 1st April, 2022**	**Depreciation for the year**	**Deletions**	**As at 31st March, 2023**	**As at 31st March, 2023**	**As at 31 March 2022**
	Owned Assets:										
1.00	Computer software	18.41	-	-	18.41	18.41	-	-	18.41	-	-
2.00	Other intangible assets	-	-	-	-	-	-	-	-	-	-
TOTAL		**18.41**	**-**	**-**	**18.41**	**18.41**	**-**	**-**	**18.41**	**-**	**-**
	Previous Year	**18.41**	**-**	**-**	**18.41**	**18.41**	**-**	**-**	**18.41**	**-**	**-**

NOTES TO PROFIT AND LOSS ACCOUNT

Note: All the figures mentioned below are in lakhs

Annexure -II.1

Restated Statement of Revenue from operations

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Sale from Manufacturing Activities			
- Domestic Sales	4,645.86	3,680.35	1,976.75
- Export Sales	156.33	-	-
Total Sale from Manufacturing Activities	**4,802.19**	**3,680.35**	**1,976.75**
Sale from Service Activities		-	-
- Domestic Sales	98.24	38.07	69.31
- Export Sales	277.97	318.62	172.18
Total Sale from Service Activities	**376.21**	**356.69**	**241.49**
Total Revenue from Operations	**5,178.40**	**4,037.04**	**2,218.24**

Note-1: Details of Product wise Turnover

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Embedded Products and Systems	3,320.57	2,794.95	1,368.46
Displays and Sensors	1,012.32	653.11	267.25
Turnkey System Solutions	469.30	232.29	341.04
Engineering Services	376.21	356.69	241.49
Total Sale of Products and Services	**5,178.40**	**4,037.04**	**2,218.24**

Note-2: Details of Contribution from Customers

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Turnover from Top 10 largest Customers	4,641.14	3,476.21	1,858.17
in % of Total Turnover	89.62%	86.11%	83.77%
Turnover from Related Party	0.79	-	-
in % of Total Turnover	0.02%	0.00%	0.00%

Note-3: Details of Statewise Turnover

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Karnataka	1,986.95	1,460.12	1,110.37
Kerala	69.97	431.03	68.12
Maharashtra	867.80	348.96	107.73
Tamilnadu	115.59	271.99	37.90
Telangana	722.91	910.67	461.04
Uttar Pradesh	886.08	208.74	47.09
Andhra Pradesh	-	24.74	104.01
Delhi	2.43	19.23	47.94
Gujarat	33.30	18.61	19.33
Haryana	22.77	-	41.41
Madhya Pradesh	1.69	-	1.11
Uttarakhand	4.61	1.72	-
Odisha	18.88	9.05	-
Punjab	6.03	13.57	-
Himachal pradesh	3.48	-	-
West Bengal	1.62	-	-
Total revenue from sale of products and services from domestic customers	**4,744.10**	**3,718.42**	**2,046.06**

Note-4: Details of Country wise Turnover

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
India	4,744.10	3,718.42	2,046.06
Taiwan	277.97	31.09	71.86
United Kingdom	-	287.53	100.32
Japan	156.33	-	-
Total of Revenue	**5,178.40**	**4,037.04**	**2,218.24**

Note-5: Sectorwise Turnover

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Government	3,836.07	2,947.84	1,798.88
Private	1,342.33	1,089.20	419.35
Total of Revenue	**5,178.40**	**4,037.04**	**2,218.24**

Annexure-II.2

Restated Statement of Revenue from Other Income

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Interest income	17.63	21.94	21.87
Discount received and payable written back	15.55	11.99	3.96
Net gain on sale of investments	-	0.86	0.27
Excess provision for leave salary withdrawn	3.74	-	-
Net gain on foreign currency transaction/translation	13.06	9.05	11.47
Rental income	14.86	7.65	8.16
Miscellaneous income	0.09	1.07	-
Total	**64.93**	**52.56**	**45.73**

Annexure-II.3

Restated Statement of Cost of Materials Consumed

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Opening Stock of Raw Material	1,165.14	1,345.33	593.51
Add: Purchase during the Years	2,949.02	2,941.48	1,867.63
Customs duty on import	93.27	66.78	63.61
Less: Closing Stock	484.66	1,165.14	1,345.33
Cost of Material Consumed	**3,722.77**	**3,188.45**	**1,179.43**

Annexure-II.4

Restated Statement of Change in Inventory

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Opening Balance:			
Work in progress	780.31	-	-
Finished Goods	-	-	-
Total Opening Balance	780.31	-	-
Closing Balance:			
Work in progress	1,371.79	780.31	-
Finished Goods	1.87	-	-
Total Closing Balance	1,373.66	780.31	-
Net (Increase)/Decrease in Stocks	**(593.35)**	**(780.31)**	**-**

Annexure II.5

Restated Statement of Employees Benefit Expenses

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Directors Remuneration	253.75	192.00	306.00
Salaries, Wages & Bonus	480.90	429.17	345.24
Contributions to PF and other funds	15.26	13.15	11.21
Gratuity	13.78	27.50	25.99
Leave salary	-	13.99	0.01
Staff welfare expenses	13.43	8.60	10.01
Total	**777.12**	**684.41**	**698.46**

Annexure II.6

Restated Statement of Other Expenses

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Direct Manufacturing Expenses			
Power, Fuel & water	7.49	7.07	9.39
Labour processing and testing charges	195.40	134.67	117.92
Repairs and maintenance -Building	19.79	15.64	11.78
	-	-	-
Total of Direct Manufacturing Expenses	**222.68**	**157.38**	**139.09**
Administrative & Other Expenses			
Rent	41.34	17.57	1.23
Freight & Forwarding Charges	21.20	13.58	18.94
Insurance	16.72	4.66	13.60
Rates And Taxes	2.86	9.44	19.01
Travelling & Conveyance	22.75	16.94	12.39
Printing And Stationery	4.40	1.88	3.16
Subscription & Periodicals	0.11	0.35	1.04
Communication Expenses	8.89	10.43	7.97
Consultancy and Professional Charges	38.30	7.87	9.97
Audit Fees	5.00	4.00	4.50
Business Promotion Expenses	4.68	0.85	6.83
Repairs and machinery others	4.50	3.45	6.95
Liquidated damages	27.42	104.42	27.75
Bad Debts And Written Off	78.39	49.53	-
CSR Expenses	5.25	-	-
Misc. Expenses	9.04	12.23	3.88
Total of Administrative & Other Expenses	**290.85**	**257.20**	**137.22**
Total Other Expenses	**513.53**	**414.58**	**276.31**

Annexure II.7

Restated Statement of Financial Charges

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Interest On Secured Loan	26.04	33.37	22.71
Interest on Others	17.63	7.78	0.15
Bank Charges	10.55	7.33	6.38
Total	**54.22**	**48.48**	**29.24**

Annexure- II.8

Restated Statement of Provision For Taxation

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Current Tax	190.13	140.74	17.82
Tax related to Prior Year	0.92	1.15	-
Deferred Tax	(0.64)	(10.05)	(3.00)

Annexure- II.9

Statement of Earnings Per Share As Restated

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Profit for the year attributable to Equity Shareholders	548.40	377.92	46.41
Weighted Average number of Equity Shares for Basic/Diluted EPS	5,20,000	5,20,000	5,20,000
Basic/ Diluted Earnings Per Share of Rs.10/- Each	105.46	72.68	8.92

Additional Disclosure – Annexure II.10

1. Disclosure under Micro, Small and Medium Enterprises Development Act, 2006

The information required to be disclosed under the Micro,Small, and medium Enterprises Development Act ,2006 has been determined to the extent such parties had been identified on the basis of information available withteh company in this regard.

Particulars	For the Year Ended 2024-25	For the Year Ended 2023-24	For the Year Ended 2022-23
The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;			
Principal	51.61	0.10	54.99
Interest *	2.75	0.00	-
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year; and *	2.75	0.00	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-	
* 2023-24 amount is Rs 429			

2. Break up of Auditors remuneration

Particulars	For the Year Ended 2024-25	For the Year Ended 2023-24	For the Year Ended 2022-23
Statutory Audit	4.50	3.50	3.80
Tax Audit Fee	0.50	0.50	0.70
Total	**5.00**	**4.00**	**4.50**

3. Break up of imported and indegenous material consumption

Particulars	For the Year Ended 2024-25	For the Year Ended 2023-24	For the Year Ended 2022-23
1) Imported raw materials			
Consumption -amount	2,978.20	2,176.82	912.40
Consumption -%age of total consumption	80.00%	68.27%	77.36%
2) Indigenous raw materials			
Consumption -amount	744.57	1,011.63	267.03
Consumption -%age of total consumption	20.00%	31.73%	22.64%
Total	3,722.77	3,188.44	1,179.43
C.I.F value imports:			
Raw materials	2,024.21	2051.82	1,443.02
Expenses in foreign currency:			
Travelling expenses	2.54	-	

Particulars	For the Year Ended 2024-25	For the Year Ended 2023-24	For the Year Ended 2022-23
Earnings in foreign exchange:			
Engineering Services	434.30	318.62	172.18

4. Variations in the quarterly return filed with the bank towards secured working capital facilities and Books of accounts

Quarter ending	As per Statement submitted to the bank	As per Books of Accounts	Difference
a) Inventory :			
31st March 2023	1,275.60	1,345.33	(69.73)
31st March 2024	1,766.32	1,945.45	(179.13)
b) Trade Receivables			
30th June 2022	1,630.31	516.32	1,113.99
30th September 2022	1,470.69	709.88	760.81
31st December 2022	1,686.34	825.67	860.67
31st March 2023	1,688.54	742.11	946.43
30th June 2023	2,248.89	1,166.85	1,082.04
30th September 2023	2,570.11	1,259.07	1,311.04
31st December 2023	1,983.65	1,014.02	969.63
31st March 2024	961.16	465.11	496.05
30th June 2024	1,128.11	1,076.36	51.75
30th September 2024	426.11	389.66	36.45
31st December 2024	874.38	1,132.07	(257.69)
31st March 2025	857.86	847.26	10.60
c) Trade Payables			
30th June 2022	1,054.59	191.89	862.70
30th September 2022	842.68	209.83	632.85
31st December 2022	1,139.77	433.03	706.74
31st March 2023	1,088.21	233.06	855.15
30th June 2023	1,416.94	556.17	860.77
30th September 2023	1,384.44	391.64	992.80
31st December 2023	1,305.26	362.04	943.22
31st March 2024	650.07	445.88	204.19
30th June 2024	468.88	449.91	18.97
30th September 2024	614.83	602.49	12.34
31st December 2024	602.60	540.44	62.16
31st March 2025	206.86	192.93	13.93

Reason for difference:

Inventory : Difference in inventory is on account of reconciliation of inventory as per physical verification and books.

Trade Receivables: Accounts are reviewed on quarterly basis after submission of statement to bank and entries are passed for liquidated damages, deductions etc . Further,during FY 2022-23 and FY 2023-24 ,while furnishing the returns to bank unadjusted receivables are not deducted from the bills receivable statement

Trade Payables : During FY 2022-23 and FY 2023-24 on account payment made to creditors was not deducted from dues to the same party while furnishing the trade payable details to bank.Further,certain bills/credit notes /deductions are accounted afyter submission of statement to bank .

5. **Retirement Benefit plans**

Details for Provision for Gratuity:

Funded status of the plan

Particulars	For the Year Ended 2024-25	For the Year Ended 2023-24	For the Year Ended 2022-23
Present value of unfunded obligations	174.81	174.61	153.85
Present value of funded obligations	-	-	-
Fair value of plan assets	-	-	-
Unrecognised Past Service Cost	-	-	-
Net Liability (Asset)	174.81	174.61	153.85

Profit and loss account for the period

Particulars	For the Year Ended 2024-25	For the Year Ended 2023-24	For the Year Ended 2022-23
Current service cost	15.42	14.78	13.77
Interest on obligation	11.81	11.29	9.32
Expected return on plan assets	-	-	-
Net actuarial loss/(gain)	(13.45)	1.43	2.90
Recognised Past Service Cost-Vested	-	-	-
Recognised Past Service Cost-Unvested	-	-	-
Loss/(gain) on curtailments and settlement	-	-	-
Total included in 'Employee Benefit Expense	**13.78**	**27.50**	**25.99**

Reconciliation of defined benefit obligation

Particulars	For the Year Ended 2024-25	For the Year Ended 2023-24	For the Year Ended 2022-23
Opening Defined Benefit Obligation	174.61	153.85	130.42
Transfer in/(out) obligation	-	-	-
Current service cost	15.42	14.78	13.77
Interest cost	11.81	11.29	9.32
Actuarial loss (gain)	(13.45)	1.43	2.90
Benefits paid by company	(13.59)	(6.73)	(2.56)
Closing Defined Benefit Obligation	**174.81**	**174.61**	**153.85**

Principle actuarial assumptions

Particulars	For the Year Ended 2024-25	For the Year Ended 2023-24	For the Year Ended 2022-23
Discount Rate	6.81% p.a.	7.25% p.a.	7.50 %p.a
Salary Growth Rate	20.00% p.a.	20.00% p.a.	20.00% p.a.
Expected rate of return on Plan assets	NA	NA	NA
Mortality Rate	IALM(2012-14) Ultimate	IALM(2012-14) Ultimate	IALM(2012-14) Ultimate
Employee Turnover Rate	5.00 p.a.%	5.00 p.a.%	5.00 p.a.%

6. **Expenditure on Corporate Social Responsibility activities (CSR):**

As per section 135 of The Companies Act,2013, a company which meets applicability threshold ,need to spend at least 2% of its average net profit for the immediate preceeding three financial years on CSR activities.The average aforementioned amount has been utilised on the activities which are specified in schedule vii of teh Companies Act 2013, as disclosed below;

Particulars	For the Year Ended 2024-25	For the Year Ended 2023-24	For the Year Ended 2022-23
a. Amount required to be spent by the Company during the year	5.25	Nil	Nil
b. Amount spent during the year	5.25	Nil	Nil
c.Excess contributionn made to be carried forward	Nil	Nil	Nil
d. Nature of CSR activities:			
Health care	3.10	Nil	Nil
Education	2.15	Nil	Nil
e Details of related party transaction related to CSR activities	Nil	Nil	Nil
f. provisionn made due to liability incurred due to contractual obligation	Nil	Nil	Nil

7. Segment Reporting: Disclosure pursuant to Accounting Standard (AS) 17-" Segment Reporting"

A. Primary Segment information - The Company's primary business segments are (i) Embedded Product Systems (ii)Diplays and Sensors (iii) Turnkey Systems Solutions and (iv) Engineering Services

B. Secondary Segment:

The Company's segment is determined based on location of customers located within India and earnings in India . Revenue outside India includes sales to customers located outside India and earnings outside India.

Particulars	For the Year Ended 2024-25	For the Year Ended 2023-24	For the Year Ended 2022-23
i.Segment Revenue (Net Sales)			
a. Embedded Product Systems	3,320.57	2,794.95	NA
b. Displays and Sensors	1,012.32	653.11	NA
c. Turnkey Systems Solutions	469.30	232.29	NA
d. Engineering Services	376.21	356.69	NA
			NA
Total	**5,178.40**	**4,037.04**	**NA**

Note - Disclosure under Accounting Standard (AS) 17 was not applicable to the Company for FY 2022-23.

Particulars	For the Year Ended 2024-25	For the Year Ended 2023-24	For the Year Ended 2022-23
ii. Segment results			
(Profit/Loss before unallocated expenses and finance cost)			
a. Embedded Product Systems	734.85	380.39	NA
b. Displays and Sensors	133.13	205.39	NA
c. Turnkey Systems Solutions	24.29	16.58	NA
d. Engineering Services	194.19	197.71	NA
Sub total	**1086.46**	**800.07**	NA
Less: Unallocale expenditure net off allocable income	293.43	162.37	NA
Finance cost	54.22	48.48	NA
Total Profit /Loss before tax	**738.81**	**589.22**	NA
iii. Segment assets			
a. Embedded Product Systems	2334.69	2058.59	NA
b. Displays and Sensors	282.89	522.19	NA
c. Turnkey Systems Solutions	152.88	25.59	NA
d. Engineering Services	123.61	0.00	NA
e. Corporate/unallocated assets	940.41	1184.28	NA
Sub total	**3834.49**	**3790.65**	**NA**
iv.Segment Liabilities			

Particulars	For the Year Ended 2024-25	For the Year Ended 2023-24	For the Year Ended 2022-23
a. Embedded Product Systems	341.43	441.15	NA
b. Displays and Sensors	28.56	176.99	NA
c. Turnkey Systems Solutions	16.56	58.46	NA
d. Engineering Services	13.72	0.00	NA
e. Corporate/unallocated liabilities	630.95	859.19	NA
Sub total	**1031.23**	**1535.79**	**NA**
v. Secondary segment information (By Geographical segments)			
i. Revenue			
Domestic	4744.10	3718.43	NA
Overseas	434.30	318.62	NA
Sub total	**5178.40**	**4037.04**	**NA**
ii. Assets			
India	3576.70	3605.74	NA
Overseas	257.79	184.91	NA
Sub total	**3834.49**	**3790.65**	**NA**

8. Foreign Currency Exposures:

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Particulars	For the Year Ended 2024-25	For the Year Ended 2023-24	For the Year Ended 2022-23
Payables in USD -in lakhs	1.44	3.91	1.49
Payables in Euro -in lakhs	-	0.07	0.02
Advance receipts in USD -in Lakhs	0.45	-	-
Receivables in USD -in lakhs	1.43	-	0.03
Advance payment in USD -in Lakhs	1.57	2.19	1.79

9. Restated Statement of other Additional Regulatory Information:-

a There is no Capital Work-in-progress in the Company.

b There are no intangible assets under development.

c No proceeding have been initiated or pending against the company for holding any benami property under the Benami Transaction (Prohibition), Act 1988 (45of 1988) and the rules made thereunder.

d The company is not declared a wilful defaulter by any bank or Financial Institution or other lender.

e There is no relationship with Struck off Companies.

f There are no registration of charges or satisfaction of charges to be registered with Register of Companies.

g The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restricition on number of layers) Rule, 2017.

h No Scheme of Arrangements has been approved by the Competent Authority in terms of section 230 to 237 of the Companies Act, 2013.

i. A. The company has not advanced or loaned or invested fund (either borrowed fund or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), 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

i. B. The company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the 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

j There were no transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

k There are no undisclosed income.

l The company is not covered under section 135 of the Companies Act.

m The Company has not traded or invested in Crypto currency or Virtual Currency during any financial years.

ANNEXURE IV

CORPORATE INFORMATION, SIGNIFICANT ACCOUNTING POLICIES, RECONCILIATION OF NET PROFIT/(LOSS) AND RECONCILIATION OF NETWORTH

1. Company Overview

Datasol (Bangalore) Limited was incorporated on 01/02/2001 as a private limited Company under The Companies Act,1956. The Company became a public limited company with effect from 16th September 2024. The company is specialised in On Board Designing, System Engineering activities and Building ATE,s and control systems providing end to end solutions to Aeronautical, military, space,industial automation,embedded transporation and telecom sectors.

2. Significant Accounting Policies:

i) Basis of Preparation

The restated financials are compiled by the management by making suitable adjustments of the impacts on account of changes made in accounting policies,estimates and omissions in the FY 2023-24 financials in the corresponding financials years.

The financial statements of the Company have been prepared under the historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles. The Company has prepared these financial statements to comply in all material respects with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014.

ii) Basis of Measurement and Use of estimates

a. The preparation of these financial statements in conformity with the recognition and measurement principles of notified Accounting Standards as per Indian GAAP requires management to make judgements,estimates and assumptions, that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expenses for the years presented. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to useful life of property,plant and equipments, impairment testing ,provision for income tax etc. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements pertain to useful life of property,plant and equipments, impairment testing ,provision for income tax etc. Difference between the actual and estimates are recognised during the period in which the actuals are known.The management beleives that the estimates used in the preparation of the financial statements are prudent and reasonable.

b. All assets and liabilities are classified into current and non-current generally based on the nature of activities of the Company and the normal time between acquisition of assets/liabilities and their realisation/settlement in cash or cash equivalent.

An asset will be classified as current if it satisfies any of the following conditions:

a) it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
b) it is held primarily for the purpose of being traded;
c) it is expected to be realized within twelve months after the reporting date ; or
d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

A liability will be classified as current if it satisfies any of the following conditions:

a) it is expected to be settled in the company's normal operating cycle;

b) it is primarily held for the purpose of being traded;
c) it is expected to be settled within twelve months after the reporting date ; or
d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.
e) All other assets and liabilities are classified as non – current. The Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

iii) Property, Plant, equipment and Intangibles

The Property, Plant and Equipments are stated at cost less accumulated depreciation and net of impairment, if any. Costs directly attributable to acquistion are capitalized until the Property, Plant and Equipments are ready for its intended use. Any expenditure related to Property, Plant and Equipments shall be be capitalised to the cost of the asset only if it increases the future benefits from the existing asset beyond its previously assessed standard. Intangible assets that are acquired by the Company are measured initially at cost. After initial recognition, an intangible asset is carried at its cost less any accumulated amortisation and any accumulated impairment loss.

vi) Foreign Currency Transactions

Transactions in foreign currency are recorded at the rate of exchange prevailing on the date of transaction. Year-end balance of foreign currency monetary item is translated at the year-end rates. Exchange differences arising on settlement of monetary items or on reporting of monetary items at rates different from those at which they were initially recorded during the period or reported in previous financial statements are recognised as income or expense in the period in which they arise.

vii) Income taxes

Tax expense comprises of current tax and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income tax Act, 1961. Deferred income taxes are impact on account of timing difference orginated during the year or timing difference reversal of earlier years.

viii) Earning per equity share

Basic and Diluted earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period.

ix) Provisions

A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and reliable estimate can be made of the amount of the obligation.Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

x) Investments:

Investments, which are readily realisable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as non current investments. The income earned on such investments is recorded on accrual basis. A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and reliable estimate can be made of the amount of the obligation.Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

xi) Borrowing costs

Borrowing costs are expensed in the period in which they are incurred except cost relating to acquiition of property,plant and equipments which are capitalised.

xii) Employee Benefits

a) Liability for short term Employee Benefits

Liabilities for wages and salaries, including obligations of past employees that are expected to be settled in short-term and are recognised as Current Liability and are measured at the amounts expected to be paid when the liabilities are settled.

b) Post-Employment Benefits and Superannuation Contributions

The liability or asset recognised in the balance sheet for the year under review in respect of Gratuity is based on the Actuarial Valuation Report . Gratuity Benefits liabilities of the company are unfunded. The Company's contributions to employee provident fund are accounted for as defined contribution plans and the contributions are recognised as employee benefits expense when they are due. The Company deposits these amounts with the fund administered and managed by the provident fund/employee state insurance authorities. The Company has no further payment obligations once the contributions have been paid.

xiii) Inventories:

Items of inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads net of recoverable taxes incurred in bringing them to their respective present location and condition. Net realisable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated cost necessary to make the sale.

ANNEXURE V

In Profit and Loss Account

Particulars	For the FY ended		
	31-03-2025	31-03-2024	31-03-2023
Profit After Tax as per Books of Accounts	**548.40**	**490.49**	**35.28**
Adjustment for gratuity provision	**-**	(86.51)	5.97
Adjustment for leave salary provision	**-**	7.05	(0.01)
Adjustment for provision of Depreciation	-	-	-
Adjustment for provision of Income Tax	-	-	-
Adjustment for provision of Deferred Tax	-	(33.10)	5.16
Profit After Tax as per Restated	**548.40**	**377.92**	**46.41**

The impact of the above has been suitably incorporated in the restated balance sheet.

Increase in opening reserve as on 1st April 2022 in restated accounts – 101.44 Lakh

Material Regrouping

Particulars	For the FY ended		
	31-03-2025	31-03-2024	31-03-2023
Reserve & Surplus as per Books of Accounts	**2,571.25**	**2,202.86**	**1,712.37**
Adjustment in Profit & Loss Accounts	-	(112.56)	11.12
Adjustment in opening Balance	-	112.56	101.44
Reserve & Surplus as per Restated	**2,571.25**	**2,202.86**	**1,824.94**

Gratuty Provision	31-03-2025	31-03-2024	31-03-2023	31 March 2022
As per audited accounts				
Non current provision	149.27	165.09	240.36	210.96
Current provision	19.43	9.53	-	-
Total	168.69	174.62	240.36	210.96
As per actuarial valuation				
Non current provision	149.27	165.09	145.19	123.33
Current provision	**19.73**	9.53	8.66	7.10
Total	169.00	174.62	153.85	130.42
		-		
Difference				
Non current provision	(0.00)	-	95.17	87.63
Current provision	(0.30)	-	(8.66)	(7.10)
Total	(0.30)	-	86.51	80.54
Debit to PL				
As per audited accounts	9.62	27.50	31.96	33.77
As per report	7.66	27.50	25.99	22.54
Difference	1.96	-	5.97	11.23
Excess provision withdran in PL		86.51		
Leave salary				
As per audited accounts	17.49	21.04	-	-
As per restated accounts	17.49	13.99	7.05	7.04
Difference	-	7.05	(7.05)	(7.04)
Net Impact on profit before tax				

Gratuty Provision	**31-03-2025**	**31-03-2024**	**31-03-2023**	**31 March 2022**
Gratuity		-86.51	5.97	11.23
Leave salary		7.05	(0.01)	(7.04)
Total		(79.46)	5.96	4.19
Deferred Tax differnecs				
Gratuity disallowance considered for deferred tax		174.62	29.40	26.45
Gratuity should have been considerded		174.62	153.85	130.42
Leave salary considered in computation		13.99	-	-
Leave salary would have been considered in computation		13.99	7.05	7.04
Gratuity and leave salary diffrenec in DTA computation		-	(131.50)	(111.01)
DTA difference		-	(33.10)	(27.94)
DTA credit to PL		(33.10)	5.16	6.02
Total DTA plus leave salary impact		(112.56)	11.12	10.20
Reserve to increase		**-**	**112.55**	**101.43**

ANNEXURE VI

Statement of Accounting & Other Ratios, As per SEBI ICDR

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Total Revenue from Operations (A)	**5,178.40**	**4,037.04**	**2,218.24**
Net Profit as Restated (B)	**548.40**	**377.92**	**46.41**
Add: Depreciation	30.23	24.24	19.31
Add: Interest on Loan	54.22	48.48	29.24
Add: Income Tax	190.41	131.84	14.82
Less: Other Income	(64.93)	(52.56)	(45.73)
EBITDA (C)	**758.33**	**529.92**	**64.05**
EBITDA Margin (in %) (C/A)	**14.64%**	**13.13%**	**2.89%**
Net Worth as Restated (D)	**2,803.25**	**2,254.86**	**1,876.94**
Return on Net worth (in %) as Restated (B/D)	19.56%	16.76%	2.47%
Equity Share at the end of year/period (in Nos.) as resated (E)	5,20,000	5,20,000	5,20,000
Weighted No. of Equity Shares (G)	5,20,000	5,20,000	5,20,000
Equity Share at the end of year/period (in Nos.) (F)	1,09,20,000	1,09,20,000	1,09,20,000
- *(Post Bonus with retrospective effect)*			
Basic & Diluted Earnings per Equity Share as Restated (B/G)	105.46	72.68	8.92
Earnings per Equity Share (B/F)*	5.02	3.46	0.42
- *(Post Bonus with retrospective effect)*			
Net Asset Value per Equity share as Restated (D/E) -In RS	539.09	433.63	360.95
Net Asset Value per Equity share as Restated (D/F) -In Rs*	25.67	20.65	17.19
- *(Post Bonus with retrospective effect)*			

Note:-

EBITDA Margin = EBITDA/Revenue from Operations

Earnings per share (₹) = Profit available to equity shareholders / Weighted No. of shares outstanding at the end of the year

Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.

Companies (Accounting Standards) Rules 2006, as amended.

Return on Net worth (%) = Restated Profit after taxation / Net worth x 100

Net Worth = Equity Share Capital + Reserve and Surplus (including P&L surplus) - Revaluation Reserve, If any

Net asset value/Book value per share (₹) = Net worth / No. of equity shares outstanding at the end of FY

The Company does not have any revaluation reserves or extra-ordinary items.

The figures disclosed above are based on the Restated Financial Statements of the Company

* The company has alloted Bonus shares in the Ratio of 1:20 on 05-05-2025

Statement of Other Accounting Ratios, as per Companies Act, 2013

Particulars	For the year ended 31-03-2025	For the year ended 31-03-2024	For the year ended 31-03-2023
Current Ratio (in times)			
Current Assets	3,316.70	3,260.83	3,015.83
Current Liabilities	867.65	1,356.54	1,443.20
Current Ratio	**3.82**	**2.40**	**2.09**
Debt-Equity Ratio (in times)			
Total Debts	74.72	246.57	383.02
Shareholders' funds / equity	2,803.25	2,254.86	1,876.94
Total Debt Equity Ratio	**0.03**	**0.11**	**0.20**
Long Term Debt / Equity Ratio (in times)			
Long Term Debts	-	10.16	22.80
Shareholders' funds / equity	2,803.25	2,254.86	1,876.94
Long Term Debt / Equity Ratio	**0.00**	**0.00**	**0.01**
Debt Service Coverage Ratio (in times)			
Earnings before Interest, Depreciation and Tax	758.33	529.92	64.05
Interest + Installment	66.86	60.17	29.24
Debt Service Coverage Ratio	**11.34**	**8.81**	**2.19**
Return on Equity Ratio (in %)			
Net Profit after Tax (PAT)	548.40	377.92	46.41
Average Shareholders Fund/Total Equity	2,529.06	2,065.90	1,796.57
Return on Equity Ratio	**21.68%**	**18.29%**	**2.58%**
Note: Average Total equity			
Total equity			
Opening balance (I)	2,254.86	1,876.94	1,716.21
Closing balance (II)	2,803.25	2,254.86	1,876.94
Annual Average ((I)+(II))/2	**2,529.06**	**2,065.90**	**1,796.57**
Inventory turnover ratio (in times)			
Revenue from Operations	5,178.40	4,037.04	2,218.24
Average Inventory	1,901.89	1,645.39	969.42
Inventory turnover ratio	2.72	2.45	2.29
Trade Receivables Turnover Ratio (in times)			
Value of Sales & Services	5,178.40	4,037.04	2,218.24
Average Receivable	656.19	603.61	677.34
Trade Receivables Turnover ratio	**7.89**	**6.69**	**3.27**
Trade Payables Turnover Ratio (in times)			
Total Purchases during the Year	2,949.02	2,941.48	1,867.63
Average Payable	319.40	339.47	242.47
Trade Payables Turnover Ratio	**9.23**	**8.67**	**7.70**
Net Capital Turnover Ratio (in times)			
Revenue from Operations	5,178.40	4,037.04	2,218.24
Net Working Capital	2,449.05	1,904.29	1,572.63
Net Capital Turnover Ratio	**2.11**	**2.12**	**1.41**
Net Profit Ratio (in times)			
Net Profit after Tax (PAT)	548.40	377.92	46.41
Revenue from Operations	5,178.40	4,037.04	2,218.24
Net Profit Ratio	**0.11**	**0.09**	**0.02**
Return on Capital Employed (in %)			
Net Profit after Tax (PAT)	548.40	377.92	46.41
Add : Finance costs	54.22	48.48	29.24
Add : Tax Expenses	190.41	131.84	14.82
Earnings Before Interest and Tax (EBIT)	793.03	558.24	90.47
Capital Employed**	2,877.97	2,501.43	2,259.96
Return on Capital Employed	**27.55%**	**22.32%**	**4.00%**
Capital Employed**			

Total Equity	2,803.25	2,254.86	1,876.94
Total Borrowings	74.72	246.57	383.02
Capital Employed	**2,877.97**	**2,501.43**	**2,259.96**
Return on Investment (in %)			
Return	-	-	-
Investments	-	-	-
Return on Investment	**0.00%**	**0.00%**	**0.00%**

Notes-

- Current ratio is calculated by dividing current assets by current liabilities.

- Debt-equity ratio is determined by dividing total debt by shareholders' funds (equity).

- Long-term debt to equity ratio is obtained by dividing long-term debt by shareholders' funds (equity).

- Debt service coverage ratio is calculated by dividing earnings before interest, depreciation, and tax (EBIDT) by the sum of interest and installments.

- Return on equity ratio is determined by dividing profit after tax (PAT) by the average shareholder's equity.

- Inventory Turnover Ratio: Since the company operates in the service industry, the inventory turnover ratio is not applicable.

- Trade receivables turnover ratio is calculated by dividing the value of services provided by the average receivables.

- Trade payables turnover ratio is obtained by dividing the total cost of services by the average trade payables.

- Net capital turnover ratio is calculated by dividing revenue by net working capital.

- Net profit ratio is determined by dividing profit after tax (PAT) by revenue from operations.

- Return on capital employed is calculated by dividing earnings before interest and tax (EBIT) by capital employed.

- The return on investment is determined by dividing Interest received and Investments.

ANNEXURE VI

2) Statement of Other Accounting Ratios, as per Companies Act, 2013.

Particulars	Numerator	Denominator	FY 2024-25	FY 2023-24	Variation	Reason for more than 25% Variance (Note-1)
a) Current Ratio (in Times)	Current assets	Current liabilities	3.82	2.40	59.03%	Reduction in current liabilities on account of deployement of cash generated from operations to working capital
b) Debt-Equity Ratio (in Times)	Total Debt	Shareholder's equity	0.03	0.11	-75.62%	Reduction in working capital borrowing
c) Debt Service Coverage Ratio (in Times)	EBITDA	Interest + Installments	11.34	8.81	28.79%	Incresae in profit available to servicing the debt
d) Return on Equity Ratio (in %)	Net Profits after Taxes	Average Shareholder's equity	21.68%	18.29%	18.53%	NA
e) Inventory turnover ratio (in Times)	Revenue from Operations	Average Inventory	2.72	2.45	10.97%	NA
f) Trade Receivables turnover ratio (in Times)	Revenue from Operations	Average Trade Receivables	7.89	6.69	17.99%	NA
g) Trade payables turnover ratio (in Times)	Purchases	Average Trade Payables	9.23	8.67	6.55%	NA
h) Net capital turnover ratio (in Times)	Revenue from Operations	Net Working Capital	2.11	2.12	-0.26%	NA
i) Net profit ratio (in %)	PAT	Revenue from Operations	10.59%	9.36%	13.13%	NA
j) Return on Capital employed (in %)	Earning before interest and taxes	Capital Employed	27.55%	22.32%	23.47%	NA
k) Return on investment	Return on Investments	Investments	0.00%	0.00%	0.00%	NA

Particulars	Numerator	Denominator	FY 2023-24	FY 2022-23	Variation	Reason for more than 25% Variance (Note-1)
a) Current Ratio (in Times)	Current assets	Current liabilities	2.40	2.09	15%	NA
b) Debt-Equity Ratio (in Times)	Total Debt	Shareholder's equity	0.11	0.20	-46%	Reduction in working capital borrowing on account of improved profitability
c) Debt Service Coverage Ratio (in Times)	EBITDA	Interest + Installments	8.81	2.19	302%	Increase in funds available for service of debt on account of higher profit
d) Return on Equity Ratio (in %)	Net Profits after Taxes	Average Shareholder's equity	18.29%	2.58%	608%	Increase in profit on account of increase in turnover
e) Inventory turnover ratio (in Times)	Revenue from Operations	Average Inventory	2.45	2.29	7%	NA
f) Trade Receivables turnover ratio (in	Revenue from Operations	Average Trade	6.69	3.27	104%	Reduction in receivables

Times)		Receivables					
g) Trade payables turnover ratio (in Times)	Purchases	Average Trade Payables	8.67	7.70	12%	NA	
h) Net capital turnover ratio (in Times)	Revenue from Operations	Net Working Capital	2.12	1.41	50%	Increase in turnover	
i) Net profit ratio (in %)	PAT	Revenue from Operations	9.36%	2.09%	347%	Increase in profit on account of increase in turnover without corresponding incresae in fixed overheads	
j) Return on Capital employed (in %)	Earning before interest and taxes	Capital Employed	22.32%	4.00%	457%	Increase in profit on account of increase in turnover without corresponding incresae in fixed overheads	
k) Return on investment	Return on Investments	Investments	0.00%	0.00%	0%	NA	

ANNEXURE VII

Statement of Capitalization, As Restated

Particulars	Pre-Issue For the year ended 31-03-2025	Post Issue As adjusted with Proposed Issue*
Debt :		
Short Term Debt	74.72	74.72
Long Term Debt	-	-
Total Debt	**74.72**	**74.72**
Shareholders Funds		
Equity Share Capital	52.00	[●]
Reserves and Surplus	2,202.86	[●]
Less: Misc. Expenditure	**-**	-
Total Shareholders' Funds	**2,254.86**	[●]
Long Term Debt/ Shareholders' Funds	**-**	[●]
Total Debt / Shareholders Fund	***0.03***	[●]

* The corresponding post-issue figures cannot be determined at this stage as the public issue has not been completed and, therefore, have not been furnished.

ANNEXURE VIII

Statement of Tax Shelter, As Restated

Particulars	For the Year ended		
	31-03-2025	31-03-2024	31-03-2023
Profit Before Tax as per books of accounts (A)	**738.81**	**509.76**	**61.23**
-- Normal Tax rate	25.17%	25.17%	25.17%
Permanent differences			
Other adjustments	9.90	14.29	(2.22)
Rent income adjustments	(3.05)	(2.26)	
Donation / CSR expenses Disallowances	5.25	-	-
Total (B)	**12.10**	**12.03**	**(2.22)**
Timing Differences			
Depreciation as per Books of Accounts	30.23	24.24	19.31
Depreciation as per Income Tax	22.22	21.20	30.88
Difference between tax depreciation and book depreciation	8.01	3.04	-11.57
Gratuity and leave salary disallowable	(3.55)	34.44	23.36
Total (C)	**4.46**	**37.48**	**11.79**
Net Adjustments (D = B+C)	**16.56**	**49.51**	**9.57**
Total Income (E = A+D)	**755.37**	**559.27**	**70.80**
Brought forward losses set off (Depreciation)	-	-	-
Tax effect on the above (F)	-	-	-
Taxable Income/ (Loss) for the year/period (E+F)	**755.37**	**559.27**	**70.80**
Tax Payable for the year	190.13	140.74	17.82
Tax expense recognised	190.13	140.74	17.82

ANNEXURE IX

Statement of Related Parties & Transactions

The company has entered into following related party transactions for the periods covered under audit. Such parties and transactions are identified as per accounting standard 18 issued by Institute of Chartered Accountants of India.

Name of the key managerial personnel/Entity	Relationship
Sathish Reddy	Director/KMP
B.S.Suresh Kumar	Director/KMP
B.Ambika Soni	Director
Shylaja R	Director
FLYVI Technologies Private Limited	Company in which directors are interested
Shaum Solutions Priavte Limited	Company in which a director is interested (Till 04-04-2024)

Transactions with Related Parties:	For the Year Ended		
Particulars	**31-03-2025**	**31-03-2024**	**31-03-2023**
Remuneration paid to Directors			
Sathish Reddy	110.38	60.00	99.00
B.S.Suresh Kumar	110.38	60.00	99.00
B.Ambika Soni	16.50	36.00	54.00
Shylaja R	16.50	36.00	54.00
Sales :			
FLYVI Technologies Private Limited	0.79	-	-
Unsecured Loans Received/(Paid)			
Sathish Reddy-Loan received	-	40.00	7.61
Sathish Reddy -Loan repaid	-	48.00	-
B.S.Suresh Kumar -Loan received	-	20.00	-
B.S.Suresh Kumar -Loan repaid	-	20.00	-
Closing Balance of Related Parties			
Short Term Borrowings			
Sathish Reddy	-	-	7.61
Other Current Liabilities - Salary Payable			
Sathish Reddy	82.37	77.85	78.12
B.S.Suresh Kumar	84.08	79.57	79.84
B.Ambika Soni	20.04	47.62	47.04
Shylaja R	20.16	47.74	47.16
Total	**206.65**	**252.77**	**252.16**
Trade Receivable			
FLYVI Technologies Private Limited	0.79	-	-

ANNEXURE X

Particulars	31-03-2025	31-03-2024	31-03-2023
No Dividend paid till date	N/A	N/A	N/A

ANNEXURE XI

Statement of Changes in the Significant Accounting Policies:-

There have been no changes in the accounting policies of the company for the period covered under audit.

ANNEXURE XII

Statement of Contingent Liabilities & Commitment:

1) Disputed Service tax demand including cess and penalty for the period from October 2014 to June 2016 Rs 388.07 Lakhs (Previous Year Rs 388.07 Lakhs). Further interest at applicable rate on service tax demand of Rs 198.79 Lakhs is also payable . The quantum of interest payable is not asceratined. Company has deposited Rs 14.91 Lakhs agaisnt this demand and the same is shown as refundable in the financial statements. The Company has filed an appeal before CESTAT Bengaluru Bench -2 which is pending . Based on the expert opinion no provision is made for this demand in the financial statements.

2) Counter guarantee given to banks against performance guarantee given by them to some of the customers Rs 247.24 Lakhs (FY 2023-24 Rs 400.37 Lakhs, FY 2022-23 Rs 407.92 Lakhs)

Particulars	31-03-2025	31-03-2024	31-03-2023
Contingent Liabilities			
Claims against the company not acknowledged as debt- Service Tax demand including cess and penalty .Company is also liable to pay interest if the demand made by the department is upheald. The quantum of interest payable is not asceratined. The appeal filed by the Company is pending before CESTAT Bangalore	388.07	388.07	388.07
Corporate Guarantees Given	-	-	-
Bank Guarantees Given	247.24	400.37	407.92
Other money for which the company is contingently liable			
Commitments			
Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-	-
Other commitments (specify nature).	-	-	-

FINANCIAL INDEBTEDNESS

STATEMENT OF FINANCIAL INDEBTNESS

Based on the independent examination of Books of Accounts, Audited/Restated Financial Statements and other documents of the issuer Company **M/s Datasol (Bangalore) Limited,** and further explanations and information provided by the management of the Company, which we believe to be true and correct to the best of our information and belief, the financial indebtedness of the company as at **31st March 2025** are as mentioned below:

(Rs. In Lakhs)

Nature of Borrowing	Outstanding as on March 31, 2025
A. Secured Loan	
- Fund Based	74.72
- Non-Fund Based	34.05
- Bank Guarantee Issued against 100% Deposits	213.19
B. Unsecured Loan	-
Total	**321.96**

A. Secured Loans

(Rs. In Lakhs)

Name of Lender	Date of Sanction	Purpose	Repayment Terms	Rate of Interest	Sanctioned Amount	Outstanding as on 31/03/2025
HDFC Bank Ltd	22-08-2022	Vehicle Loan	39 Equated monthly instalments of Rs 1.16 Lakhs	7.9%	39.99	10.16
State Bank of India	30-11-2024	Cash credit	12 Months from the date of sanction	0.85% above external bench mark.	450.00	64.56
Total of Fund Based Secured Loan					**489.99**	**74.72**

Non-Fund Based:

Name of Lender	Date of Sanction	Purpose	Sanctioned Amount	Outstanding as on 31/03/2025
State Bank of India	30-11-2024	Performance Bank Guarantee	100.00	34.05
Total of Non-Fund Based Limits			**100.00**	**34.05**
Total Limits (Fund Based + Non-Fund Based)			**589.99**	**108.77**

**Excludes 213.19 Lakhs bank guarantee given by the bankers against 100% security of term deposits*

Terms of Secured Loan:

1) **Term loan From HDFC Bank**: Secured by way of hypothecation of vehicle purchased by availing this term loan. Repayable in 39 monthly equated instalments of Rs 1.16 lakhs commencing from October 2022. Loan carries interest @7.9% per annum

2) **Cash Credit Limit from State Bank of India:**

   a. Facility : Rs 450 Lakhs Cash Credit limit

   b. Date of Renewal: 30-11-2024, valid for 12 months from the date of sanction

   c. Primary Security: Hypothecation of raw materials, semi-finished goods, finished goods and receivables present and future.

d. Collateral Security: Equitable mortgage of immovable property owned by the Company located at 793, 17^{th} Cross, Vyalikaval, HBCS Layout, Nagavara Village, Bangalore -560045

e. Corporate Guarantee: Nil

f. Personal Guarantee: Personal Guarantee of (a) Mr Sathish Reddy (ii) Mr Suresh Kumar (iii) Mrs Ambika Soni and (iv) Mrs Shylaja R

g. Special Condition: Cash credit Limit though valid for 12 months, is repayable on demand. The limit is subject to review by the bankers and can be reduced/cancelled depending upon the conduct/utilization of the advance or as per the Banks Scheme.

For Ishwar & Gopal
Chartered Accountants
Firm Registration No.: 001154S

Sd/-

K.V.Gopalakrishnayya
Partner
Membership No. 021748
Place: Bangalore
Date: 22/09/2025
UDIN: 25021748BMHLVA5884

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial statements for the nine months period ended for the financial year ended on 31st March 2025, 31st March 2024 and 31st March 2023 including the notes and significant accounting policies thereto and the reports thereon, which appear elsewhere in this Draft Red Herring Prospectus. You should also see the section titled ***"Risk Factors"*** *beginning on page 25 of this Draft Red Herring Prospectus, which discusses a number of factors and contingencies that could impact our financial condition and results of operations. The following discussion relates to our Company, unless otherwise stated, is based on restated audited financial statements.*

These financial statements have been prepared in accordance with Indian GAAP, the Companies Act and the SEBI (ICDR) Regulations and restated as described in the report of our auditors dated September 22, 2025 which is included in this Draft Red Herring Prospectus under the section titled ***"Financial Information as Restated"*** *beginning on page 181 of this Draft Red Herring Prospectus. The restated financial statements have been prepared on a basis that differs in certain material respects from generally accepted accounting principles in other jurisdictions, including US GAAP and IFRS. We do not provide a reconciliation of our restated financial statements to US GAAP or IFRS and we have not otherwise quantified or identified the impact of the differences between Indian GAAP and U.S. GAAP or IFRS as applied to our restated financial statements.*

This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described under ***"Risk Factors"*** *and* ***"Forward Looking Statements"*** *beginning on pages 25 and 18 respectively, and elsewhere in this draft red herring prospectus.*

Accordingly, the degree to which the financial statements in this Draft Red Herring Prospectus will provide meaningful information depends entirely on such potential investor's level of familiarity with Indian accounting practices. Our F.Y. ends on March 31 of each year; therefore, all references to a particular fiscal are to the twelve-month period ended March 31 of that year. Please also refer to section titled "Certain Conventions, Use of Financial, Industry and Market Data and Currency Presentation" beginning on page 13 of this draft red herring prospectus.

BUSINESS OVERVIEW

We are engaged in the business of providing products and solutions towards electronics system design and manufacturing ("ESDM") services with a focus on high value precision engineering products. We offer tailored solutions to meet our customers' specific needs, covering assembly and integration of precision components. Based on the client's specifications, we design and manufacture the required products. We are specialized in design and supply of embedded systems, particularly in the defense, space, and industrial automation sectors. Our solutions mainly include: (i) printed circuit board design and assembly, (ii) end-to-end design services from concept and engineering to prototype development and manufacturing of products. These comprehensive services help our customers reduce manufacturing costs, streamline supply chain management, and minimize inventory obsolescence. It is important to note that while we manage the full process, fabrication is carried out by external partners.

Our Company offers a diverse portfolio of products and services across multiple industry sectors. We have consistently evolved to align with emerging technologies, dynamic customer requirements, and ongoing industry advancements. Our product offerings include: (1) embedded products and systems, (2) display and sensor solutions, and (3) turnkey systems. In addition to these, we also provide mechanical designing services to our customers, offering complete support from concept to final product.

Our commitment to quality, innovation, and precision engineering has made us a trusted name in the industry. With a deep understanding of system integration and engineering, we continue to push the boundaries of technology to deliver state-of-the-art solutions for mission-critical applications.

We currently operate from our manufacturing facility located at 9C, Prasad Global Solutions, Peenya Industrial Area, 2nd Stage, Chokkasandra Main Road, Bangalore - 560058, India, which spans approximately 11,072 square feet. The facility is designed with an engineered layout, integrated process controls, and necessary automation to ensure high standards of quality and productivity. By retaining core manufacturing capabilities in-house, we maintain stringent quality control across our operations. Components required for assembly and design solutions are either imported or sourced from suppliers and are assembled at our facility to deliver reliable and customized solutions to our clients.

SIGNIFICANT DEVELOPMENTS SUBSEQUENT TO THE LAST AUDITED PERIOD

In the opinion of the Board of Directors of our Company, since the date of the last audited period i.e. March 31, 2025 as disclosed in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the trading or profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months.

KEY FACTORS AFFECTING OUR RESULTS OF OPERATION

- Changes in laws and regulations relating to the Sectors in which we operate;
- Emergence of alternate products which may be technologically advanced and our inability to keep pace with the change
- Political instability or changes in the Government in India or in the government of the states where we operate could cause us significant adverse effects;
- Our ability to effectively manage the operations of and costs associated with our manufacturing facilities;
- Our dependence on limited number of customers/suppliers/brands for a significant portion of our revenues;
- Any failure to comply with the financial and restrictive covenants under our financing arrangements;
- Failure to comply with quality standards may lead to cancellation of existing and future orders;
- Our ability to retain and hire key employees or maintain good relations with our workforce;
- Impact of any reduction in sales of our products;
- Increased competition in industries/sector in which we operate;
- Our ability to expand our geographical area of operation;
- General economic and business conditions in India and in the markets in which we operate and in the local, regional and national economies;
- Failure to obtain any applicable approvals, licenses, registrations and permits in a timely manner;
- Occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition;
- Our dependency on our R&D activities for our future success; and

Our inability to successfully diversify our product offerings may adversely affect our growth and negatively impact our profitability;

SIGNIFICANT ACCOUNTING POLICIES:

Our significant accounting policies are described in the section entitled ***"Financial Statements as Restated"*** beginning from page 181 of the Draft Red Herring Prospectus

FINANCIAL KPIs OF THE COMPANY

(Figures in Lakhs)

Particulars	31-03-2025	31-03-2024	31-03-2023
Total Income	5,243.33	4,089.60	2,263.97
Growth (%)	28.21%	80.64%	-6.02%
Revenue from Operation	5,178.40	4,037.04	2,218.24
EBITDA (Operating Profit)	758.33	529.92	64.05
EBITDA Margin (%)	14.64%	13.13%	2.89%
PAT	548.40	377.92	46.41
Growth (%)	45.11%	714.34%	-55.42%
PAT Margin (%)	10.59%	9.36%	2.09%
EPS (Basic & Diluted) - (As per end of Restated period)	105.46	72.68	8.92
EPS (Basic & Diluted) - (Post Bonus with retrospective effect)	5.27	3.63	0.45
Total Borrowings	74.72	246.57	383.02
Total Net Worth (TNW)	2,803.25	2,254.86	1,876.94
RONW (%)	19.56%	16.76%	2.47%
ROCE%	27.55%	22.32%	4.00%
Debt Equity Ratio (Total Borrowing/TNW)	0.03	0.11	0.20

Product-wise Revenue:

(Figures in Lakhs)

Particular	For the Year Ended 31-03-2025	% of Total Revenue from Operations	For the Year ended 31-03-2024	% of Total Revenue from Operations	For the Year ended 31-03-2023	% of Total Revenue from Operations
Embedded Products and Systems	3,320.57	64.12%	2,794.95	69.23%	1,368.46	61.69%
Displays and Sensors	1,012.32	19.55%	653.11	16.18%	267.25	12.05%
Turnkey System Solutions	469.30	9.06%	232.29	5.75%	341.04	15.37%
Engineering Services	376.21	7.26%	356.69	8.84%	241.49	10.89%
Total	**5,178.40**	**100.00%**	**4,037.04**	**100.00%**	**2,218.24**	**100.00%**

Sector wise Turnover:

(Figures in Lakhs)

Particular	For the Year Ended 31-03-2025	% of Total Revenue from Operations	For the Year ended 31-03-2024	% of Total Revenue from Operations	For the Year ended 31-03-2023	% of Total Revenue from Operations
Government	3,836.07	74.08%	2,947.84	73.02%	1,798.88	81.09%
Private	1,342.33	25.92%	1,089.20	26.98%	419.35	18.90%
Total	**5,178.40**	**100.00%**	**4,037.04**	**100.00%**	**2,218.24**	**100.00%**

Details of State-wise and Country-Wise sales are as follows:

(Figures in Lakhs)

Particular	For the Year Ended 31-03-2025	% of Total Revenue from Operations	For the Year ended 31-03-2024	% of Total Revenue from Operations	For the Year ended 31-03-2023	% of Total Revenue from Operations
Domestic	4,744.10	91.61%	3,718.42	92.11%	2,046.06	92.24%
Exports	434.40	8.39%	318.62	7.89%	172.18	7.76%
Total	**5,178.40**	**100.00%**	**4,037.04**	**100.00%**	**2,218.24**	**100.00%**

Details of State wise sales are as follows:

(Figures in Lakhs)

Particular	For the Year Ended 31-03-2025	% of Total Revenue from Operations	For the Year ended 31-03-2024	% of Total Revenue from Operations	For the Year ended 31-03-2023	% of Total Revenue from Operations
Karnataka	1,986.95	41.88%	1,460.12	39.27%	1,110.37	54.27%
Kerala	69.97	1.47%	431.03	11.59%	68.12	3.33%
Maharashtra	867.80	18.29%	348.96	9.38%	107.73	5.27%
Tamil Nadu	115.59	2.44%	271.99	7.31%	37.90	1.85%
Telangana	722.91	15.24%	910.67	24.49%	461.04	22.53%
Uttar Pradesh	886.08	18.68%	208.74	5.61%	47.09	2.30%
Andhra Pradesh	-	0.00%	24.74	0.67%	104.01	5.08%
Delhi	2.43	0.05%	19.23	0.52%	47.94	2.34%
Gujarat	33.30	0.70%	18.61	0.50%	19.33	0.94%
Haryana	22.77	0.48%	-	0.00%	41.41	2.02%
Madhya Pradesh	1.69	0.04%	-	0.00%	1.11	0.05%
Uttarakhand	4.61	0.10%	1.72	0.05%	-	0.00%
Odisha	18.88	0.40%	9.05	0.24%	-	0.00%
Punjab	6.03	0.13%	13.57	0.36%	-	0.00%
Himachal Pradesh	3.48	0.07%	-	0.00%	-	0.00%
West Bengal	1.62	0.03%	-	0.00%	-	0.00%
Total	**4,744.10**	**100.00%**	**3,718.42**	**100.00%**	**2,046.06**	**100.00%**

(Figures in Lakhs)

Particulars	For the year ended 31-03-2025	% of Total Revenue from Operations	For the year ended 31-03-2024	% of Total Revenue from Operations	For the year ended 31-03-2023	% of Total Revenue from Operations
India	4,744.10	91.61%	3,718.42	92.11%	2,046.06	92.24%
Taiwan	277.97	5.37%	31.09	0.77%	71.86	3.24%
United Kingdom	-	0.00%	287.53	7.12%	100.32	4.52%
Japan	156.33	3.02%	-	0.00%	-	0.00%
Total of Revenue	**5,178.40**	**100.00%**	**4,037.04**	**100.00%**	**2,218.24**	**100.00%**

SUMMARY OF THE RESULTS OF OPERATION:

The following table sets forth select financial data from restated profit and loss accounts for the financial years ended on 31st March 2025, 31st March 2024 and 31st March 2023 and the components of which are also expressed as a percentage of total income for such periods.

(Figures in Lakhs)

Particulars	For the Year Ended					
	31-03-2025	% of Total Revenue	31-03-2024	% of Total Revenue	31-03-2023	% of Total Revenue
Income						
Revenue from Operations	5,178.40	98.76%	4,037.04	98.71%	2,218.24	97.98%
Other Income	64.93	1.24%	52.56	1.29%	45.73	2.02%
Total Income	**5,243.33**	100.00%	**4,089.60**	100.00%	**2,263.97**	100.00%
Expenditure						
Cost of Rendering of Services	3,722.77	71.00%	3,188.45	77.96%	1,179.43	52.10%
Change In Inventories	(593.35)	-11.32%	(780.31)	-19.08%	-	
Employee Benefit Expenses	777.12	14.82%	684.41	16.74%	698.46	30.85%
Other Expenses	513.53	9.79%	414.58	10.14%	276.31	12.20%
Total Expenses	**4,420.07**	84.30%	**3,507.13**	85.76%	**2,154.19**	95.15%
Profit Before Interest, Depreciation and Tax	**823.26**	15.70%	**582.48**	14.24%	**109.78**	4.85%
Depreciation & Amortisation Expenses	30.23	0.58%	24.24	0.59%	19.31	0.85%
Profit Before Interest and Tax	**793.03**	15.12%	**558.24**	13.65%	**90.47**	4.00%
Financial Charges	54.22	1.03%	48.48	1.19%	29.24	1.29%
Profit before Taxation	**738.81**	14.09%	**509.76**	12.46%	**61.23**	2.70%
Provision for Taxation	190.13	3.63%	140.74	3.44%	17.82	0.79%
Earlier year Tax	0.92	0.02%	1.15	0.03%	-	0.00%
Provision for Deferred Tax	-0.64	-0.01%	-10.05	-0.25%	-3.00	-0.13%
Total	**190.41**	3.63%	**131.84**	3.22%	**14.82**	0.65%
Profit After Tax but Before Extra-ordinary Items	**548.40**	10.46%	**377.92**	9.24%	**46.41**	2.05%
Extraordinary Items	-	0.00%	-	0.00%	-	0.00%
Net Profit after adjustments	**548.40**	10.46%	**377.92**	9.24%	**46.41**	2.05%
Net Profit Transferred to Balance Sheet	**548.40**	10.46%	**377.92**	9.24%	**46.41**	2.05%

Our focus on functional and operational excellence has contributed to our track record of robust financial performance. For the Financial Year 2025, Financial Year 2024 and Financial Year 2023, we generated total income of ₹ 5,243.33 Lakhs, ₹ 4,089.60 Lakhs and ₹ 2,263.97 Lakhs respectively, EBITDA (operating profit) of ₹ 758.33 Lakhs, ₹ 529.92 Lakhs and ₹ 64.05 Lakhs respectively and net profit after tax of ₹ 548.40 Lakhs, ₹ 377.92 lakhs and ₹ 46.41 Lakhs respectively. We have reported Return on Net Worth of 19.56%, 16.76% and 2.47% for the Fiscal 2025, Fiscal 2024 and Fiscal 2023, respectively. Our steady operating cash flows enable us to meet the present and future needs of our customers while our strong financial performance instil confidence in us.

The Revenue from operations has increased from ₹ 2,218.24 Lakhs in FY 2022-23 to ₹ 5,178.40 Lakhs in FY 2024-25 i.e. revenue from operation increased by ₹ 2,960.16 Lakhs (133.45% for the said period). This strong performance highlights the growing demand for our products which has been a key factor driving the overall growth in both revenue and profitability. The PAT increased from ₹ 46.41 lakhs (2.05% of total revenue) to ₹ 548.40 lakhs (10.46% of total revenue) as per restated financial statements for the said period. This increase in profits can be attributed to strategic cost reductions the combined efforts taken by company to reduce their cost, which is discussed further in details in this chapter.

MAIN COMPONENTS OF PROFIT AND LOSS ACCOUNT

Total Income

Our total income comprises of Revenue from Operations and Other Income.

Revenue from Operations

Our revenue from operations comprises of Revenue from Manufacturing and Engineering Services.

Other Income

Our other income comprises of Interest Income, Rental Income, Discount, Gain on foreign currency transaction and other Miscellaneous Income, Profit on sale of Vehicles.

Expenditure

Our total expenditure primarily consists of Cost of Materials Consumed, Change in Inventory, Employee Benefit Expenses, Depreciation & Amortization Expenses, Finance Cost, Other Expenses.

Cost of Material Consumed

Cost of Material Consumed includes the purchase of raw materials, comprising various electronic components such as circuit boards, motherboards, capacitors, displays, as well as changes in raw material inventory.

Change in Inventory

Change in Inventory is difference between Opening and Closing Balance of Work in Progress and Finished Goods.

Employee Benefit Expenses

Employee benefit expenses comprise of Remuneration to Directors, Salary, Wages including Bonus & Incentive, Contribution to PF and other Funds, Staff welfare expenses, Gratuity Expenses etc.

Financial Charges

Financial Charges comprises of Interest on Secured Loan and Bank Charges.

Depreciation and Amortization Expenses

Depreciation and Amortization Expenses comprises of depreciation on the Tangible and Intangible assets of our company.

Other Expenses

Other expenses comprise of Direct Manufacturing Expense like Power, Fuel and Water; Labour Processing and Testing Charges, Repairs and Maintenance & Administrative Expenses like Rent, Freight and Forwarding Charges, Insurance, Rates and Taxes, Travelling and Conveyance, Printing and Stationary, Communication Expenses, Consultancy and Professional Charges, Auditors Remuneration, Business Promotion Expenses, Repairs and Maintenance, Liquidated Damages, Bad Debts Written Off, CSR Expenses and other Miscellaneous Expenses.

Provision for Taxation

The provision for current tax 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 certainly that sufficient future taxable income will be available against which such deferred tax assets can be realized in future.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2025 WITH FISCAL 2024

Total Revenue: The total revenue consist of revenue from operation and other income has been increased from ₹ 4,089.60 lakhs in FY 2023-24 to ₹ 5,243.33 lakhs in FY 2024-25 i.e. total revenue increased by ₹ 1,153.73 (28.21% for the said period) primarily due to increase in revenue from operations of the Company.

Revenue from Operations: The revenue from operations has been increased from ₹ 4,037.04 lakhs in FY 2023-24 to ₹ 5,178.40 lakhs in FY 2024-25 i.e. revenue from operation increased by ₹ 1,141.36 lakhs (28.27% for the said period). The company witnessed growth in both domestic sales as well as exports. The growth in domestic revenue can be attributed to larger order sizes from recurring clients such as HAL, BEL, and NIBE. Additionally, there was a general uptick in orders received from government sectors i.e., the revenue from government sectors went up to ₹ 3,836.07 lakhs in FY 2024-25 from ₹ 2,947.84 lakhs in FY 2023-24.

Other Income: The other income of the company increased from ₹ 52.56 lakhs in FY 2023-24 to ₹ 64.93 lakhs in FY 2024-25. This was majorly due to increase in Rental Income, Discounts received and Gain on Foreign Currency Transaction.

Total Expenses

The total expenses (excluding Depreciation & Amortization Expenses, Financial Charges and provision for tax) for the FY 2024-25 were increased to ₹ 4,420.07 Lacs (84.30% of total revenue) as against ₹ 3,507.13 Lacs (85.76% of total revenue) in the FY 2023-24 i.e., total expenses increased by ₹ 912.95 lakhs. The total expenses increased in absolute figures due to increase in operational volume during the fiscal year, as highlighted in the revenue from operations above but we are able to save profit by 1.46% by optimising our resources and better bargaining power with high volume order.

Cost of Material Consumed: The cost of material consumed for the FY 2024-25 was increased to ₹ 3,722.77 Lakhs (71.00% of total income) as against ₹ 3,188.45 Lakhs in the FY 2023-24 (77.96% of total income) i.e., cost of material consumed increased by ₹ 534.33. The total expenses in material consumed increased in absolute figures due to increase in operational volume during the fiscal year, but we are able to save profit by 6.96% by optimising our resources and better bargaining power with high volume order.

Employee Benefit Expenses: The Employee Benefit Expenses for the FY 2024-25 was increased to ₹ 777.12 Lakhs (14.82% of total income) as against ₹ 684.41 Lakhs in the FY 2023-24 (16.74% of total income) i.e., employee benefit expenses increased by ₹ 92.71 lakhs. This increase was primarily due to higher Directors' Remuneration and an increase in salaries, wages, and bonuses resulting from annual increments.

Other Expenses: The Other Expenses for the FY 2024-25 was increased to ₹ 513.53 Lakhs (9.79% of total income) as against ₹ 414.58 Lakhs in the FY 2023-24 (10.14% of total income) i.e., other expenses increased by ₹ 98.95 lakhs. This increase was mainly due to increase in Direct Manufacturing Expenses towards Power, Fuel, Labour Processing & Testing, Repairs & Maintenance, Rent, Freight & Forwarding, Insurance, Travelling & Conveyance, Consultancy and Professional Charges, Business Promotion Expenses and other Miscellaneous Expenses volume of operation during the FY as mentioned in revenue from operation above.

Depreciation and Amortization Expenses: The Depreciation expenses for FY 2024-25 was increased to ₹ 30.23 Lakhs (0.58% of total income) as against ₹ 24.24 Lakhs in the FY 2023-24 (0.59% of total income) i.e., depreciation increased by ₹ 5.99 lakhs (% for the said period). The increase in depreciation is primarily due to additions of fixed assets during the year.

Financial Charges: The Financial Charges for the FY 2024-25 was increased to ₹ 54.22 Lakhs (1.03% of total income) as against ₹ 48.48 Lakhs in the FY 2023-24 (1.19% of total income) i.e., financial charges increased by ₹ 5.74 lakhs (% for the said period). This increase was mainly due to increase in interest of secured loan as per their utilization & Bank charges.

Profit/ (Loss) Before Tax: The restated Profit before Tax for FY 2024-25 was increased to ₹ 738.81 Lakhs (14.09% of total income) as against ₹ 509.76 Lakhs in the FY 2023-24 (12.46% of total income) i.e., profit before tax increased by ₹ 229.05 lakhs and overall profitability increased by 1.63% of Total revenue. While sales revenue has risen significantly, the corresponding expenses also increased in proportion to total income, reflecting a trend similar to that of the previous year. Despite this, the company ability to successfully manage costs effectively led to enhanced profitability.

Total Tax Expenses: The total tax expense for FY 2024-25 was increased to ₹ 190.41 Lakhs (3.63% of total income) as against ₹ 131.84 Lakhs (3.22% of total income) in the FY 2023-24. This increase was mainly due to increase in Profit before Tax as mentioned above. Since the company is earning higher amount than the last year, its paying higher tax as per applicable tax slab and other provision of Income Tax Act.

Profit/ (Loss) After Tax: The restated Profit after Tax for FY 2024-25 has been increased to ₹ 548.40 Lakhs (10.46% of total income) as against ₹ 377.92 Lakhs (9.24% of total income) in the FY 2023-24. This increase was mainly a result of combined effort of all expenses together as discussed above.

COMPARISON OF THE FINANCIAL PERFORMANCE OF FISCAL 2024 WITH FISCAL 2023

Total Revenue: The total revenue consists of revenue from operation and other income which increased from ₹ 2,263.97 lakhs in FY 2022-23 to ₹ 4,089.60 lakhs in FY 2023-24 i.e. total revenue increased by ₹ 1,825.63 lakhs primarily due to increase in revenue from operations of the Company.

Revenue from Operations: The revenue from operations increased from ₹2,218.24 lakhs in FY 2022-23 to ₹4,037.04 lakhs in FY 2023-24, reflecting a growth of ₹1,818.80 lakhs. The company recorded growth in both domestic sales and exports. This significant rise in revenue was primarily driven by higher sales of Embedded Products and Systems. Furthermore, the company secured larger orders from recurring domestic clients such as BEL and NIBE. There was also a general uptick in orders from government sectors, with revenue from government clients rising to ₹2,947.84 lakhs in FY 2023-24 from ₹1,798.88 lakhs in FY 2022-23.

Other Income: The other income of the company for FY 2023-24 was increased to ₹ 52.56 Lakhs as against ₹ 45.73 Lakhs in the FY 2022-23. This increase was mainly due to increase in Interest Income and Discounts Received during the year.

Total Expenses
The total expenses (excluding Depreciation & Amortization Expenses, Financial Charges and provision for tax) for the FY 2023-24 was increased to ₹ 3,507.13 Lacs (85.76% of total revenue) as against ₹ 2,154.19 Lacs (95.15% of total revenue) in the FY 2022-23 i.e., total expenses increased by ₹ 1,352.93 lakhs. The total expenses increased in absolute figures due to increase in operational volume during the fiscal year, as highlighted in the revenue from operations above but we are able to save profit by 9.39% by optimising our resources and better bargaining power with high volume order.

Cost of Materials Consumed: The cost of Materials Consumed for the FY 2023-24 was increased to ₹ 3,188.45 Lakhs (77.96% of total income) as against ₹ 1,179.43 Lakhs in the FY 2022-23 (52.10% of total income) i.e., cost of Materials Consumed increased by ₹ 2,009.02 lakhs. The total expenses in material consumed increased in absolute figures due to increase in operational volume during the fiscal year.

Employee Benefit Expenses: The Employee Benefit Expenses for the FY 2023-24 was decreased to ₹ 684.41 Lakhs (16.74% of total income) as against ₹ 698.46 Lakhs in the FY 2022-23 (% of total income) i.e., employee benefit expenses decreased by ₹ 14.05 lakhs. This decrease was mainly due to decrease in Directors Remuneration.

Other Expenses: The Other Expenses for the FY 2023-24 was increased to ₹ 414.58 Lakhs (10.14% of total income) as against ₹ 276.31 Lakhs in the FY 2022-23 (12.20% of total income) i.e., other expenses increased by ₹ 138.27 lakhs. This increase was mainly due to increase in Direct Manufacturing Expenses towards Labour Processing & Testing, Repairs & Maintenance and other Indirect Expenses like Rent, Travelling & Conveyance, Communication, Liquadated Damages Charges, and other Miscellaneous Expenses volume of operation during the FY as mentioned in revenue from operation above.
Depreciation and Amortization Expenses: The Depreciation and Amortization expenses for FY 2023-24 was increased to ₹ 24.24 Lakhs (0.59% of total income) as against ₹ 19.31 Lakhs in the FY 2022-23 (0.85% of total income) i.e., depreciation increased by ₹ 4.93 lakhs. The increase in depreciation for FY 2023-24 can be attributed to additions of fixed assets during the year.

Financial Charges: The Financial Charges for the FY 2023-24 was increased to ₹ 48.48 Lakhs (1.19% of total income) as against ₹ 29.24 Lakhs in the FY 2022-23 (1.29% of total income) i.e., financial charges increased by ₹ 19.24 lakhs. This increase was mainly due to increase in interest on secured loan as per their utilization and Bank Charges.

Profit/ (Loss) Before Tax: The restated Profit before Tax for FY 2023-24 was increased to ₹ 509.76 Lakhs (12.46% of total income) as against ₹ 61.23 Lakhs in the FY 2022-23 (2.70 % of total income) i.e., profit before tax increased by ₹ 448.53 lakhs. While sales revenue has risen significantly without corresponding increase in fixed cost which resulted in increase in PAT margin. In addition, the company's ability to successfully manage costs effectively led to enhanced profitability. As a combined effort of all expenses together as discussed above, the profit before tax has been increased.

Total Tax Expenses: The total tax expense for FY 2023-24 was increased to ₹ 131.84 Lakhs (3.22% of total income) as against ₹ 14.82 Lakhs (0.65% of total income) in the FY 2022-23. This increase was mainly due to increase in Profit before Tax as mentioned above. Since the company is earning higher amount than the last year, its paying higher tax as per applicable tax slab and other provision of Income Tax Act.

Profit/ (Loss) After Tax: The restated Profit after Tax for FY 2023-24 has been increased to ₹ 377.92 Lakhs (9.24% of total income) as against ₹ 46.41 Lakhs (2.05% of total income) in the FY 2022-23. This increase was mainly due to increase in Profit before Tax as mentioned above.

AN ANALYSIS OF REASONS FOR THE CHANGES IN SIGNIFICANT ITEMS OF INCOME AND EXPENDITURE IS GIVEN HEREUNDER:

1. ***Unusual or infrequent events or transactions***

   Except as described in this Draft Red Herring Prospectus during the periods under review there have been no transactions or events, which in our best judgment, would be considered unusual or infrequent.

2. ***Significant economic changes that materially affected or are likely to affect income from continuing operations.***

   There are no significant economic changes that may materially affect or likely to affect income from continuing operations. However, Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

3. ***Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations.***

   Apart from the risks as disclosed under Section "***Risk Factors***" beginning on page 25 in the Draft Red Herring Prospectus, in our opinion there are no other known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations.

4. ***Expected Future changes in relationship between costs and revenues***

   Our Company's future costs and revenues will be determined by demand/supply situation, inflation, Government Policies and Taxation and Currency fluctuations.

5. ***Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or increased sales prices***

   Changes in revenue in the last financial years are as explained in the part "Comparison of the Financial Performance" of above.

6. ***Total turnover of each major industry segment in which our Company operates***

   The Company is mainly engaged in the business of providing products and solutions towards electronics system design and manufacturing ("ESDM") services of the business revolve around this main business. Therefore, there are no separate reportable segments.

7. ***Status of any publicly announced New Products or Business Segment***

   Our Company has not announced any new product other than disclosed in this Draft Red Herring Prospectus.

8. ***Seasonality of business***

   Our business is not seasonal in nature as per the type of services we offered.

9. ***Competitive conditions***

   Competitive conditions are as described under the Chapters "***Industry Overview***" and "***Our Business***" beginning on page 93 and 113respectively of the Draft Red Herring Prospectus.

10. ***Details of material developments after the date of last balance sheet i.e. March 31, 2025***

    Except as mentioned in this Draft Red Herring Prospectus, no circumstances have arisen since the date of last financial statement until the date of filing the Draft Red Herring Prospectus, which materially and adversely affect or are likely to affect the operations or profitability of our Company, or value of its assets, or its ability to pay its liability within next twelve months.

SECTION X: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no (i) outstanding criminal proceedings; (ii) actions taken by statutory and/or regulatory authorities; (iii) disciplinary action including penalty imposed by SEBI or Stock Exchanges against the Promoters in the last 5 (five) FYs including outstanding action; (iv) outstanding claims related to direct or indirect taxes; (v) other pending litigation as determined to be material by our Board as per the materiality policy adopted by our Board ("**Materiality Policy**") in each case involving our Company, Promoters, Directors ("**Relevant Parties**"); or (vi) all litigations involving our Group Companies which have a material impact on the business operations, prospects or reputation of our Company.*

Our Board, in its meeting held on September 22, 2025 determined that outstanding legal proceedings involving the Company, its Directors and Promoter will be considered as material litigation ("Material Litigation") if:

Aggregate monetary amount of claim/dispute amount/liability involved whether by or again the Relevant Parties in any such pending litigation is in excess of the lower of the following is above a materiality threshold of;

a) 2% of the net worth of the Company as per the latest annual Restated Financial Information being ₹ 56.07 lakhs, or
b) 2% of turnover of the Company as per the latest annual Restated Financial Information being ₹ 103.57 lakhs; and
c) 5% of the average of absolute value of profit or loss after tax of the Company as per the last three annual Restated Financial Information being ₹16.21 lakhs ("Materiality Threshold");

The lower of all threshold limit as per above and materiality policy is ₹16.21 Lakhs, and the disclosure made in other pending litigation is in compliance with the above threshold limit.

or such matters which may have a significant effect on the business, operations, financial condition, prospects, reputation, results of operations or cash flows of the Company irrespective that the amount involved in such litigation (including any litigation under the Insolvency and Bankruptcy Code, 2016) may not meet the materiality threshold in (i) above, or such matters where the aggregate monetary amount of claim/dispute amount/liability involved is not quantifiable. This will also include civil litigations where the decision in one case is likely to affect the decision in similar cases even though the amount involved in an individual litigation may not exceed the materiality threshold.

Further, any such proceedings wherein a monetary liability is not quantifiable, or which does not fulfil the threshold as specified in (a) above, but the outcome of such a proceeding could have a material adverse effect on the financial position, business, operations, prospects, or reputation of the Company, in the opinion of the Board; or

The decision in such a proceeding is likely to affect the decision in similar proceedings, such that the cumulative amount involved in such proceedings exceeds the Threshold, even though the amount involved in an individual proceeding does not exceed the Threshold.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

1. LITIGATION INVOLVING OUR COMPANY

a) *Criminal Proceedings against the company*

Nil

b) Criminal proceedings filed by the Company

Nil

c) Actions by statutory and regulatory authorities against the Company

There are no outstanding actions by statutory or regulatory authorities initiated against the Company.

d) Tax Proceedings

Below are the details of pending tax cases involving our Company, specifying the number of cases pending and the total amount involved:

Particulars	Number of cases	Amount involved* (Rs. in Lacs)
Indirect Tax		
GST	Nil	Nil
Sales Tax/VAT	1**	Unascertainable
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Total		
Direct Tax		
Income Tax and TDS	2***	0.11***
Total	**3******	0.11***

**To the extent quantifiable*
***Indirect Tax:*
(Customs Excise and Service Tax):

******Direct Tax (Income Tax):***

1. The demand was raised against the company vide Demand Reference No. 2014201210010042141C for the assessment year 2012-13 under section 154 of the Income Tax Act 1961, on 5th February 2015 for an amount involving Rs.9,290/-. The demand is presently extinguished.

2. The demand was raised against the company vide Demand Reference No. 2024202437321240275C for the assessment year 2024-25 under section 143(1)(a) of the Income Tax Act 1961, on 22nd October 2024 for an interest amount involving Rs.1,822/-.

******Direct Tax (TDS):***

Nil

Indirect Tax

1. ***Datasol (Bangalore) Pvt. Ltd. V/s The Commissioner of Central Tax CGST Commissionerate - Bengaluru North (Num: SERVICE TAX/0020144/2021, Diary number: 201562021, Customs Excise and Service Tax Appellate Tribunal (CESTAT) Bangalore).***

   In this case, M/s. Datasol (Bangalore) Private Limited, was scrutinized for its sales and marketing support services provided to M/s. ADLINK Technology Singapore Pte. Ltd. under a service agreement for the period October 2014 to June 2016 for an amount of Rs. Rs. 15,78,66,147/-. The tax authorities issued a show cause notice (SCN) alleging that Datasol acted as an intermediary, facilitating the sale of ADLINK's products in India, and thus was liable to pay service tax on the commissions received, as these services were deemed taxable under the Place of Provision of Services Rules, 2012 (PoPSR), specifically Rule 9, which designates the location of the intermediary (India) as the place of provision. The authorities argued that Datasol's activities, including identifying customer needs, evaluating technical requirements, and arranging supply of goods, constituted intermediary services rather than export of services, as claimed by Datasol, who contended their services were technical consultancy and support, qualifying as exports under Rule 3 of PoPSR. The SCN demanded service tax of approximately Rs. 2.28 crore, along with interest and penalties under Sections 76 and 78 of the Finance Act, 1994, citing fraud, collusion, or willful misstatement for invoking the extended limitation period. After reviewing the agreement, invoices, and submissions, the adjudicating authority confirmed that Datasol's services were intermediary in nature, as payments were linked to product supplies by ADLINK and received as commissions, thus taxable in India. The final order upheld the tax demand of Rs. 1.99 Crores, imposed interest under Section 75, and penalties of Rs.1.89 crores under Sections 78, dismissing Datasol's claim of export of services and their argument that the scope of their services was misconstrued. An appeal against the order lies before the appropriate appellate authority, subject to payment of 7.5% of the duty.

e) Other pending material litigations against the Company

Nil

f) Other pending material litigations filled the Company

There are no outstanding litigations initiated by the company, which have been considered Material by the Company in accordance with the Materiality Policy.

2. LITIGATION INVOLVING OUR PROMOTERS, DIRECTORS, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT OF THE COMPANY

a) Criminal proceedings against the Promoters, Directors, Key Managerial Personnel and Senior Management of the company

There are no outstanding criminal proceedings against the Promoters, Directors, Key Managerial Personnel and Senior Management of the Company.

b) Criminal proceedings filed by the Promoters, Directors, Key Managerial Personnel and Senior Management of the company

There are no outstanding criminal proceedings filled by the Promoters, Directors, Key Managerial Personnel and Senior Management of the Company.

c) Actions by statutory and regulatory authorities against the Promoters Directors, Key Managerial Personnel and Senior Management of the company

Nil

d) Tax Proceedings:

Nil

e) Other pending material litigations against the Promoters Directors, Key Managerial Personnel and Senior Management of the company

Nil

f) Other pending material litigations filed by the Promoters & Directors of the company

Nil

3. LITIGATION INVOLVING OUR SUBSIDIARY

As on date of this Draft Red Herring Prospectus, our Company does not have any subsidiaries.

4. LITIGATION INVOLVING OUR GROUP COMPANIES

a) Criminal proceedings cases against our Group Company

Nil

b) Criminal proceedings cases filled by our Group Company

Nil

Actions by statutory and regulatory authorities against the Company

Nil

c) Tax Proceedings

Particulars	Number of cases	Amount involved*
Indirect Tax		
GST	Nil	Nil
Sales Tax/VAT	Nil	Nil
Central Excise	Nil	Nil
Customs	Nil	Nil
Service Tax	Nil	Nil
Total	Nil	Nil
Direct Tax		
Income Tax and TDS	Nil	Nil
Total	**Nil**	**Nil**

d) Other Material Litigations filled by our Group Company

Nil

OUTSTANDING DUES TO SMALL SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

The Company has a policy for identification of Material Outstanding Dues to Creditors in terms of the SEBI (ICDR) Regulations, 2025 as amended for creditors where outstanding due to any one of them exceeds 5% of the Company's trade payables as per the latest Restated Financial statements being ₹ 9.65 Lakh. Further, for outstanding dues to any party which is a micro, small or medium enterprise ("MSME"), the disclosure will be based on information available with the Company regarding the status of the creditor as defined under Micro, Small and Medium Enterprises Development Act,2006, as amended read with the rules and notifications thereunder.

In terms of our Materiality Policy adopted by the Board vide Resolution dated September 22, 2025, the Board deems all creditors above 5% of the outstanding trade payables as per the latest audited financial statements as material creditors. As of March 31, 2025, our Company owes the following amounts to small scale undertakings, other creditors, and material creditors.

Based on this criteria, details of outstanding dues (trade payables) owed to micro, small and medium enterprises (as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006), material creditors and other creditors, as of March 31, 2025, by our Company, are set out below and the disclosure of the same is available on the website of our Company at www.datasolindia.com

Particulars	No. of Creditors	Balance as on March 31, 2025 (₹ in lakhs)
Total Outstanding dues to Micro and Small & Medium Enterprises (MSME)	23	51.61
Total Outstanding dues to Creditors other than MSME	27	141.32
Total	**50**	**192.93**
Material Creditors	**6**	**146.25**

The above information has been provided as available with the company to the extent such parties could be identified on the basis of the information available with the company regarding the status of supplier under the Micro, Small and Medium Enterprises Development Act, 2006 and as per restated financial statements"

Material Developments occurring after Last Balance Sheet Date

Except as disclosed in Chapter titled ***"Management's Discussion & Analysis of Financial Conditions & Results of Operations"*** beginning on page 222 of this Draft Red Herring Prospectus, there have been no material developments that have occurred after the Last Balance Sheet Date.

GOVERNMENT AND OTHER APPROVALS

Our Company has received the necessary licenses, permissions and approvals from the Central and State Governments and other government agencies/regulatory authorities/certification bodies required to undertake the Issue or continue our business activities. In view of the approvals listed below, we can undertake the Issue and our current 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 our 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 our Company and the objects incidental, enable our Company to carry out its activities.

I. Approvals for the Issue

a) The Board of Directors have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a resolution passed at its meeting held on September 22, 2025 authorized the Issue, subject to the approval of the shareholders and such other authorities as may be necessary.

b) The shareholders of our Company have, pursuant to Section 62(1)(c) of the Companies Act, 2013, by a special resolution passed in the Annual General Meeting held on September 22, 2025 authorized the Issue.

c) Our Company has received an in-principal approval from the BSE Limited dated [●] for listing of Equity Shares issued pursuant to the Issue.

d) Our Company's ISIN is **"INE0XQF01017"**.

II. Approvals pertaining to Incorporation of our Company

Name of Registration	Registration/License No	Applicable Law	Issuing Authority	Date of Issue	Validity
Certificate of Incorporation of "Datasol (Bangalore) Private Limited"	U72200KA2001PTC028551	Companies Act, 1956	Registrar of Companies, Karnataka	February 01, 2001	Till Cancelled
Certificate of Incorporation consequent upon conversion from Private Limited to Public Company from "Datasol (Bangalore) Limited"	U72200KA2001PLC028551	Companies Act, 2013	Registrar of Companies, Central Processing Center	September 16, 2024	Till Cancelled

III. Business Related Approvals

Name of Registration	Registration/ License No	Applicable Law	Issuing Authority	Date of Issue	Validity
Udyam Registration Certificate	UDYAM-KR-03-0014647	Micro, Small and Medium Enterprises Development Act, 2006	Government of India Ministry of Micro, Small and Medium Enterprises	September 17, 2020	Till Cancelled
Certificate of Importer-Exporter Code	0701003804	Foreign Trade (Development and Regulation) Act, 1992	Directorate General of Foreign Trade, Government of India	June 20, 2001	Till Cancelled

Name of Registration	Registration/ License No	Applicable Law	Issuing Authority	Date of Issue	Validity
Provident Fund Registration	KN/WF/45107	The Employees Provident Fund Act, 1952	Employees Provident Fund Organization Government of India	July 24, 2006	Till Cancelled
Employees State Insurance Registration	4900-030578-0001099	The Employees State Insurance Act, 1948	Employees State Insurance Corporation, Government of India	August 30, 2010	Till Cancelled
Vendor Registration - DRDO	ADE/VRC/2024/00031	-	Aeronautical Development Establishment D.R.D.O, Ministry of Defence, Government of India	May 14, 2024	May 13, 2027

IV. Operation Related Approvals

Name of Registration	Registration/ License No	Applicable Law	Issuing Authority	Date of Issue	Validity
Factory License	MYB-288400	Factories Act, 1948 and Karnataka Factories Rules, 1969	Factories, Boys, Industrial Safety and Health Department - Government of Karnataka	September 12, 2024	Deecmber 31, 2027
Fire License	GBC (1) 459/ 2014	Karnataka Fire Force Act, 1964	Director General Karnataka State Fire & Emergency Services	June 23, 2014	Till Cancelled
EPR Registration Certificate	B-29016(8179)(EPR-Registration)/24/WM-III	E-Waste (Management) Rules 2022	Central Pollution Control Board, Ministry of Enviorment Forest & Climate Change	September 20, 2024	September 20, 2029
Certificate of Registration for Shops and Establishments Act-Registered Office	43/23/CE/2299/2006	Karnataka Shops and Commercial Establishments Act. 1961	Department of Labour, Government of Karnataka	February 01, 2006	Deecmber, 31, 2025

V. Tax Related Approvals

Name of Registration	Registration/ License No	Applicable Law	Issuing Authority	Date of Issue	Validity
Permanent Account Number [PAN]	AABCD3169P	Income Tax Act, 1961	Income Tax Department	February 01, 2001	Till cancelled
Tax Deduction Account Number [TAN]	BLRD01051B	Income Tax Act, 1961	Income Tax Department	--	Till Cancelled
Goods and Service Tax- Karnataka	29AABCD3169P1Z3	Goods and Services Act, 2017	Goods and Services Tax Department	February 14, 2024	Till Cancelled
Cental Excise Registration Certificate	AABCD3169PEM002	Central Excise Rule, 2002	Central Board of Excise and Custom, Ministry of Finance – Department of Reevenue	April 15, 2013	Till Cancelled
Service Tax Code	AABCD3169PST001	Service Tax Rules, 1994	Central Board of Excise and Custom, Ministry of Finance	February 16, 2011	Till Cancelled

Name of Registration	Registration/ License No	Applicable Law	Issuing Authority	Date of Issue	Validity
			– Department of Reevenue		
Professional Tax Registration Certificate	P0050 1481	The Karnataka Tax on Professions, Trades, Callings and Employment Act, 1976	Commercial Taxes Department, Government of Karnataka	April 27, 04, 2004	Till Cancelled

VI. Quality Related Approvals

Name of Registration	Registration/ License No	Applicable Law	Issuing Authority	Date of Issue	Validity
Certificate of Registration for Quality Management System of the Company under AS 9100D and ISO 9001:2015 with the following scope: Design, Development, Manufacture and Supply of Embedded Electronics Systems for Aviation, Space and Defense Applications	951 18 4733	NA	TÜV SÜD AMERICA INC.	June 06, 2024	May 30, 2027

VII. Intellectual Property Related Approvals

Registered Trademarks:

Trademark	Registration No/ Application No	Class of Registration	Trademark Type	Date of Issue/ Application	Valid Upto
	5120423	Class 42	Device	September 06, 2021	September 06, 2031

VIII. Material Licenses/ Approvals/Permission for which applications have been made by our Company but not received and/or yet to be applied by our Company

Nil

IX. Material Licenses/ Approvals/Permission which are required but not yet applied for by our Company

Nil

OTHER REGULATORY AND STATUTORY DISCLOSURES

AUTHORITY FOR THE ISSUE

1. The Fresh Issue of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by a resolution by the Board of Directors passed at their meeting held September 22, 2025 on under Section 62(1)(c) of the Companies Act 2013 and subject to the approval of the members and such other authorities as may be necessary.

2. The Fresh Issue of Equity Shares in terms of this Draft Red Herring Prospectus has been authorized by the shareholders by special resolution at the Annual General Meeting held on September 22, 2025 under Section 62(1)(c) and other applicable provisions of the Companies Act, 2013.

3. Our Company has received In-principal approval from BSE vide their letter dated [●] to use the name of BSE in this Draft Red Herring Prospectus for listing of the Equity Shares on SME Platform of BSE Limited. BSE Limited is the Designated Stock Exchange.

4. Our Board has approved the Draft Red Herring Prospectus through its resolution dated September 30, 2025.

Confirmation:

- Our Company, our Promoters, Promoter Group, our directors, person(s) in control of the promoter or our Company have not been prohibited from accessing the capital market 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.

- Our Company, our Promoters, Promoters' Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018.

- None of our Directors are in any manner associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as promoters or directors.

- Our Company is an ***"Unlisted Issuer"*** in terms of the SEBI (ICDR) Regulations; and this Issue is an ***"Initial Public Issue"*** in terms of the SEBI (ICDR) Regulations.

Eligibility for the Issue

- Our Company is not ineligible in terms of Regulations 228 of SEBI ICDR Regulations for this Issue as:

  a) Neither our company, nor any of its promoters, promoter group or directors are debarred from accessing the capital market by the Board;
  b) Neither our promoters, nor any directors of our company is a promoter or director of any other company which is debarred from accessing the capital market by the Board;
  c) Neither our Company, or our Promoter, or our directors is a Wilful Defaulters or Fraudulent Borrowers.
  d) Neither our Promoter nor any of our directors is declared as Fugitive Economic Offender;
  e) We confirm that there are no outstanding convertible securities or any other right which would entitle any person with any option to receive equity shares of the issuer:
  Provided that the provisions of this clause shall not apply to:
  (i) outstanding options granted to employees, whether currently an employee or not, pursuant to an employee stock option scheme in compliance with the Companies Act, 2013, the relevant Guidance Note or accounting standards, if any, issued by the Institute of Chartered Accountants of India or pursuant to the Companies Act, 2013, in this regard;
  (ii) fully paid-up outstanding convertible securities which are required to be converted on or before the date of filing of the Red Herring Prospectus (in case of book-built issues) or the Red Herring Prospectus (in case of fixed price issues), as the case may be.

- Our Company is eligible for the Issue in accordance with Regulation 229(2) and other provisions of Chapter IX of the SEBI (ICDR) Regulations 2018, as we are an Issuer whose post issue face value paid-up capital would be less than 10 crores, and can issue Equity Shares to the public and propose to list the same on the ***SME Platform of BSE Limited***.

We further confirm that:

i. In accordance with Regulation 260 of the SEBI (ICDR) Regulations, this issue is 100% underwritten and that the Book Running Lead Manager to the Issue shall underwrite minimum 15% of the Total Issue Size.

ii. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottees in the issue shall be greater than or equal to fifty (50), otherwise, the entire application money will be refunded within 4 (Four) days of such intimation. If such money is not repaid within 4 (Four) 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 4 (Four) days, be liable to repay such application money, with interest at the rate 15% per annum. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

iii. In terms of Regulation 246 (1) of the SEBI (ICDR) Regulations, 2018, a copy of the Red Herring Prospectus will be filed with the SEBI through the Book Running Lead Manager immediately upon filing of the offer document with the Registrar of Companies.

However, as per Regulation 246 (2) of the SEBI (ICDR) Regulations, 2018, The SEBI shall not issue any observation on the offer document.

Further, in terms of Regulation 246 (3) of the SEBI (ICDR) Regulations, 2018 the Book Running Lead Manager will submit a due diligence certificate as per Form A of Schedule V to which the site visit report will also be annexed, including additional confirmations as provided in Form G of Schedule V along with the draft offer document to the SME Exchange(s), where the specified securities are proposed to be listed.

Further, in terms of Regulation 246 (4) of the SEBI (ICDR) Regulations, 2018 the Red Herring Prospectus will be displayed from the date of filling in terms of sub-regulation (1) on the website of the SEBI, The Book Running Lead Manager and the SME Platform of BSE Limited.

Moreover, in terms of Regulation 246 (5) of the SEBI (ICDR) Regulations, 2018, a copy of the Red Herring Prospectus shall also be furnished to the SEBI in a soft copy.

iv. In accordance with Regulation 261 of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement dated [●], 2025 with the Book Running Lead Manager and a Market Maker to ensure compulsory Market Making for a minimum period of three (3) years from the date of listing of Equity Shares on the SME Platform of BSE Limited.

In terms of Regulation 229(3) of the SEBI (ICDR) Regulations, 2018, We confirm that we have fulfilled eligibility criteria for SME Platform of BSE Limited, which are as under:

❖ ***Incorporation: The Company shall be incorporated under the Companies Act, 1956/2013.***

Our Company is incorporated under the Companies Act, 1956 in India.

❖ ***Post Issue Paid up Capital: The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crores.***

The post issue paid up capital (Face Value) of the company will be ₹ [●] crores. So, the company has fulfilled the criteria of post issue paid up capital shall not be more than ₹25 crores.

❖ ***Net Tangible Assets should be ₹ 3 crores in last preceding (full) financial year***

As per restated financial statement, the net tangible assets of the company are ₹ 2,798.70 crores as on March 31, 2025. So, the company has fulfilled the criteria of having net tangible assets of at least ₹ 3 crores in last preceding full financial years. The details are as mentioned below:

(Rs. In Lakhs)

Details	31-03-2025
Net Assets	2,803.25
Less: Intangible Assets	4.55
Net Tangible Assets	**2,798.70**

"net tangible assets" mean the sum of all net assets of the issuer, excluding intangible assets as defined in Accounting Standard 26 (AS 26) or Indian Accounting Standard (Ind AS) 38, as applicable, issued by the Institute of Chartered Accountants of India;

❖ ***Net worth of at least Rs. 1 crore for 2 preceding full financial years:***

As per restated financial statement, the net worth of the company is ₹ 2,803.25 crores as on March 31, 2025 and ₹ 2,254.86 crores as on March 31, 2024. So, the company has fulfilled the criteria of having net worth of at least ₹ 1.00 crores for 2 preceding full financial years:

Details	31-03-2025	31-03-2024	31-03-2023
Paid-up share capital	52.00	52.00	52.00
All reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation	2,751.25	2,202.86	1,824.94
Total	**2,803.25**	**2,254.86**	**1,876.94**

Track Record: The company or the partnership/proprietorship/LLP Firm or the firm which have been converted into the company should have combined track record of at least 3 years. In case of an issuer, which had been a proprietorship or a partnership firm or a limited liability partnership before conversion to a company or body corporate, such issuer may make an initial public offer only if the issuer company has been in existence for at least one full financial year before filing of draft offer document:
Provided that the restated financial statements of the issuer company prepared post conversion shall be in accordance with Schedule III of the Companies Act, 2013.

Our company was incorporated on February 01, 2001 under the provisions of the Companies Act, 1956. Hence, we are in compliance with criteria of having track record of 3 years.

❖ ***Earnings before Interest, Depreciation and Tax: The company should have operating profit (earnings before interest, depreciation and tax) of Rs. 1 Cr. from operations for 2 out of 3 latest financial years preceding the application date.***

The Issuer Company is having operating profit (earnings before interest, depreciation and tax) of Rs. 1 Cr. from operations for 2 out of 3 latest financial years preceding the application date. So, the company has fulfilled this criteria. The details are as mentioned below:

(Amt. in Lakhs.)

Particulars	31-03-2025	31-03-2024	31-03-2023
Net Profit as Restated	548.40	377.92	46.41
Add: Depreciation	30.23	24.24	19.31
Add: Interest on Loan	54.22	48.48	29.24
Add: Income Tax	190.41	131.84	14.82
Less: Other Income	(64.93)	(52.56)	(45.73)
EBITDA (Operating Profit)	**758.33**	**529.92**	**64.05**

- ***Leverage ratio of the company is not more than 3:1.***

  As per restated financials, the leverage ratio (Debt Equity ratio) of our company is not more than 3:1. The details are as mentioned below:

  (Amount Rs. In Lakhs, except ratio)

Particulars	31-03-2025
Total Borrowings (Debt)	74.72
Total Net Worth (TNW) (Shareholders fund)	2,803.25
Debt Equity Ratio (Total Borrowing/TNW)	**0.03**

- It is mandatory for a company to have a website.

  Our Company has a live and operational website i.e., **Error! Hyperlink reference not valid.**

- **Disciplinary action:** We hereby confirm that;

  - There is no regulatory action of suspension of trading against the promoter(s) or companies promoted by the promoters by any stock Exchange having nationwide trading terminals.

  - The Promoter(s) or directors are not the promoter(s) or directors (other than independent directors) of compulsory delisted companies by the Exchange and there is no applicability of consequences of compulsory delisting is attracted or companies that are suspended from trading on account of non-compliance.

  - Directors are not disqualified/ debarred by any of the Regulatory Authority.

- **Default:**

  There are no pending defaults in respect of payment of interest and/or principal to the debenture/bond/fixed deposit holders by the applicant company, promoters/ promoting company(ies), Subsidiary Companies.

- **Name Change: In case of name change within the last one year, at least 50% of the revenue calculated on a restated and consolidated basis for the preceding 1 full financial year has been earned by it from the activity indicated by its new name or the activity suggesting name should have contributed to at least 50% of the revenue, calculated on a restated and consolidated basis, for the preceding one full financial year.**

  The company has not changed its name in last one year.

- **Other Requirements:** We further confirm that;

  - The Issuer Company has a live and operational website i.e., www.datasolindia.com

  - 100% of the Promoter's shareholding in the company are dematerialized.

  - Our Company shall mandatorily facilitate trading in demat securities and have entered into an agreement with both the depositories. Our Company has entered into an agreement for registration with the Central Depository Services Limited (CDSL) dated August 07, 2024, and National Securities Depository Limited dated June 12, 2024 for establishing connectivity.

  - There is no change of complete promoter of the issuer or there are no new promoter(s) of the issuer who have acquired more than fifty per cent of the shareholding of the issuer, in the preceding one year from date of filing application to BSE for listing on SME Platform of BSE Limited.

  - The composition of the board is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval.

  - The Net worth computation has been calculated as per the definition given in SEBI (ICDR) Regulations.

  - The Company has not been referred to NCLT under IBC.

- There is no winding up petition against the company, which has been admitted by the court.

- ❖ Our Company has not been referred to the Board for Industrial and Financial Reconstruction (BIFR).

- ❖ There is no winding up petition against our Company, which has been admitted by the Court or a liquidator has not been appointed.

- ❖ No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the applicant company.

We further confirm that we shall be complying with all the other requirements as laid down for such an issue under Chapter IX of SEBI (ICDR) Regulations 2018, as amended from time to time and subsequent circulars and guidelines issued by SEBI and the Stock Exchange.

As per Regulation 230 (1) of the SEBI ICDR Regulations, our Company has ensured that:

- ❖ The Draft Red Herring 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. BSE is the Designated Stock Exchange.

- ❖ Our Company has entered into an agreement dated June 12, 2024 with NSDL and agreement dated August 07, 2024 with CDSL for dematerialization of its Equity Shares already issued and proposed to be issued.

- ❖ The entire pre-Issue share capital of our Company are fully paid-up and the Equity Shares proposed to be issued pursuant to this IPO will be fully paid-up.

- ❖ The Equity Shares held by the Promoters are dematerialized.

- ❖ There is no offer for sale by selling shareholders.

- ❖ The Objects of our Company does not consist of repayment of loan taken from promoter, promoter group or any related party, from the issue proceeds, directly or indirectly.

As per Regulation 230 (2) of the SEBI ICDR Regulations, our Company has ensured that:

- ❖ The amount for general corporate purposes, as mentioned in objects of the issue in the Draft Red Herring Prospectus does not exceed fifteen per cent (15%) of the amount being raised by our Company or ₹10 crores, whichever is lower.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF ISSUE DOCUMENT TO THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE ISSUE DOCUMENT. THE BOOK RUNNING LEAD MANAGER HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE ISSUE DOCUMENT ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE REGULATIONS. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE ISSUE DOCUMENT, THE BOOK RUNNING LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGER, FINSHORE MANAGEMENT SERVICES LIMITED HAS FURNISHED TO STOCK EXCHANGE A DUE DILIGENCE CERTIFICATE DATED [●] IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SEBI (ICDR) REGULATION 2018 WHICH SHALL ALSO BE SUBMITTED TO SEBI AFTER FILING THE RED HERRING PROSPECTUS WITH ROC AND BEFORE OPENING OF THE ISSUE IN ACCORDANCE WITH THE SEBI ICDR REGULATION, 2018.

THE FILING OF THIS ISSUE DOCUMENT DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE OFFER DOCUMENT.

THE DUE DILIGENCE CERTIFICATE TO BE SUBMITTED AS PER FORM A OF SCHEDULE V INCLUDING ADDITIONAL CONFIRMATION AS PROVIDED IN FORM G OF SCHEDULE V IS PRODUCED AS UNDER:

WE, THE LEAD MERCHANT BANKER TO THE ABOVE-MENTIONED FORTHCOMING ISSUE, STATE AND CONFIRM AS FOLLOWS:

1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION, INCLUDING COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL WHILE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE SAID ISSUE;

2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:

   A. THE DRAFT RED HERRING PROSPECTUS FILED WITH THE EXCHANGE/BOARD IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS WHICH ARE MATERIAL TO THE ISSUE;

   B. ALL MATERIAL LEGAL REQUIREMENTS RELATING TO THE ISSUE AS SPECIFIED BY THE BOARD, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

   C. THE MATERIAL DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL-INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH THE BOARD AND THAT TILL DATE SUCH REGISTRATION IS VALID.

4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFILL THEIR UNDERWRITING COMMITMENTS.

5. WE CERTIFY THAT WRITTEN CONSENT FROM PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR SPECIFIED SECURITIES AS PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN AND THE SPECIFIED SECURITIES PROPOSED TO FORM PART OF PROMOTERS' CONTRIBUTION SUBJECT TO LOCK-IN SHALL NOT BE DISPOSED / SOLD / TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH THE BOARD/EXCHANGE TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS.

6. WE CERTIFY THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS CONTRIBUTION, HAS BEEN AND SHALL BE DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS.

7. WE UNDERTAKE THAT ALL APPLICABLE PROVISION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 WHICH RELATE TO RECEIPT OF PROMOTERS CONTRIBUTION PRIOR TO OPENING OF THE ISSUE SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE AND THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD/EXCHANGE. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE ISSUER ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE. – ***NOT APPLICABLE***

8. WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGE MENTIONED IN THE DRAFT RED HERRING PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION – ***NOTED FOR COMPLIANCE***

9. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.

10. WE CERTIFY THAT ALL THE SHARES SHALL BE ISSUED IN DEMATERIALIZED FORM IN COMPLIANCE WITH THE PROVISIONS OF SECTION 29 OF THE COMPANIES ACT, 2013 AND THE DEPOSITORIES ACT, 1996, AND THE REGULATIONS MADE THEREUNDER.

11. WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL-INFORMED DECISION.

12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:

    A. AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE ISSUER AND

    B. AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE BOARD FROM TIME TO TIME.

13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018.

14. WE ENCLOSE A NOTE EXPLAINING THE PROCESS OF DUE DILIGENCE THAT HAS BEEN EXERCISED BY US INCLUDING IN RELATION TO THE BUSINESS OF THE ISSUER, THE RISK IN RELATION TO THE BUSINESS, EXPERIENCE OF THE PROMOTERS AND THAT THE RELATED PARTY TRANSACTION ENTERED INTO FOR THE PERIOD DISCLOSED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN ENTERED INTO BY THE ISSUER IN ACCORDANCE WITH APPLICABLE LAWS.

15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

16. WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKER BELOW (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR NO. CIR/CFD/DIL/7/2015 DATED OCTOBER 30, 2015.

17. WE ENCLOSE SITE VISIT REPORT OF THE ISSUER PREPARED BY THE BOOK RUNNING LEAD MANAGER.

ADDITIONAL CONFIRMATIONS/CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH ISSUE DOCUMENT REGARDING SME PLATFORM OF BSE.

(1) WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

(2) WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE ISSUER HAVE BEEN MADE IN DRAFT RED HERRING PROSPECTUS AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE ISSUER OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES ISSUED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN.

(3) WE CONFIRM THAT THE ABRIDGED RED HERRING PROSPECTUS CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 - ***NOTED FOR COMPLIANCE***.

(4) WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER.

(5) THE ISSUER HAS REDRESSED AT LEAST NINETY-FIVE PER CENT OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF FILING OF THE OFFER DOCUMENT WITH THE REGISTRAR OF COMPANIES. - ***NOT APPLICABLE***.

(6) WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 260 AND 261 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 HAVE BEEN MADE- ***NOTED FOR COMPLIANCE***.

DISCLAIMER FROM OUR COMPANY AND THE BOOK RUNNING LEAD MANAGER

Our Company and the Book Running Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and that anyone placing reliance on any other source of information would be doing so at his or her own risk.

CAUTION

The BRLM accepts no responsibility, save to the limited extent as provided in the Issue Agreement entered between the BRLM (Finshore Management Services Limited) and our Company on September 26, 2025 and the Underwriting Agreement dated [●] entered into between the Underwriters and our Company and the Market Making Agreement dated [●] entered into among the Market Maker, BRLM and our Company.

All information shall be made available by our Company and the BRLM to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever including at road show presentations, in research or sales reports, at collection centres or elsewhere.

The BRLM and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our Promoter Group, or our affiliates or associates in the ordinary course of business and have engaged, or may in future engage, in commercial banking and investment banking transactions with our Company, our Promoter Group, Group Entities, and our affiliates or associates, for which they have received and may in future receive compensation.

Note: Investors who apply in the Issue will be required to confirm and will be deemed to have represented to our Company and the Underwriters and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company and will not Issue, sell, pledge or transfer the Equity Shares of our Company to any person who is not eligible under applicable laws, rules, regulations, guidelines and approvals to acquire Equity Shares of our Company. Our Company, the Underwriters and their respective directors, officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares in the Issue.

DISCLAIMER IN RESPECT OF JURISDICTION

This Issue is being made in India to persons resident in India (including Indian nationals resident in India who are majors, HUFs, companies, corporate bodies and societies registered under applicable laws in India and authorized to invest in shares, Indian mutual funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, cooperative banks (subject to RBI permission), or trusts under applicable trust law and who are authorized under their constitution to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, VCFs, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority, provident funds (subject to applicable law) with a minimum corpus of ₹ 2,500.00 Lakh and pension funds with a minimum corpus of ₹ 2,500.00 Lakh, and permitted non-residents including FIIs, Eligible NRIs, multilateral and bilateral development financial institutions, FVCIs and eligible foreign investors, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India provided that they are eligible under all applicable laws and regulations to hold Equity Shares of our Company. This Draft Red Herring Prospectus does not, however, constitute an Issue to sell or an invitation to subscribe for Equity Shares Issued hereby in any jurisdiction other than India to any person to whom it is unlawful to make an Issue or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions.

Any dispute arising out of this Issue will be subject to jurisdiction of the competent court(s) in ***Bangalore, Karnataka*** only.

No action has been, or will be, taken to permit a public Issuing in any jurisdiction where action would be required for that purpose. Accordingly, the Equity Shares represented hereby may not be Issued or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company from the date hereof or that the information contained herein is correct as of any time subsequent to this date.

DISCLAIMER CLAUSE OF THE SME PLATFORM OF BSE LIMITED

As required, a copy of this Offer Document has been submitted to BSE Limited (hereinafter referred to as BSE).

BSE Limited (“BSE”) has vide its letter dated [●] given permission to “Datasol (Bangalore) 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 this company. BSE does not in any manner: -

i. warrant, certify or endorse the correctness or completeness of any of the contents of this offer documents; 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. BSE does not in any manner be liable for any direct, indirect, consequential or other losses or damages including loss of profits incurred by any investor or any third party that may arise from any reliance on this offer document or for the reliability, accuracy, completeness, truthfulness or timeliness thereof.

vi. The company has chosen the SME platform on its own initiative and its own risk, and is responsible for complying with 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.

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 Issued or sold within the United States or to, or for the account or benefit of, "U.S. persons" (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be Issued and sold outside the United States in compliance with Regulation S of the Securities Act and the applicable laws of the jurisdiction where those Issues and sales occur. The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be Issued or sold, and Applicants may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Further, each Applicant where required agrees that such Applicant will not sell or transfer any Equity Shares or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India.

LISTING

The Equity Shares of our Company are proposed to be listed on SME Platform of BSE Limited. Our Company has obtained In-principle approval from BSE by way of its letter dated [●] for listing of equity shares on SME Platform of BSE Limited.

BSE will be the Designated Stock Exchange, with which the Basis of Allotment will be finalized for the Issue. If the permission to deal in and for an official quotation of the Equity Shares on the SME Platform is not granted by BSE, our Company shall return through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchange rejecting the application for listing or trading without any interest.

If such money is not repaid within four (4) days from the date our Company becomes liable to repay it, then our Company and every Director of the Company who is officer in default shall, on and from expiry of four (4) days, be jointly and severally liable to repay such application money, with interest at the rate of fifteen per cent per annum (15% p.a.).

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 Limited mentioned above are taken within Three (3) Working Days of the Issue Closing Date.

FILING

The Draft Red Herring Prospectus is being filed with BSE Limited, at 20th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001, Maharashtra.
After getting in-principal approval from BSE, a copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for filing to the Registrar of Companies, Kolkata.

A copy of the Red Herring Prospectus shall be filed with SEBI immediately upon filing of the Offer document with Registrar of Companies in term of Regulation 246 of the SEBI (ICDR) Regulations, 2018. However, SEBI shall not issue any observation on the Red Herring Prospectus. Pursuant to SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus will be filed online through SEBI Intermediary portal at https:\\siportal.sebi.gov.in

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

Any person who-
a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

Shall be liable to action under Section 447 of the Companies, Act 2013.

CONSENTS

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Key Managerial Personnel, Our Peer Review Auditor, (b) Book Running Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Sponsor Bank, Legal Advisor to the Issue, Underwriter(s) to the Issue and Market Maker to the Issue to act in their respective capacities shall be obtained as required under Section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Draft Red Herring Prospectus with the RoC, as required under Sections 32 of the Companies Act, 2013 and such consents will not be withdrawn up to the time of delivery of the Draft Red Herring Prospectus for filing with the RoC.

In accordance with the Companies Act, 2013 and the SEBI (ICDR) Regulations 2018, M/s. Ishwar & Gopal, Chartered Accountants, Chartered Accountants, Statutory Auditors of the Company have agreed to provide their written consent to the inclusion of their respective reports on "Statement of Tax Benefits" relating to the possible tax benefits and restated financial statements as included in this Draft Red Herring Prospectus in the form and context in which they appear therein and such consent and reports will not be withdrawn up to the time of delivery of this Draft Red Herring Prospectus for filling with Roc.

EXPERTS OPINION

Our Company has not obtained any expert opinions, except for the following for which consents have been received from:

i) Peer Review Auditor of the Company to include its name as experts in this Draft Red Herring Prospectus in relation to (a) the Peer Review Auditors' reports on the Restated Audited Financial Statements; and (b) the Statement of Tax Benefits issued by them;

ii) Legal advisor in connection with the Issue with respect to Legal Due Diligence Report issued by them; and

such consents have not been withdrawn as on the date of this Draft Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act of 1933.

PARTICULARS REGARDING PUBLIC OR RIGHTS ISSUES DURING THE LAST FIVE (5) YEARS

Except as stated under Section titled ***"Capital Structure"*** beginning on page no. 59 of this Draft Red Herring Prospectus our Company has not undertaken any previous public or rights issue. Further, we are an "Unlisted Issuer" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time and the Issue is an "Initial Public Offering" in terms of the SEBI (ICDR) Regulations, 2018, amended from time to time.

UNDERWRITING COMMISSION, BROKERAGE AND SELLING COMMISSION ON PREVIOUS ISSUES IN LAST 5 YEARS

Since this is the initial public Issuing of our Company's Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing for or procuring or agreeing to procure subscription for any of the Equity Shares since our incorporation.

PARTICULARS IN REGARD TO OUR COMPANY AND OTHER LISTED GROUP-COMPANIES / SUBSIDIARIES/ ASSOCIATES UNDER THE SAME MANAGEMENT WITHIN THE MEANING OF SECTION 186 OF THE COMPANIES ACT, 2013 WHICH MADE ANY CAPITAL ISSUE DURING THE LAST THREE YEARS:

Neither our Company nor any other companies under the same management within the meaning of Section 186 of the Companies Act, 2013, had made any public issue or rights issue during the last three year except as mentioned in this Draft Red Herring Prospectus. This is the initial public Issuing of our Company's Equity Shares.

PERFORMANCE VIS-A-VIS OBJECTS–PUBLIC/RIGHT ISSUE OF OUR COMPANY

Except as stated under Section titled ***"Capital Structure"*** beginning on page 59 of this Draft Red Herring Prospectus our Company has not undertaken any previous public or rights issue.

PERFORMANCE VIS-A-VIS OBJECTS - LAST ISSUE OF LISTED SUBSIDIARIES/LISTED PROMOTERS

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters as on date of this Draft Red Herring Prospectus.

OUTSTANDING DEBENTURES OR BOND ISSUES OR REDEEMABLE PREFERENCE SHARES OR ANY OTHER CONVERTIBLE INSTRUMENTS ISSUED BY OUR COMPANY

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Red Herring Prospectus.

OPTION TO SUBSCRIBE

Equity Shares being issued through the Draft Red Herring Prospectus can be applied for in dematerialized form only.

STOCK MARKET DATA OF THE EQUITY SHARES

This being an initial public Issue of the Equity Shares of our Company, the Equity Shares are not listed on any Stock Exchanges.

MECHANISM FOR REDRESSAL OF INVESTOR GRIEVANCES

The Company has appointed **"Integrated Registry Management Services (P) Limited"** as the Registrar to the Issue, to handle the investor grievances in co-ordination with the Compliance Officer of the Company.

The Agreement dated September 26, 2025 amongst the Registrar to the Issue and our Company provides for retention of records with the Registrar to the Issue for a period of at least three (3) year from the last date of dispatch of the letters of allotment, or demat credit or where refunds are being made electronically, giving of unblocking instructions to the clearing system, to enable the investors to approach the Registrar to the Issue for redressal of their grievances.

All grievances relating to the Issue may be addressed to the Registrar to the Issue, giving full details such as name, address of the applicant, application number, number of Equity Shares applied for, amount paid on application, Depository Participant, and the bank branch or collection center where the application was submitted.

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 relevant Designated Branch or the collection center of the SCSBs where the Application Form was submitted by the ASBA Applicants in ASBA account or UPI ID linked bank account number in which the amount equivalent to the Bid Amount was blocked. Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

The Applicant should give full details such as name of the sole/first Applicant, Application Form number, Applicant DP ID, Client ID, Bank Account No./UPI ID, PAN, date of the Application Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Application Form was submitted by the Applicant. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents or information mentioned hereinabove.

DISPOSAL OF INVESTOR GRIEVANCES BY OUR COMPANY

Our Company estimates that the average time required by our Company or the Registrar to the Issue for the redressal of routine investor grievances shall be fifteen (15) Working Days from the date of receipt of the complaint. In case of complaints that are not routine or where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has appointed Sachi Shrikumar Lakhotia, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:

Ms. Sachi Shrikumar Lakhotia
Datasol (Bangalore) Limited
793, Basement & 1st Floor,
Vyalikaval HBCS, Behind BEL Corp Office,
Veeranna Palya, Nagawara,
Bangalore, Karnataka 560045 India,
Contact No: 93716 53335
Email ID: cs@datasolindia.com
Website: www.datasolindia.com

Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web-based complaints redress system "SCORES". This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website www.scores.gov.in.

STATUS OF INVESTOR COMPLAINTS

We confirm that we have not received any investor compliant during the three years preceding the date of this Draft Red Herring Prospectus and hence there are no pending investor complaints as on the date of this Draft Red Herring Prospectus.

DISPOSAL OF INVESTOR GRIEVANCES BY LISTED COMPANIES UNDER THE SAME MANAGEMENT AS OUR COMPANY

We don't have any listed company under the same management or any listed subsidiaries or any listed promoters.

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

The Company has not sought for any exemptions from complying with any provisions of securities laws.

PRICE INFORMATION OF LAST 10 (TEN) ISSUES HANDLED BY THE BOOK RUNNING LEAD MANAGER

Statement on Price Information of Last 10 (Ten) Issues handled by Finshore Management Services Limited:

Sr. No.	Issuer Name	Issue Size (₹ in Cr.)	Issue Price (In ₹)	Listing Date	Opening price on listing date (In ₹)	+/- % change in closing price, [+/- % change in closing benchmark] 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] – 180th calendar days from listing
1	Mayank Cattle Food Limited (BSE SME)	19.44	108/-	05/02/2024	116.00	4.68 [2.71]	22.22 [2.99]	83.15 [12.90]
2	Sylvan Plyboard (India) Limited (NSE EMERGE)	28.05	55/-	01/07/2024	66.00	107.09 [2.96]	70.09 [8.44]	52.73 [-1.36]
3	Solve Plastic Products Limited (NSE EMERGE)	11.85	91/-	21/08/2024	102.00	-32.20 [2.61]	-47.86 [-5.31]	-59.23 [-7.43]
4	Travels & Rentals Limited (BSE SME)	12.24	40/-	05/09/2024	55.00	281.00 [-0.62]	160.25 [-1.65]	41.38 [-11.09]
5	Dhanlaxmi Crop Science Limited (NSE EMERGE)	23.80	55/-	16/12/2024	104.50	17.00 [-6.05]	1.82 [-9.21]	-0.09 [0.20]
6	Indobell Insulations Limited (BSE SME)	10.14	46/-	13/01/2025	87.40	226.41 [-0.05]	200.00 [-1.54]	167.28 [8.08]
7	Shanmuga Hospital Limited (BSE SME)	20.62	54/-	21/02/2025	54.00	-34.96 [2.12]	-30.46 [8.35]	-12.96 [8.41]
8	Spinaroo Commercial Limited (BSE SME)	10.17	51/-	08/04/2025	52.85	48.37 [8.78]	31.08 [12.40]	N. A.
9	Marc Loire Fashions Limited (BSE SME)	21.00	100/-	07/07/2025	80.00	-43.70 [-3.27]	N. A.	N. A.
10	Krupalu Metals Limited (BSE SME)	13.48	72/-	16/09/2025	57.60	N. A.	N. A.	N. A.

Status as on 29-09-2025

1. in case where the security is not being traded on 30th, 90th and 180th day, the previous working day has been considered.
2. in case where 30th, 90th and 180th day is holiday, the previous working day has been considered for benchmark and security purpose.
3. the benchmark index is SENSEX where the securities have been listed in BSE SME/Startups and Nifty where securities have been listed in NSE Emerge.
4. N.A. – Period not completed

Summary statement of Disclosure for the current financial year and three financial years preceding the current Financial Year:

Financial Year	Total no. of IPOs	Total Funds Raised (₹ in Cr.)	Nos. of IPOs trading at discount – 30th calendar day from listing day			Nos. of IPOs trading at premium – 30th calendar day from listing day			Nos. of IPOs trading at discount -180th calendar day from listing day			Nos. of IPOs trading at premium – 180th calendar day from listing day		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2022-23	12	117.85	N. A	3	3	4	N. A	2	2	2	2	4	N. A	2
2023-24	5	76.59	N. A	N. A	N. A	3	N. A	2	N. A	N. A	1	4	N. A	N. A
2024-25	6	106.71	N. A	2	N. A	3	N. A	1	1	N. A	2	2	1	N. A
2025-26*	3	44.65	N. A	1	N. A	N. A	1	N. A	N. A	N. A	N. A	N. A	N. A	N. A

Status as on 29-09-2025

*The Book Running Lead Manager associated with the Offer have handled **26 SME** public issues and **Nil Main Board** public issue during the current financial year and three financial years preceding the current Financial Year, out of which 6 SME public issues closed below the issue price on the listing date.*

Type	FY 2025-26*	FY 2024-25	FY 2023-24	FY 2022-23	Total
SME IPO	3	6	5	12	26
Main Board IPO	-	-	-	-	-
Total	**3**	**6**	**5**	**12**	**26**
Issue closed Below Issue Price on Listing Day	2	1	-	5	8
Issue closed above Issue Price on Listing Day	1	5	5	7	18

**Status as on 29-09-2025*

TRACK RECORD OF PAST ISSUES HANDLED BY FINSHORE MANAGEMENT SERVICES LIMITED

For details regarding track record of BRLM to the Issue as specified in the Circular reference no. CIR/MIRSD/1/2012 dated January 10, 2012 issued by the SEBI, please refer the website of the BRLM at: www.finshoregroup.com.

SECTION XI: ISSUE INFORMATION

TERMS OF THE ISSUE

The Equity Shares being Issued are subject to the provisions of the Companies Act, SCRA, SCRR, SEBI (ICDR) Regulations, the SEBI Listing Regulations, our Memorandum and Articles of Association, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the abridged Draft Red Herring Prospectus, Application Form, CAN, the Revision Form, Allotment advices, and other terms and conditions as may be incorporated in the documents/certificates that may be executed in respect of the Issue. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the issue of capital and listing and trading of securities issued from time to time by SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force on the date of the Issue and to the extent applicable.

Please note that in terms of regulation 256 of the SEBI (ICDR), 2018 read with SEBI Circular CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, all the investors applying in this issue shall use only Application Supported by Blocked Amount (ASBA) facility for making payment i.e., just writing their bank account numbers and authorising the banks to make payment in case of allotment by signing the application forms. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, 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.

AUTHORITY FOR THE PRESENT ISSUE

This Issue has been authorized by a resolution of the Board passed at their meeting held on **September 22, 2025** 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 Annual General Meeting held on **September 22**, **2025**.

RANKING OF EQUITY SHARES

The Equity Shares being Issued shall be subject to the provisions of the Companies Act, 2013 and our Memorandum and Articles of Association and shall rank ***pari-passu*** in all respects with the existing Equity Shares of our Company including rights in respect of dividend. The allottees, upon Allotment of Equity Shares under this Issue, will be entitled to receive dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, please refer to Section titled, ***"Description of Equity Shares and Terms of the Articles of Association"***, beginning on page 295 of this Draft Red Herring Prospectus.

OFFER FOR SALE

In the case of offer for sale, the dividend for the entire year shall be payable to the transferees and the company has to disclose the name of the entity bearing the cost of making offer for sale along with reasons. However, the present issue does not include offer for sale and hence the said disclosure is not applicable to us.

MODE OF PAYMENT OF DIVIDEND

Our Company shall pay dividend to the shareholders of our Company in accordance with the provisions of the Companies Act, 2013, as may be applicable, the Articles of Association of our Company, the provisions of the SEBI Listing Regulations and any other rules, regulations or guidelines as may be issued by the Government of India in connection there to and as per the recommendation by our Board of Directors and approved by our Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act, for further details in relation to dividends, please refer to Sections titled, ***"Dividend Policy"*** and ***"Description of Equity Shares and Terms of the Articles of Association"***, beginning on page 180 and 295 respectively, of this Draft Red Herring Prospectus.

FACE VALUE AND ISSUE PRICE

The face value of the share of our company is ₹10/- per equity share and the issue floor price is ₹[●] /-per equity share and the cap price is ₹[●]/- per equity share. The Anchor Investor Issue Price is ₹ [●] per Equity Share. The Price Band and the minimum Bid Lot will be determined by our Company in consultation with the BRLM and advertised in all editions of an English national daily newspaper [●], all editions of a Hindi national daily newspaper [●], and [●] edition of regional newspaper each with wide circulation, at least two Working Days prior to the Bid/Issue Opening Date and shall be made available to the Stock Exchange for the purpose of uploading on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid Forms available on the websites of the Stock Exchange. The Issue Price shall be determined by our Company in consultation with the BRLM, after the Bid/Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process..

The Issue Price is determined by our Company in consultation with the Book Running Lead Manager and is justified under the Section titled, ***"Basis for Issue Price"*** beginning on page 82 of this Draft Red Herring Prospectus. At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

COMPLIANCE WITH SEBI (ICDR) REGULATIONS

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations as amended time to time. 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 of our Company, the equity shareholders shall have the following rights:

- Right to receive dividend, if declared;
- Right to receive Annual Reports & notices to members;
- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy;
- Right to receive Issue for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation; subject to any statutory and other preferential claims being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable law, including any RBI Rules and Regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the previous Companies Act, 1956 and Companies Act, 2013, as may be applicable, terms of the SEBI Listing Regulations and the Memorandum and Articles of Association of our Company.

For further details on the main provision of our Company's Articles of Association dealing with voting rights, dividend, forfeiture and lien, transfer and transmission and/or consolidation/splitting, etc., please refer to Section titled, ***"Description of Equity Shares and Terms of the Articles of Association"***, beginning on page 295 of this Draft Red Herring Prospectus.

MINIMUM APPLICATION VALUE, MARKET LOT AND TRADING LOT

In terms of Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the existing SEBI (ICDR) Regulations, the trading of the Equity Shares shall only be in dematerialised form for all investors. In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issuer:

1. Tripartite agreement dated June 12, 2024 between our Company, NSDL and the Registrar to the Issue.
2. Tripartite agreement dated August 07, 2024 between our Company, CDSL and the Registrar to the Issue

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the SME Platform of BSE Limited from time to time by giving prior notice to investors at large.

In accordance with Regulation 267 (2) of the SEBI (Amended) Regulations, 2025, our Company shall ensure that the minimum application size shall be two (2) lots per application, provided that minimum application size shall be above Rs.2,00,000 (Rupees Two Lakh). The issuer shall invite applications in multiples of the lot size.

MINIMUM NUMBER OF ALLOTTEES

In accordance with the Regulation 268 of SEBI ICDR Regulations, the minimum number of allottees in this Issue shall be 200 shareholders. In case the minimum number of prospective allottees is less than 200, no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked within 2 working days of closure of issue.

JOINT HOLDERS

Where two (2) or more persons are registered as the holders of any Equity Shares, they will be deemed to hold such Equity Shares as joint holders with benefits of survivorship.

NOMINATION FACILITY TO INVESTOR

In accordance with Section 72 of the Companies Act, 2013, the sole or first applicant, along with other joint applicant, may nominate any one person in whom, in the event of the death of sole applicant or in case of joint applicant, death of all the Applicants, as the case may be, the Equity Shares allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall in accordance with Section 72 of the Companies Act, 2013, be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at the Registered Office of our Company or to the Registrar and Transfer Agents of our Company.

In accordance with Section 72 of the Companies Act, 2013, any Person who becomes a nominee by virtue of this section 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 (90) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the allotment of Equity Shares in the Issue will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the applicant would prevail. If the investors require changing the nomination, they are requested to inform their respective depository participant.

PERIOD OF SUBSCRIPTION LIST OF PUBLIC ISSUE

Event	Indicative Dates
Anchor Portion Offer Opens/Closes on	[●]
Bid/Issue Opening Date	[●]
Bid/Issue Closing Date	[●]
Finalisation of Basis of Allotment with BSE SME	On or before [●]
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts or UPI Linke Bank Account	On or before [●]
Credit of Equity Shares to demat accounts of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on BSE SME	On or before [●]

Notes:

- *Our Company in consultation with the Book Running Lead Manager, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations.*
- *In terms of regulation 265 of SEBI (ICDR) Regulation, 2018, the issue shall be opened after at least three working days from the date of filing the prospectus with the Registrar of Companies.*
- *In terms of regulation 266(1) of SEBI (ICDR) Regulation, 2018, Except as otherwise provided in these regulations, the public issue shall be kept open for at least three (3) working days and not more than ten (10) working days.*
- *In terms of regulation 266(2) of SEBI (ICDR) Regulation, 2018, In case of a revision in the price band, the issuer shall extend the bidding (issue) period disclosed in the Red Herring Prospectus, for a minimum period of three (3) working days, subject to the provisions of sub-regulation (1).*

➢ *In terms of regulation 266(3) of SEBI (ICDR) Regulation, 2018, In case of force majeure, banking strike or similar unforeseen circumstances, our company may, for reasons to be recorded in writing, extend the issue period disclosed in the Red Herring Prospectus, for a minimum period of one (1) working day, subject to the provisions of sub-regulation 266(1) of SEBI (ICDR) Regulation, 2018.*

The above time table is indicative and does not constitute any obligation on our Company and the BRLM. Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchange are taken within three (3) Working Days of the Issue Closing Date, the timetable may change due to various factors, such as extension of the Bid/Issue Period by our Company in consultation with the BRLM, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchange. Further, the SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect. 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.

** 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 Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchange bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹ 100 per day or 15% per annum of the total cumulative blocked amount except the original application amount,

Whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/ partially allotted Bids, exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of the Bid. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. For the avoidance of doubt, the provisions of the SEBI circular dated March 16, 2021, as amended pursuant to SEBI circular dated June 2, 2021 shall be deemed to be incorporated in the agreements to be entered into by and between the Company and the relevant intermediaries, to the extent applicable.

SEBI vide circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has reduced the post issue timeline for IPOs. The revised timeline of T+3 days has been made applicable in two phases, i.e., voluntary for all public issues opening on or after September 1, 2023 and mandatory on or after December 1, 2023. Accordingly, the Issue has been made under UPI Phase III, subject to the timing of the Offer and any circulars, clarification or notification issued by the SEBI from time to time, including with respect to SEBI circular SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023.

The SEBI is in the process of streamlining and reducing the post Issue timeline for initial public offerings. Any circulars or notifications from the SEBI after the date of the Red Herring Prospectus may result in changes to the abovementioned timelines. Further, the Issue procedure is subject to change to any revised circulars issued by the SEBI to this effect. The BRLM will be required to submit reports of compliance with listing timelines and activities, identifying non- adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

In terms of the UPI Circulars, in relation to the Offer, the BRLM will submit report of compliance with T+3 listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Application Forms and any revisions to the same will be accepted only between 10.00 a.m. to 5.00 p.m. (IST) during the Issue Period (except for the Issue Closing Date). On the Issue Closing Date, the Application Forms will be accepted only between 10.00 a.m. to 3.00 p.m. (IST) for individual applicants and other than individual Applicants. The time for applying for Individual Applicants on Issue Closing Date maybe extended in consultation with the BRLM, RTA and SME Platform of BSE Limited taking into account the total number of applications received up to the closure of timings.

Submission of Bids

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 QIBs and Non-Institutional Bidders. The time for applying for Individual Bidders on Issue Closing Date maybe extended in consultation with the BRLM, RTA and BSE taking into account the total number of applications received up to the closure of timings.

Standardization of cut-off time for uploading of bids on the Bid/Issue closing date:

i. A standard cut-off time of 4.00 p.m. for uploading of bids received from QIBs and Non-Institutional Bidders.
ii. A standard cut-off time of 5.00 p.m. for uploading of bids received from only individual Bidders, which may be extended up to such time as deemed fit by BSE after taking into account the total number of bids received up to the closure of timings and reported by BRLM to BSE within half an hour of such closure.

The Registrar to the Issue shall submit the details of cancelled/ withdrawn/ deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Issue Opening Date till the Bid/ Issue Closing Date by obtaining the same from the Stock Exchange. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit the confirmation to the BRLM and the RTA on a daily basis.

To avoid duplication, the facility of re-initiation provided to Syndicate Members, if any shall preferably be allowed only once per Bid/batch and as deemed fit by the Stock Exchange, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to the limitation of time available for uploading the Application Forms on the Issue Closing Date, Bidders 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 Red Herring Prospectus is IST. Bidders 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 BRLM is liable for any failure in uploading the Application Forms due to faults in any software/hardware system or otherwise.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid Form, for a particular Bidder, the details of the Bid file received from the Stock Exchange may be taken Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price shall not be less than the face value of the Equity Shares.

In case of any revision to the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Issue Period not exceeding a total of 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company in consultation with the BRLM, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/ Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a public notice, and also by indicating the change on the respective websites of the BRLM and the terminals of the Syndicate Members, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

In accordance with SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not allowed to withdraw or lower the size of their application (in terms of the quantity of the Equity Shares or the Application amount) at any stage. Individual Bidders can revise or withdraw their Application Forms prior to the Issue Closing Date. Allocation to Individual Bidders, in this Issue will be on a proportionate basis.

In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Application Form, for a particular Bidder, the details as per the file received from BSE 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 Bidder, the Registrar to the Issue shall ask the relevant SCSBs / RTAs / DPs / stock brokers, as the case may be, for the rectified data.

MINIMUM SUBSCRIPTION

In accordance with Regulation 260(1) of SEBI (ICDR) Regulations, this Issue is 100% underwritten, so this issue is not restricted to any minimum subscription level.

As per section 39 of the new Companies Act, if the "stated minimum amount" has not been subscribed and the sum payable on application is not received within a period of thirty (30) days from the date of issue of Draft Red Herring Prospectus, the application money has to be returned within such period as may be prescribed.

If our Company does not receive the subscription of 100% of the Issue through this Issue Document including devolvement of Underwriters, our Company shall forthwith unblock the entire subscription amount received. If there is a delay beyond eight (8) days after our Company becomes liable to pay the amount, our Company shall pay interest prescribed under section 73 of the Companies Act, 2013 and applicable law.

In terms of Regulation 272(2) of SEBI ICDR Regulations, in case the issuer fails to obtain listing or trading permission from the stock exchange where the specified securities were to be listed, it shall refund through verifiable means the entire monies received within four (4) days of receipt of intimation from stock exchange rejecting the application for listing of specified securities, and if any such money is not repaid within four (4) days after the issuer becomes liable to repay it the issuer and every director of the company who is an officer in default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at the rate of fifteen per cent. per annum.

In accordance with Regulation 267 of the SEBI ICDR Regulations, 2018, the minimum application size shall be two lots per application. Provided that the minimum application size shall be above Rupees 2 Lakhs.

Further, in accordance with Regulation 268 of the SEBI (ICDR) Regulations, our Company shall ensure that the number of prospective allottees to whom the Equity Shares will allotted will not be less than 200 (two hundred).

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

ARRANGEMENTS FOR DISPOSAL OF ODD LOTS

The 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. However, in terms of Regulation 261(5) of the SEBI ICDR Regulations, 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.

APPLICATION BY ELIGIBLE NRI'S, FPI'S/FII'S REGISTERED WITH SEBI, VCF'S REGISTERED WITH SEBI AND QFIS

It is to be understood that there is no reservation for Eligible NRIs or FPIs/FIIs registered with SEBI or VCFs or QFIs. Such Eligible NRIs, QFIs, FIIs registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Issue without the prior approval of the RBI, so long as the price of the equity shares to be issued is not less than the price at which the equity shares are issued to residents. The transfer of shares between an Indian resident and 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 foreign direct investment ("FDI") Policy and the non-resident shareholding is within the sectoral limits under the FDI policy; and (ii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

AS PER THE EXTANT POLICY OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE.

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 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.

RESTRICTIONS ON TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES AND ON THEIR CONSOLIDATION OR SPLITTING

Except for lock-in of the Pre- Issue Equity Shares and Promoter minimum contribution in the Issue as detailed in the Section titled ***"Capital Structure"*** beginning on page 59 of this Draft Red Herring Prospectus, and except as provided in the Articles of Association of our Company, there are no restrictions on transfer and transmission and on their consolidation/splitting of Equity Shares. For further details, please refer to the Section titled, ***"Description of Equity Shares and Terms of the Articles of Association"***, beginning on page 295 of this Draft Red Herring Prospectus.

The above information is given for the benefit of the Applicants. The Applicants are advised to make their own enquiries about the limits applicable to them. Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the BRLM are not liable to inform the investors of any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares Applied for do not exceed the applicable limits under laws or regulations.

ALLOTMENT OF EQUITY SHARES IN DEMATERIALIZED FORM

As per Section 29 of the Companies Act, 2013 and in accordance with SEBI (ICDR) Regulations, every company making public Issue shall issue securities only in dematerialized form only. Hence, the Equity Shares being Issued can be applied for in the dematerialized form only. Further, it has been decided by the SEBI that trading in securities of companies making an initial public Issue shall be in dematerialized form only. The Equity Shares on Allotment will be traded only on the dematerialized segment of the SME Platform of BSE Limited.

Furnishing the details of depository account is mandatory and applications without depository account shall be treated as incomplete and rejected.

MIGRATION TO MAIN BOARD

SEBI vide Circular Nos. CIR/MRD/DSA/17/2010 dated May 18, 2010, has stipulated the requirements for migration from SME platform to Main Board. BSE has reviewed its criteria for Migration of SME Companies to BSE Main Board dated **November 24, 2023** vide notice no. **20231124-55** effective from **January 01, 2024** as follows:

Eligibility Criteria	Details
Paid up capital	Atleast ₹10.00 crores
Market capitalization	**Average of 6 months market cap** **Migration:** Rs. 100 crs **Direct listing:** Rs. 1000 crs Note: for the purpose of calculating the average market cap., the aggregate of daily market cap on the days the scrip has traded, shall be divided by the total no.

Eligibility Criteria	Details
	of trading days during the said 6 months period.
Market Liquidity	• At least 5% of the weighted average number of equity shares listed should have been traded during such six months' period • Trading on atleast 80% of days during such 6 months period • Min. average daily turnover of Rs. 10 lacs and min. daily turnover of Rs. 5 lacs during the 6 month period • Minimum Average no. of daily trades of 50 and min. daily trades of 25 during the said 6 months period Note: for the purpose of calculating the average daily turnover and average no. of daily trades, the aggregate of daily turnover and no. of daily trades on the days the scrip has traded, shall be divided by the total no. of trading days, respectively, during the said 6 months period.
Operating Profit (EBITDA)	**Average of Rs. 15 crore.** on a restated consolidated basis, in preceding 3 years (of 12 months each), with operating profit in each of these 3 years, **with a minimum of Rs. 10 crores in each of the said 3 years.** In case of name change within the last one year, at least **50%** per cent. of the revenue, calculated on a restated and consolidated basis, for the preceding one full year has been earned by it from the activity indicated by its new name.
Networth	Rs. 1 crore in each of the preceding three full years (of twelve months each), calculated on a restated and consolidated basis;
New Tangible Assets	At least Rs. 3 crs, on a restated and consolidated basis, in each of the preceding three full years (of twelve months each), of which not more than fifty per cent. are held in monetary assets: Provided that if more than fifty per cent. of the net tangible assets are held in monetary assets, the company has utilised or made firm commitments to utilise such excess monetary assets in its business or project
Promoter holding	At least 20% at the time of making application. For this purpose, shareholding of promoter group may also be considered for any shortfall in meeting the said requirement. Not applicable to companies that have sought listing through IPO, without identifiable promoters
Lock In of promoter/ promoter group shares	6 months from the date of listing on the BSE. Not applicable to SME companies migrating to main board
Regulatory action	1. No SEBI debarment orders is continuing against the Company, any of its promoters, promoter group or directors or the any other company in which they are promoter/ promoter group or directors 2. The company or any of its promoters or directors is not a wilful defaulter or a fraudulent borrower. 3. Promoters or directors are not fugitive economic offender 4. The company is not admitted by NCLT for winding up or under IBC pursuant to CIRP 5. Not suspended from trading for non-compliance with SEBI (LODR) Regs or reasons other than for procedural reasons during the last 12 months.
Promoter Shareholding	100% in demat form
Compliance with LODR Regs	3 years track record with no pending non-compliance at the time of making the application
Track record in terms of Listing	Listed for atleast 3 years
Public Shareholder	Min. 1000 as per latest shareholding pattern
Other Parameters	1. No pending Defaults w.r.t bonds/ debt instrument/ FD by company, promoters/ promoter group /promoting company(ies), Subsidiary Companies 2. Certificate from CRA for utilization of IPO proceeds and further issues post listing on SME. 3. Not under any surveillance measures/actions i.e "ESM", "ASM", "GSM category" or T-to-T for surveillance reasons at the time of filing of application. 2 months cooling off from the date the security has come out of T-to-T category or date of graded surveillance action/measure.
Score ID	No pending investor complaints on SCORES.
Business Consistency	Same line of business for 3 years.

Eligibility Criteria	Details
	at least 50% of the revenue from operations from such continued business activity.
Audit Qualification	No audit qualification w.r.t. going concern or any material financial implication and such audit qualification is continuing at the time of application.

As per the recent amendments of SEBI ICDR Regulation, 2018 dated March 03, 2025, please note:
Where the post-issue paid-up capital pursuant to further issue of capital including by way of rights issue, preferential issue, bonus issue, is increasing to more than Rs. 25 crores, the issuer may undertake further issuance of capital without migration from SME exchange to the main board, subject to the issuer undertaking to comply with the provisions of the SEBI (LODR) Regulations, as applicable to companies listed on the main board of the stock exchange(s).

MARKET MAKING

The Equity Shares offered through this Issue are proposed to be listed on the SME Platform of BSE Limited, wherein [●] is the Market Maker to this Issue shall ensure compulsory Market Making through the registered Market Makers of the BSE SME for a minimum period of three (3) years from the date of listing on the SME Platform of BSE Limited. For further details of the agreement entered into between our Company, the Book Running Lead Manager and the Market Maker please refer to Section titled, "General Information- Details of the Market Making Arrangements for this Issue" beginning on page 46 of this Draft Red Herring Prospectus.

NEW FINANCIAL INSTRUMENTS

There are no new financial instruments such as Deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company through this issue.

JURISDICTION

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/authorities in ***Bangalore, Karnataka***, ***India.***

The Equity Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and may not be Issued or sold within the United States to, or for the account or benefit of "U.S. persons" (as defined in Regulation S), except pursuant to an exemption from or in a transaction not subject to, registration requirements of the U.S. Securities Act and applicable U.S. state Securities laws. Accordingly, the Equity Shares are only being Issued or sold outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those Issues and sales occur.

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

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229(2) of Chapter IX of the SEBI (ICDR) Regulations 2018, whereby, an issuer whose post issue face value capital is less than ten crore rupees, issue shares to the public and propose to list the same on the SME platform of BSE Limited. For further details regarding the salient features and terms of such this Issue, please refer to Sections titled "Terms of the Issue" and "Issue Procedure" beginning on pages 230 and 239, respectively, of this Draft Red Herring Prospectus.

The present Issue of **39,20,000** Equity Shares at an issue price of ₹[●]/- each aggregating to ₹ [●] Lakhs by our Company. The Issue and the Net Issue will constitute [●]% and [●]% respectively of the post issue paid up equity share capital of the Issuer Company.

Particulars of the Issue(2)	Market Maker Reservation Portion	QIBs(1)	Non – Institutional Investors	Individual Investors
Number of Equity Shares	Upto [●] Equity Shares of face value of Rs. 10/- each	Not more than [●] Equity Shares of face value of Rs. 10/- each	Not less than [●] Equity Shares of face value of Rs. 10/- each	Not less than [●] Equity Shares of face value of Rs. 10/- each
Percentage of Issue Size available for allocation	[●]% of the Issue Size	Not more than 50% of the Net Issue being available for allocation to QIB Bidders. However, up to 5% of the Net QIB Portion will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be added to the Net QIB Portion.	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment/Allocation if respective category is oversubscribed(3)	Firm Allotment	Proportionate as follows (excluding Anchor Investor Portion): a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and b) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to [●] Equity Shares) may be allocated on a discretionary basis to Anchor Investors of which one-third shall be	Proportionate	Proportionate

Particulars of the Issue[2]	Market Maker Reservation Portion	QIBs[1]	Non – Institutional Investors	Individual Investors
		available for allocation to Domestic Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.		
Mode of Application	Through ASBA Process Only	Through ASBA Process Only	Through ASBA Process or up to Rs. 5.00 lakhs through UPI for Individual Investors	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialised form.			
Minimum Application Size	[●] Equity Shares of face value of Rs. 10/- each	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of ₹10/- each that the Bid exceeds two lots	Such number of Equity Shares and in multiples of [●] Equity Shares of face value of ₹10/- each that the Bid exceeds two lots	Two lots with minimum application size of above Rs 2 lakhs
Maximum Application Size	[●] Equity Shares of face value of Rs. 10/- each	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the issue (excluding the QIB portion), subject to limits as applicable to the Bidder	Two lots with minimum application size of above Rs 2 lakhs
Trading Lot	[●] Equity Shares. However, the Market Makers may accept odd lots if any in the market as required under the SEBI (ICDR) Regulations, 2018.	[●] Equity Shares of face value of ₹10/- each and in multiples thereof	[●] Equity Shares of face value of ₹10/- each and in multiples thereof	[●] Equity Shares of face value of ₹10/- each and in multiples thereof
Terms of Payment	**In case of Anchor Investors:** Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids.[4] **In case of all other bidders:** Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank through the UPI Mechanism, that is specified in the ASBA Form at the time of submission of the ASBA Form.[4]			

This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.

(1) Our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI (ICDR) Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price

(2) In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018 this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.

(3) Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Managers and the Designated Stock Exchange, subject to applicable laws.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Bid-cum-Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Issue Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

Notes:

a) Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price Anchor Investor Allocation Price.

b) In the event that a Bid was submitted in joint names, the relevant Bidders were required to ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the Bid Form. The Bid Form should contain only the name of the First Bidder whose name appeared as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder was required in the Bid Form and such First Bidder was deemed to have signed on behalf of the joint holders.

WITHDRAWAL OF THE ISSUE

Our Company, in consultation with the Book Running Lead Manager, reserves the right not to proceed with the Issue at any time before the Issue Opening Date, without assigning any reason thereof.

In case, our Company wishes to withdraw the Issue after Issue Opening but before allotment, our Company will give public notice giving reasons for withdrawal of Issue. The public notice will appear in two (2) widely circulated national newspapers (one each in English and Hindi) and one (1) in regional newspaper where the registered office of the Company is situated.

The Book Running Lead Manager, through the Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) Working Day from the day of receipt of such instruction. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisements have appeared, and the Stock Exchange will also be informed promptly. If our Company withdraws the Issue after the Issue Closing Date and subsequently decides to undertake a public Issuing of Equity Shares, our Company will file a fresh Issue document with the stock exchange where the Equity Shares may be proposed to be listed.

Notwithstanding the foregoing, the Issue is subject to obtaining the final listing and trading approvals of the Stock Exchange with respect to the Equity Shares Issued through this Draft Red Herring Prospectus, which our Company will apply for only after Allotment.

ISSUE PROGRAMME

Event	Indicative Dates
Anchor Portion Offer Opens/Closes on	[●]
Bid/Issue Opening Date	[●]
Bid/Issue Closing Date	[●]
Finalisation of Basis of Allotment with BSE SME	On or before [●]
Initiation of Allotment / Refunds/ unblocking of ASBA Accounts or UPI Linke Bank Account	On or before [●]
Credit of Equity Shares to demat accounts of the Allottees	On or before [●]
Commencement of trading of the Equity Shares on BSE SME	On or before [●]

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

Applications and any revisions to the same will be accepted only between 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the Issue Period at the Application Centres mentioned in the Application Form.

Standardization of cut-off time for uploading of application on the issue closing date:

(a) A standard cut-off time of 3.00 PM for acceptance of applications.

(b) A standard cut-off time of 4.00 PM for uploading of applications received from other than individual applicants who applies for minimum application size.

(c) A standard cut-off time of 5.00 PM for uploading of applications received from only individual applicants who applies for minimum application size, which may be extended up to such time as deemed fit by BSE after taking into account the total number of applications received upto the closure of timings and reported by BRLM to BSE within half an hour of such closure.

It is clarified that Bids not uploaded in the book, would be rejected. In case of discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid form, for a particular bidder, the details as per physical application form of that Bidder may be taken as the final data for the purpose of allotment.

Due to limitation of time available for uploading the application on the Issue Closing Date, Applicants are advised to submit their applications one day prior to the Issue Closing Date and, in any case, not later than 3:00 p.m. IST on the Issue Closing Date. Any time mentioned in this Red Herring Prospectus is IST. Applicants are cautioned that, in the event a large number of applications are received on the Issue Closing Date, as is typically experienced in public Issues, some applications may not get uploaded due to lack of sufficient time. Such applications that cannot be uploaded will not be considered for allocation under this Issue.

Applications will be accepted only on Working Days, i.e., Monday to Friday (excluding any public holiday).

ISSUE PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the **"General Information Document"**), which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged Red Herring Prospectus accompanying the Application Form. The General Information Document is available on the websites of the Stock Exchanges and the Book Running Lead Managers. Please refer to the relevant provisions of the General Information Document which are applicable to the Issue especially in relation to the process for Bids by Individual Investors through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

*Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note ("**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 bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (xi) applicable provisions of Companies Act relating to punishment for fictitious applications; (xii) mode of making refunds; and (xiii) interest in case of delay in Allotment or refund.*

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("UPI") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for Individual Investors 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, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by 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 Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, has decided to **continue with the UPI Phase II till further notice.** Thereafter, the final reduced timeline of T+3 days has been made effective using the UPI Mechanism for applications by Individual Investors ("**UPI Phase III**"), is prescribed by SEBI vide circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 effective from issue opening on or after September 01, 2023 on voluntary basis and on or after December 01, 2023 on mandatory basis. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time.*

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, ("UPI Streamlining Circular") read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 and SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 has introduced certain additional measures for streamlining the process of initial public offers and redressing investor grievances. This circular shall come into force for initial public offers opening on or after May 1, 2021, except as amended pursuant to SEBI circular SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus.

Further, SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 has further reduced the time period for refund of applications money from four days to two days from issue closing date viz. initiation not later than 09.30 am on T+2 day (T is issue Closing Date) and completion before 2.00 pm on T+2 day for fund transfer and completion before 4.00pm on T+2 day for unblocking.

SEBI vide Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 05, 2022, which came into force for public issue opening on or after May 01, 2022 has decided that all Individual Investors applying in Public Issues where the application amount is upto Rs. 5 Lakhs shall use UPI.

Further, as per SEBI circular no SEBI/HO/CFD/DIL2/CIR/P/2022/75 dated May 30, 2022. All ASBA applications in Public Issues shall be processed only after the application money is blocked in the investor's bank accounts. The provisions of the circular shall be for all issues opening from September 01, 2022 onwards.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of Rs.100 per day for the entire duration of delay exceeding two Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLM shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Our Company and the BRLM do not accept any responsibility for the completeness and accuracy of the information stated in this section and the General Information Document and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus. Further, our Company and the BRLM are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

Phased implementation of Unified Payments Interface (UPI)

SEBI has issued the various UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by Individual Investors through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a Individual Investor had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 had extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020 dated March 30, 2020 decided to continue Phase II of UPI with ASBA until further notice. Under this phase, submission of the ASBA Form by Individual Investors through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI Mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("T+3 Notification"). In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Issue shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

This Issue is mandatorily being made under Phase III of the UPI Mechanism.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI RTA Master Circular in a format as prescribed by SEBI, from time to time, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as the Sponsor Bank(s) to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Individual investors bidding under the Non-Institutional Portion bidding for more than ₹ 200,000 and up to ₹ 500,000, using the UPI Mechanism, shall provide their UPI ID in the Bid-cum-Application Form for Bidding through Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

Pursuant to 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, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023("UPI Streamlining Circular"), SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Streamlining Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the Book Running Lead Manager, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the Book Running Lead Manager. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the Book Running Lead Manager will be required to compensate the concerned investor.

BOOK BUILD ISSUE PROCEDURE

In terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 252 of SEBI ICDR Regulations, 2018, the Issue is being made for at least 25% of the post-Issue paid-up Equity Share capital of our Company. The Issue is being made under Regulation 229(2) of Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 via book building process wherein not more than 50% of the Issue shall be allocated on a proportionate basis to QIBs, provided that our Company and may, in consultation with the BRLM, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. Further, not less than 15% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Investors (of which one third of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than two lots and up to such lots equivalent to not more than ₹10 lakhs; and two-thirds of the Non-Institutional Portion shall be reserved for Bidders with an application size of more than ₹10 lakhs) and under-subscription in either of these two sub-categories of Non-Institutional Portion may be allocated to Bidders in the other subcategory of Non-Institutional Portion, subject to valid Bids being received at or above the Issue Price and not less than 35% of the Net Issue shall be available for allocation to Individual Investors who applies for minimum application size in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Subject to valid Bids being received at or above the Issue Price, undersubscription, if any, in any category, except the QIB Portion, would be allowed to be met with spill-over from any other category or a combination of categories at the discretion
of our Company in consultation with the Book Running Lead Manager, and the Designated Stock Exchange. However, undersubscription, if any, in the QIB Portion will not be allowed to be met with spillover from other categories or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised segment of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID (for UPI Bidders using UPI Mechanism), as applicable, shall be treated as incomplete and will be rejected. Bidders will not have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialized subsequent to Allotment of the Equity Shares in the Offer, in compliance with applicable laws.

Bidder must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021 and September 17, 2021, read with CBDT circular no.7 of 2022, dated March 30, 2022, read with press release dated March 28, 2023, read with subsequent circulars issued in relation thereto.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE (www.bseindia.com), at least one day prior to the Bid/ Issue Opening Date.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details or authorization to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the Individual Bidders using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected. Since the Offer is made under Phase III of the UPI Circulars, ASBA Bidders may submit the ASBA Form in the manner below:

i. Individual Investors (other than the Individual Investors using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

ii. Individual Investors using the UPI Mechanism, may submit their ASBA Forms with the Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs, or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers.

iii. QIBs and NIBs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

Anchor Investors are not permitted to participate in the Offer through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the Book Running Lead Manager. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

Category	Colour
Anchor Investor**	White*
Resident Indians, including resident QIBs, Non-Institutional Investors, Individual Investors and Eligible NRIs applying on a non-repatriation basis	
Non-Residents including Eligible NRIs, FII's, FVCIs etc. applying on a repatriation basis	Blue*

** Excluding electronic Application Form.*

*** Electronic Bid Forms will also be available on the websites of the Company (https://silpl.rathigroup.info/), BRLM (www.finshoregroup.com) and Stock Exchange, i.e., BSE (www.bseindia.com). Same Application Form applies to all ASBA Bidders/ Individual Bidders applying through UPI mechanism, irrespective of whether they are submitted to the SCSBs, to the Registered Brokers, to Registrars to an Issue and Share Transfer Agents, Depository Participants or to the Syndicate (in Specified Cities).*

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by Individual Investors
(without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system
of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a
bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s). Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor
Bank at the time of submitting the Application.

ELECTRONIC REGISTRATION OF BIDS

a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

   a) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such
   b) time as may be permitted by the Stock Exchange and as disclosed in the Red Herring Prospectus.

c) Only Bids that are uploaded on the Stock Exchange Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 1:00 pm on the next Working Day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

SUBMISSION AND ACCEPTANCE OF BID FORMS

An Investor, intending to subscribe to this Offer, shall submit a completed Bid Form to any of the following intermediaries (Collectively called – Designated Intermediaries")

Sl No.	Designated Intermediaries
1	An SCSB, with whom the bank account to be blocked, is maintained
2	A syndicate member (or sub-syndicate member)
3	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) ('broker')
4	A depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)
5	A registrar to an Issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

- Bidders shall only use the specified Bid Form for making an Application in terms of the Red Herring Prospectus.

- The Bid Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

- Individual investors submitting application with any of the entities at (1) to (5) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Form.

- The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the Bid Form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For Applications submitted by investors to intermediaries other than SCSBs:	After accepting the Bid Form, respective intermediary shall capture and upload the relevant details in the electronic bidding system of stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to intermediaries other than SCSBs with use of UPI for payment:	After accepting the Bid Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

Availability of Draft Red Herring Prospectus and Bid Cum Application Forms

Copies of the Bid cum Application Form and the abridged prospectus will be available at the offices of the Book Running Lead Manager, the Designated Intermediaries at Bidding Centres and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of SCSBs (via Internet Banking) and BSE (www.bsesme.com) at least one day prior to the Bid/ Issue Opening Date.

Bid cum application for Anchor Investor shall be made available at the Office of the Book Running Lead Manager.

WHO CAN BID?

Each Bidder should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Applicants, such as NRIs, FPIs and FVCIs may not be allowed to apply in the Issue or to hold Equity Shares, in excess of certain limits specified under applicable law. Applicants are requested to refer to the Application Form and GID for more details.

Subject to the above, an illustrative list of Applicants is as follows:

i. Indian nationals resident in India who are competent to contract under the Indian Contract Act,1872, in single or joint names (not more than three);
ii. Applications belonging to an account for the benefit of a minor (under guardianship);
iii. 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". Application by HUFs will be considered at par with Applications from individuals;

iv. Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
v. QIBs;
vi. NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
vii. Qualified Foreign Investors subject to applicable law;
viii. Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
ix. Trusts/ societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/ societies and who are authorised under the irrespective constitutions to hold and invest in equity shares;
x. Limited liability partnerships registered under the Limited Liability Partnership Act,2008;
xi. Insurance companies registered with IRDAI;
xii. Mutual Funds registered with SEBI;
xiii. FPIs other than Category III Foreign Portfolio Investor;
xiv. Category III Foreign Portfolio Investors, which are foreign corporates or foreign individuals only under the Other Investors Category;
xv. Scientific and/ or industrial research organizations authorised in India to invest in the Equity Shares; and
xvi. Any other person eligible to Apply in this Issue, under the laws, rules, regulations, guidelines and polices applicable to them.

Applications should not to be made by:
i. Minors (except through their Guardians)
ii. Partnership firms
iii. Foreign Nationals (except NRIs)
iv. 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 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.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, 1933 (the “U.S. Securities Act”) or the securities laws of any state of 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, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sales occur.

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.

The information below is given for the benefit of the applicants. Our Company, and the Book Running Lead Manager do not accept responsibility for the completeness and accuracy of the information stated. Our Company, and the Book Running Lead Manager is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and ensure that the number of Equity Shares applied for does not exceed the limits prescribed under laws or regulations.

MAXIMUM AND MINIMUM APPLICATION SIZE:

1. **For Individual Bidders**
   The Application must be for a minimum of two lots Provided that the minimum application size shall be above ₹2 lakhs. In case of revision of Applications, the Individual Bidders have to ensure that the Application lots are two lots and amount exceeds Rs 2,00,000 as applicable.

2. **For Other than Individual Investors (Non-Institutional Applicants and QIBs)**:
   The Application must be for more than two lots and in multiples of [●] Equity Shares thereafter. An Application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

   In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application. Amount is for more than two lots for being considered for allocation in the Non-Institutional Portion.

   Bidders are advised to ensure that any single Application from them does not exceed the investment limits or maximum
   number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Draft Red Herring Prospectus.

   The above information is given for the benefit of the Bidders. The Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

METHOD OF BIDDING PROCESS

Our Company, in consultation with the BRLM will decide the Price Band and the minimum Bid lot size for the Issue and the same shall be advertised in all editions of the English national newspaper Financial Express, all editions of Hindi national newspaper [●] and [●] Edition of Regional newspaper [●], where the registered office of the company is situated, each with wide circulation at least two Working Days prior to the Bid / Issue Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Issue Period.

a) The Bid / Issue Period shall be for a minimum of three (3) Working Days and shall not exceed ten (10) Working Days. The Bid/ Issue Period maybe extended, if required, by an additional three (3) Working Days, subject to the total Bid/ Issue Period not exceeding ten (10) Working Days. Any revision in the Price Band and the revised Bid / Issue Period, if applicable, will be published in all editions of [●], English national newspaper, all editions of [●], Hindi national newspaper and [●] edition [●], Regional newspaper of Karnataka, place where the registered office of the company is situated, each with wide circulation and also by indicating the change on the websites of the BRLM and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

b) During the Bid/ Issue Period, Individual Bidders, should approach the BRLM or their authorized agents to register their
   Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids.

c) Each Bid Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled "Bids at Different Price Levels and Revision of Bids" below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Issue Price, the maximum number of Equity Shares Bid for by a Bidder at or above the Issue Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid.

d) The Bidder / Bidder cannot Bid through another Bid Form after Bids through one Bid Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Issue. However, the Bidder can revise the Bid through the Revision Form, the procedure for which is detailed under the paragraph "Buildup of the Book and Revision of Bids".

e) The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, ("TRS"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid Form.

f) Upon receipt of the Bid Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid Form, prior to uploading such Bids with the Stock Exchange.

g) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB shall reject such Bids and shall not upload such Bids with the Stock Exchange.

h) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the Bid Amount mentioned in the Bid Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

i) The Bid Amount shall remain blocked in the aforesaid ASBA Account until finalization of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Issue Account, or until withdrawal/failure of the Issue or until withdrawal/rejection of the Bid Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Issue shall send an appropriate request to the SCSB for unblocking the relevant ASBA Accounts and for transferring the amount allocable to the successful Bidders to the Public Issue Account. In case of withdrawal/failure of the Issue, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Issue.

BIDS AT DIFFERENT PRICE LEVELS AND REVISION OF BIDS

a) Our Company in consultation with the BRLM, and without the prior approval of, or intimation, to the Bidders, reserves the right to revise the Price Band during the Bid/ Issue Period, provided that the Cap Price shall be less than or equal to 120% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. The revision in Price Band shall not exceed 20% on the either side i.e. the floor price can move up or down to the extent of 20% of the floor price disclosed. If the revised price band decided, falls within two different price bands than the minimum application lot size shall be decided based on the price band in which the higher price falls into.

b) Our Company in consultation with the BRLM, will finalize the Issue Price within the Price Band, without the prior approval of, or intimation, to the Bidders.

c) The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.

d) Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Individual Bidders shall submit the Bid Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price.

c) The price of the specified securities offered to an anchor investor shall not be lower than the price offered to other Bidders.

PARTICIPATION BY ASSOCIATES /AFFILIATES OF BRLM AND THE SYNDICATE MEMBERS

The BRLM, Market Maker and the Underwriter, if any shall not be entitled to subscribe to this Issue in any manner except towards fulfilling their underwriting and market making obligations. However, associates/affiliates of the BRLM and Syndicate Members, if any may subscribe for Equity Shares in the Issue, either in the QIB Category or in the Non-Institutional Category as may be applicable to the Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Neither the BRLM nor any persons related to the BRLM (other than Mutual Funds sponsored by entities related to the BRLM), Promoters and Promoter Group can apply in the Issue under the Anchor Investor Portion.

BID BY MUTUAL FUNDS

As per the current regulations, the following restrictions are applicable for investments by Mutual fund:

No mutual fund scheme shall invest more than 10% of its net asset value in the Equity Shares or equity related instruments of any Company provided that the limit of 10% shall not be applicable for investments in index funds or sector or industry specific funds. No mutual fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

With respect to Applications by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged with the Application Form. Failing this, our Company reserves the right to accept or reject any Application in whole or in part, in either case, without assigning any reason thereof.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

The Bid/Application made by Asset Management Companies or custodians of Mutual Funds shall specifically state the names of the concerned schemes for which the Applications are made.

BID BY ELIGIBLE NRI'S

Only Applications accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRIs intending to make payment through freely convertible foreign exchange and Applying on a repatriation basis could make payments through the ASBA process only by blocking the funds for the amount payable on application in their NRE Account or FCNR Accounts, maintained with banks authorised by the RBI to deal in foreign exchange.

Eligible NRIs applying on a repatriation basis are advised to use the Application Form meant for Non-Residents, accompanied by a bank certificate confirming that the payment has been made by blocking the relevant funds in their NRE or FCNR account, as the case may be. Payment for Application by non-resident Applicants applying on a repatriation basis will not be accepted out of NRO accounts for the full Application amount, at the time of 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).

BID BY HUF

Application by Hindu Undivided Families or HUFs should be 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". Application by HUFs will be considered at par with Applications by individuals.

BID BY FPI'S

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) is not permitted to exceed 10% of our post-Issue Equity Share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased upto the sectoral cap by way of a resolution passed by the Board of Directors followed by a special resolution passed by the Shareholders of our Company and subject to prior intimation to the RBI.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital of our Company, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

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 a FPI against securities held by it that are listed or proposed to be listed on any recognized stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms. 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. In case of Applications made by FPIs, a verified true copy of the certificate of registration issued by the designated depository participant under the FPI Regulations is required to be attached along with the Application form, failing which our Company reserves the right to reject the Application without assigning any reasons thereof.

BID BY BANKING COMPANIES

In case of Applications made by banking companies registered with the RBI, certified copies of: (i) the certificate of registration issued by the 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 reserves the right to reject any Application by a banking company without assigning any reason therefor.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949, as amended (the "Banking Regulation Act"), and the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the paid-up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10% of the bank's 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 bank's interest on loans/investments made to a company. The bank is required to submit a timebound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions 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.

BID BY SCSB'S

SCSBs participating in the Issue are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making 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 ASBA applications.

BID BY SEBI REGISTERED VENTURE CAPITAL FUNDS, ALTERNATIVE INVESTMENT FUNDS AND FOREIGN VENTURE CAPITAL INVESTORS

The SEBI VCF Regulations and the SEBI FVCI Regulations, as amended, inter alia prescribe the investment restrictions on VCFs and FVCIs, respectively, registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs.

Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only upto 33.33% of the investible funds in various prescribed instruments, including in public offerings.

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 Regulations.

All Non-Resident Applicants including Eligible NRIs, 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 / or commission. There is no reservation for Eligible NRIs, FIIs and FVCIs and all Applicants will be treated on the same basis with other categories for the purpose of allocation.

Further, according to the SEBI Regulations, the shareholding of VCFs, category I or II AIFs and FVCIs held in a company prior to making an initial public offering would be exempt from lock-in requirements only if the shares have been held by them for at least one year prior to the time of filing the Draft Red Herring Prospectus with SEBI. However, such equity shares shall be locked in for a period of at least one year from the date of purchase by the VCF, category I or II AIF or FVCI, as the case may.

BID 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.

BID BY INSURANCE COMPANIES

In case of Applications made by Insurance Companies, 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, 2016 (the "IRDAI Investment Regulations") are broadly set forth below:

a) Equity shares of a company: the lower of 10% of the outstanding Equity Shares (face value) or 10% of the respective fund in case of life insurer or 10% of investment assets in case of general insurer or reinsurer;

b) The entire group of the investee company: 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
c) 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 points (i), (ii) and (iii) above, as the case may be.

The above limit of 10.00% shall stand substituted as 15.00% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12.00% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000.00 million or more but less than ₹2,500,000.00 million.

Insurance companies participating in this Issue, shall comply with all applicable regulations, guidelines and circulars issued by IRDA from time to time.

BID BY PROVIDENT FUNDS/ PENSION FUNDS

In case of Applications made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹250 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.

BID UNDER POWER OF ATTORNEY

In case of Applications made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Mutual Funds, Eligible FPIs, insurance companies Systemically Important Non-Banking Financial Companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), 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, as applicable must be lodged along with the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor.

BID BY SYSTEMICALLY IMPORTANT NON-BANKING FINANCIAL COMPANIES

In case of Application by Systemically Important Non-Banking Financial Companies, certified copy of a) the certificate of registration issued by RBI, b) certified copy of its latest audited financial statement on a standalone basis and a net worth certificate from its statutory auditor and c) such other approval as may be required by Systemically Important Non-Banking Financial Companies are required to be attached to the Application Form. Failing this, our Company reserves the right to accept or reject any such Application without assigning any reasons therefor. Systemically Important Non-Banking Financial Companies participating in this Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to make their independent investigations and 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 Red Herring Prospectus.

The above information is given for the benefit of the Bidders. Our Company and the Book Running Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of the Draft Red Herring Prospectus, when filed. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable laws or regulations and as specified in the Draft Red Herring Prospectus, when filed.

BIDS BY ANCHOR INVESTORS

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Issue for up to 60% of the QIB Portion in accordance with the SEBI Regulations. Only QIBs as defined in Regulation 2(1)(ss) of the SEBI Regulations and not otherwise excluded pursuant to Schedule XIII of the SEBI Regulations are eligible to invest. The QIB Portion will be reduced in proportion to allocation under the Anchor Investor Portion. In the event of undersubscription in the Anchor Investor Portion, the balance Equity Shares will be added to the QIB Portion. In accordance with the SEBI Regulations, the key terms for participation in the Anchor Investor Portion are provided below:

1) Anchor Investor Bid Forms will be made available for the Anchor Investors at the offices of the BRLM.

2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200.00 Lakhs. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of 200.00 Lakhs

3) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

4) Bidding for Anchor Investors will open one Working Day before the Bid/ Issue Opening Date and be completed on the same day.

5) Our Company in consultation with the BRLM, will finalize allocation to the Anchor Investors on a discretionary basis, provided that the minimum and maximum number of Allottees in the Anchor Investor Portion will be, as mentioned below:
• where allocation in the Anchor Investor Portion is up to 200.00 Lakhs, maximum of 2 (two) Anchor Investors.
• where the allocation under the Anchor Investor Portion is more than 200.00 Lakhs but up to 2500.00 Lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor; and
• where the allocation under the Anchor Investor portion is more than 2500.00 Lakhs:(i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to 2500.00 Lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500.00 Lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100.00 Lakhs per Anchor Investor.

6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Issue Period. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLM before the Bid/ Issue Opening Date, through intimation to the Stock Exchange.

7) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

8) If the Issue Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Issue Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 1 (one) Working Days from the Bid/ Issue Closing Date. If the Issue Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Issue Price.

9) At the end of each day of the bidding period, the demand including allocation made to anchor investors, shall be shown graphically on the bidding terminals of syndicate members and website of stock exchange offering electronically linked transparent bidding facility, for information of public.

10) Fifty percent of the Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 90 and other fifty will be locked in for 30 days from the date of Allotment.

11) The BRLM, our Promoters, Promoter Group or any person related to them (except for Mutual Funds sponsored by entities related to the BRLM) will not participate in the Anchor Investor Portion. The parameters for selection of Anchor Investors will be clearly identified by the BRLM and made available as part of the records of the BRLM for inspection by SEBI.

12) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

13) Anchor Investors are not permitted to Bid in the Issue through the ASBA process.

ISSUANCE OF ALLOTMENT ADVICE (CAN)

1) Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Issue shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Issue.

2) The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Issue. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

ISSUE PROCEDURE FOR APPLICATION SUPPORTED BY BLOCKED ACCOUNT (ASBA)

Applicants In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Applicants have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Applicants are advised to make their independent investigations and to ensure that the ASBA Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes. For details on designated branches of SCSB collecting the Application Form, please refer the above-mentioned SEBI link.

TERMS OF PAYMENT

The entire Issue price of ₹[●]/- per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Applicants.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Issue Account, the balance amount after transfer will be unblocked by the SCSBs.

The applicants should note that the arrangement with Bankers to the Issue or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Issue and the Registrar to the Issue to facilitate collections from the Applicants.

PAYMENT MECHANISM

The Bidders shall specify the bank account number in their Bid Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the

Registrar to unblock the Application Amount. However, Non-Institutional Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Form or for unsuccessful Bid Forms, the Registrar to the Offer shall give instructions to the SCSBs to unblock the application money in the relevant bank account within one day of receipt of such instruction. The Application Amount shall remain blocked in the ASBA Account until finalization of the Basis of Allotment in the Offer and consequent transfer of the Application Amount to the Public Offer Account, or until withdrawal/ failure of the Offer or until rejection of the Application by the ASBA Bidder, as the case may be. Please note that, in terms of SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, all the investors applying in a public Offer shall use only Application Supported by Blocked Amount (ASBA) process for application providing details of the bank account which will be blocked by the Self-Certified Syndicate Banks (SCSBs) for the same. Further, pursuant to SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018, Individual Investors applying in public Offer have to use UPI as a payment mechanism with Application Supported by Blocked Amount for making application.

PAYMENT INTO ESCROW ACCOUNT FOR ANCHOR INVESTORS

All the investors other than Anchor Investors are required to bid through ASBA Mode. Anchor Investors are requested to note the following:

Our Company in consultation with the Book Running Lead Manager, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors.

a) For Anchor Investors, the payment instruments for payment into the Escrow Account should be drawn in favour of

In case of resident Anchor Investors: — “[●] – Anchor Account- R”

In case of Non-Resident Anchor Investors: — “[●] – Anchor Account- NR”

b) Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Syndicate, the Escrow Collection Bank and the Registrar to the Issue to facilitate collections from the Anchor Investors.

ELECTRONIC REGISTRATION OF APPLICATIONS

1. The Designated Intermediaries will register the applications using the on-line facilities of the Stock Exchange.
2. The Designated Intermediaries will undertake modification of selected fields in the application details already uploaded before 1.00 p.m. of next Working Day from the Issue Closing Date.
3. The Designated Intermediaries shall be responsible for any acts, mistakes or errors or omissions 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) with respect to applications by Applicants, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Application form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Issue, shall be responsible for any acts, mistakes or errors or omission and commissions in relation to, (i) The applications accepted by any Designated Intermediaries (ii) The applications uploaded by any Designated Intermediaries or (iii) The applications accepted but not uploaded by any Designated Intermediaries
5. The Stock Exchange will offer an electronic facility for registering applications for the Issue. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Issue Period. The Designated Branches or agents of Designated Intermediaries can also set up facilities for off-line electronic registration of applications subject to the condition that they will subsequently upload the off-line data file into the online facilities on a regular basis. On the Issue Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.
6. With respect to applications by Applicants, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Application Forms to Designated Branches of the SCSBs for blocking of funds:

ii.

Sl. No.	Details*
1	Symbol
2	Intermediary Code
3	Location Code
4	Application No.
5	Category
6	PAN
7	DP ID
8	Client ID
9	Quantity
10	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

1. With respect to applications by Applicants, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Applicants into in the on-line system:
   - Name of the Applicant;
   - IPO Name;
   - Application Form Number;
   - Investor Category;
   - PAN (of First Applicant, if more than one Applicant);
   - DP ID of the demat account of the Applicant;
   - Client Identification Number of the demat account of the Applicant;
   - Number of Equity Shares Applied for;
   - Bank Account details;
   - Locations of the Banker to the Issue or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
   - Bank account number.
2. In case of submission of the Application by an Applicant through the Electronic Mode, the Applicant shall complete the above-mentioned details and mention the bank account number, except the Electronic ASBA Application Form number which shall be system generated.
3. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
4. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
5. In case of Other than Individual Investors and Individual Investors, applications would not be rejected except on the technical grounds as mentioned in the Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
6. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoter, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
7. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Issue Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Issue Period, after which the Registrar to the Issue will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.
8. The SCSBs shall be given one day after the Issue Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Issue.
9. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the Book

a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the Book Running Lead Manager at the end of the Bid/ Issue Period.

b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchange may be made available at the Bidding centres during the Bid/ Issue Period.

Withdrawal of Bid
None of the bidders can withdraw their Bids or lower the size of their Bids at any stage.

Price Discovery and Allocation
a) Based on the demand generated at various price levels, our Company in consultation with the Book Running Lead Manager, shall finalise the Issue Price and the Anchor Investor Issue Price.

b) The SEBI (ICDR) Regulations, 2018 specify the allocation or Allotment that may be made to various categories of Bidders in an Issue depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Issue size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the Red Herring Prospectus. For details in relation to allocation, the Bidder may refer to the Red Herring Prospectus.

c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the Book Running Lead Manager and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

d) In case of under subscription in the Issue, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Issue. For allocation in the event of an undersubscription applicable to the Issuer, Bidders may refer to the Red Herring Prospectus.

e) In case if the Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category
shall be allotted that higher percentage.

f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the Book Running Lead Manager, subject to compliance with the SEBI Regulations.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹20 to ₹ 24 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below.

The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

BID QUANTITY	BID AMOUNT (₹)	CUMULATIVE QUANTITY	SUBSCRIPTION
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22.00 in the above example. The Issuer, in consultation with the BRLM, may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22.00. All Bids at or above this Offer Price and cutoff Bids are valid Bids and are considered for allocation in the respective categories.

Anchor Investors are not allowed to withdraw their Bids after Anchor Investors bidding date.

ISSUE RELATED ADVERTISEMENT

In terms of regulation 247 of SEBI ICDR, 2018 as amended

(1) The draft offer document filed with the SME exchange shall be made public for comments, if any, for a period of at least twenty one days from the date of filing, by hosting it on the websites of the issuer, SME exchange where specified securities are proposed to be listed i.e. BSE SME and Book Running Lead Manager associated with the issue.

(2) The issuer shall, within two working days of filing the draft offer document with the SME Exchange, make a public announcement in one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language newspaper with wide circulation at the place where the registered office of the issuer is situated, disclosing the fact of filing of the draft offer document with the SME exchange and inviting the public to provide their comments to the SME exchange, the issuer or the Book Running Lead Manager(s) in respect of the disclosures made in the draft offer document.

(3) The Book Running Lead Manager(s) shall, after expiry of the period stipulated in sub-regulation (1), file with the SME exchange, details of the comments received by them or the issuer from the public, on the draft offer document, during that period and the consequential changes, if any, that are required to be made in the draft offer document."

Pre-Issue and Price Band Advertisement

Subject to Section 30 of the Companies Act 2013, our Company shall, after filing the Red Herring Prospectus with the ROC, publish a pre-Issue and Price Band advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in (i) English National Newspaper; (ii) Hindi National Newspaper and (iii) Regional Newspaper each with wide circulation. In the pre-Issue advertisement, we shall state the Bid Opening Date and the Bid/Issue Closing Date and the floor price or price band along with necessary details subject to regulation 250 of SEBI (ICDR) Regulations. This advertisement, subject to the provisions of section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI Regulations.

Further, in terms of regulation 270 of SEBI ICDR, 2018 as amended The Book Running Lead Manager(s) shall ensure that advertisement giving details relating to subscription, basis of allotment, number, value and percentage of all applications including ASBA, number, value and percentage of successful allottees for all applications including ASBA, date of completion of dispatch of refund orders, as applicable, or instructions to self certified syndicate banks by the Registrar, date of credit of specified securities and date of filing of listing application, etc. is released within ten days from the date of completion of the various activities in the same newspapers in which the public announcement as mentioned above is published i.e. one English national daily newspaper with wide circulation, one Hindi national daily newspaper with wide circulation and one regional language daily newspaper with wide circulation at the place where registered office of the issuer is situated.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of the Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;
4. Ensure that the details about the PAN, DP ID, Client ID, UPI ID are correct and the Bidders depository account is active, as Allotment of the Equity Shares will be in the dematerialized form only;
5. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre;
6. If the first applicant is not the account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;
7. In case of Joint bids, ensure the first bidder is the ASBA Account holder (or the UPI linked bank account holder, as the case may be) and the signature of the first bidder is included in the Bid cum Application Form;
8. QIBs, Non-Institutional Bidders and the Individual Bidders should submit their Bids through the ASBA process only. However, pursuant to SEBI circular dated November 01, 2018, Individual Bidders may submit their bid by using UPI mechanism for payment.
9. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the

beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped acknowledgement of the Bid cum Application Form for all your Bid options;
11. Ensure that you have funds equal to the Bid Amount in the Bank Account maintained with the SCSB before submitting the Bid cum Application Form under the ASBA process or application forms submitted by Individual Bidders using UPI mechanism for payment, to the respective member of the Syndicate (in the Specified Locations), the SCSBs, the Registered Broker (at the Broker Centers), the RTA (at the Designated RTA Locations) or CDP (at the Designated CDP Locations);
12. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining 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 the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
17. Ensure that the category and the investor status is indicated;
18. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
19. Ensure that Bids submitted by any person outside India should be in compliance with applicable foreign and Indian laws;
20. Bidders should note that in case the DP ID, Client ID and the PAN mentioned in their Bid cum Application Form and entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as the case may be, do not match with the DP ID, Client ID and PAN available in the Depository database, then such Bids are liable to be rejected. Where the Bid cum Application Form is submitted in joint names, ensure that the beneficiary account is also held in the same joint names and such names are in the same sequence in which they appear in the Bid cum Application Form;
21. Ensure that the Bid cum Application Forms are delivered by the Bidders within the time prescribed as per the Bid cum Application Form and the Red Herring Prospectus;
22. Ensure that you have mentioned the correct ASBA Account number or UPI ID in the Bid cum Application Form;
23. Ensure that you have mentioned the details of your own bank account for blocking of fund or your own bank account linked UPI ID to make application in the Public Issue;
24. Ensure that on receipt of the mandate request from sponsor bank, you have taken necessary step in timely manner for blocking of fund on your account through UPI ID using UPI application;
25. Ensure that you have correctly signed the authorization / undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
26. Ensure that you receive an acknowledgement from the concerned Designated Intermediary, for the submission of your Bid cum Application Form.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid / revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not pay the Bid Amount in cash, by money order, cheques or demand drafts or by postal order or by stock invest;
4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;
5. Do not submit the Bid cum Application Forms to any non-SCSB bank or our Company;
6. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
7. Do not instruct your respective Banks to release the funds blocked in the ASBA Account under the ASBA process;
8. Do not Bid for a Bid Amount for less than ₹ 2,00,000/- (for Applications by Individual Bidders);
9. Do not Bid for a Bid Amount exceeding ₹ 500,000 (for Bids by UPI Bidders);

10. Do not fill up the Bid cum Application Form such that the Equity Shares Application exceeds the Issue size and / or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or regulations or maximum amount permissible under the applicable regulations or under the terms of the Red Herring Prospectus;
11. Do not submit the General Index Register number instead of the PAN;
12. Do not submit the Bid without ensuring that funds equivalent to the entire Bid Amount are blocked in the relevant ASBA Account;
13. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Applicant;
14. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;
15. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);
16. Do not submit a Bid by using details of the third party's bank account or UPI ID which is linked with bank account of the third party. Kindly note that Bids made using third party bank account or using third party linked bank account UPI ID are liable for rejection.

Instructions for Completing the Bid Form

The Applications should be submitted on the prescribed Bid cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Application Forms should bear the stamp of the Designated Intermediaries. ASBA Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No. CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Application forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e., www.bseindia.com and NSE i.e., www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Application forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centers for collecting the application shall be disclosed is available on the websites of BSE i.e., www.bseindia.com .

Applicant's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the application form is mandatory and applications that do not contain such details are liable to be rejected.

Applicants should note that on the basis of name of the Applicants, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Applicants bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details').

These Demographic Details would be used for all correspondence with the Applicants including mailing of the Allotment Advice. The Demographic Details given by Applicants in the Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid cum Application Form, the Applicant would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Form

All Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the application form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Bids made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay
The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at the SME Platform of BSE where the Equity Shares are proposed to be listed are taken within 3 (Three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

- Allotment and Listing of Equity Shares shall be made within 3 (Three) days of the Issue Closing Date;
- Giving of Instructions for refund by unblocking of amount via ASBA not later than 2 (two) working days of the Issue Closing Date, would be ensured; and
- If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

Right to Reject Applications
In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Applicant in writing. In case of Non-Institutional Bidders, Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

OTHER INSTRUCTIONS FOR THE BIDDERS

Joint Bids
In the case of Joint Bids, the Bids should be made in the name of the Bidders whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such first Bidders would be required in the Bid cum Application Form/Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. All payments may be made out in favour of the Bidder whose name appears in the Bid cum Application Form or the Revision Form and all communications may be addressed to such Bidder and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

Multiple Bids
Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids. Submission of a second Bid cum Application Form to either the same or to another member of the Syndicate, SCSB or Registered Broker and duplicate copies of Bid\ cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

IMPERSONATION:

Attention of the application is specifically drawn to the provisions of the sub-section (1) of Section 38 of the companies Act, 2013 which is reproduced below:

"Any person who
a) Makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
b) Makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
c) Otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.
d) The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending upto 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending upto

three times of such amount.”

INVESTOR GRIEVANCE

In case of any pre-Issue or post-Issue related problems regarding demat credit/refund orders/unblocking etc., the investors can contact the Compliance Officer of our Company.

NOMINATION FACILITY TO APPLICANT

Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Applicants should inform their respective DP.

GROUNDS FOR TECHNICAL REJECTIONS

- Amount blocked does not tally with the amount payable for the Equity Shares applied for;
- In case of partnership firms, Equity Shares may be registered in the names of the individual partners and no firm as such shall be entitled to apply;
- Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
- PAN not mentioned in the Bid cum Application Form;
- Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
- GIR number furnished instead of PAN;
- Bid for lower number of Equity Shares than specified for that category of investors;
- Bids at Cut-off Price by NIIs and QIBs;
- Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the Draft Red Herring Prospectus;
- The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;
- Bids for lower number of Equity Shares than the minimum specified for that category of investors; Category not ticked;
- Multiple Bids as defined in the Draft Red Herring Prospectus;
- In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
- Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order; Signature of sole Bidder is missing;
- Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the Draft Red Herring Prospectus and as per the instructions in the Draft Red Herring Prospectus and the Bid cum Application Forms;
- In case no corresponding record is available with the Depositories that matches three parameters namely, names of
- the Bidders (including the order of names of joint holders), the Depository Participant‘s identity (DP ID) and the beneficiary‘s account number;
- Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
- Bid by OCBs;
- Bids by US persons other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
- Inadequate funds in the bank account to block the Bid Amount specified in the Bid cum Application
- Form/Application Form at the time of blocking such Bid Amount in the bank account;
- Bids not uploaded on the terminals of the Stock Exchanges;
- Where no confirmation is received from SCSB for blocking of funds;
- Bids by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA
- Account in the Bid cum Application Form/Application Form. Bids not duly signed by the sole/First Bidder;
- Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
- Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
- Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
- Bids by persons who are not eligible to acquire Equity Shares of the Company in terms of all applicable laws, rules,
- regulations, guidelines, and approvals; and
- Details of ASBA Account not provided in the Bid cum Application form.
- Grounds of rejection to such applications which may be rejected by the exchange by its circular reference no:

20240606-34 dated June 06, 2024. The relevant circular can be read at https://www.bseindia.com/markets/MarketInfo/DispNewNoticesCirculars.aspx?page=20240606-34

For details of instructions in relation to the Bid cum Application Form, Bidders may refer to the relevant section the GID.

BIDDERS SHOULD NOTE THAT IN CASE THE PAN, THE DP ID AND CLIENT ID MENTIONED IN THE BID CUM APPLICATION FORM AND ENTERED INTO THE ELECTRONIC APPLICATION SYSTEM OF THE STOCK EXCHANGES BY THE BIDS COLLECTING INTERMEDIARIES DO NOT MATCH WITH PAN, THE DP ID AND CLIENT ID AVAILABLE IN THE DEPOSITORY DATABASE, THE BID CUM APPLICATION FORM IS LIABLE TO BE REJECTED.

BASIS OF ALLOCATION

a) The SEBI (ICDR) Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.

b) Under-subscription in any category (except QIB Category) is allowed to be met with spill over from any other category or combination of categories at the discretion of the Issuer in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI (ICDR) Regulations, Unsubscribed portion in QIB Category is not available for subscription to other categories.

c) In case of under subscription in the Offer, spill-over to the extent of such under- subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders may refer to the RHP.

ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders other than Individual Investors may be on proportionate basis. No Individual Investors will be allotted less than the minimum Bid Lot subject to availability of shares in Individual Investors Category.

BASIS OF ALLOTMENT

a. For Individual Bidders

Bids received from the Individual Bidders at or above the Issue Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Individual Bidders will be made at the Issue Price. The Issue size less Allotment to Non-Institutional and QIB Bidders shall be available for Allotment to Individual Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Issue Price, full Allotment shall be made to the Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares of face value of ₹10/- each at or above the Issue Price, the Allotment shall be made by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares allocated. In the event of the Issue being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the BSE (The Designated Stock Exchange).

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all successful Non- Institutional Bidders will be made at the Offer Price. The allotment of specified securities to each non-institutional investor shall not be less than the minimum application size in the non-institutional investor category, and the remaining shares, if any, shall be allotted on proportionate basis.

The Issue size less Allotment to QIBs and Individual Investors shall be available for Allotment to Non- Institutional Bidders who have Bid in the Issue at a price that is equal to or greater than the Issue Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares of face value of ₹10/- each at or above the Issue Price, full Allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares of face value of ₹10/- each at or above the

Issue Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares of face value of ₹10/- each and in multiples of [●] Equity Shares of face value of ₹10/- each thereafter. The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

a. The number of Equity Shares to be allocated to the successful Bidders in a particular category shall be determined.

b. The successful Bidders, from amongst all valid Bidders in that category, shall be determined by a draw of lots, such that the total number of Equity Shares allotted in that category equals the number of Equity Shares allocated.

c. If the proportionate allotment to any Bidder results in a number that is not a multiple of [●] Equity Shares of face value ₹10/- each, the number of Equity Shares allotted shall be rounded off to the nearest multiple of [●] Equity Shares of face value ₹10/- each, subject to a minimum allotment of [●] Equity Shares of face value ₹10/- each.

c. For QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI (ICDR) Regulations or Red Herring Prospectus/ Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Issue Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Issue Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

a) In the first instance allocation to Mutual Funds for [●]% of the QIB Portion shall be determined as follows:

- In the event that Bids by Mutual Fund exceeds [●]% of the QIB Portion, allocation to Mutual Funds shall be done on a proportionate basis for [●]% of the QIB Portion.
- In the event that the aggregate demand from Mutual Funds is less than [●]% of the QIB Portion then all Mutual Funds shall get full Allotment to the extent of valid Bids received above the Issue Price.
- Equity Shares remaining unsubscribed, if any, not allocated to Mutual Funds shall be available for Allotment to all QIB Bidders as set out in (b) below;

b) In the second instance Allotment to all QIBs shall be determined as follows:

- In the event that the oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Issue Price shall be allotted Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares of face value of Rs. 10/- and in multiples of [●] Equity Shares of face value of Rs. 10/- thereafter for [●]% of the QIB Portion.
- Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis, upto a minimum of [●] Equity Shares of face value of Rs. 10/- and in multiples of [●] Equity Shares of face value of Rs. 10/- thereafter, along with other QIB Bidders.
- Under-subscription below [●]% of the QIB Portion, if any, from Mutual Funds, would be included for allocation to the remaining QIB Bidders on a proportionate basis. The aggregate Allotment to QIB Bidders shall not be more than [●] Equity Shares of face value of Rs. 10/-

HNI basis: (Example)
Lot size: 1000 shares
Allocable shares as per Prospectus: 75000

No. of Shares applied for (Category wise)	Number of applications received	Total No. of Shares applied in each category	% to total	Proportionate shares available	Allocation per Applicant (Before rounding off)	Allocation per Applicant (After rounding off)	Ratio of allottees to applicants	No. of successful applicants (after rounding off)	Total No. of Shares allocated/ allotted	Surplus / Deficit [14]-[7]
(1)	(2)	(3) = (1*2)	(4)	(5) = 75000 * (4)/100	(6) = (5)/(2)	(7)	(8)	(9)	(10) = (9) * (7)	(11)
1000	30	30000	26.09	19568	652.26	1000	2:3	20	20000	-432
2000	20	40000	34.78	26085	1304.25	1000	FIRM	20	20000	85
						1000	3:10		6000	

3000	15	45000	39.13	29347	1956.46	1000	FIRM	15	15000	347
						1000	14:15		14000	
		115000		75000						0

Allotment Procedure

1. In the event of over subscription in any of the IPO, the lottery system allotment is strictly random and there is absolutely no scope of discretion.
2. Registrar to share the valid data and the reverse application number data with the external auditor, company and the Book Running Lead Manager, before incorporating drawl of lots/lucky numbers in the RTA database
3. Based on the oversubscription in the respective category (i.e., lot size's), the drawl of lots/lucky no(s) to be shared by the Designated Stock Exchange against each ratio.
4. The Registrar incorporates the drawl of lots/lucky numbers in the RTA Data base, as per the following order.
   a. Prepare the Net Valid Data (excluding technical rejections, if any)
   b. Generate each Category wise (lot size wise) Running Serial No. on the following Order
      i. Share Category (i.e., lot size)
      ii. Reverse the Application No. (example appl no 12345678 and reversed to 87654321)
      iii. PAN
   c. If ration is 2: 5, the 2 lucky numbers in the range will be shared by the designated stock exchange
   d. The total no. of applications received in this category/lot size will be segregated into buckets of 5 each.
   e. Every 3rd & 4th application in this bucket will get the allotment from every bucket, assuming that the lucky numbers given by the Designated Exchange are 3 & 4 for this category.
   f. The process needs to be repeated for all the categories wherever oversubscription, the allotment needs to be done on lottery basis/drawl of lots.
5. The registrar needs to tally the allocation for each category wise with the Basis of Allotment approved by designated stock exchange.
6. The Registrar shares the allotment register with the company's appointed auditor to check the drawl of lots/lucky numbers assigned to correct investors and confirm.

Allotment will be made in consultation with the Designated Stock Exchange. In the event of oversubscription, the allotment will be made on a proportionate basis in marketable lots as mentioned above

d. **ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)**

a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the Book Running Lead Manager, subject to compliance with the following requirements:

i. not more than 60% of the QIB Portion will be allocated to Anchor Investors;

ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 2 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 2 crores and up to ₹ 25 crores subject to minimum allotment of ₹ 1 crores per such Anchor Investor; and
- in case of allocation above twenty-five crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to twenty-five crore rupees and an additional 10 such investors for every additional twenty-five crore rupees or part thereof, shall be permitted, subject to a minimum allotment of one crore rupees per such investor.

b) physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the Book Running Lead Manager, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

In the event that the Issue Price is higher than the Anchor Investor Allocation Price:

Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Issue Price and the Anchor Investor Allocation Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

In the event the Issue Price is lower than the Anchor Investor Allocation Price:

Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice. Individual Investor' means an investor who applies for minimum two lots-Investors may note that in case of over subscription allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director/ Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Issue shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations.

Issuance of Allotment Advice

1) Upon approval of the Basis of Allotment by the Designated Stock Exchange.

2) On the basis of approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the allotment
and credit of equity shares. Bidders are advised to instruct their Depository Participants to accept the Equity Shares that
may be allotted to them pursuant to the issue.

The Book Running Lead Manager or the Registrar to the Issue will dispatch an Allotment Advice to their Bidders who
have been allocated Equity Shares in the Issue. The dispatch of Allotment Advice shall be deemed a valid, binding and
irrevocable contract for the Allotment to such Bidder.

3) Issuer will make the allotment of the Equity Shares and initiate corporate action for credit of shares to the successful
Bidders Depository Account within 4 working days of the Issue Closing date. The Issuer also ensures the credit of shares to the successful Bidders Depository Account is completed within one working Day from the date of allotment, after the funds are transferred from ASBA Public Issue Account to Public Issue account of the issuer.

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 2 working days of the Bid/Issue Closing Date. The Company will intimate the details of allotment of securities to Depository immediately on allotment of securities under relevant provisions of the Companies Act, 2013 or other applicable provisions, if any.

Instructions for Completing the Bid Cum Application Form

The Applications should be submitted on the prescribed Bid Cum Application Form and in BLOCK LETTERS in ENGLISH only in accordance with the instructions contained herein and in the Bid Cum Application Form. Applications not so made are liable to be rejected. Applications made using a third-party bank account or using third party UPI ID linked bank account are liable to be rejected. Bid Cum Application Forms should bear the stamp of the Designated Intermediaries. ASBA Bid Cum Application Forms, which do not bear the stamp of the Designated Intermediaries, will be rejected.

SEBI, vide Circular No.CIR/CFD/14/2012 dated October 04, 2012 has introduced an additional mechanism for investors to submit Bid Cum Application Forms in public issues using the stock broker (broker) network of Stock Exchanges, who may not be syndicate members in an issue with effect from January 01, 2013. The list of Broker Centre is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com. With a view to broad base the reach of Investors by substantial, enhancing the points for submission of applications, SEBI vide

Circular No. CIR/CFD/POLICY CELL/11/2015 dated November 10, 2015 has permitted Registrar to the Issue and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Issue with effect front January 01, 2016. The List of ETA and DPs centres for collecting the application shall be disclosed is available on the websites of BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

Bidder's Depository Account and Bank Details

Please note that, providing bank account details, PAN No's, Client ID and DP ID in the space provided in the Bid Cum
Application Form is mandatory and applications that do not contain such details are liable to be rejected.

Bidders should note that on the basis of name of the Bidders, Depository Participant's name, Depository Participant Identification number and Beneficiary Account Number provided by them in the Bid Cum Application Form as entered into the Stock Exchange online system, the Registrar to the Issue will obtain front the Depository the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Issue.

By signing the Bid Cum Application Form, the Bidder would be deemed to have authorized the depositories to provide, upon request, to the Registrar to the Issue, the required Demographic Details as available on its records.

Submission of Bid Cum Application Form

All Bid Cum Application Forms duly completed shall be submitted to the Designated Intermediaries. The aforesaid intermediaries shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

Communications

All future communications in connection with Applications made in this Issue should be addressed to the Registrar to the Issue quoting the full name of the sole or First Bidder, Bid Cum Application Form number, Bidders Depository Account Details, number of Equity Shares applied for, date of Bid Cum Application Form, name and address of the Designated Intermediary where the Application was submitted thereof and a copy of the acknowledgement slip.

Investors can contact the Compliance Officer or the Registrar to the Issue in case of any pre-Issue or post Issue related
problems such as non-receipt of letters of allotment, credit of allotted shares in the respective beneficiary accounts, etc.

Disposal of Application and Application Moneys and Interest in Case of Delay

The Company shall ensure the dispatch of Allotment advice, and give benefit to the beneficiary account with Depository
Participants and submit the documents pertaining to the Allotment to the Stock Exchange within 2 (two) working days of date of Allotment of Equity Shares.

The Company shall use best efforts to ensure that all steps for completion of the necessary formalities for listing and commencement of trading at BSE SME where the Equity Shares are proposed to be listed are taken within 3 (three) working days from Issue Closing Date.

In accordance with the Companies Act, the requirements of the Stock Exchange and the SEBI Regulations, the Company further undertakes that:

1. Allotment and Listing of Equity Shares shall be made within 3 (three) days of the Issue Closing Date;

2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 2(two) working days of the Issue
Closing Date, would be ensured; and

3. If such money is not repaid within prescribed time from the date our Company becomes liable to repay it, then our

Company and every officer in default shall, on and from expiry of prescribed time, be liable to repay such application money, with interest as prescribed under SEBI (ICDR) Regulations, the Companies Act, 2013 and applicable law. Further, in accordance with Section 40 of the Companies Act, 2013, the Company and each officer in default may be punishable with fine and/or imprisonment in such a case.

NAMES OF ENTITIES RESPONSIBLE FOR FINALIZING THE BASIS OF ALLOTMENT IN A FAIR AND PROPER MANNER

The authorised employees of the Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalized in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

Our Company shall 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 3 (three) Working Days of the Issue Closing Date. The Registrar to the Issue may dispatch the Allotment Advice within 3 (three) Working Days of the Issue Closing Date.

SIGNING OF UNDERWRITING AGREEMENT AND FILING OF RED HERRING PROSPECTUS WITH ROC

a) The issue is 100% underwritten. Our company has entered into an Underwriting Agreement dated [●], with Book Running Lead Manager. For Further information, please refer section ***"General Information"*** beginning from page no 47 of this Draft Red Herring Prospectus.
b) A copy of Red Herring Prospectus will be filled with the RoC in terms of Section 26 & 32 of Companies Act, 2013.

UNDERTAKINGS BY OUR COMPANY

We undertake as follows:
1) That the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
2) That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange where the Equity Shares are proposed to be listed within 3 (three) Working days of Issue Closing Date.
3) That the funds required for making refunds/unblocking to unsuccessful applicants as per the mode(s) disclosed shall be made available to the registrar to the issue by the issuer.
4) That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the specified period of closure of the issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
5) That the promoters' contribution in full, wherever required, shall be brought in advance before the Issue opens for public subscription and the balance, if any, shall be brought on a pro rata basis before the calls are made on public in accordance with applicable provisions in these regulations.
6) That no further issue of securities shall be made till the securities offered through the Draft Red Herring Prospectus are listed or till the application monies are refunded on account of non-listing, under subscription, etc., other than as disclosed in accordance with Regulation 19.
7) That adequate arrangements shall be made to collect all Applications Supported by Blocked Amount and to consider them similar to non-ASBA applications while finalizing the basis of allotment.
8) That if the Company do not proceed with the Issue, the reason thereof shall be given as a public notice to be issued by our Company within two days of the Issue Closing Date. The public notice shall be issued in the same newspapers where the pre- Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9) That if the Company withdraws the Issue after the Issue Closing Date, our Company shall be required to file a fresh offer document with the RoC/ SEBI, in the event our Company subsequently decides to proceed with the Issuer;

UTILIZATION OF ISSUE PROCEEDS

The Board of Directors of our Company certifies that:
1) All monies received out of the Issue shall be credited/ transferred to a separate bank account other than the bank account referred to in sub section (3) of Section 40 of the Companies Act, 2013;
2) Details of all monies utilized out of the Issue referred above shall be disclosed and continue to be disclosed till the time any part of the issue proceeds remains unutilized, under an appropriate head in our balance sheet of our company indicating the purpose for which such monies have been utilized;
3) Details of all unutilized monies out of the Issue, if any shall be disclosed under the appropriate separate head in the balance sheet of our company indicating the form in which such unutilized monies have been invested.

4) The utilisation of monies received under the Promoters' contribution shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilised, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilised;
5) The details of all unutilised monies out of the funds received under the Promoters' contribution shall be disclosed under a separate head in the balance sheet of our Company indicating the form in which such unutilised monies have been invested.

EQUITY SHARES IN DEMATERIALIZED FORM WITH NSDL OR CDSL

To enable all shareholders of our Company to have their shareholding in electronic form, the Company had signed the following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

a) Agreement dated June 12, 2024 between NSDL, the Company and the Registrar to the Issue;
b) Agreement dated August 07, 2024 between CDSL, the Company and the Registrar to the Issue;

The Company's equity shares bear an ISIN No. **"INE0XQF01017"**

RESTRICTIONS OF FOREIGN OWNERSHIP OF INDIAN SECURITIES

There are two routes through which foreign investors may invest in India. One is the "automatic route", where no government approval is required under Indian foreign exchange laws to make an investment as long as it is within prescribed thresholds for the relevant sector. The other route is the "government route", where an approval is required under foreign exchange laws from the relevant industry regulator, prior to the investment.

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment ("FDI") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) ("DPIIT"), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2020 ("FDI Policy") by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020, which with effect from October 15, 2020, consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on October 15, 2020. The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails.

RBI has also issued Master Direction- Foreign Investment in India dated January 4, 2018. In terms of the Master Direction, an Indian company may issue fresh shares to persons resident outside India (who are eligible to make investments in India, for which eligibility criteria are as prescribed). Such fresh issue of shares shall be subject to inter-alia, the pricing guidelines prescribed under the Master Directions.

The RBI, in exercise of its power under the FEMA, has also notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold within the United States, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sale 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.

The above information is given for the benefit of the Applicants. Our Company and the Book Running Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Applicants are advised to consult their legal counsel, to make their independent investigations and ensure that Applications are not in violation of laws or regulations applicable to them and do not exceed the applicable limits under the laws and regulations.

DESCRIPTION OF EQUITY SHARES AND TERMS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
DATASOL (BANGALORE) LIMITED*

PART A

PRELIMINARY

(1) In these Articles:

"The Act" and reference to any Section or provision thereof respectively means and includes the Companies Act, 2013, and the Companies Act, 1956, to the extent not repealed by notified provisions of the Companies Act, 2013, and any statutory modification or re-enactment thereof for the time being in force and reference to the Section or provisions of the Act or such statutory modification.

"Article" or "these Articles" means the Articles set out herein.

"Auditors" means and includes those persons appointed as such for the time being by the Company.

"Board" or "Board of Directors" means the Board of Directors and the Directors collectively or a Meeting of the Directors duly called and constituted or, as the case may be, the Directors assembled at the Board or the Directors of the Company collectively.

“Capital" means the share capital for the time being raised or authorised to be raised for the purpose of the Company.

“Chairman” means the Chairman of the Company or Chairman of the General Meetings and Board as referred to, in these Articles.

"The Company” or “the Corporation" means **DATASOL (BANGALORE) LIMITED, a Company** incorporated under the Companies Act, 1956.

“Depository” means a Depository as defined under clause (e) of sub-Section (1) of Section 2 of the Depositories Act and includes a company registered under the Act, which has been granted a Certificate of Registration under sub section 1(A) of section 12 of the Securities and Exchange Board of India Act, 1992.

"Director" means a Director appointed to the Board of the Company from time to time in accordance with the terms of these Articles and the provisions of the Act.

“Managing Director” means the Managing Director or Managing Directors of the Company for the time being.

“Chief Executive Officer” means Executive Officer as defined under Section 2(18) of the Companies Act, 2013.

“Dividend” includes any interim dividend.

“General Meeting” means the Annual General Meeting and Extraordinary General Meeting of the Company, as the case may be, as defined by the relevant provisions of the Act.

"Law" includes all Indian statutes, enactments, acts of legislature or parliament, laws, ordinances, rules, bye-laws, regulations, notifications, guidelines, policies, directions, determinations, directives, writs, decrees, injunctions, judgments, rulings, awards, clarifications and other delegated legislations and orders of any governmental authority (including but not limited to the Reserve Bank of India Act, 1934 and any applicable rules, regulations and directives of the Reserve Bank of India), statutory authority, tribunal, board, court, stock exchange or other judicial or quasi-judicial adjudicating authority and, if applicable, foreign law, international treaties, protocols and regulations.

"Member" means a duly registered holder of Shares from time to time and includes the subscribers to the Memorandum of Association of the Company and beneficial owners as defined in the Depositories Act, 1996.

"Officer" includes any Director, Manager or Key Managerial Personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act.

"Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto respectively under the Act.

"Month" means Calendar Month.

"Office" means the Registered Office for the time being of the Company.

"Paid up" includes credited as paid-up.

"Person" means any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, partnership, unlimited or limited liability company, joint venture, governmental authority, Hindu undivided family, trust, union, organization or any other entity that may be treated as a person under applicable Law."Proxy" includes Attorney duly constituted under a Power of Attorney.

"The Registrar" means the Registrar of Companies of the State in which the Registered Office of the Company is situated for the time being.

The word "Debenture" includes Debenture-Stock.

"Seal" means the Common Seal for the time being of the Company.

"Securities" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956.

"Secretary" means any individual possessing qualifications prescribed for the time being by Rules made under the Act and appointed to perform the duties, which may be performed by a Secretary under the Act and any other ministerial or administrative duties.

"Shareholder" means any person(s) who is a holder of any class of Shares.
"Shares" and "Shares in the Company" means all classes of shares in the Capital of the Company or any class thereof, as the case may be and includes any and all the rights conferred on a person by the ownership of such shares.

"Whole Time Director" includes a Director in the whole-time employment of the Company.

"Year" means the calendar year, and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

Words importing the masculine gender also include the feminine gender.

Words importing the singular number include, where the context admits or requires, the plural number and *vice versa*.

"In writing" and "written" include printing or lithography or any other modes of representing or reproducing words in visible form.

(2) Unless the context otherwise requires, words or expressions contained in these Articles of Association shall bear the same meaning as in the Act, or any statutory modification thereof in force on the date on which these Articles become binding on the Company.

1. APPLICATION OF TABLE `F'

Subject as hereinafter provided and in so far as these presents do not modify or exclude them, the regulations contained in Table 'F' of Schedule I of the Companies Act, 2013 shall apply to the Company only so far as they are not inconsistent with any of the provisions contained in these Articles or modification thereof or are not expressly or by implication excluded from these Articles.

2. PUBLIC COMPANY

The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013 and accordingly:

(i) Does not restrict the right to transfer its shares;
(ii) Does not limit the number of its members to be two hundred:
(iii) Does not prohibit any invitation to the public to subscribe for any securities of the Company;

3. SHARES AND SHARE CERTIFICATES

(1) The Company shall cause to be kept a register of Members in accordance with Section 88 of the Act. The Company shall be entitled to maintain in any country outside India a "foreign register" of Members or debenture holders resident in that country.

(2) The Act shall be complied with in respect of the issue, reissue, renewal of share certificates and the format, sealing and signing of the certificates and records of the certificates issued shall be maintained in accordance with the said Act.

(3) Every Person whose name is entered as a Member in the register of Members shall be entitled to receive, (i) one or more certificates in marketable lots, for all the Shares of each class or denomination registered in his name without payment of any charge, or (ii) several certificates, if the Board so approves (upon paying such fee as the Directors may from time to time determine) each for one or more of such Shares, and the Company shall complete and have ready for delivery such certificates within 2 (two) months from the date of allotment, unless the conditions of issue thereof otherwise provide, or within 1 (one) month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its Shares as the case may be. Every certificate of Shares shall be under the seal of the Company, if any, and shall specify the number and distinctive numbers of Shares to which it relates and amount paid-up thereon and shall be in such form as the Board may prescribe or approve, provided that in respect of a Share or Shares held jointly by several Persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a Share to one of several joint-holders shall be sufficient delivery to all such holders. Any Member of the Company shall have the right to sub-divide, split or consolidate the total number of Shares held by them in any manner and to request the Company to provide certificate(s) evidencing such sub-division, split or consolidation. If any Share stands in the names of 2 (two) or more Persons, the Person first named in the Register of Members of the Company shall as regards voting at Board meetings and General Meetings, service of notice and all or any matters connected with the Company, except the transfer of Shares and any other matters herein otherwise provided, be deemed to be sole holder thereof but joint holders of the Shares shall be severally as well as jointly liable for the payment of all deposits, installments and calls due in respect of such Shares and for all incidents thereof according to the Company's Articles.

(4) If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, being given, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under this Article shall be issued without payment of fee if the Board so decides, or on payment of such fee (not exceeding Rs. [2] for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is not further space on the back thereof for endorsement of transfer or in case of sub-division or consolidation of Shares.

Provided that notwithstanding what is stated above, the Directors shall comply with such rules or regulations and requirements of any stock exchange or the rules made under the Act or the rules made under Securities Contracts (Regulation) Act, 1956 or any other act or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to issue of certificates for any other securities, including debentures, of the Company.

Subject to the provisions of Section 89 of the Act, a Person whose name is entered in the register of Members of the Company as the holder of the Shares but who does not hold the beneficial interest in such Shares shall file with the Company, a declaration to that effect in the form prescribed under the Act and the Company shall make necessary filings with the Registrar as may be required, within a prescribed period as set out in the Act and the rules framed thereunder.

4. SHARE CAPITAL

(1) The Authorized Share Capital of the Company shall be such amount as stated in the Company's Memorandum from time to time, with such rights, privileges and conditions attaching thereto as may be determined by the Company in General Meeting, and if no direction be given, as the Directors may determine.

(2) The Shares of the Company shall be under the Control of the Board, subject to the provisions of the Act and Articles contained herein. The Board may issue, allot, or otherwise dispose off Shares in such manner as it may deem proper subject to the Act and such other applicable lawsand at such time as they may from time to time think fit and with the sanction of the Company in a General Meeting to give to any person or persons the option or right to call for any shares during such time and for such consideration as the Board deems fit, and may issue and allot shares in the capital of the Company on payment in full or part of any property sold or transferred or for any services rendered by the Company in the conduct of its business and any shares which may so be allotted may be issue as fully paid shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to call of shares shall not be given to the person or persons without the sanction of the Company in the General Meeting.

(3) Subject to Law, where at any time, it is proposed to increase its subscribed capital by the issue/allotment of further Shares either out of the unissued capital or increased Share Capital then, such further Shares may be offered to:

(i) Persons who, at the date of offer, are holders of equity Shares of the Company, in proportion, as nearly as circumstances admit, to the capital paid up on those Shares by sending a letter of offer subject to the following conditions: (a) the offer shall be made by notice specifying the number of Shares offered and limiting a time not being less than 15 (fifteen) days and not exceeding 30 (thirty) days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined; (b) the offer aforesaid shall be deemed to include a right exercisable by the Person concerned to renounce the Shares offered to him or any of them in favour of any other Person and the notice referred to in (a) shall contain a statement of this right, *provided that* the Board may decline, without assigning any reason therefore, to allot any Shares to any Person in whose favour any Member may renounce the Shares offered to him; and (c) after expiry of the time specified in the notice aforesaid, or on receipt of earlier intimation from the Person to whom such notice is given that he declines to accept the Shares offered, the Board may dispose of them in such manner which is not disadvantageous to the Members and the Company;

Nothing in sub-Article (i)(b) above shall be deemed to extend the time within which the offer should be accepted; or to authorize any Person to exercise the right of renunciation for a second time on the ground that the Person in whose favour the renunciation was first made has declined to take the Shares comprised in the renunciation. The notice referred to in sub-Article (i)(a) above shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three days before the opening of the offer.

(ii) employees under a scheme of employees' stock option, subject to special resolution passed by the Company and subject to such conditions as may be prescribed under the Act and other applicable Laws; or

(iii) any Persons, whether or not those Persons include the Persons referred to in (i) or (ii) above, either for cash or for a consideration other than cash, if the price of such Shares is determined by the valuation report of a registered valuer, subject to compliance with the applicable provisions of Chapter III of the Act and any other conditions as may be prescribed, if a special resolution to this effect is passed by the Company in a General Meeting.

(4) Nothing in Article 3(3) above shall apply to the increase of the subscribed capital of the 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 or to subscribe for 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 adopted by the Company in a General Meeting.

5. ALTERATION OF SHARE CAPITAL

(1) 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.

(2) Subject to the provisions of Section 61, the Company may, by Ordinary Resolution:

a. consolidate and divide all or any of its Share Capital into shares of larger amount than its existing Shares;

b. convert all or any of its fully paid-up Shares into Stock, and reconvert that Stock into fully Paid-up Shares of any denomination;

c. sub-divide its existing Shares or any of them into Shares of smaller amount than is fixed by the memorandum;

d. 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.

(3) Where Shares are converted into Stock:

a. the holders of Stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

b. the holders of Stock shall, according to the amount of Stock held by them, have the same rights, privileges and advantages as regards dividends, voting at Meetings of the Company, and other matters, as if they held the Shares from which the Stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred that privilege or advantage.

c. such of the regulations of the Company as are applicable to paid-up Shares shall apply to Stock and the words Shares and Shareholders in those regulations shall include Stocks and Stock-holders respectively.

(4) The Company may, by Special Resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:

a) its Share Capital;
b) any Capital Redemption Reserve Account; or
c) any Share Premium Account.

6. TRANSFER OF SHARES

(1) The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form. The Company shall also use a common form of transfer. Nothing contained in these Articles shall apply to transfer of securities held in Depository.

(2) Subject to the provisions of the Act and these Articles, the Shares for the time being shall be under the control of the Board, which may issue, allot or otherwise dispose of the Shares or any of them to such persons, in such proportion, on such terms and conditions, either at a premium or at par or at a discount (subject to compliance with the provisions of the Act), at such time as it may from time to time deem fit, and with the sanction of the Company in a General Meeting, to give to any person or persons the option or right to call for any Shares, either at par or premium during such time and for such consideration as the Board deems fit, and may issue and allot Shares on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business. Any Shares so allotted may be issued as fully paid-up Shares and if so issued, shall be deemed to be fully paid-up Shares. Notwithstanding the foregoing, the option or right to call for Shares shall not be given to any person or persons without the sanction of the Company in a General Meeting.

(3) The securities or other interest of any Member shall be freely transferable, provided that any contract or arrangement between 2 (two) or more Persons in respect of transfer of securities shall be enforceable as a contract. The instrument of transfer of any Share of the Company shall be duly executed by or on behalf of both the transferor and transferee. 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. A common form of transfer shall be used in case of transfer of Shares. The instrument of transfer shall be in writing and all the provisions of Section 56 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of Shares and the registration thereof.

(4) Subject to the provisions of the Act, these Articles, any listing agreement entered into with any recognized stock exchange and any other applicable Law for the time being in force, the Board may, at their own absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of Shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a Member of the Company but in such cases, the Directors shall within 1 (one) month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and transferor notice of the refusal to register such transfer. Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever, except where the Company has a lien on the Shares or

other Securities, provided however, that the Board may decline to register or acknowledge any transfer, whether fully paid-up or not, if the transfer results in, or is perceived to or may result in, a contravention or violation of any foreign investment limit or restriction under applicable Law as applicable to the Company, and further, that the decision of the Board or any persons designated by the Board with respect to whether the transfer results in, or is perceived to or may result in, a contravention or violation of any foreign investment limit or restriction under Applicable Law as applicable to the Company shall be final and binding in all respects. Transfer of Shares/debentures in whatever lot shall not be refused.

(5) Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise, if permissible under the Act, and may be issued on the condition that they shall be convertible into Shares of any denomination and with any privileges and conditions as to redemption, surrender, drawings, allotment of Shares, attending (but not voting) at General Meetings, appointment of Directors and otherwise. Debentures with the rights to conversion into or allotment of Shares shall not be issued except with the sanction of the Company in General Meeting by a special resolution and subject to the provisions of the Act.

(6) No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other documents.

7. TRANSMISSION OF SHARES

(1) On the death of sole member, his nominee(s), if any, shall be the only person(s) recognised by the Company as having any title to his interest in the shares to the exclusion of succession laws applicable to the deceased member.

(2) Every member shall deliver to the Company a nomination in accordance with and subject to the Rules made by the Board.

(3) In case, the nomination is not made as provided above, it shall be deemed that a nomination has been made by the deceased member himself, in the following order of precedence:
a. a spouse, if any;
b. child or children, if any, jointly;
EXPLANATION: This includes both unmarried and married children of both sexes.

8. COMPANY'S LIEN ON SHARES / DEBENTURES

(i) The Company shall have a first and paramount lien:

(a) on all shares/debentures (other than fully paid shares/debentures) standing registered in the name of a member, and

(b) on every share/debenture (other than fully paid shares/debentures), upon the proceeds of sale thereof for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of such shares/debentures and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect.

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this article.

The Company's lien, if any, on a share/ debenture shall extend to all dividends payable and bonuses declared from time to time in respect of such shares/ debentures.

(ii) Fully paid shares/ debentures shall be free from all lien and in the case of partly paid shares, the Company's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares/ debentures. Unless otherwise agreed, the registration of a transfer of Shares/debentures shall operate as a waiver of the Company's lien if any, on such Shares/debentures. The Board may at any time declare any Shares/debentures wholly or in part to be exempt from the provisions of this Article.

(iii) Subject to the provisions of the Act, the Company may sell, in such manner as the Board thinks fit, any Shares on which the Company has a lien.

(iv) A Member shall not exercise any voting rights in respect of the Shares in regard to which the Company has exercised the right of lien.

9. NOMINATION

Every Shareholder/Debenture holder may nominate a person to whom its Shares in, or the debentures of the Company, shall vest, in accordance with the provisions contained in the Act.

10. SHARES IN ELECTRONIC FORM

(A). Definition:

'Depository' shall mean a Depository as defined under clause (e) of sub section (1) of Section 2 of the Depositories Act, 1996.

'Beneficial Owner' shall mean the beneficial owner as defined in clause (a) of sub Section (1) of Section 2 of the Depositories Act, 1996.'Shareholder' or 'Member' means the duly registered holder of the shares from time to time and includes the subscribers to the Memorandum of Association of the Company and the beneficial owner(s) as defined in clause (a) of sub Section (1) of Section 2 of the Depositories Act, 1996.

'SEBI' means the Securities and Exchange Board of India.

'Bye-laws' means bye-laws made by a Depository under Section 26 of the Depositories Act, 1996.

'Depositories Act' means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force.

'Record' includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the Regulations.

'Regulations' means the regulations made by the SEBI.

'Security' means shares, debentures and such other security as may be specified by the SEBI from time to time.

(B). Dematerialisation of securities

Notwithstanding anything contained in these articles, the Company shall be entitled to dematerialize its securities in a dematerialized form, pursuant to the Depositories Act and the rules framed there under as follows:

5(e) 'The shares in the capital shall be numbered progressively according to their several denominations, provided however, that the provisions relating to progressive numbering shall not apply to the shares of the Company which are dematerialized in future or issued in future in dematerialized form'.

5(f) 'The Company shall be entitled to dematerialize its existing shares, rematerialize its shares held in the Depositories and/or to offer its fresh shares, debentures and other securities, in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed there under, if any'.

Subject to the provisions of the Act, either the Company or the investor may exercisean option to issue (in case of the Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other Law.

(C). Option to receive security certificates or hold securities with Depository

(1) Every person subscribing to the securities offered by the Company shall have the option to receive the security certificates or hold securities with a depository.

(2) Where a person opts to hold a security with a Depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of such information the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.

(D). Securities in depositories to be in fungible form

(1) All securities held by a Depository shall be dematerialized and shall be in fungible form.
(2) Nothing contained in Section 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.
(3) In case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form, the provisions of the Depositories Act, 1996, shall apply.

(E). Rights of Depositors and Beneficial Owners

(1) Notwithstanding anything to the contrary contained in the Articles or in any other law for the time being in force, a Depository shall be deemed to be registered owner for the purpose of effecting transfer of ownership of security on behalf of a beneficial owner.
(2) Save as otherwise provided in clause (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it.
(3) Every person holding securities of the Company and whose name is entered as beneficial owner in the records of the Depository shall be deemed to be the member of the Company. The beneficial owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of his securities held by a Depository.
(4) Nothing contained in the foregoing Article shall apply to transfer of security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of Depository.

(F). Depository to furnish information

Every Depository shall furnish to the Company information about the transfer of securities in the name of the beneficial owners at such intervals and in such manner as may be specified by the bye-laws and the Company in this behalf.

(G). Option to opt out in respect of any such security

(1) If a beneficial owner seeks to opt out of a Depository in respect of any security, he shall inform the Depository accordingly.

(2) The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company.

(3) The Company shall, within (30) days of the receipt of intimation from a Depository and fulfillment of such conditions and on payment of such fees as may be specified by the Regulations, issue the certificate of securities to the beneficial owner or the transferee, as the case may be.

(H). Section 56 of the Act not to apply

Notwithstanding anything to the contrary contained in the Articles:

Nothing contained in Section 56 of the Act shall apply to a transferor and the transferee both of whom are entered as beneficial owners in the records of a Depository.

(I). Registers and Index of Beneficial Owners

(1) The Register and index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act shall be deemed to be the Register and index of members for the purposes of the Act and these Articles.

(2) Except as ordered by a court of competent jurisdiction or by Law required, the Company shall be entitled to treat the person whose name appears on the Register of members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognise any benami, trust, or equity and equitable contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.

(3) The Company shall keep a Register and index of Members in accordance with all applicable provisions of the Act and the Depositories Act, 1996 with details of shares held in material and dematerialized forms in any media as may be permitted by Law including in any form of electronic media. The Company shall be entitled to keep in any State or Country outside India, a branch Register of Members resident in that State or Country.

(4) The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form. The transferor shall be deemed to remain the holder of the shares until the name of the transferee is entered on the Register of Members in respect thereof.

11. DIVIDEND

DIVISION OF PROFITS

(1) . The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles shall be divisible among the members in proportion to the amount of capital paid-up or credited as paid-up on the shares held by them respectively.

THE COMPANY IN GENERAL MEETING MAY DECLARE A DIVIDEND

(2) The Company in General Meeting may declare dividends to be paid to members according to their respective rights, but no dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

DIVIDENDS ONLY TO BE PAID OUT OF PROFITS

(3) No dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profit of the Company and remaining undistributed or out of both, provided that;

(a) If the Company has not provided for depreciation for any previous financial year or years, it shall, before declaring or paying a dividend for any financial year, provides for such deprecation out of the profits of the financial year or our of the profits of any other previous financial year or years;

(b) If the Company has incurred any loss in any previous financial year or years, the amounts of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both the cases after providing for depreciation in accordance with the provisions of Section 123 of the Act or against both.

INTERIM DIVIDEND

(4) The Board may subject to provisions of the Act, from time to time, pay to the members, such interim dividend as in its judgment the position of the Company justifies.

CAPITAL PAID UP IN ADVANCE AT INTEREST NOT TO EARN DIVIDEND

(5) Where capital is paid in advance of call, such capital may carry interest but shall not in respect thereof confer a right to dividend or participate in profits or voting rights.

DIVIDEND IN PROPORTION TO AMOUNT PAID-UP

(6) 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 accordingly.

RETENTION OF DIVIDENDS UNTIL COMPLETION OF TRANSFER

(7) The Board may retain the dividends payable upon shares in respect of which any person is entitled to transfer, until such person shall become a member, in respect of such shares or shall duly transfer the same.

DIVIDEND ETC. TO JOINT HOLDERS

(8) Any one of several persons who are registered as the Joint holders of any share may give effectual receipts for all dividends or bonus or other moneys payable in respect of such shares.

NO MEMBER TO RECEIVE DIVIDEND WHILE INDEBTED TO THE COMPANY AND COMPANY'S RIGHT OF REIMBURSEMENT THEREOF

(9) No member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, while any money may be due or owing from him to the Company in respect of such share or shares, or otherwise, however, either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any member all sums of the money so due from him to the Company.

TRANSFER OF SHARES MUST BE REGISTERED

(10) A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Subject to the provisions of the Act, Securities Contracts (Regulation) Act, 1956 or any law for the time being in force and these Articles , the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles, applicable laws, or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member or in debentures of the Company, after providing sufficient cause, within a period of one month, or such other time period as prescribed under applicable laws for transfer or transmission of securities, from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company, send to the transferee and transferor notice of the refusal, giving reasons for such refusal. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares.

DIVIDEND HOW REMITTED

(11) Unless otherwise directed, any dividend may be paid by Cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint holders to that one of them first named in the Register in respect of the joint holders. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission; or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay slip or receipt or the fraudulent recovery of the dividend by any other means.

UNCLAIMED DIVIDEND

(12) Any amount remains unpaid in the Dividend Account as mentioned in the Article 11(14) and 11(15) below, may be treated in the manner prescribed under the Act.

NO INTEREST ON DIVIDENDS

(13) No unpaid dividend shall bear interest as against the Company.

TRANSFER TO SPECIAL BANK ACCOUNT

(14) The Company after having declared the dividend must transfer the unpaid or unclaimed dividend, if any, to special account in a scheduled Bank to be named suitably to represent the Unpaid Dividend Account of DATASOL (BANGALORE) LIMITED within 7 days after the expiry of 30 days commencing from the date of declaration of dividend.

(15) Where the Company has declared a dividend which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days from the date of declaration to any shareholder entitled to the payment of the dividend the Company shall within such period as prescribed under applicable law, open a special account in that behalf in any scheduled bank called Unpaid Dividend Account of DATASOL (BANGALORE) LIMITED and transfer to the said account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted. Any money transferred to the unpaid dividend account of the Company which remains unpaid or unclaimed for a period of seven years from the date of such transfer, shall be transferred by the Company to the fund known as the Investor Education and Protection Fund established under Section 125 of the Act. A claim to any money so transferred to the Investor Education and Protection Fund may be preferred to the Central Government by the shareholders to whom the money is due. No unclaimed or unpaid dividend shall be forfeited by the Board before it becomes barred by law.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

(16) If any dividend remains unpaid or unclaimed for a period of seven years after the amount is transferred to the special bank Account, the amount remaining in the special bank Account will have to be transferred to the Investor Education and Protection Fund, containing the details of the shareholders who have not been paid the dividend and the amount of dividend unclaimed.

DIVIDEND AND CALL TOGETHER

(17) Any General Meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the meeting fixes, but so that call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged, between the Company and the member, be set off against the calls.

(18) The Board may, if it thinks fit, subject to the provisions of the Act, agree to and receive from any Member willing to advance the same, whole or any part of the moneys due upon the Shares held by him beyond the sums actually called for and upon the amount so paid or satisfied in advance, or so much thereof as from time to time exceeds the amount of the calls then made upon the Shares in respect of which such advance has been made, the Company may pay interest at such rate as determined by the Board and the Member paying such sum in advance agree upon, provided that money paid in advance of calls shall not confer a right to participate in profits or dividend. The Board may at any time repay the amount so advanced.

(19) The Member shall not be entitled to any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable.

(20) The provisions of these Articles shall mutatis mutandis apply to any calls on debentures of the Company.

12. CAPITALIZATION OF RESERVE

(1) The Company in General Meeting, may upon the recommendation of the Board, resolve:

a. That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

b. That such sum be accordingly set free for the distribution in the manner specified in Clause(2) amongst the members who have been entitled thereto, if distributed by way of dividend and in the same proportions.

(2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Clause(3), either in or towards:

a. Paying up any amounts for the time being unpaid on any shares held by such members respectively

b. Paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid or

c. Partly in the way specified in sub Clause2(a) and partly in that specified in sub Clause 2(b).

(3) A share premium account and a capital redemption reserve account may for the purpose of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

(4) The Board shall give effect to the resolution passed by the Company in pursuance of this article.

13. NUMBER OF DIRECTORS

There shall be a minimum of 3 and maximum of 15 Directors including all kinds of Directors but excluding nominee Directors of the financial institutions.

14. APPOINTMENT AND TENURE OF DIRECTORS

(1) The first Directors of the Company are:

1. Mr. B. S. Suresh Kumar
2. Mr. R. Venkatesh

3. Mr. Satish Reddy
4. Mr. V. Kumar

(2) The Directors shall cease to be Directors in case of death, resignation or removal as per the Act or disqualification or withdrawal of nomination by the nominating authority.

(3) The Board may appoint additional Directors in accordance with the provisions of Section 161 (1) of the Companies Act, 2013 for the benefit of the Company in general, and in particular, when there is no quorum at the Board Meeting, and such meeting has to be conducted without adjournment.

(4) The Board may appoint Alternate Directors as and when required subject to the provisions of Section 161 (2) of the Companies Act, 2013.

(5) **Nominee Director**

(a) Not withstanding anything contained in sub-article (1) and (2) hereof, financial institutions or banks who have granted long term loans to the Company may appoint Nominee Directors, during the period of their loans remaining unpaid, subject to the provisions of Section 25 of the Industrial Finance Corporation Act, 1948 and Section 27 of the Finance Corporation Act, 1951, as the case may be, or such agreement or arrangement, as has been mutually agreed upon.
(b) The Nominee Directors so appointed shall not retire by rotation.
(c) The Nominee Directors shall have the same rights and privileges in respect of voting rights at the Board Meetings, payment of sitting fee and reimbursement of travelling expenses in the same manner as admissible to other Directors.

15. QUALIFICATION OF DIRECTORS

No Director shall be required to hold qualification shares.

16. SITTING FEE, COMMISSION AND EXPENSES

(1) The Company may pay sitting fees to any Director for attending the Board, Committee or General Meetings of the Company as may be decided by the Board of Directors from time to time. Subject to the requisite approvals, the Directors may be paid commission on profits also.

(2) The Directors may however be paid all travelling, hotel and other expenses properly incurred by them:
a) In attending and returning from meetings of the Board or any committee thereof or General Meeting of the Company; or
b) In connection with the activities of the Company.

17. APPOINTMENT OF MANAGING/WHOLE TIME DIRECTOR

(1) The Board may appoint one or more of its body to the office of the Managing Director or Whole Time Director or Chief Executive Officer by whatsoever designation on such terms and conditions, including remuneration and privileges, as may be thought proper.

(2) The Board may vest in such appointee(s) such powers and discretion as may be deemed necessary and expedient.

(3) Notwithstanding anything contained herein, the Board shall have power to revoke such appointments before expiry of their tenure in the best interest of the Company and such revocation shall not be deemed to be removal within the meaning of Section 169 of the Act.

18. POWERS OF THE BOARD

Without prejudice to the general powers conferred on the Board by the Act and the Articles of Association of the Company, the Board shall have the following powers:

(a) to borrow, with or without security, from any source, without any restrictions as to ceiling, however, subject to the provisions of the Act;.

(b) to make loans or lend money to anyone with security and interest as may be deemed appropriate to achieve the objectives of the Company;

(c) to invest the funds of the Company in any manner as may be deemed appropriate to achieve the objectives of the Company;

(d) to give guarantee or provide any security for any amount, with or without consideration;

(e) to draw, make, accept, negotiate, endorse, discount, assign, execute, issue, buy or sell, promissory notes, bills of exchange, bills of lading and other negotiable instruments;

(f) to make donations in any form, statutorily required or otherwise for the purpose of contribution to:

(1) financial health of the Company; or

(2) welfare of the members and the employees of the Company(and their families) present or past;

(g) to remit or give time for the payment, any debt due by a Director, customer or buyer or an employee;

(h) to write off any bad debts;

(i) to pay preliminary expenses, including those of any Company promoted by the Company;

(j) to adopt, execute any or all the pre-incorporation contracts;

(k) to delegate any or all the powers contained herein to any functional Directors, with an authority for further sub-delegation;

(l) to purchase any property movable or immovable in India,

(m) to appoint an attorney(ies) of the Company, with such powers, authorities and discretions(not exceeding those vested in or exercisable by the Board) as may be deemed proper and to revoke such appointments;

(n) to frame rules where required by the provisions of these Articles;

(o) 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;

(p) to issue securities, including debentures, whether in or outside India and

(q) Generally to do all deeds and things as the expedience of the business warrants.

19. CHAIRMAN

(1) The Board of Directors or Shareholders may appoint one of the Directors as Chairman of the Company.

(2) The Chairman shall preside over every Board Meeting and General Meeting.

(3) The Chairman shall be entitled to take the chair at every General Meeting, whether Annual or Extraordinary. If there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes of the time appointed for holding such meeting, or if he shall be unable or unwilling to take the chair, then the Managing Director/Wholetime Director shall be the Chairman of the meeting. If no Director be present or if all the Directors present decline to take the chair, then the Members present shall elect one of their number to be Chairman.

(4) No business shall be discussed at any General Meeting except the election of a Chairman, if the Chair is vacant.

(5) In the event of equality of votes, the Chairman shall not have a casting vote, in addition to his own vote as a Director or a member as the case may be.

(6) The Chairman may adjourn Board Meeting or a General Meeting or a Meeting of any Committee, as he may deem proper, if and when;

(a) a quorum is not present within 15 minutes from the time appointed for holding the meeting;

(b) a poll is demanded;

(c) a member raises a point of order (strictly confined to incorrect procedure, irrelevancy and unparliamentarily language or transgressing the provisions of Articles of Association of the Company);

(d) the meeting is turned into a mock show.

(7) The Chairman may at his discretion close a debate of motion by the member if he is satisfied that such debate serves no useful and constructive purpose.

20. PROCEEDINGS OF THE BOARD

(1) If there will be no Chairman or the Chairman is not present within five minutes after the time appointed for holding the Meeting, the Directors/members present may choose one of the Directorsto be Chairman of the Meeting.

(2) (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.

(3) (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) The Chairman shall not have a second or casting vote.

(4) 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.

(5) (a) The Board may, subject to the provisions of the Act, may constitute such Committees as may be necessary and 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.

(6) (a) A Board/Committee may meet and adjourn as it thinks fit.

(b) Questions arising at any Meeting of a Board/Committee shall be determined by a majority of votes of the Directors/members present, and in case of an equality of votes, the Chairman shall not have a second or casting vote.

(7) 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.

(8) 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.

21. AUTHORITY TO CALL BOARD MEETINGS

(1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(2) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

22. MEETINGS

(1) The Company shall adhere to the Secretarial Standards issued from time to time by the Institute of Company Secretaries of India relating to Board and General Meetings.
(2) The Board and General Meetings of the Company can be convened through video conference as per the Act.

23. QUORUM

(1) Quorum for the General Meetings shall be as per the provisions of the Act. (2) Two Directors or one third of the total number of Directors as on the date whichever is higher shall be the quorum for the meetings of the Board/Committee.
(3) If at the adjourned General Meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting, the members present shall be a quorum.

24. PERIOD OF NOTICE FOR CALLING GENERAL MEETING

(1) A written notice of not less than 21 (Twenty one) days shall, for every General Meeting, be given to the members to their addresses recorded in the Register of Members or through electronic mode. However the General Meeting may be convened by giving shorter notice with the consent of the Shareholders as per the provisions of the Act.
(2) The period of notice, provided in the foregoing sub-article, shall include the day of posting and delivery of a notice and the day of holding the meeting, and the 48 hours time of postal transit.
(3) A notice, in pursuance of sub-article (i) shall be required to be given for every adjourned meeting of the Company.

25. CONTENTS OF NOTICE AND PERSONS TO WHOM IT IS TO BE SERVED

(1) Every notice of a General Meeting shall specify the place, the day, and the time of the meeting and the agenda of business to be transacted thereat.
(2) Notice of every General Meeting shall be served on the members of the Company, who are entitled to vote thereat, and the Auditors of the Company, in case of the Annual General Meeting.

26. ACCOUNTS

(1) 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 account and books of the Company or any of them shall be open to the inspection of members (not being Directors).
(2) No member (not being a Director) shall have any rights of inspection any accounts or books of accounts of the Company except as conferred by the law or authorised by the Board or by the Company in General Meeting.

27. BUY BACK OF SHARES

The Company may purchase its own securities in accordance with the provisions contained in Sections 68 to 70 of the Act and the rules made there under in pursuance of the guidelines issued by the Central Government.

28. AUDIT

The Auditors of the Company shall be appointed as per the Act.

29. WINDING UP

Subject to the provisions 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 other securities whereon there is any liability.

30. INDEMNITY

Every Officer, Manager, Director or Agent of the Company, be and is hereby indemnified out of the assets of the Company against any liability incurred by him in discharging his acts bonafide.

31. SECRECY CLAUSE

a) Every Director, Manager, Auditor, Treasurer, Trustee, member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the Company shall, if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions and affairs of the Company with the customers and the state of the accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when requited so to do by the Directors or by any law or by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions in these Articles and to sign any documents in connection with the above as may be decided by the Board from time to time.

b) Subject, to the terms of any relevant written agreement or undertaking between the Company and particular members, no member shall be entitled to visit or inspect any works of the Company without the permission of the Directors or such person as may be authorised by the Directors in the regard, or to require discovery of or any information respecting any details of the Company's trading or any matter, which is or may be in the nature of trade secret, mystery of trade, secret process or any other matter which may relate to conduct of the business of the Company and which, in the opinion of the Directors, it would be inexpedient in the interest of the Company to disclose.

***Altered vide Special Resolution passed at the Extra Ordinary General Meeting of the Company held on April 26, 2024**

we, the several persons, whose names & addresses are subscribed, are desirous of being formed into a Company in pursuance of this **Articles of Association** and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names: -

Names, Addresses, Descriptions of the Subscribers	Number of Equity shares taken by each Subscriber	Signature of the Subscriber	Signature of witness with Address and Occupation
SURESH KUMAR. B.S. S/o. Sathyanarayana B.S. No.106, I Main, III Cross Bhuwancshwari Nagar C.V. Raman Nagar Post Bangalore 560 075	2,500	Sd/-	
R. VENKATESH S/o.S. Rajagopal No.36, Chunchappa Block Matadahalli, R.T. Nagar Post Bangalore 560 032	2,500	Sd/-	**B.N.G. Kumar** **S/o. B. Narayana Swamy** **No.315, 6th Main Road** **HAL II Stage** **Indiranagar** **Bangalore - 560 038**
SATISH REDDY S/o. C.P. Reddy No.139, 16 Cross G.D. Park Extension Near Chowdiah Memorial Hall Vyalikaval Bangalore 560 003	2,500	Sd/-	
V. KUMAR S/o Late K Venugopal No. 139, 16 Cross G.D. Park Extension Near Chowdiah Memorial Hall Vyalikaval Bangalore 560 003	2,500	Sd/-	
Total	**10,000**		

Dated, this 10th day of January, 2001

SECTION XII: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of the Draft Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which have been attached to the copy of the Red Herring Prospectus delivered to the RoC for filing, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office at 793, Basement & 1st Floor, Vyalikaval HBCS, Behind BEL Corp Office,Veeranna Palya, Nagawara, Bangalore 560045, Karnataka, India, between 10.00 a.m. to 5.00 p.m. (IST) on all working days and will also be available at the website of our company www.datasolindia.com from the date of the Draft Red Herring Prospectus until issue closing date.

A. MATERIAL CONTRACTS TO THE ISSUE

1. Issue Agreement dated September 26, 2025 entered into among our Company and the Book Running Lead Manager.

2. Agreement dated September 26, 2025 entered into among our Company and the Registrar to the Issue.

3. Tripartite Agreement dated June 12, 2024 entered into among our Company, NSDL and the Registrar to the Issue.

4. Tripartite Agreement dated August 07, 2024 entered into among our Company, CDSL and the Registrar to the Issue.

5. Banker to the Issue Agreement [●] among our Company, the Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.

6. Market Making Agreement dated [●], between our Company, the Book Running Lead Manager and the Market Maker.

7. Underwriting Agreement dated [●], between our Company and the Book Running Lead Manager.

B. MATERIAL DOCUMENTS

1. Certified copies of the Memorandum of Association and Articles of Association of our Company.

2. Certificate of Incorporations of our Company dated February 01, 2001 and September 16, 2024 issued by Registrar of Companies.

3. Resolution of the Board of Directors of our Company and Equity Shareholders of our Company dated September 22, 2025 and September 22, 2025 respectively, authorizing the Issue and other related matters.

4. Copies of Audited Financial Statements of our Company for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023.

5. Peer Review Auditors Report dated September 22, 2025 on Restated Financial Statements of our Company for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023.

6. Copy of Statement of tax benefits dated September 22, 2025, from the Statutory Auditor included in this Draft Red Herring Prospectus.

7. Consents of Promoters, Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Statutory Auditors, Legal Advisor to the Issue, Banker to the Issue & Sponsor Bank, Syndicate Member, Book Running Lead Manager, Registrar to the Issue, Underwriter and Market Maker to include their names in the Draft Red Herring Prospectus to act in their respective capacities.

8. Certificate on KPI's issued by the Statutory Auditor M/s. Ishwar & Gopal, Chartered Accountants, vide their certificate dated September 22, 2025.

9. Site Visit Report of our Company prepared by the Book Running Lead Manager.

10. In-principle listing approval dated [●] from BSE Limited for listing the Equity Shares on the SME Platform of BSE Limited.

11. Due Diligence certificate dated [●] submitted to SEBI after filing the Red Herring Prospectus with RoC.

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines 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 Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Satish Reddy
Whole-Time Director & CFO
DIN: 01178638

Date: September 30, 2025

Place: Bangalore

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines 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 Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

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Balakuntlam Sathyanarayana Sureshkumar
Whole -Time Director
DIN: 01678452

Date: September 30, 2025

Place: Bangalore

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines 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 Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

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Neela Manjunath
Independent Director
DIN: 06981005

Date: September 30, 2025

Place: Kolkata

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines 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 Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

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Raghu Nambiar
Independent Director
DIN: 07325471

Date: September 30, 2025

Place: Kolkata

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines 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 Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

Venugopal Venkata Reddy
Independent Director
DIN: 06798772

Date: September 30, 2025

Place: Bangalore

DECLARATION

I certify and declare that all relevant provisions of the Companies Act and the rules, regulations and guidelines issued by the Government of India, or the regulations or guidelines 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 Red Herring Prospectus is contrary to the provisions of the Companies Act, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities and Exchange Board of India Act, 1992, as amended or the rules, regulations or guidelines issued thereunder, as the case may be. I further certify that all the statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTOR OF OUR COMPANY:

Sd/-

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Sachi Shrikumar Lakhotia
Company Secretary & Compliance Officer

Date: September 30, 2025

Place: Kolkata