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DRAFT RED HERRING PROSPECTUS

100% Book Built Issue

Dated: September 25, 2024



Please read Section 26 and 32 of the Companies Act, 2013

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



NEEV CREDIT LIMITED

CORPORATE IDENTITY NUMBER: U65923WB1996PLC076763

REGISTERED OFFICE		CORPORATE OFFICE		CONTACT PERSON	TELEPHONE AND EMAIL	WEBSITE
Room number 408, 4th Floor, PS IXL Building, Atghora, Chinar Park, Parganas North 24, Kolkata, West Bengal-700136 India		Srivatsa Arcade, No. 6, Ground Floor, 12 th Cross, Wilson Garden, Bangalore- 560027, Karnataka, India.		Deepika Bhutra	Tel. No: +91 70440 24108 Email Id: compliance@neevcredit.com	www.neevfinance.com
PROMOTER OF OUR COMPANY: NIKHIL SARAF, SAMIR AGARWAL, AMIT JAISWAL & KAVITA AGARWAL						
DETAILS OF THE ISSUE						
TYPE	FRESH ISSUE SIZE (in ₹ lakhs)	OFFER FOR SALE	TOTAL ISSUE SIZE (in ₹ lakhs)	ELIGIBILITY AND SHARE RESERVATION AMONGST QIBS, NIIS AND RIIS		
Fresh Issue	[●]	Not Applicable	Upto [●] Equity Shares aggregating up to ₹ 1500.00 lakhs	The issue is being made in terms of Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 through Book Building Process in accordance with Regulation 229 (1) and 253(1) of the SEBI ICDR Regulations. For further details, see "Other Regulatory and Statutory Disclosures - Eligibility of the Issue" on page 241 For details in relation to share reservation among QIBs, NIIs and RIIs, see "Issue Structure" on page 259.		
DETAILS OF OFFER FOR SALE						
NAME OF THE SELLING SHAREHOLDER	TYPE	NUMBER OF EQUITY SHARES OFFERED/ AMOUNT (IN ₹ lakhs)	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹)			
Not Applicable						
RISK IN RELATION TO THE FIRST ISSUE						
This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10/- each and the Floor Price, Cap Price and Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager in accordance with SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of Book Building process as stated in chapter titled "Basis for Issue Price" beginning on Page 94, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.						
GENERAL RISKS						
Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on 27 of this Draft Red Herring Prospectus.						
COMPANY'S ABSOLUTE RESPONSIBILITY						
The Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company and the Issue, which is material in the context of the Issue, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.						
LISTING						
The Equity Shares Issued through this Draft Red Herring Prospectus are proposed to be listed on SME Platform of BSE in terms of the Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. Our Company has received "in-principle" approval letter [●] dated [●] from [●] for using its name in the Red Herring Prospectus / Prospectus for listing of our shares on the BSE SME. For the purpose of this Issue, the Designated Stock Exchange will be the BSE SME.						
BOOK RUNNING LEAD MANAGER TO THE ISSUE						
NAME AND LOGO		CONTACT PERSON		EMAIL AND TELEPHONE		
 MARWADI CHANDARANA GROUP Marwadi Chandarana Intermediaries Brokers Private Limited		Radhika Maheshwari / Janil Jain		E-mail: mb@marwadichandarana.com Telephone: 022-69120027		
REGISTRAR TO THE ISSUE						
NAME AND LOGO		CONTACT PERSON		EMAIL AND TELEPHONE		
 LINK Intime Link Intime India Private Limited		Shanti Gopalkrishnan		Email: neevcredit.ipo@linkintime.co.in Tel. No: +91 810 811 4949		
BID / ISSUE PERIOD						
ANCHOR INVESTOR BIDDING ISSUE PERIOD OPENS ON*: [●]		BID / ISSUE OPENS ON: [●]		BID / ISSUE CLOSES ON**: [●]#		

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

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

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



NEEV CREDIT LIMITED

CORPORATE IDENTITY NUMBER: U65923WB1996PLC076763

Our Company was originally incorporated and registered as a Private Limited Company under Companies Act, 1956 in the name and style of "Shyamji Properties Private Limited" vide certificate of incorporation dated January 23, 1996 bearing registration number 21-76763 issued by the Registrar of Companies, West Bengal. Further, the name of our Company was changed to "Neev Credit Private Limited" and a fresh certificate of incorporation was issued by Registrar of Companies, Kolkata dated May 16, 2017. Further, pursuant to a resolution passed by our Board on May 15, 2024 and a resolution passed by our shareholders on June 07, 2024, our Company was converted into a public limited company. Consequently, the name of our company was changed to "Neev Credit Limited", and a fresh certificate of incorporation consequent upon conversion to public company issued by Registrar of Companies, Kolkata on July 31, 2024. The RBI granted a certificate of registration dated December 16, 2000, bearing no. B - 05.03480 to our Company, for registration as an NBFC under Section 45-IA of the Reserve Bank of India Act, 1934.

Registered Office: Room number 408, 4th Floor, PS IXL Building, Atghora, Chinar Park, Parganas North 24, Kolkata, West Bengal-700136 India

Corporate Office: Srivatsa Arcade, No. 6, Ground Floor, 12th Cross, Wilson Garden, Bangalore- 560027, Karnataka, India.

Website: www.neevfinance.com **E-Mail:** compliance@neevcredit.com **Tel. No:** +91 70440 24108

Company Secretary and Compliance Officer: Deepika Bhutra

PROMOTERS OF OUR COMPANY: NIKHIL SARAF, SAMIR AGARWAL, AMIT JAISWAL & KAVITA AGARWAL

INITIAL PUBLIC OFFER OF UPTO [●] EQUITY SHARES OF FACE VALUE OF ₹10/- EACH ("EQUITY SHARES") OF NEEV CREDIT LIMITED ("OUR COMPANY" OR "THE ISSUER") AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF [●] PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹1500.00 LAKHS ("PUBLIC ISSUE") OUT OF WHICH [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH, AT AN ISSUE PRICE OF ₹[●] PER EQUITY SHARE FOR CASH, AGGREGATING ₹[●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY THE MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE PUBLIC ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH, AT AN ISSUE PRICE OF ₹ [●] PER EQUITY SHARE FOR CASH, AGGREGATING UP TO ₹[●] LAKHS IS HEREINAFTER REFERRED TO AS THE "NET ISSUE". THE PUBLIC ISSUE AND NET ISSUE WILL CONSTITUTE [●] % AND [●] % RESPECTIVELY OF THE POST- ISSUE PAID- UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE PRICE BAND AND THE MINIMUM BID LOT WILL BE DECIDED BY OUR COMPANY IN CONSULTATION WITH THE BRLM AND WILL BE ADVERTISED IN [●] EDITION OF [●] (A WIDELY CIRCULATED ENGLISH NATIONAL DAILY NEWSPAPER) AND [●] EDITION OF [●] (A WIDELY CIRCULATED HINDI NATIONAL DAILY NEWSPAPER, AND BENGALI EDITION OF [●], REGIONAL NEWSPAPER (BENGALI BEING THE REGIONAL LANGUAGE OF KOLKATA WHERE OUR REGISTERED OFFICE IS LOCATED), AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ISSUE OPENING DATE AND SHALL BE MADE AVAILABLE TO [●] ("[●]") FOR THE PURPOSES OF UPLOADING ON THEIR WEBSITE.

In case of any revision in the Price Band, the Bid/Issue Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, 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 website of the BRLM and at the terminals of the Members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, as amended, wherein not more than 50% of the Net Issue shall be allocated on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that 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 ("Anchor Investor Portion"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective ASBA accounts, and UPI ID in case of RIBs using the UPI Mechanism, if applicable, in which the corresponding Bid Amounts will be blocked by the SCRBs or by the Sponsor Bank under the UPI Mechanism, as the case may be, to the extent of respective Bid Amounts. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" beginning on page 262 of this Draft Red Herring Prospectus.

RISK IN RELATION TO THE FIRST ISSUE

This being the first public issue of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of the Equity Shares is ₹10/- each and the Floor Price, Cap Price and Issue Price (determined and justified by our Company in consultation with the Book Running Lead Manager in accordance with SEBI ICDR Regulations and on the basis of the assessment of market demand for the Equity Shares by way of Book Building process as stated in chapter titled "Basis for Issue Price" beginning on Page 94 should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in Equity and Equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares issued in the Issue have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the Draft Red Herring Prospectus. Specific attention of the investors is invited to the section titled "Risk Factors" beginning on Page 27 of this Draft Red Herring Prospectus.

COMPANY'S ABSOLUTE RESPONSIBILITY

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

LISTING

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

BOOK RUNNING LEAD MANAGER

REGISTRAR TO THE ISSUE



MARWADI CHANDARANA GROUP
Marwadi Chandarana Intermediaries Brokers Private Limited
 X-change Plaza, Office no. 1201 to 1205, 12th Floor, Building No. 53E, Zone-5, Road 5E, Gift City, Gandhinagar - 382355, Gujarat, India
Telephone: 022-69120027
E-mail: mb@marwadichandarana.com
Investors Grievance e-mail: mbgrievances@marwadichandarana.com
Contact Person: Radhika Maheshwari / Janil Jain
Website: ib.marwadichandarana.com
SEBI Registration Number: INM000013165



Link Intime India Private Limited
Address: C-101, 247 Park LBS Marg, Surya Nagar, Gandhi Nagar Vikhroli (West) Mumbai - 400 083, Maharashtra, India
Contact Person: Shanti Gopalkrishnan
Tel: +91 810 811 4949
Email: neevcredit ipo@linkintime.co.in
Investor grievance e-mail: neevcredit ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopal Krishnan
SEBI registration number: INR000004058

ISSUE PROGRAMME*

ANCHOR INVESTOR BIDDING DATE*: [●]

BID / ISSUE OPENS ON: [●]

BID / ISSUE CLOSES ON*: [●]#

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

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

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

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

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

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

Notwithstanding the foregoing, the terms used in the sections “Industry Overview”, “Key Regulations and Policies”, “Statement of Possible Special Tax Benefits”, “Financial Information”, “Basis for Issue Price”, “Outstanding Litigation and Material Developments” and “Description of Equity Shares and Terms of the Articles of Association” beginning on pages 105, 133, 102, 165, 94, 230 and 295 respectively, of this DRHP shall have the meaning ascribed to them in the relevant section.

GENERAL TERMS

Term	Description
“Neev Credit Limited”, “NCL”, “Our Company”, “the Company”, “the Issuer”	Neev Credit Limited (formerly known as Neev Credit Private Limited), a public limited company incorporated in India under the Companies Act, 1956 having its Registered Office at Room number 408, 4th Floor, PS IXL Building, Atghora, Chinar Park, Parganas North 24 Kolkata, West Bengal-700136.
“we”, “us” and “our”	Unless the context otherwise indicates or implies, refers to our Company.
“you”, “your” or “yours”	Prospective investors in this Issue

COMPANY RELATED TERMS

Term	Description
AOA /Articles of Association / Articles	The Articles of Association of or Company, as amended, from time to time
Audit Committee	The audit committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in “Our Management – Committees of our Board of Directors – Audit Committee” on page 144 of this Draft Red Herring Prospectus.
Auditor / Statutory Auditor	G.C. Bafna & Co, Chartered Accountants (FRN: 319104E) having their office at 12, Amartolla Street, 4TH Floor, Room No 315, Kolkata West Bengal 700001.
Board of Directors/ the Board/ our Board	The board of directors of our Company, as constituted from time to time or any duly constituted committee thereof. For further details of our Directors, please refer to section titled “Our Management” beginning on page 144 of this Draft Red Herring Prospectus.
Chief Financial Officer/CFO	Chief Financial Officer of our Company is Sumit Khanna. For details, see “Our Management” on page 144 of this Draft Red Herring Prospectus.
Corporate Office	Srivatsa Arcade, No. 6, Ground Floor, 12 th Cross, Wilson Garden, Bangalore- 560027, Karnataka, India.
Company Secretary and Compliance Officer	Company Secretary and Compliance Officer of our Company being, Deepika Bhutra. For details, see “Our Management” beginning on page 144 of this Draft Red Herring Prospectus.
Companies Act	The Companies Act, 2013 and amendments thereto. The Companies Act, 1956, to the extent of such of the provisions that are in force.
CIN	Corporate Identification Number of our company i.e., U65923WB1996PLC076763
Director(s)	Directors on our Board as described in “Our Management”, beginning on page 144 of

Term	Description
	this Draft Red Herring Prospectus.
Equity Shares	The equity shares of our Company of face value of ₹10 each.
Executive Directors	Executive Directors of our Company as appointed from time to time.
Group Companies	Companies with which there were related party transactions as disclosed in the Restated Financial Statements as covered under the applicable accounting standards, and also other companies as considered material by our Board of the Issuer as disclosed in “ <i>Our Group Companies</i> ” on page 162 of this Draft Red Herring Prospectus
Independent Directors	Independent directors on our Board, and who are eligible to be appointed as independent directors under the provisions of the Companies Act and the SEBI Listing Regulations. For details of the Independent Directors, see “ <i>Our Management</i> ” beginning on page 144 of this Draft Red Herring Prospectus.
ISIN	International Securities Identification Number. In this case being INE01GM01027
KMP/Key Managerial Personnel	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations and Section 2(51) of the Companies Act, 2013 as applicable and as further disclosed in “ <i>Our Management- Key Managerial Personnel of our Company</i> ” on page 151 of this Draft Red Herring Prospectus.
Materiality Policy	The policy adopted by our Board of Directors on September 14, 2024 for identification of material: (a) outstanding litigation proceedings; (b) Group Companies; and (c) creditors, pursuant to the requirements of the SEBI ICDR Regulations and for the purposes of disclosure in this Draft Red Herring Prospectus, Red Herring Prospectus.
MoA/ Memorandum of Association	The Memorandum of Association of our Company, as amended, from time to time
Nomination and Remuneration Committee	Nomination and remuneration committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in “ <i>Our Management – Committees of our Board of Directors – Nomination and Remuneration Committee</i> ” on page 152 of this Draft Red Herring Prospectus.
Non-Executive Director(s)	Non-executive directors on our Board, as described in “ <i>Our Management</i> ”, beginning on page 144 of this Draft Red Herring Prospectus.
Promoter(s)	The promoters of our Company, being Samir Agarwal, Nikhil Saraf, Amit Jaiswal and Kavita Agarwal. For details, see “ <i>Our Promoter and Promoter Group</i> ” on page 157 of this Draft Red Herring Prospectus.
Promoter Group	Persons and entities constituting the promoter group of our Company, pursuant to Regulation 2(1)(pp) of the SEBI ICDR Regulations and as disclosed in “ <i>Our Promoter and Promoter Group</i> ” on page 157 this Draft Red Herring Prospectus.
Registered Office	Room number 408, 4th Floor, PS IXL Building, Atghora, Chinar Park, Parganas North 24 Kolkata, West Bengal-700136.
Restated Financial Statements/ Restated Financial Information	The Restated Financial Information of our Company, which comprises the Restated Statement of Assets and Liabilities, the Restated Statement of Profit and Loss, the Restated Statement of Cash Flows, for the financial year ended on March 31, 2024, March 31, 2023 and March 31, 2022 along with the summary statement of significant accounting policies read together with the annexures and notes thereto prepared in terms of the requirements of Section 26 of the Companies Act, the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the ICAI, as amended from time to time
RoC/Registrar of Companies	Registrar of Companies, West Bengal at Kolkata.
Shareholder(s)	Shareholders of our Company, from time to time
“SSSHA” “Share Subscription and Shareholders’ Agreement”	Share Subscription and Shareholders’ Agreement (the “SSSHA”) dated March 1, 2022 as amended pursuant to amendment agreement dated September 18, 2024 entered between the Company, Samir Agarwal, Nikhil Saraf and Amit Jaiswal (collectively, the “Founders”) and Envocon Projects LLP, Bikash Damani, Kredent Holdings Private Limited, Punit Poddar, Vikas Vasal, David Julian Jones, Sumesh S Edakkalathil, Meet Jain, Rashmi Gupta, Kajal Sharma, Shruti Dhelia, Ketan Shekhar, Premsons Diversey Private Limited (collectively, the “Investors”)

Term	Description
Senior Managerial Personnel	Senior management personnel of our Company in terms of Regulation 2(1)(bbbb) of the SEBI ICDR Regulations as described in “ <i>Our Management – Senior Management Personnel of our Company</i> ” on page 154 of this Draft Red Herring Prospectus.
Stakeholders Relationship Committee	Stakeholders’ relationship committee of our Board, constituted in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, and as described in “ <i>Our Management</i> ”, beginning on page 144 of this Draft Red Herring Prospectus.

ISSUE RELATED TERMS

Term	Description
Acknowledgement Slip	The slip or document issued by a Designated Intermediary(ies) to an Applicant as proof of registration of the Application Form
Abridged Prospectus	Abridged Prospectus means a memorandum containing such salient features of a Prospectus as may be specified by SEBI in this behalf. Abridged Prospectus is to be issued under SEBI ICDR Regulations and appended to the Application Forms.
Allot/ Allotment/ Allotted	Unless the context otherwise requires, allotment of Equity Shares pursuant to the Issue to the successful Applicants.
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Applicants who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Applicant(s)/Investor	Any prospective investor who makes an application pursuant to the terms of the Prospectus and the Application Form and unless otherwise stated or implied includes an ASBA Applicant.
Application Form	The Form (with and without the use of UPI, as may be applicable), in terms of which the prospective investors shall apply for our Equity Shares in the Issue.
Allottee	A successful Applicant to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and the Draft Red Herring Prospectus and who has Bid for an amount of at least ₹ 200 lakhs.
Application Supported by Blocked Amount/ ASBA	An application, whether physical or electronic, used by ASBA Applicant to make an application and authorising an SCSB to block the Bid Amount in the specified bank Account maintained with such SCSB. ASBA is mandatory for all Applicants participating in the Issue.
ASBA Account	A bank account linked with or without UPI ID, maintained with an SCSB and specified in the ASBA Form submitted by the Applicants for blocking the Application Amount mentioned in the ASBA Form.
ASBA Applicant(s)	Any prospective investor who makes an application pursuant to the terms of the Draft Red Herring Prospectus and the Application Form including through UPI mode (as applicable).
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Form(s)	An application form, whether physical or electronic, used by ASBA Applicant and which will be considered as the application for Allotment in terms of the Prospectus
Banker(s) to the Issue and Refund Banker	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom the Public Issue Account will be opened, in this case being [●]
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Applicants under the Issue, as described in “ <i>Issue Procedure</i> ” beginning on page 262 of this DRHP.
Bid	An indication to make an Offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA 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 Draft Red Herring Prospectus and the relevant Bid cum Application Form. The term “Bidding” shall be construed accordingly.
Bid Amount	The amount at which the bidder makes a bid for the Equity Shares of our Company in terms of Draft Red Herring Prospectus.
Bid cum Application Form	The form in terms of which the bidder shall make a bid, including ASBA Form, and which shall be considered as the bid for the Allotment pursuant to the terms of this Draft Red Herring Prospectus

Term	Description
Bidding Centers	The centers at which the Designated Intermediaries shall accept the ASBA Forms to a Registered Broker, i.e., Designated SCSB Branches for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Running Lead Manager/ BRLM	The Book Running Lead Manager to the Issue, being Marwadi Chandarana Intermediaries Brokers Private Limited.
Book Building Process	Book building process, as provided in Part A of Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made.
Broker Centres	Broker Centres notified by the Stock Exchanges where ASBA Applicants can submit the ASBA Forms to a Registered Broker The details of such Broker Centres, along with the names and the contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges.
CAN or Confirmation of Allocation Note	The Note or advice or intimation sent to each successful Applicant indicating the Equity which will be allotted, after approval of Basis of Allotment by the designated Stock Exchange
Cap Price	The higher end of the Price Band, subject to any revisions thereto, above which the Issue Price will not be finalised and above which no Bids will be accepted
Client ID	The client identification number maintained with one of the Depositories in relation to demat account.
Collecting Depository Participant/ CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids from relevant Bidders at the Designated CDP Locations in terms of the circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 and the SEBI UPI Circulars, issued by SEBI.
Circular on Streamlining of Public Issues/ UPI Circular	Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/50) dated April 3, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/76) dated June 28, 2019, circular (SEBI/HO/CFD/DIL2/CIR/P/2019/85) dated July 26, 2019, circular no. (SEBI/HO/CFD/DCR2/CIR/P/2019/133) dated November 8, 2019, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020, circular no. (SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M) dated March 16, 2021, circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021, circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI/HO/CFD/DIL2/CIR/2022/75 dated May 30, 2022 and SEBI circular number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, SEBI master circular with circular number SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 09, 2023 (to the extent that such circulars pertain to the UPI Mechanism), 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.
Controlling Branches	Such branches of SCSBs which coordinate Applications under the Issue with the LM, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI at www.sebi.gov.in or at such other website as may be prescribed by SEBI from time to time.
Demographic Details	Details of the Applicants including their address, name of the father/husband, investor status, occupation and bank account details and UPI ID, where applicable
Depository	A depository registered with SEBI under the SEBI (Depositories and Participants) Regulations, 2018.
Depository Participant	A Depository Participant as defined under the Depositories Act, 1996
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges

Term	Description
Designated Date	The date on which relevant amounts are transferred from the ASBA Accounts to the Public Issue Account or the Refund Account, as the case may be, and/or the instructions are issued to the SCSBs (in case of UPI Bidders using the UPI Mechanism, instruction issued through the Sponsor Bank) for the transfer of amounts blocked by the SCSBs in the ASBA Accounts to the Public Issue Account, in terms of the Prospectus following which Equity Shares will be Allotted in the Issue
Designated Intermediaries/ Collecting agent	In relation to ASBA Forms submitted by RIBs authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-Syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs.
Designated RTA Locations	Such locations of the RTAs where Applicants can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms (other than ASBA Forms submitted by RIIs where the Application Amount will be blocked upon acceptance of UPI Mandate Request by such RII using the UPI Mechanism), a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes . Intermediaries or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	SME Platform of BSE Limited (“BSE SME”)
DP ID	Depository Participant’s identity number
Designated Market Maker	[●] will act as the Market Maker and has agreed to receive or deliver the specified securities in the market making process for a period of three years from the date of listing of our Equity Shares or for a period as may be notified by amendment to SEBI ICDR Regulations.
Draft Red Herring Prospectus/DRHP	This Draft Red Herring Prospectus dated September 25, 2024 issued in accordance with Section 26 of the Companies Act, 2013 and SEBI ICDR Regulation.
Eligible FPI(s)	FPIs from such jurisdictions outside India where it is not unlawful to make an offer / invitation under the Issue and in relation to whom the Application Form and the Prospectus constitutes an invitation to subscribe to the Equity Shares.
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Issue and in relation to whom the Application Form and the Prospectus will constitute an invitation to subscribe to or to purchase the Equity Shares.
Eligible QFIs	QFIs from such jurisdictions outside India where it is not unlawful to make an Offer or invitation under the Offer and in relation to whom the Prospectus constitutes an invitation to purchase the Equity Shares offered thereby and who have opened demat accounts with SEBI registered qualified depository participants.
Equity Listing Agreements	The listing agreements to be entered into by our Company with the Stock Exchange in relation to our Equity Shares.
Escrow and Sponsor Bank Agreement	Agreement dated [●] entered into amongst our Company, the Registrar to the Issue, the Book Running Lead Manager and Banker to the Issue and Sponsor Bank, to receive monies from the Applicants through the SCSBs Bank Account on the Designated Date in the Public Issue Account.
Escrow Account(s)	Account(s) opened with the Bank(s) to the Issue pursuant to Escrow and Sponsor Bank Agreement
Escrow Collection Bank(s)	The Bank(s) which are clearing members and registered with SEBI as bankers to an issue under the SEBI (Bankers to an Issue) Regulations, 1994 and with whom the Escrow Account(s) will be opened, in this case being [●]
Electronic Transfer of Funds	Refunds through ECS, NEFT, Direct Credit or RTGS as applicable

Term	Description
First Applicant	The Applicant whose name appears first in the Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
Floor Price	The lower end of the Price Band, subject to any revision(s) thereto, not being less than the face value of Equity Shares, at or above which the Offer Price will be finalized and below which no Bids will be accepted.
Foreign Venture Capital Investors	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000
FPI / Foreign Portfolio Investor	A Foreign Portfolio Investor who has been registered under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, provided that any FII or QFI who holds a valid certificate of registration shall be deemed to be a foreign portfolio investor till the expiry of the block of three years for which fees have been paid as per the SEBI (Foreign Institutional Investors) Regulations, 1995, as amended.
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1) (III) of the SEBI ICDR Regulations
Fresh Issue	The Fresh Issue of upto [●] Equity Shares aggregating up to ₹ 1500.00 Lakhs
General Information Document	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 circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, and the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchange and the Book Running Lead Manager.
Gross Proceeds	The Offer Proceeds
IPO/ Offer/ Offer Size/ Public Offer	Initial Public Offering
Issue / Offer	The initial public offer of up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹ 1500.00 Lakhs.
Issue Agreement	The agreement dated September 18, 2024 amongst our Company and the Book Running Lead Manager, pursuant to which certain arrangements are agreed to in relation to the Issue.
Issue Price / Offer Price	The final price at which Equity Shares will be Allotted to successful ASBA Bidders (except for the Anchor Investors) in terms of the Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price which will be decided by our Company in consultation with the BRLM in terms of the Red Herring Prospectus and the Prospectus. The Offer Price will be decided by our Company in consultation with the BRLMs on the Pricing Date in accordance with the Book Building Process and the Red Herring Prospectus.
Issue Proceeds	The proceeds of the Issue shall be available to our Company. For further information about the use of the Issue Proceeds, see “ <i>Objects of the Issue</i> ” beginning on page 87 of this DRHP
Issue Opening	The date on which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers shall start accepting Application for this Issue, which shall be the date notified in an English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●]
Issue Closing	The date after which the Book Running Lead Manager, Syndicate Member, Designated Branches of SCSBs and Registered Brokers will not accept any Application for this Issue, which shall be notified in a English national newspaper, Hindi national newspaper and a regional newspaper each with wide circulation as required under the SEBI (ICDR) Regulations. In this case being [●]
Lot Size	The Market lot and Trading lot for the Equity Share is [●] and in multiples of [●] thereafter; subject to a minimum allotment of [●] Equity Shares to the successful applicants.

Term	Description
Listing Agreement	The Equity Listing Agreement to be signed between our Company and the BSE Limited.
Market Maker	Market Maker of the Company, in this case being [●]
Market Maker Reservation Portion	The Reserved portion of [●] Equity shares of ₹ 10 each at an Issue Price of ₹ [●] aggregating to ₹ [●] Lakhs for Designated Market Maker in the Public Issue of our Company
Market Making Agreement	The Agreement among the Market Maker, the Book Running Lead Manager and our Company dated [●]
Mobile App(s)	The mobile applications listed on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 or such other website as may be updated from time to time, which may be used by RIIs to submit Bids using the UPI Mechanism
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
Net Issue	The Issue (excluding the Market Maker Reservation Portion) of [●] equity Shares of face value of ₹10 each fully paid for cash at a price of ₹ [●] per Equity Share (the “Issue Price”), including a share premium of ₹ [●] per equity share aggregating to ₹ [●] Lakhs
Net Proceeds	The proceeds from the Issue less the Issue related expenses applicable to the Issue. For further information about use of the Issue Proceeds and the Issue expenses, see “ <i>Objects of the Issue</i> ” on page 87 of this DRHP.
Net QIB Portion	The QIB Portion less the number of Equity Shares allocated to the Anchor Investors
Non-Institutional Investors/ Non-Institutional Bidders/ NIB’s	All Applicants that are not QIBs or Retail Individual Bidders and who have Bid for Equity Shares for an amount more than ₹ 200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price or through such other method of allocation as may be introduced under applicable law
Non-Resident	A person resident outside India, as defined under FEMA and includes NRIs, FPIs and FVCIs
NPCI	NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA).
Offer document	Includes Draft Red Herring Prospectus/ Red Herring Prospectus and Prospectus to be filed with Registrar of Companies.
Offer Proceeds	The proceeds of the Fresh Issue which shall be available to our Company. For further information about use of the Offer Proceeds, see “ <i>Objects of the Offer</i> ” on page 87.
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.
Prospectus	The Prospectus to be filed with the RoC in accordance with the Companies Act, 2013, and the SEBI ICDR Regulations containing, <i>inter alia</i> , the Issue opening and closing dates, the size of the Issue and certain other information.
Public Issue Account(s)	Account to be opened with Banker to the Issue for the purpose of transfer of monies from the SCSBs from the bank accounts of the ASBA Applicants on the Designated Date.
Public Issue Bank	The bank(s) which is a clearing member and registered with SEBI as a banker to an issue with which the Public Issue Account(s) is opened for collection of Application Amounts from Escrow Account(s) and ASBA Accounts on the Designated Date, in this case being [●]
Price Band	Price Band of a minimum price (Floor Price) of ₹ [●] and the maximum price (Cap Price) of ₹ [●]. The Price Band will be decided by our Company in consultation with the BRLM and advertised in two national daily newspapers (one each in English and in Hindi) with wide circulation and one daily regional newspaper with wide circulation at least two working days prior to the Bid / Offer Opening Date.

Term	Description
Pricing Date	The date on which our Company, in consultation with the BRLM, will finalise the Offer Price.
Qualified Institutional Buyers/ QIBs	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIB Category/ QIB Portion	The portion of the Net Issue (including the Anchor Investor Portion) being not more than 50% of the Net Issue, consisting of [●] Equity Shares aggregating to ₹ [●] lakhs which shall be Allotted to QIBs (including Anchor Investors) on a proportionate basis, including the Anchor Investor Portion (in which allocation shall be on a discretionary basis, as determined by our Company in consultation with the BRLMs), subject to valid Bids being received at or above the Issue Price or Anchor Investor Issue Price (for Anchor Investors).
Qualified Foreign Investors / QFIs	Non-resident investors other than SEBI registered FIIs or sub-accounts or SEBI registered FVCIs who meet 'know your client' requirements prescribed by SEBI.
Registered Brokers	Stockbrokers registered with SEBI under the Securities and Exchange Board of India (Stock Brokers and Sub Brokers) Regulations, 1992 and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and having terminals at any of the Broker Centres and eligible to procure Applications in terms of Circular No. CIR/CFD/14/2012 dated October 04, 2012 and the UPI Circulars issued by SEBI.
Red Herring Prospectus / RHP	The Red Herring Prospectus 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 offered and the size of the Offer, including any addenda or corrigenda thereto.
Registrar Agreement	The agreement dated September 18, 2024 among our Company and the Registrar to the Issue in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue
Registrar and Share Transfer Agents/ RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of, among others, circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Issue/ Registrar	Link Intime India Private Limited
Retail Individual Investor(s)/ RII(s)	Individual Applicants, who have applied for the Equity Shares for an amount not more than ₹ 200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and Eligible NRIs)
Retail Portions	Portion of the Offer being not less than 35% of the Net Offer consisting of [●] Equity Shares which shall be available for allocation to RIBs (subject to valid Bids being received at or above the Offer Price), which shall not be less than the minimum Bid Lot subject to availability in the Retail Portion, and the remaining Equity Shares to be Allotted on a proportionate basis
Revision Form	Form used by the Applicants to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Form(s) or any previous Revision Form(s), as applicable. QIB Bidders and Non-Institutional Investors are not allowed to withdraw or lower their applications (in terms of quantity of Equity Shares or the Bid Amount) at any stage. Retail Individual Applicants can revise their Applications during the Issue Period and withdraw their Applications until Issue Closing Date
Refund Bank(s) /Refund Banker(s)	Bank(s) which is / are clearing member(s) and registered with the SEBI as Bankers to the Offer at which the Refund Accounts will be opened in case listing of the Equity Shares does not occur, in this case being [●].
Regulations	Unless the context specifies something else, this means the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
Refund Account	Account to be opened with a SEBI Registered Banker to the Offer from which the refunds of the whole or part of the Application Amount, if any, shall be made.
Reservation Portion	The portion of the Offer reserved for category of eligible bidders as provided under the SEBI (ICDR) Regulations, 2018
Reserved Category/ Categories	Categories of persons eligible for making bid under reservation portion
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System
Self-Certified	The list of SCSBs notified by SEBI for the ASBA process is available

Term	Description
Syndicate Bank(s) or SCSB(s)	<p>at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a RIB using the UPI Mechanism), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 , or at such other websites as may be prescribed by SEBI from time to time.</p> <p>In relation to Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Application Forms from the Syndicate at Specified Locations, see the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) as updated from time to time.</p> <p>In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as ‘Annexure A’ for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019</p>
“Syndicate” or “Members of the Syndicate”	Together, the BRLM and the Syndicate Members
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Applicants, a list of which will be included in the Application Form
Sponsor Bank	The Banker to the Issue registered with SEBI, which has been appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the UPI Mandate Request and/or payment instructions of the RIBs using the UPI and carry out other responsibilities, in terms of the UPI Circulars, in this case being [●]
Syndicate Agreement	The agreement to be entered into amongst our Company, the Selling Shareholders, the BRLMs and the Syndicate Members, in relation to collection of Bids by the Syndicate.
Syndicate Members	Intermediaries (other than BRLMs) registered with SEBI who are permitted to carry out activities in relation to collection of Bids and as underwriters, namely, [●]
Stock Exchange	SME Platform of BSE Limited (“BSE SME”)
Systemically Important Non-Banking Financial Companies	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations.
Transaction Registration Slip/TRS	The slip or document issued by a member of the Syndicate or an SCSB (only on demand), as the case may be, to the bidders, as proof of registration of the bid.
Underwriters	The [●] who has underwritten this Issue pursuant to the provisions of the SEBI (ICDR) Regulations, 2018 and the Securities and Exchange Board of India (Underwriters) Regulations, (Repeal) 2021, as amended from time to time.
Underwriting Agreement	The agreement dated [●] among the Underwriter and our Company to be entered prior to filing of the Prospectus with RoC.
UPI	Unified Payments Interface, which is an instant payment mechanism, developed by NPCI
UPI Bidders	Collectively, individual investors applying as (i) Retail Individual Bidders in the Retail

Term	Description
	Portion, and (ii) Non- Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents. Pursuant to Circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹ 500,000 shall use UPI and shall provide their UPI ID in the application form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the websites of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI ID	ID created on Unified Payment Interface (UPI) for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidder initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment
UPI Mechanism	The Bidding mechanism that may be used by UPI Bidders to make ASBA Bids in the Issue in accordance with UPI Circulars
UPI PIN	Password to authenticate UPI transaction
Working Days	All days on which commercial banks in Mumbai, India are open for business, provided however, with reference to (a) announcement of the Issue Price; and (b) Issue Period, Term Description. The term “Working Day” shall mean all days, excluding all Saturdays, Sundays and public holidays on which commercial banks in Mumbai, India are open for business and the time period between the Issue Closing Date and listing of the Equity Shares on the Stock Exchanges, “Working Day” shall mean all trading days of the Stock Exchanges excluding Sundays and bank holidays in India in accordance with circulars issued by SEBI

CONVENTIONAL AND GENERAL TERMS AND ABBREVIATIONS

Term	Description
₹ or Rs. or Rupees or INR	Indian Rupees
A/c	Account
AGM	Annual general meeting
AIFs	Alternative investment funds as defined in and registered under the SEBI AIF Regulations
AS	Accounting Standards issued by the Institute of Chartered Accountants of India
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
Calendar Year or year	Unless the context otherwise requires, shall refer to the twelve month period ending December 31
Category I AIF	AIFs who are registered as “Category I Alternative Investment Funds” under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as “Category II Alternative Investment Funds” under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as “Category III Alternative Investment Funds” under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations
Category II FPIs	FPIs who are registered as “Category II Foreign Portfolio Investors” under the SEBI FPI Regulations
CBDT	The Central Board of Direct Taxes

Term	Description
CDSL	Central Depository Services (India) Limited
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CIN	Corporate Identification Number
CIT	Commissioner of Income Tax
Companies Act, 1956	Companies Act, 1956, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires
Companies Act, 2013/ Companies Act	Companies Act, 2013 and the rules, regulations, notifications, modifications and clarifications thereunder
Competition Act	Competition Act, 2002, and the rules, regulations, notifications, modifications and clarifications made thereunder, as the context requires
Consolidated FDI Policy	The consolidated FDI Policy, effective from August 28, 2017, 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.
COVID-19	A public health emergency of international concern as declared by the World Health Organization on January 30, 2020, and a pandemic on March 11, 2020
CRAR	Capital to Risk Asset Ratio
CSR	Corporate social responsibility
Demat	Dematerialised
Depositories Act	Depositories Act, 1996.
Depository or Depositories	NSDL and CDSL both being depositories registered with the SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
DIN	Director Identification Number
DP ID	Depository Participant's Identification Number
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, GoI
DPIIT	The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation
EGM	Extraordinary general meeting
EPF Act	Employees' Provident Fund and Miscellaneous Provisions Act, 1952
EPS	Earnings per share
EUR/ €	Euro
ESI Act	Employees' State Insurance Act, 1948
FCNR Account	Foreign Currency Non-Resident (Bank) account established in accordance with the FEMA
FDI	Foreign direct investment
FEMA	Foreign Exchange Management Act, 1999, including the rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year, Fiscal, FY/ F.Y.	Period of twelve months ending on March 31 of that particular year, unless stated otherwise
FPI(s)	A foreign portfolio investor who has been registered pursuant to the SEBI FPI Regulations
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
FVCI	Foreign Venture Capital Investors as defined under SEBI FVCI Regulations
FY	Financial Year
FPI(s)	Foreign Portfolio Investor, as defined under the FPI Regulations
FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
FIPB	The erstwhile Foreign Investment Promotion Board
FVCI	Foreign venture capital investors, as defined and registered with SEBI under the FVCI

Term	Description
	Regulations
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
GDP	Gross domestic product
GoI or Government or Central Government	Government of India
GST	Goods and services tax
HR	Human resource
HUF	Hindu undivided family
I.T. Act	The Income Tax Act, 1961, as amended
IBC	Insolvency and Bankruptcy Code, 2016
ICAI	The Institute of Chartered Accountants of India
ICSI	Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards
Ind AS or Indian Accounting Standards	The Indian Accounting Standards notified under Section 133 of the Companies Act and referred to in the Ind AS Rules
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015
IGAAP or Indian GAAP	Generally Accepted Accounting Principles in India notified under Section 133 of the Companies Act, 2013 and read together with paragraph 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016
INR	Indian National Rupee
IPR	Intellectual property rights
IRR	Internal rate of return
IPO	Initial public offer
IRDAI	Insurance Regulatory Development Authority of India
ISIN	International Securities Identification Number
IST	Indian Standard Time
IT	Information technology
India	Republic of India
KPI	Key Performance Indicators
“Listing Regulations” or “SEBI LODR Regulations”	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
Listing Agreement	The equity listing agreement to be entered into by our Company with each of the Stock Exchanges
LIBOR	London Inter-Bank Offer Rate
MCA	Ministry of Corporate Affairs, Government of India
Mn/ mn	Million
MSME	Micro, Small, and Medium Enterprises
Mutual Fund(s)	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A. or NA	Not applicable
NACH	National Automated Clearing House
NAV	Net asset value
NBFC	Non-Banking Financial Company
NBFC-BL	NBFC – Base Layer
NBFCs-D	Deposit taking NBFCs
NBFC - infrastructure finance company	NBFC - infrastructure finance company
NBFC -ML	NBFC- Middle Layer
NBFC-ND-SI	Non-Banking Financial Company - Systemically Important Non-Deposit taking Company

Term	Description
NBFC- P2P	NBFC- peer to peer lending platform
NBFC-SI Master Directions	Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 (Master Direction DNBR. PD. 008/03.10.119/2016-17) dated September 1, 2016 (updated on February 17, 2020)
NBFC- TL	NBFC- Top Layer
NBFC- UL	NBFC- Upper Layer
NBFC Scale Based Regulations	Master Direction - Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 dated October 19, 2023
NCDs	Non-Convertible Debentures
NCGTC	National Credit Guarantee Trustee Company
NCLT	National Company Law Tribunal
NEFT	National electronic fund transfer
NFE	Net foreign exchange
NGT	The National Green Tribunal
Non-Resident	A person resident outside India, as defined under FEMA
NPCI	National payments corporation of India
NRE Account	Non-resident external account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NRI/ Non-Resident Indian	A person resident outside India who is a citizen of India as defined under the Foreign Exchange Management (Deposit) Regulations, 2016 or is an 'Overseas Citizen of India' cardholder within the meaning of section 7(A) of the Citizenship Act, 1955
NRO Account	Non-resident ordinary account established in accordance with the Foreign Exchange Management (Deposit) Regulations, 2016
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts in which not less than 60% of the beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003, and immediately before such date had taken benefits under the general permission granted to OCBs under the FEMA. OCBs are not allowed to invest in the Issue
P/E Ratio	Price/earnings ratio
PAN	Permanent account number allotted under the I.T. Act
PAT	Profit after tax
PCA	Prompt Corrective Area
PCA Framework	Notification on PCA Framework for NBFCs dated December 14, 2021
PMLA	Prevention of Money Laundering Act, 2002
Press Note	Press Note 3 of 2020, dated April 17, 2020 issued by the DPIIT
PIO	Person of India Origin
PSL	Priority sector lending
R&D	Research and development
RBI	Reserve Bank of India
RBI Act	Reserve Bank of India Act, 1934
Regulation S	Regulation S under the Securities Act
RTI	Right to Information, in terms of the Right to Information Act, 2005
RONW	Return on net worth
Rs./ Rupees/ ₹ / INR	Indian Rupees
RTGS	Real time gross settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SARFAESI Act	The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI Regulations	SEBI AIF Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012

Term	Description
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
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
SEBI Insider Trading Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI Mutual Regulations	Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
SEBI SBEB Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to SEBI AIF Regulations
State Government	Government of a State of India
STT	Securities Transaction Tax
SICA	The erstwhile Sick Industrial Companies (Special Provisions) Act, 1985
Systemically Important Non-Banking Financial Company	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
TAN	Tax deduction account number
TDS	Tax deducted at source
U.S./USA/United States	United States of America, its territories and possessions, any State of the United States, and the District Of Columbia
US GAAP	Generally Accepted Accounting Principles in the United States of America
U.S. Securities Act	U.S. Securities Act of 1933, as amended
USD / US\$	United States Dollars
UT	Union Territory
VCFs	Venture capital funds as defined in, and registered with SEBI under, the SEBI VCF Regulations
w.e.f.	With effect from
Willful Defaulter or Fraudulent Borrower	Willful Defaulter or Fraudulent Borrower as defined under Regulation 2(1)(III) of the SEBI ICDR Regulations
WTD	Whole Time Director as defined in Companies Act, 2013
Year/Calendar Year	Unless context otherwise requires, shall refer to the 12 month period ending Dec 31

TECHNICAL/ INDUSTRY RELATED TERMS

Terms	Description
AI	Artificial Intelligence
ALM	Asset Liability Management
AML	Anti Money Laundering
ASM	Additional Surveillance Measures
CAD	Current Account Deficit
CAGR	Compounded Annual Growth Rate
CAR	Capital Adequacy Ratio
CBDC	Central Bank Digital Currency

Terms	Description
CPI	Consumer Price Index
CRM	Customer Relationship Management
CAPEX	Capital Expenditure
CRAR	Capital To Risk Assets Ratio
CRISIL	CRISIL Research, A Division of CRISIL Limited.
DII	Domestic Institutional Investors
DIETS	District Institutes of Education and Training
DPIIT	Department For Promotion of Industry and Internal Trade
EQIP	Education Quality Upgradation and Inclusion Programme
FACE	Fintech Association for Consumer Empowerment
FY	Financial Year
FDI	Foreign Direct Investment
FII	Foreign Institutional Investors
FLDC	First Loss Default Guarantee
FPI	Foreign Portfolio Investors
FRE	First Revised Estimates
GER	Gross Enrolment Ratio
GDP	Gross Domestic Product
GNPA	Gross Non-Performing Assets
GST	Goods And Services Tax
IIP	Index of Industrial Production
IMPS	Immediate Payment Service
IP	Insolvency Professional
IT	Information Technology
MCI	Ministry of Commerce and Industry
Mospi	Ministry of Statistics & Programme Implementation
ML	Machine Learning
NCF	National Curriculum Framework
NCF-SE	National Curriculum Framework for School Education
NCVET	National Council for Vocational Education and Training
NEP	National Education Policy
NPA	Non-Performing Assets
PLI	Production-Linked Incentive
QIA	Qatar Investment Authority
RBI	Reserve Bank of India
RISE	Revitalising Infrastructure and System In Education
SEZ	Special Economic Zone
SID	Skill India Digital
UPI	Unified Payments Interface
Yoy	Year-Over-Year

Notwithstanding the foregoing, terms in “*Description of Equity Shares and Terms of Articles of Association*”, “*Statement of Tax Benefits*”, “*Industry Overview*”, “*Key Industrial Regulations and Policies*”, “*Financial Information*”, “*Outstanding Litigation and Material Developments*” and “*Issue Procedure*” on pages 295, 102, 105, 133, 165, 230 and 262 respectively of this Draft Red Herring Prospectus, will have the meaning ascribed to such terms in these respective sections.

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

Certain Conventions

All references to “India” contained in this Draft Red Herring Prospectus are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, Central Government” or the “State Government” are to the Government of India, central or state, as applicable. Unless otherwise specified, any time mentioned in this Draft Red Herring Prospectus is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Draft Red Herring Prospectus are to a calendar year.

Use of Financial Data

Unless stated otherwise or the context otherwise requires, the financial information and financial ratios in this Draft Red Herring Prospectus has been derived from our Restated Financial Information. For further information, please see the section titled “*Financial Information*” on page 165 of this Draft Red Herring Prospectus

Our Company’s financial year commences on April 01 and ends on March 31 of the next year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the twelve (12) month period ended on March 31 of that year.

The Restated Financial Statements of our Company for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 which comprise restated summary statement of assets and liabilities, the restated summary statement of profit and loss, the restated summary statement of cash flow and restated summary statement of changes in equity together with the annexures and notes thereto and the examination report thereon, as compiled from the IND AS financial statements for respective period/year and in accordance with the requirements provided under the provisions of the Companies Act, SEBI ICDR Regulations and the Guidance Note on “Reports in Company Prospectuses (Revised 2019)” issued by ICAI.

There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

Unless the context otherwise indicates, any percentage amounts, as set forth in “*Risk Factors*”, *Objects of the Issue*”, “*Our Business*” and “*Management’s Discussion and Analysis of Financial Position and Results of Operations*” on pages 27, 87, 120 and 221 respectively, of this Draft Red Herring Prospectus, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of the Restated Financial Statements of our Company, prepared in accordance with IND AS, and the Companies Act and restated in accordance with the SEBI ICDR Regulations.

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 figures in decimals have been rounded off to the second decimal and all the percentage figures have been rounded off to two decimal places including percentage figures in “*Risk Factors*”, “*Industry Overview*” and “*Our Business*” on pages 27, 105 and 120 respectively, this Draft Red Herring Prospectus.

Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India; and
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America.

Our Company has presented all numerical information in its Draft Red Herring Prospectus in “Lakhs” units or in whole numbers where the numbers have been too small to represent in lacs. One Lakh represents 1,00,000 and one million represents 10,00,000.

Exchange rates

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

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

Currency	Exchange rate as on		
	March 31, 2024	March 31, 2023	March 31, 2022
1 USD	83.37*	82.22	75.81

Source: www.fbil.org.in

*As on March 28, 2024

Note: Exchange rate is rounded off to two decimal places.

Industry and Market Data

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

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

In accordance with the SEBI ICDR Regulations, “*Basis for Issue Price*” on page 94 of this Draft Red Herring Prospectus includes information relating to our peer group entities. Such information has been derived from publicly available sources, and neither we, nor the BRLM have independently verified such information. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “*Risk Factors*” on page 27 of this Draft Red Herring Prospectus.

FORWARD - LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain “forward-looking statements”. These forward-looking statements generally can be identified by words or phrases such as “*aim*”, “*anticipate*”, “*believe*”, “*expect*”, “*estimate*”, “*intend*”, “*objective*”, “*plan*”, “*propose*”, “*project*”, “*will*”, “*will continue*”, “*will pursue*” or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

All forward-looking statements are subject to risks, uncertainties, expectations and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. These forward-looking statements, whether made by us or a third party, are based on our current plans, estimates and expectations and actual results may differ materially from those suggested by such forward-looking statements.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with expectations relating to and including, regulatory changes pertaining to the industries in India in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

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

- General economic and business conditions in the markets in which we operate and in the local, regional and national & international economies;
- Any change in government policies resulting in increase in taxes payable by us;
- Our ability to retain our Key management persons and to attract and retain qualified personnel;
- Our ability to successfully implement our growth strategy and expansion plans, technological initiatives, and to launch and implement various projects and business plans for which funds are being raised through this Issue;
- Our ability to respond to technological changes;
- Changes in laws and regulations that apply to the industries in which we operate
- Potential mergers, acquisitions restructurings and increased competition;
- Inability to successfully obtain registrations in a timely manner or at all;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- Our ability to meet our capital expenditure requirements;
- General social and political conditions in India which have an impact on our business activities or investments;
- Occurrence of Environmental Problems & Uninsured Losses;
- Our ability to repay interest and principal payments on our existing debt obligations and satisfy the other covenants contained in our existing debt agreements;
- Any failure to raise additional financing for our Company could have an adverse effect on our business, results of operations, financial condition and cash flows.
- The performance of the financial markets in India and globally;
- Global distress due to pandemic, war or by any other reason.
- Unsecured loan taken by our Company from our Promoters and directors can be recalled at any time.
- Inability to collect receivables and default in payment from our dealers or customers could result in reduced profits and affect our cash flows.

For further discussion of factors that could cause the actual results to differ from our estimates and expectations, see section “**Risk Factors**”, “**Our Business**” and “**Management’s Discussion and Analysis of Financial Position and Results of Operations**” beginning on pages 27, 120, and 221 respectively, of this Draft Red Herring Prospectus. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

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

Forward-looking statements reflects current views as of the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on our management’s beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward- looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Promoter, the Syndicate nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with the SEBI ICDR Regulations, our Company, the Promoter and the Book Running Lead Manager will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchange for the Issue.

SECTION II -SUMMARY OF THE ISSUE DOCUMENT

The following is a general summary of the terms of the Issue and is not exhaustive, nor does it purport to contain a summary of all the disclosures in this DRHP when filed, or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this DRHP, including the sections titled “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Industry Overview”, “Our Business”, “Our Promoter and Promoter Group”, “Restated Financial Statements”, “Outstanding Litigation and Other Material Developments” and “Issue Procedure” on pages 27,48, 65, 87, 105, 120, 157, 165, 230 and 262 respectively of this DRHP.

1. Summary of the Industry in which the Company operates:

Non-Banking Financial Companies (NBFC) have rapidly emerged as an important segment of the Indian financial system. Moreover, NBFCs assume significance in the small business segment as they primarily cater to the credit requirements of the unorganised sector such as wholesale & retail traders, small-scale industries and small borrowers at the local level. NBFC is a heterogeneous group of financial institutions, performing a wide range of activities like hire-purchase finance, vehicle financing, equipment lease finance, personal loans, working capital loans, consumer loans, housing loans, loans against shares and investment, etc. NBFCs are broadly divided into three categories namely (i) NBFCs accepting deposits from banks (NBFC-D); (ii) NBFCs not accepting/holding public deposits (NBFC-ND); and (iii) core investment companies (i.e., those acquiring share/securities of their group/holding/subsidiary companies to the extent of not less than 90% of total assets and which do not accept public deposits.)

NBFCs have served the non-banking customers by pioneering into retail asset-backed lending, lending against securities and microfinance. NBFCs aspire to emerge as a one-stop shop for all financial services.

In July 2021, Rajya Sabha approved Factoring Regulation (Amendment) Bill in 2020, enabling ~9,000 NBFCs to participate in the factoring market. The bill also gives the central bank the authority to establish guidelines for improved oversight of the US\$ 6 billion factoring sector.

For further details, please refer to “Industry Overview” on page 105 of this DRHP.

2. Summary of the primary business of our Company:

We are an education focused non-banking finance company – non deposit (“NBFC”) that provides fee financing solutions to young, economically weaker and low to middle income group customers. We enter into an arrangement with educational institutions like schools, colleges, vocational training institutes, coaching centres and edtech companies wherein they furnish us with leads. As on March 31, 2024 we had an arrangement with more than 600 institutions and more than 150 tie-up arrangements were active from Fiscal 2022 to Fiscal 2024. Our loans have a tenure of average 19 months at origination and as on March 31, 2024, the average ticket size of our loans was ₹ 1,40,000. We have an expansive footprint in 15 states and 1 union territory. For education loan, our AUM is stood at Rs. 688.24 Lakhs as on March 31, 2024 accounted for 53.42% of our total AUM and diversified across India with 10.12% in the North (Delhi, Uttar Pradesh, Haryana, Punjab, Madhya Pradesh, Rajasthan and Uttarakhand), 65.15% in the South (Karnataka, Tamil Nadu and Telangana), 14.36% in the East (Assam, Bihar, Jharkhand and West Bengal,) and 10.36% in the West (Gujarat and Maharashtra). We have witnessed disbursement growth, at a CAGR of 11.99% between Fiscal 2022 and Fiscal 2024. As on March 31, 2024 we had loans outstanding to 2348 students attending 197 universities / colleges / institutes in India.

For further details, please refer to “Our Business” on page 120 of this DRHP.

3. Names of the Promoters

Promoters of our company are Nikhil Saraf, Samir Agarwal, Amit Jaiswal and Kavita Agarwal. For further details, please refer to the chapter titled “Our Promoter and Promoter Group” beginning on page 157 of this DRHP.

4. Details of the Issue:

Initial Public Issue of up to [●] Equity Shares of face value of ₹ 10/- each of the company for cash at a price of ₹ [●]/- per Equity Share (including a share premium of ₹ [●]/- per Equity Share) aggregating upto ₹ 1500.00 lakhs

(“**The Issue**”), out of which upto [●] Equity Shares of face value of ₹ 10/- each aggregating to ₹ [●] lakhs will be reserved for subscription by the market maker to the issue (the “**Market Maker Reservation Portion**”). The Issue less Market Maker Reservation Portion i.e.; Issue of upto [●] Equity Shares of face value of ₹ 10/- each, at an issue price of ₹ [●]/- per Equity Share for cash, aggregating to ₹ [●] lakhs is hereinafter referred to as the “**Net Issue**”. The Public Issue and Net Issue will constitute [●] % and [●] % respectively of the post- issue paid-up Equity Share capital of our Company.

For further details, refer chapter “*The Issue*” and “*Other Regulatory and Statutory Disclosures*” beginning on page 48 and 241 respectively of this Draft Red Herring Prospectus.

5. Objects of the Issue

The details of the Issue Proceeds and Net Proceeds are as follows:

(₹ in lakhs)

Particulars	Amount
Gross Proceeds of the Issue*	1500
Less: Issue Related Expense	[●]
Net Proceeds of the Issue	[●]

* To be finalised upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the ROC.

6. Utilization of Net Issue Proceeds

The Net Proceeds are proposed to be utilized in accordance with the details provided in the following table:

Particulars	Amount (₹ in lakhs)
Augmenting our capital base to meet our Company’s future capital requirements arising out of growth of our business and assets	Upto 1100.00
General corporate purposes*	[●]
Net Issue Proceeds	[●]

* To be finalized upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds

For further details, please see “*Objects of the Issue*” beginning on page 87 of this Draft Red Herring Prospectus.

7. Aggregate Pre-Issue Shareholding of our Promoters and Promoter Group:

Our Promoters and Promoter Group collectively holds 48,50,400 Equity Shares of our company aggregating to 96.46 % of the pre-Issue paid-up Share Capital of our Company. Following are the details of the shareholding of the Promoters and the Promoter Group, as on the date of this Draft Red Herring Prospectus:

Sr. No	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of Equity Shares	Percentage of total Shareholding (%)	No. of Equity Shares	Percentage of total Shareholding (%)
(A) Promoters					
1.	Nikhil Saraf	5,75,900	11.45	5,75,900	[●]
2.	Amit Jaiswal	7,12,700	14.17	7,12,700	[●]
3.	Samir Agarwal	4,73,800	9.42	4,73,800	[●]
4.	Kavita Agarwal	2,73,400	5.44	2,73,400	[●]
Total (A)		20,35,800	40.49	20,35,800	[●]
(B) Promoter Group					
5.	Samir Agarwal HUF	4,73,600	9.42	4,73,600	[●]
6.	Sunita Jaiswal	8,77,600	17.45	8,77,600	[●]
7.	Pooja Saraf	3,32,400	6.61	3,32,400	[●]
8.	Nikhil Saraf HUF	3,92,000	7.80	3,92,000	[●]
9.	Ask Financial Advisors Pvt Ltd	2,89,500	5.76	2,89,500	[●]

Sr. No	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of Equity Shares	Percentage of total Shareholding (%)	No. of Equity Shares	Percentage of total Shareholding (%)
10.	Akhil Saraf HUF	42,000	0.84	42,000	[●]
11.	Vishwa Nath Saraf	5,000	0.10	5,000	[●]
12.	Pankaj Dhanuka j/w Vandana Dhanuka	2,00,000	3.98	2,00,000	[●]
13.	Rishi Agarwal	1,50,000	2.98	1,50,000	[●]
14.	Shruti Dhelia	52,500	1.04	52,500	[●]
Total (B)		28,14,600	55.97	28,14,600	[●]
Total (A+B)		48,50,400	96.46	48,50,400	[●]

For further details, please refer chapter titled “Capital Structure” beginning on page 65 of this DRHP.

8. Summary of Financial Information:

A summary of the financial information of our Company as derived from the Restated Financial Statements for financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022 are as follows:

(in ₹ Lakhs, except per share data)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Equity Share Capital	498.00	498.00	498.00
Net Worth ⁽¹⁾	649.36	470.98	465.94
Revenue from Operations	1399.00	380.50	318.38
Restated profit for the year	222.97	6.30	0.31
Restated Basic Earnings per Share ⁽²⁾	4.56	0.13	0.01
Restated Diluted Earnings per Share ⁽³⁾	4.48	0.13	0.01
Restated Net Asset Value per Share ⁽⁴⁾	1.33	0.96	0.95
Total Borrowings ⁽⁵⁾	1762.49	1821.68	1443.09

1. “Net Worth is calculated as the sum of equity share capital and other equity attributable to owners of the Company (excluding special reserves);
2. Basic EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of equity shares outstanding during the year/ period
3. Diluted EPS = Net Profit after tax, as restated, attributable to equity shareholders divided by weighted average no. of diluted equity shares outstanding during the year/ period.
4. Net Asset Value per share = Net worth attributable to the owners of the company divided by the numbers of shares outstanding as at year end.
5. Total borrowing is the sum of Short term borrowings and Long term borrowings.

For further details, please see “Restated Financial Statements” on page 165 of this DRHP.

9. Auditor Qualifications which have not been given effect to in the Restated Financial Statements.

The Restated Financial Statements do not contain any qualifications which have not been given effect in the restated financial statements.

10. Summary of Outstanding Litigations:

A summary of outstanding litigation proceedings involving our Company, Directors, and Promoters to the extent applicable, as on the date of this Draft Red Herring Prospectus is provided below:

(₹ in Lakhs)

Nature of Cases	Number of Cases	Total Amount Involved
Proceedings against our Company		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil

Nature of Cases	Number of Cases	Total Amount Involved
Tax	1	0.16
Proceedings by our Company		
Criminal	Nil	Nil
Civil	6	Not Ascertainable
Proceedings against our Director (other than Promoters)		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	Nil	Nil
Proceedings by our Director (other than Promoters)		
Criminal	Nil	Nil
Civil	Nil	Nil
Proceedings against our Promoter		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	Nil	Nil
Proceedings by our Promoter		
Criminal	Nil	Nil
Civil	Nil	Nil

For further details, please refer chapter “*Outstanding Litigation and Material Developments*” beginning on page 230 of this DRHP.

11. Risk Factors

For details on the risks involved in our business, please refer the chapter titled “*Risk Factors*”, beginning on page 27 of this DRHP, to have an informed view before making an investment decision.

12. Summary of Contingent Liabilities and Commitments

Except as stated below as per Restated Financial Statements, there are no contingent liability for the financial years ended on March 31, 2024, March 31, 2023 and March 31, 2022.

The students have filed case under section 403, 462, 504 read with section 34 of The Indian Penal Code, 1860 against Geeklurn Edutech Services Private Limited (educational institute), wherein the company is made defendant as it had provided loan services to the students amounting to Rs. 89,70,800/-. Further, 6 students have filed separate cases against the company before the City Civil and Session Court and there is 1 injunction application jointly filed by 18 students.

For further details, please refer “*Note 51: Restated Contingent Liabilities*” as disclosed in restated financial statements on page 210 of this DRHP.

13. Summary of Related Party Transactions

For further details, please refer “*Note 34: Related party transactions*” as disclosed in restated financial statements on page 209 of this DRHP.

14. Financing Arrangements:

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

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

preceding the date of this Draft Red Herring Prospectus:

The weighted average price at which the Equity Shares were acquired by the Promoters in one year preceding the date of this Draft Red Herring Prospectus is as follows:

Name of Promoter	Number of Equity Shares acquired in one year preceding the date of this Draft Red Herring Prospectus [^]	Weighted average price per Equity Share of face value of ₹ 10 each (in ₹) (adjusted after consolidation) *
Nikhil Saraf	431	80.00
Samir Agarwal	190	80.00
Amit Jaiswal	914	80.00
Kavita Agarwal	191	80.00

*As certified by G C Bafna & Co., Chartered Accountants pursuant to their certificate dated September 25, 2024

For further details, please see “Capital Structure” beginning on page 65 of this DRHP.

16. Details of price at which the Equity Shares were acquired by our Promoters and members of the Promoter Group, the Promoter and Shareholders entitled with right to nominate directors or any other rights in three years preceding the date of this Draft Red Herring Prospectus

The details of price at which the Equity Shares were acquired by our Promoter in three years preceding the date of this Draft Red Herring Prospectus is as follows:

Name of the acquirer/ Shareholder	Date of acquisition of securities	Number of securities acquired	Acquisition price per security (in ₹) (Adjusted for consolidation)
Promoters			
Nikhil Saraf	October 26, 2021	8,35,762	7.00
	March 31, 2022	50,000	Nil [#]
	March 27, 2023	9,70,000	Nil [#]
	May 29, 2024	1	80.00
	June 05, 2024	5	80.00
	June 18, 2024	25	80.00
	July 06, 2024	400	80.00
Samir Agarwal	October 26, 2021	2,10,000	7.00
	July 06, 2024	190	80.00
Amit Jaiswal	October 26, 2021	12,50,000	7.00
	June 20, 2024	4	80.00
	July 06, 2024	910	80.00
Kavita Agarwal	October 26, 2021	2,10,761	7.00
	May 31, 2024	1	80.00
	July 06, 2024	190	80.00
Promoter Group			
Ask Financial Advisors Pvt Ltd	July 06, 2024	580	80.00
Nikhil Saraf HUF	October 26, 2021	12,50,000	7.00
	July 06, 2024	1045	80.00
Pankanj Dhanuka j/w Vandana Dhanuka	June 07, 2024	20,00,000	Nil [#]
Pooja Saraf	October 26, 2021	4,00,000	7.00
	July 06, 2024	950	80.00
	May 29, 2024	2	80.00
Rishi Agarwal	June 07, 2024	15,00,000	Nil [#]
Samir Agarwal HUF	October 26, 2021	20,65,000	7.00
	July 06, 2024	1020	80.00
Shruti Dhelia	June 07, 2024	4,00,000	Nil [#]
	September 14, 2024	12,500	Nil [^]
Sunita Jaiswal	October 26, 2021	12,35,761	7.00

Name of the acquirer/ Shareholder	Date of acquisition of securities	Number of securities acquired	Acquisition price per security (in ₹) (Adjusted for consolidation)
	July 06, 2024	1,070	80.00
Vishwa Nath Saraf	June 07, 2024	1,25,000	Nil [#]

**As certified by G.C. Bafna & Co., Chartered Accountants pursuant to their certificate dated September 25, 2024*
[#]Transferred pursuant to gift.

[^] As on the date of this Draft Red Herring Prospectus, conversion of 8,965, 0.01% Seed Series Compulsorily Convertible Preference Shares (CCPS) of Rs. 100/- (Rupees Hundred Only) each of the Company, issued at a premium of Rs 1,127/-, into 1,37,497 Equity Shares of a face value of Rs. 10/- (Rupees Ten Only) each, as fully paid up, at a premium of Rs 70/-, ranking pari passu with the existing equity shares of the company vide the Board resolution dated September 14, 2024.

17. Weighted average cost of acquisition for all Equity Shares transacted in One year, 18 months and Three years preceding the date of this Draft Red Herring Prospectus

The weighted average price for all Equity Shares acquired by the Promoters, members of the Promoter Group, and other shareholders with rights to nominate Directors or any other rights in the last one year, 18 months and three years preceding the date of this Draft Red Herring Prospectus is as set out below:

Period	Weighted average cost of acquisition [^] (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition*	Range of acquisition price: Lowest Price – Highest Price [^] (in ₹)
Last one year	0.12	[•]	[•]
Last 18 months	0.10	[•]	[•]
Last three years	4.17	[•]	[•]

**As certified by G.C. Bafna & Co., Chartered Accountants pursuant to their certificate dated September 25, 2024*

** To be updated upon finalization of price band.*

18. Average cost of acquisition of Equity Shares for our Promoters

The average cost of acquisition of Equity Shares held by our Promoter set forth in the table below:

Name of Promoter	No. of Equity Shares held	Average cost of Acquisition per Equity Share (in ₹) * (adjusted after consolidation)
Nikhil Saraf	5,75,900	8.95
Samir Agarwal	4,73,800	10.21
Amit Jaiswal	7,12,700	12.67
Kavita Agarwal	2,73,400	17.67

**As certified by G.C. Bafna & Co., Chartered Accountants pursuant to their certificate dated September 25, 2024*

19. Details of Pre-IPO Placement

Our Company does not contemplate any issuance or placement of Equity Shares in this Issue until the listing of the Equity Shares.

20. Issuance of equity shares for consideration other than cash in the last one year

Except as stated below, our Company has not issued Equity Shares for consideration other than cash in the one year preceding the date of this Draft Red Herring Prospectus.

Date of Allotment	Nature of Allotment	No. of Equity Shares Allotted	Face value (₹)	Issue price (₹)	Reason for allotment and Benefits accrued to our Company
September 14, 2024	Conversion of CCPS into equity	1,37,497	10.00	80.00	-

For further details, please refer chapter titled “*Capital Structure*” beginning on page 65 of this DRHP.

21. Split/consolidation of Equity Shares in the last one year

Pursuant to a resolution passed by our Board dated August 01, 2024, and a resolution passed by the Shareholders dated August 3, 2024, each equity share was consolidated from the face value of ₹1/- to face value of ₹10/-. Accordingly, the issued, subscribed and paid-up capital of our Company was consolidated from 4,89,10,000 equity shares of ₹1 each to 48,91,000 Equity Shares of ₹10 each.

For further details, see “*Capital Structure – Notes to the Capital Structure*” on page 65.

22. Exemption from complying with any provisions of securities laws, if any, granted by SEBI

As on the date of this Draft Red Herring Prospectus, our Company has not sought or received any exemption from complying with any provisions of the Securities laws.

SECTION III- RISK FACTORS

*An investment in our Equity Shares involves a high degree of risk. Prospective Investors should carefully consider all the information in the Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in our Equity Shares. The risks described below are not the only ones relevant to us or our Equity Shares, but also to the industry in which we operate or to India. Additional risks and uncertainties, not currently known to us or that we currently do not deem material may also adversely affect our business, results of operations, cash flows and financial condition. If any of the following risks, or other risks that are not currently known or are not currently deemed material, actually occur, our business, results of operations, cash flows and financial condition could be adversely affected, the price of our Equity Shares could decline, and investors may lose all or part of their investment. In order to obtain a complete understanding of our Company and our business, prospective investors should read this section in conjunction with “**Our Business**”, “**Restated Financial Statements**” and “**Management’s Discussion and Analysis of Financial Condition and Results of Operations**” on pages 120, 165 and 221, respectively of this DRHP, as well as the other financial and statistical information contained in this DRHP. In making an investment decision, prospective investors must rely on their own examination of us and our business and the terms of the Issue including the merits and risks involved. Potential investors should consult their tax, financial and legal advisors about the particular consequences of investing in the Issue. Unless specified or quantified in the relevant risk factors below, we are unable to quantify the financial or other impact of any of the risks described in this section.*

*This DRHP also contains certain forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this DRHP. For further information, please refer to section titled “**Forward-Looking Statements**” beginning 18 of this DRHP.*

*Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements included in this DRHP. For further information, please refer “**Restated Financial Statements**” on 165 of this DRHP. We have, in this DRHP, included various operational and financial performance indicators, some of which may not be derived from our Restated Financial Statements and may not have been subjected to an audit or review by our Statutory Auditors. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other companies in same business as of our Company in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this DRHP.*

Materiality

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

- *Some events may not be material individually but may be found material collectively;*
- *Some events may have material impact qualitatively instead of quantitatively; and*
- *Some events may not be material at present but may have a material impact in future.*

The financial and other related implications of risks concerned, whether quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.

In this Draft Red Herring Prospectus, any discrepancies in any table between total and sums of the amount listed are due to rounding off.

In this section, unless the context requires otherwise, any reference to “we”, “us” or “our” refers to Neev Credit Limited.

INTERNAL RISK FACTORS

1. *We are subject to supervision, regulation and inspection by the RBI, and changes in RBI's regulations governing us could adversely affect our business. Non-compliance with the observations of such regulator could adversely affect our business, financial condition, results of operations and cash flows.*

Our premises, books of accounts, documents and records are subject to inspection by the RBI under the relevant laws and regulations. Consequently, the RBI may identify instances of non-compliance and deficiencies in our operations and issue warning letters, show cause notices or penalties for violations. In addition, we are also subject to the corporate laws, taxation laws and other laws in effect in India which require continued monitoring and compliance on our part.

This regulatory oversight may result in proceedings of varied nature, which may be time consuming to defend and navigate, resulting in costs and diversion of management time towards resolution of these proceedings. If we fail to comply with these requirements, or a regulator alleges we have not complied with these requirements, we may be subject to penalties and compounding proceedings. While we have not face any inspection by RBI, if any of the above occurs, our business, financial condition, results of operations and cash flows may be adversely affected

For a description of the material laws, rules and regulations applicable to us, see “*Key Regulations and Policies*” on page 133 of this Draft Red Herring Prospectus.

2. *Our Company is party to certain legal proceeding. Any adverse decision in such proceedings may have a material adverse effect on our business, results of operations and financial condition.*

Our Company is party to certain legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and legal forums. A summary of outstanding litigation proceedings involving our Company, as on the date of this Draft Red Herring Prospectus as disclosed in “*Outstanding Litigations and Material Developments*” on page 230, in terms of the SEBI ICDR Regulations and the Materiality Policy is provided below:

Nature of Cases	Number of Cases	Total Amount Involved
Proceedings against our Company		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	1	0.16
Proceedings by our Company		
Criminal	Nil	Nil
Civil	6	Not Ascertainable
Proceedings against our Director (other than Promoters)		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	Nil	Nil
Proceedings by our Director (other than Promoters)		
Criminal	Nil	Nil
Civil	Nil	Nil
Proceedings against our Promoter		
Criminal	Nil	Nil
Civil	Nil	Nil
Outstanding actions by Regulatory and Statutory Authorities	Nil	Nil
Tax	Nil	Nil
Proceedings by our Promoter		
Criminal	Nil	Nil
Civil	Nil	Nil

There can be no assurance that litigations involving our Company will be decided in favour of our Company it may divert the attention of our management and Promoters and consume our corporate resources and we may

incur significant expenses in such proceedings and we may have to make provisions in our financial statements, which could increase our expenses and liabilities. If such claims are determined against Company, there could be a material adverse effect on our reputation, business, financial condition and results of operations, which could adversely affect the trading price of our Equity Shares.

Furthermore, we may not be able to quantify all the claims in which we are involved. Failure to successfully defend these or other claims or if our current provisions prove to be inadequate, our business and results of operations could be adversely affected. Even if we are successful in defending such cases, we will be subjected to legal and other costs relating to defending such litigation, and such costs could be substantial. In addition, we cannot assure that similar proceedings will not be initiated in the future. This could adversely affect our business, cash flows, financial condition, and results of operation. For further details, pertaining to material pending outstanding litigations involving our Company, see “*Outstanding Litigations and Material Developments*” on page 230.

3. *Our inability to maintain our capital adequacy ratio could adversely affect our business, results of operations and our financial performance.*

As a non-deposit taking NBFC, our Company is required to maintain a capital adequacy ratio of at least 15 % of our aggregate risk-weighted assets of our balance sheet (on-balance sheet and of risk adjusted value of off-balance sheet items) on an ongoing basis.

Our Company’s capital adequacy ratio was 26.59%, 17.23% and 18.09% for the period ended March 31, 2024, March 2023 and March 31, 2022 respectively. If we continue to grow our Total Credit Exposure and asset base, we will be required to raise additional capital in order to continue to meet applicable capital adequacy ratios with respect to our business. There can be no assurance that we will be able to raise adequate additional capital in the future on terms favourable to us or at all, which could result in non-compliance with applicable capital adequacy ratios and may adversely affect the growth of our business.

4. *We are affected by volatility in interest rates for our lending operations, which could cause our net interest income to vary and consequently affect our profitability.*

Our results of operations depend substantially on the level of our net interest income, which is the difference between our interest and other income charges, and interest expense and other borrowing costs. Any change in interest rates would affect our interest expense on our floating interest-bearing liabilities as well as our net interest income and net interest margins. Any increase in our cost of funds may lead to a reduction in our net interest margin, or require us to increase interest rates on loans disbursed to customers in the future to maintain our net interest margin. Our net interest income for fiscal 2024, 2023 and 2022 was ₹ 72.93 Lakhs, ₹ 198.47 Lakhs and ₹ 160.43 Lakhs and net interest margins for fiscal 2024, 2023 and 2022 was 5.97%, 16.36% and 14.48% respectively.

Our interest income is affected by any volatility in interest rates in our lending operations. Interest rates are highly sensitive to many factors beyond our control, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions and other factors, which have historically generated a relatively high degree of volatility in interest rates in India. Moreover, if there is an increase in the interest rates we pay on our borrowings that we are unable to pass to our customers, we may find it difficult to compete with our competitors, who may have access to low-cost funds or lower cost deposits. Further, to the extent our borrowings are linked to market interest rates, we may have to pay interest at a higher rate than lenders that borrow only at fixed interest rates. In a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our interest-earning assets, it could lead to a reduction in our net interest income and net interest margin.

Fluctuations in interest rates may also adversely affect our treasury operations. In addition, we currently do not enter into any interest rate hedging instruments to protect against interest rate volatility. Our inability to effectively and efficiently manage interest rate variations and our failure to pass on increased interest rates on our borrowings may cause our net interest income to decline, which would decrease our return on assets and could adversely affect our business, future financial performance and result of operations.

5. *Our student loans and fee financing solutions business is largely concentrated in Karnataka, West Bengal and Maharashtra. This exposes us to political and macro-economic risks in these geographies, which could adversely affect our business, results of operations and cash flows.*

For the period ended March 2024, we conducted our operations through 3 branches, which were located in states of West Bengal, Karnataka and Maharashtra. Our business is largely concentrated in Karnataka, West Bengal and Maharashtra which together, constituted ₹ 1197.41 Lakhs representing 92.94% of the AUM as of March 31, 2024.

The table below sets out the AUM for our loans on a state-wise basis, as of March 31, 2024, 2023 and 2022:

Particulars	March 31, 2024			March 31, 2023			March 31, 2022		
	No of A/c	AUM (₹ in Lakhs)	%	No of A/c	AUM (₹ in Lakhs)	%	No of A/c	AUM (₹ in Lakhs)	%
Karnataka	726	857.56	66.56	842	827.50	68.84	544	487.13	38.45
West Bengal	583	215.91	16.76	319	126.90	10.56	417	247.53	19.54
Maharashtra	504	123.94	9.62	509	203.30	16.91	706	427.56	33.74
Others	541	90.97	7.06	118	44.02	3.69	219	104.63	8.27
Total	2354	1,288.38	100	1788	1,201.72	100.00	1886	1266.85	100.00

The above markets may perform differently. Consequently, any significant social, political or economic disruptions, natural calamities, civil disruptions or change in governments in these states could disrupt our business and operations, which may require us to incur significant expenditure and change our business strategies. The occurrence of, or our inability to effectively respond to any such event, could have an adverse effect on our business, results of operations and cash flows

6. *We rely on our tie-up with education institution for the referrals of new customers. Any disruption, negligence, fraud or inefficiency in the services provided by them could adversely affect our business, results of operation, financial condition and cash flows.*

We operate on a pan-India basis and our distribution network comprises of tie-up with education institution. As on March 31, 2024, March 31, 2023 and March 31, 2022 we had an active tie-up of 197, 176 and 209 institutions, respectively. These education institution passes on leads of any loan requirement by students. Our arrangements with education institution are on a non-exclusive basis. This exposes us to the risk that the education institution we engage may work for our competitors, which may adversely affect our ability to increase our borrower base. Furthermore, we cannot assure you that we will be successful in continuing to receive uninterrupted services from our tie-ups, and any breakdown in our relationship or disruption, negligence, fraud or inefficiency in the services provided by them could adversely affect our business, results of operation, financial condition and cash flows.

7. *We may face asset-liability mismatches, which could affect our liquidity and consequently may adversely affect our operations and profitability.*

We face potential liquidity risks because our assets and liabilities mature over different periods. For further details in relation to liquidity risks, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Quantitative and Qualitative Analysis of Market Risks – Liquidity Risk*” on page 221. Asset and liability mismatch, which represents a situation when the financial terms of an institution’s assets and liabilities do not match, is a key financial parameter for us. We carefully monitor the contractual maturity periods of our assets and liabilities and categorize them on the basis of the number of years in which they mature. The following table sets forth our maturity profile of our assets and liabilities as of the respective dates:

Particulars	For the period March 31, 2024		For the period March 31, 2023		For the period March 31, 2022	
	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets
Up to 1 Year	85.15	956.31	9.26	640.64	148.70	1,533.46
Over 1 Year and Up To 3 Years	157.99	1,425.53	659.95	1,509.80	596.56	465.35
Over 3 Years and up to 5 Years	-	230.20	-	328.05	-	332.91
Over 5 Years	2,390.71	21.82	1,818.33	9.05	1,598.85	12.40

Notes:

(1) Liabilities represent Total Financial Liabilities, Total Non-Financial Liabilities and Total Equity.

(2) Assets represents Total Financial Assets, Total Non-Financial Assets and Undrawn Committed Credit Lines.

Although we have not faced any breach of tolerance limits prescribed under regulatory guidelines or board approved policy for net cumulative mismatch as of March 31, 2024, a significant portion of loans to our borrowers have maturities with longer tenure than the average tenure of our borrowings and we cannot assure you that we will be able to continue to maintain a favorable asset-liability maturity profile in the future. Any such instances in the future may lead to a liquidity risk and have an adverse effect on our business, results of operations, financial condition and cash flows.

8. We operate in a highly regulated industry and are subject to risks associated with non-compliance with applicable laws. Any changes in the laws, rules and regulation applicable to us may adversely affect our business, financial condition, cash flows and results of operations.

We operate in a highly regulated industry, and we have to adhere to various laws, rules and regulations. Our Company has a certificate of registration from the RBI to operate as an NBFC, has been categorized as a 'NBFC – Base Layer' as per the NBFC Scale Based Directions and is regulated by the RBI in accordance with the NBFC Scale Based Directions. Accordingly, legal and regulatory risks are inherent and substantial in our business. As we operate under licenses and registrations obtained from the applicable regulators, such as RBI and the Financial Intelligence Unit, India, we are subject to actions that may be taken by such regulators in the event of any non-compliance with any applicable policies, guidelines, circulars, notifications and regulations issued by the relevant regulators.

In addition, any changes in the laws, rules and regulations applicable to us may adversely affect our business, financial condition, cash flows and results of operations. For example, we are subject to the RBI's guidelines on financial regulation of NBFCs, including capital adequacy, exposure provisioning and other master directions. In addition, adverse regulatory developments relating to the assessment and recognition of non-performing assets and provisioning may have an adverse effect on our financial performance. The RBI also regulates the credit flow by banks to NBFCs and provides guidelines to commercial banks with respect to their investment and credit exposure norms for lending to NBFCs. The RBI, from time to time, amends the regulatory framework governing NBFCs to address concerns arising from certain divergent regulatory requirements for banks and NBFCs. The laws and regulations governing the banking and financial services industry in India have become increasingly complex and cover a wide variety of issues, such as interest rates, liquidity, investments, ethical issues, money laundering and privacy. These laws and regulations can be amended, supplemented or changed at any time such that we may be required to restructure our activities and incur additional expenses to comply with such laws and regulations, which could adversely affect our business and our financial performance. Further, many of the regulations applicable to our operations may be subject to varying interpretations. If the interpretation of the regulators and authorities varies from our interpretation, we may be deemed to be in contravention of such laws and may be subject to penalties and legal proceedings against us. Unfavourable changes in or interpretations of existing laws, rules and regulations, could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals.

9. Our business has grown rapidly and we may not be able to sustain our historical growth rates and asset quality metrics in the future. Any inability to manage our growth, asset quality and expansion efforts effectively and execute our growth strategy in a timely manner, or within budget estimates, could have an adverse effect on our business, results of operations, financial condition and cash flows.

Since the commencement of our operations, our business has experienced significant growth. The table below sets out certain metrics outlining our growth during the Financial Years 2024, 2023 and 2022:

(₹ in Lakhs)

Particulars	As of and for the year ended March 31, 2024	As of and for the year ended March 31, 2023	As of and for the year ended March 31, 2022
AUM	1288.38	1201.72	1266.85
Disbursements	2228.96	1685.66	1777.28
Total Income	1414.36	389.22	320.03
Net Profit of the year	222.97	6.30	0.31

Our net profit for the year increased to ₹222.97 Lakhs for the Financial Year 2024 from ₹6.30 Lakhs for the Financial Year 2023. This was primarily due to increases in disbursements from ₹1685.66 Lakhs in Financial Year 2023 to ₹2228.96 Lakhs in Financial Year 2024. Further, our net profit for the year increased to ₹6.30 Lakhs for the Financial Year 2023 from ₹0.31 Lakhs for the Financial Year 2022. The increase in net profit was further aided due to better pricing negotiated with our Borrowers during Financial Year 2024 versus financial year 2023. For further details of the specific changes in our income and expenses that contributed to our net profit for the

year during the Financial Years 2024, 2023 and 2022, see “*Management’s Discussion and Analysis of Financial Condition and Results of Operations – Our Results of Operations*” on page 221.

Furthermore, our historical performance is not indicative of our future growth or financial performance. As we continue to scale our operations, we intend to leverage our growing student borrower base which will lead to strengthening and expanding our coverage of universities and courses across our geographies. This would require us to incur additional expenses that may not yield desired results or incur costs that we may not be able to recover. Any inability to manage our growth and expansion efforts effectively and execute our growth strategy in a timely manner, or within budget estimates, could have an adverse effect on our business, results of operations, financial condition and cash flows.

10. Any deterioration in the credit quality of our loans could adversely affect our business, results of operations, financial condition and cash flows.

Delinquencies are an important indicator of the credit quality of our loan book, and several factors can have an impact on borrower delinquencies such as economic conditions (including inflationary or recessionary environments, personal circumstances and hardships, among others). Our ability to manage the credit quality of our loans, which we measure through non-performing assets (“NPA”) and overdue loans, is a key driver of our results of operations. We classify NPAs in accordance with the ‘NBFC Scale Based Regulations’ of the RBI and the requirements of Ind – AS 109 – “Financial Instruments”. Defaults by our borrowers for a period of more than 90 days may result in such loans being classified as NPAs.

The following table sets forth the NPA, as at March 31, 2024, 2023 and 2022

(₹ in Lakhs)

Particulars	As of and for the year ended March 31, 2024	As of and for the year ended March 31, 2023	As of and for the year ended March 31, 2022
Gross NPA	269.60	-	-
Net NPA	242.64	-	-

As our loan portfolio grows, our NPAs may increase and the current level of our provisions may not adequately cover any such increases. Negative trends or financial difficulties or a general economic slowdown could unexpectedly increase delinquency rates. We cannot assure you that there will not be a significant increase in the portion of our loans that are classified as NPAs as our loan portfolio matures or that any of the steps taken by us in avoiding delay and/or default of loan repayments by our borrowers will be sufficient.

11. We provide unsecured loan and susceptible to certain operational and credit risks which may have an adverse effect on our business, results of operations, financial condition and cash flows.

We provide unsecured loans and susceptible to certain operational and credit risks. We have a student-centric approach to our student loans. We evaluate student profiles on various parameters, such as course admitted to and income potential, among other factors. These underwriting parameters help us in understanding future income prospects of students in a better manner. Our solutions also enable students to benefit from flexible repayment options during their study period. This exposes us to the risk of non-recovery of our loans in a timely manner, or at all. If our student loans were to default at rates much higher than anticipated or earlier than anticipated, our business, results of operations, financial condition and cash flows could be adversely affected.

12. Any IT system failures or lapses on part of any of our employees may lead to operational interruption, liabilities or reputational harm.

The success of our businesses depends in part upon our ability to effectively deploy, implement and use information technology systems and advanced technology initiatives in a cost effective and timely basis. Our computer networks may be vulnerable to unauthorised access, computer hacking, computer viruses, worms, malicious applications and other security problems caused by unauthorised access to, or improper use of, systems by our employees, subcontractors or third-party vendors. Any systems failure or security breach or lapse on our part or on the part of our employees and other ecosystem participants that results in the release of user data could harm our reputation and brand and, consequently, our business, in addition to exposing us to potential legal liability. Any such legal proceedings or actions may subject us to significant penalties and negative publicity, require us to change our business practices, increase our costs and severely disrupt our business.

13. We have contingent liabilities, and our financial condition could be adversely affected if any of these contingent liabilities materializes.

As on March 31, 2024, we had Contingent Liability of ₹ 89.70 Lakhs for which no provision had been made. In the event that any of these contingent liabilities materialize, our results of operation and financial condition may be adversely affected. Details of Contingent Liabilities and commitments are as follows:

“The students have filed case under section 403, 462, 504 read with section 34 of The Indian Penal Code, 1860 against Geeklurn Edutech Services Private Limited (educational institute), wherein the company is made defendant as it had provided loan services to the students amounting to Rs. 89,70,800/-. Further, 6 students have filed separate cases against the company before the City Civil and Session Court and there is 1 injunction application jointly filed by 18 students.”

For details of the contingent liabilities of our Company, please refer to “*Note 51: Restated Contingent Liabilities*” page no. 210 under section “*Restated Financial Statements*” beginning on page no. 165 and chapter titled “*Outstanding Litigations and Material Developments*” beginning on page no. 221 of this Draft Red Herring Prospectus.

14. Our secretarial records for certain past allotments and transfers are not traceable. There are certain discrepancies and non-compliances noticed in some of our corporate records relating to forms filed with the Registrar of Companies.

Certain of our Company’s corporate records are not traceable as the relevant information was not available in the records maintained by our Company or on the online portal of the Ministry of Corporate Affairs (“MCA Portal”) or in the physical records available at the RoC. This was despite conducting internal searches and engaging an independent practicing company secretary to conduct a physical search of our records at the RoC and prepare a report on such search (the “RoC Search Report”). For instance, details are set out in the table below:

Sr. No.	Discrepancies in Filing	Remarks
1.	Termination of Employees Stock Option Scheme 2018. Non filling wrt Termination of ESOP 2018 in eform MGT-14 with Registrar of Companies, Kolkata.	The Company has filled Employees Stock Option Scheme 2018 vide e-form MGT-14; SRN dated AB0245126 dated 7 th September, 2024.
2.	Form SH-4 with respect to Transfer of Shares between Shareholders of the Company since inception till 2016 are misplaced.	Misplaced
3.	Form 2 with respect to allotment of shares from incorporation to 2005 not traceable.	Form 2 is neither available with ROC nor with the Company. However, subsequent allotment update is being reflected in MCA master data of the Company.
4.	E-filing of DIR-12 with respect to change in designation of Director of Kavita Agarwal.	Not traceable
6.	Resolution for approval of Shareholder for appointment of Amit Jaiswal dated 25 th November, 2019.	Not traceable
7.	The Company had inadvertently added the total preference share capital of Rs. 8,96,500/- wrongly divided into 8,96,500 nos. of preference shares of Rs. 1/- per share along with the total post allotment Equity share capital Rs. 4,89,10,000/- aggregating to Rs. 4,98,06,500/- instead of Rs. 4,89,10,000/- (issued/ subscribed/ paid up) in point no. 20 at pg. no. 8 in e-form PAS-3 (SRN- AA9223623) dated 08/07/2024	Corrective action taken by the Company- The Company has filled GNL – 1 vide SRN: F97304687 dated 9 th August, 2024 and thereafter filled a revised PAS – 3 dated 22 th August, 2024.

Since the Company was incorporated in 1996, under the provisions of the Companies Act, 1956, it is difficult to retrieve and/ or trace all secretarial records since incorporation as certified by Twinkle Pandey, Independent Practicing Company Secretary dated September 19, 2024. Although, as on date of filing this Draft Red Herring Prospectus, our Company has maintained appropriate system and has updated its corporate records such as minutes, statutory forms, registers and documents as required under Companies Act, 2013; while there has been no impact on our financial condition or any statutory or regulatory proceedings initiated in this regard as of the date of this Prospectus; there can be no assurance that any deficiencies in our internal controls and compliances

will not arise, or that the regulator will not initiate proceeding against us or will not impose penalty on us or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any future deficiencies in our internal controls, in a timely manner or at all. Further, to improve our secretarial compliances we have appointed Ms. Deepika Bhutra as Company Secretary and Compliance Officer.

15. Our business could be adversely affected if we are unable to comply with the limits and requirements stipulated by the Reserve Bank of India.

We are subject to, among other regulations, regulations relating to the capital adequacy, liquidity coverage and principal business criteria ratios, as stipulated by the RBI from time to time.

The Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulations) Directions, 2023 (“**NBFC Scale Based Directions**”) currently require NBFCs such as our Company to comply with a capital to risk weighted assets ratio (“**CRAR**”) consisting of Tier I and Tier II capital. As per the NBFC Scale Based Directions, we are required to maintain a minimum capital ratio, consisting of Tier I capital and Tier II capital of not less than 15% of its aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items. In line with the NBFC Scale Based Directions, at a minimum, Tier I capital of an NBFC (except NBFC-ML and NBFC primarily engaged in lending against gold jewellery), at any point of time, cannot be less than 10%. Further, in order to comply with the principal business criteria (“**PBC**”) ratio stipulated by the RBI, NBFCs are required to maintain financial assets more than 50% of total assets (netted off by intangible assets) and income from financial assets more than 50% of gross income. Similarly, NBFCs are required to maintain minimum liquidity coverage ratio (“**LCR**”) of 50% as on December 1, 2020, and to gradually increased to 100% by December 1, 2024, as per the NBFC Scale Based Directions.

A higher CRAR reflects a strong capital base relative to our risk-weighted asset exposure, reflecting our capacity to absorb financial distress and maintain operational stability. Any decline in CRAR below the regulatory expectation may indicate weakening capital adequacy. Moreover, Tier 1 capital is a measure of financial health of the Company and is the primary funding source of the Company comprising of shareholders' equity and retained earnings which the Company utilizes to function on a daily basis.

LCR is one of the key parameters closely monitored by the RBI to ensure that there is adequate liquidity for short-term cash flow requirements. A healthy LCR is expected to improve the ability of financial sector to absorb the immediate shocks arising from financial and/or economic stress, thereby reducing the impact of any such risk.

The table below sets forth details of our Company’s capital to risk weighted assets ratio, as of March 31, 2024, 2023 and 2022, and Tier I and Tier II capital as a percentage of risk weighted assets:

(₹ in Lakhs, except %)

Particulars	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Tier I Capital	625.69	407.37	398.93
Tier II Capital	57.58	17.64	22.36
Total Capital	683.27	425.00	421.29
Risk Weighted Assets	2,569.87	2,466.44	2,328.75
Capital-to-risk weighted assets Ratio (%) ⁽¹⁾	26.59%	17.23%	18.09%
Tier I Capital (%) ⁽²⁾	24.35%	16.52%	17.13%
Tier II Capital (%) ⁽²⁾	2.24%	0.72%	0.96%

⁽¹⁾ Capital-To-Risk Weighted Assets Ratio is computed by dividing our Tier I and Tier II capital by Risk Weighted Assets (computed in accordance with the relevant RBI guidelines).

⁽²⁾ Tier I capital comprises share capital, share premium, retained earnings including current year profit. Tier II capital comprises provision on stage I loan assets and subordinated liability. Risk weighted assets represent the weighted sum of our credit exposures based on their risk (computed in accordance with the relevant RBI guidelines).

Particulars	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Liquidity Coverage Ratio (%)	489.10%	27.30%	136.20%
Minimum Regulatory Requirement (%)	85%	70%	60%

Our Company has failed to meet the regulatory requirement of LCR in the FY 2023 due to significant investment in fixed deposits. The Company will endeavor to meet regulatory threshold by December 2024 as prescribed by RBI. While we have been in compliance with regulatory requirements for our CRAR and PBC in the past, we cannot assure you that we will be able to maintain such ratios within the regulatory limits in the future. In

particular, regulatory assessment of our capital adequacy and liquidity coverage requirements may differ from our own. Any failure or perceived failure to comply with such regulatory requirements could lead to the imposition of penalties or regulatory action against us, and have an adverse effect on our business, results of operations, cash flows and financial condition.

As we continue to grow our loan portfolio and asset base, we may be required to raise additional Tier I and Tier II capital and fund our liquidity needs in order to remain in compliance with the applicable regulatory requirements. We cannot assure you that we will be able to raise additional Tier I and Tier II capital in order to remain in compliance with applicable regulatory ratios, or maintain the required amounts of financial assets or income from financial assets as required in PBC. Further, the RBI may modify its current regulatory requirements, which may require us to raise additional capital. While we currently are in compliance with the aforementioned NBFC Scale Based Regulations, we cannot assure you that we will be able to raise adequate additional capital in the future on terms favorable to us, or at all, which may adversely affect the growth of our business.

16. We assign a portion of our loan assets through direct assignments and through a co-lending arrangement to banks and other institutions. Any deterioration in the performance of any pool of receivables assigned to banks and other institutions or any decline in demand for such assignment of loan assets may adversely impact our financial performance and/or cash flows.

As part of our means of raising and/or managing our funds, we assign a portion of the receivables from our loan portfolio to banks and other institutions. Such assignment transactions are conducted on the basis of our internal estimates of our funding requirements, which may vary from time to time. We also signed co-lending agreement with one public sector banks to leverage our distribution network and widen our sources of funds. The co-lending arrangement allows us to cater to a larger customer base with lesser capital by leveraging the larger balance sheet of our partner bank. The following table sets forth details of the amount of loan assets under our co-lending agreements and our own book as of the dates indicated:

(₹ in Lakhs)

Particulars	As of March 31, 2024		As of March 31, 2023		As of March 31, 2022	
	Amount	% of Own Book	Amount	% of Own Book	Amount	% of Own Book
Loan assets under co-lending agreements	251.17	19.50%	8.70	0.72%	Nil	0.00%
Loan assets under own books	1037.21	80.50%	1193.01	99.28%	1266.85	100%
Total	1288.38	100%	1201.72	100%	1266.85	100%

Any change in statutory and/or regulatory requirements in relation to assignments by financial institutions, including the requirements prescribed by RBI and the Government of India, could have an adverse impact on our transactions. In addition, a decline in demand for education loan would adversely affect our ability to maintain low NPA levels and to borrow at competitive rates, which may have a material adverse effect on our business, financial condition and results of operations.

17. There have been several instances of delay/ default in payment of statutory dues by our Company in the past.

There have been several instances of delay/ default in payment of statutory dues including ESI payments by our Company in the past as follows:

Particulars	Amount (in Rs.)	Due date for Payment	Status of Payment as on Date
ESI- May, 2023	4,779	15/06/2023	Paid on 20/06/2023
ESI- September, 2023	5,006	15/10/2023	Paid on 16/10/2023
ESI- December, 2023	4,784	15/01/2024	Paid on 16/01/2024
ESI- January, 2024	3,612	15/02/2024	Paid on 17/02/2024
ESI- February, 2024	3,390	15/03/2024	Paid on 16/03/2024
ESI- March, 2024	3,101	15/04/2024	Paid on 17/04/2024

Though these delays/ defaults were not material in nature and the same were regularised subsequently by payments with interest and penalty, we cannot assure you that there will be no default or delay in future in payment of such statutory dues. Further, we cannot assure that we will not be subject to any legal proceeding or regulatory actions, including monetary penalties by respective statutory authorities on account of such delay in payments or filing of returns, which may adversely affect our business, financial condition, and reputation.

18. There are no insurance coverage obtained by us to protect us against all potential losses to which we may be subject to and this may have a material effect on our business and financial condition.

Our Company has not obtained any insurance policies for covering us against possible economic losses that we may be subject to in the course of carrying on business. We maintain, a group health insurance policy to cover the medical expenses incurred by our employees during hospitalisation. We have not insured our risks pertaining to Fire and special perils, Cash in transit, Keyman Insurance Policy and Public Liability Insurance Policy. The absence of such policies may hinder our operations. 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 effect on our business, results of operations, financial condition and cash flows.

19. Our net cash flows from operating activities have been negative in some years in the past. Any negative cash flow in the future may affect our liquidity and financial condition.

We have, in the past, experienced negative net cash flows in operating activities for FY 2022 and negative cash flows in investing activities for FY 2023 and FY 2024 and negative cash flow in financing activities in FY 2024. Such negative cash flows from operating activities for FY 2022 were mainly attributable to change in working capital consist of increase in other non-financial assets. Negative cash flows in investing activities for FY 2023 and FY 2024 were mainly attributable to purchase of fixed assets.

The detailed break up of cash flows is summarized in below mentioned table and our Company has reported negative cash flow in certain financial years and which could affect our business and growth:

(Rs. In Lakhs)

Particulars	For the period ended March 2024	For the period ended March 2023	For the period ended March 2022
Net cash flow from Operating activities	321.29	887.02	(1108.96)
Net cash from investing activities	(41.23)	(1159.43)	647.66
Net cash from financing activities	(289.56)	282.48	441.30



For further details, see “Restated Financial Information – Restated Statement of Cash Flow” and “Management's Discussion and Analysis of Financial Condition and Results of Operations” on pages 172 and 221, respectively. We cannot assure you that our net cash flow will be positive in the future, which could adversely affect our ability to, among others, fund our operations or pay our debts in a timeline manner, which could in turn adversely affect our business, cash flows, financial condition and results of operations.

20. We require certain approvals and licenses in the ordinary course of business and are required to comply with certain rules and regulations to operate our business, any failure to obtain, retain and renew such approvals and licences or comply with such rules and regulations may adversely affect our operations.

We require several statutory and regulatory permits, licenses and approvals to operate our business, some of which are either received or applied for. Many of these approvals are subject to periodical renewal. Any failure to renew the approvals that may expire, or to apply for the required approvals, licences, registrations or permits, or any suspension or revocation of any of the approvals, licences, registrations and permits that have been or may be issued to us, could result in delaying the operations of our business, which may adversely affect our business, financial condition, results of operations and prospects.

Additionally, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals which may result in the interruption of our operations and may have a material adverse effect on our business, financial condition, cash flows and results of operations. If we fail to comply with all applicable regulations or if the regulations governing our business or their implementation change, we may incur increased costs, be subject to penalties or suffer a disruption in our business activities, any of which could adversely affect our results of operations. For further details, see “**Key Industry Regulations and Policies**” and “**Government and Other Statutory Approvals**” for permits/licenses required for the business on pages 133 and 237 respectively.

21. We may be unable to sufficiently obtain, maintain, protect, or enforce our intellectual property and other proprietary rights.

As on date of this Draft Red Herring Prospectus, we have registered the trademark “” and “” under class 36. However, the said trademarks are registered in previous name of our Company, that is, ‘*Shyamji Properties Private Limited*’ and we have made applications bearing Temp number 11116144 dated August 12, 2024, and 11235151 dated September 09, 2024 for change in name of the Registered Proprietor and transfer the said trademarks in the current name of our Company.

If we are unable to renew our trademarks for various reasons including our inability to remove objections to any trademark application, or if any of our unregistered trademark are registered in favour of or used by a third party in India or abroad, we may not be able to claim registered ownership of such trademark and consequently, we may not be able to seek remedies for infringement of those trademarks by third parties other than relief against passing off by other entities, causing damage to our business prospects, reputation and goodwill in India and abroad. Apart from this, any failure to register or renew registration of our registered trademark may affect our right to use such trademark in future. Further, our efforts to protect our intellectual property in India and abroad may not be adequate and any third-party claim on any of our unprotected intellectual property may lead to erosion of our business value and our reputation, which could adversely affect our operations. Third parties may also infringe or copy our registered brand name in India and abroad which has been registered by us in India. We may not be able to detect any unauthorized use or take appropriate and timely steps to enforce or protect our trademarks in India and abroad. Further, if do not maintain our brand name and identity, which we believe is one of the factors that differentiates us from our competitors, we may not be able to maintain our competitive edge in India and abroad. If we are unable to compete successfully, we could lose our customers, which would negatively affect our financial performance and profitability. Moreover, our ability to protect, enforce or utilize our brand name is subject to risks, including general litigation risks. Furthermore, we cannot assure you that such brand name will not be adversely affected in the future by actions that are beyond our control, including customer complaints or adverse publicity from any other source in India and abroad. Any damage to our brand name, if not immediately and sufficiently remedied, could have an adverse effect on our business and competitive position in India and abroad. For further details, see “*Government and Other Statutory Approvals*” and “*Our Business*” on page 237 and 120.

22. We are dependent on a number of key employees, including our senior management, and the loss of or our inability to attract or retain such persons with specialized technical know-how could adversely affect our business, results of operations, cash flows and financial condition.

Our performance depends largely on the efforts and abilities of our senior management and other senior management, including our present officers who have creative minds, specialized technical know-how. The inputs and experience of our senior management and key managerial personnel are valuable for the development of our business and operations strategy. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. Our ability to retain experienced staff members as well as senior management will in part depend on our maintaining appropriate staff remuneration and incentive schemes in accordance with then prevailing private sector industry standards. We cannot assure you that the remuneration and incentive schemes we have in place will be sufficient to retain the services of our senior management and skilled employees.

23. In addition to normal remuneration or benefits and reimbursement of expenses, some of our directors and key managerial personnel are interested in our Company to the extent of their shareholding and dividend entitlement in our Company.

Our Directors, Key Managerial Personnel (“KMP”) and Senior Managerial Personnel (“SMP”) are interested in our Company to the extent of remuneration paid to them for services rendered and reimbursement of expenses payable to them. In addition, some of our Directors and KMP may also be interested to the extent of their shareholding and dividend entitlement in our Company. For further information, see “Capital Structure” and “Our Management” on pages 65 and 144, respectively, of this Draft Red Herring Prospectus.

24. We have not commissioned an industry report for the disclosures made in the chapter titled “Industry Overview” and made disclosures on the basis of the data available on the internet.

We have not commissioned an industry report, for the disclosures which need to be made in the chapter titled “Industry Overview” of this Draft Red Herring Prospectus. We have made disclosures in the said chapter on the basis of the relevant industry related data available online. We cannot assure you that any assumptions made are correct or will not change and, accordingly, our position in the market may differ from that presented in this

Prospectus. Although we believe that the data may be considered to be reliable, their accuracy, completeness and underlying assumptions are not guaranteed and their dependability cannot be assured. While we have taken reasonable care in the reproduction of the information, the information has not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore, we make no representation or warranty, express or implied, as to the accuracy or completeness of such facts and statistics. Further, the industry data mentioned in this Draft Red Herring Prospectus or sources from which the data has been collected are not recommendations to invest in our Company. Accordingly, investors should read the industry related disclosure in this Draft Red Herring Prospectus in this context.

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

Our Company has entered into related party transactions with our Promoters, Directors, and Promoter group members in the past. While our Company believes that all such transactions have been conducted on an arm's length basis and are accounted as per Ind AS 24 and are in compliance with the provisions of the Companies Act, 2013 and other applicable laws, however there can be no assurance that we could not have achieved more favourable terms had such transactions not been entered into with related parties. Furthermore, it is likely that we may enter into related party transactions in the future. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our financial condition and results of operations. For details, please refer to the "Annexure 34-Related Party Transaction" on page no. 209 under chapter titled "Restated Financial Statement" on page 165 of this Draft Red Herring Prospectus.

26. *Our Company has availed unsecured borrowings from a number of related parties and other parties and there can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with such related parties and others.*

Our Company has availed unsecured borrowings from related parties and others which are repayable on demand. As on March 2024, our unsecured borrowing was outstanding ₹ 1663.00 Lakhs. For further information on our transactions with related parties, see "Restated Financial Information – Note 34: Disclosure of transactions with related parties as required by Ind AS 24" on page 209. While all such transactions have been conducted in the ordinary course of business and on an arm's length basis, in accordance with our related party transactions policy, applicable provisions of the Companies Act and contain commercially reasonable terms. There can be no assurance that such party shall not recall the outstanding amount (in part, or in full) at any time. We intend to repay the said loan in due course, however, any failure to service such indebtedness, or discharging any obligations thereunder could have a material adverse effect on our business, financial condition and results of operations.

27. *We do not own the premises in which our registered office and branch offices are located and the same are on lease arrangement. Any termination of such lease/license and/or non-renewal thereof and attachment by Property Owner could adversely affect our operations.*

Our registered office premises is situated at Room No- 408, 4th Floor, PS IXL Building Atghora, Chinar Park, Kolkata, N24 West Bengal - 700136 India is a leased premise and our Company has entered into an agreement with Lessor for leasing the same premises for a period of 33 months w.e.f. 01.04.2022. For details, please refer to "Our Business Overview- Our immovable properties" page no. 132 of this Draft Red Herring Prospectus. Our business operations are also conducted from the said premises. As per the lease agreement, if there are any non-compliance by us in relation to any term of lease, lease fee and any other terms and conditions, the lease may result in the termination of the lease agreement and consequently we have to vacate the said premises. We also cannot assure you that lessor will not terminate the lease agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations.

Further, our corporate office and branch office situated at various locations within Bangalore and Mumbai are leased premises. For details, please refer to "Our Business Overview- Our immovable properties" page no.132 of this Draft Red Herring Prospectus. Our business operations are also conducted from the said premises. As per the lease agreements, if there are any noncompliance by us in relation to any term of lease, lease fee and any other terms and conditions; it may result in the termination of the lease agreement and consequently we may have to vacate the said premises. We also cannot assure you that lessor will not terminate the lease agreement, which would require us to locate to another premise and may have an adverse effect on our conducting our business operations. In case, we may have to re-locate to another premise and/or agree to pay the extra amount for using the same premises. Increase in lease structure will lead to increase of our expenditure which in turn may affect our revenue and increase of operational cost. Also, searching for the suitable location, setting the branch from the

scratch and relocating the inventory from location to another, may lead to loss of clients, reduction in sales thereby affecting our profitability.

28. If we are not able to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our business it may have an adverse effect on our business.

We require certain statutory and regulatory permits, licenses and approvals to operate our business. Though we believe that we have obtained all permits and licenses which are adequate to run our business, we cannot assure that there is no other statutory/regulatory requirement which we are required to comply with. Further, some of these approvals are granted for fixed periods of time and need renewal from time to time. We are required to renew such permits, licenses and approvals. There can be no assurance that the relevant authorities will issue any of such permits or approvals in time or at all.

Failure by us to renew, maintain or obtain the required permits or approvals in time may result in the interruption of our operations and may have a material adverse effect on our business.

For further details, see section on “Government and Other Approvals” beginning on page 237 of this Draft Red Herring Prospectus.

29. We depend on customer supplied information when evaluating customer credit worthiness. Any misleading information provided to us by our borrowers may affect our judgement of their credit worthiness, which could have an adverse effect on our business, cash flows, results of operations, financial condition and cash flows

While deciding whether to extend credit or enter into other transactions with customers and counter parties, we may rely on information furnished to us by or on behalf of our customers, including several factors like the financial information, educational backgrounds, future income and repayment capacity from which we create our credit assessments. Further, we follow know your customer (“KYC”) guidelines prescribed by the RBI for potential borrowers. We also rely on customer representations as to the accuracy and completeness of customer supplied information. Our reliance on any misleading information may affect our judgement of the creditworthiness of potential borrowers, which may adversely affect our business, results of operations, financial condition and cash flows. In instances where we detect that false documents or information has been provided by a borrower leading to an adverse effect on the recoverability of disbursements to that loan account, we classify such account as a “fraud” account and report such account to the RBI. While we have not experienced any incidents of fraud during Financial Year 2024, 2023 and 2022.

Any relevant changes in this information may not be made available to us. The information that we have gathered may not be sufficient to create a complete customer risk profile. Difficulties in assessing credit risks associated with our day-to-day lending operations may lead to an increase in the level of our nonperforming assets. Increases in NPAs could adversely affect our business and results of operations. Moreover, any delays on our part to take immediate action in connection with enforcement of security, delays in bankruptcy foreclosure proceedings, economic downturns, defects in security and fraudulent transfers by borrowers post availing the loan may hinder our ability to realize the full value of security, which may result in an adverse effect on our business, cash flows, results of operations, financial condition and cash flows.

30. Our Group Companies has incurred losses in past financial years.

Our Group Companies, Veeyu HR Solutions Private Limited have incurred losses in the following financial years for which their respective audited financial statements were available, as set forth in the table below-

Veeyu HR Solutions Private Limited

(₹ In Lakhs)

Particulars	March 31, 2023	March 31, 2022	March 31, 2021
Profit/Loss after tax	8.67	(3.15)	1.92

31. Any non-compliance with mandatory Anti-Money Laundering and Know Your Customer policies could expose us to additional liability and harm our business and reputation.

Our Company is required to comply with applicable anti-money-laundering and anti-terrorism laws and other regulations in India. These laws and regulations require us, among other things, to adopt and enforce AML and KYC policies and procedures. In the ordinary course of our operations, we run the following risks: (i) risk of failing to comply with the prescribed KYC procedures; (ii) the consequent risk of fraud and money laundering by fraudulent customers; and (iii) risk of assessment of penalties or imposition of sanctions against us for such compliance failures despite having implemented systems and controls designed to prevent the occurrence of these risks. Although we believe that we have adequate internal policies, processes and systems in place to prevent and

detect any AML activity and ensure KYC compliance, we cannot assure you that we will be able to fully control instances of any potential or attempted violation by other parties. Any inability on our part to detect such activities fully and on a timely basis, may subject us to regulatory actions including imposition of fines and penalties and adversely affect our business and reputation. For further details, see “Key Regulations and Policies” on page 133.

Although, we have instituted internal policies, processes and systems in place to prevent and detect any AML activity and ensure KYC compliance, we cannot assure you that we will be able to fully control instances of any potential or attempted violation by other parties. While we have not experienced any instances of money laundering or use of our loans for illegal activities during the Financial Years 2024, 2023 and 2022, any inability on our part to detect such activities fully and on a timely basis, may subject us to regulatory actions including imposition of fines and penalties and adversely affect our business and reputation.

32. We operate in a competitive environment and face fair competition in our business from organized and unorganized players, which may adversely affect our business operations and financial condition.

The industry in which the Company operates is fairly competitive and our results of operations and financial condition are sensitive to, and may be materially adversely affected by competitive pricing and other factors. Competition may result in pricing pressures, reduced profit margins, lost market share or a failure to grow our market share, any of which could substantially harm our business and results of operations. The domestic segment which we cater to is fragmented and fairly competitive. We compete primarily on the basis of quality of our services, customer satisfaction and marketing. Thus, some of our competitors may have certain other advantages over us, including established track record, superior service offerings, larger portfolio of services, technology and greater market penetration, which may allow our competitors to better respond to market trends. They may also have the ability to spend more aggressively on marketing initiatives and may have more flexibility to respond to changing business and economic conditions than we do.

Our continued success will depend, in part, on our ability to respond to technological advances, changing customer needs and the emerging digital ecosystem, in a cost-effective and timely manner. Our ability to leverage analytics is important to remain ahead with regards to correct credit selection decisions and a better customer experience. Our ability to compete effectively will also depend, in part, on our ability to maintain or increase our margins. Our margins are affected in part by our ability to continue to secure low-cost capital and charge optimum interest rates at which we lend to our borrowers. We cannot assure you that we will be able to react effectively to these or other market developments or compete effectively with new and existing players in the increasingly competitive education finance industry. If we are unable to compete effectively, our business, results of operations, financial condition and cash flows may be adversely affected.

33. We are exposed to portfolio attrition risks that may arise if our borrowers for our educational institution loan business opt for balance transfers to other banks or financial institutions, which could adversely affect our business, financial condition, results of operations and cash flows.

As part of our educational institutions loans business, we offer variable interest rate loans linked to our reference rate. Based on market conditions, we price our loans at either a discount or a premium to our reference rate, which is determined primarily on the basis of our cost of borrowings, product construct and customer profiling with respect to individual transactions. Borrowers with variable interest rates on their loans are exposed to increased equated monthly instalments (“EMIs”) when the loans’ interest rate adjusts upward, to the rate computed in accordance with the applicable index and margin. Such borrowers typically seek to refinance their loans through loan balance transfer to other banks and financial institutions, to avoid increased EMIs that may result from an upwards adjustment of the loans’ interest rate.

While refinancing of loans by other lenders could in certain circumstances be beneficial for our borrowers, it results in a loss of interest income expected from such loans over the course of their tenure. As competition in the education finance sector intensifies, some of our borrowers with variable interest rate loans may not be able to find balance transfer options at comparably lower interest rates or other financing alternatives. However, if such borrowers with variable interest rates are able to find such balance transfer options and opt for other financing alternatives, we could experience attrition in our portfolio and may not be able to receive our expected interest income on such loans. Although we have not faced such instance in past three financial year 2024, 2023 and 2022 which would had impact our business, financial condition, results of operations and cash flows. Any such failure to retain we may have a material adverse effect on our business, financial condition and results of operations

34. Our inability to effectively manage our growth or to successfully implement our business plan and growth strategies could have an adverse effect on our business, results of operations and financial condition. The

success of our business will depend greatly on our ability to effectively implement our business and growth strategies.

Our growth strategies require us to develop and strengthen relationships with existing customers for our business who may drive high volume loan books on an ongoing basis. To remain competitive, we seek to increase our business from existing customers and by adding new customers, as well as expanding into new geographical markets.

Our success in implementing our growth strategies may be affected by:

- our ability to maintain the quality of our services;
- our ability to increase our geographic presence;
- the general condition of the global economy (particularly of India and the other markets that we currently or may operate in);
- our ability to compete effectively with existing and future competitors,
- changes in the Indian or international regulatory environment applicable to us.

Many of these factors are beyond our control and there is no assurance that we will succeed in implementing our strategies. While we have successfully executed our business strategies in the past, there can be no assurance that we will be able to execute our strategies on time and within our estimated budget, or that our expansion and development plans will increase our profitability.

Any of these factors could adversely impact our results of operations. We expect our growth strategies to place significant demands on our management, financial and other resources and require us to continue developing and improving our operational, financial and other internal controls. Our inability to manage our business and growth strategies could have a material adverse effect on our business, financial condition and profitability.

35. We are exposed to operational risks, including employee negligence, petty theft, burglary and embezzlement and fraud by employees, agents, borrowers or third parties. Any failure or significant weakness of our internal controls system could cause operational errors or incidents of fraud, which would adversely affect our profitability and reputation

We are responsible for establishing and maintaining adequate internal measures commensurate with the size and complexity of operations. While we periodically test and update, as necessary, our internal controls systems, we are exposed to operational risks arising from the potential inadequacy or failure of internal processes or systems, and our actions may not be sufficient to guarantee effective internal controls in all circumstances. Given the size of our operations, it is possible that errors may repeat or compound before they are discovered and rectified.

Our management information systems and internal control procedures that are designed to monitor our operations and overall compliance may not identify every instance of non-compliance or every suspicious transaction. If internal control weaknesses are identified, our actions may not be sufficient to correct such internal control weakness. Failures or material errors in our internal controls systems may lead to deal errors, pricing errors, inaccurate financial reporting, fraud and failure of critical systems and infrastructure. We may also be subject to regulatory or other proceedings in connection with any unauthorized transaction, fraud or misappropriation by our representatives and employees, which could adversely affect our goodwill.

While we have not faced such instances during last 3 financial years, occurring of such instances in future may adversely affect our reputation, business and results of operations. There can also be no assurance that we would be able to prevent frauds in the future or that our existing internal mechanisms to detect or prevent fraud will be sufficient. Any fraud discovered in the future may have an adverse effect on our reputation, business, results of operations and financial condition. For further details, please see section —Outstanding Litigation and Material Developments on page 230.

36. The determination of the Price Band is based on various factors and assumptions and the Issue Price of the Equity Shares may not be indicative of the market price of the Equity Shares after the Issue.

The determination of the Price Band is based on various factors and assumptions, and will be determined by us in consultation with the Lead Managers. Furthermore, the Offer Price of the Equity Shares will be determined by us in consultation with the Lead Managers through the Book Building Process. These will be based on numerous factors, including factors as described under “Basis for Offer Price” beginning on page 94 and may not be indicative of the market price for the Equity Shares after the Offer.

In addition to the above, the current market price of securities listed pursuant to certain previous initial public offerings managed by the Lead Managers is below their respective issue price. For further details, see “*Other Regulatory and Statutory Disclosures – Price information of past issues handled by the Lead Managers*” on page 241. The factors that could affect the market price of the Equity Shares include, among others, broad market trends, our financial performance and results post-listing, and other factors beyond our control. We cannot assure you that an active market will develop or sustained trading will take place in the Equity Shares or provide any assurance regarding the price at which the Equity Shares will be traded after listing.

37. *There is no monitoring agency appointed by our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by the Audit Committee.*

As per SEBI (ICDR) Regulations, 2018, as amended from time to time, appointment of monitoring agency is required only for Issue size above Rs. 10,000 Lakhs. Since this Issue Size is less than Rs. 10,000 Lakhs, our Company has not appointed any monitoring agency for this Issue. Hence, we have not appointed a monitoring agency to monitor the utilization of Issue proceeds. However, the audit committee of our Board will monitor the utilization of Issue proceeds.

Further, our Company shall inform about material deviations in the utilization of Issue proceeds to the BSE and shall also simultaneously make the material deviations / adverse comments of the audit committee public.

38. *Any variation in the utilization of the Net Proceeds as disclosed in this Prospectus shall be subject to certain compliance requirements, including prior Shareholders’ approval.*

Our Company intends to deploy and utilize Net Proceeds raised pursuant to the Initial Public Offer in the manner set out in the section titled “*Objects of the Issue*” on page no. 87 in the Draft Red Herring Prospectus. In accordance with SEBI LODR Regulations and other applicable provisions, we cannot undertake any variation in the utilization of the Net Proceeds as disclosed in this Prospectus without obtaining the approval of shareholders of our Company through a special resolution. In the event of any such, we may not be able to obtain the approval of the shareholders of our Company in a timely manner, or at all. Any delay or inability in obtaining such approval of the shareholders of our Company may adversely affect our business or operations and it may also lead to delay in deployment of funds as per the schedule of implementation as disclosed in objects section titled “*Objects of the Issue*” on page no. 87 in the Draft Red Herring Prospectus. In light of these factors, we may not be able to undertake variation of objects of the Offer to use any unutilized proceeds of the Issue, if any, even if such variation is in the interest of our Company. This may restrict our Company’s ability to respond to any change in our business or financial condition by redeploying the unutilized portion of Net Proceeds, if any, which may adversely affect our business and results of operations.

39. *We have included certain non-GAAP financial measures and other statistical information related to our operations in this Draft Red Herring Prospectus. Such non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the financial services industry and may not be comparable with financial or statistical information of similar nomenclature computed and presented by other companies.*

Certain Non-GAAP measures relating to our financial performance, such as, Net worth, Net interest, Net interest margin, Debt to Equity ratio, Return on net worth, Net asset value per equity share, Total borrowings, EBITDA, Net Income to Average Total Assets, Return on Equity, Return on Total Average Assets (%), Cost of Borrowings presented in this Draft Red Herring Prospectus are a supplemental measure of our performance and liquidity that are not required by, or presented in accordance with, Ind AS, Indian GAAP, or IFRS. Further, these non-GAAP Measures and other statistical information are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, or IFRS and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, or IFRS. In addition, these non-GAAP Measures are not a standardized term, hence a direct comparison of similarly titled non-GAAP Measures between companies may not be possible. Other companies may calculate the non-GAAP Measures and other statistical information differently from us, limiting its utility as a comparative measure. Although the non-GAAP Measures and other statistical information are not a measure of performance calculated in accordance with applicable accounting standards, our Company’s management believes that it is useful to an investor in evaluating us because it is a widely used measure to evaluate a company’s operating performance.

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

With the increased scrutiny of the affairs of a public listed company by shareholders, regulators and the public at large, we will incur significant legal, accounting, corporate governance and other expenses that we were not required to incur in the past. We will also be subject to the provisions of the listing agreements signed with the Stock Exchange. In order to meet our financial control and disclosure obligations, significant resources and management supervision will be required. As a result, management's attention may be diverted from other business concerns, which could have an adverse effect on our business and operations. There can be no assurance that we will be able to satisfy our reporting obligations. In addition, we will need to increase the strength of our management team and hire additional legal and accounting staff with appropriate public company experience and accounting knowledge and we cannot assure that we will be able to do so in a timely manner. Failure of our Company to meet the listing requirements of stock exchange, if any, could lead to imposition of penalties, including suspension of trading in shares of the Company.

41. Significant differences exist between Ind AS and other accounting principles, such as Indian Generally Accepted Accounting Principles, U.S. Generally Accepted Accounting Principles and International Financial Reporting Standards, which may be material to investors' assessments of our financial condition.

The Restated Summary Statements included in this Draft Red Herring Prospectus have been derived from our audited financial statements prepared in accordance with Ind AS and restated in accordance with SEBI ICDR Regulations and the Guidance Note. There are significant differences between Ind AS, Indian GAAP, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should, accordingly, be limited.

EXTERNAL RISK FACTORS

42. Political instability or a change in economic liberalization and deregulation policies could seriously harm business and economic conditions in India generally and our business in particular.

The Government of India has traditionally exercised and continues to exercise influence over many aspects of the economy. Our business and the market price and liquidity of our Equity Shares may be affected by interest rates, changes in Government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India. The rate of economic liberalization could change, and specific laws and policies affecting the information technology sector, foreign investment and other matters affecting investment in our securities could change as well. Any significant change in such liberalization and deregulation policies could adversely affect business and economic conditions in India, generally, and our business, prospects, financial condition and results of operations, in particular.

43. We cannot guarantee the accuracy or completeness of facts and other statistics with respect to India, the Indian economy and industry in which we operate contained in the Prospectus.

While facts and other statistics in the Prospectus relating to India, the Indian economy and the industry in which we operate has been based on various web site data and IBEF that we believe are reliable, we cannot guarantee the quality or reliability of such materials. While we have taken reasonable care in the reproduction of such information, industry facts and other statistics have not been prepared or independently verified by us or any of our respective affiliates or advisors and, therefore we make no representation as to their accuracy or completeness. These facts and other statistics include the facts and statistics included in the chapter titled "Industry Overview" beginning on page 105 of this Draft Red Herring Prospectus. Due to possibly flawed or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, there is no assurance that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

44. Global economic, political and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price.

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, fluctuations in

commodities markets, consumer debt levels, unemployment trends and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude, which may negatively affect our stock prices.

45. 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, transfer of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the 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.

46. The extent and reliability of Indian infrastructure could adversely affect our Company's results of operations and financial condition.

India's physical infrastructure is in developing phase compared to that of many developed nations. Any congestion or disruption in its port, rail and road networks, electricity grid, communication systems or any other public facility could disrupt our Company normal business activity. Any deterioration of India 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 Company's business operations, which could have an adverse effect on its results of operations and financial condition.

47. Any downgrading of India's sovereign 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 international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing may be available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of our Equity Shares.

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

India has experienced natural calamities such as earthquakes, tsunamis, floods etc. in recent years. The extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

49. 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 terrorist attacks in India, other incidents such as those in US, Indonesia, Madrid and London, 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.

50. If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our borrowers and our profits might decline.

Inflation rates could be volatile, and we may face high inflation in the future as witnessed in the past. Increased inflation can contribute to an increase in interest rates and may also lead to a slowdown in the economy and adversely impact credit growth. High fluctuations in inflation rates may also make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our operating expenses,

which we may not be able to pass on to our borrowers, whether entirely or in part, and the same may adversely affect our business and financial condition. In such case, our business, results of operations, financial condition and cash flows may be adversely affected.

While the Government of India through the RBI has previously initiated economic measures to combat high inflation rates, it is unclear whether these measures will remain in effect, and there can be no assurance that Indian inflation levels will not rise in the future. There can be no assurance that Indian inflation levels will not worsen in the future.

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

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, particularly emerging market countries in Asia. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. Any significant social, political or economic disruptions, or natural calamities or civil disruptions in other countries, or changes in policies, or governments in these countries could disrupt our business and operations, require us to incur significant expenditure and change our business strategies. The occurrence of, or our inability to effectively respond to any such event, could have an adverse effect on our business, results of operations, financial condition and cash flows. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our business, our future financial performance and the prices of the Equity Shares.

RISKS RELATED TO OUR EQUITY SHARES AND EQUITY SHARE HOLDERS

52. Our Promoters, together with our Promoter Group, will continue to retain majority shareholding in our Company after the proposed Initial Public Issue, which will allow them to exercise significant control over us. We cannot assure you that our Promoters and Promoter Group members will always act in the best interests of the Company.

After the completion of our Initial Public Issue, our Promoters, along with our Promoter Group members, will hold, approximately [●] % of our post issue paid up equity capital of our Company. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholder. By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure, delay, defer or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company. We cannot assure you that our Promoters and Promoter Group members will always act in our Company's or your best interests. For further details, please refer to the chapters titled "Capital Structure" and "Our Promoter and Promoter Group", beginning on page no. 65 and 157 respectively, of this Draft Red Herring Prospectus.

53. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements.

We may retain all our future earnings, if any, for use in the operations and expansion of our business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and will depend on factors that our Board of Directors deem relevant, including among others, our results of operations, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on shareholders investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. Further, our Company has paid cumulative dividend on Compulsory Convertible Preference Shares (CCPS) at the rate of 0.01% p.a. via board resolution dated August 16, 2024 and via shareholders resolution dated September 07, 2024. For details on our dividend history, see "Dividend Policy" on page 164 of this Draft Red Herring Prospectus.

54. Sale of Equity Shares by our Promoter or other significant shareholder(s) may adversely affect the trading price of the Equity Shares.

Any instance of disinvestments of equity shares by our Promoters or by other significant shareholder(s) may significantly affect the trading price of our Equity Shares. Further, our market price may also be adversely affected even if there is a perception or belief that such sales of Equity Shares might occur.

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

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

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

Under the current Indian tax laws and regulations, capital gains arising from the sale of equity shares in an Indian company are generally taxable in India. A securities transaction tax ("STT") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Stamp duty for transfer of certain securities, other than debentures, on a delivery basis is currently specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount.

Non-residents claim the benefits under any applicable double taxation avoidance agreement in respect of their capital gains income after providing the necessary documents as prescribed under the statute. As a result, subject to any relief available under an applicable tax treaty or under the laws of their own jurisdictions, residents of other countries may be liable for tax in India as well as in their own jurisdictions on gains arising from a sale of our Equity Shares.

Pursuant to the Finance Act, 2024, any gains realized on the sale of listed equity shares, which are held for a period exceeding 12 months will be subject to long term capital gains tax in India at the rate of 12.5%. Further, long-term capital gains arising from sale of listed equity shares on which STT has been paid on transfer and at the time of acquisition (unless such acquisition was through a notified transaction) will be exempt up to ₹125,000. Similarly, any gain realized on the sale of listed equity shares held for a period of 12 months or less and on which STT has been paid on transfer will be subject to short-term capital gains tax at a rate of 20%. Short-term capital gains from sale of listed equity shares off-market will be taxed at applicable rates. The Bidders are advised to consult their own tax advisors to understand their tax liability as per the laws prevailing on the date of disposal of Equity Shares. The above rates shall be increased by applicable surcharges and cess.

No dividend distribution tax is required to be paid in respect of dividends declared, distributed or paid by a domestic company after March 31, 2020 and, accordingly, such dividends would not be exempt in the hands of the Shareholders both for residents as well as non-residents. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident Shareholder for the purposes of deducting tax at source pursuant to any corporate action, including dividends.

There is no certainty on the impact of Indian tax laws or other regulations, and which may adversely affect our Company's business, financial condition, results of operations or on the sector in which we operate. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

57. The price of our Equity Shares may be volatile, or an active trading market for our Equity Shares may not develop.

Prior to this Issue, there has been no public market for our Equity Shares. [●] is acting as Market Maker for the Equity Shares of our Company. However, the trading price of our Equity Shares may fluctuate after this Issue due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, the performance of the Indian and global economy and significant developments in India's fiscal regime, volatility in the Indian and global securities market, performance of our competitors, the Indian Capital Markets, changes in the estimates of our performance or recommendations by financial analysts and announcements by us or others regarding contracts, acquisitions, strategic partnerships, joint ventures, or capital commitments. In addition, if the stock markets experience a loss of investor confidence, the trading price of our Equity Shares could decline for reasons unrelated to our business, financial condition or operating results. The trading price of our Equity Shares might also decline in reaction to events that affect other companies in our industry even if these events do not directly affect us. Each of these factors, among others, could

materially affect the price of our Equity Shares. 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. For further details of the obligations and limitations of Market Makers, please refer to the section titled “General Information – Details of the Market Making Arrangement for this Issue” on page no. 62 of this Draft Red Herring Prospectus.

58. Investors bear the risk of fluctuations in the price of Equity Shares and there can be no assurance that a liquid market for our Equity Shares will develop following the listing of our Equity Shares on the Stock Exchanges.

There has been no public market for our Equity Shares prior to the Issue. The price may not necessarily be indicative of the market price of our Equity Shares after the Issue is completed. You may not be able to re-sell your Equity Shares at or above the Offer price and may as a result lose all or part of your investment.

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

The price at which our Equity Shares will trade at after the Issue will be determined by the marketplace and may be influenced by many factors, including:

- Our financial condition, results of operations and cash flows;
- The history of and prospects for our business;
- An assessment of our management, our past and present operations, and the prospects for as well as timing of our future revenues and cost structures; and
- The valuation of publicly traded companies that are engaged in business activities similar to ours;
- quarterly variations in our results of operations;
- results of operations that vary from the expectations of securities analysts and investors;
- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- a change in research analysts’ recommendations;
- announcements by us or our competitors of significant acquisitions, strategic alliances, joint operations, or capital commitments;
- announcements of significant claims or proceedings against us;
- new laws and government regulations that directly or indirectly affect our business;
- additions or departures of Key Management Personnel;
- changes in the interest rates;
- fluctuations in stock market prices and volume; and general economic conditions.

The Indian stock markets have, from time to time, experienced significant price and volume fluctuations that have affected market prices for the securities of Indian companies. As a result, investors in our Equity Shares may experience a decrease in the value of our Equity Shares regardless of our financial performance or prospects.

SECTION IV- INTRODUCTION

THE ISSUE

PRESENT ISSUE IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS	
Equity Shares Offered through Public Issue⁽¹⁾⁽²⁾	Upto [●] Equity Shares of face value of ₹ 10 each fully paid up for cash at price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per Share aggregating to ₹ 1500.00 Lakhs.
Out of which:	
Issue Reserved for the Market Makers	Upto [●] Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ 1500.00 Lakhs.
Net Issue to the Public	Upto [●] Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ 1500.00 Lakhs.
Out of which*	
A. QIB Portion ^{(3)(4) (5)}	Not more than [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹1500.00 Lakhs
Of which	
i) Anchor Investor Portion	Upto [●] Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ 1500.00 Lakhs
ii) Net QIB Portion (assuming Anchor Investor Portion is fully subscribed)	Upto [●] Equity Shares having face value of ₹ 10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹ 1500.00 Lakhs.
Of which	
(a) Available for allocation to Mutual Funds only (5% of the Net QIB Portion)	Upto [●] Equity Shares of ₹ [●] each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹1500.00 Lakhs
(b) Balance of QIB Portion for all QIBs including Mutual Funds	Upto [●] Equity Shares of ₹ [●] each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹1500.00 Lakhs
B. Non-Institutional Portion	Not less than [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹1500.00 Lakhs
C. Retail Portion	Not less than [●] Equity Shares of ₹10 each for cash at a price of ₹ [●] (including a Share premium of ₹ [●] per Equity Share) per share aggregating to ₹1500.00 Lakhs
Pre and Post – Issue Equity Shares	
Equity Shares outstanding prior to the Issue	50,28,497 Equity Shares of face value of ₹10 each
Equity Shares outstanding after the Issue	Upto [●] Equity Shares of face value ₹10 each
Use of Net Proceeds by our Company	Please see the chapter titled “ <i>Objects of the Issue</i> ” on page 87 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.

Notes:

- The Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time. This Issue is being made by our company in terms of Regulation of 229 (1) of SEBI ICDR Regulations read with Rule 19(2)(b)(i) of SCRR wherein not less than 25% of the post – issue paid up equity share capital of our company are being offered to the public for subscription.
- The Issue has been authorized by the Board of Directors vide a resolution passed at its meeting held on September 14, 2024 and by the Shareholder of our Company, vide a special resolution passed at the Extra Ordinary General Meeting held on September 17, 2024.

3. The SEBI ICDR Regulations permit the issue of securities to the public through the Book Building Process, which states that, not less than 15 % of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35 % of the Net Issue shall be available for allocation on a proportionate basis to Retail Individual Bidders and not more than 50% of the Net Issue shall be allotted on a proportionate basis to QIBs, subject to valid Bids being received at or above the Issue Price. Accordingly, we have allocated the Net Issue i.e.; not more than 50% of the Net Issue to QIB and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors and not less than 15% of the Net Issue shall be available for allocation to Non-Institutional bidders.
4. Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. Subject to valid Bids being received at or above the Issue Price, under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws

Our Company may, in consultation with the Book Running Lead Manager, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription in the Anchor Investor Portion, the remaining Equity Shares shall be added to the QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Issue Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids.

5. 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 Retail Portion, shall be made on a proportionate basis subject to valid bids received at or above the Issue Price. The allocation to each Retail Individual Investor shall not be less than the minimum Bid Lot, and subject to availability of Equity Shares in the Retail Portion, the remaining available Equity Shares, if any, shall be allocated on a proportionate basis.

SEBI through its circular (SEBI/HO/CFD/DIL2/CIR/P/2022/45) dated April 5, 2022, has prescribed that all individual investors applying in initial public offerings opening on or after May 1, 2022, where the application amount is up to ₹ 5 lakhs, shall use UPI. Individual investors bidding under the Non- Institutional Portion bidding for more than ₹ 2 lakhs and up to ₹ 5 lakhs, 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.

For further details, please refer section titled "Issue Procedure" beginning on page 262 of this Draft Red Herring Prospectus.

SUMMARY OF RESTATED FINANCIAL STATEMENTS

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NEEV CREDIT LIMITED
(Formerly known as Neev Credit Private Limited)
CIN: U65923WB1996PLC076763
Restated Statement of Asset and Laibilites

Annexure I

(Amount In Rs. Lakhs)

Sr. No	Particulars	Note No.	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
	ASSETS				
(1)	Financial Assets				
(a)	Cash and cash equivalents	3	6.20	4.01	4.11
(b)	Bank Balance other than cash and cash equivalents	4	1.10	12.79	2.62
(c)	Receivables				
	(I) Trade Receivables		-	-	-
	(II) Other Receivables	5	14.14	-	-
(d)	Loans	6	1,250.03	1,164.18	1,247.22
(e)	Investments	7	15.00	-	-
(f)	Other Financial Asset	8	39.23	37.55	19.64
(2)	Non-financial Assets				
(a)	Current Tax Assets (Net)	9	55.84	8.83	8.63
(b)	Deffered Tax Assets (Net)	10	74.40	69.75	71.88
(c)	Property, Plant & Equipment	11	1,166.68	9.58	13.30
(d)	Capital Work in Progress	12	-	1,160.03	-
(e)	Other Non-Financial Asset	13	11.28	20.82	976.71
	Total Assets		2,633.89	2,487.54	2,344.11
	LIABILITIES AND EQUITY				
	LIABILITIES				
(1)	Financial Liabilities				
(a)	Borrowings (Other than Debt Securities)	14	1,762.49	1,821.68	1,443.09
(b)	Subordinated Liabilities	15	0.00	0.00	0.00
(2)	Non-Financial Liabilities				
(a)	Provisions	16	57.58	17.64	22.36
(b)	Other Non- Financial Liabilities	17	113.73	171.10	407.85
(3)	EQUITY				
(a)	Equity Share capital	18	498.00	498.00	498.00
(b)	Other Equity	19	202.09	(20.88)	(27.18)
	Total Liabilities and Equity		2,633.89	2,487.54	2,344.11
	See accompanying notes forming integral part of the Financial Statements	1 to 57			

As per our Report of even date

For and on Behalf of the Board of Directors

For, G.C. BAFNA & CO.
Chartered Accountants
Firm Registration Number: 319104E

NIKHIL SARAF
(Whole-Time Director)
DIN: 00611163

SAMIR AGARWAL
(Director)
DIN: 00093687

CA G.C. BAFNA
Partner
Membership No. 054241

Place: Kolkata
Date:
UDIN:

SUMIT KHANNA
(Chief Financial Officer)

DEEPIKA BHUTRA
(Company Secretary)

NEEV CREDIT LIMITED
(Formerly known as Neev Credit Private Limited)
CIN: U65923WB1996PLC076763
Restated Statement of Profit and Loss

Annexure II

(Amount In Rs. Lakhs)

Sr. No	Particulars	Note No.	31.03.2024	31.03.2023	31.03.2022
	Revenue from operations				
(i)	Interest Income	20	302.02	293.99	231.89
(ii)	Sale of Stock-in-trade	21	408.45	-	-
(iii)	Other Revenue from Operations	22	688.54	86.52	86.49
(I)	Total Revenue from operations		1,399.00	380.50	318.38
(II)	Other Income	23	15.35	8.72	1.65
(III)	Total Income (I+II)		1,414.36	389.22	320.03
	Expenses				
(i)	Finance Costs	24	230.37	96.12	71.64
(ii)	Purchases of Stock-in-trade	25	400.89	-	-
(iii)	Employee Benefits Expenses	26	208.07	61.69	120.76
(iv)	Depreciation, Amortization & Impairment	11	29.26	3.65	5.06
(v)	Others expenses	27	327.11	219.32	122.17
(IV)	Total Expenses (IV)		1,195.70	380.78	319.64
(V)	Profit / (loss) before exceptional items and tax (III - IV)		218.65	8.44	0.39
(VI)	Exceptional items		-	-	-
(VII)	Profit/(loss) before tax (V -VI)		218.65	8.44	0.39
(VIII)	Tax Expense:				
	(1) Current Tax	28	0.33	-	-
	(2) Deferred Tax	28	(4.65)	2.13	0.08
	Profit / (loss) for the period from continuing operations(VII-VIII)		222.97	6.30	0.31
(IX)	Profit/(loss) from discontinued operations		-	-	-
(X)	Tax Expense of discontinued operations		-	-	-
(XI)	Profit/(loss) from discontinued operations(After tax) (X-XI)		-	-	-
(XII)	Profit/(loss) for the period (IX+XII)		222.97	6.30	0.31
(XIII)					
	Other Comprehensive Income				
(XIV)	(A) (i) Items that will not be reclassified to profit or loss (specify items and amounts)		-	-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-	-
	Subtotal (A)		-	-	-
	(B) (i) Items that will be reclassified to profit or loss (specify items and amounts)		-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-	-
	Subtotal (B)		-	-	-
	Other Comprehensive Income (A + B)		-	-	-
	Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)		222.97	6.30	0.31
(XV)	Earnings per equity share (for continuing operations)				
(XVI)	Basic (Rs.)	36	4.56	0.13	0.01
	Diluted (Rs.)	36	4.48	0.13	0.01
	Earnings per equity share (for discontinued operations)				
(XVII)	Basic (Rs.)		-	-	-
	Diluted (Rs.)		-	-	-
	Earnings per equity share (for continuing and discontinued operations)				
(XVIII)	Basic (Rs.)		4.56	0.13	0.01
	Diluted (Rs.)		4.48	0.13	0.01
	See accompanying notes forming integral part of the Financial Statements	1-57			

As per our Report of even date.

For and on Behalf of the Board of Directors

For, G.C. BAFNA & CO.
Chartered Accountants
Firm Registration Number: 319104E

NIKHIL SARAF
(Whole-Time Director)
DIN: 00611163

SAMIR AGARWAL
(Director)
DIN: 00093687

CA G.C. BAFNA
Partner
Membership No. 054241

Place: Kolkata
Date:
UDIN:

SUMIT KHANNA
(Chief Financial Officer)

DEEPIKA BHUTRA
(Company Secretary)

NEEV CREDIT LIMITED
(Formerly known as Neev Credit Private Limited)
CIN: U65923WB1996PLC076763
Restated Statement of Cash Flow

Annexure III

(Amount In Rs. Lakhs)

Sr. No	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023	Year Ended 31.03.2022
(A)	CASH FLOW FROM OPERATING ACTIVITIES			
	Profit/(loss) before Tax	218.65	8.44	0.39
	Adjustment for:			
	Depreciation	29.26	3.65	5.06
	Interest on IT Refund	(0.16)	(0.45)	(0.43)
	Interest on Fixed Deposit	(0.17)	(0.60)	(0.18)
	Provision for ECL	26.50	(0.21)	0.70
	Provision for Gratuity	13.44	(4.52)	0.99
	Finance Cost	230.37	96.12	71.64
	Profit on Sale of Asset	-	-	(0.12)
	Loss on Scrap Asset	0.07	0.07	0.54
	Operating Profit before Working Capital Changes	517.96	102.50	78.61
	Adjustment for :-			
	Change in Other Financial Liabilities	(57.37)	(236.75)	61.25
	Change in Current Tax Assets	4.53	(4.53)	6.68
	Change in Other Financial Asset	(1.68)	(17.91)	(6.93)
	Change in Other Non- Financial Asset	9.55	955.89	(966.25)
	Change in Other Receivables	(14.14)	-	-
	Change in Loans and Advances	(85.86)	83.04	(281.96)
	Cash Generated from Operations	373.00	882.24	(1,108.60)
	Less : Direct Taxes Paid	(51.71)	4.78	(0.36)
	Cash inflow(+)/Outflow(-) before Extra Ordinary Items	321.29	887.02	(1,108.96)
	Add(+)/Deduct(-) Prior Period Adjustments	-	-	-
	Net Cash Inflow(+)/Outflow(-) in Operating Activities	321.29	887.02	(1,108.96)
(B)	CASH FLOW FROM INVESTING ACTIVITIES			
	Interest on Fixed Deposit	0.17	0.60	0.18
	Profit on Sale of Asset	-	-	0.12
	Loss on Scrap Asset	(0.07)	(0.07)	(0.54)
	Change in Property, Plant & Equipment	(1,186.37)	0.07	(2.95)
	Change in Capital Work-in Progress	1,160.03	(1,160.03)	650.86
	Change of Investments	(15.00)	-	-
	Net Cash Inflow(+)/Outflow(-) in Investing Activities	(41.23)	(1,159.43)	647.66
(C)	CASH FLOW FROM FINANCING ACTIVITIES			
	Proceeds from issue of Preference Shares including premium	-	-	110.00
	Proceeds from Long term Borrowings	(59.19)	378.60	402.95
	Finance Cost	(230.37)	(96.12)	(71.64)
	Net Cash Inflow(+)/Outflow(-) in Financing Activities	(289.56)	282.48	441.30
(D)	NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(9.50)	10.06	(19.99)
(E)	OPENING CASH AND CASH EQUIVALENTS	16.80	6.74	26.73
(F)	CLOSING CASH AND CASH EQUIVALENTS	7.30	16.80	6.74

As per our Report of even date.

For and on Behalf of the Board of Directors

For, G.C. BAFNA & CO.

Chartered Accountants

Firm Registration Number: 319104E

NIKHIL SARAF
(Whole-Time Director)
DIN: 00611163

SAMIR AGARWAL
(Director)
DIN: 00093687

CA G.C. BAFNA

Partner

Membership No. 054241

Place: Kolkata

Date:

UDIN:

SUMIT KHANNA
(Chief Financial Officer)

DEEPIKA BHUTRA
(Company Secretary)

GENERAL INFORMATION

Brief Summary:

Our Company was originally incorporated and registered as a Private Limited Company under Companies Act, 1956 in the name and style of “Shyamji Properties Private Limited” vide certificate of incorporation dated January 23, 1996 bearing registration number 21-76763 issued by the Registrar of Companies, West Bengal. Further, the name of our Company was changed to “Neev Credit Private Limited” and a fresh certificate of incorporation was issued by Registrar of Companies, Kolkata dated May 16, 2017. Further, pursuant to a resolution passed by our Board on May 15, 2024 and a resolution passed by our shareholders on June 07, 2024, our Company was converted into a public limited company. Consequently, the name of our company was changed to “Neev Credit Limited”, and a fresh certificate of incorporation consequent upon conversion to public company issued by Registrar of Companies, Kolkata on July 31, 2024. The RBI granted a certificate of registration dated December 16, 2000, bearing no. B - 05.03480 to our Company, for registration as an NBFC under Section 45-IA of the Reserve Bank of India Act, 1934. See “Government and Other Approvals” on page 237.

Company Registration Number and Corporate Identity Number

The registration number and corporate identity number of our Company are as follow:

Particulars	Number
Company Registration Number	076763
Corporate Identity Number	U65923WB1996PLC076763

Registered Office & Corporate Office of our Company

Registered Office of our Company
Room number 408, 4th Floor, PS IXL Building, Atghora, Chinar Park, Parganas North 24, Kolkata, West Bengal-700136 India
Corporate Office of our Company
Srivatsa Arcade, No. 6, Ground Floor, 12 th Cross, Wilson Garden, Bangalore- 560027, Karnataka, India.

For details of change in registered office of our Company, see the chapter titled “*History and Certain Corporate Matters*” beginning on 138 of this DRHP.

Registrar of Companies

Our Company is registered with the Registrar of Companies, Kolkata, which is situated at the following address:

Nizam Palace, 2nd MSO Building,
2nd Floor, 234/4, A.J.C.B. Road,
Kolkata - 700020, West Bengal

Board of Directors of our Company

The following table sets out the details of our Board as on the date of this Draft Red Herring Prospectus:

Sr. No	Name of director	Designation	DIN	Address
1.	Nikhil Saraf	Whole-time Director & CEO	00611163	CJ-54, Saltlake, Tank 9, Sector-2, Bidhannagar (M), North 24 Parganas, Sech Bhawan, Kolkata, West Bengal, 700091
2.	Amit Jaiswal	Non-Executive Director	07275997	Flat No. 1101, Tower 20, Orchid Petals, Sector 49 Sohna Road, South City II, Gurgaon South City -II, Farrukhnagar, Gurgaon, Haryana -122 018
3.	Kavita Agarwal	Non-Executive Director	00660032	IA-138, Sector-3, Bidhannagar(M), North 24 Parganas, Kolkata, West Bengal - 700097
4.	Samir Agarwal	Non-Executive Director	00093687	IA-138, Sector-3, Bidhannagar(M), North 24 Parganas, Kolkata, West Bengal - 700097

Sr. No	Name of director	Designation	DIN	Address
5.	Ankit Jajodia	Non-Executive Independent Director	10697863	C/O Ashok Jajodia, AH 29A, Hrishi Aurobindo Apartment, Rabindrapally, Rajarhat Golapur (M), North 24 Parganas, Kolkata, West Bengal - 700101
6.	Prabhu Nath Ojha	Non-Executive Independent Director	00592544	3B Geetanjali Merlin Estates, 25/B, D.H Road, Purba Barisha, South Twenty-Four Parganas, Kolkata, West Bengal - 700008

For further details of our Board of Directors, see “*Our Management*” on page 144 this Draft Red Herring Prospectus.

Chief Financial Officer

Sumit Khanna

Address: Room number 408, 4th Floor, PS IXL Building, Atghora, Chinar Park, Parganas North 24, Kolkata, West Bengal-700136 India

Telephone No.: +91 70440 24108

E-mail: compliance@neevcredit.com

Company Secretary and Compliance Officer

Deepika Bhutra

Address: Room number 408, 4th Floor, PS IXL Building, Atghora, Chinar Park, Parganas North 24, Kolkata, West Bengal-700136 India

Telephone No.: +91 70440 24108

E-mail: compliance@neevcredit.com

Investor Grievances:

Applicants can contact the Compliance Officer, the BRLM or the Registrar to the Issue in case of any pre-Issue or post-Issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders and non-receipt of funds by electronic mode etc. All complaints, queries or comments received by Stock Exchange / SEBI shall be forwarded to the BRLM, who shall respond to the same.

Applicants may contact the BRLM for complaints, information or clarifications pertaining to the Issue.

All grievances may be addressed to the Registrar to the Issue with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Applicant should give full details such as name of the sole or first Applicant, ASBA Form number, Applicant DP ID, Client ID, PAN, date of the ASBA Form, address of the Applicant, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the ASBA Form was submitted by the Applicant.

Further, the investor shall also enclose the Acknowledgment Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Details of Key Intermediaries pertaining to this Issue of our Company

Book Running Lead Manager

Marwadi Chandarana Intermediaries Brokers Private Limited

X-change Plaza, Office no. 1201 to 1205, 12th Floor, Building No. 53E, Zone-5, Road 5E, Gift City, Gandhinagar - 382355, Gujarat, India

Telephone: 022-69120027

Email ID: mb@marwadichandarana.com

Website: www.marwadichandanagroup.com

Investor Grievance E-mail: mbgrievances@marwadichandarana.com

Contact Person: Radhika Maheshwari / Janil Jain

SEBI Registration Number: INM000013165

Statutory Auditor of our Company

G.C. Bafna & Co.

Address: 12, Amartolla Street, 4TH Floor, Room No 315, Kolkata West Bengal 700001

Telephone: +91 9330190093

Email ID: gcb_fca@yahoo.co.in

Firm registration number: 319104E

Contact Person: CA G.C. Bafna

Peer Review No.: 015545

Changes in auditors during the last three years

Except as stated below, there has been no change in the Statutory Auditors of our company during the three years preceding the date of this Draft Red Herring Prospectus:

Name of Auditor	Date of Change	Reason for Change
Rakesh Kumar Jain Address: Narayani Building, 27 Barbourne Road, 3rd Floor, Kolkata West Bengal-700003. Email Id: rakeshjain06@yahoo.co.in Membership No.: 057087	August 16, 2022	Resigned from the Company due to Pre-occupation.
S. Lilha & Associates Address: 9, Weston Street 4th Floor, Unit No. 410 Kolkata West Bengal 700013. Email Id: cahitesh87@gmail.com Membership No.: 069536 Firm Registration No.: 328053E	September 30, 2022	Initially appointed on August 24, 2024 as an auditor of the Company due to by resignation of erstwhile auditor Rakesh Kumar Jain. Thereafter, re-appointed on September 30, 2022 for a term of 2 FYs.
S. Lilha & Associates Address: 9, Weston Street 4th Floor, Unit No. 410 Kolkata West Bengal 700013. Email Id: cahitesh87@gmail.com Membership No.: 069536 Firm Registration No.: 328053E	April 27, 2024	Due to mismatch in audit fees
G.C. BAFNA & CO Address: 12, Amartolla Street, 4TH Floor, Room No 315, Kolkata West Bengal 700001 Email Id: gcb_fca@yahoo.co.in Membership No.: 054241 Firm Registration No : 319104E Peer Review No.: 015545	May 15, 2024	Appointed in case of casual vacancy

Legal Counsel to the Issue

Vidhigya Associates, Advocates

Address: 105, First Floor A wing, Kanara Business Centre, Ghatkopar East, Mumbai – 400075.

Contact Person: Rahul Pandey

Tel: +91 8424030160

Email: rahul@vidhigyaassociates.com

Registrar to the Issue

Link Intime India Private Limited

Address: C-101, 247 Park LBS Marg, Surya Nagar, Gandhi Nagar Vikhroli (West) Mumbai – 400 083, Maharashtra, India

Contact Person: Shanti Gopalkrishnan

Tel: +91 810 811 4949

Email: neevcredit.ipo@linkintime.co.in

Investor grievance e-mail: neevcredit.ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Shanti Gopal Krishnan
SEBI registration number: INR000004058

Banker(s) to the Issue

[•]

Refund Bank(s)

[•]

Sponsor Bank

[•]

Syndicate Members

[•]

Bankers to our Company

YES BANK LIMITED

Address: Stephen House, 56 A Hemanta Basu Sarani, Kolkata 700001
Telephone Number(s): +91 98305 83040
Contact Person: Subhankar Mondal
Email: communications@yesbank.in

Designated Intermediaries

Self-Certified Syndicate Banks and SCSBs enabled for UPI Mechanism

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>.

Applications through the UPI Mechanism in the Offer can be made only through the SCSBs mobile applications (apps) whose name appears on the SEBI website. A list of SCSBs and mobile application, which are live for applying in public issues using UPI Mechanism is provided as Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019. The list is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43 and updated from time to time and at such other websites as may be prescribed by SEBI from time to time

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors) 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) and 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.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the website of SEBI (www.sebi.gov.in) at

<https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>, respectively, as updated from time to time.

Registrar and Share Transfer Agent

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

Collecting Depository Participants

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

Experts to the Issue

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

Our company has received a written consent dated September 21, 2024 from our Statutory Auditor, namely G C Bafna & Co., Chartered Accountants, to include their names as required under section 26(1) of the companies Act, 2013 read with SEBI ICDR Regulations, in this Draft Red Herring Prospectus/Red Herring Prospectus/Prospectus, and as an “Expert” as defined under section 2(38) of the Companies Act, 2013 (and not under the U.S. Securities Act) to the extent and in their capacity as Peer Reviewed Auditor, and in respect of their (a) examination report dated September 21, 2024 for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 on the restated financial statements (b) report dated September 25, 2024 on the statement of possible tax benefits available to our Company and its Shareholders.

Statement of inter-se allocation of responsibilities

Marwadi Chandarana Intermediaries Brokers Private Limited being the sole Book Running Lead Manager will be responsible for all the responsibilities related to co-ordination and other activities in relation to the Issue. Hence, a statement of inter se allocation of responsibilities is not required.

IPO Grading

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

Monitoring Agency

As the Net Proceeds of the Issue will be less than ₹10,000 lakhs, under the SEBI ICDR Regulations, it is not required that a monitoring agency be appointed by our Company.

Appraising Entity

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

Credit Rating

As this is an Issue consisting only of Equity Shares, there is no requirement to obtain credit rating for the Issue.

Debenture Trustee

As this is an Issue consisting of Equity Shares, the appointment of a debenture trustee is not required.

Green Shoe Option

No green shoe option is contemplated under the Issue.

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

A copy of the Draft Red Herring Prospectus has been filed with the SME Platform of BSE Limited. where the Equity Shares are proposed to be listed.

The Draft Red Herring Prospectus will not be filed with SEBI, nor will SEBI issue any observation on the Offer Document in terms of Regulation 246 (2) of SEBI ICDR Regulations. However, pursuant to sub regulation (5) of Regulation 246 of the SEBI ICDR Regulations, the copy of the Red Herring Prospectus/ Prospectus shall be furnished to the Board in soft copy.

Pursuant to SEBI Circular Number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, a copy of the Red Herring Prospectus/ Prospectus will be filed online through SEBI Intermediary Portal at portal.sebi.gov.in

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

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 Bengali Edition of 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 Marwadi Chandarana Intermediaries Brokers Private Limited; The Syndicate Member(s) who are intermediaries registered with SEBI/ registered as brokers with BSE Ltd. and eligible to act as Underwriters. The Syndicate Member(s) will be appointed by the Book Running Lead Manager; The Registrar 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 not more than 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 QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, 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 and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Bidders, in accordance with the SEBI Regulations, subject to valid Bids being received at or above the Issue Price. All potential Bidders may participate in the Issue through an ASBA process by providing details of their respective bank account which will be blocked by the SCSBs. All Bidders are mandatorily required to utilize the ASBA process to participate in the Issue. Under-subscription 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, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Issue. In accordance with the SEBI ICDR Regulations, QIBs bidding in the QIB Portion and Non-Institutional Bidders bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders can revise their Bids during the Bid/Issue Period and withdraw their Bids until the

Bid/Issue Closing Date. Further, Anchor Investors cannot withdraw their Bids after the Anchor Investor Bid/Issue Period. Allocation to the Anchor Investors will be on a discretionary basis.

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 Retail Portion where allotment to each Retail Individual Bidders shall not be less than the minimum bid lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be allotted on a proportionate basis. Under – subscription, if any, in any category, would be allowed to be met with spill – over from any other category or a combination of categories at the discretion of our Company in consultation with the 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, Retail 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 are invited to the chapter titled “**Issue Procedure**” beginning on page 262 of the 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, please see section entitled “**Issue Procedure**” on page 262 of this Draft Red Herring Prospectus.

Illustration of the Book Building and Price Discovery Process:

Bidders should note that this example is solely for illustrative purposes and is not specific to the Issue; it also excludes Bidding by Anchor Investors. Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Issue size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

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

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

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid (see section titled “**Issue Procedure**” on page 262 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 Depository 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;

WITHDRAWAL OF THE ISSUE

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

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

If our Company withdraws the Issue after the Bid/ Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh Draft Red Herring Prospectus with the stock exchange where the Equity Shares may be proposed to be listed.

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

Underwriting Agreement

The Company and the Book Running Lead Manager to the Issue hereby confirm that the Issue will be 100% Underwritten by the underwriter [●].

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

(This portion has been intentionally left blank and will be filled in before the Red Herring Prospectus or the prospectus, as applicable is filed with RoC)

Details of the Underwriter	Number of Equity Shares to be Underwritten	Amount Underwritten (₹ in Lakhs)	% of the total Issue size Underwritten
[●]	[●]	[●]	[●]

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

The above-mentioned is indicative underwriting and will be finalised after determination of Issue Price and Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

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

The Board, at its meeting held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company. Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitment. As per Regulation 260(2) of SEBI (ICDR) Regulations, 2018, the Book Running Lead Manager has agreed to underwrite to a minimum extent of 15% of the Issue out of its own account.

Market Maker

Details of Market Making Arrangement for this Issue

Our Company and the BRLM has entered into a Market Making Agreement dated [●] with the following Market Maker, to fulfil the Market Making obligations under this Issue:

Name	[●]
Correspondence Address	
Tel No.	
E-mail	
Website	
Contact Person	
SEBI Registration No.	
Market Maker Registration No.	

(This portion has been intentionally left blank and will be filled in before the Red Herring Prospectus or the prospectus, as applicable is filed with RoC)

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

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 [●] and SEBI in this matter from time to time.

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

- The Market Maker shall be required to provide a 2-way quote for 75% of the time in a day. The same shall be monitored by the Stock Exchange. Further, the Market Maker shall inform the Stock Exchange in advance for each and every black out period when the quotes are not being offered by the Market Maker.
- The minimum depth of the quote shall be ₹ 1,00,000. However, the Investors with holdings of value less than ₹ 1,00,000 shall be allowed to offer their holding to the Market Maker in that scrip provided that he sells his entire holding in that scrip in one lot along with a declaration to the effect to the selling broker.
- The Inventory Management and Buying/Selling Quotations and its mechanism shall be as per the relevant circulars issued by SEBI and [●] Platform of [●] from time to time.
- Execution of the order at the quoted price and quantity must be guaranteed by the Market Maker, for quotes given by him.
- There would not be more than five Market Maker for the Company's Equity Shares at any point of time and the Market Maker may compete with other Market Maker for better quotes to the investors.
- The shares of the company will be traded in continuous trading session from the time and day the company gets listed on [●] Platform of [●] and market maker will remain present as per the guidelines mentioned under [●] and SEBI circulars.
- There will be special circumstances under which the Market Maker may be allowed to withdraw temporarily/ fully from the market – for instance due to system problems, any other problems. All controllable reasons require prior approval from the Exchange, while force-majeure will be applicable for non-controllable reasons. The decision of the Exchange for deciding controllable and non-controllable reasons would be final.
- The Market Maker shall have the right to terminate said arrangement by giving one month notice or on mutually acceptable terms to the Lead Managers, who shall then be responsible to appoint a replacement Market Maker.

In case of termination of the above-mentioned Market Making agreement prior to the completion of the compulsory Market Making period, it shall be the responsibility of the Lead Managers 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 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 total number of Designated Market Makers does not exceed 5 (five) or as specified by the relevant laws and regulations applicable at that particular point of time.

- **Risk containment measures and monitoring for Market Makers:** [●] Platform of [●] will have all margins which are applicable on the [●] Main Board viz., Mark-to-Market, Value-At-Risk (VAR) Margin, Extreme Loss Margin, Special Margins and Base Minimum Capital etc. [●] can impose any other margins as deemed necessary from time-to-time.
- **Punitive Action in case of default by Market Maker:** [●] Platform of [●] will monitor the obligations on a real time basis and punitive action will be initiated for any exceptions and / or non-compliances. Penalties/ fines may be imposed by the Exchange on the Market Maker, in case he is not able to provide the desired liquidity in a particular security as per the specified guidelines. These penalties / fines will be set by the Exchange from time to time. The Exchange will impose a penalty on the Market Maker in case he is not present in the market (offering two-way quotes) for at least 75% of the time. The nature of the penalty will be monetary as well as suspension in market making activities / trading membership.
- The Department of Surveillance and Supervision of the Exchange would decide and publish the penalties / fines / suspension for any type of misconduct / manipulation / other irregularities by the Market Maker from time to time.
- 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.
- Pursuant to SEBI Circular number CIR/MRD/DSA/31/2012 dated November 27, 2012, limits on the upper side for Markets Makers during market making process has been made applicable, based on the Issue size and as follows:

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

The SEBI Circular bearing reference no: CIR/MRD/DP/ 02/2012 dated January 20, 2012, has laid down that for issue size up to ₹ 250 Crores, the applicable price bands for the first day shall be:

- In case equilibrium price is discovered in the Call Auction, the price band in the normal trading session shall be 5% of the equilibrium price.
- In case equilibrium price is not discovered in the Call Auction, the price band in the normal trading session shall be 5% of the issue price.

Additionally, the securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for first 10 days from commencement of trading. The following spread will be applicable on the SME platform.

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

All the above-mentioned conditions and systems regarding the Market Making Arrangement are subject to change based on changes or additional regulations and guidelines from SEBI and Stock Exchange from time to time.

On the first day of listing, there will be a pre-open session (call auction) and there after trading will happen as per the equity market hours. The circuits will apply from the first day of the listing on the discovered price during the pre-open call auction. The securities of the Company will be placed in SPOS and would remain in Trade for Trade settlement for 10 days from the date of listing of Equity Shares on the Stock Exchange.

CAPITAL STRUCTURE

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

(₹ in Lakhs except share data)

Sr. No.	Particulars	Aggregate nominal value (in ₹)	Aggregate value at Issue Price* (in ₹)
A.	Authorized Share Capital		
	77,50,000 Equity Shares of face value of ₹ 10/- each	775.00	●
	25,000 Preference Shares of face value of ₹ 100 -/ each	25.00	
B.	Issued, Subscribed and Paid-up share Capital before the Issue		
	50,28,497 Equity Shares of face value of ₹ 10.00/- each	502.85	●
C.	Present Issue in terms of this Draft Red Herring Prospectus		
	Fresh Issue of up to [●] Equity Shares of face value of ₹ 10/- each aggregating up to ₹ 1500.00 Lakhs ^{(1) (2)}	●	●
	<i>Which Comprises of:</i>		
D.	Reservation for Market Maker portion		
	[●] Equity Shares of face value of ₹ 10/- each	●	●
E.	Net Issue to the Public		
	[●] Equity Shares of face value of ₹ 10/- each	●	●
F.	Issued, Subscribed and Paid-up share Capital after the Issue		
	[●] Equity Shares of face value of ₹ 10/- each*	●	●
G.	Securities Premium Account		
	Before the Issue (as on March 31, 2024)	170.16	
	After the Issue		●

* To be updated upon finalisation of the Offer Price, and subject to the Basis of Allotment.

- (1) The present Issue has been authorised pursuant to a resolution of our Board dated September 14, 2024 and by Special Resolution passed under the applicable provisions of the Companies Act, 2013 at an Extra-Ordinary General Meeting of our shareholders held on September 17, 2024.
- (2) Allocation to all categories shall be made on a proportionate basis subject to valid Applications received at or above the Offer Price. Under subscription, if any, in any of the categories except QIB, 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 Stock Exchange. Such inter-se spill-over, if any, would be affected in accordance with applicable laws, rules, regulations and guidelines. For detailed information on the Net Offer and its allocation various categories, please see “The Issue” on page no. 48 of this Draft Red Herring Prospectus.

For details of changes to our Company’s authorized share capital in the last 10 years, see “History and Certain Corporate Matters - Amendments to our Memorandum of Association” on page 138.

NOTES TO THE CAPITAL STRUCTURE

1. Equity Share Capital History of our Company

The history of the equity share capital of our Company is set forth below:

Date of allotment	Details of Allottees	Nature of Allotment	Face value (₹)	Issue price (including Premium if applicable) (₹)	Nature of consideration	Number of Shares Allotted	Cumulative number of Equity Shares
January 23, 1996*	Surendra Kumar Kanodia – 100 Dinesh Maharshi - 100	Initial Subscription to our Memorandum of Association	10.00	10.00	Cash	200	200
January 15, 1997*	Evergreen Resources Pvt Ltd – 10,000 Bijay Kumar Sonthalia – 2,500 Bikash Kumar Sonthalia – 2,500 Mahendra Kumar Tibrewal – 2,500 Sushila Devi Poddar – 2,500 Ozzano Properties Private Limited – 10,000 Pawankumar Agarwal – 2,500 Summerville Properties Private Limited -10,000 Tushar Ascal Services Private Limited - 10,000 Manju Devi Sharma – 2,500 Chandra Shekhar Sharma – 5,000 Gopal Poddar – 5,000 Raj Ballav Shaw – 5,000 Sanjay Kumar Poddar – 5,000 Shree Pioneer Traders Private Limited – 10,000 Santra Devi Agarwal – 5,000 P.T Investment Private Limited – 5,000 Laxmi Poddar – 5,000 Rajkumar Poddar – 5,000	Further Issue	10.00	10.00	Cash	1,10,000	1,10,200
March 31, 1997*	Kiowelly Mercantiles Private Limited – 5,000 Nilgiri Traders Private Limited – 5,000 Avishek Agarwal – 5,000 Radheshyam Agarwal – 5,000 Ami Kumar Bajoria – 5,000 Sandip Kumar Dalal – 5,000 Madanlal Kankaria – 5,000	Further Issue	10.00	10.00	Cash	35,000	1,45,200
January 07, 2000*	Summerville Properties Private Limited – 5,000 P.T Investment Private Limited – 5,000 Radcliffe Holdings Private Limited – 5,000	Further Issue	10.00	40.00	Cash	25,000	1,70,200

Date of allotment	Details of Allottees	Nature of Allotment	Face value (₹)	Issue price (including Premium if applicable) (₹)	Nature of consideration	Number of Shares Allotted	Cumulative number of Equity Shares
	Kiowelly Mercantiles Private Limited – 5,000 Nilgiri Traders Private Limited – 5,000						
February 27, 2016	Pursuant to a resolution passed by our Board on February 22, 2016 and our Shareholders on February 27, 2016 our Company sub-divided the face value of its equity shares from ₹10 each to ₹1 each. Accordingly, the issued and paid-up equity share capital of our Company was sub divided from 1,70,200 equity shares of ₹10 each to 17,02,000 Equity Shares of ₹1 each.						
March 16, 2016	Rishi Kedia – 5,61,660 Radhika Kedia – 2,49,626 Vikas Nawal Jhunjhunwala – 62,407 Manisha Jhunjhunwala – 62,407 Amit Jaiswal – 8,84,290 Sunita Jaiswal – 8,84,290 Samir Agarwal – 5,89,747 Kavita Agarwal – 5,89,124 Samir Agarwal HUF – 5,89,124 Nikhil Saraf – 5,89,747 Pooja Saraf – 5,89,124 Nikhil Saraf HUF – 5,89,124	Rights Issue	1.00	1.68	Cash	62,40,670	79,42,670
January 20, 2017	Rishi Kedia – 4,46,775 Radhika Kedia – 1,98,566 Vikas Nawal Jhunjhunwala – 49,642 Manisha Jhunjhunwala – 49,642 Amit Jaiswal – 7,03,413 Sunita Jaiswal – 7,03,413 Samir Agarwal – 4,69,117 Kavita Agarwal – 4,68,621 Samir Agarwal HUF – 4,68,621 Nikhil Saraf – 4,69,116 Pooja Saraf – 4,68,621 Nikhil Saraf HUF – 4,68,620	Bonus Issue**	1.00	Nil	Other than Cash	49,64,167	1,29,06,837
March 31, 2017	Amit Jaiswal – 40,64,028 Sunita Jaiswal – 40,64,029 Samir Agarwal – 27,10,210 Kavita Agarwal – 27,07,777	Rights Issue	1.00	1.00	Cash	2,43,79,581	3,72,86,418

Date of allotment	Details of Allottees	Nature of Allotment	Face value (₹)	Issue price (including Premium if applicable) (₹)	Nature of consideration	Number of Shares Allotted	Cumulative number of Equity Shares
	Samir Agarwal HUF – 27,07,776 Nikhil Saraf – 27,10,209 Pooja Saraf – 27,07,777 Nikhil Saraf HUF – 27,07,775						
March 29, 2018	Amit Jaiswal – 18,25,931 Sunita Jaiswal – 16,46,294 Samir Agarwal – 5,97,896 Kavita Agarwal – 5,96,856 Samir Agarwal HUF – 5,83,030 Nikhil Saraf – 4,97,895 Pooja Saraf – 4,96,856 Nikhil Saraf HUF – 5,83,019 Ask Financial Advisors Private Limited – 16,94,445 K P Saraf HUF – 4,04,445 Akhil Saraf HUF – 4,20,000 Manju Saraf - 2,20,000 Saroj Jajodia - 3,70,000 Draupadi Saraf – 3,80,000 Saroj Saraf – 50,000 Vishwa Nath Saraf – 50,000	Rights Issue	1.00	1.20	Cash	1,04,16,667	4,77,03,085
March 30, 2019	Ask Financial Advisors Private Limited – 12,00,000	Rights Issue	1.00	5.00	Cash	12,00,000	4,89,03,085
July 06, 2024	Kavita Agarwal – 190 Samir Agarwal (HUF) – 1020 Samir Agarwal – 190 Ask Financial Advisors Pvt Ltd – 580 Amit Jaiswal – 910 Sunita Jaiswal – 1070 Nikhil Saraf – 400 Pooja Saraf – 950 Nikhil Saraf (HUF) – 1045 K P Saraf (HUF) – 560	Rights Issue	1.00	8.00	Cash	6,915	4,89,10,000

Date of allotment	Details of Allottees	Nature of Allotment	Face value (₹)	Issue price (including Premium if applicable) (₹)	Nature of consideration	Number of Shares Allotted	Cumulative number of Equity Shares
August 03, 2024	Pursuant to a resolution passed by our Board on August 01, 2024 and our Shareholders on August 03, 2024, our Company consolidated the face value of its equity shares from ₹1 each to ₹10 each. Accordingly, the issued and paid-up equity share capital of our Company was consolidated from 4,89,10,000 equity shares of ₹1 each to 48,91,000 Equity Shares of ₹10 each.						
September 14, 2024#	Envocon Projects LLP - 12,500 Bikash Damani – 12,500 Kredent Holdings Private Limited – 6,242 Punit Poddar – 12,500 Vikas Vasal – 6,242 David Julian Jones – 6,257 Sumesh S Edakkalathil – 6,257 Meet Jain – 6,257 Rashmi Gupta – 12,500 Kajal Sharma – 12,500 Shruti Dhelia – 12,500 Ketan Shekhar – 18,742 Premsons Diversey Private Limited – 12,500	CCPS converted into equity shares	10.00	80.00	Other than Cash	1,37,497	50,28,497

**The secretarial records for certain past allotments of Equity Shares made by our Company could not be traced as the relevant information was not available in the records maintained by our Company, the Ministry of Corporate Affairs at the MCA Portal and the RoC. Accordingly, we have relied on the corporate records available with the Company, search report dated September 19, 2024 prepared by Twinkle Pandey, Independent practicing company secretary (PCS Search Report), and Capital Structure certified by their certificate dated September 25, 2024. For details of risks arising out of missing or untraceable past secretarial records of our Company, see “Risk Factors – 14. Our secretarial records for certain past allotments and transfers are not traceable. There are certain discrepancies and non-compliances noticed in some of our corporate records relating to forms filed with the Registrar of Companies.” on page 33 of this Draft Red Herring Prospectus.*

***Pursuant to resolution of the board of directors dated December 15, 2016 and resolution of the shareholders dated January 16, 2017. As certified by the Statutory Auditors pursuant to their certificate dated September 25, 2024, the Company had a surplus in the share premium account (free reserves) of ₹ 49.94 Lakhs, appearing in the audited financial statement of the Company as on March 31, 2016, which was adequate for the issuance of bonus shares of the Company, since the Company capitalized a sum of ₹ 49.64 Lakhs of its share premium account as on January 20, 2017 to allot 49,64,167 Equity Shares of ₹1 each, under a bonus issue in the ratio of 25:40 Equity Shares (i.e.; each member will be entitled for 25 Bonus shares against 40 shares held by them in the Company). Such Equity Shares have not been issued by utilization of revaluation reserves of the Company and have been issued to only those shareholders which were the existing shareholders of the Company on January 16, 2017 being the record date for the bonus issue.*

#Our Company has made an application to Depositories for Corporate Action vide application dated September 16, 2024 and is pending for approval from Depositories.

2. History of preference share capital of our Company

The following table sets forth the details of Compulsorily Convertible Preference Shares of our Company.

Date of allotment	Details of Allottees	Nature of Allotment	Face value (₹)	Issue price (including Premium if applicable) (₹)	Nature of consideration	Number of Shares Allotted
March 10, 2022	Envocon Projects LLP- 815 Bikash Damani – 815 Kredent Holdings Private Limited – 407 Punit Poddar – 815 Vikas Vasal – 407 David Julian Jones – 408 Sumesh S Edakkalathil – 408 Meet Jain – 408 Rashmi Gupta – 815 Kajal Sharma – 815 Shruti Dhelia – 815 Ketan Shekhar – 1,222 Premsons Diversey Private Limited - 815	Private Placement	100.00	1227.00	Cash	8,965*

*As on the date of this Draft Red Herring Prospectus, conversion of 8,965, 0.01% Seed Series Compulsorily Convertible Preference Shares (CCPS) of Rs. 100/- (Rupees Hundred Only) each of the Company, issued at a premium of Rs 1,127/-, into 1,37,497 Equity Shares of a face value of Rs. 10/- (Rupees Ten Only) each, as fully paid up, at a premium of Rs 70/-, ranking pari passu with the existing equity shares of the company vide the Board resolution dated September 14, 2024.

All equity shares and CCPS issued by our Company from the date of incorporation of our Company till the date of filing of this Draft Red Herring Prospectus have been made in compliance with Companies Act, 2013 or Companies Act 1956, as applicable.

3. Issue of Shares for consideration other than cash, bonus issues or out of revaluation reserves

Except as set out below, our Company has not issued Equity Shares for consideration other than cash, bonus issues or out of revaluation reserves.

Date of Allotment	Nature of Allotment	No. of Equity Shares Allotted	Face value (₹)	Issue price (₹)	Reason for allotment and Benefits accrued to our Company
January 20, 2017	Bonus Issue	49,64,167	1.00	-	Capitalization of Reserves
September 14, 2024	Conversion of CCPS into equity	1,37,497	10.00	80.00	-

4. Equity Shares allotted in terms of any schemes of arrangement

Our Company has not allotted any Equity Shares pursuant to any schemes of arrangement approved under Sections 391 to 394 of the Companies Act, 1956 or Sections 230-232 of the Companies Act, 2013, as applicable.

5. Equity Shares allotted at a price lower than the offer price in the last year

The offer price shall be determined by our Company in consultation with the Book Running Lead Manager, after the Bid / Offer Closing Date. Our Company has not issued any Equity Shares at a price which may be lower than the Offer Price, during a period of one year preceding the date of this Draft Red Herring Prospectus.

6. Issue of equity shares under employee stock option schemes:

As on date of this Draft Red Herring Prospectus, our Company has not allotted any Equity Shares pursuant to ESOP 2024.

The board of directors of the Company, pursuant to resolution dated 1st May, 2024 has options terminated pursuant to clause 24 under Employee Stock Option Scheme, 2018 with effect from the date of grant of options to the employees. Such termination of the scheme was approved by the shareholders vide special resolution passed at its EGM held on 4th May, 2024.

Neer Credit Employee Stock Option Plan 2024

Our Company, pursuant to the resolution passed by our Board on September 09, 2024 and the resolution passed by our Shareholders on September 12, 2024, adopted the ESOP 2024. The purpose of the ESOP 2024 is (i) to enable our Company to attract, retain and reward employees to contribute to the growth and profitability of the Company. The options granted under the ESOP 2024 have been granted to employees only.

The ESOP 2024 is in compliance with the SEBI SBEB Regulations and Companies Act, 2013.

The summary of ESOP 2024 as on the date of this Draft Red Herring Prospectus, are as provided below:

Particulars	Total
Options granted	2,56,000
Options vested	Nil
Options exercised	Nil
Options forfeited/lapsed/cancelled	Nil
Total number of options in force at the end of the period	2,56,000

The details of ESOP 2024 are as provided below:

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	From April 1 2024 to date of the DRHP	
Options granted during the period	Not Applicable	Not Applicable	Not Applicable	256000	
No. of employees to whom options were granted	Not Applicable	Not Applicable	Not Applicable	25	
Lockin	Not Applicable				
Options vested (including options that have been exercised) during the period	Not Applicable	Not Applicable	Not Applicable	Nil	
Options exercised during the period	Not Applicable	Not Applicable	Not Applicable	Nil	
Options forfeited/lapsed/cancelled during the period	Not Applicable	Not Applicable	Not Applicable	Nil	
Exercise price of options (in Rs per Equity Share) of outstanding options	Not Applicable	Not Applicable	Not Applicable	10	
Total no. of Equity Shares that would arise as a result of full exercise of options granted (net of cancelled options) at the end of the period	Not Applicable	Not Applicable	Not Applicable	256000	
Variation in terms of options	Not Applicable	Not Applicable	Not Applicable	Nil	
Money realised by exercise of options (in Rs Lakhs) during the period	Not Applicable	Not Applicable	Not Applicable	Nil	
Total no. of options in force at the end of the period	Not Applicable	Not Applicable	Not Applicable	256000	
Employee wise details of options granted to (during the period)					
(i) Key managerial personnel/Senior management personnel	Not Applicable	Not Applicable	Not Applicable	Name of key managerial personnel/senior managerial personnel	Total no. of options granted
				Sumit Khanna (KMP)	123000
				Deepika Bhutra (KMP)	1000
				John Dsouza (SMP)	59000
				Rahul Singh (SMP)	7500
				Megha Modi (SMP)	5000
				Priya Shaw (SMP)	5000
(ii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	Not Applicable	Not Applicable	Not Applicable	Nil	

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	From April 1 2024 to date of the DRHP	
				Name of employee	Total no. of options granted
(iii) Identified employee who are granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant	Not Applicable	Not Applicable	Not Applicable	Sumit Khanna (KMP)	123000
				John Dsouza (SMP)	59000
Fully diluted EPS on a pre-Offer basis pursuant to the issue of equity shares on exercise of options calculated in accordance with the applicable accounting standard on Earnings Per Share (in Rs.)	Not Applicable	Not Applicable	Not Applicable	Not Applicable	
Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been recognized if our Company had used fair value of options and impact of this difference on profits and EPS of our Company	Not Applicable	Not Applicable	Not Applicable	Not Applicable	
Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest-rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option	Grant Date			Not Applicable	
	Weighted average exercise price (INR)			Not Applicable	
	Dividend yield (%)			Not Applicable	
	Expected life (years)			Not Applicable	
	Expected volatility (standard dev-annual) (%)			Not Applicable	
	Risk free interest (%)			Not Applicable	
Impact on profits and EPS of the last three years if the company followed the accounting policies specified in the SEBI SBEB Regulations in respect of options granted in the last three years.	Not Applicable				
Intention of the key managerial personnel, senior management and whole-time directors who are holders of Equity Shares allotted on exercise of options granted under an employee stock option scheme or allotted under an employee stock purchase scheme to sell their Equity Shares within three months after the date of listing of the Equity Shares is the initial public offer (aggregate number of Equity Shares intended to be sold by the holders of options), if any	Not Applicable				

Particulars	Fiscal 2022	Fiscal 2023	Fiscal 2024	From April 1 2024 to date of the DRHP
Intention to sell Equity Shares arising out of an employee stock option scheme or allotted under an employee stock option purchase scheme, within three months after the date of listing, by directors, key managerial personnel, senior management personnel and employees having Equity Shares issued under an employee stock option scheme or employee stock purchase scheme amounting to more than 1% of the issued capital (excluding outstanding warrants and conversions).	Not Applicable			

As certified by G.C. Bafna & Co., Chartered Accountants pursuant to their certificate dated September 25, 2024.

- All transactions in Equity Shares by our Promoter and members of our Promoter group between the date of filing of this Draft Red Herring Prospectus and the date of closing of the Issue shall be reported to the Stock Exchanges within 24 hours of such transactions.

8. Shareholding Pattern of our Company:

Set forth is the shareholding pattern of our Company as on the date of this Draft Red Herring Prospectus:

Category (I)	Category of shareholder (II)	No. of shareholders (III)	No. of fully paid-up Equity Shares held (IV)	No. of partly paid-up Equity Shares held (V)	No. of shares underlying Depository Receipts (VI)	Total No. of Equity Shares held (VII) = (IV) + (V) + (VI)	Shareholding as a % of total number of Equity 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 Equity shares underlying outstanding convertible securities (including warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted Equity Share capital) (XI) = (VII) + (X) As a % of (A+B+C2)	Number of locked in Equity Shares (XII)		No. of Equity Shares pledged or otherwise encumbered (XIII)		No. of Equity Shares held in dematerialized form (XIV)	
								Number of Voting Rights					Total as a % of (A+B+C)	No. (a)	As a % of total Equity Shares held (b)	No. (a)		As a % of total Equity Shares held (b)
								Class (Equity Shares)	Classes (Others)	Total								
(A)	Promoter and Promoter Group	14	48,50,400	-	-	48,50,400	96.46	48,50,400	-	48,50,400	96.46	-	-	-	-	-	-	48,50,400
(B)	Public	15	1,78,097	-	-	1,78,097	3.54	1,78,097	-	1,78,097	3.54	-	-	-	-	-	-	1,78,097
(C)	Non-Promoter-Non-Public	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-

(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employee Trusts	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Total	29	50,28,497	-	-	50,28,497	100.00	50,28,497	-	50,28,497	100.00	-	50,28,497	-	-	-	-	50,28,497

9. Other details of Shareholding of our Company

(a) As on the date of the filing of this DRHP, our Company has Twenty-nine Shareholders of Equity Shares.

S. No.	Name of the Shareholders	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)
1.	Kavita Agarwal	2,73,400	5.44
2.	Samir Agarwal HUF	4,73,600	9.42
3.	Nikhil Saraf	5,75,900	11.45
4.	Amit Jaiswal	7,12,700	14.17
5.	Sunita Jaiswal	8,77,600	17.45
6.	Samir Agarwal	4,73,800	9.42
7.	Pooja Saraf	3,32,400	6.61
8.	Nikhil Saraf HUF	3,92,000	7.80
9.	Ask Financial Advisors Pvt Ltd	2,89,500	5.76
10.	K P Saraf HUF	40,500	0.81
11.	Akhil Saraf HUF	42,000	0.84
12.	Vishwa Nath Saraf	5,000	0.10
13.	Nirmal Toshniwal	100	0.00
14.	Bajrang Lal Saraf	12,500	0.25
15.	Pankaj Dhanuka j/w Vandana Dhanuka	2,00,000	3.98
16.	Rishi Agarwal	1,50,000	2.98
17.	Shruti Dhelia	52,500	1.04
18.	Envocon Projects LLP	12,500	0.25
20.	Bikash Damani	12,500	0.25
21.	Kredent Holdings Private Limited	6,242	0.12
22.	Punit Poddar	12,500	0.25
23.	Vikas Vasal	6,242	0.12
24.	David Julian Jones	6,257	0.12
25.	Sumesh S Edakkalathil	6,257	0.12
26.	Meet Jain	6,257	0.12
27.	Rashmi Gupta	12,500	0.25
28.	Kajal Sharma	12,500	0.25
29.	Premsons Diversey Private Limited	12,500	0.25
	Total	50,28,497	100

(b) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as on the date of filing of this DRHP:

Sr. No.	Name of the Shareholders	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)
1.	Kavita Agarwal	2,73,400	5.44
2.	Samir Agarwal HUF	4,73,600	9.42
3.	Nikhil Saraf	5,75,900	11.45
4.	Amit Jaiswal	7,12,700	14.17
5.	Sunita Jaiswal	8,77,600	17.45
6.	Samir Agarwal	4,73,800	9.42
7.	Pooja Saraf	3,32,400	6.61
8.	Nikhil Saraf HUF	3,92,000	7.80
9.	Ask Financial Advisors Pvt Ltd	2,89,500	5.76
10.	Pankaj Dhanuka j/w Vandana Dhanuka	2,00,000	3.98
11.	Rishi Agarwal	1,50,000	2.98

Sr. No.	Name of the Shareholders	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)
12.	Shruti Dhelia	52,500	1.04
	Total	48,03,400	95.52

Notes: Details as on September 25, 2024, being the date of this DRHP

- (c) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as of ten days prior to filing this DRHP:

Sr. No.	Name of the Shareholders	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%)
1.	Kavita Agarwal	2,73,400	5.44
2.	Samir Agarwal HUF	4,73,600	9.42
3.	Nikhil Saraf	5,75,900	11.45
4.	Amit Jaiswal	7,12,700	14.17
5.	Sunita Jaiswal	8,77,600	17.45
6.	Samir Agarwal	4,73,800	9.42
7.	Pooja Saraf	3,32,400	6.61
8.	Nikhil Saraf HUF	3,92,000	7.80
9.	Ask Financial Advisors Pvt Ltd	2,89,500	5.76
10.	Pankaj Dhanuka j/w Vandana Dhanuka	2,00,000	3.98
11.	Rishi Agarwal	1,50,000	2.98
12.	Shruti Dhelia	52,500	1.04
	Total	48,03,400	95.52

Notes: Details as on September 15, 2024, being the date ten days prior to the date of this DRHP

- (d) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as of one year prior to filing this DRHP:

Sr. No.	Name of the Shareholders	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%) (adjusted after consolidation)
1.	Kavita Agarwal	47,33,809	9.41
2.	Samir Agarwal HUF	47,34,981	9.42
3.	Nikhil Saraf	62,83,569	12.50
4.	Amit Jaiswal	71,26,086	14.17
5.	Sunita Jaiswal	87,74,957	17.45
6.	Samir Agarwal	47,37,810	9.42
7.	Pooja Saraf	48,23,048	9.59
8.	Nikhil Saraf HUF	39,19,934	7.80
9.	Ask Financial Advisors Pvt Ltd	28,94,445	5.76
	Total	4,80,28,639	95.52

Notes: Details as on September 24, 2023, being the date one year prior to the date of this DRHP

- (e) Set forth below is a list of Shareholders, holding 1% or more of the paid-up Equity Share capital of our Company as of two years prior to filing this DRHP:

Sr. No.	Name of the Shareholders	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%) (adjusted after consolidation)
1.	Kavita Agarwal	47,33,809	9.41
2.	Samir Agarwal HUF	47,34,981	9.42

Sr. No.	Name of the Shareholders	Number of Equity Shares held	Percentage of the pre-Issue Equity Share capital (%) (adjusted after consolidation)
3.	Nikhil Saraf	53,13,569	10.57
4.	Amit Jaiswal	71,26,086	14.17
5.	Sunita Jaiswal	87,74,957	17.45
6.	Samir Agarwal	47,37,810	9.42
7.	Pooja Saraf	48,23,048	9.59
8.	Nikhil Saraf HUF	39,19,934	7.80
9.	Ask Financial Advisors Pvt Ltd	28,94,445	5.76
	Total	4,70,58,639	93.58

Notes: Details as on September 24, 2022, being the date two years prior to the date of this DRHP.

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

12. Details of Shareholding of our Promoters and Promoter Group in the Company:

a. As on the date of this Draft Red Herring Prospectus, our Promoters collectively hold 20,35,800 Equity Shares, equivalent to 40.49 % of the issued, subscribed and paid-up equity share capital of our Company, as set forth in the table below:

Sr. No	Name of the Shareholders	Pre-Issue		Post-Issue	
		No. of Equity Shares	Percentage of total Shareholding (%)	No. of Equity Shares	Percentage of total Shareholding (%)
(A) Promoters					
1.	Nikhil Saraf	5,75,900	11.45	5,75,900	[●]
2.	Amit Jaiswal	7,12,700	14.17	7,12,700	[●]
3.	Samir Agarwal	4,73,800	9.42	4,73,800	[●]
4.	Kavita Agarwal	2,73,400	5.44	2,73,400	[●]
Total (A)		20,35,800	40.49	20,35,800	[●]
(B) Promoter Group					
5.	Samir Agarwal HUF	4,73,600	9.42	4,73,600	[●]
6.	Sunita Jaiswal	8,77,600	17.45	8,77,600	[●]
7.	Pooja Saraf	3,32,400	6.61	3,32,400	[●]
8.	Nikhil Saraf HUF	3,92,000	7.80	3,92,000	[●]
9.	Ask Financial Advisors Pvt Ltd	2,89,500	5.76	2,89,500	[●]
10.	Akhil Saraf HUF	42,000	0.84	42,000	[●]
11.	Vishwa Nath Saraf	5,000	0.10	5,000	[●]
12.	Pankaj Dhanuka j/w Vandana Dhanuka	2,00,000	3.98	2,00,000	[●]
13.	Rishi Agarwal	1,50,000	2.98	1,50,000	[●]
14.	Shruti Dhelia	52,500	1.04	52,500	[●]
Total (B)		28,14,600	55.97	28,14,600	[●]
Total (A+B)		48,50,400	96.46	48,50,400	[●]

b. All Equity Shares held by our Promoters are in dematerialized form as on the date of this Draft Red Herring

Prospectus.

13. Capital Build-up in respect of Shareholding of our Promoters:

Set forth below is the build-up of the Shareholding of our Promoters in our Company since incorporation:

Date of Allotment / Transfer	Nature of acquisition (Allotment/ Acquired/ transfer)	No. of Equity Shares	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Share (₹)	% of the pre-Issue capital (%) (after adjustment of consolidation)	% of the post-Issue capital (%)
1. Nikhil Saraf						
February 16, 2016	Transferred from Harmukh Rai Kanodia	15,000	10.00	16.77	0.30%	[●]
February 16, 2016	Transferred from Harsh Kanodia	1,084	10.00	16.77	0.02%	[●]
February 27, 2016	Pursuant to a resolution passed by our Board on February 22, 2016 and our Shareholders on February 27, 2016 our Company sub-divided the face value of its equity shares from ₹10 each to ₹1 each. Accordingly, the issued and paid-up equity share capital of our Company and thereby Nikhil Saraf being the shareholder of the Company was sub divided from 16,084 equity shares of ₹10 each to 160,840 Equity Shares of ₹1 each.					
March 16, 2016	Right Issue of Equity Shares	5,89,747	1.00	1.68	1.17%	[●]
January 20, 2017	Bonus Issue of Equity Shares	4,69,116	1.00	Nil	0.93%	[●]
March 31, 2017	Right Issue of Equity Shares	27,10,209	1.00	1.00	5.39%	[●]
March 29, 2018	Right Issue of Equity Shares	4,97,895	1.00	1.20	0.99%	[●]
October 26, 2021	Transferred from Rishi Kedia	8,35,762	1.00	0.70	1.66%	[●]
March 31, 2022	Transferred from Saroj Saraf (Gift)	50,000	1.00	Nil	0.10%	[●]
March 27, 2023	Transfer from Saroj Jajodia (Gift)	3,70,000	1.00	Nil	0.74%	[●]
March 27, 2023	Transfer from Draupadi Saraf (Gift)	6,00,000	1.00	Nil	1.19%	[●]
June 05, 2024	Transfer from K P Saraf HUF	5	1.00	8.00	0.00%	[●]
June 05, 2024	Transfer from Nikhil Saraf HUF	1	1.00	8.00	0.00%	[●]
June 07, 2024	Transfer to Vishwa Nath Saraf (Gift)	(1,25,000)	1.00	Nil	(0.25) %	[●]
June 07, 2024	Transfer to Shruti Dhelia (Gift)	(4,00,000)	1.00	Nil	(0.80) %	[●]
June 18, 2024	Transfer from Ask Financial Advisors Private Limited	25	1.00	8.00	0.00%	[●]
July 06, 2024	Rights Issue	400	1.00	8.00	0.01%	[●]
August 03, 2024	Pursuant to a resolution passed by our Board on August 01, 2024 and our Shareholders on August 03, 2024, our Company consolidated the face value of its equity shares from ₹1 each to ₹10 each. Accordingly, the issued and paid-up equity share capital of our Company and thereby Nikhil Saraf being the shareholder of the Company was consolidated from 57,59,000 equity shares of ₹1 each to 5,75,900 Equity Shares of ₹10 each.					
Total (A)		5,75,900		11.45%		[●]

Date of Allotment / Transfer	Nature of acquisition (Allotment/ Acquired/ transfer)	No. of Equity Shares	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Share (₹)	% of the pre-Issue capital (%) (after adjustment of consolidation)	% of the post-Issue capital (%)
2. Amit Jaiswal						
February 16, 2016	Transferred from Harsh Kanodia	117	10.00	16.77	0.00%	[●]
February 16, 2016	Transferred from Namita Kanodia	24000	10.00	16.77	0.48%	[●]
February 27, 2016	Pursuant to a resolution passed by our Board on February 22, 2016 and our Shareholders on February 27, 2016 our Company sub-divided the face value of its equity shares from ₹10 each to ₹1 each. Accordingly, the issued and paid-up equity share capital of our Company and thereby Amit Jaiswal being the shareholder of the Company was sub divided from 24,117 equity shares of ₹10 each to 2,41,170 Equity Shares of ₹1 each.					
March 16, 2016	Right Issue of Equity Shares	8,84,290	1.00	1.68	1.76%	[●]
January 20, 2017	Bonus Issue of Equity Shares	7,03,413	1.00	Nil	1.40%	[●]
March 31, 2017	Right Issue of Equity Shares	40,64,028	1.00	1	8.08%	[●]
November 30, 2017	Transferred to Rishi Kedia	(900,000)	1.00	0.57	(1.79) %	[●]
November 30, 2017	Transferred to Radhika Kedia	(942,746)	1.00	0.57	(1.87) %	[●]
March 29, 2018	Right Issue of Equity Shares	18,25,931	1.00	1.20	3.63%	[●]
October 26, 2021	Transferred from Rishi Kedia	8,25,853	1.00	0.70	1.64%	[●]
October 26, 2021	Transferred from Manisha Jhunjunwala	1,29,069	1.00	0.70	0.26%	[●]
October 26, 2021	Transferred from Radhika Kedia	1,32,214	1.00	0.70	0.26%	[●]
October 26, 2021	Transferred from Ishu Khemka	1,62,864	1.00	0.70	0.32%	[●]
June 20, 2024	Transfer from Sunita Jaiswal	4	1.00	8.00	0.00%	[●]
July 06, 2024	Rights Issue	910	1.00	8.00	0.00%	[●]
August 03, 2024	Pursuant to a resolution passed by our Board on August 01, 2024 and our Shareholders on August 03, 2024, our Company consolidated the face value of its equity shares from ₹1 each to ₹10 each. Accordingly, the issued and paid-up equity share capital of our Company and thereby Amit Jaiswal being the shareholder of the Company was consolidated from 71,27,000 equity shares of ₹1 each to 7,12,700 Equity Shares of ₹10 each.					
Total (B)		7,12,700			14.17%	[●]
3. Samir Agarwal						
February 16, 2016	Transferred from Nirmal Kanodia (HUF)	5,000	10.00	16.77	0.10%	[●]
February 16, 2016	Transferred from Sumitra Devi Kanodia (HUF)	10,000	10.00	16.77	0.20%	[●]
February 16, 2016	Transferred from Harsh Kanodia	1,084	10.00	16.77	0.02%	[●]
February 27, 2016	Pursuant to a resolution passed by our Board on February 22, 2016 and our Shareholders on February 27, 2016 our Company sub-divided the face value of its equity shares from ₹10 each to ₹1 each. Accordingly, the issued and paid-up equity share capital of our Company and thereby Sumit Agarwal being the shareholder of the Company was sub divided from 16084					

Date of Allotment / Transfer	Nature of acquisition (Allotment/ Acquired/ transfer)	No. of Equity Shares	Face value per Equity Share (₹)	Issue price/ Transfer price per Equity Share (₹)	% of the pre-Issue capital (%) (after adjustment of consolidation)	% of the post-Issue capital (%)
equity shares of ₹10 each to 160840 Equity Shares of ₹1 each						
March 16, 2016	Right Issue of Equity Shares	5,89,747	1.00	1.68	1.17%	[●]
January 20, 2017	Bonus Issue of Equity Shares	4,69,117	1.00	Nil	0.93	[●]
March 31, 2017	Right Issue of Equity Shares	27,10,210	1.00	1.00	5.39%	[●]
March 29, 2018	Right Issue of Equity Shares	5,97,896	1.00	1.20	1.19%	[●]
October 26, 2021	Transferred from Ishu Khemka	2,10,000	1.00	0.70	0.42%	[●]
July 06, 2024	Rights Issue	190	1.00	8.00	0.00%	[●]
August 03, 2024	Pursuant to a resolution passed by our Board on August 01, 2024 and our Shareholders on August 03, 2024, our Company consolidated the face value of its equity shares from ₹1 each to ₹10 each. Accordingly, the issued and paid-up equity share capital of our Company and thereby Samir Agarwal being the shareholder of the Company was consolidated from 47,38,000 equity shares of ₹1 each to 4,73,800 Equity Shares of ₹10 each.					
Total (C)		4,73,800		9.42%		[●]
4. Kavita Agarwal						
February 16, 2016	Transfer from Nirmal Kanodia	5,000	1.00	16.77	0.10%	[●]
February 16, 2016	Transfer from Harsh Kanodia	11,067	1.00	16.77	0.22%	[●]
February 27, 2016	Pursuant to a resolution passed by our Board on February 22, 2016 and our Shareholders on February 27, 2016 our Company sub-divided the face value of its equity shares from ₹10 each to ₹1 each. Accordingly, the issued and paid-up equity share capital of our Company and thereby Kavita Agarwal being the shareholder of the Company was sub divided from 16,067 equity shares of ₹10 each to 1,60,670 Equity Shares of ₹1 each					
March 16, 2016	Right Issue of Equity Shares	5,89,124	1.00	1.68	1.17%	[●]
January 20, 2017	Bonus Issue of Equity Shares	4,68,621	1.00	Nil	0.93%	[●]
March 31, 2017	Right Issue of Equity Shares	27,07,777	1.00	1.00	5.38%	[●]
March 29, 2018	Right Issue of Equity Shares	5,96,856	1.00	1.20	1.19%	[●]
October 21, 2021	Transferred from Radhika Kedia	2,10,761	1.00	0.70	0.42%	[●]
May 31, 2024	Transfer from Samir Agarwal HUF	1	1.00	8.00	0.00%	[●]
June 07, 2024	Transfer to Pankaj Dhanuka j/w Vandana Dhanuka (Gift)	(20,00,000)	1.00	Nil	(3.98) %	[●]
July 06, 2024	Rights Issue	190	1.00	8.00	0.00%	[●]
August 03, 2024	Pursuant to a resolution passed by our Board on August 01, 2024 and our Shareholders on August 03, 2024, our Company consolidated the face value of its equity shares from ₹1 each to ₹10 each. Accordingly, the issued and paid-up equity share capital of our Company and thereby Kavita Agarwal being the shareholder of the Company was consolidated from 27,34,000 equity shares of ₹1 each to 2,73,400 Equity Shares of ₹10 each.					
Total (D)		2,73,400		5.44%		[●]
Total (A+B+C+D)		20,35,800		40.49%		[●]

14. Except as disclosed in the table titled “*Capital Build-up in respect of Shareholding of our Promoters*” above and “*below mentioned for Promoter Group*”, none of the Promoters, member of the Promoter Group, Directors of our Company nor any of their immediate relatives Equity Shares have acquired/ purchased / sold any securities of our Company within six months immediately preceding the date of filing of this Draft Red Herring Prospectus.

Details of transfer under Promoter Group:

Date	Transferor	Transferee	Transfer Price (₹) (adjusted after consolidation)	No. of Equity shares
June 05, 2024	Nikhil Saraf HUF	Pooja Saraf	80.00	2
July 15, 2024		Nirmal Toshniwal	80.00	975
June 07, 2024	Pooja Saraf	Rishi Agarwal	Nil (Gift)	15,00,000
June 20, 2024	Sunita Jaiswal	Nirmal Toshniwal	80.00	23

15. Details of Promoter’s Contribution locked-in for Three Years

Pursuant to Regulation 236 and 238 of the SEBI (ICDR) Regulations, 2018, an aggregate of 20.00% of the post-Issue Capital held by our Promoters shall be considered as Promoter’s Contribution (“**Promoter’s Contribution**”) and shall be locked in for a period of three years from the date of allotment of Equity Shares pursuant to this Issue. The lock in of Promoter’s Contribution would be created as per applicable law and procedure and details of the same shall also be provided to the Stock Exchange before listing of the Equity Shares.

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

Our Promoters Nikhil Saraf, Amit Jaiswal, Samir Agarwal and Kavita Agarwal, have given written consent to include [●] Equity Shares held by them and subscribed by them as part of Promoters Contribution constituting [●] % of the post issue Equity Shares of our Company. Our Promoters have agreed not to sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters’ Contribution from the date of filing this Draft Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

Details of the Equity Shares to be locked-in for three years from the date of Allotment as Promoter’s Contribution are set forth in the table below:

Date of allotment/ Transfer of the Equity Shares	No. of Equity Shares locked-in	Face value per share (₹)	Issue/ Acquisition / Transfer price per Equity Share (₹)	Nature of transaction	Post-Issue Shareholding (%)	Lock In Period
Nikhil Saraf						
[●]	[●]	[●]	[●]	[●]	[●]	[●]
Amit Jaiswal						
[●]	[●]	[●]	[●]	[●]	[●]	[●]
Samir Agarwal						
[●]	[●]	[●]	[●]	[●]	[●]	[●]
Kavita Agarwal						
[●]	[●]	[●]	[●]	[●]	[●]	[●]
Total	[●]					

(Note: The table had intentionally left blank. It shall be updated in the Prospectus)

The Minimum Promoter’s Contribution has been brought into to the extent of not less than the specified minimum lot and has been contributed by the persons defined as ‘**Promoters**’ under the SEBI (ICDR) Regulations, 2018.

All Equity Shares that are being locked in are not ineligible for computation of Promoter's contribution in terms of Regulation 237 of the SEBI ICDR Regulations and are being locked in for 3 years as per Regulation 238(a) of the SEBI (ICDR) Regulations i.e., for a period of three years from the allotment of Equity Shares in this Issue. Equity Shares offered by the Promoter for the minimum Promoter's contribution are not subject to pledge.

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

Our Company undertakes that the Equity Shares that are being locked-in as Promoters Contribution are not and will not be ineligible for computation of Promoters Contribution in terms of Regulation 237 of the SEBI ICDR Regulation. In this connection, we confirm the following:

- (a) The Equity Shares offered for Promoters' Contribution do not include Equity Shares acquired in the three immediately preceding years (a) for consideration other than cash involving revaluation of assets or capitalization of intangible assets; or (b) resulting from a bonus issue of Equity Shares out of revaluation reserves or unrealised profits of our Company or from a bonus issuance of equity shares against Equity Shares, which are otherwise ineligible for computation of Promoters' Contribution.
- (b) The Promoters' Contribution does not include any Equity Shares acquired during the immediately preceding one year at a price lower than the price at which specified securities are being offered to public in the initial public offer.
- (c) Our Company has not been formed by the conversion of a partnership firm or a limited liability partnership firm into a company in the preceding one year and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Draft Red Herring Prospectus pursuant to conversion from a partnership firm or a limited liability partnership firm; and
- (d) The Equity Shares forming part of the Promoter's Contribution are not subject to any pledge.

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.

16. Details of Promoters Contribution Locked-in for One Year:

In terms of Regulation 238(b) and 239 of the SEBI (ICDR) Regulations, 2018, in addition to the Minimum Promoters contribution which is locked in for three years, as specified above, the entire pre-issue equity share capital constituting [●] Equity Shares shall be locked in for a period of one year from the date of allotment of Equity Shares in this Issue except the Equity Shares allotted or to be allotted to our employees under ESOP Scheme 2024 pursuant to exercise of options held by such employees (whether current employees or not and including the legal heirs or nominees of any deceased employees or ex-employees).

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

17. Transferability 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:

- The Equity Shares held by our Promoter and locked in as per Regulation 238 of the SEBI (ICDR) Regulations, 2018 may be transferred to another Promoters or any person of the Promoter's 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.

- 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.

18. Other requirements in respect of lock-in

Pursuant to Regulation 242 of the SEBI (ICDR) Regulations, Equity Shares held by the Promoters and locked-in, as mentioned above, may be pledged as collateral security for a loan with a scheduled commercial bank or a public financial institution or Systemically Important Non-Banking Financial Company or a deposit accepting housing finance company, subject to the following:

- a) With respect to the Equity Shares locked-in as Promoter's Contribution for three years from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.
- b) With respect to the Equity Shares locked-in for one year from the date of Allotment, such pledge of the Equity Shares must be one of the terms of the sanction of the loan.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer to the Equity Shares till the relevant lock-in period has expired in terms of the SEBI (ICDR) Regulations.

In terms of Regulation 243 of the SEBI (ICDR) Regulations, 2018, Equity Shares held by our Promoter and locked-in, may be transferred to any member of our Promoter Group or a new promoter, subject to continuation of lock-in applicable with the transferee for the remaining period and compliance with provisions of the SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011.

In terms of Regulation 242(a) of the SEBI (ICDR) Regulations, the locked-in Equity Shares held by our Promoter can be pledged only with any scheduled commercial banks or public financial institutions or a systemically important non-banking finance company or a housing finance company as collateral security for loans granted by such banks or financial institutions, provided that such loans have been granted for the purpose of financing one or more of the objects of the Issue and pledge of the Equity Shares is a term of sanction of such loans.

19. Lock-in of Equity Shares Allotted to Anchor Investors

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

20. Neither we, nor our Promoters, Promoter Group, Directors and the BRLM to this Issue have entered into any Buyback and/ or standby arrangements and/ or similar arrangements for the purchase of the Equity Shares being offered through the Issue from any person.
21. All Equity Shares issued pursuant to the Issue shall be fully paid-up at the time of Allotment and there are no partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.
22. The BRLM and their associates do not hold any Equity Shares in our Company as on the date of filing of this Draft Red Herring Prospectus. The BRLM and its affiliates may engage in the transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions or investment management services in respect with our Company for which they may in the future receive customary compensation.
23. The Lead Manager or Syndicate Members cannot apply in the Offer under the Anchor Investor Portion except for Mutual Funds sponsored by entities which are associates of the BRLM, or insurance companies promoted by entities which are associates of the Lead Manager or alternate investment funds or a FPI (other than individuals, corporate bodies and family offices) or pension funds sponsored by entities which are associates of the Lead Manager.
24. As on the date of this Draft Red Herring Prospectus, there are no outstanding warrants, options to be issued

or rights to convert debentures, loans or other convertible instruments which would entitle Promoters or any shareholders or any other person any option to acquire our Equity Shares after this Initial Public Offer.

25. None of our Promoters or members of our Promoter Group will participate in the Offer.
26. Our Company has not raised any bridge loans which are proposed to be repaid from the proceeds of the Issue.
27. None of the Equity Shares held by our Promoter/ Promoter Group are pledged or otherwise encumbered.
28. An over-subscription to the extent of 10% of the Issue can be retained for the purpose of rounding off to the nearest integer during finalizing the allotment, subject to minimum allotment, which is the minimum application size in this Issue. Consequently, the actual allotment may go up by a maximum of 10% of the Issue, as a result of which, the post-issue paid up capital after the Issue would also increase by the excess amount of allotment so made. In such an event, the Equity Shares held by the Promoter and subject to 3 year lock- in shall be suitably increased; so as to ensure that 20% of the post Issue paid-up capital is locked in.
29. In case of over-subscription in all categories the allocation in the issue shall be as per the requirements of Regulation 253 of SEBI (ICDR) Regulations, 2018 and its amendments from time to time. Allocation to all categories shall be made on a proportionate basis subject to valid applications received at or above the Issue Price.

Under-subscription, if any, in the QIB Portion would not be allowed to be met with spill-over from other categories or a combination of categories. 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 BRLM and Designated Stock Exchange i.e.; BSE SME. Such inter-se spill over, if any, would be effected in accordance with applicable laws, rules, regulations and guidelines.
30. At any given point of time, there shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.
31. No person connected with the Issue, including, but not limited to, our Company, the members of the Syndicate, or our Directors, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any Bidder for making a Bid, except for fees or commission for services rendered in relation to the Issue.
32. Details of Equity Shares held by our Directors, Key Managerial Personnel, Senior Managerial Personnel, Promoter, Promoter Group as on the date of filling this Draft Red Herring Prospectus:

Sr. No.	Name of Director / KMP/ SMP/ Promoters/ Promoter Group	Number of Equity	% of the Pre – Issue Equity Share Capital
Directors			
1.	Nikhil Saraf	5,75,900	11.45
2.	Amit Jaiswal	7,12,700	14.17
3.	Samir Agarwal	4,73,800	9.42
4.	Kavita Agarwal	2,73,400	5.44
5.	Ankit Jajodia	Nil	Nil
6.	Prabhu Nath Ojha	Nil	Nil
KMP			
1.	Sumit Khanna	Nil	Nil
2.	Deepika Bhutra	Nil	Nil
SMP			
1.	John D’Souza	Nil	Nil
2.	Megha Modi	Nil	Nil
3.	Priya Kumari Shaw	Nil	Nil
4.	Rahul Singh	Nil	Nil

SECTION V – PARTICULARS OF THE ISSUE

OBJECTS OF THE ISSUE

The Issue comprises a fresh issue of up to [●] Equity Shares, aggregating up to Rs. 1500.00 Lakhs by our Company.

Our Company proposes to utilize the Net Proceeds from the Fresh Issue towards funding the following objects:

1. Augmenting our capital base to meet our Company’s future capital requirements arising out of growth of our business and assets and;
2. General corporate purposes

(Collectively, the “**Objects**”).

The main objects and objects incidental and ancillary to the main objects set out in the Memorandum of Association enable us: (i) to undertake our existing business activities and other activities set out therein; and (ii) to undertake the activities proposed to be funded from the Net Proceeds.

In addition to the above-mentioned Objects, our Company expects to receive the benefits of listing of the Equity Shares on the Stock Exchanges.

Net Proceeds

The details of the proceeds from the Issue are summarized in the following table:

Particulars	Amount (Rs. in lakhs)
Gross proceeds of the Issue	Upto 1500.00
(Less) Issue related expenses in relation to the Fresh Issue ⁽¹⁾	[●]
Net Proceeds ⁽²⁾	[●]

(1) See “Issue Expenses” on page 90.

(2) To be finalized upon determination of the Issue Price and updated in the Prospectus prior to filing with the RoC.

Requirement of funds and utilization of Net Proceeds

The Net Proceeds are proposed to be utilized in accordance with the details provided in the following table:

Particulars	Amount (₹ in lakhs)
Augmenting our capital base to meet our Company’s future capital requirements arising out of growth of our business and assets	Upto 1100.00
General corporate purposes*	[●]
Net Issue Proceeds	[●]

* To be finalized upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

Proposed schedule of implementation and deployment of Net Proceeds

(₹ in lakhs)

S. No.	Particulars	Total estimated amount / expenditure	Estimated utilization from Net Proceeds in Financial Year 2025	Estimated utilization from Net Proceeds in Financial Year 2026
1.	Augmenting our capital base to meet our Company’s future capital requirements arising out of growth of our business and assets	Upto 1100.00	Upto 700.00	Upto 400.00
2.	General corporate purposes*	[●]	[●]	[●]
Total Net Proceeds		[●]	[●]	[●]

* To be finalized upon determination of the Issue Price and will be updated in the Prospectus prior to filing with the RoC. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceeds.

The fund requirements, the deployment of funds and the intended use of the Net Proceeds as described herein are based on our current business plan and management estimates, market conditions and other commercial factors. However, such fund requirements and deployment of funds have not been appraised by any bank or financial institution. We may have to revise our funding requirements and deployment on account of a variety of factors such as our financial condition, business and strategy, competition, and other external factors such as changes in the business environment, market conditions, regulatory frameworks and interest or exchange rate fluctuations, which may not be within the control of our management. This may entail rescheduling or revising the planned expenditure, deployment schedule and funding requirements, including the expenditure for a particular purpose at the discretion of our management, subject to compliance with applicable laws.

Further, in case of variations in the actual utilisation of funds earmarked 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 the Fresh Issue. In the event that the estimated utilisation of the Net Proceeds in a Financial Year is not completely met, due to the reasons stated above, the same shall be utilised in the next fiscal year, as may be determined by our Company, in accordance with applicable laws. If the actual utilisation towards any of the Objects is lower than the proposed deployment such balance will be used for future growth opportunities, if required and towards general corporate purposes to the extent that the total amount to be utilised towards general corporate purposes shall not exceed 25% of the gross proceeds of the Fresh Issue in accordance with the SEBI ICDR Regulation.

Means of finance

We propose to fund the requirements of the Objects detailed above entirely from the Net Proceeds. Accordingly, we confirm that there is no requirement to make firm arrangements of finance to be made through verifiable means towards at least 75% of the stated means of finance, excluding the amount to be raised through the Offer and existing identifiable internal accruals as required under Regulation 230(1)(e) the SEBI ICDR Regulations.

DETAILS OF USE OF ISSUE PROCEEDS:

1. Augmenting our capital base to meet our Company's future capital requirements arising out of growth of our business and assets

We are currently an education focused non-deposit taking NBFC operating in India and are registered with the RBI under Section 45 IA of the Reserve Bank of India Act, 1934. For further details see "Our Business" on page 120. As an NBFC, we are subject to regulations relating to capital adequacy which require us to maintain a minimum capital adequacy ratio consisting of Tier – I and Tier – II capital of not be less than 15% of our aggregate risk weighted assets on-balance sheet and of risk adjusted value of off-balance sheet items with Tier – I capital not below 10% at any point in time in terms of the NBFC Scale Based Regulations. For further details, see "Key Regulations and Policies" on page 133.

The table below sets forth the details of Company's Tier – I and Tier – II capital as at March 31, 2024, March 31, 2023 and March 31, 2022:

	(₹ in Lakhs)		
Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Tier I Capital ⁽¹⁾	625.69	407.37	398.93
Tier II Capital	57.58	17.64	22.36
Total Capital Fund (Tier I & II)	683.27	425.00	421.29
Risk weighted assets	2,569.87	2,466.44	2,328.75
Capital to risk weighted ratio (%) ⁽²⁾	26.59%	17.23%	18.09%
Tier I Capital (%) ⁽³⁾	24.35%	16.52%	17.13%
Tier II Capital (%) ⁽³⁾	2.24%	0.72%	0.96%

Notes:

(1) Tier I capital comprises share capital, share premium, retained earnings including current year profit. Tier II capital comprises provision on stage I loan assets and subordinated liability. Risk weighted assets represent the weighted sum of our credit exposures based on their risk (Computed in accordance with the relevant RBI guidelines)

(2) Capital-to-risk weighted assets ratio (CRAR) is computed by dividing our Tier I and Tier II capital by risk weighted assets (Computed in accordance with the relevant RBI guidelines).

(3) Capital-to-risk weighted assets ratio (CRAR) is computed by dividing our Tier I and Tier II capital by risk weighted assets (Computed in accordance with the relevant RBI guidelines).

Set forth below are the details of our AUM as of March 31, 2024 and March 31, 2023 and March 31, 2022:

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
AUM (₹ in Lakhs)	1,288.38	1,201.72	1,266.85
AUM Growth (%)	7.21 %	(5.14) %	0.00 %

Notes:

(1) AUM represents the aggregate of principal outstanding of loan originated by our Company (including assignees' share of loan portfolio transferred under direct assignment and/or co-lending transactions) and loan portfolio purchased under direct assignment, as on last day of the year.

(2) AUM growth represents percentage growth in AUM as of the relevant year over AUM of the previous year end.

For details of our NPAs for the years ended March 31, 2024, March 31, 2023 and March 31, 2022, see "Restated Financial Information" on page 213.

Set forth below are the details of the disbursements made by us as at March 31, 2024, March 31, 2023 and March 31, 2022 and the year-on-year growth of the same.

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
Disbursements (₹ in Lakhs)	2228.96	1685.66	1777.28
Year-on-year growth (%)	32.23	(5.16)	59.05

While our Company's CRAR as at March 31, 2024, March 31, 2023 and March 31, 2022 exceeds the regulatory thresholds prescribed by the RBI, we believe that in order to maintain our Company's growth rate, we will require further capital in the future in order to remain compliant with such regulatory thresholds. As we continue to grow our loan portfolio and asset base, we will require additional capital in order to continue to meet applicable capital adequacy ratios with respect to our business. The portion of the proceeds will be utilised to increase our Company's Tier – I capital base to meet our future capital requirements which are expected to arise out of growth of our business and assets. For further details, see "Our Business" on page 120.

We intend to use the Proceeds from this issue to enhance our capital base, enabling us to meet future capital requirements for onward lending. A portion of these proceeds will be allocated towards diversifying our product offerings, particularly by expanding into secured lending and broadening our B2B & B2C unsecured lending operations. These initiatives are aimed at increasing our business volumes while achieving a more balanced and diversified portfolio.

We believe that, the utilisation of the proceeds towards augmenting capital base are expected to lead to an improvement in the overall capital position of our Company, which in turn will help reducing the overall leverage of our Company, thus enabling us to optimize our leverage to a higher level to undertake onward lending. We accordingly, propose to utilize an amount aggregating to ₹ 1100.00 Lakhs out of the Net Proceeds towards maintaining higher Tier 1 capital in light of our onward lending requirements, among other things, and improve our CRAR, and enable us to leverage more in the financial year 2025 & 2026, pursuant to board resolution dated September 14, 2024. We believe that maintaining higher Tier 1 capital will help us remain competitive with our industry peers. We anticipate that the portion of the Net Proceeds allocated towards this object will be sufficient to satisfy our Company's future capital requirements, which are expected to arise out of growth of our business and assets.

2. General Corporate Purpose

Our Company proposes to deploy the balance Net Proceeds aggregating to [●] Lakhs towards general corporate purposes, subject to such utilization not exceeding 25% of the Gross Proceeds, in compliance with the SEBI ICDR Regulations, including but not limited to meeting expenses incurred in ordinary course of business such as strategic initiatives including expansion of distribution network, advancement of information technology, repayment of indebtedness from time to time, meeting operating expenses and meeting general corporate exigencies and contingencies and any other business requirements, and any other purpose as maybe approved by

the Board or a duly appointed committee from time to time, subject to compliance with necessary provisions of the Companies Act, 2013. The quantum of utilization of funds towards each of the above purposes will be determined by our Board, based on the amount actually available under this head and our business requirements and other relevant considerations, from time to time. We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose.

Issue related expenses

The total expenses of the Issue are estimated to be approximately Rs. [●] lakhs. The Issue related expenses primarily include fees payable to the Lead Manager and legal counsel, fees payable to the Auditors, brokerage and selling commission, underwriting commission, commission payable to Registered Brokers, RTAs, CDPs, SCSBs' fees, Sponsor Bank's fees, Registrar's fees, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges. The break-up of the estimated Issue expenses is set forth below:

Activity	Estimated Expense * (Rs. in lakhs)	As a % of total estimated Issue related expenses	As a % of Issue size
BRLM fees (including underwriting, brokerage and selling commission)	[●]	[●]	[●]
Commission / processing fee for SCSBs, Sponsor Bank and Bankers to the Issue. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs. **	[●]	[●]	[●]
Fees payable to Registrar to the Issue	[●]	[●]	[●]
Fees payable to auditors, market research firms and other consultants / professionals	[●]	[●]	[●]
Other Expenses			
• Listing fees, SEBI Fees, upload fees, Stock Exchange processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
• Printing and Stationery	[●]	[●]	[●]
• Advertising and Marketing expenses	[●]	[●]	[●]
• Fees payable to Legal Advisors to the Issue	[●]	[●]	[●]
• Miscellaneous	[●]	[●]	[●]
Total estimated Issue expenses	[●]	[●]	[●]

* Issue expenses include taxes, where applicable. Issue expenses will be incorporated at the time of filing of the Prospectus. Issue expenses are estimates and are subject to change.

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

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

[^] Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

No additional bidding charges shall be payable by the Company to the SCSBs on the applications directly procured by them. The selling commission payable to the SCSBs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

Processing fees payable to the SCSBs on the portion for Retail Individual Bidder and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate / sub-Syndicate / Registered Broker / RTAs / CDPs and submitted to SCSB for blocking would be as follows:

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

* For each valid application

Notwithstanding anything contained above, the total processing fee payable under this clause will not exceed Rs. [●] lakhs (plus applicable taxes) and in case if the total processing fees exceeds Rs. [●] lakhs (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of Retail Individual Investors and Non-Institutional Investors, as applicable.

Brokerage, selling commission and processing/ uploading charges on the portion for Retail Individual Investors and Non-Institutional Investors (excluding UPI Bids) which are procured by Members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts-linked online trading, demat & bank account provided by some of the Registered Brokers which are Members of the Syndicate (including their sub-Syndicate members) would be as follows:

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

[^] Amount Allotted is the product of the number of Equity Shares Allotted and the Issue Price

The selling commission payable to the Syndicate/sub-Syndicate members will be determined (i) for RIIs, NIIs (up to Rs. [●] lakhs) on the basis of the application form number/series, provided that the application is also bid by the respective Syndicate/sub-Syndicate member. For clarification, if a Syndicate ASBA application on the application form number/series of a Syndicate/sub-Syndicate member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate/sub-Syndicate member; (ii) for NIIs (above Rs. [●] lakhs), Syndicate ASBA Form bearing SM code and sub-Syndicate code of the application form submitted to SCSBs for blocking of the fund and uploading on the exchange platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / sub-Syndicate member, is bid by an SCSB, the selling commission will be payable to the Syndicate / sub-Syndicate members and not the SCSB.

Bidding charges payable to members of the Syndicate (including their sub-Syndicate members) on the applications made using 3-in-1 accounts would be Rs. 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub- Syndicate members). Bidding charges payable to SCSBs on the QIB Portion and NIIs (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be Rs. [●] per valid application (plus applicable taxes).

Bidding charges payable on the application made using 3-in-1 accounts will be subject to a maximum cap of Rs. [●] lakhs (plus applicable taxes), in case if the total processing fees exceeds Rs. [●] lakhs (plus applicable taxes) then processing fees will be paid on pro-rata basis for portion of Retail Individual Investors and Non-Institutional Investors, as applicable.

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the bid book of BSE or NSE.

Selling commission/ bidding charges payable to the Registered Brokers on the portion for Retail Individual Investors and Non-Institutional Investor which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

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

* For each valid application.

The Processing fees for applications made by Retail Individual Bidders or Individual investors bidding under the Non-Institutional Portion for an amount of more than Rs. [●] lakhs and up to Rs. [●] lakhs using the UPI Mechanism would be as follows:

[●]	Rs. [●] per valid Bid cum Application Form* (plus applicable taxes) The Sponsor Banks shall be responsible for making payments to the third parties such as remitter bank, NCPI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement and other applicable laws.
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* For each valid application.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

Pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public issuing (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). Accordingly, Syndicate / sub-Syndicate Member shall not be able to Bid the Application Form above Rs. 5 lakhs and the same Bid cum Application Form need to be submitted to SCSB for blocking of the fund and uploading on the Stock Exchange bidding platform. To identify bids submitted by Syndicate / sub-Syndicate Member to SCSB a special Bid-cum-application form with a heading / watermark "Syndicate ASBA" may be used by Syndicate / sub-Syndicate Member along with SM code and broker code mentioned on the Bid-cum Application Form to be eligible for brokerage on allotment. However, such special forms, if used for RIB and NIB bids up to Rs. 5 lakhs will not be eligible for brokerage.

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/CIR/P/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.

Interim use of the Net Proceeds

The Net Proceeds shall be retained in the Public Offer Account until receipt of the listing and trading approvals from the Stock Exchanges by our Company. Pending utilisation for the purposes described above, our Company will deposit the Net Proceeds only with one or more scheduled commercial banks included in Second Schedule of the Reserve Bank of India Act, 1934 as may be approved by our Board. In accordance with Section 27 of the Companies Act, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the shares of any other listed company or any investment in equity markets.

Appraising entity

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

Bridge financing facilities

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

Monitoring of utilisation of funds

As the Net Proceeds of the Issue will be less than Rs. 10,000 Lakhs, under the SEBI ICDR Regulations it is not mandatory for us to appoint a monitoring agency.

Our Board and the management will monitor the utilization of the Net Proceeds through our Audit Committee. 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 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.

Variation in Objects

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013 and applicable rules, our Company shall not vary the objects of the Issue without our Company being authorized to do so by the Shareholders by way of a special resolution through postal ballot. In addition, the notice issued to the Shareholders in relation to the passing of such special resolution (the "Postal Ballot Notice") shall specify the prescribed details as required under the Companies Act and applicable rules. The Postal Ballot Notice shall simultaneously be published in the newspapers, one in English, and one in the vernacular language of the jurisdiction where the Registered Office is

situated. Our Promoter or controlling Shareholders will be required to provide an exit opportunity to such Shareholders who do not agree to the proposal to vary the objects, at such price, and in such manner, as may be prescribed by SEBI, in this regard.

Other confirmations

No part of the Net Proceeds will be utilized by our Company as consideration to our Promoters, members of our Promoter Group, our Directors, or Key Managerial Personnel, Senior Management or Group Companies. Our Company has not entered into or is not planning to enter into any arrangement / agreements with our Directors, our Promoters, the members of our Promoter Group, the Key Managerial Personnel or Senior Management in relation to the utilization of the Net Proceeds of the Issue. Further, except in the ordinary course of business, there is no existing or anticipated interest of such individuals and entities in the Objects of the Issue as set out above.

BASIS OF THE ISSUE

The Issue Price will be determined by our Company in consultation with the LM on the basis of an assessment of market demand for the Equity Shares issued through the fixed price method and on the basis of the qualitative and quantitative factors as described below. The face value of the Equity Shares of our Company is ₹10/- each and the Issue Price is [●] times of the face value.

Investors should read the following basis with the section titled “Risk Factors”, “Restated Financial Statements”, “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Our Business” beginning on page 27, 165, 221 and 120 respectively, of this Draft Red Herring Prospectus to get a more informed view before making any investment decisions. The trading price of the Equity Shares of our Company could decline due to these risk factors and you may lose all or part of your investments.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the issue price are:

- Tailormade Solutions for Educational Institute
- Technology driven and scalable operating model
- Risk management and credit scoring model
- Stable and experienced management team
- Wide Geographical Presence

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please see chapter titled “Our Business” beginning on page 120 of this Draft Red Herring Prospectus.

Quantitative Factors

The information presented in this chapter is derived from company’s Restated Financial Statements for the financial year ended March 31, 2024, 2023 and 2022 prepared in accordance with Ind AS. For more details on financial information, investors please refer the chapter titled “Restated Financial Statements” beginning on page 165 of this Draft Red Herring Prospectus.

Investors should evaluate our Company taking into consideration its niche business segment and other qualitative factors in addition to the quantitative factors. Some of the quantitative factors which may form the basis for computing the price are as follows:

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

As per Restated Financial Statements – Post Consolidation

Particulars	Basic EPS (in ₹)	Weights	Diluted EPS	Weights
March 31, 2024	4.56	3	4.48	3
March 31, 2023	0.13	2	0.13	2
March 31, 2022	0.01	1	0.01	1
Weighted Average		2.33		2.29

Notes:

(1) Basic and Diluted EPS is computed in accordance with IndAS 33.

(2) Basic and diluted EPS is calculated as Profit/(loss) for the year/period attributable to Equity shareholders divided by the adjusted weighted average number equity shares outstanding during the year/period.

2. Price Earnings Ratio (“P/E”) in relation to the Floor Price [●]/- / Cap Price of [●]/- per share of ₹ 10/- each fully paid-up.

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price band (no. of times)
Based on Restated Financial Statements – Post		

Particulars	P/E at the lower end of Price Band (no. of times)	P/E at the higher end of Price band (no. of times)
Consolidation		
P/E ratio based on the Basic & Diluted EPS, as restated for FY 2023-24	[●]	[●]
P/E ratio based on the Weighted Average Basic & Diluted EPS	[●]	[●]
Industry P/E Ratio*		
Highest	NA	NA
Lowest	NA	NA
Average	NA	NA

*Industry PE not applicable as there is no identified peers.

3. Return on Net worth (RoNW) As per Restated Financial Statements

Particulars	RONW (%)	Weights
March 31, 2024	34.34%	3
March 31, 2023	1.34%	2
March 31, 2022	0.07%	1
Weighted Average		17.63%

Note: The RONW has been computed by dividing net profit after tax (as restated), by Net worth (as restated) as at the end of the year.

4. Net Asset Value (NAV)

As per Restated Financial Statements – Post Consolidation

Financial Year	NAV (₹)
March 31, 2024	13.28
March 31, 2023	9.6
March 31, 2022	9.53
Net Asset Value per Equity Share after the Issue at Issue Price	
Issue Price*	[●]
Floor Price*	[●]
Cap Price*	[●]

Note: NAV has been calculated as net worth divided by number of Equity Shares at the end of the year and adjusted for consolidation of equity shares.

**To be updated upon finalisation of the Price Band. Issue Price will be determined on conclusion of the Book Building Process.*

5. Comparison of Accounting Ratios with Industry Peers

We are an education focused non-banking financial company (“NBFC”) operating in India. There are no listed companies in India that are engaged in a similar business segment in which we operate or of a comparable size to that of our Company. Accordingly, it is not possible to provide an industry comparison in relation to our Company.

6. Key Performance Indicators (“KPIs”)

The KPIs disclosed below have been used historically by our Company to understand and analyses the business performance, which in result, help us in analysing the growth of various verticals in comparison to our peers. The KPIs disclosed below have been approved by a resolution of our Audit Committee dated September 25, 2024 and the members of the Audit Committee have verified the details of all KPIs pertaining to our Company. Further, the members of the Audit Committee have confirmed that there are no KPIs pertaining to our Company that have been disclosed to any investors at any point of time during the three years period prior to the date of filing of this Draft Red Herring Prospectus. Further, the KPIs herein have been certified by M/s G.C. Bafna & Co., by their certificate dated September 25, 2024.

The KPIs of our Company have been disclosed in the chapters titled “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations – Key Performance Indicators”

on pages 120 and 221 of this Draft Red Herring Prospectus, respectively. We have described and defined the KPIs, as applicable, in “Definitions and Abbreviations” on page 1 of this Draft Red Herring Prospectus.

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 utilisation of the proceeds of the Issue as per the disclosure made in the chapter titled “Objects of the Issue” on page 87, 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.

Financial KPIs

A list of certain financial data, based on our Restated Financial Information is set out below for the indicated Fiscals:

(₹ in Lakhs, unless otherwise specified)

Particulars	As at and for the financial year ended March 31, 2024	As at and for the financial year ended March 31, 2023	As at and for the financial year ended March 31, 2022
Networth ⁽¹⁾	649.45	470.98	465.94
Capital Adequacy Ratio ⁽²⁾	26.59%	17.23%	18.09%
Total Income ⁽³⁾	1414.36	389.22	320.03
Interest Income ⁽⁴⁾	303.30	294.59	232.07
Net Interest Income ⁽⁵⁾	72.93	198.47	160.43
Net Interest Margin ⁽⁶⁾	5.97%	16.36%	14.48%
PAT ⁽⁷⁾	229.97	6.30	0.31
Gross NPA ⁽⁸⁾	269.60	-	-
Net NPA ⁽⁹⁾	242.64	-	-
Earnings per share			
Basic	4.56	0.13	0.01
Diluted	4.48	0.13	0.01

As certified by G.C Bafna & Co., Chartered Accountants pursuant to their certificate dated September 25, 2024.

Notes:

- (1) Net worth: Net worth of our Company 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, write-back of depreciation and amalgamation.
- (2) Capital adequacy ratio: This is computed by dividing our Tier I and Tier II capital by risk weighted assets (computed in accordance with the relevant RBI guidelines).
- (3) Total Income: This represents the Total Income for the relevant year.
- (4) Interest Income includes interest on education loan and spread income from such loans.
- (5) Net Interest Income or "NII": Represents total income less finance costs, for the relevant year or period.
- (6) Net Interest Margin: This represents the difference between total interest income and finance costs divided by the average of interest earning assets for the year. Interest Earning Assets represents the aggregate of term loans (gross), balances with banks in fixed deposit accounts; and investments in government securities outstanding as of the last day of the relevant year.
- (7) Net profit for the year: This represents the profit for the relevant year as per Restated Financial Statements.
- (8) Gross NPA: This is computed by dividing the Gross carrying amount of Stage 3 loans with term loans (gross) outstanding as of the end of the relevant year.
- (9) Net NPA: This is computed by dividing the Net carrying amount of Stage 3 loans with term loans (gross) outstanding as of the end of the relevant year. Net carrying amount of Stage 3 loans represent Gross carrying amount of Stage 3 loans reduced by specific impairment loss allowance for Stage 3 loans as at the end of relevant year.

Operational KPI

Particulars	As at and for the financial year ended March 31, 2024	As at and for the financial year ended March 31, 2023	As at and for the financial year ended March 31, 2022
AUM (₹ in Lakhs) ⁽¹⁾	1,288.38	1,201.72	1,266.85
AUM Growth (%) ⁽²⁾	7.21%	(5.14) %	0.00%
Cost of Borrowings ⁽³⁾	12.85%	5.89%	5.81%
Disbursements (₹ in Lakhs) ⁽⁴⁾	2228.96	1685.66	1777.28
Disbursements Growth ⁽⁵⁾	32.23%	(0.05) %	59.05%
Net Income to Average Total Assets (%) ⁽⁶⁾	8.55%	0.35%	0.02%
Return on Total Average Assets (%) ⁽⁷⁾	8.71%	0.26%	0.02%
Return on Equity (%) ⁽⁸⁾	31.86%	1.32%	0.07%

As certified by G.C. Bafna & Co., Chartered Accountants pursuant to their certificate dated September 25, 2024.

Notes:

(1) AUM represents AUM represents the aggregate of principal outstanding of loan originated by our Company (including assignees share of loan portfolio transferred under direct assignment and/ or colending transactions) and loan portfolio purchased under direct assignment, as on last day of the relevant year.

(2) AUM Growth represents growth in AUM for the relevant period over AUM of the previous period.

(3) Cost of Borrowings represents total interest expense divided by the average of sum borrowings, expressed as a percentage.

(4) Disbursements is the aggregate of all loan amounts paid to/ on behalf of customers, including disbursements in tranches, in the relevant year. The definition also covers overall disbursements at company level as well as at product level.

(5) Disbursements Growth represents the percentage growth in Disbursement for the relevant year over Disbursement of the previous year end. The definition also covers overall disbursements at company level as well as at product level.

(6) Net Income to Average Total Assets represents Net Income for the relevant year to Average Total Assets for such year.

(7) Return on Total Average Assets (%) represents profit after tax divided by average total assets, expressed as percentage.

(8) Return on Equity (%) represents profit after tax divided by total shareholder equity, expressed as percentage.

For details of our other operating metrics disclosed elsewhere in this Draft Red Herring Prospectus, see “Our Business” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 120 and 221, respectively

Description on the historic use of the KPIs by our Company to analyse, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs is not intended to be considered in isolation or as a substitute for the Restated Summary Statements. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. 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 in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

Investors are encouraged to review the Ind AS financial measures and to not rely on any KPIs.

Explanation for the KPIs:

KPIs	Definition	Explanation
Net Worth	Net worth of our Company 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, write-back of depreciation and amalgamation.	These metrics are used by the management to assess the adequacy of capital for the business growth of the Company.
Capital Adequacy Ratio	This is computed by dividing our Tier I and Tier II capital by risk weighted assets (computed in accordance with the relevant RBI guidelines).	These metrics are used by the management to assess the adequacy of capital for the business growth of the Company.
Total Income	This represents the Total Income for the relevant year.	These metrics are used by the management to assess the financial performance and profitability metrics and cost efficiency of the business of our Company.
Interest Income	This represents the Total Interest income for the relevant year.	
Net Interest Income	This represents the difference between total interest income and finance cost for the relevant year.	
Net Interest Margin	This represents the difference between total interest income and finance costs divided by the average of interest earning assets for the year. Interest Earning Assets represents the aggregate of term loans (gross), balances with banks in fixed deposit accounts; and investments in government securities outstanding as of the last day of the relevant year.	
PAT	This represents the profit after tax for the relevant year.	These metrics are used by the management to assess the return on the deployed capital and the assets in the business of our Company.
Gross NPA	This is computed by dividing the Gross carrying amount of Stage 3 loans with term loans (gross) outstanding as of the end of the relevant year.	These metrics are used by the management to assess the asset quality of the loan portfolio and adequacy of provisions against delinquent loans.
Net NPA	This is computed by dividing the Net carrying amount of Stage 3 loans with term loans (gross) outstanding as of the end of the relevant year. Net carrying amount of Stage 3 loans represent Gross carrying amount of Stage 3 loans reduced by specific impairment loss allowance for Stage 3 loans as at the end of relevant year.	
Earnings Per Share	This represents profit after tax divided by weighted average number of shares for the relevant year.	These metrics are used by the management to assess the return on the deployed capital and the assets in the business of our Company.
AUM	AUM represents the aggregate of principal outstanding of loan originated by our Company (including assignees share of loan portfolio transferred under direct assignment and/ or colending transactions) and loan portfolio purchased under direct assignment, as on last day of the relevant year.	These metrics are used by the management to assess the growth in terms of scale, productivity and product and geographical composition of business of the company.

KPIs	Definition	Explanation
AUM Growth	AUM Growth represents percentage growth in AUM for the relevant year over AUM of the previous year end.	
Disbursements	Disbursements is the aggregate of all loan amounts paid to/ on behalf of customers, including disbursements in tranches, in the relevant year. The definition also covers overall disbursements at company level as well as at product level.	
Disbursements Growth	Disbursement Growth represents percentage growth in Disbursement for the relevant year over Disbursement of the previous year end. The definition also covers overall disbursements at company level as well as at product level.	
Cost of Borrowings	This represents total finance cost divided by average total borrowings.	This metric is used by the management to assess the cost for financial resources which are deployed for the business growth of our Company.
Net Income to Average Total Assets	This represents profit divided by average of total assets for the year.	These metrics are used by the management to assess the return on the deployed capital and the assets in the business of our Company.
Return on Total Average Assets	This represents net profit for the year divided by average of total assets for the year.	
Return on Equity	This is calculated by dividing net profit for the year with average of Total Equity. Total Equity represents aggregate of Equity share capital and Other Equity as of the end of the relevant year.	

Comparison of KPI with Listed Industry Peers

There are no listed companies in India that are engaged in a business segment in which we operate and size of the business similar to that of our Company accordingly it is not possible to provide an industry comparison in relation to our Company.

7. Justification for Basis for Issue price

a. The price per share of our Company based on the primary/ new issue of shares (equity / convertible securities), excluding shares issued under ESOP/ESOS and issuance of bonus shares

There have been no issuance of Equity Shares or convertible securities during the 18 months preceding the date of this Draft Red Herring Prospectus, excluding the shares issued under the ESOP Schemes and issuance of bonus shares, 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) and excluding employee stock options granted but not vested), 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 shares) or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Selling Shareholders, members of the Promoter Group or other Shareholders with rights to nominate directors during the 18 months preceding the date of filing of the DRHP/ RHP, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days (“Secondary Transactions”)

Except as mentioned below, There have been no secondary sale / acquisitions of Equity Shares, where the promoters, members of the promoter group, selling shareholders or shareholder(s) having the right to nominate director(s) in the board of directors of the Company are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Draft Red Herring Prospectus, where either acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of the Company (calculated based on the pre-issue share 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.

Name of the Acquirer / Transferee	Name of the transferor	Details of transferor (Promoter / members of Promoter Group entities or Selling Shareholder or shareholder(s) having the right to nominate director(s))	Date of acquisition/transfer of Equity Shares or convertible securities	Number of Equity Shares of face value of ₹10 each or convertible securities acquired	Price per Equity Share or convertible securities (in ₹) (adjusted after consolidation) #	Nature of Consideration	Total consideration (₹)
Nirmal Toshniwal	Sunita Jaiswal	Promoter Group	June 20, 2024	23	80.00	Cash	184.00
Amit Jaiswal	Sunita Jaiswal	Promoter Group	June 20, 2024	4	80.00	Cash	32.00
Kavita Agarwal	Samir Agarwal HUF	Promoter Group	May 31, 2024	1	80.00	Cash	8.00
Nikhil Saraf	Ask Financial Advisors Private Limited	Promoter Group	June 18, 2024	25	80.00	Cash	200.00
Nikhil Saraf	K P Saraf HUF	Public	June 05, 2024	1	80.00	Cash	8.00
Nikhil Saraf	Nikhil Saraf HUF	Promoter Group	June 05, 2024	1	80.00	Cash	8.00
Nirmal Toshniwal	Nikhil Saraf HUF	Promoter Group	June 05, 2024	1	80.00	Cash	8.00
Pooja Saraf	Nikhil Saraf HUF	Promoter Group	June 05, 2024	2	80.00	Cash	16.00
Nirmal Toshniwal	Nikhil Saraf HUF	Promoter Group	July 18, 2024	975	80.00	Cash	7,800.00
Weighted average cost of acquisition (WACA) Secondary issuances (in ₹ per Equity Share)							80

#Pursuant to a resolution passed by our Board on August 01, 2024 and our Shareholders on August 03, 2024, our Company consolidated the face value of its equity shares from ₹1 each to ₹10 each. Accordingly, the issued and paid-up equity share capital of our Company was consolidated from 4,89,10,000 equity shares of ₹1 each to 48,91,000 Equity Shares of ₹10 each

* As certified by M/s G.C. Bafna & Co., Chartered Accountants through their certificate dated September 25, 2024.

Since there is an eligible transaction of our Company reported in (b) above in accordance with paragraph (9)(K)(4)(b) of the SEBI ICDR Regulations, the price per Equity Share of our Company based on the last five primary or secondary transactions in Equity Shares (secondary transactions where the Promoters/Promoter Group entities, Selling Shareholders or Shareholders having the right to nominate director on the Board are a party to the transaction) not older than 3 years prior to the date of filing of this Draft Red Herring Prospectus has not been computed.

- c. **The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition at which the Equity Shares were issued by our Company, or acquired or sold by the selling shareholders or other shareholders with rights to nominate directors are disclosed below**

Based on the disclosures in (a) above, the weighted average cost of acquisition of Equity Shares as compared with the Issue Price is set forth below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)	Floor Price (₹ [●]/-) Times of the Weighted average cost of acquisition	Cap Price (₹ [●]) Times of the Weighted average cost of acquisition
Weighted average cost of acquisition of primary issuances	NA	[●]	[●]
Weighted average cost of acquisition for secondary transactions	80	[●]	[●]

8. **Explanation for Issue Price / Cap Price being [●] times of weighted average cost of acquisition of secondary issuance price of Equity Shares (set out in 7(d) above) along with our Company's key performance indicators and financial ratios and in view of external factors for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022.**

[●]*

*To be included on finalisation of Price Band and updated in the Prospectus.

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 (as set out above) in view of the external factors which may have influenced the pricing of the Issue.**

[●]*

*To be included on finalisation of Price Band and updated in the Prospectus.

10. **The Issue Price is [●] times of the face value of the equity shares**

The face value of our share is ₹ 10/- per share and the Issue Price is of ₹ [●]/- per share are [●] times of the face value. Our Company and in consultation with the Lead Manager believes that the Issue Price of ₹ [●]/- per share for the Public Issue is justified in view of the above quantitative and qualitative parameters. Investor should read the above-mentioned information along with the section titled "Risk Factors" beginning on page 27 of this Draft Red Herring Prospectus and the financials of our Company including important profitability and return ratios, as set out in the chapter titled "Restated Financial Statements" beginning on page 165 of this Draft Red Herring Prospectus.

STATEMENT OF SPECIAL TAX BENEFIT

To,
The Board of Directors,
NEEV CREDIT LIMITED
(Previously known as “Neev Credit Private Limited”)
Room No. 408, 4th Floor, PS IXL Building, Atghora,
Chinar Park, North 24 Parganas, Kolkata- 700136

Re: Proposed Initial Public Offering of equity shares of face value of Rs. 10 each (the “Equity Shares” and such offering, the “Offer”) of NEEV CREDIT LIMITED (the “Company”)

We, **G.C. Bafna & Co.**, Statutory Auditor of the Company, Firm Registration Number **319104E**, hereby confirm that the enclosed **Annexure A** provides the special tax benefits available to the Company and its shareholders identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, pursuant to

- (i) the Income Tax Act, 1961, as amended by the Finance Act, 2023 and read with the rules, circulars and notifications issued in relation thereto; and
- (ii) applicable indirect taxation laws, as amended and read with the rules, circulars and notifications issued in connection thereto.

Several of these stated tax benefits/consequences are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Therefore, the ability of the Company or its shareholders to derive the tax benefits is dependent on fulfilling such conditions.

The benefits discussed in the enclosed annexure are not exhaustive. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Neither are we suggesting nor advising the investor to invest money based on this statement. These statements do not cover any general tax benefits available to the Company and/or its shareholders and is neither designed nor intended to be a substitute for professional tax advice.

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

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

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

This certificate, including **Annexure A** herein, is for your information and for inclusion in the draft red herring prospectus, red herring prospectus, prospectus and any other material used in connection with the Offer (together the “**Offer Documents**”) with the Securities and Exchange Board of India (“**SEBI**”), BSE Limited (“**Stock Exchanges**”) and subsequently the red herring prospectus and the prospectus with the Registrar of Companies, Kolkata (“**RoC**”), in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**ICDR Regulations**”) may be prepared in connection with the Offer.

The aforesaid information contained herein and in **Annexure A** may be relied upon by the Book Running Lead Manager appointed pursuant to the Offer and may be submitted to the stock exchange, the Securities and Exchange Board of India, and any other regulatory or statutory authority in respect of the Offer and for the records to be maintained by the Book Running Lead Managers.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Capitalized terms used herein, unless otherwise specifically defined, shall have the same meaning as ascribed to them in the Offer Documents.

Yours faithfully,

**For, G.C. Bafna & Co.,
Chartered Accountants
Firm Registration No.: 319104E**

**CA G C Bafna
Partner
Membership No.: 054241
UDIN: 24054241BKCJQY8511**

**Date: September 25, 2024
Place: Kolkata**

Annexure to the Statement of Possible Tax Benefits

Outlined below are the possible Special Tax Benefits available to the Neev Credit Limited (previously Known as Neev Credit Private Limited) Company and its shareholders under the Income Tax Act, 1961 ('Act') as amended time to time, the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, the State Goods and Services Tax Act as passed by respective State Governments from where the Company operates and applicable to the Company and presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have different interpretation on the benefits, which an investor can avail.

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

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

The Company is not entitled to any Special Tax Benefits under the Act.

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

The Shareholders of the company are not entitled to any Special Tax Benefits under the Act.

Notes:

- 1.** All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.

No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement.

SECTION VI – ABOUT THE COMPANY

INDUSTRY OVERVIEW

The information in this section has not been independently verified by us, the Lead Manager or any of our or their respective affiliates or advisors. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Accordingly, investment decisions should not be based on such information.

GLOBAL ECONOMIC OVERVIEW-

The global economy remains remarkably resilient, with growth holding steady as inflation returns to target. The journey has been eventful, starting with supply-chain disruptions in the aftermath of the pandemic, a Russian-initiated war on Ukraine that triggered a global energy and food crisis, and a considerable surge in inflation, followed by a globally synchronized monetary policy tightening. Yet, despite many gloomy predictions, the world avoided a recession, the banking system proved largely resilient, and major emerging market economies did not suffer sudden stops. Moreover, the inflation surge—despite its severity and the associated cost-of living crisis—did not trigger uncontrolled wage-price spirals (see October 2022 World Economic Outlook). Instead, almost as quickly as global inflation went up, it has been coming down. On a year-over-year basis, global growth bottomed out at the end of 2022, at 2.3 percent, shortly after median headline inflation peaked at 9.4 percent. According to our latest projections, growth for 2024 and 2025 will hold steady around 3.2 percent, with median headline inflation declining from 2.8 percent at the end of 2024 to 2.4 percent at the end of 2025. Most indicators point to a soft landing.

Markets reacted exuberantly to the prospect of central banks exiting from tight monetary policy. Financial conditions eased, equity valuations soared, capital flows to most emerging market economies excluding China have been buoyant, and some low-income countries and frontier economies regained market access (see the April 2024 Global Financial Stability Report). Even more encouraging, we now estimate that there will be less economic scarring from the pandemic—the projected drop in output relative to pre pandemic projections—for most countries and regions, especially for emerging market economies, thanks in part to robust employment growth. Astonishingly, the US economy has already surged past its pre pandemic trend. Resilient growth and faster disinflation point toward favourable supply developments, including the fading of earlier energy price shocks, the striking rebound in labour supply supported by strong immigration flows in many advanced economies. Decisive monetary policy actions, as well as improved monetary policy frameworks, especially in emerging market economies, have helped anchor inflation expectations. The transmission of monetary policy may have been more muted this time around in countries such as the United States, where an increased share of fixed-rate mortgages and lower household debt levels since the global financial crisis may have limited the drag on aggregate demand up to now.

Despite these welcome developments, numerous challenges remain, and decisive actions are needed. First, while inflation trends are encouraging, we are not there yet. Somewhat worryingly, the most recent median headline and core inflation numbers are pushing upward. This could be temporary, but there are reasons to remain vigilant. Most of the progress on inflation came from the decline in energy prices and goods inflation below its historical average. The latter has been helped by easing supply-chain frictions, as well as by the decline in Chinese export prices. But services inflation remains high—sometimes stubbornly so—and could derail the disinflation path. Bringing inflation down to target remains the priority.

Second, the global view can mask stark divergence across countries. The exceptional recent performance of the United States is certainly impressive and a major driver of global growth, but it reflects strong demand factors as well, including a fiscal stance that is out of line with long-term fiscal sustainability (see April 2024 Fiscal Monitor). This raises short-term risks to the disinflation process, as well as longer-term fiscal and financial stability risks for the global economy since it risks pushing up global funding costs.

In the euro area, growth will pick up this year, but from very low levels, as the trailing effects of tight monetary policy and past energy costs, as well as planned fiscal consolidation, weigh on activity. Continued high wage

growth and persistent services inflation could delay the return of inflation to target. However, unlike in the United States, there is scant evidence of overheating and the European Central Bank will also need to carefully calibrate the pivot toward monetary easing to avoid an excessive growth slowdown and inflation undershoot. While labor markets appear strong, that strength could prove illusory if European firms have been hoarding labor in anticipation of a pickup in activity that does not materialize. China's economy is affected by the enduring downturn in its property sector. Credit booms and busts never resolve themselves quickly, and this one is no exception. Domestic demand will remain lackluster for some time unless strong measures and reforms address the root cause. Public debt dynamics are also of concern, especially if the property crisis morphs into a local public finance crisis. With depressed domestic demand, external surpluses could rise. The risk is that this will further exacerbate trade tensions in an already fraught geopolitical environment. At the same time, many other large emerging market economies are performing strongly, sometimes even benefiting from a reconfiguration of global supply chains and rising trade tensions between China and the United States. A troubling development is the widening divergence between many low-income developing countries and the rest of the world. For these economies, growth is revised downward, whereas inflation is revised up. Worse, in contrast with most other regions, scarring estimates for low-income developing countries, including some large ones, have been revised up, suggesting that the poorest countries are still unable to turn the page from the pandemic and cost-of-living crises. In addition, conflicts continue to result in loss of human lives and raise uncertainty. For these countries, investing in structural reforms to promote growth-enhancing domestic and foreign direct investment, and strengthening domestic resource mobilization, can help manage borrowing costs and reduce funding needs while achieving development goals. Efforts must also be made to improve the human capital of their large young populations.

Third, even as inflation recedes, real interest rates have increased, and sovereign debt dynamics have become less favorable in particular for highly indebted emerging markets. Countries should turn their sights toward rebuilding fiscal buffers. Credible fiscal consolidations help lower funding costs and improve financial stability. In a world with more frequent adverse supply shocks and growing fiscal needs for safety nets, climate adaptation, digital transformation, energy security, and defense, this should be a policy priority. Yet this is never easy, as the April 2023 World Economic Outlook documented: fiscal consolidations are more likely to succeed when credible and when implemented while the economy is growing, rather than when markets dictate their conditions. In countries where inflation is under control, and that engage in a credible multiyear effort to rebuild fiscal buffers, monetary policy can help support activity. The successful 1993 US fiscal consolidation and monetary accommodation episode comes to mind as an example to emulate.

Fourth, medium-term growth prospects remain historically weak. The main culprit is lower total factor productivity growth. A significant part of the decline comes from increased misallocation of capital and labor within sectors and countries. Facilitating faster and more efficient resource allocation can help boost growth. Much hope rests on artificial intelligence (AI) delivering strong productivity gains in the medium term. It may do so, but the potential for serious disruptions in labor and financial markets is high. Harnessing the potential of AI for all will require that countries improve their digital infrastructure, invest in human capital, and coordinate on global rules of the road. Medium-term growth prospects are also harmed by rising geoeconomic fragmentation and the surge in trade restrictive and industrial policy measures since 2019. Global trade linkages are already changing as a result, with potential losses in efficiency. But the broader damage is to global cooperation and multilateralism.

Finally, huge global investments are needed for a green and climate-resilient future. Cutting emissions is compatible with growth, as is seen in recent decades during which growth has become much less emissions intensive. Nevertheless, emissions are still rising. A lot more needs to be done and done quickly. Green investment has expanded at a healthy pace in advanced economies and China. Cutting harmful fossil fuel subsidies can help create the necessary fiscal room for further green investments. The greatest effort must be made by other emerging market and developing economies, which need to massively increase their green investment growth and reduce their fossil fuel investment. This will require technology transfer by other advanced economies and China, as well as substantial financing, much of it from the private sector, but some of it concessional.

Global Economic Growth Outlook

Latest projections are for the global economy to continue growing at a similar pace as in 2023 during 2024–25 and for global headline and core inflation to decline steadily. There is little change in the forecast for global growth since the January 2024 WEO Update, with some adjustments for major economies (Tables 1.1 and 1.2), including a further strengthening in the projection for the United States, offset by modest downward revisions across several other economies. The forecast for global growth remains higher, however, than in the October 2023 WEO. The outlook for inflation is broadly similar to that in the October 2023 WEO, with a downward revision for advanced

economies, offset by an upward revision for emerging market and developing economies. Medium-term prospects for growth in world output and trade remain the lowest in decades, with the pace of convergence toward higher living standards slowing for middle- and lower-income countries. The baseline forecasts for the global economy are predicated on a number of projections for global commodity prices, interest rates, and fiscal policies :

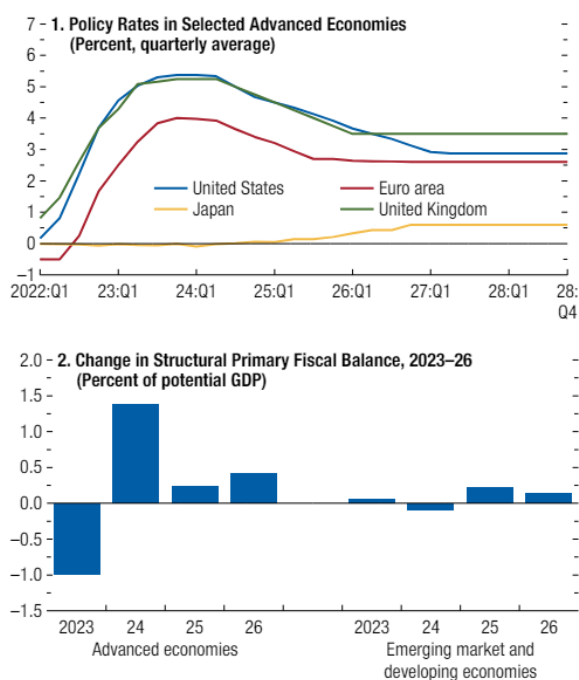
- **Commodity price projections:** Prices of fuel commodities are projected to fall in 2024 by, on average, 9.7 percent, with oil prices falling by about 2.5 percent. The decreases reflect abundant spare capacity and strong non-OPEC+ (Organization of the Petroleum Exporting Countries plus selected non-member countries, including Russia) supply growth. Coal and natural gas prices are expected to continue declining from their earlier peaks, by 25.1 percent for coal and 32.6 percent for natural gas in 2024, with the gas market becoming increasingly balanced on account of new supply, dampened demand, and high storage levels. The forecast for nonfuel commodity prices is broadly stable in 2024, with prices for base metals expected to fall by 1.8 percent, on account of weaker industrial activity in Europe and China. Food commodity prices are predicted to decline by 2.2 percent in 2024.

- **Monetary policy projections:** With inflation projected to continue declining toward targets and longer-term inflation expectations remaining anchored, policy rates of central banks in major advanced economies are generally expected to start declining in the second half of 2024. Among major central banks, by the fourth quarter of 2024 (Figure 1.13), the Federal Reserve’s policy rate is expected to have declined from its current level of about 5.4 percent to 4.6 percent, the Bank of England to have reduced its policy rate from about 5.3 percent to 4.8 percent, and the European Central Bank to have reduced its short-term rate from about 4.0 percent to 3.3 percent. For Japan, policy rates are projected to rise gradually, reflecting growing confidence that inflation will sustainably converge to target over the medium term despite Japan’s history of deflation.

- **Fiscal policy projections:** Governments in advanced economies are expected to tighten fiscal policy in 2024 (Figure 1.13) and, to a lesser extent, in 2025–26. Among major advanced economies, the structural fiscal-balance-to-GDP ratio is expected to rise by 1.9 percentage points in the United States and by 0.8 percentage point in the euro area in 2024. In emerging market and developing economies, the projected fiscal stance is expected to be, on average, broadly neutral in 2024, with a tightening of about 0.2 percentage point projected for 2025.

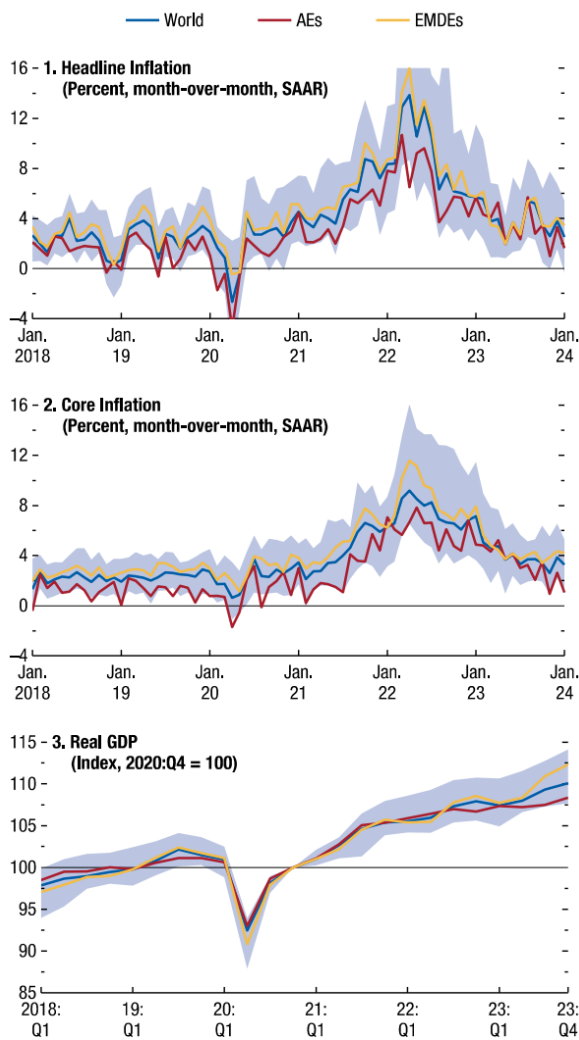
Global growth, estimated at 3.2 percent in 2023, is projected to continue at the same pace in 2024 and 2025. The projection for 2024 is revised up by 0.1 percentage point from the January 2024 WEO Update, and by 0.3 percentage point with respect to the October 2023 WEO forecast. Nevertheless, the projection for global growth in 2024 and 2025 is below the historical (2000–19) annual average of 3.8 percent, reflecting restrictive monetary policies and withdrawal of fiscal support, as well as low underlying productivity growth. Advanced economies are expected to see growth rise slightly, with the increase mainly reflecting a recovery in the euro area from low growth in 2023, whereas emerging market and developing economies are expected to experience stable growth through 2024 and 2025, with regional differences.

Figure 1.13. Monetary and Fiscal Policy Projections



Source: IMF staff calculations.
 Note: In panel 2, the structural primary fiscal balance is the cyclically adjusted primary balance corrected for a broader range of noncyclical factors, such as changes in asset and commodity prices.

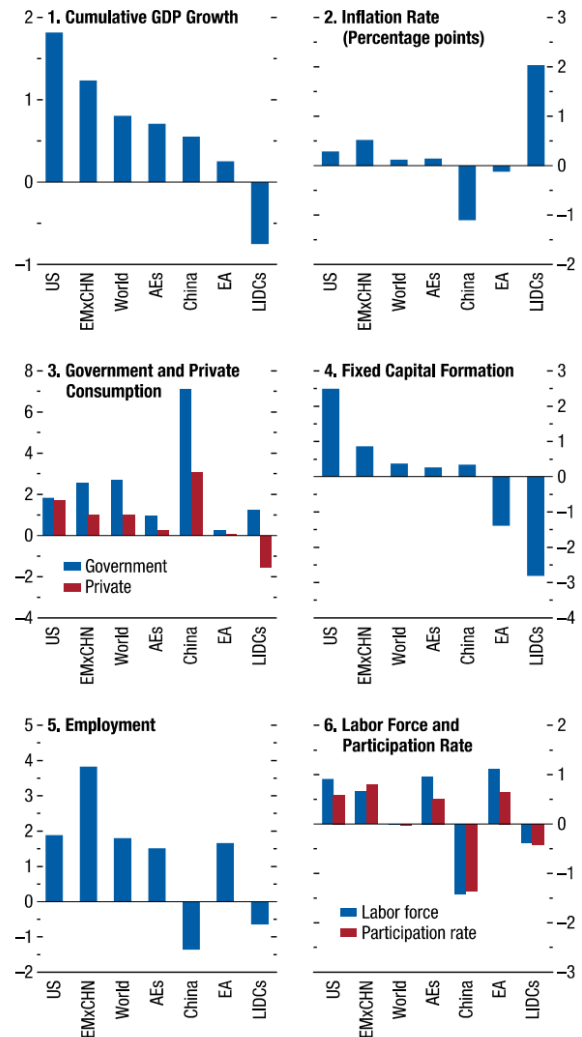
Figure 1.1. Global Inflation Falling as Output Grows



Sources: Haver Analytics; and IMF staff calculations.
 Note: Panels 1 and 2 plot the median of a sample of 57 economies that accounts for 78 percent of *World Economic Outlook* world GDP (in weighted purchasing-power-parity terms) in 2023. Vertical axes are cut off at -4 percent and 16 percent. Panel 3 plots the median of a sample of 44 economies. The bands depict the 25th to 75th percentiles of data across economies. "Core inflation" is the percent change in the consumer price index for goods and services, excluding food and energy (or the closest available measure). AEs = advanced economies; EMDEs = emerging market and developing economies; SAAR = seasonally adjusted annual rate.

Figure 1.2. Performance in 2022–23 Compared with Projections at Time of Cost-of-Living Crisis

(Percent deviation from October 2022 WEO projection, unless noted otherwise)



Source: IMF staff calculations.
 Note: Figure reports latest estimates for cumulative growth in 2022 and 2023 in deviation from October 2022 WEO forecast in all panels except panel 2, which reports the difference between average inflation in 2022 and 2023 and the corresponding October 2022 WEO forecasts. Panel 6 does not include India due to missing data. AEs = advanced economies; EA = euro area; EMxCHN = emerging market and middle-income economies excluding China; LIDCs = low-income developing countries; WEO = *World Economic Outlook*.

Growth Forecast For Emerging Market And Developing Economies

In emerging market and developing economies, growth is expected to be stable at 4.2 percent in 2024 and 2025, with a moderation in emerging and developing Asia offset mainly by rising growth for economies in the Middle East and Central Asia and for sub-Saharan Africa. Low-income developing countries are expected to experience gradually increasing growth, from 4.0 percent in 2023 to 4.7 percent in 2024 and 5.2 percent in 2025, as some constraints on near-term growth ease.

- **Growth in emerging and developing Asia** is expected to fall from an estimated 5.6 percent in 2023 to 5.2 percent in 2024 and 4.9 percent in 2025, a slight upward revision compared with the January 2024 WEO Update. Growth in China is projected to slow from 5.2 percent in 2023 to 4.6 percent in 2024 and 4.1 percent in 2025 as the positive effects of one-off factors—including the post pandemic boost to consumption and fiscal stimulus—ease and weakness in the property sector persists. Growth in India is projected to remain

strong at 6.8 percent in 2024 and 6.5 percent in 2025, with the robustness reflecting continuing strength in domestic demand and a rising working-age population.

- **Growth in the Middle East and Central Asia** is projected to rise from an estimated 2.0 percent in 2023 to 2.8 percent in 2024 and 4.2 percent in 2025, with a downward revision of 0.1 percentage point for 2024 from the January 2024 projections. The revision reflects a downward adjustment in the 2024 growth forecast for Iran driven by lower non-oil activity and oil revenues, as well as for a number of smaller economies.

(Source : [IMF World Economic Outlook April 2024](#))

OVERVIEW OF INDIAN ECONOMY

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 or GDP at Current Prices in the year 2023-24 is estimated at Rs. 293.90 lakh crores (US\$ 3.52 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 269.50 lakh crores (US\$ 3.23 trillion). The growth in nominal GDP during 2023-24 is estimated at 9.1% as compared to 14.2% in 2022-23. 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 first half of FY24. During the period January-March 2024, India's exports stood at US\$ 119.10 billion, with Engineering Goods (25.01%), Petroleum Products (17.88%) and Organic and Inorganic Chemicals (7.65%) 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.

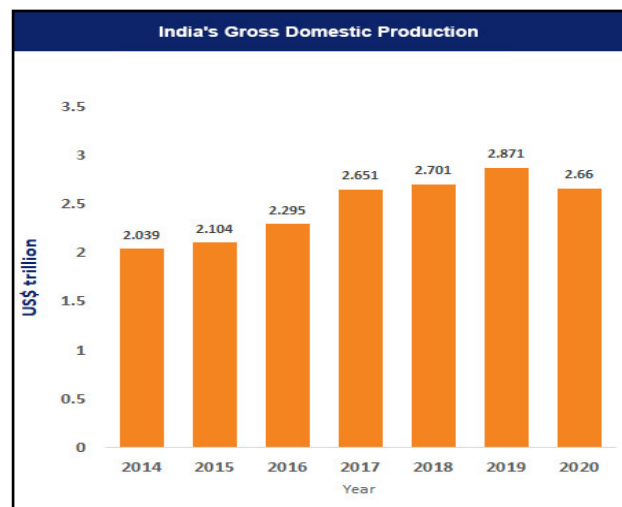
Future capital spending of the government in the economy is expected to be supported by factors such as tax buoyancy, the streamlined tax system with low rates, a thorough assessment and rationalization of the tariff structure, and the digitization of tax filing. In the medium run, increased capital 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 or GDP at Constant (2011-12) Prices in the year 2023-24 is estimated at Rs. 172.90 lakh crores (US\$ 2.07 trillion), against the First Revised Estimates (FRE) of GDP for the year 2022-23 of Rs. 160.71 lakh crores (US\$ 1.92 trillion). The growth in real GDP during 2023-24 is estimated at 7.6% as compared to 7.0% in 2022-23. There are 113 unicorn start-ups in India, with a combined valuation of over US\$ 350 billion. As many as 14 tech start-ups are expected to list in 2024 Fintech sector poised to generate the largest number of future unicorns in India. With India presently has the third-largest unicorn base in the world. 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 period. India's current account deficit (CAD) narrowed to 1.2% of GDP in the October-December quarter. The CAD stood at US\$ 10.5 billion for the third quarter of 2023-24 compared to US\$ 11.4 billion or 1.3% of GDP in the preceding quarter. This was largely due to higher service exports.

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.

- According to HSBC Flash India PMI report, business activity surged in April to its highest level in about 14 years as well as sustained robust demand. The composite index reached 62.2, indicating continuous expansion since August 2021, alongside positive job growth and decreased input inflation, affirming India's status as the fastest-growing major economy.
- As of April 12, 2024, India's foreign exchange reserves stood at US\$ 643.162 billion.
- Merchandise exports in March 2024 stood at US\$ 41.68 billion, with total merchandise exports of US\$ 437.06 billion during the period of April 2023 to March 2024.
- In March 2024, the gross Goods and Services Tax (GST) stood at second highest monthly revenue collection at Rs.1.78 lakh crore (US\$ 21.35 billion), of which CGST is Rs. 34,532 crore (US\$ 4.14 billion), SGST is Rs. 43,746 crore (US\$ 5.25 billion).
- In February 2024, the overall IIP (Index of Industrial Production) stood at 147.2. The Indices of Industrial Production for the mining, manufacturing and electricity sectors stood at 139.6, 144.5 and 187.1, respectively, in February 2024.
- Foreign Institutional Investors (FII) inflows between April-July (2023-24) were close to Rs. 80,500 crore (US\$ 9.67 billion), while Domestic Institutional Investors (DII) sold Rs. 4,500 crore (US\$ 540.56 million) in the same period. As per depository data, Foreign Portfolio Investors (FPIs) invested (US\$ 8.06 billion) in India during January-April 2024.
- According to data released by the Ministry of Statistics & Programme Implementation (MoSPI), India's Consumer Price Index (CPI) based retail inflation reached 5.69% in December 2023.
- Between April 2000–December 2023, cumulative FDI equity inflows to India stood at US\$ 971.52 billion.
- In 2023, India saw a total of US\$ 49.8 billion in PE-VC investments.
- India was also named as the 48th most innovative country among the top 50 countries, securing 40th position out of 132 economies in the Global Innovation Index 2023. India rose from 81st position in 2015 to 40th position in 2023. India ranks 3rd position in the global number of scientific publications.

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:

- The Government of India is expected to increase public health spending to 2.5% of the GDP by 2025.
- 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 'AtmaNirbhar 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 Antodaya Ann Yojna (AAY) & Primary Household (PHH) beneficiaries, called Pradhan Mantri Garib Kalyan Ann Yojana (PMGKAY) from January 1, 2023.
- In the Union Budget of 2022-23, the government announced funding for the production-linked incentive (PLI) scheme for domestic solar cells and module manufacturing of Rs. 24,000 crore (US\$ 3.21 billion).
- In the Union Budget of 2022-23, the government announced a production-linked incentive (PLI) scheme for Bulk Drugs which was an investment of Rs. 2,500 crore (US\$ 334.60 million).
- In the Union Budget of 2022, Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced that a scheme for design-led manufacturing in 5G would be launched as part of the PLI scheme.
- In the Union Budget of 2022-23, the government has allocated Rs. 44,720 crore (US\$ 5.98 billion) to Bharat Sanchar Nigam Limited (BSNL) for capital investments in the 4G spectrum.
- Minister for Finance & Corporate Affairs Ms. Nirmala Sitharaman announced in the Union Budget of 2022-23 that the Reserve Bank of India (RBI) would issue Digital Rupee using blockchain and other technologies.

- In the Union Budget of 2022-23, Railway got an investment of Rs. 2.38 trillion (US\$ 31.88 billion) and over 400 new high-speed trains were announced. The concept of "One Station, One Product" was also introduced.
- To boost competitiveness, Budget 2022-23 has announced reforming the 16-year-old Special Economic Zone (SEZ) act.
- Numerous foreign companies are setting up their facilities in India on account of various Government initiatives like Make in India and Digital India. Prime Minister of India Mr. Narendra Modi launched the Make in India initiative with an aim to boost the country's manufacturing sector and increase the purchasing power of the average Indian consumer, which would further drive demand and spur development, thus benefiting investors. The Government of India, under its Make in India initiative, is trying to boost the contribution made by the manufacturing sector with an aim to take it to 25% of the GDP from the current 17%. Besides, the government has also come up with the Digital India initiative, which focuses on three core components: the creation of digital infrastructure, delivering services digitally, and increasing digital literacy.
- National Bank for Financing Infrastructure and Development (NaBFID) is a bank that will provide non-recourse infrastructure financing and is expected to support projects from the first quarter of FY23; it is expected to raise Rs. 4 trillion (US\$ 53.58 billion) in the next three years.

Road Ahead

In the second quarter of FY24, the growth momentum of the first quarter was sustained, and high-frequency indicators (HFIs) performed well in July and August of 2023. India's comparatively strong position in the external sector reflects the country's positive outlook for economic growth and rising employment rates.

India's economic story during the first half of the current financial year highlighted the unwavering support the government gave to its capital expenditure, which, in 2023-24, stood 37.4% higher than the same period last year. In the budget of 2023-24, capital expenditure took lead by steeply increasing the capital expenditure outlay by 37.4 % in Budget estimate 2023-24 to Rs.10 lakh crore (US\$ 120.12 billion) over Rs. 7.28 lakh crore (US\$ 87.45 billion) in Revised estimate 2022-23. The ratio of revenue expenditure to capital outlay increased by 1.2% in the current year, signalling a clear change in favour of higher-quality spending. Stronger revenue generation because of improved tax compliance, increased profitability of the company, and increasing economic activity also contributed to rising capital spending levels. 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).

Since India's resilient growth despite the global pandemic, India's exports climbed at the second-highest rate with a year-over-year (YoY) growth of 8.39% in merchandise exports and a 29.82% growth in service exports till April 2023. With a reduction in port congestion, supply networks are being restored. The CPI-C inflation reduction from June 2022 already reflects the impact. 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.

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

NON-BANKING FINANCIAL COMPANIES-

A Non-Banking Financial Company (NBFC) is a company registered under the Companies Act, 1956 engaged in the business of loans and advances, acquisition of shares/stocks/bonds/debentures/securities issued by Government or local authority or other marketable securities of a like nature, leasing, hire purchase, insurance business, chit business but does not include any institution whose principal business is that of agriculture activity, industrial activity, purchase or sale of any goods (other than securities) or providing any services and sale/purchase/construction of immovable property. A non-banking institution which is a company and has principal business of receiving deposits under any scheme or arrangement in one lump sum or in instalments by way of contributions or in any other manner, is also a non-banking financial company (Residuary non-banking company).

Non-Banking Financial Companies (NBFC) have rapidly emerged as an important segment of the Indian financial system. Moreover, NBFCs assume significance in the small business segment as they primarily cater to the credit requirements of the unorganised sector such as wholesale & retail traders, small-scale industries and small borrowers at the local level. NBFC is a heterogeneous group of financial institutions, performing a wide range of activities like hire-purchase finance, vehicle financing, equipment lease finance, personal loans, working capital loans, consumer loans, housing loans, loans against shares and investment, etc. NBFCs are broadly divided into three categories namely (i) NBFCs accepting deposits from banks (NBFC-D); (ii) NBFCs not accepting/holding public deposits (NBFC-ND); and (iii) core investment companies (i.e., those acquiring share/securities of their group/holding/subsidiary companies to the extent of not less than 90% of total assets and which do not accept public deposits.)

The segment has witnessed considerable growth in the last few years and is now being recognised as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, customer-oriented services, attractive rates of return on deposits and simplified procedures, etc. While the functions of NBFCs are just like banks, there are few differences between both the institutions. These are: (i) NBFC cannot accept demand deposits; (ii) NBFC is not part of the payment and settlement system as well as it cannot issue cheques drawn on itself and (iii) deposit insurance facility of Deposit Insurance & Credit Guarantee Corporation is not available for NBFC depositors unlike in the case of banks.

(Source: - FOO on RBI website <http://C.rbi.org.in/scripts/FAQView.aspx?Id=71>)

EDUCATION INDUSTRY

India has the largest population in the world in the age bracket of 5-24 years with 580 million people, presenting a huge opportunity in the education sector. India holds an important place in the global education industry. India has one of the largest networks of higher education institutions in the world. However, there is still a lot of potential for further development and improvement in the education system.

With increasing awareness, private Indian players are collaborating with international brands to provide an international standard of education. Private investments in the Indian education sector have increased substantially over the past two decades. The demand for specialised degrees is also picking up with more and more students opting for specific industry-focused qualifications. Higher education institutes in India are focusing on creating online programmes due to the increasing demand from consumers.

With cutting-edge technologies such as AI, ML, IoT and blockchain, India's education sector will redefine itself in the years to come. It has also embraced the Education 4.0 revolution, which promotes inclusive learning and increased employability.

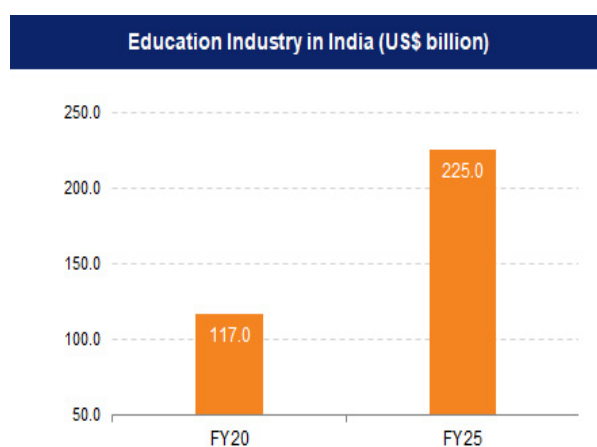
The government has implemented policies like the NEP, which will be fully implemented over the course of this decade starting from 2021-22 and will have a strong focus on high-quality vocational education.

Market Size

The education sector in India was estimated to be worth US\$ 117 billion in FY20 and is expected to reach US\$ 225 billion by FY25.

India K-12 segment growth was valued at US\$ 48.9 billion in 2023. It is, currently, estimated to grow at a rate of 10.7%. Projected to reach an impressive US\$ 125.8 billion by 2032.

India has over 250 million school-going students, more than any other country. India had 43.3 million students enrolled in higher education in 2021-22 with 22.6 million male and 20.7 million female students.



According to UNESCO's 'State of the Education Report for India 2021', the Pupil Teacher Ratio (PTR) at senior secondary schools was 47:1, as against 26:1 in the overall school system.

The Number of colleges in India reached 50,577 in FY25 (as of July 29, 2024) and 43,796 in FY21, up from 42,343 in FY20. The number of universities in India reached 1,284 in FY25 (as of July 29, 2024), up from 760 in FY15.

India had 43.3 million students enrolled in higher education in 2021-22 with 22.6 million male and 20.7 million female students, as against 41.3 million students enrolled in higher education in 2020-21, with 21.2 million male and 20.1 million female students. In 2022-23, there are 8,902 total AICTE-approved institutes in India. Out of these 8,902 institutes, there are 3,577 undergraduate, 4,786 postgraduate and 3,957 diploma institutes.

The Indian edtech market size is expected to reach US\$ 30 billion by 2031, from US\$ 700-800 million in 2021. According to KPMG, India has also become the second largest market for E-learning after the US.

The online education market in India is expected to grow by US\$ 2.28 billion during 2021-2025, growing at a CAGR of almost 20%.

Investments/ Recent Developments

From April 2000-March 2024, Foreign Direct Investment (FDI) equity inflow in the education sector stood at US\$ 9.51 billion., according to the data released by the Department for Promotion of Industry and Internal Trade (DPIIT).

The education and training sector in India has witnessed some major investments and developments in the recent past. Some of them are:

- IIT Bombay has secured the top spot in India in the QS World University Rankings 2025, released on June 5. The global ranking agency reported that 61% of Indian universities have improved their standings compared to last year.
- The Union Budget 2024 introduces a significant financial support program offering loans up to Rs. 10 lakh (US\$ 11,943.31) for higher education in Indian institutions. This includes e-vouchers for one lakh students each year and a 3% reduction in interest rates on these loans.
- Edtech startup ConveGenius has raised US\$7 million, led by UBS Optimus Foundation.
- The National Education Policy (NEP) 2020 has been a cornerstone in driving comprehensive reforms in higher education, with the overarching goal of increasing the gross enrolment ratio (GER) to 50% by 2035.
- A total of 91 Indian institutions have been included in the Times Higher Education World University Rankings 2024, up from 75 in 2023.
- India overtakes China as fourth most numbers of universities in Times Higher Education University Rankings 2024
- Under the Interim Budget 2024-25, the Department of School Education & Literacy's budget allocation for FY 2024–2025 is Rs. 73,498 crores (US\$ 8.82 billion), the highest amount ever.
- In December 2023, UNICEF, and its global partnerships platform Generation Unlimited (also known as YuWaah in India) partnered with key organisations committed to working towards a green future for children and young people as a part of the Green Rising India Alliance.
- Prime Minister Mr. Narendra Modi, in July 2023, laid the foundation stone for three new buildings at Delhi University — the faculty of technology, a computer centre, and an academic block.
- In September 2023, the government launched the Skill India Digital (SID) platform to make skill development more innovative, accessible, and personalised with a focus on digital technology and Industry 4.0 skills.
- In September 2023, a three-year partnership called "Education to Entrepreneurship: Empowering a Generation of Students, Educators, and Entrepreneurs" was launched by the Ministry of Education and the Ministry of Skill Development and Entrepreneurship, and Meta in New Delhi.
- In August 2023, Union Minister of Education Mr. Dharmendra Pradhan unveiled the National Curriculum Framework for School Education (NCF), which has been developed based on the National

Education Policy (NEP), 2020 vision. As per that, in order to guarantee that students have adequate time and opportunity to perform successfully, board exams will be offered at least twice a year.

- In August 2023, Amazon India launched the third edition of Machine Learning (ML) Summer School. This program aims to provide students with the opportunity to learn key ML technologies from Scientists at Amazon.
- In July 2023, the Indian government announced a new free AI training course as part of its India 2.0 program. Developed in a collaborative effort between Skill India and GUVI, the program proudly holds accreditations from the National Council for Vocational Education and Training (NCVET) and IIT Madras.
- In November 2022, the Indira Gandhi National Open University (IGNOU) launched an online MA programme in Sustainability Science.
- Under the revised curriculum as per the provisions of the National Education Policy (NEP) 2020, students of BA-LLB (five-year integrated law course) of Allahabad University (AU) will be taught about disaster management.
- As per the QS World University Rankings 2023, India is home to 41 out of almost 1,500 top global institutions in the world, with the Indian Institute of Science in Bengaluru being the highest-ranked institution in the country at rank 155.
- GSV Ventures, a US-based venture capital firm focusing exclusively on edtech companies globally, intends to increase its investments in India's struggling edtech sector despite significant layoffs and funding challenges.
- In October 2022, Byju's raised US\$ 250 million from its existing investors, including Qatar Investment Authority (QIA).
- In September 2022, UnfoldU Group, India's leading online education player, announced plans to enter the space of Metaverse education.
- In August 2022, Edtech startup Sunstone, which offers higher education programmes, raised US\$ 35 million in funding, with participation from Alteria Capital and WestBridge Capital.
- In August 2022, Bharti AXA Life announced a partnership with Great Learning, a leading global edtech company, to curate and develop a Post Graduate Program in life insurance sales.
- Nine Indian institutes - the Indian Institute of Science (IISc) in Bengaluru and eight Indian Institutes of Technology (IITs) - were among the top 500 universities in the QS World University Rankings 2023.
- Indian edtech startups have received total investment of US\$ 3.94 billion across 155 deals in FY22. Growth-stage funding rounds accounted for about 60% of the deals in EdTech space in terms of deal count, with an average ticket size of US\$ 10 million in H1 CY23. In H2 CY22, Byju's and UpGrad each raised a substantial sum of money—more than US\$ 200 million.
- In June 2022, Pfizer India and the Americares India Foundation launched the OPEN AMR – an online education platform for nurses to learn anti-microbial resistance.
- In June 2022, edtech platform PhysicsWallah became India's 101st unicorn by raising US\$ 100 million in a Series-A funding round from WestBridge Capital and GSV Ventures, valuing the company at US\$ 1.1 billion.
- In June 2022, edtech unicorn UpGrad raised US\$ 225 million in a funding round that included Lupa Systems LLC and US testing and assessment provider Educational Testing Service, valuing the company at US\$ 2.25 billion.
- In June 2022, Amazon India launched the second edition of Machine Learning (ML) Summer School, with the aim to provide students the opportunity to learn important ML technologies from Amazon scientists, making them ready for careers in science.
- India had 89 universities in Times Higher Education Emerging Economies University Rankings 2022, behind Russia with 100 and China with 97.
- In February 2022, the AICTE - backed by AWS Academy and EduSkills - launched a two-month virtual internship program in AI for 5,000 students. The course duration is two months, and the students will receive a certificate and a digital badge upon completion.
- In February 2022, education-focused fintech firm Propelld raised US\$ 35 million from in a series-B funding round from WestBridge Capital, Stellaris Venture Partners, India Quotient, and others.
- In February 2022, the Tech Mahindra Foundation, the company's CSR arm, partnered with Amazon Internet Services Private Limited (AISPL) to help underemployed or unemployed people get started in cloud computing. The AWS re/Start programme was a 12-week in-person skills-based training programme that covers foundational AWS Cloud abilities, as well as practical job skills like interviewing and resume writing to assist individuals in preparing for entry-level cloud positions.
- In October 2021, Teachmint was valued at US\$ 500 million after a US\$ 78 million funding round.

- In October 2021, Byju's raised Rs. 2,200 crore (US\$ 300 million) to increase the company's valuation from US\$ 16.4 billion in 2020 to US\$ 18 billion in 2021.

Government Initiatives

Some of the other major initiatives taken by the Government are:

- According to the Union Budget 2024-25:
- The government allocated Rs. 73,498 crore (US\$ 8.83 billion) for the Department of School Education and Literacy in FY25, an increase of 19.56% compared with the Union Budget 2023-24.
- The government has allocated 5.72 billion (47,619.77 crores) to Department of Higher Education in FY2024-25 an increase of 7.99% from previous year.
- Allocation towards the Samagra Shiksha Scheme increased to US\$ 4.51 billion (Rs. 37,500 crores) in FY25.
- In March 2024, Union Minister of Education and Skill Development & Entrepreneurship launched various initiatives namely, District Institutes of Education and Training (DIETS) of Excellence and National Mission for Mentoring. This program is to strengthen teacher training.
- Financial assistance, totalling to US\$ 1.08 billion (Rs 9,000 crores) will be delivered to States/UTs for upgradation of all DIETs to develop them as DIET of Excellence in the country in a phased manner in the next five years.
- In May 2024, Department of Higher Education, Ministry of Education, launched the 'Capacity Building on Design and Entrepreneurship (CBDE)' program. This program target to build a problem-solving approach that encourages creative and innovative solutions in students.
- In August 2023, Union Minister for Education and Skill Development & Entrepreneurship, Mr. Dharmendra Pradhan the National Curriculum Framework for School Education (NCF-SE), marking an important and transformative step towards the implementation of the National Education Policy 2020. The development of the NCF-SE was guided by a vision to align education with the demands of the 21st century and the ethos of the Indian knowledge system.
- In the Union Budget2023, it was announced that District Institutes of Education and Training to be developed as vibrant institutes of excellence for teachers' training.
- In Union Budget2023, it was announced that a National Digital Library for Children and Adolescents to be set up for facilitating the availability of quality books across geographies, languages, genres and levels, and device-agnostic accessibility.
- 100% FDI under automatic route is allowed in the Indian education sector.
- In November 2022, Minister of Education and Skill Development & Entrepreneurship, Mr. Dharmendra Pradhan, suggested constituting a joint working group between India and Zimbabwe on education, skill development and capacity building.
- To liberalise the sector, the Government has taken initiatives such as the National Accreditation Regulatory Authority Bill for Higher Education and the Foreign Educational Institutions Bill.
- In July 2022, Prime Minister Mr. Narendra Modi inaugurated a three-day Akhil Bharatiya Shiksha Samagam at Varanasi to discuss how the implementation of the National Education Policy 2020 can be taken further across the country with various stakeholders.
- As part of a comprehensive initiative known as PM eVIDYA, the Department of School Education and the Ministry of Education were recognised by UNESCO for their use of information and communication technology (ICT) during the COVID-19 pandemic.
- The Department of School Education and Literacy (DoSE&L), Ministry of Education, has planned to solicit opinions from various stakeholders through an online public consultation survey. This will be helpful in gathering very useful and important inputs for the formulation of the National Curriculum Framework.
- The government schemes of Revitalising Infrastructure and System in Education (RISE) and Education Quality Upgradation and Inclusion Programme (EQUIP) are helping the government tackle the prominent challenges faced by the education sector.
- Under the Interim Budget 2024-25, the Department of School Education & Literacy's budget allocation for FY 2024–2025 is Rs. 73,498 crores (US\$ 8.82 billion), the highest amount ever.
- In February 2022, the Central Government approved the "New India Literacy Programme" for the period FY22-27 to cover all the aspects of adult education to align with the National Education Policy 2020 and Budget Announcements 2022-23.

- In February 2022, the Ministry of Education approved the scheme of Rashtriya Uchchatar Shiksha Abhiyan (RUSA) to continue till 2026.
- The National Education Policy (NEP) 2020 emphasis on early childhood care and education. The 10+2 structure of school curricula is to be replaced by a 5+3+3+4 curricular structure corresponding to ages 3-8, 8-11, 11-14, and 14-18 years, respectively.
- The Cabinet accepted the continuance of the Samagra Shiksha School Education Scheme in 2021 from April 1, 2021-March 31, 2026.
- In October 2021, the NSDC launched the largest 'Impact Bond' in India with a US\$ 14.4 million fund, to help 50,000 youngsters in the country acquire skills necessary for employment.
- In September 2021, NISHTHA 3.0 Foundational Literacy and Numeracy (FtN) was released for teachers and school administrators of pre-primary to class V in an online fashion on the DIKSHA platform.

Road Ahead

In 2030, it is estimated that India's higher education will:

- Combine training methods that involve online learning and games, and it is expected to grow by 38% in the next 2-4 years.
- Adopt transformative and innovative approaches in higher education.
- Have an augmented Gross Enrolment Ratio (GER) of 50%.
- Reduce state-wise, gender-based and social disparity in GER to 5%.
- Emerge as the single largest provider of global talent with one in four graduates in the world being a product of the Indian higher education system.
- Be among the top five countries in the world in terms of research output with an annual R&D spend of US\$ 140 billion.
- Have more than 20 universities among the global top 200 universities.

Various government initiatives are being adopted to boost the growth of the distance education market, besides focusing on new education techniques such as E-learning and M-learning. The Government of India has taken several steps including opening of IITs and IIMs in new locations, as well as allocating educational grants for research scholars in most government institutions. Furthermore, with the online mode of education increasingly being used by several educational organisations, the higher education sector in India is set for major change and development in the years to come.

(Source: <https://www.ibef.org/industry/education-sector-india>)

NBFC: Growing in prominence

- Non-banking financial companies (NBFCs) are rapidly gaining prominence as intermediaries in the retail finance space
- NBFCs finance more than 80% of equipment leasing and hire purchase activities in India
- The public funds of NBFCs increased from US\$ 278.23 billion in 2016 to US\$ 470.74 billion in 2020 at a CAGR of 14.04%.
- There were 9,356 NBFCs registered with the RBI as of September, 2023.
- In December 2020, the Reserve Bank of India issued a draft circular on the declaration of dividends by NBFCs, wherein it proposed that NBFCs should have at least 15% Capital to Risk-Weighted Assets Ratio (CRAR) for the last 3 years, including the accounting year for which it proposes to declare a dividend.
- In July 2021, Rajya Sabha approved the Factoring Regulation (Amendment) Bill in 2020, enabling ~9,000 NBFCs to participate in the factoring market. The bill also gives the central bank the authority to establish guidelines for improved oversight of the US\$ 6 billion factoring sector.
- On September 30, 2021, the Reserve Bank of India communicated that the applicable average base rate to be charged by non-banking financial companies - micro finance institutions (NBFC-MFIs) to their borrowers for the quarter beginning October 1, 2021, will be 7.95%.
- On September 29, 2021, SBI announced that it has signed an agreement with three non-banking finance company-microfinance institutions (NBFC-MFIs) for co-lending to joint liability groups (JLGs).

- On January 25, 2023, Legal and insolvency financing start-up LegalPay entered into a joint venture with Goldi Solar Group to launch Padmalaya Finserve. The NBFC plans to disburse Rs. 1,000 crore (US\$ 121 million) towards legal expenses by FY24.

Recent Trends

1. INSURANCE SECTOR

- New distribution channels such as bank assurance, online distribution and Non-Banking Financial Companies (NBFCs) have widened the reach and reduced operational costs.
- In November 2020, LIC took initiatives to facilitate quicker proposal completion by launching a digital application – ANANDA.
- India's general insurance market is expected to grow at a compound annual growth rate (CAGR) of 7.1% during 2024-2028.

2. MOBILE WALLETS

- As the RBI allows more features such as unlimited fund transfer between wallets and bank accounts, mobile wallets will become strong players in the financial ecosystem.
- India's mobile wallet industry is estimated to grow at a CAGR of 23.9% between 2023 and 2027 to reach US\$ 5.7 trillion.
- In February 2024, Unified Payments Interface (UPI) recorded 12.10 billion transactions worth Rs. 18.28 lakh crore (US\$ 220.77 billion).

3. DIGITAL TRANSACTIONS

- Indian companies are strengthening their footprint on foreign shores, enhancing geographical exposure. India's digital payment is estimated to increase to US\$ 1 trillion by 2023.
- In the Union budget of 2022-23, India has announced plans for a central bank digital currency (CBDC) which will be known as Digital Rupee.
- The number of transactions through immediate payment service (IMPS) reached 534.6 million (by volume) and amounted to Rs. 5.58 trillion (US\$ 68.61 billion) in February 2024.
- In August 2021, Prime Minister Mr. Narendra Modi launched e-RUPI, a person and purposespecific digital payment solution.
- Digital payment platforms for rural India: – In August 2021, Neokred, an open banking stack that delivers curated versions of issuance in the payment ecosystem, teamed with Virenxia, a provider of integrated and sustainable solutions for rural transformation and development, to launch the 'The Kisan Card,' a special payment card for Indian farmers.

4. NBFCs

- NBFCs have served the non-banking customers by pioneering into retail asset-backed lending, lending against securities and microfinance. NBFCs aspire to emerge as a one-stop shop for all financial services.
- In July 2021, Rajya Sabha approved Factoring Regulation (Amendment) Bill in 2020, enabling ~9,000 NBFCs to participate in the factoring market. The bill also gives the central bank the authority to establish guidelines for improved oversight of the US\$ 6 billion factoring sector.

Fintech

Digital lending, an industry body has reported a 49% surge in disbursements by its 37 member entities, reaching US\$ 17.53 billion (Rs.1.46 lakh crore) in the financial year 2023-24. The Fintech Association for Consumer Empowerment (FACE) stated that the number of loans disbursed grew by 35% to over 10 crore borrowings in FY24. The industry body acknowledged the Reserve Bank's public expression of concerns regarding some practices adopted by digital lenders and the formulation of draft guidelines for their operations. However, FACE's chief executive Mr. Sugandh Saxena, highlighted that digital lending sector is responsibly driving ahead with a sharp focus on customer-centricity, compliance, risk management and sustainable business models.

In the March quarter, companies disbursed 2.69 crore loans worth US\$ 4.84 billion (Rs. 40,322 crore) at an average ticket size of US\$ 161 (Rs. 13,418). The average ticket size for loans disbursed in FY24 stood at US\$ 151

(Rs. 12,648), as compared to US\$ 133 (Rs. 11,094) in FY23, according to the data shared by the industry body. The report further revealed that 70% of the disbursements were made by 28 companies, which are registered as non-banking finance companies or have an in-house NBFC. These companies have experienced a much higher growth rate.

During the fiscal year, companies raised US\$ 230 million (Rs. 1,913 crore) in equity and US\$ 1.95 billion (Rs. 16,259 crore) in debt, though the equity raised was lower compared to FY23 for the companies that reported data. Additionally, 9 companies that reported data for the First Loss Default Guarantee (FLDG) had 51 portfolios worth US\$ 1.09 billion (Rs. 9,118 crore), with 94% of the portfolio value having FLDG arrangements with coverage between 4-5%. The data also revealed that 83% of the companies reported being profitable, compared to 76% in FY22.

(Source: <https://www.ibef.org/industry/financial-services-presentation>)

OUR BUSINESS

To obtain a complete understanding of our Company and its business, prospective investors should read this section in conjunction with “Risk Factors”, “Industry Overview”, “Management’s Discussions and Analysis of Financial Condition and Results of Operations” and “Restated Financial Information” on page 27, 105, 221 and 165 respectively contained in this Draft Red Herring Prospectus.

Our fiscal year ends on March 31 of each year, so all references to a particular “Fiscal” and “Fiscal Year” are to the 12-months period ended March 31 of that fiscal year. All references to a year are to that Fiscal Year, unless otherwise noted. Unless otherwise indicated, the financial information included herein is based on our Restated Financial Statements on page 165 of this Draft Red Herring Prospectus.

We have, in this Draft Red Herring Prospectus, included various operational performance indicators, some of which may not be derived from our Restated Financial Statements and may not have been subjected to an audit or review by our Statutory Auditor. The manner in which such operational performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other companies in same business as of our Company in India and other jurisdictions. Investors are accordingly cautioned against placing undue reliance on such information in making an investment decision and should consult their own advisors and evaluate such information in the context of the Restated Financial Statements and other information relating to our business and operations included in this Draft Red Herring Prospectus.

Overview

We are an education focused non-banking finance company – non deposit (“NBFC”) provides fee financing solutions to young, economically weaker and low to middle income group customers. We enter into an arrangement with educational institutions like schools, colleges, vocational training institutes, coaching centres and edtech companies wherein they furnish us with leads. As on March 31, 2024 we had an arrangement with more than 600 institutions and more than 150 tie-up arrangements were active from Fiscal 2022 to Fiscal 2024. Our loans have a tenure of average 19 months at origination and as on March 31, 2024, the average ticket size of our loans was ₹ 1,40,000. We have an expansive footprint in 15 states and 1 union territory. For education loan, our AUM is stood at Rs. 688.24 Lakhs as on March 31, 2024 accounted for 53.42% of our total AUM and diversified across India with 10.12% in the North (Delhi, Uttar Pradesh, Haryana, Punjab, Madhya Pradesh, Rajasthan and Uttarakhand), 65.15% in the South (Karnataka, Tamil Nadu and Telangana), 14.36% in the East (Assam, Bihar, Jharkhand and West Bengal,) and 10.36% in the West (Gujarat and Maharashtra). We have witnessed disbursement growth, at a CAGR of 11.99% between Fiscal 2022 and Fiscal 2024. As on March 31, 2024 we had loans outstanding to 2348 students attending 197 universities / colleges / institutes in India.

Further under our B2B business model, we offer unsecured loans to educational institutions to meet their business requirements and also to body corporates who end uses for educational purposes. As of March 31, 2024, our B2B Portfolio had an AUM of ₹ 600.14 lakhs and accounted for 46.58% of our total AUM. As of March 31, 2024, we had outstanding loans to 6 educational institutions and body corporates in India.

Our Company commenced our lending business to parents and students during the financial year 2016. Subsequently, from the Fiscal 2020, we have migrated from traditional NBFC into a fintech company with focus on technology driven seamless customer journey. In the year 2023, we have introduced ‘PULSE’, a loan origination platform capable of on-boarding and disbursing loans. We believe leveraging of technology and data-science, lending have been made quick and easy which will provide us with greater synergies. We have robust and comprehensive systems and processes for underwriting, collections and monitoring asset quality. We evaluate student’s profiles on various parameters, including KYC verification, credit bureau score and income potential, among other factors. While we carry out our underwriting operations primarily based on the creditworthiness of the student, we include parents or employed siblings as co-borrowers. Our approach enables us to create customized solutions for students and also, enable students to benefit from flexible payment options. These systems and processes are also technology enabled across our front office and back office with a view to ultimately digitize the entire life cycle of a loan from origination to closure. We also have an internally developed credit assessment model and have digitized monthly collections from customers to the extent possible to reduce processing and improve collection efficiency. These measures will further improve our operational efficiency by improving processing times and productivity.

We enabled unsecured loans for course / academic fees with a completely digital automated loan processing capability from borrower onboarding to disbursement that includes borrower credentials validation through real

time integrated application programming interfaces ("APIs"). We have enabled real time integration with credit bureaus to perform analysis of borrower tradeline reports for quicker decision making in loan processing. We have an integrated customer relationship management and loan management system set up on a cloud-based platform. This provides us with connectivity and access to real time information with a holistic view of the profile of all our customers, throughout the loan lifecycle. We believe that our digital lending process is the key differentiators driving business growth. Our digitized loan process and tailor-made solutions to the customer with cashless disbursements aims to minimize fraud and theft, and ensure reduced turnaround time i.e.; 1-2 days.

Our complete portfolio of loans sourced from in-house origination / through active tie-ups. Leveraging our significant operational experience, we have set up stringent credit quality checks and customised operating procedures that exist at each stage for comprehensive risk management. We generate real-time reports to analyse and monitor disbursements and collections. Our underwriting process has allowed us to manage defaults and NPAs for the Fiscals 2024, 2023 and 2022. Our Gross NPA was ₹ 269.60 Lakhs, nil and nil for Fiscals 2024, 2023 and 2022 respectively, and Net NPA was ₹ 242.64 Lakhs, nil and nil for Fiscals 2024, 2023 and 2022 respectively.

We secure financing from a variety of sources including unsecured loan from directors, term loans and overdraft facility/ working capital facilities, to meet our capital requirements. As of Fiscals 2024, 2023, and 2022 our total borrowings were ₹ 1,762.49 lakhs, ₹ 1,821.68 lakhs and ₹ 1,443.09 lakhs respectively.

As of the date of this Draft Red Herring Prospectus, we have entered into a co-lending agreement with a PSU Bank. With the aim of collaborating with other lender, we will be able to achieve our goal of financial inclusion while penetrating deeper across geographies and creating sustainable growth having substantial societal impact. Our co-lending strategy is focused on establishing alliances with other lender to maximize benefits for our customers while optimizing and managing risk and retaining customer loyalty.

We have an experienced and dedicated management team with our senior management having an average twelve years of industry experience and who have demonstrated their ability to deliver growth and profitability, across business cycles. We believe the significant business expertise of our management team positions us well to capitalize on future growth opportunities. Each of them has extensive experience in the banking or related industry such as finance, commercial operations, strategy, audit, business development, human resources, compliance and public relations.

The following table sets forth certain key financial and operational information, as of and for the Financial Years indicated below:

Financial KPIs

A list of certain financial data, based on our Restated Financial Information is set out below for the indicated Fiscals:

(₹ in Lakhs, unless otherwise specified)

Particulars	As at and for the financial year ended March 31, 2024	As at and for the financial year ended March 31, 2023	As at and for the financial year ended March 31, 2022
Networth	649.45	470.98	465.94
Capital Adequacy Ratio	26.59%	17.23%	18.09%
Total Income	1414.36	389.22	320.03
Interest Income	303.30	294.59	232.07
Net Interest Income	72.93	198.47	160.43
Net Interest Margin	5.97%	16.36%	14.48%
PAT	222.97	6.30	0.31
Gross NPA	269.60	-	-
Net NPA	242.64	-	-
Earnings per share			
Basic	4.56	0.13	0.01
Diluted	4.48	0.13	0.01

As certified by G.C. Bafna & Co., Chartered Accountants pursuant to their certificate dated September 25, 2024.

Notes:

(1) Net worth: Net worth of our Company 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, write-back of depreciation and amalgamation.

- (2) *Capital adequacy ratio: This is computed (on a standalone basis) by dividing our Tier I and Tier II capital by risk weighted assets (computed in accordance with the relevant RBI guidelines).*
- (3) *Total Income: This represents the Total Income for the relevant year.*
- (4) *Interest Income represents the Total Interest income for the relevant year.*
- (5) *Net Interest Income or "NII": Represents the difference between total interest income and finance cost for the relevant year.*
- (6) *Net Interest Margin: This represents the difference between total interest income and finance costs divided by the average of interest earning assets for the year. Interest Earning Assets represents the aggregate of term loans (gross), balances with banks in fixed deposit accounts; and investments in government securities outstanding as of the last day of the relevant year.*
- (7) *Net profit for the year: This represents the difference between total interest income and finance costs divided by the average of interest earning assets for the year. Interest Earning Assets represents the aggregate of term loans (gross), balances with banks in fixed deposit accounts; and investments in government securities outstanding as of the last day of the relevant year.*
- (8) *Gross NPA: This is computed by dividing the Gross carrying amount of Stage 3 loans with term loans (gross) outstanding as of the end of the relevant year.*
- (9) *Net NPA: This is computed by dividing the Net carrying amount of Stage 3 loans with term loans (gross) outstanding as of the end of the relevant year. Net carrying amount of Stage 3 loans represent Gross carrying amount of Stage 3 loans reduced by specific impairment loss allowance for Stage 3 loans as at the end of relevant year.*

Operational KPI

Particulars	As at and for the financial year ended March 31, 2024	As at and for the financial year ended March 31, 2023	As at and for the financial year ended March 31, 2022
AUM ⁽¹⁾	1,288.38	1,201.72	1,266.85
AUM Growth (%) ⁽²⁾	7.21%	(5.14) %	0.00%
Cost of Borrowings ⁽³⁾	12.85%	5.89%	5.81%
Disbursements ⁽⁴⁾	2228.96	1685.66	1777.28
Disbursements Growth ⁽⁵⁾	32.23%	(5.16) %	59.05%
Net Income to Average Total Assets ⁽⁶⁾	8.55%	0.35%	0.02%
Return on Total Average Assets (%) ⁽⁷⁾	8.71%	0.26%	0.02%
Return on Equity ⁽⁸⁾	31.86%	1.32%	0.07%

As certified by G.C. Bafna & Co., Chartered Accountants pursuant to their certificate dated September 25, 2024.

Notes:

(1) AUM represents represents the aggregate of principal outstanding of loan originated by our Company (including assignees share of loan portfolio transferred under direct assignment and/ or colending transactions) and loan portfolio purchased under direct assignment, as on last day of the relevant year.

(2) AUM Growth represents percentage growth in AUM for the relevant year over AUM of the previous year end.

(3) Cost of Borrowings represents total finance cost divided by average total borrowings.

(4) Disbursements is the aggregate of all loan amounts paid to/ on behalf of customers, including disbursements in tranches, in the relevant year. The definition also covers overall disbursements at company level as well as at product level.

(5) Disbursements Growth represents percentage growth in Disbursement for the relevant year over Disbursement of the previous year end. The definition also covers overall disbursements at company level as well as at product level.

(6) Net Income to Average Total Assets represents profit divided by average of total assets for the year.

(7) Return on Total Average Assets (%) represents net profit for the year divided by average of total assets for the year.

(8) Return on Equity (%) This is calculated by dividing net profit for the year with average of Total Equity. Total Equity represents aggregate of Equity share capital and Other Equity as of the end of the relevant year.

Our Strengths

Tailormade Solutions for Educational Institute:

We have been able to introduce innovative financing solutions so as to meet the industry demand with the changing eco system. Since every segment has its unique requirement, the demand of an Edtech will differ from that of a coaching centre. The ability to customize the commercial to meet the requirement of the educational institute makes us unique. Educational Institute expects us to be flexible towards repayment tenure of the loan, pricing of the loan, disbursement pattern etc.

Technology driven and scalable operating model

We have implemented a paperless approach to customer acquisition and onboarding. We have established systems and processes from sales to risk management and collections. Most of our systems and processes are in-house or have licensed from known service providers. This enables better monitoring and quality control of our services and helps in reducing the turnaround time for loan approvals, sanction and disbursement. Our information technology systems allow us to leverage economies of scale to increase productivity and reduce turnaround times and transaction costs. Our systems aim to facilitate a sanction within an average turnaround time of 1 -2 working days, which is calculated from the time we collate all customer information in our database to the sanctioning of the loan. We believe that the incorporation of information technology in our service delivery mechanisms and operating model promotes uniformity in our operations and positions us well to expand our business that offer growth opportunities. During the Fiscal 2024, 2023 and 2022 our information technology capitalised aggregated to ₹ 25.92 Lakhs, ₹ 338.03 Lakhs and ₹ 171.02 Lakhs.

Risk management and credit scoring model

There is strong focus on both credit quality and pricing to ensure that our growth is sustainable and profitable. We have been successful in building internal credit scoring model across rich data points available. We believe that evaluation of prospects for Fee Financing involves specialized approach that traditional lenders are not able to meet. This provides us a significant advantage over traditional lenders who, are largely dependent on excessive paperwork and manual evaluation which can be tedious and time-consuming. Our collections capability comprises digital reminders and follow-ups for payments, tele-calling and on-ground collection management. Allocation of delinquent loans to these channels is driven by back-end analytics and payment behaviour to maximize on overall debt management efficiencies.

Stable and experienced management team

We believe that the long-standing industry experience of our Promoters and our management team provides us with an understanding of the needs and behaviour of the clients spread across various segments. We believe that this expertise gives us a competitive advantage in this industry and has helped us in maintaining our resilience through industry cycles including covid period.

We have a strong, experienced and dedicated management team, including KMPs and SMPs with significant industry experience and who have demonstrated their ability to deliver growth and profitability, across business cycles. Each of them has extensive experience in the banking or related industry such as finance, commercial operations, strategy, audit, business development, human resources, compliance and public relations.

Wide geographical Presence

We strive to be a low-cost, lean, and efficient digital lending Company having locational presence currently in three states West Bengal, Karnataka and Maharashtra, that leverages technology and our existing network to channel our products and services. We have an expansive footprint in 15 states and 1 union territory. For education loan, our AUM is stood at Rs. 688.24 Lakhs as on March 31, 2024 accounted for 53.42% of our total AUM and diversified across India. We plan to further grow our business operations by mining deeper and attracting new customers in our existing markets that remain relatively untapped as well as by entering new regions PAN India where borrowers are underserved and there is lower penetration by finance companies. In addition, we would seek to establish new offices in areas that are adjacent states to our existing markets, or which may have similar customer demographics and financing needs.

Please find details of portfolio concentration in below for Fiscals 2024, 2023 and 2022.

Portfolio concentration

Particulars	March 31, 2024		March 31, 2023		March 31, 2022	
	No of A/c	AUM (₹ in Lakhs)	No of A/c	AUM (₹ in Lakhs)	No of A/c	AUM (₹ in Lakhs)
Andhra Pradesh	-	-	1	0.10	4	0.85
Assam	11	0.7	-	-	-	-
Bihar	4	0.3	-	-	-	-
Delhi	269	44.27	34	15.30	33	10.45
Gujarat	26	2.0	-	-	2	0.02
Haryana	65	13.6	-	-	-	-
Jharkhand	1	0.0	-	-	4	0.37
Karnataka	726	857.56	842	827.5	544	487.13
Madhya Pradesh	2	0.4	-	-	2	0.49
Maharashtra	504	123.94	509	203.3	706	427.56
Punjab	2	0.2	-	-	2	0.27
Rajasthan	16	3.6	-	-	-	-
Tamil Nadu	17	4.1	4	0.38	5	2.80
Telangana	67	14.2	54	14.20	165	89.13
Uttarakhand	1	0.1	-	-	-	-
Uttar Pradesh	60	7.5	25	14.04	2	0.25
West Bengal	583	215.91	319	126.9	417	247.53
Total	2354	1288.38	1788	1201.72	1886	1266.85

Our Strategies

Grow existing lines of business

We are committed to growing our existing product lines by attracting new users and driving engagement from existing customers through a continuously improving user experience by providing tailored services that integrate with our existing offerings. We intend to diversify our product offerings, particularly by expanding into secured lending and broadening our B2B & B2C unsecured lending operations. These initiatives are aimed at increasing our business volumes while achieving a more balanced and diversified portfolio.

We plan to do this through the following initiatives:

- Further enhance our product proposition: We will continue to monitor customer sentiment, usage behaviour and customer actions to further enhance our view on customer needs and pain-points. This better understanding will enable us to enhance the attractiveness of our products for customers. We also intend to have larger share of wallet across segments where we make more margin.
- Making customer journeys more seamless/straight through: We will focus on reducing TAT and making the process more streamlined by improving our operating model.

Continued investment in technology and data science capabilities

As we grow our operations, we anticipate being required to strengthen our digital presence to enable cashless and paper-free transactions across geographies. Our digital solutions adhere to regulatory requirements and maintaining data security. We have made significant investments in our technology infrastructure and data analytics capabilities to strengthen our offerings and customer experience. Going forward, we plan to continue to develop and invest in technology for increasing our digital capabilities for improving onboarding, underwriting, business analytics, borrower experience, borrower retention, governance, risk management, improving data security infrastructure and cyber security components, and building our tolerance to cybersecurity risks. Further, we will focus on hiring and retaining strong technology talent. We also plan to develop models to indicate early warning signals for better portfolio monitoring.

Enhance our Brand Recall to Attract New Customers

We believe that having a strong recognizable brand is a key attribute in our business, which will help us attract and retain customers, increases customer confidence and influences purchase decisions. Having a strong and recognizable brand will also assist us in recruiting and retaining employees. We intend to continue to undertake initiatives to increase the strength and recall of our brand - 'Neev' to attract new customers. For the fiscal 2024, 2023 and 2022 we had served the institution as stated below:

(₹ in Lakhs)

Particulars	As at and for the financial year ended March 31, 2024	As at and for the financial year ended March 31, 2023	As at and for the financial year ended March 31, 2022
K-12	92.28	133.32	45.69
Upskilling	1.91	3.29	7.02
Edtech	138.49	103.60	82.63
Institution	91.83	127.84	176.17
Others*	1,074.49	12.46	8.54
Total	1,399.00	380.50	320.03

*Others includes Sale of Shares, Bad Debt Recovery, Interest Other than loan, Fees & Other Incidental Charges, STCG and Commission & MOU Charges from Institute.

We seek to build our brand by engaging with existing and potential customers' through customer literacy programs, sponsor popular events and advertise in hoardings and in other advertising media. As of Fiscals 2024, 2023 and 2022, we have spent ₹ 4.83 lakhs, ₹ 2.68 lakhs and ₹ 1.38 lakhs, constituting 0.40 %, 0.70 % and 0.43 %, respectively of our total expense on marketing and business promotion.

Leverage our Network, Domain Expertise and Data to Enhance Product Offering

We plan to continue to focus on fee financing offerings and increase our presence. While we intend to continue to focus on our core business of providing financing service, we believe additional products and cross-selling opportunities would also help strengthen our relationship with our customers and enable higher customer retention. We believe that our large customer base provides significant opportunities from increased cross-selling and up-selling of products and services.

We operate on a pan-India basis and our distribution network comprises of our in-house sales team and tie-up with education institution. As on March 31, 2024 we have association of more than 3 years with 25 active tie-ups. The table below sets out the number of active tie-ups and in-house sales team numbers as on March 31, 2024, March 31, 2023 and March 31, 2022.

Particulars	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Number of Active tie-ups	197	176	209
In-house sales team	9	17	30

Our Co-lending arrangements

We have entered into a co-lending arrangement with PSU Bank on September 09, 2022. As part of growth strategy, our Company propose to enter into co-lending arrangement with other banks to increase its loan book by spreading the lending risk across larger and diversified loan portfolio. However, such co-lending arrangements can be entered subject to meeting certain specific criteria of such banks (co-lending partners). This criteria includes minimum period in business, credit rating, capital, AUM requirement etc. For the Fiscal 2024 our revenue from operations from co-lending arrangement were ₹ 70.21 Lakhs representing 5.45 % of the total revenue from operations.

The following table sets forth details of the amount of loan assets under our co-lending agreements and our own book as of the dates indicated:

(₹ in Lakhs)

Particulars	As of March 31, 2024		As of March 31, 2023		As of March 31, 2022	
	Amount	% of Own Book	Amount	% of Own Book	Amount	% of Own Book
Loan assets under co-lending agreements	251.17	19.50%	8.70	0.72%	-	0.00%
Loan assets under own books	1037.21	80.50%	1193.01	99.28%	1266.85	100%
Total	1288.38	100%	1201.72	100%	1266.85	100%

Our Business Operations

We are NBFC offering education loans. Our target segment is the young, middle-class and lower middle-class population in India. With our extensive range of ticket sizes and tenors, we are able to address a large number of cases in the segments that we cater namely Schools, Pre-School, Colleges, Vocational Training Institutes, Edutech Platforms and Coaching Centres.

Business Model

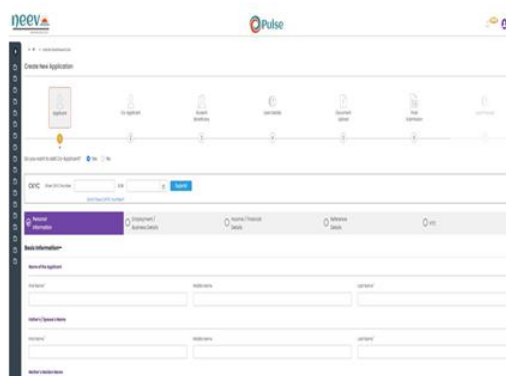
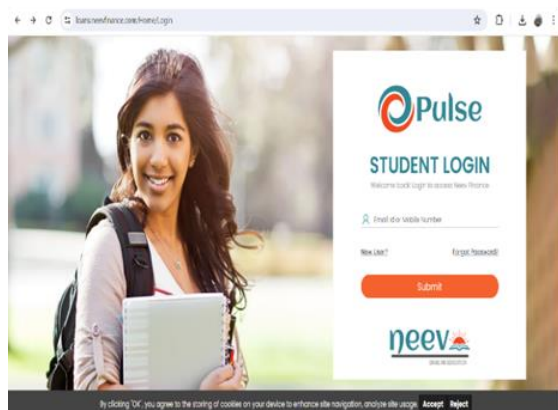
We operate under a B2B and B2C model, emphasizing partnerships with various educational institutions for the distribution of fee financing products. This model ensures that the business is sourced through partner institutions, enabling a streamlined and transparent process. Moreover, this approach facilitates effective monitoring of the end-use of funds for all disbursed cases, ensuring accountability and compliance.

We follow a web based (“PULSE”) model for processing loans. We leverage our technology to make the customer journey seamless, with simple and easy-to-understand interface. During the Fiscal 2024, 2023 and 2022 we had 3063, 3148 and 3456 logins on Pulse respectively.

Onboarding new customers

We generate loans through our in-house dedicated professional sales team comprising of 9 personnel responsible to establish and cultivate relationship within the local market and with key stakeholders in the industry including educational institutions. Further, we also enter into commercial arrangement with Educational Institutions like Schools, Colleges, Vocational Training Institutes, Coaching Centers, Edtech Companies for fee financing solutions wherein they provide our in-house team with leads. We conduct detailed due diligence of the educational institutes prior to onboarding. Due Diligence comprises of vintage of the Institute, background of the founders, affiliations, number of students trained, market feedback, student feedback, financial standing, placement record etc. Subsequent to due diligence we enter into Memorandum of Understanding (MOU) with the educational institutes which covers the terms and conditions pertaining to the fee financing solutions for the courses offered by the educational institute.

Post execution of MOU, our sales team provides adequate training to the relevant employees of the educational institute. This training includes guidance on process flow, documentation requirement, technology integration and desired support from the educational institute. Post training, we start accepting the details of the interested parents or students who wish to take the financing for payment of their fee. We collect mandatory information and documents from the prospective Borrowers through digital process. The details are collected and routed via Loan Origination System (LOS) namely “PULSE”. We have developed customized Loan Origination System (LOS) &



Loan Monitoring System (LMS). We have also developed credit scoring mechanism on various parameters that helps in reducing risk and turn-around time for the deciding of each prospect.

During, financial year 2023-24, we have on-boarded 132 new institutions. Further, 12.69 % of the on-boarded institution are giving repeat business since last three financial years.

Loan Application Process Flow

Application: We typically pre-qualify the borrower to determine if they meet the basic eligibility requirements for the loan. These involve checking the borrower's credit score, income, employment history, and other factors. The borrower will complete a loan application, providing personal and financial information that we will use to assess their creditworthiness and determine if they qualify for the loan.

File Login: On receipt of loan Application along with supporting documents received from sales team/institute/partners. Operation user will check the required documents as per the checklist and the customer details will be captured in Loan Management System (Pulse). Further, PAN verification, credit bureau check, KYC verification done through API. On completion of this process the file will be moved to underwriters' queue.

Underwriting: We will evaluate the borrower's credit history, income, debt-to-income ratio, Average Bank Balance and other factors to determine the risk of extending credit to them. This involves verifying the borrower's documents and reviewing their credit report. Majority of checks happen through defined Business Rule Engine (BRE).

Approval: If we determine that the borrower meets their credit standards and the loan is a good risk, we will approve the loan and provide the borrower with a loan agreement outlining the terms and conditions of the loan. If the borrower does not meet the criteria as per the norms laid down in policy the case would be rejected, otherwise NACH mandate and loan agreement initiated for e-sign through API.

Disbursement: Once the borrower accepts the loan agreement, we will schedule a loan repayment, where the borrower will sign the loan documents and we will disburse the funds to educational institute's bank account to monitor end use.

Servicing: After the loan is disbursed, we will service the loan by collecting payments, managing loan accounts, and monitoring the borrower's compliance with the terms of the loan agreement.

Collection and Monitoring of Loans

We have set up a robust collection and monitoring process with prescribed collection action at each stage of severity of default. Our collection team analyses delinquent accounts and use various collection channels for loan recovery process.

- a. **SMS:** Sending EMI reminders through SMS allows us to communicate directly with our borrowers and provide timely reminders about upcoming payments. By sending these reminders a few days before the due date, borrowers can ensure that they have sufficient funds in their account to cover the payment and avoid any penalties. And we also use SMS reminders to follow up with borrowers who have missed their loan payments. These messages are usually automated and sent at regular intervals.
- b. **Phone Calls:** We make calls to borrowers who have missed their loan payments to remind them about the due amount and to convince them to repay the amount.
- c. **Online Payment Portals:** This is one of the most commonly and widely collection channel used by our customers. We do it to make the loan repayment process convenient and hassle-free. We provide QR Code for UPI payments and alternatively, borrowers can use our website to make their loan repayments from anywhere and at any time.

Overall, we use a combination of these collection channels to ensure timely loan repayments from our customers and to minimize the risk of default.

The following table summarizes our collection processes based on the delinquency status of a loan:

Delinquency bucket	Our collection action plan
Bucket 1: 0-29 days past due (DPD)	<ul style="list-style-type: none">• Digital collections; nudges / reminders• 48+ in-house tele-callers• Field support on non-contactable cases• Customer-wise default probability prediction algorithms
Bucket 2: PAR 30 to 89	<ul style="list-style-type: none">• 48+ in-house tele-callers• Field support on non-contactable cases• Field visits
Bucket 3: PAR >90	<ul style="list-style-type: none">• Defined settlement policy• Skip tracing for non-contactable customers• Legal actions are initiated

Interest Rates and Fees for our Education Loan

The pricing of our loans is linked to our reference rate which we determine from time to time based on market conditions.

We require our customers to pay certain processing fees and charges prior to the disbursement of the loans at different stages of the loan application. These fees and charges are subject to change from time to time based on market conditions and regulatory requirements.

Underwriting Capabilities

We have developed various technological capabilities including data models for underwriting. Our internal credit scoring model helps in risk management and reduction of turnaround time in approving of each loan application. One of the key eligibility criteria for approving a customer's loan is the customer's repayment capacity, which is determined by factors such as the customer's age, stability and continuity of income, place of residence, geolocation, existing financial obligations, estimated living expenses. During the loan application process, our systems use a combination of automated techniques to process signals based on information provided by the customer and concurrently processes their bureau information.

Customer Support

Customer support is critical part of the loan process, as it helps borrowers navigate the application process, address any issues or concerns that arise, and ensure that the loan is successfully disbursed and repaid.

Fraud prevention and detection

We manage fraud risk through prevention and detection. We address fraud prevention through fraud detection models that look for outlier signals in data and behaviours as triggers for fraud prevention. We continuously analyse our loan portfolio to identify emerging patterns and modus operandi to improve our model. Utilising multiple data sources and anti-fraud technologies such as face recognition and geotagging, our risk management machine learning systems can discover previously unidentified factors that indicate delinquency and potential fraud cases. Early detection of fraud claims improves the customer experience through quicker turnaround times for genuine customers.

Provisioning Policy

Our Board has approved a policy for making provisions against loans in default that is consistent with provisions prescribed by the RBI, as applicable to our Company.

Risk Management

Risk management is integral to our business and as a lending institution, we face financial and non-financial risks. We have established a risk management policy to identify, assess, monitor and manage various types of internal and external risks. We conduct regular training of our staff members with respect to risk related matters, as part of our risk management process. Our risk management framework is primarily driven by our Board and overseen by John D'souza, Operations Head who is responsible for establishing standards for risk assessment and testing, monitoring and performing testing of the risk controls, consolidating overall risk testing results and escalating any issues to senior management.

The risk we face in our business are market risk, interest rate risk, credit risk, liquidity risk, operational risk, IT risk, reputation risk, cash management risk and legal risk, among others.

We have policies in place to address these risks, which are reviewed annually by senior management and approved by the Board of Directors. We have identified the following as critical risk areas:

Credit Risk

Credit risk is the risk of financial loss to our Company if a borrower or counter-party to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's loan receivables from borrowers. We seek to ensure efficient and uniform appraisal, disbursement, collection, and delinquency management, by developing streamlined approval and administrative procedures.

Operational Risk

Our Company identifies various operational risks inherent to its business model. These cover risks of a loss resulting from inadequate or failed internal process, people and systems, or from external events. This can manifest in misappropriation, frauds, poor administrative discipline and dissatisfied clients. We have a dedicated operations function whose constant endeavour is to have thorough process guidelines, controlled through system platforms and monitored through dashboards.

Reputation Risk

We recognize reputational risk as one of the major risks facing the industry and believe that it can be mitigated through responsible lending, maintaining discipline, client engagement and consistently following the fundamentals of financing. We have a grievance redressal mechanism. We have implemented customer service help lines for our borrowers as part of our comprehensive monitoring processes. We also carefully calibrate our growth strategy to ensure we meet requirements of our members and also address concerns of various stakeholders.

Information Technology and Data Security

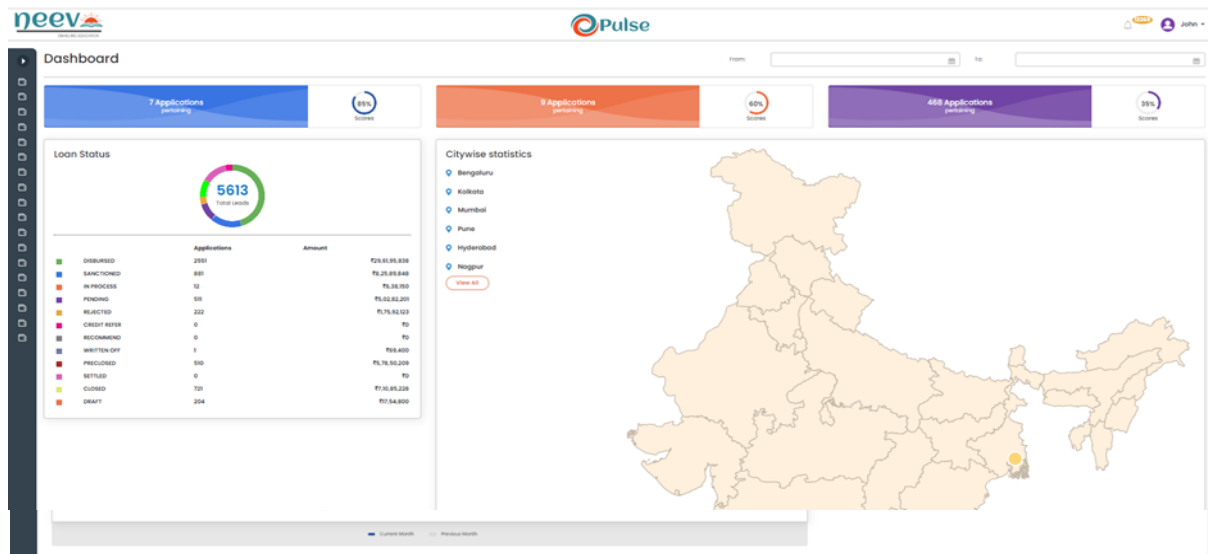
Our business is technology-driven which is supported by third party vendor. We are continuously innovating to enhance our value proposition as we believe that IT is pivotal to providing a seamless experience for our customers. Today we stand with full stack tech platform module with constant development in our technology since we started. Our technology stack is built on mobile and Web based applications. Our technology infrastructure comprises of vendor cost, hardware costs, communication costs, software expenses, cloud hosting charges, and support cost incurred on facilities used by the employees.

We implement process automation across various functions in an effort to reduce manual processes, increase efficiency and reduce errors. Our application development comprises customers facing portals, Loan origination, loan management, collection and accounting capabilities that enable high transaction volumes.

The technology platforms and capabilities are deployed on robust and resilient cloud infrastructure which is secured and supported by on-demand auto-scaling infrastructure. From a business operations perspective, our back-end systems and processes are also technology based and integrated with our customer facing technology.

The following sets forth our key IT systems that we have implemented, or are in the process of developing, to optimize operational efficiencies and ensure a superior customer experience across all our business lines:

Loan management system. We utilise an enterprise-wide loan management system (“LMS”), which we have built and developed with help of third party software developer. Our LMS has both loan management and accounting capabilities, allowing us to effectively manage our loan portfolio and providing us decision-making and operational support. This system covers the asset management of our business in addition to account management, risk management, document management and customer service through the full life cycle of loans for our loan product. It integrates all activities and functions within our organization under a single technology and data platform, bringing efficiencies to our back-end processes and enabling us to focus our resources on delivering quality services to our customers. This system is also capable of being used via mobile, tablet and other digital devices. It has maker-checker functionality at every transaction stage that makes it reliable.



Collection’s portal. We have established a collections portal that provides our collection teams several tools and features to assist them with the collections process. Due dates for each customer are mapped out and easily accessible on the portal and our officials are able to reach out to the customer directly via the portal through digital messaging services and SMS communications.

All our customer facing critical infrastructure is hosted on the cloud and supported by on-demand, auto-scaling infrastructure. Our systems can ensure that all traffic is inspected for any malicious payloads and then forwarded to the applications servers if clean. The auto-scaling methodology responds to the demands of the traffic and automatically commissions servers’ capability in case there is an increase in the load-

We have implemented several other security controls such as the use of cloud accounts for testing environments, multi-factor authentication for privileged access and controlled access. We have certain vendors who provide, SMS services, Credit information verification with credit bureau, PAN verification with the NSDL, e Mandate registration with NPCI and Aadhaar XML download from the UIDAI.

Sl. No.	Days	Date	Paid Date	Paid Status	Principal Due	Balance of Loan	Interest	Fees	Bounce Charges	Delay Charges	Delay Interest	Due	Paid	Outstanding
Disbursement Amount	-	-	13 Mar 2024	Paid	-	₹2083	-	-	-	-	-	₹0	₹0	₹0
1	0	13 Mar 2024	13 Mar 2024	Paid	₹487	₹2083	₹0	₹0	₹0	₹0	₹0	₹0	₹487	₹0
2	0	15 Apr 2024		Pending	₹373	₹1900	₹064	₹0	₹0	₹0	₹0	₹0	₹487	₹487
3	0	15 May 2024		Pending	₹314	₹1896	₹053	₹0	₹0	₹0	₹0	₹0	₹487	₹487
4	0	15 Jun 2024		Pending	₹356	₹2140	₹031	₹0	₹0	₹0	₹0	₹0	₹487	₹487
5	0	15 Jul 2024		Pending	₹398	₹1942	₹069	₹0	₹0	₹0	₹0	₹0	₹487	₹487
6	0	15 Aug 2024		Pending	₹324	₹6301	₹26	₹0	₹0	₹0	₹0	₹0	₹487	₹487
7	0	15 Sep 2024		Pending	₹384	₹3007	₹883	₹0	₹0	₹0	₹0	₹0	₹487	₹487
8	0	15 Oct 2024		Pending	₹327	₹5660	₹40	₹0	₹0	₹0	₹0	₹0	₹487	₹487
9	0	15 Nov 2024		Pending	₹372	₹5318	₹16	₹0	₹0	₹0	₹0	₹0	₹487	₹487
10	0	15 Dec 2024		Pending	₹407	₹5200	₹150	₹0	₹0	₹0	₹0	₹0	₹487	₹487
11	0	15 Jan 2025		Pending	₹462	₹4939	₹105	₹0	₹0	₹0	₹0	₹0	₹487	₹487
12	0	15 Feb 2025		Pending	₹508	₹4931	₹59	₹0	₹0	₹0	₹0	₹0	₹487	₹487
13	0	15 Mar 2025		Pending	₹555	₹4236	₹52	₹0	₹0	₹0	₹0	₹0	₹487	₹487
14	0	15 Apr 2025		Pending	₹602	₹3874	₹56	₹0	₹0	₹0	₹0	₹0	₹487	₹487
15	0	15 May 2025		Pending	₹650	₹3524	₹57	₹0	₹0	₹0	₹0	₹0	₹487	₹487
16	0	15 Jun 2025		Pending	₹699	₹3425	₹58	₹0	₹0	₹0	₹0	₹0	₹487	₹487
17	0	15 Jul 2025		Pending	₹748	₹2767	₹49	₹0	₹0	₹0	₹0	₹0	₹487	₹487
18	0	15 Aug 2025		Pending	₹798	₹2379	₹39	₹0	₹0	₹0	₹0	₹0	₹487	₹487
19	0	15 Sep 2025		Pending	₹849	₹2030	₹38	₹0	₹0	₹0	₹0	₹0	₹487	₹487

Capital Adequacy Ratio

Under the Master Directions, we are required to maintain a minimum capital adequacy ratio consisting of 15%. The below table represents the Capital Adequacy Ratio maintained by our Company during the last three financial year 2024, 2023 and 2022.

Particulars	As at and for the financial year ended March 31, 2024	As at and for the financial year ended March 31, 2023	As at and for the financial year ended March 31, 2022
Capital Adequacy Ratio	26.59%	17.23%	18.09%

Competition

We face competition in India from various players such as traditional lending fintech companies, NBFC and also banks. For our Fee Financing business, we generally compete on the basis of the product offerings, ability to customize products, turnaround time and efficient loan process, ticket sizes, price, reputation and customer relationships. We face our most significant organised competition from fintech companies, and other NBFCs, as well as from certain banks in India.

Human Resource

We place importance on developing our human resources. We focus on attracting and retaining the best possible talent. Our business model comprises of experienced, qualified and semi qualified personnel. As on the date of this Draft Red Herring Prospectus, our Company has 30 employees in total. Our work processes and skilled/ semi-skilled/ unskilled resources together with our strong management team have enabled us to successfully implement our growth plans. Further, the company does employ workers on contract basis.

Following is the Department wise employees list as on August 31, 2024: -



Sr. No.	Department	No. of Employees
1	Management	1
2	Administration & Human Resource	3
3	Collection	1
4	Credit	3
5	Customer support	1
6	Finance and Compliance	5
7	IT	8
8	Marketing	9
	TOTAL	30

Insurance

As on date of this Draft Red Herring Prospectus, the Company has not availed any insurance policy to cover assets. We maintain, a group health insurance policy to cover the medical expenses incurred by our employees during hospitalisation.

Intellectual Property

We have obtained the following trademark as stated below:

Date of Issue	Particulars of the Mark	Trade Mark No.	Class of Registration
March 30, 2017		3257030	36
March 30, 2017		3255957	36

For details, see “Government and Other Approvals – Intellectual Property Registrations” on page 245 of this DRHP.

Property

The following table sets forth the location and other details of the rented / leasehold properties of our Company.

Sr. No.	Unit Description and Location	Details of Deed/ Assignment	Purpose of Property	Area	Consideration as per agreement (Amt in ₹)
1.	Registered Office – Room No- 408, 4th Floor, PS IXL Building Atghora, Chinar Park, Kolkata, N24 West Bengal – 700136	Leave & License agreement entered between Mrs Pooja Saraf and Neev Credit Private Limited on April 1, 2022 for a period of 33 months	Office Purpose	2121 Sq Ft	Rs.1,40,000 with a condition that licensee would increase the license fee by 5 % with same term and condition after every 11 months.
2.	Branch Office Flat No. B-114, 1 st Floor, Solaris-1, Opposite Gate No. 6 Saki Vihar Road, Andheri East – 400 072	Leave & License agreement entered between Mr. Jamil Sayyed and Neev Credit Private Limited on July 07, 2023 for a period of 36 months	Office Purpose	465 Sq Ft.	Rs. 35000 per month for first 12 months and Rs. 36759 per month for next 12 months and Rs. 38500 per month for next 12 months
3.	Corporate Office Srivasta Arcade, No. 6, 12 th Cross, Wilson Garden, Bangalore – 560 027	Leave & License agreement entered between Shilpa D. Rajesh and Neev Credit Private Limited on May 18, 2022 for a period of 36 months	Office Purpose	1400 Sq Ft.	Rs. 26,000 per month with a condition that licensee would increase the license fee by 8 % after every 11 months.

KEY INDUSTRY REGULATIONS AND POLICIES IN INDIA

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our business. The information detailed in this chapter has been obtained from various legislations, including rules and regulations promulgated by the regulatory bodies that are available in the public domain. The regulations and policies set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to be a substitute for professional legal advice. The Company may be required to obtain licenses and approvals depending upon the prevailing laws and regulations as applicable. For details of such approvals, please see the section titled “Government and Other Statutory Approvals” beginning on page 237.

A. General Corporate Compliance

The Companies Act, 2013

The consolidation and amendment in the law relating to the Companies Act, 1956 made way to the enactment of the Companies Act, 2013 and rules made thereunder. The Companies Act primarily regulates the formation, financing, functioning and restructuring of Companies as separate legal entities. The Act provides regulatory and compliance mechanism regarding all relevant aspects including organizational, financial and managerial aspects of companies. The provisions of the Act state the eligibility, procedure and execution for various functions of the company, the relation and action of the management and that of the shareholders. The law laid down transparency, corporate governance and protection of shareholders & creditors. The Companies Act plays the balancing role between these two competing factors, namely, management autonomy and investor protection.

Registration Act, 1908

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

Competition Act, 2002

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

B. Industry Related Laws

The Reserve Bank of India Act, as amended (the “RBI Act”)

The RBI Act defines an NBFC as: (a) a financial institution which is a company; (b) a non-banking institution which is a company and which is in the principal business of receiving deposits, under any scheme or arrangement or in any other manner, or lending in any manner; or (c) such other non-banking institution or class of institutions, as the RBI may, with the previous approval of the Central Government and by notification in the Official Gazette, specify. A company categorized as an NBFC is required to have a net owned fund of ₹2.5 million or such other amount, not exceeding ₹1,000 million, as the RBI may, by notification in the official gazette specify from time to time. Further, NBFCs are required to obtain a certificate of registration from the RBI prior to commencement of the business as an NBFC. Every NBFC is required to create a reserve fund and transfer thereto a sum not less than 20% of its net profit every year, as disclosed in the profit and loss account and before any dividend is declared. No appropriation can be made from such fund by the NBFC except for the purposes specified by the RBI from time to time and every such appropriation shall be reported to the RBI within 21 days from the date of such withdrawal.

Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs (“SBR Framework”)

The RBI released the SBR Framework i.e. Framework for Scale Based Regulation for Non-Banking Financial Companies dated October 22, 2021, and put in place a revised regulatory framework for NBFCs. The SBR Framework contemplates the following layers of NBFCs:

- i. **Base Layer:** The Base Layer shall comprise of (a) non-deposit taking NBFCs below the asset size of ₹1000 crore and (b) NBFCs undertaking the following activities- (i) NBFC-Peer to Peer Lending Platform (NBFC-P2P), (ii) NBFC-Account Aggregator (NBFC-AA), (iii) Non-Operative Financial Holding Company (NOFHC) and (iv) NBFCs not availing public funds and not having any customer interface.
- ii. **Middle Layer:** The Middle Layer shall consist of (a) all deposit taking NBFCs (NBFC-Ds), irrespective of asset size, (b) non-deposit taking NBFCs with asset size of ₹1000 crore and above and (c) NBFCs undertaking the following activities (i) Standalone Primary Dealers (SPDs), (ii) Infrastructure Debt Fund - Non-Banking Financial Companies (IDF-NBFCs), (iii) Core Investment Companies (CICs), (iv) Housing Finance Companies (HFCs) and (v) Infrastructure Finance Companies (NBFC-IFCs).
- iii. **Upper Layer:** The Upper Layer shall comprise of those NBFCs which are specifically identified by the Reserve Bank as warranting enhanced regulatory requirement based on a set of parameters and scoring methodology. The top ten eligible NBFCs in terms of their asset size shall always reside in the upper layer, irrespective of any other factor.
- iv. **Top Layer:** The Top Layer will ideally remain empty. This layer can get populated if the Reserve Bank is of the opinion that there is a substantial increase in the potential systemic risk from specific NBFCs in the Upper Layer.

The Revised Regulatory Framework for NBFCs also prescribes specific regulatory changes for each of the different layers in the regulatory structure, that is, capital guidelines, prudential guidelines, governance guidelines and the transition path.

Fair practice code

The Reserve Bank of India (RBI) had issued various guidelines on Fair Practices Code (FPC) for Non-Banking Financial Companies (NBFCs) thereby setting standards for fair business and corporate practices while dealing with their customers. Fair Practices Code (which should preferably in the vernacular language, or a language as understood by the borrower) based on the guidelines outlined hereinabove should be put in place by all NBFCs with the approval of their Board of Directors, which should also cover, inter alia, the form and manner of processing of loan applications; loan appraisal and terms and conditions thereof; and disbursement of loans and changes in terms and conditions of loans.

Master Direction (Know Your Customer) Directions, 2016 dated February 25, 2016, as amended (the “KYC Directions”)

The KYC Directions require regulated entities to follow certain customer identification procedures while undertaking a transaction. These directions are applicable to every entity regulated by RBI, including scheduled commercial banks, regional rural banks, local area banks, primary (urban) co-operative banks, state and central co-operative banks, all India financial institutions, NBFCs, miscellaneous non-banking companies and residuary non-banking companies, amongst others. Every entity regulated thereunder is required to adopt a ‘know your customer’ (“KYC”) policy, duly approved by its board of directors, which shall include four key elements, namely, customer acceptance policy; risk management policy; customer identification procedures; and monitoring of transactions. Regulated entities are required to ensure compliance with the KYC policy through specifying ‘senior management’ for the purposes of KYC compliance; allocation of responsibility for effective implementation of policies and procedures; independent evaluation of compliance with KYC and anti-money laundering policies and procedures, including legal and regulatory requirements; concurrent/internal audit system for compliance to verify compliance with KYC and anti-money laundering; and submission of quarterly audit notes and compliance to the audit committee of the board of directors of the regulated entity.

The Reserve Bank – Integrated Ombudsman Scheme, 2021 (the “Ombudsman Scheme”)

The RBI through its ‘Statement on Developmental and Regulatory Policies’ dated February 5, 2021, proposed the integration of the Ombudsman Scheme for Non-Banking Financial Companies, 2018 with the Banking Ombudsman Scheme, 2006 and the Ombudsman Scheme for Digital Transactions, 2019 under the ‘One Nation

One Ombudsman' approach for grievance redressal and has done the same through the Ombudsman Scheme effective from November 12, 2021. This is intended to make the process of redressal of grievances easier by enabling the customers of the banks, NBFCs and non-bank issuers of prepaid payment instruments to register their complaints under the integrated scheme, with one centralized reference point.

The Ombudsman Scheme was introduced by the RBI with the object of enabling resolution of complaints in respect of certain services rendered by categories of NBFCs, to facilitate the satisfaction or settlement of such complaints, and matters connected therewith. Further, the RBI through its notification on Appointment of Internal Ombudsman by Non-Banking Financial Companies dated November 15, 2021, has established the office of Internal Ombudsman for NBFCs along with its roles and responsibilities. the Ombudsman Scheme, inter alia, establishes the office of the ombudsman, specifies the procedure for the redressal of grievances and the mechanism for appeals against the awards passed by the ombudsman.

C. Laws Relating to Employment

The various labour and employment related legislation that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include, among others, the following: (i) Relevant state specific shops and commercial establishment legislations; (ii) Employees' Provident Funds and Miscellaneous Provisions Act, 1952; (iii) Employees' State Insurance Act, 1948;

Employees Provident Fund and Miscellaneous Provisions Act, 1952

Under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 (EPF Act), compulsory provident fund, family pension fund and deposit linked insurance are payable to employees in factories and other establishments. The legislation provides that an establishment employing more than 20 (twenty) persons, either directly or indirectly, in any capacity whatsoever, is either required to constitute its own provident fund or subscribe to the statutory employee's provident fund. The employer of such establishment is required to make a monthly contribution to the provident fund equivalent to the amount of the employee's contribution to the provident fund. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments required to be made under the abovementioned schemes.

Employees State Insurance Act, 1948, as amended (the "ESIC Act")

The ESI Act provides for certain benefits to employees in case of sickness, maternity and employment injury. All employees in establishments covered by the ESI Act are required to be insured, with an obligation imposed on the employer to make certain contributions in relation thereto. In addition, the employer is also required to register itself under the ESI Act and maintain prescribed records and registers.

D. Intellectual Property Laws

The Trademarks Act, 1999 ("Trademarks Act")

Under the Trademarks Act, a trademark is a mark capable of being represented graphically and which is capable of distinguishing the goods or services of one person from those of others used in relation to goods and services to indicate a connection in the course of trade between the goods and some person having the right as proprietor to use the mark. Section 18 of the Trademarks Act requires that any person claiming to be the proprietor of a trademark used or proposed to be used by him, must apply for registration in writing to the registrar of trademarks. The right to use the mark can be exercised either by the registered proprietor or a registered user. The present term of registration of a trademark is 10 (ten) years, which may be renewed for similar periods on payment of a prescribed renewals.

E. Foreign Investment Regulations

The foreign investment in India is governed, among others, by the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 ("FEMA Rules") and the consolidated FDI policy (effective from October 15, 2020) issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as the Department of Industrial Policy and Promotion ("FDI Policy")), each as amended. The FDI Policy and the FEMA Rules prescribe inter alia the

method of calculation of total foreign investment (i.e. direct foreign investment and indirect foreign investment) in an Indian company.

Foreign Exchange Management Act, 1999 (“the FEMA”) and Rules and Regulations thereunder

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

F. Taxation 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, Advance Tax, Minimum Alternative Tax and like are also required to be complied by every Company.

Goods and Service Tax Act, 2017

The Central Goods and Services Tax Act, 2017 is an Act to make a provision for levy and collection of tax on intra-State supply of goods or services or both by the Central Government and for matters connected therewith or incidental thereto. In line with CGST Act, each state Governments has enacted State Goods and Service Tax Act for respective states. Goods and Services Tax (GST) is a comprehensive indirect tax on manufacture, sale and consumption of goods and services throughout India to replace taxes levied by the central and state governments. This method allows GST-registered businesses to claim tax credit to the value of GST they paid on purchase of goods or services or both as part of their normal commercial activity. The mechanism provides for two level taxation of interstate and intra state transactions. When the supply of goods or services happens within a state called as intra-state transactions, then both the CGST and SGST will be collected. Whereas if the supply of goods or services happens between the states called as inter-state transactions and IGST will be collected. Exports are considered as zero-rated supply and imports are levied the same taxes as domestic goods and services adhering to the destination principle in addition to the Customs Duty which has not been subsumed in the GST.

Professional Tax

Professional tax is a state level tax which is imposed on income earned by way of profession, trade, calling or employment. At present, professional tax is imposed only in Andhra Pradesh, Assam, Bihar, Chhattisgarh, Gujarat, Jharkhand, Karnataka, Kerala, Maharashtra, Madhya Pradesh, Manipur, Meghalaya, Mizoram, Nagaland, Odisha, Punjab, Puducherry, Sikkim, Tamil Nadu, Telangana, Tripura, West Bengal.

G. Other Applicable Laws

Information Technology Act, 2000

The IT Framework Directions have been notified with the view of benchmarking the information technology/information security framework, business continuity planning, disaster recovery management, information technology, audit and other processes to best practices for the NBFC sector.

Shops and Establishments Legislations

Under the provisions of local shops and establishments legislations applicable in different states, commercial establishments are required to be registered. Such legislations regulate the working and employment conditions of workers employed in shops and commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

The Prevention of Money Laundering Act, 2002 and Master Direction - Know Your Customer (KYC) Direction, 2016 dated February 25, 2016 (“KYC Directions”)

The Prevention of Money Laundering Act, 2002 ("PMLA") was enacted to prevent money-laundering and to provide for confiscation of property derived from or involved in, money-laundering and for matters connected therewith or incidental thereto. The Government of India under PMLA has issued the Prevention of Money-laundering (Maintenance of Records of the Nature and Value of Transactions, the Procedure and Manner of Maintaining and Time for Furnishing Information and Verification and Maintenance of Records of the Identity of the Clients of the Banking Companies, Financial Institutions and Intermediaries) Rules, 2005, as amended ("PML Rules"). PMLA & PML Rules extends to all banking companies and financial institutions, including NBFCs.

Consumer Protection Act, 2019 (“Consumer Protection Act”) and the rules made thereunder

The Consumer Protection Act, which repeals the Consumer Protection Act, 1986, designed and enacted to provide for timely and effective administration and settlement of consumer disputes. It seeks, inter alia to promote and protects the interests of consumers against deficiencies and services and secure the rights of a consumer against unfair trade practices, which may be practiced by manufacturers, service providers and traders. The definition of “consumer” has been expanded under the Consumer Protection Act to include persons who buy goods or avail services by offline or online transactions through electronic means or by tele-shopping or direct-selling or multi-level marketing. It provides for the establishment of consumer disputes redressal commissions for the purposes of redressal of consumer grievances. In addition, under the Consumer Protection Act, in cases of misleading and false advertisements, a manufacturer or service provider who causes a false or misleading advertisement to be made which is prejudicial to the interest of consumers can be punished with imprisonment for a term which may extend to two years and with fine which may extend to ten lakh rupees.

Municipality Laws

State governments are empowered to endow municipalities with such powers and authority as may be necessary to enable them to perform functions in relation to permitting the carrying on of trade and operations. Accordingly, State governments have enacted laws authorizing municipalities to regulate use of premises, including regulations for issuance of a trade license to operate, along with prescribing penalties for non-compliance.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated and registered as a Private Limited Company under Companies Act, 1956 in the name and style of “Shyamji Properties Private Limited” vide certificate of incorporation dated January 23, 1996 bearing registration number 21-76763 issued by the Registrar of Companies, West Bengal. Further, the name of our Company was changed to “Neev Credit Private Limited” and a fresh certificate of incorporation was issued by Registrar of Companies, Kolkata dated May 16, 2017. Further, pursuant to a resolution passed by our Board on May 15, 2024 and a resolution passed by our shareholders on June 07, 2024, our Company was converted into a public limited company. Consequently, the name of our company was changed to “Neev Credit Limited”, and a fresh certificate of incorporation consequent upon conversion to public company issued by Registrar of Companies, Kolkata on July 31, 2024. The RBI granted a certificate of registration dated December 16, 2000, bearing no. B - 05.03480 to our Company, for registration as an NBFC under Section 45-IA of the Reserve Bank of India Act, 1934. See “Government and Other Approvals” on page 237.

Changes in our Registered Office:

The following table sets forth details of the change in the registered office of our Company since the date of its incorporation:

Date of Change	From address	To address	Reason
January 21, 2016	42/1 B B Ganguly Street 2nd Floor, Kolkata West Bengal 700012	Suit No. 68, 6th Floor, Chitrakoot Building 230, A.J.C. Bose Road, Kolkata - 700 020	For Administrative Convenience
October 26, 2022	Suit No. 68, 6th Floor, Chitrakoot Building 230, A.J.C. Bose Road, Kolkata - 700 020	Room number 408, 4th Floor, PS IXL Building, Atghora, Chinar Park, Parganas North, West Bengal – 700136	For Administrative Convenience

Main objects of Memorandum of Association:

The main objects of our Company as contained in our Clause III (A) of Memorandum of Association of our company are as follows:

- To lend and advance money and assets of all kinds or give credit on any terms and mode, with or without security to any individual, firm, body corporate any other entity (including without prejudice to the generality of the foregoing, any holding company, subsidiary or fellow subsidiary of, or any other company whether or not associated in any way with, the company), to enter into guarantees, contracts of indemnity and suretyship of all kinds, to receive money on deposits or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing, any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the company and to carry on the business or businesses of a holding and investment company, and to buy, sell, underwrite and to invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, obligation or securities of companies or body corporates or any other entities whether in India or elsewhere, either single or jointly, with any other person(s), body corporate or partnership firm or any other entity carrying out or proposing to carry out any activity, whether in India or elsewhere, in any manner, including to acquire any such shares, stocks, debentures, debenture stock, bonds, obligation or securities by original subscription, exchange or otherwise and to subscribe for the same either conditionally or otherwise, to guarantee the subscription thereof issued or guaranteed by any government, state, public body, authority, firm, body corporate or any authority.
- To carry on the business as estate agents and estate managers and to collect rents, repair, look after and manage immovable properties of or for any persons, firms and companies, governments and stores, as well as this company, to give, take, let and sub-let, rent- farming -contracts, and to carry out, undertake, or supervise any building, constructing, reconstructing, altering, improving, demolishing, repairing, decorating, furnishing and maintaining operation and all other works and operations in connection with immovable estates and properties and to carry on the business or vocation of acting as advisers and consultants on all

matters and problems relating to the real estate business and to render services as, Architect Town Planners, Town Developers, Builders and Promoters, care takers, managers, engineers, advisors, designers, contractors, agents, hire purchase merchants in the fields of real estate and Construction business and to undertake and execute repairs maintenance and allied services, contracts, and air-conditioning, interior; decorators, job workers, materials and labour contractors, sanitary contractors and furniture and fittings contractors and allied services in India or abroad.

- acquire, sell, transfer, subscribe for hold and otherwise dispose of and invest in any shares, securities, debentures, stock obligations issued or guaranteed by any Company or Companies Constituted and carrying on business in India or elsewhere and debenture, debenture-stocks, bond, obligations and securities issued and guaranteed by any government, state Sovereign Commissioners, Central or Provincial, public body or authority, supreme municipal, local or otherwise whether in India. However, the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1940.
- To carry on the business as exporters, importers, exchangers, distributors stockists, agents, brokers advertisers, elilisers, indentors, buyers as long and otherwise, dealers in fabrics sarees, stolesties, soldier parties seaves, garments, made ups, hosiery knitwears, carpets and other articles made of different types of natural silk yarn (blended as well as pure and or recalled as well as spun) and yarn other than natural silk such as cotton, polyester, rayon, wool, art silk, flax, hemp linen, jute and other fibrous materials (pure as well as blended) in different quality shades, prints, fineness, sizes, either in finishing and semi finished forms and to undertake manufacturing, encompassing various operations / processes like spinning, reeling, weaving, combing, doubling, processing, fabricating, refining, finishing, preparing, grinning, curing, bleaching, knitting, colouring, dyeing, printing, etc. involved in making such articles.
- To carry on the business of exporters, importers, stockists, distributors, wholesalers, C&F agents, del-credere agents and to act as manufacturers representatives, indenting agents, commission agents, buying and selling agents in respect of all types of products.
- To carry on the business of providing consultancy services of all types including technical, administrative, marketing, management, financial and other office services and providing services of technicians, scientists, tax experts, and of acting as recruitment agents, advertising agents, organisers of conferences, auctioneers, trustees, executors, administrators, attorneys, nominees and agents (and to exercise the power of custodians, trustees and trust corporations) and of working as professional consultants on technical, management, productivity, taxation, employment, investment, marketing, banking and economic problems and matters, insurance matters and to carry on the business of compiling, writing, editing and publication, productions, import and export of books, magazines, journals, periodicals or pamphlets on subjects relating to trade, commerce, industry, agriculture, medicine, banking, insurance, investment, taxation, central excise, customs, finance, economics, law and other subjects.

The main object clause contained in the Memorandum of Association of our Company enables our company to carry on the business presently being carried out.

Amendments to our Memorandum of Association

The following table set forth details of the amendments to our Memorandum of Association, in the last ten years preceding the date of this Draft Red Herring Prospectus.:

Date of change/ shareholders' resolution	Nature of Amendment
January 18, 2016	<p>Clause III (A) of the Memorandum of Association of Company was replaced by the existing clause and a new clause III.A.2. has been added in the Main Objects as per following:</p> <p><i>“To carry on the business as estate agents and estate managers and to collect rents, repair, look after and manage immovable properties of or for any persons, firms and companies, governments and stores, as well as this company, to give, take, let and sub-let, rent- farming -contracts, and to carry out, undertake, or supervise any building, constructing, reconstructing, altering, improving, demolishing, repairing, decorating, furnishing and maintaining operation and all other works and operations in connection with</i></p>

Date of change/ shareholders' resolution	Nature of Amendment
	<i>immovable estates and properties and to carry on the business or vocation of acting as advisers and consultants on all matters and problems relating to the real estate business and to render services as, Architect Town Planners, Town Developers, Builders and Promoters, care takers, managers, engineers, advisors, designers, contractors, agents, hire purchase merchants in the fields of real estate and Construction business and to undertake and execute repairs maintenance and allied services, contracts, and air-conditioning, interior; decorators, job workers, materials and labour contractors, sanitary contractors and furniture and fittings contractors and allied services in India or abroad."</i>
February 27, 2016	<p>Clause V of the Memorandum of Association of the Company was amended to reflect the sub-division of the equity shares from the face value of Rs. 10/- (Rupees Ten only) to face value of Rs. 1/- (Rupee One only) per share. Pursuant to the sub-division of the equity shares, the Authorised Share Capital of the Company is Rs.30,00,000/- (Rupees Thirty Lakhs) divided into 30,00,000 (Thirty lakh) Equity Shares of Rs. 1/- each (Rupee One only).</p> <p>Clause V of the Memorandum of Association of the Company was amended to reflect the increase in authorised share capital from existing Rs. 30,00,000/- (Rupees Thirty Lakhs) divided into 30,00,000 (Thirty lakh) Equity Shares of Rs. 1/- each (Rupee One only) to Rs. 2,00,00,000/- (Rupees Two Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 1/- each (Rupee One only).</p>
January 16, 2017	Clause V of the Memorandum of Association of the Company was amended to reflect the increase in authorised share capital from existing Rs. 2,00,00,000/- (Rupees Two Crore) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 1/- each (Rupee One only) to Rs. 4,00,00,000/- (Rupees Four Crore) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 1/- each (Rupee One only).
April 26, 2017	Pursuant to issuance of the fresh certificate of incorporation by the Registrar of Companies consequent upon change of name, name clause of the Memorandum of Association of the Company was changed from "Shyamji Properties Private Limited" to "Neev Credit Private Limited"
March 5, 2018	Clause V of the Memorandum of Association of the Company was amended to reflect the increase in authorised share capital from existing Rs. 4,00,00,000/- (Rupees Four Crore) divided into 4,00,00,000 (Four Crore) Equity Shares of Rs. 1/- each (Rupee One only) to Rs. 5,00,00,000/- (Rupees Five Crore) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 1/- each (Rupee One only).
December 31, 2018	Clause V of the Memorandum of Association of the Company was amended to reflect the increase in authorised share capital from existing Rs. 5,00,00,000/- (Rupees Five Crore) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 1/- each (Rupee One only) to Rs. 6,00,00,000/- (Rupees Six Crore) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 1/- each (Rupee One only).
January 15, 2022	Clause V of the Memorandum of Association of the Company was amended to reflect the re-classification of the existing authorized share capital of the company being Rs, 6,00,00,000/- (Rupees Six Crores only) divided into 6,00,00,000 Equity Shares of Re. 1/- each (Rupee One only) to Rs 5,75,00,000/- (Rupees Five Crore Seventy Five Lakh only) divided into 5,75,00,000 Equity Shares for a face value of Re. 1/- each (Rupee One only) And Rs. 25,00,000 (Rupees Twenty Five Lakh Only) divided into 25,000 Compulsorily Convertible Preference Shares for a face value of Rs. 100/- each (Rupees Hundred only).
June 07, 2024	Clause V of the Memorandum of Association of the Company was amended to reflect the re-classification of the existing authorized share capital of the company being Rs, 8,00,00,000/- (Rupees Eight Crores only) divided into 7,75,00,000 Equity Shares of Re. 1/- each (Rupee One only) to Rs 7,75,00,000/- (Rupees Seven Crore Seventy Five Lakh only) divided into 7,75,00,000 Equity Shares for a face value of Re. 1/- each (Rupee One only) And Rs. 25,00,000 (Rupees Twenty Five Lakh Only) divided into 25,000 Compulsorily Convertible Preference Shares for a face value of Rs. 100/- each (Rupees Hundred only).

Date of change/ shareholders' resolution	Nature of Amendment
June 07, 2024	Clause III (B) of the Memorandum of Association of Company was amended in line with the provisions of Companies Act pursuant to the conversion of our Company from a private limited company to a public limited company.
June 07, 2024	Clause I of the Memorandum of Association of Company was amended to reflect the change in our name from 'Neev Credit Private Limited' to 'Neev Credit Limited' pursuant to the conversion of our Company from a private limited company to a public limited company.
August 03, 2024	Clause V of the Memorandum of Association of Company was amended to reflect the Consolidation of equity share from the face value of Rs. 1/- (Rupees One only) to face value of Rs. 10/- (Rupees Ten only) per share. Pursuant to the consolidation of the equity shares, the authorised share capital of the Company is Rs. 8,00,00,000/- (Rupees Eight Crores only) comprising of ₹7,75,00,000/- (Rupees Seven Crore Seventy Five Lakhs Only) divided into 77,50,000 (Seventy Seven Lakh Fifty thousand) equity shares for a face value of ₹ 10 /- each (Rupees ten only) and Rs. 25,00,000 (Rupees Twenty Five Lakh Only) divided into 25,000 Compulsorily Convertible Preference Shares for a face value of ₹ 100/- each (Rupees Hundred only)

Major events, milestones, Awards, accreditations and recognitions of our Company

The below table below sets forth some of the major events in the history of our Company:

Calendar Year	Details
2015	Transformation with a change in management, accompanied by a strategic decision to transition from the existing NBFC license.
2017	Receive RBI-approval to operate as an NBFC- General
2019	Crossed 800+ tie-up marks
2020	Crossed 10,000 customers
2021	Digital Transformation – shifting from manual to digital onboarding of customers
2022	Entered into a co-lending arrangement with PSU Bank
2022	Entered into service agreement with Arthmate to source Fee Financing under the BC Model
2023	Going live with its in-house LOS & LMS, named PULSE, the company achieves a significant technological leap, enhancing its operational capabilities.

Time/cost overrun

We have not experienced any time or cost overrun in setting up our projects as on the date of this Draft Red Herring Prospectus.

Defaults or rescheduling/restructuring of borrowings with financial institutions/ banks

There are no defaults or rescheduling/restructuring of borrowings availed by our Company from financial institutions or banks or conversion of loans into equity in relation to our Company.

Significant financial or strategic partnerships

Our Company does not have any significant financial and strategic partners as on the date of this Draft Red Herring Prospectus.

Details of launch of key products or services, entry in new geographies or exit from existing markets, capacity/facility creation or location of plants

For details pertaining to launch of key products or services, entry in new geographies or exit from existing markets, capacity/ facility creation, location of our manufacturing facilities, see "*Business Overview*" on page 120.

Details regarding material acquisition or divestments of business/ undertakings, mergers, amalgamation, any revaluation of assets, etc. in the last ten (10) years.

Our Company has not made any material acquisitions or divestments of any business or undertakings, and has not undertaken any mergers, amalgamations or revaluation of assets in the last ten (10) years preceding the date of this Draft Red Herring Prospectus.

Corporate profile of our Company

For details in relation to our corporate profile including details of our business, profile, activities, services, market, growth, competition, technology, and managerial competence, see “*Business Overview*”, “*Our Management*”, “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” and “*Risk Factors*” on pages 120, 144, 221 and 27, respectively.

Our Holding Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any holding company.

Our Subsidiary, Associate or Joint ventures of our Company

As on the date of this Draft Red Herring Prospectus, our Company does not have any subsidiary, Associate or Joint Ventures.

Summary of key agreements

Details of Shareholders Agreements and Other Material Agreements

Share Subscription and Shareholders’ Agreement (the “SSSHA”) dated March 1, 2022 entered between our company, Samir Agarwal, Nikhil Saraf and Amit Jaiswal (collectively, the “Founders”) and Envoco Projects LLP, Bikash Damani, Kredent Holdings Private Limited, Punit Poddar, Vikas Vasal, David Julian Jones, Sumesh S Edakkalathil, Meet Jain, Rashmi Gupta, Kajal Sharma, Shruti Dhelia, Ketan Shekhar, Premsons Diversey Private Limited (collectively, the “Investors”)

The Investors, the Founders and our Company have entered into a Share Subscription and Shareholders’ Agreement dated March 1, 2022 pursuant to which our Company has issued and allotted 8,965 CCPS of Face Value ₹100 at a premium of ₹1,127 each, for an aggregate consideration of ₹ 1,10,00,055 to the Investors.

As per the Share Subscription and Shareholders’ Agreement, the investors will be entitled to dividend of 0.01% per annum till such time that the CCPS are outstanding. Any dividend declared by the Company on any other securities will be paid to the Investors proportionately on as if converted basis.

Pursuant to the Share Subscription and Shareholders’ Agreement, the Investors have purchased 8,965 CCPS of Face Value ₹100 at a premium of ₹1,127 each, for an aggregate consideration of ₹ 1,10,00,055 on the terms and conditions set out in the SSSHA. The investors have a right of information and inspection, drag along rights and exit rights. The founders have right to appoint majority directors and the founders has right of first offer. Further, the company and founders have to indemnify the investors caused by an untrue statement or breach of covenants or undertakings. All the rights and privileges available to Investors under the SSSHA shall fall away upon conclusion of IPO.

Pursuant to the terms of the Amendment and Waiver Agreement dated September 18, 2024, the SSSHA along with all rights of the parties thereunder (except rights available under applicable law, including right to receive dividend and voting right), investors has waived and / or suspended certain of its rights, obligations, and restrictions that may be triggered under the SSSHA as a result of our Company undertaking the Offer, which, include information rights to the extent of ensuring compliance with the SEBI Insider trading Regulations, from the date of filing of the Red Herring Prospectus.

Further, the Amendment to SSSHA shall stand terminated upon from the Listing date upon consummation of the IPO,

the earlier of: (i) September 18, 2024 or such extended cut-off date; (ii) termination of the offer agreement and (iii) the date on which our Board decides not to undertake the IPO. In the event of termination of the Amendment

to SSSHA, the provisions of the SSSHA, shall, immediately and automatically, stand re-instated and shall be deemed to have been continuing from the date of execution of the Amendment to SSSHA

Other Confirmation

None of our Key Managerial Personnel or members of the Senior Management, Director, Promoters, or any other employee have entered into any agreement with the any shareholder or any third party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Details of guarantees given to third parties by the Promoter.

Our Promoter has not given any guarantee to any third party, that is outstanding on the date of this Draft Red Herring Prospectus.

Other Material Agreements

Except as disclosed in this Draft Red Herring Prospectus, there are no other agreements, arrangements, clauses, covenants which are material and which are required to be disclosed. Further, there are no clauses or covenants which are adverse or pre-judicial to the interest of the minority/public shareholders or the non-disclosure of which may have bearing on the investment decision.

OUR MANAGEMENT

Board of Directors

In terms of the Companies Act and our Articles of Association, our Company is authorised to have a minimum of three Directors and a maximum of up to fifteen Directors. As on the date of this Draft Red Herring Prospectus, we have **6 (Six)** Directors on our Board, comprising of **1 (One)** Whole-Time Director and **3 (Three)** Non-Executive Directors and **2 (Two)** Independent Directors. Out of **6 (Six)** Directors, we have **1 (One)** women Directors on our Board. Our Company is in compliance with the laws prescribed under the SEBI Listing Regulations and the Companies Act in relation to the composition of our Board and constitution of committees thereof.

The following table sets forth the details regarding the Board of Directors of our Company as on the date of filing of this Draft Red Herring Prospectus:

Name, Designation, Date Of Birth, Address, Occupation, Period of Directorship, Current Term, Nationality & DIN	Age (Years)	Other Directorships
<p>Nikhil Saraf Designation: Whole Time Director & CEO Date of Birth: September 11, 1977 Address: CJ-54, Saltlake, Tank 9, Sector-2, Bidhannagar(M), North 24 Parganas, Sech Bhawan, Kolkata, West Bengal, 700091 Occupation: Business Period of directorship: Since January 19, 2016 Current Term: Five years commencing from September 07, 2024 Nationality: Indian DIN: 00611163</p>	47	<p>Indian Companies</p> <ul style="list-style-type: none"> • Iris Clothings Limited • Veeyu Hr Solutions Private Limited • SSA Credlab Private Limited • JAS Fintech Private Limited • SSA Shared Services Private Limited • SSA Human Consulting Private Limited • SSA Corporate Services Private Limited <p>Foreign Companies Nil</p> <p>Limited Liability Partnerships Nil</p>
<p>Samir Agarwal Designation: Non-Executive Director Date of Birth: June 20, 1977 Address: IA-138, Sector-3, Bidhannagar(M), North 24 Parganas, Kolkata, West Bengal - 700097 Occupation: Business Period of directorship: Since April 22, 2019 Current Term: Liable to retire by rotation Nationality: Indian DIN: 00093687</p>	47	<p>Indian Companies</p> <ul style="list-style-type: none"> • Godawari Power and Ispat Limited • JAS Fintech Private Limited • Indcap Advisors Private Limited • ASK Financial Advisors Private Limited • Indcap M&A Advisors Private Limited • KA Women Entrepreneurs Association <p>Foreign Companies Nil</p> <p>Limited Liability Partnerships Nil</p>
<p>Amit Jaiswal Designation: Non-Executive Director Date of Birth: May 4, 1978 Address: Flat No. 1101, Tower 20, Orchid Petals, Sector 49 Sohna Road, South City II, Gurgaon South City -II, Farrukhnagar, Gurgaon, Haryana -122018. Occupation: Business Period of directorship: Since January 19, 2016 Current Term: Liable to retire by rotation Nationality: Indian DIN: 07275997</p>	46	<p>Indian Companies</p> <ul style="list-style-type: none"> • JAS Fintech Private Limited <p>Foreign Companies Nil</p> <p>Limited Liability Partnerships Nil</p>

Name, Designation, Date Of Birth, Address, Occupation, Period of Directorship, Current Term, Nationality & DIN	Age (Years)	Other Directorships
Kavita Agarwal Designation: Non-Executive Director Date of Birth: December 22, 1977 Address: IA-138, Sector-3, Bidhannagar (M), North 24 Parganas, Kolkata, West Bengal - 700097 Occupation: Business Period of directorship: Since November 25, 2019 Current Term: Liable to retire by rotation Nationality: Indian DIN: 00660032	46	Indian Companies <ul style="list-style-type: none"> • ASK Financial Advisors Private Limited • Indcap Advisors Private Limited • Indcap M&A Advisors Private Limited • KA Women Entrepreneurs Association Foreign Companies Nil Limited Liability Partnerships Nil
Ankit Jajodia Designation: Non-Executive Independent Director Date of Birth: October 18, 1990 Address: C/O Ashok Jajodia, AH 29 A, Hrishi Aurobindo Apartment, Rabindrapally, Rajarhat Golapur (M), North 24 Parganas, Kolkata, West Bengal - 700101 Occupation: Service Period of directorship: Since August 16, 2024 Current Term: Five years commencing from September 07, 2024 Nationality: Indian DIN: 10697863	33	Indian Companies Nil Foreign Companies Nil Limited Liability Partnerships Nil
Prabhu Nath Ojha Designation: Non-Executive Independent Director Date of Birth: July 1, 1947 Address: 3B Geetanjali Merlin Estates, 25/B, D.H Road, Purba Barisha, South Twenty Four Parganas, Kolkata, West Bengal - 700008 Occupation: Service Period of directorship: Since August 16, 2024 Current Term: Five years commencing from September 07, 2024 Nationality: Indian DIN: 00592544	77	Indian Companies Nil Foreign Companies Nil Limited Liability Partnerships Nil

Brief Profile of Directors of our Company:

Nikhil Saraf aged 47 years is the Promoter, Whole Time Director and CEO of our Company. He holds a certificate of membership from Institute of Chartered Accountants of India and the Council of Chartered Financial Analysts and he is a qualified Company Secretary from the Institute of Company Secretaries of India. He has 18 years of experience in Finance, Consultancy & Advisory Services. He was awarded certificate of gratitude by Parisar Asha's Annual Summit 2023 in collaboration with PUSMA (Reimagining Education 2.0 & award ceremony for Gloria De Souza International Excellence Award for the best educator). He is responsible for ensuring strategic direction, effective execution, and sustainable growth in the Company.

Samir Agarwal aged 47 years is the Non-Executive Director and Promoter of our Company. He holds a certificate of membership from Institute of Chartered Accountants of India and the Council of Chartered Financial Analysts and he is a qualified Company Secretary from the Institute of Company Secretaries of India. He has 23 years of experience in transaction advisory & corporate finance, international tax advisory.

Amit Jaiswal aged 46 years is the Non-Executive Director and Promoter of our Company. He holds a degree of post graduate diploma in management from the Indian Institute of Management, Ahmedabad and a Bachelor of Mechanical Engineering from Jadavpur University, Kolkata. He has 21 years of experience in Consultancy, Strategic Planning and Growth, Operational Efficiency, Smart Analytics and creation of business model for various industries.

Kavita Agarwal aged 46 years is the Non-Executive Director and Promoter of our Company. She holds a certificate of membership from Institute of Chartered Accountants of India and an associate member of Institute of Company Secretaries of India. She has around two decades of experience in corporate finance. She is the State President of WICCI Homepreneurs Council.

Ankit Jajodia aged 33 years is the Non-Executive Independent Director of our Company. He holds a degree in B.E. (Mech) from RV College of Engineering, Bengaluru, M. Tech. (CTM) from IIT Delhi and Master of business Administration in Management from IIT Kozhikode. Prior to joining our Company, he was associated with Larsen & Toubro and Optum. He has an experience of more than a decade as a strategic product manager.

Prabhu Nath Ojha aged 77 years is the Non-Executive Independent Director of our Company. He holds a Bachelor of Civil Engineering degree from Jadavpur University, Calcutta. He has more than 4 decades of experience in chemical engineering, with a focus on plant management and executive roles, and is actively involved in community service and professional organizations. Professionally, he holds memberships in several organizations, including the American Institute of Chemical Engineers and the Institute of Engineers India.

Confirmations

None of our Directors were or are directors of listed company, during the preceding five years of this Draft Red Herring Prospectus whose shares have been or were suspended from being traded on any stock exchanges during his / her tenure as a director of such listed company.

None of our Directors is, or was, a director of any listed company, which has been or was delisted from any stock exchange during the term of their directorship in such company.

Further, none of our Directors have been identified as Wilful Defaulters or Fraudulent Borrowers or Fugitive Economic Offender as defined under the SEBI ICDR Regulations.

No consideration, either in cash or shares or in any other form have been paid or agreed to be paid to any of our Directors or to the firms, or companies in which they have an interest in, by any person, either to induce any of our Directors to become or to help any of them qualify as a director, or otherwise for services rendered by them or by the firm, trust or company in which they are interested, in connection with the promotion or formation of our Company.

There are no conflict of interests between the third party service providers (crucial for operations of the Company) and the Company, Directors and Key Managerial Personnel.

There are no conflict of interest between the lessor of the immovable properties, (crucial for operations of the company) and the Company, Directors and Key Managerial Personnel.

Relationship between our Directors

Except as mentioned below, none of the Directors are related to each other:

Name of Director	Relation with	Relationship
Samir Agarwal	Mrs. Kavita Agarwal	Spouse

Arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which our Directors were selected as a Director

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our Directors has been appointed on the Board.

Service contract with Directors

None of our Directors have entered into service contracts with our Company which provide benefits upon termination of employment.

Terms of employment of our Managing Director & CEO and Whole Time Directors

1. Nikhil Saraf

Nikhil Saraf was appointed as the WTD & CEO of our Company pursuant to the resolution passed by our Shareholders on September 07, 2024, for a period of five years with effect from September 07, 2024 on the following terms:

1. As per the Shareholders resolution dated September 07, 2024, he is entitled to receive a remuneration of ₹ 84.00 Lakhs per annum however in addition to this, he can be paid any remuneration, commission, variable pay, in future as may be decided by the Board or Management from time to time. In addition to the above, he shall be entitled for Company's contribution to Provident Fund, leave encashment and payment of gratuity as per the HR Policy of the Company.
2. The aggregate of salary, together with perquisites, allowance, benefits and amenities payable to you in any financial year shall not exceed the limits prescribed from time to time under section 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force).

Terms of appointment of our Non-Executive Directors and Independent Directors

Our Board, pursuant to its resolution dated August 16, 2024, has decided that each Non- Executive Directors and Independent Directors is entitled to receive sitting fees of ₹ 5,000 for attending each meeting of our Board and ₹ 2,000 for attending each meeting of committees constituted of the Board.

Payment or benefits to Directors

The details of payments and benefits made to our Directors by our Company, in Fiscal 2024 are as follows:

Executive Directors

S. No.	Name of the Executive Director	Amount (₹ in Lakhs)
1	Nikhil Saraf	75.00

Non-Executive Directors and Independent Directors

S. No.	Name of the Non-Executive Directors & Independent Director	Designation	Amount (₹ in Lakhs)
1	Samir Agarwal	Non-Executive Director	Nil
2	Amit Jaiswal	Non-Executive Director	Nil
3	Kavita Agarwal	Non-Executive Director	Nil
4	Ankit Jajodia	Non-Executive Independent Director	Nil*
5	Prabhu Nath Ojha	Non-Executive Independent Director	Nil*

*Appointed as on August 16, 2024

Remuneration paid or payable to our Directors from our Subsidiaries

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

Bonus or profit-sharing plan of the Directors

None of our Directors are entitled to any bonus or profit-sharing plan of our Company.

Contingent or Deferred Compensation to our Directors

There is no contingent or deferred compensation payable to our Directors which does not form part of their remuneration

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

Except as disclosed below, none of our Directors hold any Equity Shares, as on the date of this Draft Red Herring Prospectus:

Name of Director	No. of Equity Shares held	% Of the Pre-Offer paid up share capital
Nikhil Saraf	5,75,900	11.45
Amit Jaiswal	7,12,700	14.17
Samir Agarwal	4,73,800	9.42
Kavita Agarwal	2,73,400	5.44
Total	20,35,800	40.49

Interests of our Directors

Our Executive Director may be deemed to be interested to the extent of remuneration and reimbursement of expenses, if any, payable to them by our Company. Our Non-Executive Directors or Independent Directors may be deemed to be interested to the extent of sitting fees and commission, if any, payable to them for attending meetings of our Board or Committees thereof as approved by our Board and or shareholders and reimbursement of expenses payable to them, as approved by our Board. For further details, please see the section entitled “*Terms of Appointment of our Managing Director*” and “*Payment or benefit to Directors of our Company*”.

Further, except as disclosed under ‘*Shareholding of Directors in our Company*’ above, none of our Directors hold any Equity Shares or any other form of securities in our Company. Further, 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 Equity Shares held by them in the Company.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which any of our Directors are interested, by any person, either to induce him to become, or to qualify him as, as a Director, or otherwise for services rendered by our Directors or by the firm or company in which they are interested, in connection with the promotion or formation of our Company. For details, see “*Restated Financial Information –Note 34: Related Party Disclosures*” on page 209.

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company.

None of our Directors have any interest in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

No loans have been availed by the Directors from our Company. Further, none of the beneficiaries of loans, advances and sundry debtors are related to the Directors of our Company, except to the extent of related party transactions already disclosed under “*Restated Financial Information –Note 34: Related Party Disclosures*” on page 209.

There is no material existing or anticipated transaction whereby Directors will receive any portion of the proceeds from the Offer.

As on the date of this Draft Red Herring Prospectus, except for Nikhil Saraf, Amit Jaiswal and Samir Agarwal, who are the Promoters of our Company, none of our other Directors are interested in the promotion of our Company. For further details, see “*Our Promoters and Promoter Group*” on page 157.

Changes in Board of Directors in Last 3 Years

Except as mentioned below, there have been no changes in our Directors in the last three years:

Name	Date of Change	Reason
Ankit Jajodia	August 16, 2024	Appointment as an Additional Independent Director*
Prabhu Nath Ojha	August 16, 2024	Appointment as an Additional Independent Director*
Nikhil Saraf	August 16, 2024	Change in Designation as a Whole – Time Director

*Regularized pursuant to a resolution passed in the EGM dated September 07, 2024

Details of Borrowing Powers of Directors

In accordance with our Articles of Association and the applicable provisions of the Companies Act, and pursuant to a special resolution passed at the Extra-Ordinary General Meeting dated September 07, 2024, our Board is authorised to borrow money by way of term loans, fund based, non-fund-based credit facilities, working capital facilities or any other kind of financial assistance, whether secured or unsecured, granted by banks and financial institutions or otherwise, subject to an overall limit of ₹ 4,000.00 Lakhs.

Corporate Governance

The provisions of the Companies Act, 2013, SEBI LODR Regulations and SEBI ICDR Regulations relating to corporate governance, will be applicable to our Company immediately upon the listing of our Company's Equity Shares on the Stock Exchanges. We are in compliance to the extent applicable with the requirements of the SEBI LODR Regulations, the Companies Act, 2013 and other applicable regulations, in respect of corporate governance in respect of the constitution of the Board and Committees thereof, and formulation and adoption of policies.

As on the date of filing of the Draft Red Herring Prospectus, our Board of Directors consist of 6 directors of which 1 Whole Time Director & CEO, 3 Non- Executive Director, 2 are Independent Directors, and we have 1 women directors on the Board. The constitution of our Board is in compliance with the Companies Act, 2013 and SEBI LODR Regulations, to the extent applicable.

Committees of our Board

The Board of Directors functions either as a full board or through various committees constituted to oversee specific operational areas. In addition to the Committees detailed below, our Board of Directors may, from time to time constitute other committees for various functions as may be required.

In terms of the SEBI Listing Regulations and the provisions of the Companies Act, 2013, our Company has constituted the following committees of our Board:

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders Responsibility Committee

(a) Audit Committee

Our Company has constituted an Audit Committee ("Audit Committee"), vide Board Resolution dated September 09, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The current constituted Audit Committee comprises following members:

Name of the Directors	Status in Committee	Nature of Directorship
Mr. Prabhu Nath Ojha	Non- Executive Independent Director	Chairperson
Mr. Ankit Jajodia	Non- Executive Independent Director	Member
Mr. Samir Agarwal	Non- Executive Director	Member

The Company Secretary of our Company shall act as a Secretary to the Audit Committee. The Chairman of the Audit Committee shall attend the Annual General Meeting of our Company to answer shareholder queries. The scope and function of the Audit Committee and its terms of reference shall include the following:

Terms of Reference of Audit Committee:

The Audit Committee shall have powers, including the following:

- 1) to investigate any activity within its terms of reference;
- 2) to seek information from any employee;

- 3) to obtain outside legal or other professional advice;
- 4) to secure attendance of outsiders with relevant expertise, if it considers necessary; and
- 5) such other powers as may be prescribed under the Companies Act, 2013 and the SEBI Listing Regulations.

The role of the Audit Committee shall include the following:

- 1) Oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;
- 2) recommendation to the Board for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;
- 3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- 4) examining and reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft audit report;
- 5) Reviewing, with the management, the quarterly, half-yearly and annual 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 /Draft Red Herring Prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- 7) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- 8) Approval or any subsequent modification of transactions of the listed entity with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;
- 9) Scrutiny of inter-corporate loans and investments;
- 10) Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- 11) Evaluation of internal financial controls and risk management systems;
- 12) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 13) 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;
- 14) Discussion with internal auditors of any significant findings and follow up there on;
- 15) 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;

- 16) Discussing with the 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;
- 17) 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;
- 18) To review the functioning of the whistle blower mechanism;
- 19) Approving the appointment of the Chief Financial Officer (i.e. the whole-time finance director or any other person heading the finance function) after assessing the qualifications, experience and background, etc., of the candidate;
- 20) considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- 21) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision; and
- 22) carrying out any other functions required to be carried out by the Audit Committee as may be decided by the Board and/or as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Further, the Audit Committee shall mandatorily review the following:

- a) Management discussion and analysis of financial condition and results of operations;
- b) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- c) Management letters / letters of internal control weaknesses issued by the statutory auditors;
- d) Internal audit reports relating to internal control weaknesses; and
- e) The appointment, removal and terms of remuneration of the chief internal auditor
- f) Statement of deviations:
 - Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - Annual statement of funds utilized for purposes other than those stated in the offer document/draft red herring prospectus/notice in terms of Regulation 32(7).

The Audit Committee is required to meet at least four times in a year under Regulation 18(2)(a) of the SEBI Listing Regulations. The quorum for a meeting of the Audit Committee shall be two members or one third of the members of the audit committee, whichever is greater, with at least two independent directors.

(b) Stakeholders Relationship Committee

Our Company has constituted the Stakeholders Relationship Committee as per the applicable provisions of the Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulation, 2015 vide Resolution dated September 09, 2024. The constituted Stakeholders Relationship Committee comprises the following:

Name of the Directors	Status in Committee	Nature of Directorship
Mr. Samir Agarwal	Non- Executive Director	Chairperson
Mr. Amit Jaiswal	Non- Executive Director	Member
Mr. Ankit Jajodia	Non - Executive Independent Director	Member

The Company Secretary of our Company shall act as a Secretary to the Stakeholders Relationship Committee. The scope and function of the Stakeholders Relationship Committee and its terms of reference shall include the following:

Terms of Reference of Stakeholders Relationship Committee:

The role of the Stakeholders Relationship Committee shall include the following:

- 1) considering and looking into various aspects of interest of shareholders, debenture holders and other security holders
- 2) resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- 3) giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
- 4) issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
- 5) review of measures taken for effective exercise of voting rights by shareholders;
- 6) 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;
- 7) review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company; and
- 8) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

(c) Nomination and Remuneration Committee

Our Company has constituted the Nomination and Remuneration Committee, vide Board Resolution dated September 09, 2024 as per the applicable provisions of the Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The Nomination and Remuneration Committee comprise the following:

Name of the Directors	Status in Committee	Nature of Directorship
Mr. Prabhu Nath Ojha	Non- Executive Independent Director	Chairperson
Mr. Ankit Jajodia	Non- Executive Independent Director	Member
Mr. Samir Agarwal	Non- Executive Director	Member

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee.

Terms of reference of Nomination and Remuneration Committee:

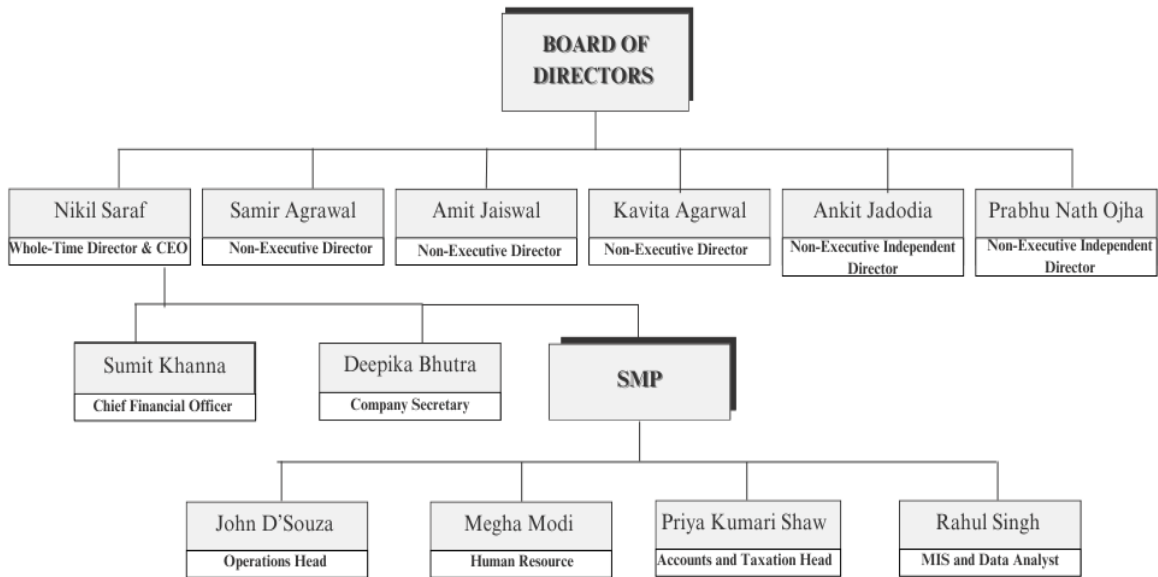
The role of the Nomination and Remuneration Committee shall include the following:

- 1) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- 2) The Nomination and Remuneration Committee should, for every appointment of an independent director, 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. For the purpose of identifying suitable candidates as an independent director, the Committee may:
 - a) use the services of an external agencies, if required;
 - b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c) consider the time commitments of the candidates
- 3) Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- 4) Devising a policy on Board diversity;

- 5) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance (including Independent Director);
- 6) Analysing, monitoring and reviewing various human resource and compensation matters;
- 7) 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;
- 8) 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;
- 9) Recommend to the board, all remuneration, in whatever form, payable to senior management and other staff, as deemed necessary;
- 10) The Nomination and Remuneration Committee, while formulating the Remuneration Policy, should ensure that:
 - a) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c) 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.
- 11) perform such functions as are required to be performed by the Nomination and Remuneration Committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended,
- 12) frame 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; and
 - b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, by the trust, the Company and its employees, as applicable.
- 13) carrying out any other activities as may be delegated by the Board of Directors of the Company functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

MANAGEMENT ORGANISATION STRUCTURE

The following chart depicts our Management Organization Structure:



Key Managerial Personnel and Senior Management

Key Managerial Personnel

In addition to Nikhil Saraf as Whole - Time Director & CEO, whose details have been provided under the paragraph ‘Our Management -Brief profile of our Directors’ on page 144, the details of our other Key Managerial Personnel as on the date of this Draft Red Herring Prospectus, are as follows:

1. **Deepika Bhutra**, aged 33 years is the Company Secretary and Compliance Officer of our Company. She holds a certificate of membership from Institute of Company Secretaries of India. She is responsible for secretarial and compliance of our Company. She has 8 years of experience in managing regulatory compliance and secretarial requirements. Prior to joining our Company, she was associated with Preferred Consumer Products Private Limited. She was not paid any remuneration in the financial year 2024 as she was appointed in our Company w.e.f. May 01, 2024.
2. **Sumit Khanna**, aged 42 is the Chief Financial Officer of our Company. He holds a a certificate of membership from Institute of Chartered Accountants of India and Indian Institute of Banking & Finance (IIBF). He has been associated with our Company since September 5, 2019 and responsible for financial accounting and reporting, financial planning of our Company. He has around two decades of experience in banking sector. Prior to joining of our Company, he was associated with Standard Chartered Bank, HSBC, DBS Bank and ICICI. The remuneration paid to him in the financial year 2024 is ₹ 42.00 Lakhs.

Senior Management Personnel

In addition to the Company Secretary and the Chief Financial Officer of our Company, whose details are provided in “Our Management – Key Managerial Personnel” on page 54, the details of our Senior Management, as on the date of this Draft Red Herring Prospectus are as follows:

John D’Souza aged 43 years is the Operations Head of our Company. He holds a degree in Bachelor of Commerce from Kuvempu University, Karnataka. He has been associated with our company since December 8, 2015. Prior to joining our Company, he was associated with Fullerton India Credit Company Limited. He has a more than 20 years of work experience in the field of banking - retail loans. He is responsible for overseeing daily credit and operations activities, managing end-to-end loan processes, vendor relationships, and tech integrations. The remuneration paid to him in the financial year 2024 is ₹ 19.80 Lakhs.

Megha Modi aged 39 years is the Lead – Human Resources of our Company. She holds a degree of post graduate diploma in business administration (Human Resource Management) from the University of Wales and a Bachelor of Commerce from University of Calcutta. She has been associated with our company since May 13, 2019. Prior

to joining our Company, she was associated with Karuna Management Services Limited and Veeyu HR Solutions Pvt Ltd. She has 15 years of experience in Human Resources and Business. She is responsible for manpower planning, talent sourcing, onboarding, policy & sop development, payroll administration, Full and Final Settlement etc. The remuneration paid to her in the financial year 2024 is ₹ 6.00 Lakhs

Priya Kumari Shaw aged 29 years is the Accounts Manager of our Company. She holds a degree in Bachelor of Commerce from University of Calcutta. She has been associated with our company since July 07, 2019. She has 6 years of experience in accounting, auditing, taxation, and work in relation to NBFC. She is responsible for overseeing financial planning, auditing, and reviewing operational activities. The remuneration paid to her in the financial year 2024 is ₹ 3.95 Lakhs.

Rahul Singh aged 31 years is the Senior Manager - MIS and Data Analyst of our Company. He holds a degree in Bachelor of Commerce from University of Calcutta and possess CMA certificate of The Institute of Computer Accountants. He joined our company in August 01, 2018. Prior to joining our Company, he was associated with V.N. Saraf & Co and Seksaria Saraf & Associates. He has 11 years of experience in data analytics, taxation, accounting, and audit-related matters. He is responsible for overseeing MIS management, performing data analysis & reporting to support strategic business initiatives and to enhance operational efficiency. The remuneration paid to him in the financial year 2024 is ₹ 6.60 Lakhs.

Confirmations

None of our Directors are related to any of our Key Managerial Personnel or Senior Management and none of our Key Managerial Personnel or Senior Management are related to each other:

All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any of our other Key Managerial Personnel or Senior Management were selected as key managerial personnel or senior management personnel.

Interest of Key Managerial Personnel and Senior Management

None of our Key Managerial Personnel and Senior Management have any interest in our Company, other than to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business, and (ii) the Equity Shares held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding.

There is no contingent or deferred compensation accrued for the year payable to the Key Managerial Personnel or Senior Management, even if the compensation is payable at a later date.

Other than as disclosed in this section and as disclosed in “*Restated Financial Information –Note 34: Related Party Transactions*” on page 209, our Company has not paid any compensation or granted any benefit to any of our Key Managerial Personnel and Senior Management in all capacities in Fiscal 2024.

No loans have been availed by our Key Management Personnel or Senior Management from our Company as on the date of this Draft Red Herring Prospectus.

For further details of the interest of our Executive Directors in our Company, see “*–Interests of Directors*” on page 148.

Payment or Benefit to Key Managerial Personnel and Senior Management

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no officer of our Company, including our Directors, Key Managerial Personnel, Senior Management, is entitled to any benefits upon termination of employment under any service contract entered into with our Company.

Except as disclosed in “*–Interests of Directors*” on page 148 and stated otherwise in this Draft Red Herring Prospectus and any statutory payments made by our Company, no amount or benefits in kind has been paid or

given, in the two years preceding of the date of this Draft Red Herring Prospectus, or is intended to be paid or given to any of our Company's officers including the Key Managerial Personnel and Senior Management except remuneration and re-imburements for services rendered as Directors, officers or employees of our Company

Bonus or profit-sharing plans for our Key Managerial Personnel or Senior Management

Other than as disclosed in “–*Bonus or profit-sharing plan of the Directors*” on page 147, and the annual variable payments which our Key Managerial Personnel or Senior Management are entitle to, our Key Managerial Personnel or Senior Management are not parties to any bonus or profit-sharing plan of our Company.

Shareholding of our Key Managerial Personnel or Senior Management in our Company

None of our Key Managerial Personnel or Senior Management Personnel is entitled to any bonus (excluding performance linked incentive which is part of their remuneration) or profit sharing plans of our Company.

Changes in Key Managerial Personnel and Senior Management Personnel in the three immediately preceding years.

Except as mentioned below, there have been no changes in our Key Managerial Personnel and Senior Management Personnel in the last three years:

Name	Date of appointment / change in designation / cessation	Reason
Sumit Khanna	May 01, 2024	Appointment of Chief Financial Officer
Deepika Bhutra	May 01, 2024	Appointment of Company Secretary

The attrition of the Key Managerial Personnel and Senior Management of our Company is not high as compared to the industry. For details, see “*Risk Factor 22 – We are dependent on a number of key employees, including our senior management, and the loss of or our inability to attract or retain such persons with specialized technical know-how could adversely affect our business, results of operations, cash flows and financial condition.*” on page 37”.

Employee stock option schemes



For details of the employee stock option schemes and grant of options made thereunder, see “*Capital Structure – Employee Stock Option Schemes 2024*” on page 71.

OUR PROMOTER AND PROMOTER GROUP

Our Promoters

The promoters of our Company are Samir Agarwal, Nikhil Saraf, Amit Jaiswal and Kavita Agarwal. As on date of this Draft Red Herring Prospectus, our Promoters in aggregate, holds 20,35,800 Equity Shares in our Company, representing 40.49 % of the pre-Issue issued, subscribed and paid-up Equity Share capital of our Company. For details of the build-up of shareholding of the Promoter in our Company, see “Capital Structure – Capital Build Up in respect of shareholding of our Promoters” on page 80 of this DRHP.

Details of our Individual Promoters are as follows:

	<p>Nikhil Saraf is one of our Promoters, Whole-time Director and CEO of our Company. For a complete profile of Nikhil Saraf, i.e., his date of birth, age, residential address, educational qualifications, professional experience, his business and financial activities, positions / posts held in the past, other directorships, other ventures and special achievements, please see “<i>Our Management</i>” on page 144.</p> <p>As on date of filing of this Draft Prospectus, Nikhil Saraf holds 5,75,900 Equity Shares representing 11.45 % of the subscribed and paid-up Equity Share capital of our Company.</p> <p>His permanent account number is AKLPS7248H.</p> <p>Other than as disclosed in “<i>Promoter Group</i>” and “<i>Our Management</i>” on pages 157 and 144, respectively, Nikhil Saraf is not involved in any other venture.</p>
	<p>Samir Agarwal is one of our Promoters and is Non-Executive Director of our Company. For a complete profile of Samir Agarwal, i.e., his date of birth, age, residential address, educational qualifications, professional experience, his business and financial activities, positions / posts held in the past, other directorships, other ventures and special achievements, please see “<i>Our Management</i>” on page 144.</p> <p>As on date of filing of this Draft Prospectus, Samir Agarwal holds 4,73,800 Equity Shares representing 9.42 % of the subscribed and paid-up Equity Share capital of our Company.</p> <p>His permanent account number is ACZPA4907D</p> <p>Other than as disclosed in “<i>Promoter Group</i>” and “<i>Our Management</i>” on pages 157 and 144, respectively, Samir Agarwal is not involved in any other venture.</p>



Amit Jaiswal is one of our Promoters and is Non-Executive Director of our Company. For a complete profile of Amit Jaiswal, i.e., his date of birth, age, residential address, educational qualifications, professional experience, his business and financial activities, positions / posts held in the past, other directorships, other ventures and special achievements, please see “*Our Management*” on page 144.

As on date of filing of this Draft Prospectus, Amit Jaiswal holds 7,12,700 Equity Shares representing 14.17 % of the subscribed and paid-up Equity Share capital of our Company.

His permanent account number is ACUPJ2847G

Other than as disclosed in “*Promoter Group*” and “*Our Management*” on pages 157 and 144, respectively, Amit Jaiswal is not involved in any other venture.



Kavita Agarwal is one of our Promoters and is Non-Executive Director of our Company. For a complete profile of Kavita Agarwal, i.e., his date of birth, age, residential address, educational qualifications, professional experience, his business and financial activities, positions / posts held in the past, other directorships, other ventures and special achievements, please see “*Our Management*” on page 144.

As on date of filing of this Draft Prospectus, Kavita Agarwal holds 2,73,400 Equity Shares representing 5.44 % of the subscribed and paid-up Equity Share capital of our Company.

Her permanent account number is ADLPD5578Q

Other than as disclosed in “*Promoter Group*” and “*Our Management*” on pages 157 and 144, respectively, Kavita Agarwal is not involved in any other venture.

Our Company confirms that the permanent account number, bank account number, passport number, aadhaar number and driving license number of our Promoters shall be submitted to the Stock Exchange at the time of filing of this Draft Red Herring Prospectus.

Change in 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.

However, the Subscribers to MOA and original Promoters of our Company were Surendra Kumar Kanodia and Dinesh Maharshi. Further, pursuant to RBI approval dated January 04, 2016, the management and control of our Company was taken over by Nikhil Saraf, Rishi Kedia, Amit Jaiswal and Kavita Agarwal. Pursuant to the board resolution dated September 14, 2024, in terms of SEBI ICDR Regulations, our Board has taken on record Prasad Nikhil Saraf, Samir Agarwal, Amit Jaiswal and Kavita Agarwal as the Promoters of the Company. For details on their respective shareholding build up, please refer to Chapter titled “Capital Structure” on page 65 of this Draft Red Herring Prospectus.

Interest of Promoter in promotion of our Company

Our Promoters are interested in our Company to the extent (i) that they have promoted our Company (ii) of their respective shareholding directly or indirectly along with that of their relatives in our Company, (iii) their

directorship in our Company (wherever applicable), (iv) interest payable on the loans provided to our Company and (v) the dividends payable, if any, and any other distributions in respect of his shareholding in our Company or the shareholding of his relatives in our Company. For further details of our Promoter's shareholding, see "Capital Structure" on page 65 of this DRHP. For further details of interest of our Promoter in our Company, see "Capital Structure", "Our Management – Interest of Directors" and "Restated Financial Statements" on pages 65, 148 and 165 of this DRHP.

Interest of Promoter in property of our Company

Except as disclosed in Note 34: Related Party Transactions on page 209, our Promoter is not interested in any transaction in acquisition of land or property, construction of building and supply of machinery, or any other contract, agreement or arrangement entered into by the Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements.

Business Interests

No sum has been paid or agreed to be paid to our Promoters or to any firm or company in which such Promoter is interested as a member, in cash or shares or otherwise by any person either to induce them to become or to qualify them as a Director (as applicable) or otherwise for services rendered by them or by such Promoters or such firm or company in connection with the promotion or formation of our Company.

For details of related party transactions entered into by our Company with our Promoters during the financial year immediately preceding the date of this Draft Red Herring Prospectus, please see "Restated Financial Information —Note 34: Related Party Transactions" on page 209.

Payment or benefits to our Promoter or our Promoter Group

There has been no payment of benefits to our Promoters or the Promoter Group during the two years immediately preceding the date of filing of this Draft Red Herring Prospectus nor is there any intention to pay or give any benefit to our Promoter or any member of the Promoter Group by the Company as on the date of this Draft Red Herring Prospectus except remuneration received by Nikhil Saraf as disclosed herein and as stated in "Restated Financial Statements" beginning on 165.

Our Company has not entered into any contract, agreement or arrangements during the two years immediately preceding the date of this Draft Red Herring Prospectus and does not propose to enter into any such contract in which our Promoters or the Promoter Group 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 other than as disclosed in "History and Certain Corporate Matters—Shareholders' Agreements and Other Agreements", "Our Management" and "Restated Financial Information —Note 34: Related Party Transactions" on pages , 144, 142 and 209 respectively.

Companies or firms with which our Promoter has disassociated in the last three years

Except disassociation from Vee Gee Credit Capital Private Limited, our Promoters has not disassociated himself from any company or firm in the three years immediately preceding the date of this Draft Red herring Prospectus.

Material Guarantees

Other than as disclosed in "Financial Indebtedness – Guarantee" on page 220, our Promoter have not given any material guarantees to any third parties with respect to the Equity Shares of our Company, on behalf of the Company.

Confirmations

Our Promoter and members of our Promoter Group have not been declared wilful defaulters or fraudulent borrowers by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by Reserve Bank of India.

Our Promoter and members of our Promoter Group have not been prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

Our Promoter and members of our Promoter Group is not and has never been promoter, director, or person in control of any other company which is prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.

There are no conflicts of interests between the third party service providers (crucial for operations of the Company) and the Company, Promoters and Promoter Group.

Except for the business relationship that may exist between the Company, Promoters and Promoter Group and the lessor of the immovable properties, (crucial for operations of the company), there are no conflict of interest between the lessor and the Company, Promoters and Promoter Group.

Our Promoter Group

In addition to our Promoters, individuals and entities that form part of the Promoter Group of our Company in terms of Regulation 2(1) (pp) of the SEBI ICDR Regulations are set out below:

A. Individuals forming part of our Promoter Group

The individuals forming a part of our Promoter Group are as follows:

Relationship with the Promoters	Samir Agarwal	Nikhil Saraf	Amit Jaiswal	Kavita Agarwal
Father	Late O.P. Agarwal	Vishwa Nath Saraf	Om Prakash Jaiswal	Late B. P.Dhanuka
Mother	Nirmala Agarwal	Saroj Saraf	Maya Jaiswal	Bijaya Dhanuka
Spouse	Kavita Agarwal	Pooja Saraf	Sunita Jaiswal	Samir Agarwal
Brother	Sandip Agarwal Sumit Agarwal	Akhil Saraf	Abhishek Jaiswal	Pankaj Dhanuka
Sister	Sapna Rungta	Shruti Dhelia	-	Mamta Seksaria
Son	Kabir Agarwal	Krish Saraf	Aarambh Jaiswal	Kabir Agarwal
Daughter	Nandini Agarwal	Kashvi Saraf	Suhani Jaiswal	Nandini Agarwal
Spouse's Father	Late B. P.Dhanuka	Murli Manohar Agarwal	Shib Sankar Shaw	Late O.P. Agarwal
Spouse's Mother	Bijaya Dhanuka	Santosh Agarwal	Ramawati Shaw	Nirmala Agarwal
Spouse's Brother(s)	Pankaj Dhanuka	Rishi Agarwal	Vimal Shaw	Sandip Agarwal Sumit Agarwal
Spouse's Sister(s)	Mamta Seksaria	Sumi Patwari	Sangita Jaiswal Anita Jayaswal	Sapna Rungta

B. The entities forming a part of our Promoter Group

Sr. No.	Particulars
1.	Jas Fintech Private Limited
2.	SSA Corporate Services Private Limited
3.	HC Consulting Private Limited
4.	SSA Fintech Private Limited
5.	Ral Creations Private Limited
6.	Indcap Advisors Private Limited
7.	Ask Financial Advisors Private Limited
8.	Indcap M&A Advisors Private Limited
9.	KA Women Entrepreneurs Association
10.	SSA Credlab Private Limited
11.	SSA Shared Services Private Limited
12.	SSA Human Consulting Private Limited
13.	Veeyu HR Solutions Private Limited

Sr. No.	Particulars
14.	KPD Consultants & Advisors Pvt Ltd
15.	KPD Corporate Advisors & Consultants Pvt Ltd
16.	KPD Advisors Pvt Ltd
17.	Samir Agarwal HUF
18.	Nikhil Saraf HUF
19.	Akhil Saraf HUF
20.	Amit Jaiswal HUF
21.	Vishwa Nath Saraf HUF
22.	B P Dhanuka HUF
23.	A K Rungta HUF
24.	Sandip Agarwal & Others HUF
25.	O.P Agarwal & Sons HUF
26.	Kalpataru Agroforest Enterprises Private Limited
27.	AIE Valley Traders Private Limited
28.	Rishi Creations
29.	Seksaria Saraf & Associates
30.	Rishi Agarwal HUF
31.	Murli Manohar Agarwal HUF
32.	Anand Dhelia HUF
33.	Shib Shankar Shaw HUF
34.	Ritesh Patwari HUF
35.	Pankaj Dhanuka HUF
36.	Sanjeev Seksaria HUF
37.	Balkishan Sanjeev Kumar HUF

OUR GROUP COMPANY

In terms of the SEBI ICDR Regulations, and the applicable accounting standards (Accounting Standard 18 and Indian Accounting Standard 24), “group companies” in relation to the disclosure in Offer Documents, our Company shall include (i) the companies (other than our Subsidiaries and Promoter, as applicable) with which there were related party transactions, in accordance with AS 18, as disclosed in the Restated Financial Information; and (ii) such other companies as considered material by our Board pursuant to the materiality policy.

With respect to (ii) above, our Board in its meeting held on September 14, 2024 has approved that such companies that are a part of the promoter group (as defined in the SEBI ICDR Regulations) with which there were transactions in the most recent financial year and stub period, if any, to be included in the Offer Documents (“Test Period”), which individually or in the aggregate, exceed 10% of the total restated Revenue from Operations of our Company for the Test Period, shall also be classified as group companies.

Accordingly, based on the parameters outlined above, as on the date of this Draft Red Herring Prospectus, our Company has identified and considered the following as Group Companies.

1. Indcap Advisors Private Limited
2. Veeyu HR Solutions Private Limited
3. Vee Gee Credit Capital Private Limited

Details of our Group Companies

1. Indcap Advisors Private Limited

Corporate Information:

Indcap Advisors Private Limited having CIN U74120WB2008PTC125639 was incorporated on May 13, 2008. The registered office of the company is situated at Suite #1201, 12th floor, Aurora Waterfront Gn-34/1, Sector V, Salt Lake City, Kolkata, West Bengal – 700091, India.

Financial Information:

Certain financial information derived from the audited financial statements of Indcap Advisors Private Limited for Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, as required by the SEBI ICDR Regulations, is available on our website at www.neevfinance.com.

2. Veeyu HR Solutions Private Limited

Corporate Information:

Veeyu HR Solutions Private Limited having CIN U74910WB2008PTC121649 was incorporated on January 11, 2008. The registered office of the company is situated at PSIXL, Unit No.408, 4th floor, Atghora Chinar Park, Kolkata, West Bengal - 700136, India.

Financial Information:

Certain financial information derived from the audited financial statements of Veeyu HR Solutions Private Limited for Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, as required by the SEBI ICDR Regulations, is available on our website at www.neevfinance.com.

3. Vee Gee Credit Capital Private Limited

The entire shareholding of Vee Gee Credit Capital Private Limited held by Samir Agarwal, Kavita Agarwal, Samir Agarwal HUF, Amit Jaiswal, Sunita Jaiswal, Amit Jaiswal HUF, Nikhil Saraf, Pooja Saraf, Vishwa Nath Saraf, Saroj Saraf, Rajeshkumar HUF, V N Saraf HUF, Nikhil Saraf HUF, Ashok Jajodia HUF, Ashok Jajodia, Rajesh Kumar Saraf and Ask Financial Advisors Private Limited were sold out to Dinesh Khimji and his family members pursuant to share purchase agreement dated August 05, 2021. Therefore, as on the date of Draft Red Herring Prospectus, Vee Gee Credit Capital Private Limited is not considered as the Group Company.

Nature and extent of interest of our Group Companies

In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

In the properties acquired by our Company in the past three years before filing this Draft Red Herring Prospectus or proposed to be acquired by our Company

Our Group Companies are not interested in the properties acquired by us in the three years preceding the filing of this Draft Red Herring Prospectus or proposed to be acquired by us as on the date of this Draft Red Herring Prospectus.

In transactions for acquisition of land, construction of building and supply of machinery, etc.

Our Group Companies are not interested in any transactions for the acquisition of land, construction of building or supply of machinery, except in ordinary course business and as disclosed in “*Restated Financial Information – Note 34: Related Party Disclosures*” on page 209.

Common pursuits among our Group Companies and our Company

Except as disclosed in “*Restated Financial Information – Note 34: Related Party Disclosures*” on page 209, our Group Companies are not involved in any kind of common pursuits with our Company or other Group Companies as on the date of this Draft Red Herring Prospectus.

Related business transactions within our Group Companies and significance on the financial performance of our Company

Except transaction as disclosed in “*Restated Financial Information – Note 34: Related Party Disclosures*” on page 209 which are in ordinary course of business, our Group Companies are not involved in any related business transaction with our Company as on the date of this Draft Red Herring Prospectus.

Litigation

As on the date of this Draft Red Herring Prospectus, there is no pending litigation involving our Group Companies which will have a material impact on our Company.

Business interest of our Group Companies

Except in the ordinary course of business and as stated in “*Restated Financial Information – Note 34: Related Party Disclosures*” on page 209, none of our Group Companies have any business interest in our Company.

Other Confirmations

None of our Group Companies have any securities listed on any stock exchange in India or abroad. Further, none of our Group Companies have 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.

There is no conflict of interest between the suppliers of raw materials and third-party service providers that are crucial for the operations of the Company and our Group Companies or their respective directors.

There is no conflict of interest between the lessor of the immovable properties that are crucial for the operations of the Company and our Group Companies or their respective directors.

DIVIDEND POLICY

The declaration and payment of dividends on the Equity Shares, if any, will be recommended by our Board and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act and rules made thereunder, to the extent applicable to our Company, and the SEBI Listing Regulations and the dividend policy of our Company, which may be reviewed and amended periodically by the Board.

Our Company does not have formal dividend policy. The quantum of dividend, if any, and our ability to pay dividend will depend on a number of factors, including but not limited to the capital expenditure requirements, profit earned during the financial year and profit available for distribution, working capital requirements, business expansion and growth, cost of borrowing, economic environment, capital markets, and other factors considered by our Board. Our Company may also, from time to time, pay interim dividends. We may retain all our future earnings, if any, for use in the operations and expansion of our business.

In addition, our ability to pay dividends may be impacted by a number of other factors, including restrictive covenants under our current or future loan or financing documents. For more information on restrictive covenants under our current loan agreements, please see “*Financial Indebtedness*” on page 220 of this DRHP. Our Company may pay dividend by cheque, or electronic clearance service, as will be approved by our Board in the future. Our Board may also declare interim dividend from time to time. For details of risks in relation to our capability to pay dividend, see “*Risk Factors*” beginning on page 27 of the Draft Red Herring Prospectus. Our ability to pay Dividends in the future will depend on our future cash flows, working capital requirements, capital expenditures and financial condition.

The Company does not have a formal dividend policy. Except as mentioned below, our Company has not declared any dividends on our Equity Shares and Preference shares in the last three Fiscals 2024, 2023 and 2022 until the date of this Draft Red Herring Prospectus.

The dividends declared and paid by the Company on the **Equity Shares** as per the Restated Financial Information:

Particulars	April 1, 2024 till the date of this certificate	Fiscal 2024	Fiscal 2023	Fiscal 2022
No. of Equity Shares	-	-	-	-
Face value per Equity Share (in ₹)	-	-	-	-
Aggregate Dividend (in ₹)	-	-	-	-
Interim Dividend per Equity Share (in ₹)	-	-	-	-
Rate of interim dividend (%)	-	-	-	-
Final Dividend per Equity Share (in ₹)	-	-	-	-
Rate of final dividend (%)	-	-	-	-

The dividends paid by the Company on the Compulsory Convertible Preference Shares as per the Restated Financial Information:

Our Company has paid cumulative dividend on Compulsory Convertible Preference Shares (CCPS) at the rate of 0.01% p.a. via board resolution dated August 16, 2024 and via shareholders resolution dated September 07, 2024.

Particulars	April 1, 2024 till the date of this certificate	Fiscal 2024	Fiscal 2023	Fiscal 2022
No. of Preference Shares	8,965	-	-	-
Face value per Preference Share (in ₹)	100	-	-	-
Aggregate Dividend (in ₹)	268	-	-	-
Rate of final dividend (%)	0.01%	-	-	-

SECTION VII – FINANCIAL INFORMATION - RESTATED FINANCIAL STATEMENTS

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INDEPENDENT AUDITOR'S REPORT ON THE RESTATED FINANCIAL STATEMENTS

To
The Board of Directors of
Neev Credit Limited
(Formerly known as Neev Credit Private Limited)
CIN: U65923WB1996PLC076763

1. We have examined the accompanying Restated Financial Statements of **Neev Credit Limited** (formerly known as Neev Credit Private Limited) (the 'Company') for the period ended 31st March 2024, 31st March 2023, and 31st March 2022 which comprise the Restated Balance Sheet, Restated Statement of Profit and Loss (including Other Comprehensive Income), Restated Cash flow Statement, Statement of Changes in Equity, summary of significant accounting policies and other explanatory information. The Restated Financial Statements have been prepared by the Management of the Company in connection with the proposed Initial Public Offering on SME Platform ("IPO") and initialed by us for identification purpose only.
2. This Statement which is the responsibility of the Company's management and approved by the Board of Directors of the company at their meeting held on 21st September, 2024, and has been prepared in accordance with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India with the requirements of:
 - (i) Section 26 of Part-I of Chapter III of Companies Act, 2013 (the "Act") read with Companies (Prospectus and Allotment of Securities) Rules 2014;
 - (ii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 ("ICDR Regulations") and related amendments/ clarifications from time to time issued by the Securities and Exchange Board of India ("SEBI");
 - (iii) The Guidance Note on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("Guidance Note")
3. The Company's Board of Directors is responsible for the preparation of the Restated Financial Statements for inclusion in the Draft Prospectus ("**Offer Document**") to be filed with Securities and Exchange Board of India (SEBI), SME platform & Registrar of Company (Kolkata). The Restated Financial Statements have been prepared by the management of the Company on the basis of preparation stated in **Note - 2** to the Restated Financial Statements. The responsibility of the board of directors of the Company includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Financial Statements. The board of directors are also responsible for identifying and ensuring that the Company complies with Ind AS, the Act, ICDR Regulations and the Guidance Note.

4. We have examined such Restated Financial Statements taking into consideration:
- i. The terms of reference and terms of our engagement letter requesting us to carry out the assignment, in connection with the proposed SME IPO;
 - ii. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;
 - iii. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Financial Statements;
 - iv. The requirements of Section 26 of the Act and the ICDR Regulations.

Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

5. The Restated Financial Statements of the Company for the period ended 31st March, 2023 and 2022 have been compiled by the management from audited financial statements for the period ended March 31st, 2023 and 2022. The period for which the Financial Statement are Restated were audited by M/s S. Lilha & Associates and we have relied upon the report given by them that the Financial Statements are free from any material misstatements vide report dt. September 01, 2023 and September 05, 2022. There are no audit qualifications in the audit reports issued by previous auditors and which would require adjustments in the Restated Financial Statements of the Company. The financial report included for these years is based solely on the report submitted by them.
6. Based on our examination and according to information and explanations given to us, we are of the opinion that the Restated Financial Statements:
- i. have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping / reclassifications retrospectively for the period ended on March 31st, 2023 and 2022.
 - ii. have no extra-ordinary items that need to be disclosed separately in the accounts and requiring adjustments.
 - iii. have been prepared in accordance with the Act, Ind AS, ICDR Regulations and Guidance Note.
 - iv. Present a true & fair view of the Company's state of affairs, Profit / Loss and Cash flow Statement.
7. In accordance with the requirements of the Act including the rules made there under, ICDR Regulations, Guidance Note and Ind AS, we report that:
- The "**Restated Balance Sheet**" of the Company as at March 31st 2024, March 31st, 2023, and March 31st, 2022 examined by us as set out in **Annexure - I** to this report read with significant accounting policies and other explanatory information in Notes **Annexure - IV**;
 - The "**Restated Statement of Profit and Loss**" of the Company for the period ended on December 31st 2023, March 31st, 2023, March 31st 2022 and March 31st, 2021 examined by us, as set out in **Annexure - II** to this report read with significant accounting policies and other explanatory information in Notes in **Annexure - IV**;

- The “**restated statement of cash flows**” of the Company for the period ended on December 31st 2023, March 31st, 2023, March 31st 2022 and March 31st, 2021 examined by us, as set out in **Annexure - III** to this report read with significant accounting policies and other explanatory information in Notes **Annexure - IV**; has been arrived at after making such adjustments and regroupings to the audited financial statements of the Company, as in our opinion were appropriate and more fully described in notes to the restated financial statements to this report.
8. We have also examined the other financial information relating to the Company prepared by the management and as approved by the board of directors of the Company and annexed to this report relating to the Company for the financial period/year ended on 31st March 2024, 31st March 2023, and 31st March 2022, proposed to be included in the Draft. The restated Financial Statement & Other Financial Information forming part of the report and annexed herewith are as under:

Annexure No.	Particulars
I	Restated Statements of Assets and Liabilities
II	Restated Statement of Profit and Loss
III	Restated Statement of Cash Flow
IV	Statement of Change in Equity (SOCE) & Notes to Re-stated Financial Statements

Notes No.	Particulars
1	Corporate Information
2	Restated Material Accounting Policies
3	Restated Statement of Cash & Cash Equivalents
4	Restated Statement of Bank Balance other than Cash & Cash Equivalents
5	Restated Statement of Other Receivables
6	Restated Statement of Loans
7	Restated Statement of Investments
8	Restated Statement of Other Financial Asset
9	Restated Statement of Current tax Assets (Net)
10	Restated Statement of Deferred Tax Assets (Net)
11	Restated Statement of Property, Plant & Equipment
12	Restated Statement of Capital Work-in Progress
13	Restated Statement of Other Non- Financial Asset
14	Restated Statement of Borrowings (Other than Debt Securities)
15	Restated Statement of Subordinated Liabilities
16	Restated Statement of Provisions
17	Restated Statement of Other Non- Financial Liabilities
18	Restated Statement of Equity Share Capital
19	Restated Statement of Other Equity
20	Restated Statement of Interest Income (Revenue from Operations)
21	Restated Statement of Sale of Stock-in-trade (Revenue from Operations)
22	Restated Statement of Other Revenue from Operations
23	Restated Statement of Other Income
24	Restated Statement of Finance Cost

25	Restated Statement of Purchases of Stock-in-trade
26	Restated Statement of Employee Benefit Expense
27	Restated Statement of Other expenses
28	Restated Statement for Tax Expenses
29-57	Other Notes to Accounts as per requirement

9. The report should not in any way be construed as a re-issuance or re-dating of any of the previous audit reports issued by any other firm of Chartered Accountants nor should this report be construed as a new opinion on any of the financial statements referred to therein.
10. We have no responsibility to update our report for events and circumstances occurring after the date of the report.
11. Our report is intended solely for the information and use of the Board of Directors of the Company for inclusion in the offer document to be filed with SEBI and Registrar of Companies (Kolkata) in connection with the proposed SME IPO. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For G.C. Bafna & Co.
Chartered Accountants
Firm Registration No. 319104E

CA G.C. Bafna
Partner
Membership No. 054241
UDIN:

Place: Kolkata
Date:

NEEV CREDIT LIMITED
(Formerly known as Neev Credit Private Limited)
CIN: U65923WB1996PLC076763
Restated Statement of Asset and Laibilites

Annexure I

(Amount In Rs. Lakhs)

Sr. No	Particulars	Note No.	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
	ASSETS				
(1)	Financial Assets				
(a)	Cash and cash equivalents	3	6.20	4.01	4.11
(b)	Bank Balance other than cash and cash equivalents	4	1.10	12.79	2.62
(c)	Receivables				
	(I) Trade Receivables		-	-	-
	(II) Other Receivables	5	14.14	-	-
(d)	Loans	6	1,250.03	1,164.18	1,247.22
(e)	Investments	7	15.00	-	-
(f)	Other Financial Asset	8	39.23	37.55	19.64
(2)	Non-financial Assets				
(a)	Current Tax Assets (Net)	9	55.84	8.83	8.63
(b)	Deffered Tax Assets (Net)	10	74.40	69.75	71.88
(c)	Property, Plant & Equipment	11	1,166.68	9.58	13.30
(d)	Capital Work in Progress	12	-	1,160.03	-
(e)	Other Non-Financial Asset	13	11.28	20.82	976.71
	Total Assets		2,633.89	2,487.54	2,344.11
	LIABILITIES AND EQUITY				
	LIABILITIES				
(1)	Financial Liabilities				
(a)	Borrowings (Other than Debt Securities)	14	1,762.49	1,821.68	1,443.09
(b)	Subordinated Liabilities	15	0.00	0.00	0.00
(2)	Non-Financial Liabilities				
(a)	Provisions	16	57.58	17.64	22.36
(b)	Other Non- Financial Liabilities	17	113.73	171.10	407.85
(3)	EQUITY				
(a)	Equity Share capital	18	498.00	498.00	498.00
(b)	Other Equity	19	202.09	(20.88)	(27.18)
	Total Liabilities and Equity		2,633.89	2,487.54	2,344.11
	See accompanying notes forming integral part of the Financial Statements	1 to 57			

As per our Report of even date

For and on Behalf of the Board of Directors

For, G.C. BAFNA & CO.
Chartered Accountants
Firm Registration Number: 319104E

NIKHIL SARAF
(Whole-Time Director)
DIN: 00611163

SAMIR AGARWAL
(Director)
DIN: 00093687

CA G.C. BAFNA
Partner
Membership No. 054241

Place: Kolkata
Date:
UDIN:

SUMIT KHANNA
(Chief Financial Officer)

DEEPIKA BHUTRA
(Company Secretary)

NEEV CREDIT LIMITED
(Formerly known as Neev Credit Private Limited)
CIN: U65923WB1996PLC076763
Restated Statement of Profit and Loss

Annexure II

(Amount In Rs. Lakhs)

Sr. No	Particulars	Note No.	31.03.2024	31.03.2023	31.03.2022
	Revenue from operations				
(i)	Interest Income	20	302.02	293.99	231.89
(ii)	Sale of Stock-in-trade	21	408.45	-	-
(iii)	Other Revenue from Operations	22	688.54	86.52	86.49
(I)	Total Revenue from operations		1,399.00	380.50	318.38
(II)	Other Income	23	15.35	8.72	1.65
(III)	Total Income (I+II)		1,414.36	389.22	320.03
	Expenses				
(i)	Finance Costs	24	230.37	96.12	71.64
(ii)	Purchases of Stock-in-trade	25	400.89	-	-
(iii)	Employee Benefits Expenses	26	208.07	61.69	120.76
(iv)	Depreciation, Amortization & Impairment	11	29.26	3.65	5.06
(v)	Others expenses	27	327.11	219.32	122.17
(IV)	Total Expenses (IV)		1,195.70	380.78	319.64
(V)	Profit / (loss) before exceptional items and tax (III - IV)		218.65	8.44	0.39
(VI)	Exceptional items		-	-	-
(VII)	Profit/(loss) before tax (V -VI)		218.65	8.44	0.39
(VIII)	Tax Expense:				
	(1) Current Tax	28	0.33	-	-
	(2) Deferred Tax	28	(4.65)	2.13	0.08
	Profit / (loss) for the period from continuing operations(VII-VIII)		222.97	6.30	0.31
(IX)	Profit/(loss) from discontinued operations		-	-	-
(X)	Tax Expense of discontinued operations		-	-	-
(XI)	Profit/(loss) from discontinued operations(After tax) (X-XI)		-	-	-
(XII)	Profit/(loss) for the period (IX+XII)		222.97	6.30	0.31
(XIII)					
	Other Comprehensive Income				
(XIV)	(A) (i) Items that will not be reclassified to profit or loss (specify items and amounts)		-	-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-	-
	Subtotal (A)		-	-	-
	(B) (i) Items that will be reclassified to profit or loss (specify items and amounts)		-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-	-
	Subtotal (B)		-	-	-
	Other Comprehensive Income (A + B)		-	-	-
	Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and other Comprehensive Income for the period)		222.97	6.30	0.31
(XV)	Earnings per equity share (for continuing operations)				
(XVI)	Basic (Rs.)	36	4.56	0.13	0.01
	Diluted (Rs.)	36	4.48	0.13	0.01
	Earnings per equity share (for discontinued operations)				
(XVII)	Basic (Rs.)		-	-	-
	Diluted (Rs.)		-	-	-
	Earnings per equity share (for continuing and discontinued operations)				
(XVIII)	Basic (Rs.)		4.56	0.13	0.01
	Diluted (Rs.)		4.48	0.13	0.01
	See accompanying notes forming integral part of the Financial Statements	1-57			

As per our Report of even date.

For and on Behalf of the Board of Directors

For, G.C. BAFNA & CO.
Chartered Accountants
Firm Registration Number: 319104E

NIKHIL SARAF
(Whole-Time Director)
DIN: 00611163

SAMIR AGARWAL
(Director)
DIN: 00093687

CA G.C. BAFNA
Partner
Membership No. 054241

Place: Kolkata
Date:
UDIN:

SUMIT KHANNA
(Chief Financial Officer)

DEEPIKA BHUTRA
(Company Secretary)

NEEV CREDIT LIMITED
(Formerly known as Neev Credit Private Limited)
CIN: U65923WB1996PLC076763
Restated Statement of Cash Flow

Annexure III

(Amount In Rs. Lakhs)

Sr. No	Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023	Year Ended 31.03.2022
(A)	CASH FLOW FROM OPERATING ACTIVITIES			
	Profit/(loss) before Tax	218.65	8.44	0.39
	Adjustment for:			
	Depreciation	29.26	3.65	5.06
	Interest on IT Refund	(0.16)	(0.45)	(0.43)
	Interest on Fixed Deposit	(0.17)	(0.60)	(0.18)
	Provision for ECL	26.50	(0.21)	0.70
	Provision for Gratuity	13.44	(4.52)	0.99
	Finance Cost	230.37	96.12	71.64
	Profit on Sale of Asset	-	-	(0.12)
	Loss on Scrap Asset	0.07	0.07	0.54
	Operating Profit before Working Capital Changes	517.96	102.50	78.61
	Adjustment for :-			
	Change in Other Financial Liabilities	(57.37)	(236.75)	61.25
	Change in Current Tax Assets	4.53	(4.53)	6.68
	Change in Other Financial Asset	(1.68)	(17.91)	(6.93)
	Change in Other Non- Financial Asset	9.55	955.89	(966.25)
	Change in Other Receivables	(14.14)	-	-
	Change in Loans and Advances	(85.86)	83.04	(281.96)
	Cash Generated from Operations	373.00	882.24	(1,108.60)
	Less : Direct Taxes Paid	(51.71)	4.78	(0.36)
	Cash inflow(+)/Outflow(-) before Extra Ordinary Items	321.29	887.02	(1,108.96)
	Add(+)/Deduct(-) Prior Period Adjustments	-	-	-
	Net Cash Inflow(+)/Outflow(-) in Operating Activities	321.29	887.02	(1,108.96)
(B)	CASH FLOW FROM INVESTING ACTIVITIES			
	Interest on Fixed Deposit	0.17	0.60	0.18
	Profit on Sale of Asset	-	-	0.12
	Loss on Scrap Asset	(0.07)	(0.07)	(0.54)
	Change in Property, Plant & Equipment	(1,186.37)	0.07	(2.95)
	Change in Capital Work-in Progress	1,160.03	(1,160.03)	650.86
	Change of Investments	(15.00)	-	-
	Net Cash Inflow(+)/Outflow(-) in Investing Activities	(41.23)	(1,159.43)	647.66
(C)	CASH FLOW FROM FINANCING ACTIVITIES			
	Proceeds from issue of Preference Shares including premium	-	-	110.00
	Proceeds from Long term Borrowings	(59.19)	378.60	402.95
	Finance Cost	(230.37)	(96.12)	(71.64)
	Net Cash Inflow(+)/Outflow(-) in Financing Activities	(289.56)	282.48	441.30
(D)	NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(9.50)	10.06	(19.99)
(E)	OPENING CASH AND CASH EQUIVALENTS	16.80	6.74	26.73
(F)	CLOSING CASH AND CASH EQUIVALENTS	7.30	16.80	6.74

As per our Report of even date.

For and on Behalf of the Board of Directors

For, G.C. BAFNA & CO.

Chartered Accountants

Firm Registration Number: 319104E

NIKHIL SARAF
(Whole-Time Director)
DIN: 00611163

SAMIR AGARWAL
(Director)
DIN: 00093687

CA G.C. BAFNA

Partner

Membership No. 054241

Place: Kolkata

Date:

UDIN:

SUMIT KHANNA
(Chief Financial Officer)

DEEPIKA BHUTRA
(Company Secretary)

NEEV CREDIT LIMITED

Restated Material Accounting Policies for the period ended

Note - 1

Corporate Information

Neev Credit Limited (previously known as “Neev Credit Private Limited”) (the company”) is an unlisted company incorporated in India on 23/01/1996 under the Companies Act, 1956. The registered office of the Company is at Room number 408, 4th Floor, PS IXL Building, Atghora, Chinar Park, North 24 Parganas, West Bengal, India, 700136. The Company has been converted from Private Company to Public Company on 30th July, 2024.

The Company is a Non-Banking Financial Company with socio-economic objective of making better education affordable to the masses in India. It has extensive tie-ups with some of the renowned schools/ colleges and other institutions and aims at providing financial assistance to the parents of children studying at these schools/ colleges and other institutions. From the fiscal year 2020, the company has migrated from traditional NBFC into a fintech company to provide unsecured loans through a completely digital automated loan processing platform. The Company has also introduced software named Pulse, a loan origination platform capable of on- boarding and disbursing loans.

Note - 2

1. Material Accounting Policies

The material accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated.

a. Statement of compliance

The restated financial statements for the period ended 31 March 2023 and 31 March 2022 have been compiled by the Management from the audited Financial Statement for the period ended 31 March 2023 and 31 March 2022 in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under section 133 of the Companies Act, 2013 (the ‘Act’) and other relevant provisions of the Act. Any directions issued by the RBI or other regulators are implemented as and when they become applicable.

b. Basis of preparation

The Restated Financial Statements as on 31 March 2024, 31 March 2023, and 31 March 2022 have been prepared under the historical cost convention, on the accrual basis of accounting, with the exception of certain assets and liabilities that are required to be carried at fair values by Ind AS. The accounting policies have been applied consistently over all the periods presented in these financial statements. Restated Financials Statements have been prepared to comply in all material respects with the provisions of Part I of Chapter III of the Companies Act, 2013 (the “Act”) read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”) issued by SEBI and Guidance note on Reports in Companies Prospectuses (Revised 2019) (“**Guidance Note**”).

NEEV CREDIT LIMITED

Restated Material Accounting Policies for the period ended

Restated Financials Statements have been prepared specifically for inclusion in the offer document to be filed by the Company with the SME IPO in connection with its proposed IPO. The Company's management has recast the Financial Statements in the form required by Schedule III of the Companies Act, 2013 for the above referred purpose of restated Financial Statements. The Balance Sheet, the Statement of Profit and Loss and Statement of Changes in Equity are presented in the format prescribed under Division III of Schedule III as amended from time to time, for Non- Banking Financial Companies ('NBFC') that are required to comply with Ind AS. The statement of cash flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

The financial statements are presented in Indian Rupees ("INR") and all values are rounded to the nearest Lakhs, except otherwise stated. "Per share" data is presented in Indian Rupees upto two decimal places.

c. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

NEEV CREDIT LIMITED

Restated Material Accounting Policies for the period ended

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is Unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods, significant estimates and assumptions
- Quantitative disclosures of fair value measurement hierarchy
- Investment in quoted and unquoted equity shares
- Financial instruments

d. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

NEEV CREDIT LIMITED

Restated Material Accounting Policies for the period ended

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

e. Use of estimates and critical accounting judgements

In preparation of the financial statements, the management makes judgments, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

Significant judgments and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

Information about judgements, estimates and assumptions made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in the following notes:

Business model assessment: Classification and measurement of financial assets depends on the results of business model test and the solely payments of principal and interest ('SPPI') test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company monitors financial assets measured at amortised cost or fair value through other comprehensive income or fair value through profit and loss that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not

NEEV CREDIT LIMITED

Restated Material Accounting Policies for the period ended

appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.

Fair value of financial instruments: The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e. an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values.

Effective Interest Rate ('EIR') method: The Company's EIR methodology recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioural life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges). This estimation, by nature, requires an element of judgement regarding the expected behaviour and life-cycle of the instruments, as well as expected changes to interest rates and other fee income/ expense that are integral parts of the instrument.

Impairment of financial assets: The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Company's expected credit loss ('ECL') calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. Elements of the ECL models that are considered accounting judgements and estimates include:

- a) The Company's criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a life time expected credit loss ('LTECL') basis.
- b) Development of ECL models, including the various formulas and the choice of inputs.
- c) Determination of associations between macroeconomic scenarios and economic inputs, such as consumer spending, lending interest rates and collateral values, and the effect on probability of default ('PD'), exposure at default ('EAD') and loss given default ('LGD').
- d) Selection of forward-looking macroeconomic scenarios and their probability weightings, to derive the economic inputs into ECL models.

Based on the above process, the Group categorises its loans into Stage 1, Stage 2 and Stage 3, as described below:

- Stage 1 - Assets upto 30 days of principal / interest overdue.
- Stage 2 - (a) Assets with principal / interest past due between 31 to 90 days (b) Assets where the contractual terms of the loans were renegotiated/modified as per the RBI circular and

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Restated Material Accounting Policies for the period ended

which are not classified as Stage 3 (c) Assets where credit risk has increased significantly basis qualitative assessment of the borrower.

• Stage 3 - (a) Non-performing assets (credit impaired assets) with principal /interest past due more than 90 days (b) cases where frauds have been identified (c) Loan accounts where principal and/or interest were past due for more than 90 days along with all other loans of such customer, continue to be classified as stage 3, till overdue across all loan accounts are cleared.

For any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18 and loans under short term financing, the company always measures the loss allowance at an amount equal to lifetime ECL. Further, for the purpose of measuring lifetime ECL allowance for trade receivables, the company has used a practical expedient as permitted under Ind AS 109.

Provisions and other contingent liabilities: The Company operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory inspections in the ordinary course of the Company's business. When the Company can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Company records a provision against the case. Where the outflow is considered to be probable, but a reliable estimate cannot be made, a contingent liability is disclosed. Given the subjectivity and uncertainty of determining the probability and amount of losses, the Company takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates. These estimates and judgements are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Management believes that the estimates used in preparation of the standalone financial statements are prudent and reasonable.

Other assumptions and estimation uncertainties: Information about critical judgements in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year are included in the following notes:

- a) Measurement of defined benefit obligations: key actuarial assumptions;
- b) Estimated useful life of property, plant and equipment and intangible assets;
- c) Recognition of deferred taxes.

f. Property, Plant and Equipment

Recognition and initial measurement

An item of property, plant and equipment is recognised as an asset if it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. This recognition principle is applied to the costs incurred initially to acquire an item of property, plant and equipment and also to costs incurred subsequently to add to, replace part of, or service it. All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement

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occurs, the carrying value of the replaced part is de-recognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment losses if any. The cost of an item of property, plant and equipment comprises of its purchase price including import duties and other non-refundable purchase taxes or levies, directly attributable cost of bringing the asset to its working condition for its intended use and the initial estimate of decommissioning, restoration and similar liabilities, if any. Trial run expenses (net of revenue) are capitalised. Borrowing costs incurred during the period of construction is capitalised as part of cost of the qualifying assets.

The gain or loss arising on disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the statement of profit and loss.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

g. Depreciation of property plant and equipment

Depreciation or amortisation is provided so as to write off, on a Written down value basis, the cost of property, plant and equipment and other intangible assets, including those held under finance leases to their residual value. These charges are commenced from the dates the assets are available for their intended use and are spread over their estimated useful economic lives as per the useful life prescribed in Schedule II to the Companies Act, 2013, or, as per technical assessment, or, in the case of leased assets, over the lease period, if shorter. The estimated useful lives of assets and residual values are reviewed regularly and, when necessary, revised. No further charge is provided in respect of assets that are fully written down but are still in use.

In case of certain classes of PPE, the Company uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management's best estimation of obtaining economic benefits from those classes of assets.

Freehold land is not depreciated.

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Restated Material Accounting Policies for the period ended

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

h. Impairment of non-financial assets-

Property, Plant and Equipment and Intangible Assets

At each balance sheet date, the Company reviews the carrying values of its property, plant and equipment and intangible assets to determine whether there is any indication that the carrying value of those assets may not be recoverable through continuing use. If any such indication exists, the recoverable amount of the asset is reviewed in order to determine the extent of impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash generating unit (CGU) to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. An impairment loss is recognised in the statement of profit and loss as and when the carrying value of an asset exceeds its recoverable amount.

Where an impairment loss subsequently reverses, the carrying value of the asset (or CGU) is increased to the revised estimate of its recoverable amount so that the increased carrying value does not exceed the carrying value that would have been determined had no impairment loss been recognised for the asset (or CGU) in prior years. A reversal of an impairment loss is recognised in the statement of profit and loss immediately.

g. Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes a party to the contractual provisions of the instruments.

Initial Recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss and ancillary costs related to borrowings) are added to or deducted from the fair value of the

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financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

Classification and Subsequent Measurement: Financial Assets

The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income (“FVOCI”) or fair value through profit or loss (“FVTPL”) on the basis of following:

- the entity’s business model for managing the financial assets and
- the contractual cash flow characteristics of the financial asset.

a. Equity investments in Subsidiaries, Associates and Joint Venture

The Company accounts for its investment in subsidiaries, joint ventures and associates and other equity investments in subsidiary companies at cost in accordance with Ind AS 27 - ‘Separate Financial Statements’.

b. Equity investments (other than investments in subsidiaries, associates and joint venture)

All equity investments falling within the scope of Ind-AS 109 are mandatorily measured at Fair Value through Profit and Loss (FVTPL) with all fair value changes recognized in the Statement of Profit and Loss.

The Company has an irrevocable option of designating certain equity instruments as FVOCI. Option of designating instruments as FVOCI is done on an instrument-by-instrument basis. The classification made on initial recognition is irrevocable.

If the Company decides to classify an equity instrument as FVOCI, then all fair value changes on the instrument are recognized in Statement of Other Comprehensive Income (SOI). Amounts from SOI are not subsequently transferred to profit and loss, even on sale of investment.

Amortised Cost (AC)

A financial asset shall be classified and measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through Other Comprehensive Income (FVTOCI)

A financial asset shall be classified and measured at fair value through OCI if both of the following conditions are met:

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Restated Material Accounting Policies for the period ended

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Fair Value through Profit or Loss (FVTPL)

A financial asset shall be classified and measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through OCI.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

The Company has measured quoted equity instruments at fair value through profit or loss.

Classification and Subsequent Measurement: Financial liabilities

Financial liabilities are classified as either financial liabilities at FVTPL or 'other financial liabilities.

Financial Liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL:

Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Other Financial Liabilities

Other financial liabilities (including borrowings and trade and other payables) are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the net carrying amount on initial recognition.

Compound financial instruments

Compound financial instruments issued by the company is an instrument which creates a financial liability on the issuer and which can be converted into fixed number of equity shares at the option of the holders.

Such instruments are initially recognised by separately accounting the liability and the equity components. The liability component is initially recognised at the fair value of a comparable liability that does not have an equity conversion option. The equity component is initially

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Restated Material Accounting Policies for the period ended

recognised as the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. The directly attributable transaction costs are allocated to the liability and the equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of the compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not re-measured subsequently.

Impairment of financial assets

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. The Company recognises a loss allowance for expected credit losses on financial asset. In case of Loans, the Company follows the simplified approach permitted by Ind AS 109 – Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on Loans using a provision matrix on the basis of its historical credit loss experience.

Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss if such gain or loss would have otherwise been recognised in profit or loss on disposal of that financial asset.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

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Restated Material Accounting Policies for the period ended

h. Inventories

Raw materials, stores and spares & traded goods are valued at lower of cost and net realizable value. However, material and other items held for use in the production of finished goods are not written down below cost if the finished products, in which they will be incorporated are expected to be sold at or above cost.

Work-in-progress and finished goods are valued at lower of cost and net realizable value. Cost includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty and is determined on weighted average basis.

By-products are valued at estimated net realizable value.

Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

i. Provisions, Contingent liabilities and Contingent assets

A Provision is recognised when the company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of time value of money and the risks specific to the liability. The increase in the provision due to passage of time is recognised as interest expense.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

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Restated Material Accounting Policies for the period ended

j. Non-current assets held for sale and discontinued operations

Non-current assets held for sale and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale are not depreciated or amortised.

Assets and disposal groups are classified as held for sale if their carrying value will be recovered through a sale transaction rather than through continuing use. This condition is only met when the sale is highly probable and the asset, or disposal group, is available for immediate sale in its present condition and is marketed for sale at a price that is reasonable in relation to its current fair value. The Company must also be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Where a disposal group represents a separate major line of business or geographical area of operations, or is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, then it is treated as a discontinued operation. The post-tax profit or loss of the discontinued operation together with the gain or loss recognised on its disposal are disclosed as a single amount in the statement of profit and loss, with all prior periods being presented on this basis.

k. Income taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is the amount of tax payable based on the taxable profit for the period as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws in the countries where the Company operates and generates taxable income.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects

NEEV CREDIT LIMITED

Restated Material Accounting Policies for the period ended

neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

NEEV CREDIT LIMITED

Restated Material Accounting Policies for the period ended

1. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable net of discount, taking into account contractually defined terms and excluding taxes and duties collected on behalf of the Government.

A. Interest & Dividend Income

Interest income for all financial instruments except for those classified as held for trading or those measured or designated as at fair value through profit or loss (FVTPL) are recognised in 'Interest income in the profit or loss account using the effective interest method (EIR).

Effective Interest Rate (EIR) wherever applicable in case of a financial asset is computed as the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. It is computed by considering all contractual terms of the financial instrument in estimating the cash flows. The cash flows are estimated including all fees and points paid or received between parties to the contract that are incremental and directly attributable to the specific lending arrangement, transaction costs, and all other premiums or discounts. For financial assets at FVTPL transaction costs are recognised in profit or loss at initial recognition.

Interest income is recognised by applying the Effective Interest Rate (EIR) to the gross carrying amount of financial assets other than credit-impaired assets and financial assets classified as measured at FVTPL. Interest Income on credit impaired assets are treated to accrue only upon realisation, due to uncertainty involved in its realisation and are accounted accordingly.

Income on NPA where interest/principal has become overdue for more than 90 days is recognized as and when received and appropriated. Any such income recognized before the assets become non performing and remaining unrealized is reversed.

Dividend income is recognised when the Company's right to receive dividend is established by the reporting date and no significant uncertainty as to collectability exists.

B. Fees & Commission Income

Fee and commission income and expense include fees other than those that are an integral part of EIR. Processing fees not considered in EIR, MOU charges, Processing Fees, Documentation charges, service fees, cheque bounce charges, penal charges, Bad debt recovery and foreclosure charges, etc. are recognised on point in time basis.

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Restated Material Accounting Policies for the period ended

C. Net gain or fair value changes

Any differences between the fair values of the financial assets classified as fair value through the profit or loss, held by the Company on the balance sheet date is recognised as an unrealised gain/loss in the statement of profit and loss. In cases there is a net gain in aggregate, the same is recognised in "Net gains or fair value changes" under revenue from operations and if there is a net loss the same is disclosed as "Expenses", in the statement of profit and loss if any.

D. Sale of Shares

The sale of shares is initially recorded at the fair value of the consideration received or receivable. Any gains or losses on the sale of shares are determined based on the difference between the fair value of the consideration received and the carrying amount of the shares sold.

E. Other Operational Revenue

Other operational revenue represents income earned from the activities incidental to the business and is recognised when the right to receive the income is established as per the terms of the contract.

m. Foreign currency transactions

The financial statements of the Company are presented in Indian rupees (₹), which is the functional currency of the Company and the presentation currency for the financial statements.

In preparing the financial statements, transactions in currencies other than the Company's functional currency are recorded at the rates of exchange prevailing on the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Nonmonetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not translated.

Exchange differences arising on translation of long term foreign currency monetary items recognised in the financial statements before the beginning of the first Ind AS financial reporting period in respect of which the Company has elected to recognise such exchange differences in equity or as part of cost of assets as allowed under Ind AS 101-"First time adoption of Indian Accounting Standard" are recognised directly in equity or added/deducted to/ from the cost of assets as the case may be. Such exchange differences recognised in equity or as part of cost of assets is recognised in the statement of profit and loss on a systematic basis.

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Restated Material Accounting Policies for the period ended

Exchange differences arising on the retranslation or settlement of other monetary items are included in the statement of profit and loss for the period.

n. Finance costs

Finance costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the interest costs.

o. Earnings per share

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.

p. Employee Benefits Expense

(i) **Short term employee benefits:** All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, performance incentives, etc., are recognised as an expense at the undiscounted amount in the Statement of profit and loss for the year in which the employee renders the related service.

(ii) **Post Employment Benefits:** Post retirement benefits like provident fund, and gratuity are provided for as below:

(a) **Defined Contribution Plans:** Contributions under Defined contribution plans i.e. provident fund & gratuity are recognised in the Statement of profit and loss in the period in which the employee has rendered the service.

NEEV CREDIT LIMITED

Restated Material Accounting Policies for the period ended

(b) **Defined Benefit Plans:** For defined benefit retirement schemes the cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuation being carried out at the end of each period, commencing on and after 31 March, 2024. Re-measurement gains and losses of the net defined benefit liability/(asset) are recognised immediately in other comprehensive income. The service cost and net interest on the net defined benefit liability/(asset) is recognised as an expense within employment costs.

Past service cost is recognised as an expense when the plan amendment or curtailment occurs or when any related restructuring costs or termination benefits are recognised, whichever is earlier.

The retirement benefit obligation recognised in the balance sheet represents the present value of the defined-benefit obligation as reduced by the fair value of plan assets.

q. Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with the financial institutions, other short term, highly liquid investments with original maturities of three months or less (except the instruments which are pledged) that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts.

Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

NEEV CREDIT LIMITED

Restated Material Accounting Policies for the period ended

Notes on Reconciliation of Restated Profits/(Loss)

(Amount in Rs.)

Particulars	For the period ended on March 31 st , 2023	For the period ended on March 31 st , 2022
Net Profit / Loss as per Audited Profit & Loss Accounts	4,02,450	2,60,839
Adjustment for:		
Remeasurement of Employee Benefits (Staff Welfare)	4,51,751	(99,424)
Provision for Expected Credit Loss	20,760	(70,491)
Deferred Tax	(2,44,674)	(59,723)
Restated Profit after Tax	6,30,287	31,201
Adjustment for OCI:		
Actuarial Gain/ (Loss) on Employee Benefits	0	0
Deferred Tax	0	0
Total Comprehensive Profit / Loss	6,30,287	31,201

Explanatory notes to the above restatements to profits made in the Audited Standalone Financial Statements of the Company for the respective periods:

- (a) **Gratuity:** The Company has not provided for gratuity provision since incorporation till the period ended 31st March 2023 which has now been restated for the period ended 31st March 2023, 31st March 2022 and 1st April, 2021 based on Management estimates.
- (b) **Expected Credit Loss (ECL):** The Company was not required to provide for ECL till the period ended 31st March, 2023, the same has been provided for the period ended 31st March 2024, 31st March 2023, 31st March 2022 and 1st April, 2021 as per the ECL principle.
- (c) **Deferred Tax:** Due to above restatement impacts and using correct income tax enacted rates, deferred tax expenses has been restated accordingly and presented.
- (d) **Dividend Payable:** Dividend component of Compulsory Convertible Preference Shares (CCPS) is recorded as Financial Liability and dividend accrued on such instrument is recorded as Finance Cost.

NEEV CREDIT LIMITED

Restated Material Accounting Policies for the period ended

Adjustments having no Impact on Profit:

a. Employee Stock Options Plan:

The management of the company had terminated the Employee Stock Option Scheme 2018, with effect from the grant date, with the consent of eligible employees and after the approval of shareholders vide their special resolution passed at its EGM held on 4th May, 2024. Hence, no effect of the said scheme has been given in the Restated Financial Statement for the period ended 31st March, 2024, 31st March, 2023 and 31st March, 2022.

b. Material Regrouping:

Appropriate regroupings have been made in the Restated Financial Statements, wherever required, by a reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows in order to bring them in line with the groupings as per the audited Standalone Financial Statements of the Company, prepared in accordance with Schedule III and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018 (as amended).

NEEV CREDIT LIMITED
(Formerly known as Neev Credit Private Limited)
CIN: U65923WB1996PLC076763

Statement of Changes in Equity

Annexure IV

a) **Equity Share Capital**

For the year ended 31.03.2024

(Amount In Rs Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity share capital during the current year	Balance at the end of the current reporting period
489.03	-	-	-	489.03

For the year ended 31.03.2023

(Amount In Rs Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity share capital during the current year	Balance at the end of the current reporting period
489.03	-	-	-	489.03

For the year ended 31.03.2022

(Amount In Rs Lakhs)

Balance at the beginning of the current reporting period	Changes in Equity share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in Equity share capital during the current year	Balance at the end of the current reporting period
489.03	-	-	-	489.03

b) (i) **Other Equity for year ended March 31st, 2024**

(Amount In Rs Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income	Total
	Securities Premium	Special Reserve (RBI)	Amalgamation Reserve	Retained Earnings		
Balance at the beginning of the reporting period	170.16	6.14	-	(197.18)	-	(20.88)
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	170.16	6.14	-	(197.18)	-	(20.88)
Total comprehensive Income for the year	-	-	-	222.97	-	222.97
Contingent Provision for Standard Assets	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
Transfer to Statutory Reserve	-	44.59	-	(44.59)	-	-
Balance at the end of the reporting period	170.16	50.73	-	(18.81)	-	202.09

(ii) **Other Equity for year ended March 31st, 2023**

(Amount In Rs Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income	Total
	Securities Premium	Special Reserve (RBI)	Amalgamation Reserve	Retained Earnings		
Balance at the beginning of the reporting period	170.16	4.88	-	(202.22)	-	(27.18)
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	170.16	4.88	-	(202.22)	-	(27.18)
Total comprehensive Income for the year	-	-	-	6.30	-	6.30
Contingent Provision for Standard Assets	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
Transfer to Statutory Reserve	-	1.26	-	(1.26)	-	-
Balance at the end of the reporting period	170.16	6.14	-	(197.18)	-	(20.88)

(iii) **Other Equity for year ended March 31st, 2022**

(Amount In Lakhs)

Particulars	Reserves and Surplus				Other Comprehensive Income	Total
	Securities Premium	Special Reserve (RBI)	Amalgamation Reserve	Retained Earnings		
Balance at the beginning of the reporting period	69.13	4.36	-	(252.47)	-	(178.98)
Changes in accounting policy or prior period errors	-	-	-	50.45	-	50.45
Restated balance at the beginning of the reporting period	69.13	4.36	-	(202.01)	-	(128.53)
Total comprehensive Income for the year	-	-	-	0.31	-	0.31
Securities Premium on issuance of CCPS	101.04	-	-	-	-	101.04
Contingent Provision for Standard Assets	-	-	-	-	-	-
Transfer to retained earnings	-	-	-	-	-	-
Transfer to Statutory Reserve	-	0.52	-	(0.52)	-	-
Balance at the end of the reporting period	170.16	4.88	-	(202.22)	-	(27.18)

NEEV CREDIT LIMITED
(Formerly known as Neev Credit Private Limited)

Notes to the Restated Financial Statements for the period ended

Note: 3 **Cash & Cash Equivalents** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Cash on hand	6.11	3.69	0.11
Balances with banks (in the nature of cash and cash equivalents)	0.09	0.32	4.01
Total	6.20	4.01	4.11

Note: 4 **Bank Balance Other than cash and cash equivalents** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Fixed Deposits with Bank (3 to 12 Months)	1.10	12.79	2.62
Total	1.10	12.79	2.62

Note: 5 **Receivables** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
(Un-secured, Considered Good)			
Other Receivables	14.14	-	-
Total	14.14	-	-

Note: 6 **Loans** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
At Amortised Cost:			
(A)			
i. Bills Purchased and Bills discounted	-	-	-
ii. Loans repayable on demand	-	-	-
iii. Term Loans	1,250.03	1,164.18	1,247.22
iv. Leasing	-	-	-
v. Factoring	-	-	-
vi. Others	-	-	-
Total (A)	1,250.03	1,164.18	1,247.22
(B)			
i. Secured by tangible assets	-	-	-
ii. Secured by intangible assets	-	-	-
iii. Covered by Bank / Government Guarantees	-	-	-
iv. Unsecured	1,250.03	1,164.18	1,247.22
Total (B)	1,250.03	1,164.18	1,247.22
(C)			
(I) Loans in India			
i. Public Sector	-	-	-
ii. Others	1,250.03	1,164.18	1,247.22
(II) Loans outside India			
Total (C)	1,250.03	1,164.18	1,247.22
Total	1,250.03	1,164.18	1,247.22

Note: 7 **Investments** (Amount In Rs Lakhs)

	As at March 31, 2024						
	Amortised Cost (i)	At Fair Value			Sub-Total	Others	Total
		Through other comprehensive Income (OCI) (ii)	Through profit and loss (iii)	Designated at fair value through profit or loss (iv)	v=ii+iii+iv	At Cost (vi)	vii=i+v+vi
Debt Securities							
(a) 8% Optionally Convertible Debentures	15.00	-	-	-	-	-	15.00
-Arthmatetech Private Limited (No. of Shares- 15, Face Value- 1,00,000)							
Other Investment	-	-	-	-	-	-	-
Total - Gross (A)	15.00	-	-	-	-	-	15.00
(i) Investments outside India	-	-	-	-	-	-	-
(ii) Investments in India	15.00	-	-	-	-	-	15.00
Total (B)	15.00	-	-	-	-	-	15.00
Less: Allowance for impairment loss (C)	-	-	-	-	-	-	-
Total - Net	15.00	-	-	-	-	-	15.00
D=(A)-(C)	15.00	-	-	-	-	-	15.00

Investments	(Amount In Rs Lakhs)						
	As at March 31, 2023						
	Amortised Cost (i)	At Fair Value			Sub-Total v=ii+iii+iv	Others At Cost (vi)	Total vii=i+v+vi
Through other comprehensive income (OCI) (ii)		Through profit and loss (iii)	Designated at fair value through profit or loss (iv)				
Debt Securities	-	-	-	-	-	-	-
Other Investment	-	-	-	-	-	-	-
Total - Gross (A)	-	-	-	-	-	-	-
(i) Investments outside India	-	-	-	-	-	-	-
(ii) Investments in India	-	-	-	-	-	-	-
Total (B)	-	-	-	-	-	-	-
Less: Allowance for Impairment loss (C)	-	-	-	-	-	-	-
Total - Net D=(A)-(C)	-	-	-	-	-	-	-

Investments	(Amount In Rs Lakhs)						
	As at March 31, 2022						
	Amortised Cost (i)	At Fair Value			Sub-Total v=ii+iii+iv	Others At Cost (vi)	Total vii=i+v+vi
Through other comprehensive income (OCI) (ii)		Through profit and loss (iii)	Designated at fair value through profit or loss (iv)				
Debt Securities	-	-	-	-	-	-	-
Other Investment	-	-	-	-	-	-	-
Total - Gross (A)	-	-	-	-	-	-	-
(i) Investments outside India	-	-	-	-	-	-	-
(ii) Investments in India	-	-	-	-	-	-	-
Total (B)	-	-	-	-	-	-	-
Less: Allowance for Impairment loss (C)	-	-	-	-	-	-	-
Total - Net D=(A)-(C)	-	-	-	-	-	-	-

Note: 8

Other Financial Asset	(Amount In Rs Lakhs)			
	Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Interest Accrued but not due on Loans		38.34	37.55	19.64
Interest due on Debentures		0.88	-	-
Total		39.23	37.55	19.64

Note: 9

Current Tax Assets	(Amount In Rs Lakhs)			
	Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Tax Deducted at Source		55.84	4.30	8.63
GST Receivables		-	4.53	-
Total		55.84	8.83	8.63

Note: 10

The Major Components of Deferred Tax Assets and Liabilities are as follows:	(Amount In Rs Lakhs)			
	Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Deferred Tax Assets :-				
(a) Impairment loss allowance		7.40	0.73	0.78
(b) Depreciation on Property, plant and equipment		8.55	1.68	1.36
(c) C/I Loss		51.35	63.63	64.89
(d) Provision for Gratuity		7.09	3.71	4.84
Deferred Tax Asset/(Deferred Tax Liability) (net)		74.40	69.75	71.88

Note: 12

CWIP	(Amount In Rs Lakhs)						
	Amount in CWIP for a Period of 31.03.2024						
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	TOTAL	Deduction during the year	Total
Software & Peripherals	1,160.03	-	-	-	1,160.03	1,160.03	-

CWIP	(Amount In Rs Lakhs)						
	Amount in CWIP for a Period of 31.03.2023						
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	TOTAL	Deduction during the year	Total
Software & Peripherals	1,160.03	-	-	-	1,160.03	-	1,160.03

CWIP	(Amount In Rs Lakhs)						
	Amount in CWIP for a Period of 31.03.2022						
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	TOTAL	Deduction during the year	Total
Software & Peripherals	171.02	237.96	197.21	215.68	821.88	821.88	-

*Capital WIP consist of In-house Software Development Charges inclusive of necessary hardware & peripherals. This Software was planned, designed, developed and implemented in various module for different department of the company and customer. The last module of the software was implemented and integrated on 18th March, 2024 along with other modules to give the desired outcome as a one complete software. Thus, the cost incurred to develop the software along with its hardware & peripherals were capitalised as "Property, Plant & Equipment" and depreciated accordingly. The useful life of the software and related hardware & peripherals has been estimated to be 3 years considering the rapid changes in the technologies and without any significant upgradations in the utility/ features of the software.

Note: 13 **Other Non-Financial Asset** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Other Debtors	-	-	969.96
Advance against Salary	0.08	-	-
Security Deposit	11.20	11.20	5.00
Others	-	9.62	1.75
Total	11.28	20.82	976.71

Note: 14 **Borrowings (Other than Debt Securities)** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
At Amortised Cost (Within India)			
Secured			
From other than Related Parties:			
YES Bank Overdraft*	99.49	641.25	572.43
ICICI Bank Overdraft*	-	0.44	0.65
Unsecured Loan			
From other than Related Parties*	1343.00	869.50	700.00
From Related Parties*	320.00	310.50	170.00
Total	1,762.49	1,821.68	1,443.09

*Refer Annexure A

Note: 15 **Subordinated Liabilities** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
At Amortised Cost			
(a) Preference Shares other than those that qualify as Equity			
Compulsory Convertible Preference Shares (Face Value- Rs. 100)*	0.00	0.00	0.00
Total	0.00	0.00	0.00
Subordinated Liabilities in India	0.00	0.00	0.00
Subordinated Liabilities Outside India	-	-	-
Total	0.00	0.00	0.00

* Refer Note No. 19 (i)

Note: 16 **Provisions** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Employment Benefit Expense			
-Provision for Gratuity	28.17	14.73	19.24
Expected Credit Loss on Loan Asset *	29.41	2.91	3.12
Total	57.58	17.64	22.36

* The Company has made Stage I (Loan Assets) asset provision of 0.25% of Stage I assets and Stage III (Loan Assets) asset provision of 10% of Stage III assets as of March 31, 2024 as specified by Master Direction- Reserve Bank of India (Non- Banking Financial Company- Scale Based Regulation) Directions, 2023

Note: 17 **Other Non- Financial Liabilities** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
TDS Payable	10.45	0.09	-
Other Statutory dues payable	74.25	0.30	144.61
Others	29.03	170.71	263.24
Total	113.73	171.10	407.85

Note: 18 **Equity Share Capital** (Amount In Rs Lakhs)

Particulars	No of Shares	Face Value Per Unit	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
a) Authorised:					
Equity Share	5,75,00,000	1	575.00	575.00	575.00
Preference share	25,000	100	25.00	25.00	25.00
b) Issued Subscribed and Paid Up:					
Equity Share	4,89,03,085	1	489.03	489.03	489.03
Preference share	8,965	100	8.97	8.97	8.97
Total			498.00	498.00	498.00

c) Movements in equity share capital (Amount In Rs Lakhs)

Particulars	No of Shares	Amount(₹)
As at March 31st, 2022	4,89,03,085	489.03
Changes during the year	-	-
As at March 31st, 2023	4,89,03,085	489.03
Changes during the year	-	-
As at March 31st, 2024	4,89,03,085	489.03

d) Movements in preference share capital (Amount In Rs Lakhs)

Particulars	No of Shares	Amount(₹)
As at March 31st, 2022	-	-
Changes during the year	8,965	8.97
As at March 31st, 2023	8,965	8.97
Changes during the year	-	-
As at March 31st, 2024	8,965	8.97

e) No equity shares have been issued for consideration other than cash.

f) Shares held by its Holding Company and Subsidiaries and associates of the Holding Company

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Equity shares held by:			
- Holding Company	-	-	-
N.A.	-	-	-
Subsidiaries and Associates of the Holding Company			
N.A.	-	-	-

g) Details of shareholders holding more than 5% shares in the company

Particulars	As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Number of Shares	% Holding	Number of Shares	% Holding	Number of Shares	% Holding
Kavita Agarwal	47,33,809	9.68%	47,33,809	9.68%	47,33,806	9.68%
Samir Agarwal (HUF)	47,34,981	9.68%	47,34,981	9.68%	47,34,981	9.68%
Nikhil Saraf	62,83,569	12.85%	62,83,569	12.85%	52,63,569	10.76%
Amit Jaiswal	71,26,086	14.57%	71,26,086	14.57%	71,26,086	14.57%
Sunita Jaiswal	87,74,957	17.94%	87,74,957	17.94%	87,74,957	17.94%
Samir Agarwal	47,37,810	9.69%	47,37,810	9.69%	47,37,810	9.69%
Pooja Saraf	48,23,048	9.86%	48,23,048	9.86%	48,23,048	9.86%
Nikhil Saraf (HUF)	39,19,934	8.02%	39,19,934	8.02%	39,19,935	8.02%
Ask Financial Advisors P Ltd	28,94,445	5.92%	28,94,445	5.92%	28,94,445	5.92%
	4,80,28,639	98.21%	4,80,28,639	98.21%	4,70,08,637	96.13%

h) Details of Promoters Shareholding in the Company

Particulars	As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Number of Shares	% Holding	Number of Shares	% Holding	Number of Shares	% Holding
Nikhil Saraf	62,83,569	12.85%	62,83,569	12.85%	53,13,569	10.87%
Amit Jaiswal	71,26,086	14.57%	71,26,086	14.57%	71,26,086	14.57%
Samir Agarwal	47,37,810	9.69%	47,37,810	9.69%	47,37,810	9.69%
Kavita Agarwal	47,33,809	9.68%	47,33,809	9.68%	47,33,806	9.68%

i) Terms of Equity & Preference Shares

The Company has 4,89,03,085 Equity Shares having face value of Re. 1 each fully paid and the holder of the equity share is entitled to vote, one per share. In event of Liquidation of the company, the holder of equity shares will be entitled to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

In The Year 2022 The Company has issued 8965 Compulsorily Convertible Preference Shares (CCPS) of Rs. 100 each fully paid up at a Premium of Rs. 1,127 per share. These CCPS carry a Cumulative and Preferential dividend of Rs. 0.01% per share.

Broadly the terms of Conversion and other terms attached to the CCPS are a under:

Particulars	Terms
a) Priority w.r.t Dividend or Repayment of Capital vis-a-vis Equity	The CCPS Holder shall be entitled to receive dividend at the rate of 0.01% p.a. (if any declared by the company). Since the issue is of CCPS, the repayment will be by conversion of such CCPS into Equity Shares of the Company.
b) Participation in Surplus Funds	The CCPS shall be participating and therefore, will be entitled for participation in Surplus Fund/Asset and Profit on winding up.
c) Participation in Surplus Asset and Profits, on winding up which may remain after entire capital has been repaid	The CCPS shall be participating and therefore, will be entitled for participation in Surplus Fund/Asset and Profit on winding up.
(d) Payment of Dividend	Cumulative Basis
e) Conversion of preference shares into Equity Shares	The CCPS are Convertible into Equity Share at the call of the Company and at any time prior to and not later than Completion of 20 years from the date of Issue at the enterprise value determined at the time of Conversion.
(f) Voting Rights	The Holders of CCPS shall be entitled to voting rights with the holders of Equity shares of the Company in Proportionate to its Shares in the paid up share capital of the company on a post conversion basis.
(g) Redemption of Preference	The CCPS is Compulsorily Convertible in Equity Shares and its Non redeemable

Note: 19

Other Equity

Particulars	(Amount In Rs Lakhs)		
	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Securities Premium Reserves	170.16	170.16	170.16
Special Reserve (RBI)	50.73	6.14	4.88
Retained Earnings	(18.81)	(197.18)	(202.22)
Other Comprehensive Income	-	-	-
Total	202.09	(20.88)	(27.18)

a) Securities Premium			
	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Opening	170.16	170.16	69.13
Addition/Deletion during the year	-	-	101.04
Total	170.16	170.16	170.16

b) Special Reserve (RBI)			
	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Opening	6.14	4.88	4.36
Add: Transfer from Retained Earnings	44.59	1.26	0.52
Total	50.73	6.14	4.88

c) Retained Earnings			
	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Opening	(197.18)	(202.22)	(252.47)
Less: Recognition of Prior Period Liability	-	-	(20.66)
Less: Recognition of Deferred Tax on Prior Period Liability/Timing Difference	-	-	71.12
Profit after tax during the year	222.97	6.30	0.31
Add: Profit on Sale of Equity Instruments Fair Valued through OCI	-	-	-
Less: Transfer to Special Reserve	(44.59)	(1.26)	(0.52)
Total	(18.81)	(197.18)	(202.22)

d) Other Comprehensive Income- Financial Instruments through OCI			
	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Opening	-	-	-
Addition during the year	-	-	-
Transfer to Retained Earnings	-	-	-
Total	-	-	-

Description of the nature and purpose of Other Equity

Securities Premium

Securities premium account is used to record the premium collected on issue of shares and utilisation towards share issue expenses. It can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

Statutory reserve as per Section 45-IC of the RBI Act, 1934

Statutory reserve represents reserve fund created pursuant to Section 45-IC of the RBI Act, 1934 by the Company, through transfer of specified percentage of net profit every year before any dividend is declared.

Retained earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, statutory reserve, debenture redemption reserve, dividends or other distributions paid to shareholders.

NEEV CREDIT LIMITED
(Formerly known as Neev Credit Private Limited)

Notes to the Restated Financial Statements for the period ended

NOTE - 11
PROPERTY PLANT & EQUIPMENT

As at 31st March 2024 (Amount In Rs Lakhs)

Description	Gross block				Accumulated depreciation				Net block	
	1st april, 2023	Additions	Disposals/ Adjustments	31st March 2024	1st April, 2023	Additions	Disposals/ Adjustments	31st March 2024	31st March 2023	31st March 2024
Computer, Software & Peripherals	3.20	1,186.22	0.07	1,189.34	3.04	26.77	-	29.81	0.16	1,159.53
Office Equipments	6.00	0.22	-	6.22	3.27	0.76	-	4.02	2.74	2.20
Furniture & Fixture	13.67	-	-	13.67	7.00	1.73	-	8.73	6.68	4.95
Total	22.87	1,186.43	0.07	1,209.24	13.30	29.26	-	42.56	9.58	1,166.68

As at 31st March 2023 (Amount In Rs Lakhs)

Description	Gross block				Accumulated depreciation				Net block	
	1st april, 2022	Additions	Disposals/ Adjustments	31st March 2023	1st April, 2022	Additions	Disposals/ Adjustments	31st March 2023	31st March 2022	31st March 2023
Computer, Software & Peripherals	3.26	-	0.07	3.20	2.67	0.36	-	3.04	0.59	0.16
Office Equipments	6.00	-	-	6.00	2.31	0.96	-	3.27	3.69	2.74
Furniture & Fixture	13.67	-	-	13.67	4.66	2.33	-	7.00	9.01	6.68
Total	22.94	-	0.07	22.87	9.64	3.65	-	13.30	13.30	9.58

As at 31st March 2022 (Amount In Rs Lakhs)

Description	Gross block				Accumulated depreciation				Net block	
	1st april, 2021	Additions	Disposals/ Adjustments	31st March 2022	1st April, 2021	Additions	Disposals/ Adjustments	31st March 2022	1st April 2021	31st March 2022
Computer, Software & Peripherals	11.18	0.31	8.23	3.26	9.71	0.78	7.82	2.67	1.46	0.59
Office Equipments	6.09	-	0.09	6.00	1.09	1.29	0.07	2.31	5.00	3.69
Furniture & Fixture	10.76	3.18	0.26	13.67	1.82	2.99	0.15	4.66	8.94	9.01
Total	28.03	3.49	8.58	22.94	12.62	5.06	8.04	9.64	15.40	13.30

NEEV CREDIT LIMITED
(Formerly known as Neev Credit Private Limited)

Notes to the Restated Financial Statements for the period ended

Note: 20 **Interest Income** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
On Financial Asset measured at Amortised Cost			
Interest on Loans	302.02	293.99	231.89
Total	302.02	293.99	231.89

Note: 21 **Sale of Stock-in-trade** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Sale of Shares	408.45	-	-
Total	408.45	-	-

Note: 22 **Other Revenue from Operations** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Interest on Debentures	1.11	-	-
Loan Processing Fees	16.05	59.49	69.19
Cheque Bounce Charges	2.72	1.86	1.80
Penalty for Late fees	3.73	4.91	8.43
Bad Debt Recovery	0.76	20.25	7.06
Fees & Other Incidental Charges	664.16	-	-
Total	688.54	86.52	86.49

Note: 23 **Other Income** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Interest on Fixed Deposits	0.17	0.60	0.18
Interest on IT Refund	0.16	0.45	0.43
Profit on sale of asset	-	-	0.12
Commission (DSA)	5.43	7.20	-
Service Fees	4.39	-	-
MOU Charges	1.43	-	-
Amount written back	2.97	-	-
Reversal of Provision for ECL	-	0.21	-
Misc. Income	0.80	0.26	0.93
Total	15.35	8.72	1.65

Note: 24 **Finance Cost** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
On Financial Liabilities measured at Amortised Cost			
Interest Payment on Loan	230.36	96.09	71.59
Interest on Subordinated Liabilities	0.00	0.00	0.00
Interest on Overdraft	0.01	0.03	0.05
Total	230.37	96.12	71.64

Note: 25 **Purchase of Stock-in-trade** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Purchase of Shares	400.89	-	-
Total	400.89	-	-

Note: 26 **Employee Benefit Expenses** (Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Salary and Bonus	190.86	61.75	115.43
Staff Welfare Expense	2.08	3.05	3.40
Contribution to provident and other funds	1.69	1.41	0.94
Provision for Gratuity	13.44	(4.52)	0.99
Total	208.07	61.69	120.76

Note: 27

Other Expenses

(Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Bank Charges	0.95	0.74	0.64
Bad Debt	28.43	54.12	14.73
Business Promotion & Advertisement Expenses	4.83	2.68	1.38
Demat Charges	0.28	0.18	0.19
Electricity Charges	2.56	2.39	2.78
Office Rent	29.04	16.24	17.74
General Expenses	11.94	6.26	3.07
Postage & Stamp	0.23	0.36	0.48
Rent, rates & taxes	0.10	0.14	0.03
Repairs & Maintenance	7.64	5.07	4.87
Telephone Expenses	0.41	0.51	0.71
Travelling Expense	10.98	6.18	5.06
Printing & Stationery	1.68	0.49	0.28
Commission & Brokerage	6.45	3.76	18.42
CIBIL Expenses	6.34	5.74	5.01
Collection charges	27.56	-	-
Software Charges	6.92	4.29	7.91
Loss on scrap asset	0.07	0.07	0.54
Website Domain Charges	13.26	4.20	3.28
Filing Fees	0.03	0.33	0.13
Professional Fees	52.17	22.06	9.72
Input Tax Credit GST	10.04	9.39	7.75
Legal Charges	3.17	1.63	1.23
Director's Remuneration	75.00	72.00	15.00
Provision for ECL	26.50	-	0.70
Auditor's Remuneration			
- As Auditors	0.50	0.50	0.50
Total	327.11	219.32	122.17

Note: 28

Tax Expenses

(Amount In Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Current Tax Expense	-	-	-
I.T for Earlier years	0.33	-	-
Deferred Tax Expense	-4.65	2.13	0.08

Note: 29

(Amount in Rs lakhs)

Particulars	As at 31st March, 2024						As at 31st March, 2023						As at 31st March 2022						
	Amortised cost		At fair value				Amortised cost		At fair value				Amortised cost		At fair value				
		Through Other Comprehensive Income	Through Profit or Loss	Designated at Fair Value through Profit	Sub-Total	Total		Through Other Comprehensive Income	Through Profit or Loss	Designated at Fair Value through Profit or Loss	Sub-Total	Total		Through Other Comprehensive Income	Through Profit or Loss	Designated at Fair Value through Profit or Loss	Sub-Total	Total	
	(1)	(2)	(3)	(4)	(5) = (2)+(3)+(4)	(6) = (1)+(5)	(1)	(2)	(3)	(4)	(5) = (2)+(3)+(4)	(6) = (1)+(5)	(1)	(2)	(3)	(4)	(5) = (2)+(3)+(4)	(6) = (1)+(5)	
(A)																			
i) Bills purchased and bills discounted	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ii) Loans repayable on demand	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
iii) Term loans	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
iv) Leasing	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
v) Factoring	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
v) Others	1,250.03	-	-	-	-	1,250.03	1,164.18	-	-	-	-	1,164.18	1,247.22	-	-	-	-	-	1,247.22
Total (A) Gross	1,250.03	-	-	-	-	1,250.03	1,164.18	-	-	-	-	1,164.18	1,247.22	-	-	-	-	-	1,247.22
Less: Impairment loss allowance	29.41	-	-	-	-	29.41	2.91	-	-	-	-	2.91	3.12	-	-	-	-	-	3.12
Total (A) Net	1,220.62	-	-	-	-	1,220.62	1,161.26	-	-	-	-	1,161.26	1,244.10	-	-	-	-	-	1,244.10
(B)																			
i) Secured by tangible assets	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ii) Unsecured	1,250.03	-	-	-	-	1,250.03	1,164.18	-	-	-	-	1,164.18	1,247.22	-	-	-	-	-	1,247.22
Total (B) Gross	1,250.03	-	-	-	-	1,250.03	1,164.18	-	-	-	-	1,164.18	1,247.22	-	-	-	-	-	1,247.22
Less: Impairment loss allowance	29.41	-	-	-	-	29.41	2.91	-	-	-	-	2.91	3.12	-	-	-	-	-	3.12
Total (B) Net	1,220.62	-	-	-	-	1,220.62	1,161.26	-	-	-	-	1,161.26	1,244.10	-	-	-	-	-	1,244.10
(C)																			
i) Public sector	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ii) Others	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Retail	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Corporates	1,250.03	-	-	-	-	1,250.03	1,164.18	-	-	-	-	1,164.18	1,247.22	-	-	-	-	-	1,247.22
Total (C) Gross	1,250.03	-	-	-	-	1,250.03	1,164.18	-	-	-	-	1,164.18	1,247.22	-	-	-	-	-	1,247.22
Less: Impairment loss allowance	29.41	-	-	-	-	29.41	2.91	-	-	-	-	2.91	3.12	-	-	-	-	-	3.12
Total (C) Net	1,220.62	-	-	-	-	1,220.62	1,161.26	-	-	-	-	1,161.26	1,244.10	-	-	-	-	-	1,244.10

Particulars	As at 31st March, 2024					As at 31st March, 2023					As at 31st March, 2022				
	Stage 1 collective	Stage 2 collective	Stage 3 collective	POCI	Total	Stage 1 collective	Stage 2 collective	Stage 3 collective	POCI	Total	Stage 1 collective	Stage 2 collective	Stage 3 collective	POCI	Total
Gross carrying amount opening balance	1,164.18	-	-	-	1,164.18	1,247.22	-	-	-	1,247.22	-	-	-	-	-
New assets originated or purchased(net)	-183.75	-	269.60	-	85.86	-83.04	-	-	-	-83.04	1,247.22	-	-	-	1,247.22
Transfers to stage 1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfers to stage 2	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfers to stage 3	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Gross carrying amount closing balance	980.43	-	269.60	-	1,250.03	1,164.18	-	-	-	1,164.18	1,247.22	-	-	-	1,247.22

Reconciliation of ECL Balance

Particulars	As at March, 2024					As at March, 2023					As at March, 2022				
	Stage 1 collective	Stage 2 collective	Stage 3 collective	POCI	Total	Stage 1 collective	Stage 2 collective	Stage 3 collective	POCI	Total	Stage 1 collective	Stage 2 collective	Stage 3 collective	POCI	Total
ECL allowance - opening balance	2.91	-	-	-	2.91	3.12	-	-	-	3.12	-	-	-	-	-
New assets originated or purchased(net)	-0.46	-	26.96	-	26.50	(0.21)	-	-	-	(0.21)	3.12	-	-	-	3.12
Transfers to stage 1	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfers to stage 2	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfers to stage 3	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Impact on year end ECL of exposures transferred between stages during the year and reversal of ECL on account of recovery	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Unwinding of discount	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Changes to contractual cash flows due to modifications not resulting in derecognition	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Changes to models and inputs used for ECL calculations	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
ECL allowance - closing balance	2.45	-	26.96	-	29.41	2.91	-	-	-	2.91	3.12	-	-	-	3.12

Note: 30 a) Financial instruments by category

The significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in notes to the financial statements.

(Amount In Rs Lakhs)

Particulars	As at 31st March, 2024				As at 31st March, 2023				As at 31st March, 2022			
	Carrying Amount	Levels of Input used in Fair valuation			Carrying Amount	Levels of Input used in Fair valuation			Carrying Amount	Levels of Input used in Fair valuation		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
Financial Assets												
At Amortised Cost												
Cash and Cash Equivalents	6.20	-	-	-	4.01	-	-	-	4.11	-	-	-
Loans	1,288.38	-	-	-	1,201.72	-	-	-	1,266.85	-	-	-
Other Receivables	14.14	-	-	-	-	-	-	-	-	-	-	-
Security Deposits	11.20	-	-	-	11.20	-	-	-	5.00	-	-	-
Investments	15.00	-	-	-	-	-	-	-	-	-	-	-
Financial Liabilities												
At Amortised Cost												
Subordinated Liabilities	0.00	-	-	-	0.00	-	-	-	0.00	-	-	-
Borrowings	1762.49	-	-	-	1,821.68	-	-	-	1,443.09	-	-	-

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

b) Fair Value of Financial asset and liabilities measured at amortised cost

Particulars	As at 31st March, 2024		As at 31st March, 2023		As at 31st March, 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets						
Carried at amortised cost						
Cash and Cash Equivalents	6.20	6.20	4.01	4.01	4.11	4.11
Loans	1,288.38	1,288.38	1,201.72	1,201.72	1,266.85	1,266.85
Other Receivables	14.14	14.14	-	-	-	-
Security Deposits	11.20	11.20	11.20	11.20	5.00	5.00
Investments	15.00	-	-	-	-	-
Total Financial Asset	1,319.91	1,319.91	1,216.93	1,216.93	1,275.97	1,275.97
Financial Liabilities						
At Amortised Cost						
Subordinated Liabilities	0.00	0.00	0.00	0.00	0.00	0.00
Borrowings	1762.49	1762.49	1,821.68	1,821.68	1,443.09	1,443.09
Total Financial Liabilities	1762.49	1762.49	1,821.69	1,821.69	1,443.09	1,443.09

(i) Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.

(ii) The fair value of Loans and Borrowings approximates the carrying amount.

(iii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

(iv) There have been no transfers between Level 1, Level 2 and Level 3 for the years ended March 31, 2024, March 31, 2023 and March 31, 2022.

Financial risk management objectives and policies

The Company's principal financial liabilities comprise Debt Securities, Borrowings and Other Financial Liabilities. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include Loans, Investments, Other Receivables, and cash & cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. Under the management of the company, the Company have the appropriate financial risk governance framework, appropriate policies and procedure that identifies, measure and manages the financial risk in accordance with the risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:

(A) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market scenario. Market risk comprises three types of risk: interest rate risk, currency risk and other price risks. Financial instruments affected by market risk include loans and borrowings, deposits and payables/receivables in domestic / foreign currencies.

a) Interest Rate Risk

The Company is capital intensive and is exposed to interest rate risks as its assets and liabilities are based on floating and fixed interest rate. The Company's projects are funded to a certain extent by debt and any increase in interest expense may have an adverse effect on our results of operations and financial condition. The company has an approved policy which empowers the company to assess the interest rate risk run by it and to provide appropriate guidelines to manage the risk. The company reviews the interest rate risk on periodic basis and decides on the asset profile and the appropriate funding mix. The company reviews the interest rate gap statement and interest rate sensitivity analysis. . The Company current debt facilities carry interest at variable rates with the provision for periodic reset of interest rates. As of March 31, 2024, majority of the Company's indebtedness was subject to variable/fixed interest rates.

Description	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
Financial Assets			
Interest Bearing			
-Deposits	1.10	12.79	2.62
-Loans	1,288.38	1,201.72	1,266.85
Financial Liabilities			
Interest Bearing			
-Borrowings	1,762.49	1,821.68	1,443.09

b) Foreign Currency Risk

Foreign Currency Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The company's mainly transacting in INR and hence the company is not exposed to any foreign currency risk.

(B) Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily Loan Assets) and from its financing activities, including loans from related parties, banks and financial institutions, foreign exchange transactions and other financial instruments. It is the risk of loss that may occur from the failure of any party to abide by the terms and conditions of any contract, principally the failure to make required payments of amounts due to the Company. In its lending operations, the Company is principally exposed to credit risk.

The credit risk management structure includes separate credit policies and procedures for the Company's business. The credit policies outline the type of products that can be offered, customer categories, the targeted customer profile, prudential limits, exceptional approval metrics etc. and the credit approval process and limits. Credit approvers and relationship managers are responsible for ensuring adherence to these policies.

The Company has structured and standardized credit approval processes which include comprehensive credit risk assessment encompassing analysis of relevant quantitative and qualitative information to ascertain the credit worthiness of the borrower. The credit appraisal process includes identification of underlying risks, mitigating factors and residual risks associated with the customer.

Credit exposures are sanctioned based on delegation of credit authority as defined under credit policy. The Company measures, monitors and manages credit risk at an individual / portfolio level for education institute loans and at portfolio level for education loans. Periodic analysis of the credit portfolio is conducted and necessary corrective measures are implemented.

During FY 2023-2024, the Company has incorporated ECL model considering the observed default data and calibrating its through-the-cycle (TTC) input of defaults for determining the Point-in-time (PIT) PD factor. Impact of such revisions has been incorporated in the ECL as at March 31, 2024.

The Company's current credit risk grading framework comprises the following categories:

Category	Description	Basis for recognising expected credit losses
Stage 1	High Quality Assets	12 month ECL
Stage 2	Assets for which there is significant increase in credit risk	Lifetime ECL
Stage 3	Credit impaired assets	Lifetime ECL

The key elements in calculation of ECL are as follows

PD - The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio. The PD has been determined based on historical behaviour of the book and roll rates for retail loans.

EAD-The estimated credit exposure at point of default.

LGD - The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD. The LGD is determined based on valuation of collaterals and other relevant factors.

(C) Operational Risk

Operational Risk is the risk of loss resulting from inadequate internal processes, people or systems, fraud, or from external events. The company focuses on management and control of operational risks through a comprehensive system of internal controls and monitoring performance of each function against defined thresholds.

Operational risk management comprises identification and assessment of risks and controls, new products and process approval framework, measurement through operational risk incidents, monitoring through key risk indicators and mitigation through process and control enhancement.

(C) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company manages liquidity risk by maintaining sufficient cash and cash equivalents by having access to funding through an adequate amount of committed credit lines. Management regularly monitors the position of cash and cash equivalents vis-à-vis projections. Assessment of maturity profiles of financial assets and financial liabilities including debt financing plans and maintenance of Balance Sheet liquidity ratios are considered while reviewing the liquidity position.

Note 31: Employee Benefits

**Defined Benefit Obligations
Gratuity**

The Company's gratuity benefit scheme is a defined plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their services in the current and prior periods; that benefit is discounted to determine its present value. Any unrecognised past services and the fair value of any plan assets are deducted. The Calculation of the Company's obligation under the plan is performed annually by a qualified actuary using the projected unit credit method.

(Amount in Rs. Lakhs)

Details of actuarial valuation of gratuity pursuant to the Ind AS 19		For the Year ended 31.03.2024
1	Movement in the present value of the defined benefit obligation	
	a). Opening defined benefit obligation	-
	b). Current service cost	28.17
	c). Interest cost	-
	d). Actuarial (gains)/ loss on obligation	-
	e). Benefits paid	-
	f). Closing defined benefit obligation	28.17
2	Movement in the fair value of the plan assets	
	a). Opening fair value of plan assets	-
	b). Interest income on plan assets	-
	c). Employer's contribution	-
	d). Actuarial (gains)/ loss on Plan Assets	-
	e). Benefits paid	-
	f). Closing fair value of plan assets	-
3	Components of defined benefit costs recognised in profit and loss	
	a). Current service cost	28.17
	b). Interest expenses on defined benefit obligation	-
	c). Interest (income) on plan assets	-
	d). Defined benefit cost included in Profit & Loss Account	28.17
4	Components of defined benefit costs recognised in other comprehensive income	
	a). Actuarial (gains)/ loss on obligation for the year	-
	b). Return on plan assets (excluding interest income)	-
	c). Total defined benefit cost recognised in OCI	-
5	Amount recognised in the statement of financial position	
	a). Present value of obligation at the end of the year'	28.17
	b). Fair value of Plan Assets at the end of the year	-
	c). Net defined benefit liability / (assets)	28.17
	Of which(Current) Short term liability	2.51
	(Non-Current) Long term liability	25.65
6	Estimated contribution to be made in next financial year	-
7	Actuarial Assumptions	
	Discount Rate	7.25%
	Salary Escalation rate	4%
	Withdrawal rates	Age 25 & Below : 10 % p.a. 25 to 35 : 8 % p.a. 35 to 45 : 6 % p.a. 45 to 55 : 4 % p.a. 55 & above : 2 % p.a.
	Mortality	Indian Assured Lives Mortality (2012-14) Table

8 **Sensitivity Analysis**
Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

(Amount in Rs. Lakhs)

	For the Year ended 31.03.2024	
	Increase	Decrease
Discount rate Sensitivity(0.5% movement)	26.96	29.47
Salary growth rate Sensitivity(0.5% movement)	29.00	27.48
Withdrawal rate (W.R.) Sensitivity		
- Increase 110%	28.73	-
-Decrease 90%	-	27.57

Additional disclosures required under Ind AS 19

The Weighted Average Duration (Years) for maturity profile as at valuation 11.67 years

(Amount in Rs. Lakhs)

Particulars	For the Year ended 31.03.2024
Year 1 Cashflow	2.51
Year 2 Cashflow	2.68
Year 3 Cashflow	2.42
Year 4 Cashflow	2.23
Year 5 Cashflow	2.14
Year 6 to Year 10 Cashflow	8.94

Note: 32 Reconciliation of Expected Credit Loss as per Ind AS and IRACP
(As required by RBI Master Direction RBI/2019-20/1700DR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020)

(Amount in Rs Lakhs)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	980.43	2.45	977.98	2.45	-
	Stage 2	-	-	-	-	-
Subtotal		980.43	2.45	977.98	2.45	-
Non-Performing Assets (NPA)						
Substandard	Stage 3	269.60	26.96	242.64	26.96	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		269.60	26.96	242.64	26.96	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	980.43	2.45	977.98	2.45	-
	Stage 2	-	-	-	-	-
	Stage 3	269.60	26.96	242.64	26.96	-
	Total	1,250.03	29.41	1,220.62	29.41	-

(Amount in Rs Lakhs)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	1,164.18	2.91	1,161.26	2.91	-
	Stage 2	-	-	-	-	-
Subtotal		1,164.18	2.91	1,161.26	2.91	-
Non-Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	1,164.18	2.91	1,161.26	2.91	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	1,164.18	2.91	1,161.26	2.91	-

(Amount in Rs Lakhs)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Performing Assets						
Standard	Stage 1	1,247.22	3.12	1,244.10	3.12	-
	Stage 2	-	-	-	-	-
Subtotal		1,247.22	3.12	1,244.10	3.12	-
Non-Performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful - up to 1 year	Stage 3	-	-	-	-	-
1 to 3 years	Stage 3	-	-	-	-	-
More than 3 years	Stage 3	-	-	-	-	-
Subtotal for doubtful		-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	1,247.22	3.12	1,244.10	3.12	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
	Total	1,247.22	3.12	1,244.10	3.12	-

Note: 33 As required in terms of Paragraph 31 of Master Direction- Reserve Bank of India(Non-Banking Financial Company- Scale Based Regulation)Direction, 2023

Particulars	(Amount in Rs lakhs)		
	Amount Outstanding at:		
	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Liabilities Side:			
1. Loans and advances availed by the nonbanking financial company inclusive of interest accrued thereon but not paid :			
(a) Debentures : Secured	-	-	-
Unsecured (other than falling within the meaning of public deposits)	-	-	-
(b) Deferred Credits	-	-	-
(c) Term Loans	-	-	-
(d) Inter-corporate loans and borrowing	-	-	-
(e) Commercial Paper	-	-	-
(f) Public Deposits	-	-	-
(g) Other Loans	1,762.49	1,821.68	1,443.09
Total			
Asset Side:			
2. Break-up of Loans and Advances including bills receivables [other than those included in (3) below] :			
(a) Secured	-	-	-
(b) Unsecured	1,288.38	1,201.72	1,266.85
3. Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities			
i) Lease assets including lease rentals under sundry debtors:			
(a) Financial Lease	-	-	-
(b) Operating Lease	-	-	-
ii) Stock on hire including hire charges under sundry debtors			
(a) Assets on hire	-	-	-
(b) Repossessed assets	-	-	-
ii) Stock on hire including hire charges under sundry debtors			
(a) Assets on hire	-	-	-
(b) Repossessed assets	-	-	-
4. Break up of Investments			
Current Investments:			
1 Quoted:			
(i) Shares:			
(a) Equity	-	-	-
(b) Preference	-	-	-
(ii) Debentures and Bonds	-	-	-
(iii) Units of Mutual Funds	-	-	-
(iv) Government Securities	-	-	-
(v) Others	-	-	-
2 Unquoted:			
(i) Shares:			
(a) Equity	-	-	-
(b) Preference	-	-	-
(ii) Debentures and Bonds	-	-	-
(iii) Units of Mutual Funds	-	-	-
(iv) Government Securities	-	-	-
(v) Others	-	-	-
Long Term Investments :			
1 Quoted			
(i) Shares			
(a) Equity	-	-	-
(b) Preference	-	-	-
(ii) Debentures and Bonds	-	-	-
(iii) Units of Mutual Funds	-	-	-
(iv) Government Securities	-	-	-
(v) Others	-	-	-
2 Unquoted			
(i) Shares			
(a) Equity	-	-	-
(b) Preference	-	-	-
(ii) Debentures and Bonds	15.00	0.00	0.00
(iii) Units of Mutual Funds	-	-	-
(iv) Government Securities	-	-	-
(v) Others	-	-	-

5. Borrower group-wise classification of assets financed as in (2) and (3) above :

For FY 2023-24		Amount net of provisions		
Particulars		Secured	Unsecured	Total
1. Related Parties		-	-	-
(a) Subsidiaries		-	-	-
(b) Companies in the same group		-	-	-
(c) Other related parties		-	-	-
2. Other than related parties		-	1,258.96	1,258.96

For FY 2022-23		Amount net of provisions		
Particulars		Secured	Unsecured	Total
1. Related Parties		-	-	-
(a) Subsidiaries		-	-	-
(b) Companies in the same group		-	-	-
(c) Other related parties		-	-	-
2. Other than related parties		-	1,198.81	1,198.81

For FY 2021-22		Amount net of provisions		
Particulars		Secured	Unsecured	Total
1. Related Parties		-	-	-
(a) Subsidiaries		-	-	-
(b) Companies in the same group		-	-	-
(c) Other related parties		-	-	-
2. Other than related parties		-	1,263.73	1,263.73

6. Investor group-wise classification of all investments (current and long-term) in shares and securities (both quoted and unquoted)

Category	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022	
	Market Value / Breakup Value or Fair Value or NAV *	Book Value (Net of Provisions)	Market Value / Breakup Value or Fair Value or NAV *	Book Value (Net of Provisions)	Market Value / Breakup Value or Fair Value or NAV *	Book Value (Net of Provisions)
1. Related Parties:						
(a) Subsidiaries	-	-	-	-	-	-
(b) Companies in the same group	-	-	-	-	-	-
(c) Other related parties	-	-	-	-	-	-
2. Other than related parties	15.00	15.00	-	-	-	-
Total	15.00	15.00	-	-	-	-

* Market value / Break-up value / Fair value / NAV of unquoted non-current investments is considered to be same as their book value (net of provisions).

7. Other Information			
Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
(i) Gross Non-Performing Assets			
(a) Related Parties	-	-	-
(b) Other than Related Parties	269.60	-	-
(ii) Net Non-Performing Assets			
(a) Related Parties	-	-	-
(b) Other than Related Parties	242.64	-	-
(iii) Assets acquired in satisfaction of debt	-	-	-

Note: 34 Related Parties disclosures as required by Ind AS 24:

A) List of Related Parties and Relationship:

[a] Key Management Personnel & their Relative:	
Nikhil Saraf	Whole-Time Director (w.e.f. 07/09/2024)
Amit Jaiswal	Director
Samir Agarwal	Director
Kavita Agarwal	Director
Sumit Khanna	Chief Financial Officer (w.e.f. 01/05/2024)
M/s. Amit Jaiswal HUF	Director is karta
Saroj Saraf	Mother of Director
Pooja Saraf	Wife of Director
Shruti Dheelia	Sister of Director
Nikhil Saraf HUF	Director is karta
Samir Agarwal HUF	Director is karta
V N Saraf HUF	Relative of Director is Karta
Vishwanath Saraf	Father of Director

b) Enterprises owned or significantly influenced by KMP/KMPs relative

M/s. Vee Gee Credit Capital Pvt. Ltd.	Common Directors (till 31/03/2022) 1. Nikhil Saraf 2. Samir Agarwal 3. Amit Jaiswal
M/s. Veeyu HR Solutions Pvt. Ltd.	Common Directors 1. Nikhil Saraf
M/s. Indcap Advisors Pvt. Ltd.	Common Directors 1. Samir Agarwal 2. Kavita Agarwal
Sekseria Saraf & Associates	Director and Wife of Director are Partners in the firm 1. Nikhil Saraf 2. Pooja Saraf
M/s. ASK Financial Advisors Pvt. Ltd.	Common Directors 1. Samir Agarwal 2. Kavita Agarwal

B) Transactions during the year

(Amount in Rs Lakhs)

Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022
Director's Remuneration			
Nikhil Saraf	75.00	72.00	15.00
Reimbursement Of Expenses			
Nikhil Saraf	19.84	29.42	19.84
Samir Agarwal	0.02	0.04	0.01
Loan taken and Repaid			
M/s. Vee Gee Credit Capital Pvt. Ltd.	-	-	263.85
M/s. Indcap Advisors Pvt. Ltd.	-	-	60.00
Nikhil Saraf	-	-	50.00
Samir Agarwal	-	25.00	-
Loan Taken			
Amit Jaiswal HUF	-	15.00	75.50
Saroj Saraf	-	15.00	-
Vishwanath Saraf	12.75	16.75	-
Shruti Saraf (Sister of Director)	-	60.00	-
Samir Agarwal HUF	-	40.00	-
Pooja Saraf	-	35.00	-
Amit Jaiswal	-	5.00	-
Nikhil Saraf HUF	3.50	35.00	-
Nikhil Saraf	25.80	-	-
Amit Jaiswal	42.50	-	-
Samir Agarwal	30.00	-	-
Loan Repaid			
Amit Jaiswal HUF	-	10.00	-
Saroj Saraf	23.50	5.00	-
V N Saraf HUF	-	14.00	-
Vishwanath Saraf	16.50	8.25	-
Samir Agarwal HUF	-	20.00	-
Pooja Saraf	5.50	21.00	-
Nikhil Saraf HUF	25.00	3.00	-
Nikhil Saraf	14.55	-	-
Samir Agarwal	20.00	-	-
Interest paid on loan			
Amit Jaiswal HUF	13.84	14.04	4.74
Saroj Saraf	1.06	3.59	3.54
V N Saraf HUF	-	1.57	0.12
Vishwanath Saraf	3.93	3.68	1.11
Nikhil Saraf	0.18	-	0.61
Shruti Saraf	-	4.78	-
Samir Agarwal HUF	-	1.62	-
Samir Agarwal	3.05	1.61	-
Pooja Saraf	1.30	2.69	-
Amit Jaiswal	0.99	0.10	-
Nikhil Saraf HUF	1.56	0.63	-
Shruti Dheelia	7.82	-	-
Office Rent			
M/s. Veeyu HR Solutions Pvt. Ltd.	-	8.35	18.47
Pooja Saraf	17.79	16.87	-
Professional Fees			
Sekseria Saraf & Associates	30.00	30.00	17.50

C) Balance at the year end		(Amount in Rs Lakhs)		
Particulars	As at March 31st, 2024	As at March 31st, 2023	As at March 31st, 2022	
Loan Taken				
Amit Jaiswal HUF	115.00	115.00	110.00	
Saroj Saraf	2.50	26.00	16.00	
V N Saraf HUF	-	-	14.00	
Vishwanath Saraf	34.75	38.50	30.00	
Nikhil Saraf	11.25	-	-	
Shruti Dheelia	60.00	60.00	-	
Samir Agarwal	30.00	20.00	-	
Poojil Saraf	-	8.50	14.00	
Nikhil Saraf HUF	10.50	-	32.00	
Amit Jaiswal	47.50	5.00	-	
Guarantee Taken				
M/s. Indcap Advisors Pvt. Ltd.	99.49	716.01	677.18	
M/s. Vee Gee Credit Capital Pvt. Ltd. (Satisfied on 24/08/2021)	-	-	200.00	

Note 35		(Amount in Rs)		
Earning Per Share	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022	
A. Profit After Tax	2,22,96,999	6,30,198	31,194	
No. of shares Outstanding as at the beginning of the Year	48,90,309	48,90,309	48,90,309	
No. of shares Outstanding as at the end of the Year	48,90,309	48,90,309	48,90,309	
B. Weighted Average no. of shares outstanding during the year for calculating basic earning per share (Nos.)	48,90,309	48,90,309	48,90,309	
Effect of dilution:				
Preference Shares (CCPS)	91,331	91,331	7,507	
C. Weighted Average no. of shares outstanding during the year for calculating diluted earning per share (Nos.)	49,81,639	49,81,639	48,97,815	
Basic EPS (A/B)	4.56	0.13	0.01	
Diluted EPS (A/C)	4.48	0.13	0.01	
Face value per share	10	10	10	

Subsequent to March 31, 2024, the Board of Directors of the Company in its meeting held on August 1, 2024 and shareholders in the Extraordinary General Meeting held on August 3, 2024 approved the consolidation of equity shares from Rs. 1 per share to Rs. 10 per share. Accordingly, the earnings per share for the earlier periods have been recalculated based on revised number of shares.

Note: 36 The Company have filed the charges required to be registered or satisfied with ROC during the year.

Note: 37 No Proceeding have been initiated or pending against the Company for holding any Benami property under Benami Transactions (prohibition) Act,1988

Note: 38 The Company has not borrowed any funds from banks /Financial Institutions (being Current assets as collateral security) during the year Under review.

Note: 39 The Company has not revalued any of its Property, Plant & Equipment during the year.

Note: 40 The Company has not borrowed any borrowings for specific purpose from bank and financial Institution during the year.

Note: 41 **Loans & Advances in the nature of loans granted to promoters, directors, KMPs and Related parties as at 31st March,2024, 31st March, 2023 & 31st March, 2022:**

(Amount in Rs lakhs)		
Type of Borrower	Amount of loans or advances in the nature of loans outstanding	Percentage to the total loans and advances in the nature of loans
Related Parties	-	-

Note: 42 There is no immovable property held by the Company throughout the year.

Note: 43 The Company is complying with the number of layers of companies as per Sec 186 of Companies Act, 2013.

Note: 44 The Company has not entered into any transactions with another Company whose name has been struck off by the Registrar of the Company.

Note: 45 The company is not a declared wilful defaulter by any bank or financial institution or other lender during the year.

Note: 46 Auditor's Remuneration includes:		(Amount in Rs. Lakhs)		
Payment Towards	2023-24	2022-23	2021-22	
Statutory Audit fees	0.50	0.50	0.50	

Note: 47 **Expenditure on Corporate Social Responsibilities (CSR)**

	As at 31.03.2024	As at 31.03.2023	As at 31.03.2022
(a) Gross amount required to be spent by the company	NA	NA	NA
(b) amount of the expenditure incurred	NA	NA	NA
(c) shortfall at end of the year	NA	NA	NA
(d) Total previous year Shortfalls	NA	NA	NA
(e) Reason for shortfall	NA	NA	NA
(f) Nature of CSR Activities	NA	NA	NA
(g) Details of Related Party Transactions (Donation to trust controlled by the company in relation to CSR expense as per Relevant Accounting Standard)	NA	NA	NA
(h) Where a provision is made in respect of a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately.	NA	NA	NA

Note: 48 There is no undisclosed income during the year that has not been recorded in the books of accounts.

Note: 49 The company has not traded or invested in Crypto currency or Virtual currency during the Financial year.

Note: 50 Based on the information available with the Company, there are no dues payable to parties covered under the "Micro, Small and Medium Enterprises Development Act, 2006". There is also no interest paid or payable to such enterprises.

Note: 51 **Contingent Liability & Commitments**

The students have filed case under section 403, 462, 504 read with section 34 of The Indian Penal Code, 1860 against Geeklurn Edutech Services Private Limited (educational institute), wherein the company is made defendant as it had provided loan services to the students amounting to Rs. 89,70,800/- Further, 6 students have filed separate cases against the company before the City Civil and Session Court and there is 1 injunction application jointly filed by 18 students.

Sub Notes:

1 The Company has reviewed its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial results.

2 It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending proceedings as it is determinable only on receipt of judgements/decisions pending with respective forums/authorities.

Note: 52 **Employee Stock Option**

The Board of Directors of the company has approved the issue of Employee Stock Options under Employee Stock Option Scheme 2018 which was approved by the Shareholders in EGM held on 31st December, 2018. The said scheme was terminated with effect from the date of grant of options to the employees by the management of the company. Such termination of scheme was approved by the shareholders vide their special resolution passed at its EGM held on 4th May, 2024. Since, the said event has occurred after the reporting period (i.e, 31st march, 2024) but before the date when the restated financial statements were approved by the board of directors and the same is considered as an adjusting event, so no effect of the said scheme has been given in the Restated Financial Statement prepared for the period ended 31st march, 2024, 31st March, 2023 and 31st march, 2022.

Note: 53 Provision for taxation on income for the year has been made under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019.

Ratio Analysis					
Sr No.	Ratio	31.03.2024	31.03.2023	Variance	Reason for Variance
1	Capital to Risk/Weighted Assets Ratio (CRAR) (%)	26.59%	17.23%	54.30%	Since there is increase in Capital and Weighted Asset as compared to previous year.
2	Tier I CRAR	24.35%	16.52%	47.41%	Since there is increase in Reserves & Surplus and Weighted Asset as compared to previous year.
3	Tier II CRAR	2.24%	0.72%	213.30%	Since there is increase in general provision and loss reserve.
4	Liquidity Coverage Ratio	489.12%	27.26%	1694.41%	The Significant Variance is due to maturity of Fixed Deposit.

Ratio Analysis					
Sr No.	Ratio	31.03.2023	31.03.2022	Variance	Reason for Variance
1	Capital to Risk/Weighted Assets Ratio (CRAR) (%)	17.23%	18.09%	-4.75%	Nil
2	Tier I CRAR	16.52%	17.13%	-3.59%	Nil
3	Tier II CRAR	0.72%	0.96%	-25.53%	Since there is decrease in general provision and loss reserve.
4	Liquidity Coverage Ratio	27.26%	136.24%	-79.99%	The Significant Variance is due to investment in Fixed Deposit.

a) Capital to Risk Assets Ratio (CRAR)

Items	31.03.2024	31.03.2023
I. CRAR (%)	26.59%	17.23%
II. CRAR - Tier I Capital (%)	24.35%	16.52%
III. CRAR- Tier II Capital (%)	2.24%	0.72%
IV. Amount of subordinated debt raised as Tier- II Capital	-	-
V. Amount raised by issue of Perpetual Debt Instruments	-	-

Items	31.03.2023	31.03.2022
I. CRAR (%)	17.23%	18.09%
II. CRAR - Tier I Capital (%)	16.52%	17.13%
III. CRAR- Tier II Capital (%)	0.72%	0.96%
IV. Amount of subordinated debt raised as Tier- II Capital	-	-
V. Amount raised by issue of Perpetual Debt Instruments	-	-

b) Asset Liability Management

Maturity pattern of certain items of assets and liabilities as on 31.03.2024										(Amount in Lakhs)
Particulars	1 day to 30/31 days (One month)	Over one month of 2 months	Over 2 months upto	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 year to 5 years	Over five years	Total	
Liabilities										
Borrowings from Banks	-	-	-	-	-	99.49	-	-	99.49	
Borrowings from Markets	-	-	-	-	-	1,663.00	-	-	1,663.00	
Public deposits	-	-	-	-	-	-	-	-	-	
Foreign currency liability	-	-	-	-	-	-	-	-	-	
Assets										
Loans/Advances	-	-	-	-	-	-	1,288.38	-	1,288.38	
Investments	-	-	-	-	-	-	15.00	-	15.00	
Foreign currency assets	-	-	-	-	-	-	-	-	-	

Maturity pattern of certain items of assets and liabilities as on 31.03.2023										(Amount in Lakhs)
Particulars	1 day to 30/31 days (One month)	Over one month of 2 months	Over 2 months upto	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 year to 5 years	Over five years	Total	
Liabilities										
Borrowings from Banks	-	-	-	-	-	641.68	-	-	641.68	
Borrowings from Markets	-	-	-	-	-	1,180.00	-	-	1,180.00	
Public deposits	-	-	-	-	-	-	-	-	-	
Foreign currency liability	-	-	-	-	-	-	-	-	-	
Assets										
Loans/Advances	-	-	-	-	-	-	1,201.72	-	1,201.72	
Investments	-	-	-	-	-	-	-	-	-	
Foreign currency assets	-	-	-	-	-	-	-	-	-	

Maturity pattern of certain items of assets and liabilities as on 31.03.2022

(Amount in Lakhs)

Particulars	1 day to 30/31 days (One month)	Over one month of 2 months	Over 2 months upto	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 year to 5 years	Over five years	Total
Liabilities									
Borrowings from Banks	-	-	-	-	-	573.09	-	-	573.09
Borrowings from Markets	-	-	-	-	-	870.00	-	-	870.00
Public deposits	-	-	-	-	-	-	-	-	-
Foreign currency liability	-	-	-	-	-	-	-	-	-
Assets									
Loans/Advances	-	-	-	-	-	-	1,266.85	-	1,266.85
Investments	-	-	-	-	-	-	-	-	-
Foreign currency assets	-	-	-	-	-	-	-	-	-

c) Investments

(Amount In Lakhs)

Particulars	31.03.2024	31.03.2023	31.03.2022
1) Value of Investment			
(i) Gross Value of Investments			
a. In India	15.00	-	-
b. Outside India	-	-	-
(ii) Provisions for Depreciation			
a. In India	-	-	-
b. Outside India	-	-	-
(iii) Net Value of Investments			
a. In India	15.00	-	-
b. Outside India	-	-	-
2) Movement of provisions held towards depreciation on investments			
(i) Opening balance	-	-	-
(ii) Add:- Provisions made during the year	-	-	-
(iii) Less:- Write-off / write-back of excess provisions during the year	-	-	-
(iv) Closing balance	-	-	-

d) Exposures :-
i) Exposure to Real Estate sector :-

The company did not have any exposure to real estate sector during the financial year 2023-24, 2022-23 & 2021-22. Hence disclosure is not required.

ii) Exposure to Capital Market

(Amount in Lakhs)

Particulars	31.03.2024	31.03.2023	31.03.2022
(i) direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	-	-	-
(ii) advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	-	-	-
(iii) advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	-	-	-
(iv) advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances;	-	-	-
(v) advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds does not fully cover the advances;	-	-	-
(vi) loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-	-
(vii) bridge loans to companies against expected equity flows / issues;	-	-	-
(viii) all exposures to Venture Capital Funds (both registered and unregistered)	-	-	-
Total Exposure to Capital Market	-	-	-

iii) Sectoral Exposure									
Sectors	31.03.2024			31.03.2023			31.03.2022		
	Total Exposure (includes on balance sheet and off-balance sheet exposure) (lakhs)	Gross NPAs (lakhs)	Percentage of gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (lakhs)	Gross NPAs (lakhs)	Percentage of gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure) (lakhs)	Gross NPAs (lakhs)	Percentage of gross NPAs to total exposure in that sector
1. Agriculture and Allied Activities	-	-	-	-	-	-	-	-	-
2. Industry	-	-	-	-	-	-	-	-	-
3. Services	-	-	-	-	-	-	-	-	-
4. Personal Loans	-	-	-	-	-	-	-	-	-
5. Others	1,288.38	269.60	20.93%	1,201.72	-	-	1,266.85	-	-
Unsecured Loans to related concerns	-	-	-	-	-	-	-	-	-
Total of Others	1288.38	269.60	20.93%	1,201.72	-	-	1,266.85	-	-

iv) Intra-group Exposure: NA Not Applicable

v) Unhedged foreign currency exposure: NA Nil

e) Provisions and Contingencies			
(Amount in Lakhs)			
Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	31.03.2024	31.03.2023	31.03.2022
Provisions for depreciation on Investment	-	-	-
Provision towards NPA	26.96	-	-
Provision for Standard Assets	2.45	2.91	3.12
Provision made towards Income tax	-	-	-
Other Provision and Contingencies- Provision for Gratuity	28.17	14.73	19.24

f) Concentration of Deposits, Advances, Exposures and NPAs:

g) Concentration of deposits (for deposit taking NBFCs) :-
The company is a non deposit taking NBFC, so the disclosure for concentration of deposits is not required

ii) Concentration of Advances:-			
(Amount in Lakhs)			
Particulars	31.03.2024	31.03.2023	31.03.2022
Total Advances to twenty largest borrowers (In Rs.)	-	-	-
Percentage of Advances to twenty largest borrowers to Total Advances of the applicable NBFC	-	-	-

iii) Concentration of exposures :-			
(Amount in Lakhs)			
Particulars	31.03.2024	31.03.2023	31.03.2022
Total exposures to twenty largest borrowers/ customers	428.70	46.49	44.44
Percentage of exposures to twenty largest borrowers/ customers to total exposures on borrowers/ customers	33.89%	3.99%	3.56%

iv) Concentration of NPAs :-			
(Amount in Lakhs)			
Particulars	31.03.2024	31.03.2023	31.03.2022
Total exposure to NPA accounts	269.60	-	-

Sector-wise NPA			
Sector	Percentage of NPAs to Total Advances in that sector- 31.03.2024	Percentage of NPAs to Total Advances in that sector-31.03.2023	Percentage of NPAs to Total Advances in that sector-31.03.2022
Agriculture & allied activities	-	-	-
MSME	-	-	-
Corporate borrowers	-	-	-
Services	-	-	-
Unsecured personal loans	-	-	-
Auto loans	-	-	-
Other loans	21.57%	0.00%	0.00%

Movement of NPAs			
(Amount in Lakhs)			
Particulars	31.03.2024	31.03.2023	31.03.2022
i. Net NPAs to Net Advances (%)	-	-	-
ii. Movement of NPAs (Gross)			
a. Opening balance	-	-	-
b. Additions during the year	269.60	-	-
c. Reductions during the year	-	-	-
d. Closing balance	269.60	-	-
iii. Movement of Net NPAs			
a. Opening balance	-	-	-
b. Additions during the year	242.64	-	-
c. Reductions during the year	-	-	-
d. Closing balance	242.64	-	-
iv. Movement of provisions for NPAs (excluding provisions on standard assets)			
a. Opening balance	-	-	-
b. Provisions made during the year	26.96	-	-
c. Write-off / write-back of excess provisions	-	-	-
d. Closing balance	26.96	-	-

g) Disclosure of complaints :-

i) Summary information on complaints received by the NBFCs from Customers and from Offices of Ombudsman

S No.	Particulars	31.03.2024	31.03.2023	31.03.2022
	Complaints received by the NBFC from its customers			
1	Number of complaints pending at beginning of the year	-	-	-
2	Number of complaints received during the year	-	1	-
3	Number of complaints disposed during the year	-	1	-
	3.1 Of which number of complaints rejected by the NBFC	-	-	-
4	Number of complaints pending at the end of the year	-	-	-
	Number of maintainable complaints received by the NBFC from Office of Ombudsman			
	5.1 Of 5, number of complaints resolved in favour of the NBFC by Office of Ombudsman	-	-	-
	5.2 Of 5, number of complaints resolved through conciliation/ mediation/ advisories issued by Office of Ombudsman	-	-	-
	5.3 Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the NBFC	-	-	-
6	Number of Awards unimplemented within the stipulated time (other than those appealed)	-	-	-

ii) Top 5 grounds of complaints received by the NBFCs from customers

Grounds of Complaints, (i.e. complaints relating to)	Number of Complaints pending at the beginning of the year	Number of Complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of Complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
31.03.2024					
Ground 1	-	-	-	-	-
Ground 2	-	-	-	-	-
Ground 3	-	-	-	-	-
Ground 4	-	-	-	-	-
Ground 5	-	-	-	-	-
Others	-	-	-	-	-
Total	-	-	-	-	-
31.03.2023					
Ground 1- Levy of charge without prior notice/ excessive charges/ foreclosure charges	-	1	-	-	-
Ground 2	-	-	-	-	-
Ground 3	-	-	-	-	-
Ground 4	-	-	-	-	-
Ground 5	-	-	-	-	-
Others	-	-	-	-	-
Total	-	1	-	-	-
31.03.2022					
Ground 1	-	-	-	-	-
Ground 2	-	-	-	-	-
Ground 3	-	-	-	-	-
Ground 4	-	-	-	-	-
Ground 5	-	-	-	-	-
Others	-	-	-	-	-
Total	-	-	-	-	-

h) For Related Party Disclosure refer Annexure ii of the notes to standalone financial statements

Note 55 All figures of the Company have been rounded off to nearest Lakhs.

Note 56 Previous year figures have been regrouped/ reclassified wherever necessary.

Note 57 Transition to Ind AS

These are the company's first financial statements prepared in accordance with Ind AS.

The accounting policies set out have been applied in preparing the financial statements for the period ended 31 March 2024, 31 March 2023, and 31 March 2022. In preparing its opening Ind AS Financial Statement i.e. for the period ended 31 March 2024, 31 March 2023, and 31 March 2022, the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (amended) and other relevant provisions of the Act. An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position, financial performance and cash flows is set out in the following tables and notes.

A. Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

A.1 Ind AS optional exemptions

A.1.1 Deemed cost of property, plant and equipment and intangible assets

The Company has elected to continue with the carrying value of all of its plant and equipment as recognised as of 1st April, 2021 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

A.2 Ind AS mandatory exceptions

A.2.1 Estimates

As per para 14 of Ind AS 101, an entity's estimates in accordance with Ind AS at the date of transition to Ind AS at the end of the comparative period presented in the entity's first Ind AS financial statements, as the case may be, should be consistent with estimates made for the same date. In accordance with the previous GAAP unless there is objective evidence that those estimates were in error. However, the estimates should be adjusted to reflect any differences in accountings policies. As per para 16 of the standard, where application of Ind AS requires an entity to make certain estimates that were not required under previous GAAP, those estimates should be made to reflect conditions that existed at the date of transition or at the end of the comparative Period.

The Company's estimates under Ind AS are consistent with the above requirement. Key estimates considered in preparation of the financial statement that were not required under the previous GAAP are listed below:

- Fair Valuation of financial instruments carried at FVTPL and/ or FVOCI.
- Impairment of financial assets based on the expected credit loss model.
- Provision for tax expense.

A.2.2 Derecognition of financial assets and financial liabilities

As per para 82 of Ind AS 101, an entity should apply the derecognition requirements in Ind AS 109, "Financial instruments", prospectively for transactions occurring on or after the date of transition to Ind AS. However, para 83 gives an option to the entity to apply the de-recognition requirements from a date of its choice if the information required to apply Ind AS 109 to financial assets and financial liabilities derecognized as a result of past transactions was obtained at the initially accounting for those transactions. The company has elected to apply the de-recognition provisions of Ind AS 109 prospectively from the date of transition to Ind AS.

A.2.3 Classification and measurement of financial assets

Para 88 - 88C of Ind AS 101 requires an entity to assess classification of financial assets on the basis of facts and circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortized cost based on facts and circumstances existing at the date of transition if retrospective application is impracticable. Accordingly, the Company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortized cost has been done retrospectively.

A.2.4 Impairment of financial assets

The company has applied impairment requirements of Ind AS 109 retrospectively; however, as permitted by Ind AS 101, it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognized in order to compare it with the credit risk at the transition date.

Explanations to the material adjustments made in the process of IND AS transition from previous GAAP

Note 1: Employee Benefits

Defined Benefit Obligation

Gratuity

The liability for the Gratuity is provided on the basis of a valuation, using the Projected Unit Credit Method, as at the period ended 31st March, 2024. However, the management computed the liability towards gratuity for the qualifying employees based on their estimates as on 1st April, 2021 and for the period ended 31st March 2022 and 31st March 2023.

Note 2: Expected Credit Loss Model

Ind-AS 109 requires to recognize loss allowances on Loan Asset of the Company, at an amount equal to the lifetime expected credit loss or the 12 month expected credit loss based on the increase in the credit risk.

Note 3: Deferred Taxes

In accordance with Ind AS 12, "Income Taxes", the Company on transition to Ind AS has recognised deferred tax on temporary differences, i.e. based on balance sheet approach as compared to the earlier approach of recognising deferred taxes on timing differences, i.e. profit and loss approach. The tax impacts as above primarily represent deferred tax consequences arising out of Ind AS re-measurement changes.

Note 4: Property, plant and equipment

The Company has elected to continue with the carrying value of all of its plant and equipment as recognised as of 1st April, 2021 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

Note 5: Borrowings

Under Indian GAAP, transaction costs incurred in connection with borrowings are amortised upfront and charged to profit or loss for the period. Under Ind AS, transaction cost on borrowing are included in initial recognition amount of financial liability and charged to profit or loss using the effective interest method.

Note 6: Dividend Payable

In accordance with Ind AS 109, dividend component of compulsory convertible preference shares (CCPS) is recorded as financial liability and the dividend accrued on such instrument is recorded as Finance Cost for the period ended 31st march, 2022, 31st March, 2023 and 31st March, 2024.

Note 7: Employee Stock Option Plan

The management of the company had terminated the Employee Stock Option Scheme 2018, with effect from the grant date, with the consent of employees and approval of shareholders vide their special resolution passed at its EGM held on 4th May, 2024. In accordance with IND AS 10, since it is an adjusting event, no effect of the said scheme in accordance with IND AS 102, has been given in the Restated Financial Statement.

Note 8: Re-Classifications

The Company has done the following reclassifications as per the requirements of Ind-AS:

- (i) Assets / liabilities which do not meet the definition of financial asset / financial liability have been reclassified to Non-financial asset / Non-financial liability.
- (ii) The Company has re-classified fixed deposits with banks from cash and cash equivalents to other bank balances.
- (iii) The Company has re-classified Bank Overdraft from Long term borrowings to Borrowings under Financial Liabilities.
- (iv) The Company has re-classified Receivables from Trade Receivables to Other Debtors under Other Financial Assets.
- (v) The Company has re-classified Loan asset from Long/Short term loans & advances to Loans under Financial Assets.
- (vi) The Company has re-classified Statutory dues from Other Current Liabilities to Other Non- Financial Liabilities.
- (vii) The Company has re-classified Financial Component of Complusory Convertible Preference Shares (CCPS) from Equity Shares to Subordinated Liabilities.

NEEV CREDIT LIMITED

(Formerly known as Neev Credit Private Limited)

Notes to the Restated Financial Statements for the period ended

Annexure A

Details of Term of Repayment and Security provided in respect of Borrowings for the period ended

(Amount in Rs Lakhs)

Particulars	Terms of repayment and security	As at 31.03.2024		As at 31.03.2023		As at 31.03.2022	
		Current	Non Current	Current	Non Current	Current	Non Current
SECURED:							
A. From banks:							
YES Bank Loan A/c No. 01908840000492 (Loan against securities)	Overdraft facility of INR 7 crores availed from Yes Bank which is secured against Hypothecation on Mutual Funds. Unconditional and Irrevocable gurantee of Indcap Advisors Pvt Ltd & Vee Gee Credit Capital Pvt Ltd till the tenure of facility.	-	99.49	-	641.25	-	572.43
ICICI Bank Overdraft A/c No. 022905001294	Overdraft facility of INR 2,00,000 availed from ICICI Bank which is secured against Fixed Deposit of ICICI Bank which is matured on 22/04/2023	-	-	-	0.44	-	0.65
Total- Secured from Bank		-	99.49	-	641.68	-	573.09
B. Other Parties:							
Total- Secured from Bank & Other parties (A+B)		-	99.49	-	641.68	-	573.09
UNSECURED:							
A. From banks:							
B. From Related Parties							
Amit Jaiswal HUF	Loan Repayable on demand	-	115.00	-	115.00	-	110.00
Saroj Saraf	Loan Repayable on demand	-	2.50	-	26.00	-	16.00
V N Saraf HUF	Loan Repayable on demand	-	-	-	0.00	-	14.00
Vishwanath Saraf	Loan Repayable on demand	-	34.75	-	38.50	-	30.00
Nikhil Saraf	Loan Repayable on demand	-	11.25	-	0.00	-	0.00
Shruti Dhelia	Loan Repayable on demand	-	60.00	-	60.00	-	0.00
Samir Agarwal	Loan Repayable on demand	-	30.00	-	20.00	-	0.00
Pooja Saraf	Loan Repayable on demand	-	8.50	-	14.00	-	0.00
Nikhil Saraf HUF	Loan Repayable on demand	-	10.50	-	32.00	-	0.00
Amit Jaiswal	Loan Repayable on demand	-	47.50	-	5.00	-	0.00
Total- Un secured from Related Parties		-	320.00	-	310.50	-	170.00
C. From Other Parties							
	Loan Repayable on demand	-	1343.00	-	869.50	-	700.00
Total- Un- Secured from Bank, Related & Other parties (A+B+C)		-	1,663.00	-	1,180.00	-	870.00

CAPITALISATION STATEMENT

(₹ in Lakhs)

Particulars	Pre-Issue	Post Issue *
Borrowings		
Short-Term Borrowings (A)	-	[●]
Long-Term Borrowings (B)	1,762.49	[●]
Total Borrowings (C)	1,762.49	[●]
Shareholder's Fund (Equity)		
Share Capital	498.00	[●]
Reserve & Surplus	202.09	[●]
Total Shareholder's Fund (D)	700.09	[●]
Long-Term Borrowings/ Equity (B/D)	2.52	[●]
Total Borrowings/ Equity (C/D)	2.52	[●]

*The corresponding post issue figures are not determinable at this stage pending the completion of public issue and hence have not been furnished.

Notes:

1. Short term Debts represent which are expected to be paid/payable within 12 months and excludes installment of term loans repayable within 12 months.
2. Long term Debts represent debts other than Short Term Debts as defined above but includes installment of term loans repayable within 12 months grouped under other current liabilities.
3. The figures disclosed above are based on restated statement of Assets and Liabilities of the Company as at 31/03/2024

OTHER FINANCIAL INFORMATION

(₹ in Lakhs except no of shares & percentage data)

Particulars	For The Year Ended 31st March		
	2024	2023	2022
Total Revenue (A)	1,414.36	389.22	320.03
Net Profit as Restated Continuing Operations (B)	222.97	6.30	0.31
Profit before tax	218.65	8.44	0.39
Add: Depreciation	29.26	3.65	5.06
Add: Interest on Loan	230.37	96.12	71.64
Less: Other Non-Operating Income	15.35	8.72	1.65
EBITDA (C)	462.93	99.49	75.44
EBITDA Margin (in %) (C/A)	32.73%	25.56%	23.57%
Net Worth as Restated (D)	649.35	470.98	465.94
Return on Net Worth (in %) as Restated (B/D)	34.34%	1.34%	0.07%
Equity Share at the end of year/period (in Nos.) (E)	48,90,309	48,90,309	48,90,309
Effect of Dilution: Preference Shares (CCPS) (F)	91,331	91,331	7,507
Weighted No. of Equity Shares (E+F) (G)	49,81,639	49,81,639	48,97,815
Earnings per Equity Share as Restated			
(As per restated Period)			
Basic Earnings per share (in Rs.) (B/E)	4.56	0.13	0.01
Diluted Earnings per share (in Rs.) (B/G)	4.48	0.13	0.01
Net Asset Value per Equity share as Restated (D/E)	13.28	9.63	9.53
Net Asset Value per Equity share (D/G)	13.04	9.45	9.51

Note:

1. EBITDA Margin = EBITDA/Total Revenues
2. Earnings per share (₹) = Profit available to equity shareholders from continuing operations/ Weighted No. of shares outstanding at the end of the year
3. Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended.
4. Return on Net worth (%) = Restated Profit after taxation / Net worth x 100
5. Net Worth = Equity Share Capital + Reserve and Surplus (including P&L surplus) - Revaluation Reserve, If any
6. Net asset value/Book value per share (₹) = Net worth / weighted average number equity shares outstanding for the period/ year after the consolidation
7. 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.

FINANCIAL INDEBTEDNESS

Our Company has availed borrowings in the ordinary course of our business. Set forth below is a brief summary of our aggregate outstanding borrowings as on August 31, 2024:

(₹ In Lakhs)

Nature of Borrowing	Amount
Secured Borrowings	-
Unsecured Borrowings	1897.00
Total	1897.00

Details of Secured Borrowings:

Category of borrowing	Sanctioned Amount (₹ in Lakhs)	Outstanding amount (₹ in Lakhs) as on 31 st August, 2024	Outstanding amount (₹ in Lakhs) as on 31 st March, 2024	Rate of Interest	Tenure	Collateral / Asset Charged	Principal Terms and Conditions
Yes Bank Ltd	700.00	Nil	99.49	9.60%	12 Months	Mutual Fund of Promoter's company	Overdraft facility of INR 7 crores availed from Yes Bank which is secured against Hypothecation on Mutual Funds. Unconditional and Irrevocable guarantee of Indcap Advisors Pvt Ltd & Vee Gee Credit Capital Pvt Ltd till the tenure of facility.

Details of Unsecured Borrowings:

(₹ In Lakhs)

From Directors/ Relatives of Director					
Sr No.	Name of Lender	Purpose	Terms of Repayment	Outstanding balance as on August 31, 2024	Outstanding balance as on March 31, 2024
1.	Amit Jaiswal HUF	Business Purpose	Payable on Demand	-	115.00
2.	Saroj Saraf	Business Purpose	Payable on Demand	-	2.50
3.	V N Saraf HUF	Business Purpose	Payable on Demand	-	-
4.	Vishwa Nath Saraf	Business Purpose	Payable on Demand	-	34.75
5.	Nikhil Saraf	Business Purpose	Payable on Demand	166.50	11.25
6.	Shruti Dhelia	Business Purpose	Payable on Demand	-	60.00
7.	Samir Agarwal	Business Purpose	Payable on Demand	35.00	30.00
8.	Pooja Saraf	Business Purpose	Payable on Demand	-	8.50
9.	Nikhil Saraf HUF	Business Purpose	Payable on Demand	-	10.50
10.	Amit Jaiswal	Business Purpose	Payable on Demand	177.50	47.50
Total					320.00
From Others					
1.	Other Parties	Business Purpose	Payable on Demand	1518.00	1343.00
Total				1897.00	1663.00

As certified by our statutory auditor vide certificate dated September 25, 2024

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations for the financial years ended on 2024, 2023 and 2022 is based on, and should be read in conjunction with, our Restated Financial Statements, including the schedules, notes and significant accounting policies thereto, included in the chapter titled "Restated Financial Statements" beginning on page 165 of this Draft Red Herring Prospectus. Our Restated Financial Statements have been derived from our audited financial statements and restated in accordance with the SEBI ICDR Regulations and the ICAI Guidance Note.

You should read the following discussion of our financial condition and results of operations together with our restated financial statements included in this Draft Red Herring Prospectus. You should also read the section titled "Risk Factors" beginning on page 27 of this Draft Red Herring Prospectus, which discusses a number of factors, risks and contingencies that could affect our financial condition and results of operations. Our fiscal year ends on March 31 of each year, so all references to a particular fiscal year are to the twelve-month period ended March 31 of that year.

In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Neev Credit Limited, our Company. Unless otherwise indicated, financial information included herein are based on our "Restated Financial Statements" for the financial years ended on 2024, 2023 and 2022 included in this Draft Red Herring Prospectus beginning on page 165 of this Draft Red Herring Prospectus.

Note: Statement in the Management Discussion and Analysis Report describing our objectives, outlook, estimates, expectations or prediction may be "Forward Looking Statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/supply and price conditions in domestic and overseas market in which we operate, changes in Government Regulations, Tax Laws and other Statutes and incidental factors.

BUSINESS OVERVIEW

We are an education focused non-banking finance company – non deposit ("NBFC") provides fee financing solutions to young, economically weaker and low to middle income group customers. We enter into an arrangement with educational institutions like schools, colleges, vocational training institutes, coaching centres and edtech companies wherein they furnish us with leads. As on March 31, 2024 we had an arrangement with more than 600 institutions and more than 150 tie-up arrangements were active from Fiscal 2022 to Fiscal 2024. Our loans have a tenure of average 19 months at origination and as on March 31, 2024, the average ticket size of our loans was ₹ 1,40,000. We have an expansive footprint in 15 states and 1 union territory. For education loan, our AUM is stood at Rs. 688.24 Lakhs as on March 31, 2024 accounted for 53.42% of our total AUM and diversified across India with 10.12% in the North (Delhi, Uttar Pradesh, Haryana, Punjab, Madhya Pradesh, Rajasthan and Uttarakhand), 65.15% in the South (Karnataka, Tamil Nadu and Telangana), 14.36% in the East (Assam, Bihar, Jharkhand and West Bengal,) and 10.36% in the West (Gujarat and Maharashtra). We have witnessed disbursement growth, at a CAGR of 11.99% between Fiscal 2022 and Fiscal 2024. As on March 31, 2024 we had loans outstanding to 2348 students attending 197 universities / colleges / institutes in India.

For more details, please refer chapter titled "Our Business" beginning on page 120 of this Draft Red Herring Prospectus.

SIGNIFICANT DEVELOPMENTS AFTER MARCH 31, 2024

In the opinion of the Board of Directors of our Company, since the date of the stub period in this Draft Red Herring Prospectus, there have not arisen any circumstance that materially or adversely affect or are likely to affect the profitability of our Company or the value of its assets or its ability to pay its material liabilities within the next twelve months. However, following material events have occurred after the last audited period:

1. Pursuant to a resolution passed by our Board on August 01, 2024 and our Shareholders on August 03, 2024, our Company consolidated the face value of its equity shares from ₹1 each to ₹10 each. Accordingly, the issued and paid-up equity share capital of our Company was consolidated from 4,89,10,000 equity shares of

₹1 each to 48,91,000 Equity Shares of ₹10 each.

2. Pursuant to resolution passed by our Shareholders dated September 12, 2024 and allotment resolution passed by our Board dated September 14, 2024, our Company has converted 8,965, 0.01% Seed Series Compulsorily Convertible Preference Shares (CCPS) of Rs. 100/- (Rupees Hundred Only) each of the Company, issued at a premium of Rs 1,127/-, into 1,37,497 Equity Shares of a face value of Rs. 10/- (Rupees Ten Only) each, as fully paid up, at a premium of Rs 70/-, ranking pari passu with the existing equity shares of the company.

FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our business is subject to various risks and uncertainties, including those discussed in the section titled “*Risk Factors*” on page 27 beginning of this Draft Red Herring Prospectus.

Our Company’s future results of operations could be affected potentially by the following factors:

- Changes in laws and regulations relating to the sectors in which we operate;
- Our ability to successfully implement our growth strategy and expansion plans;
- Our inability to maintain or enhance our brand recognition;
- Our ability to attract, retain and manage qualified personnel;
- Changes in government policies and regulatory actions that apply to or affect our business;
- Changes in political and social conditions in India;
- Availability of cost-effective sources of funding;
- Levels of non-performing assets;
- Ability to manage Operating Expenses and investments in technology;
- Inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The occurrence of natural disasters or calamities;
- The monetary and interest rate policies of India and other countries;
- Other factors beyond our control; and
- Our ability to manage risks that arise from these factors.

SIGNIFICANT ACCOUNTING POLICIES

For Significant accounting policies please refer Significant Accounting Policies, “Note 2” beginning under “Restated Financial Statements” on page 165 of this Draft Red Herring Prospectus.

COMPONENTS OF INCOME AND EXPENDITURE

Total Revenue

Our total revenue is divided into revenue from operations and other income.

Revenue from operations consists of Interest Income, Sale of Stock-in-trade and Other revenue from operations.

Other income consists of Interest on Fixed Deposits, Interest on IT Refund, Profit on sale of asset, Commission (DSA) Service Fees, MOU Charges, Amount written off, Reversal of Provision for ECL and Misc. Income.

Total Expenses

Our total expenses comprise of Finance Costs, Purchases of Stock-in-trade, Employee Benefits Expenses, Depreciation, Amortization & Impairment and Others expenses.

Finance Costs

Finance costs includes Interest Payment on Loan, Interest on Subordinated Liabilities, Interest on Overdraft.

Purchase in Stock in trade

Purchase in Stock in trade comprise of purchase of shares.

Employee benefits expenses

Employee benefit expenses comprise of Salary and Bonus, Staff Welfare Expense, Contribution to provident and other funds and Provision for Gratuity.

Depreciation, Amortization & Impairment Expenses

Depreciation and amortization expenses primarily include Depreciation, Amortisation & Impairment.

Other Expenses

Other expenses include Bank Charges, Bad Debt, Business Promotion & Advertisement Expenses, Demat Charges, Electricity Charges, Office Rent, General Expenses, Postage & Stamp, Rent, rates & taxes, Repairs & Maintenance, Telephone Expenses, Travelling Expense, Printing & Stationery, Commission & Brokerage, CIBIL Expenses, Collection charges, Software Charges, Loss on scrap asset, Website Domain Charges, Filing Fees, Professional Fees, Input Tax Credit GST, Legal Charges, Director's Remuneration, Provision for ECL and Auditor's Remuneration.

RESULTS OF OPERATIONS

The following discussion on results of operations should be read in conjunction with the Restated Financial Statements of our Company for the financial years ended on 2024, 2023 and 2022:

(₹ in Lakhs)

Particulars	For the Year ended on March 31, 2024	% of Total Revenue	For the Year ended on March 31, 2023	% of Total Revenue	For the Year ended on March 31, 2022	% of Total Revenue
Interest Income	302.02	21.35 %	293.99	75.53 %	231.89	72.46%
Sale of Stock-in-trade	408.45	28.88 %	-	-	-	-
Other revenue from operations	688.54	48.68 %	86.52	22.23 %	86.49	27.03%
Total revenue from operations	1399.00	98.91%	380.50	97.76%	318.38	99.48%
Other income	15.35	1.09%	8.72	2.24%	1.65	0.52%
Total revenue	1414.36	100%	389.22	100%	320.03	100%
Finance cost	230.37	16.29%	96.12	24.70%	71.64	22.39%
Purchase in Stock in trade	400.89	28.34 %	-	-	-	-
Employee benefit expenses	208.07	14.71%	61.69	15.84%	120.76	37.73%
Depreciation and amortization expenses	29.26	2.07%	3.65	0.94%	5.06	1.58%
Other expenses	327.11	23.13%	219.32	56.35%	122.17	38.17%
Total Expenses	1195.70	84.54%	380.78	97.83%	319.64	99.88%
Profit before tax	218.65	15.46%	8.44	2.16%	0.39	0.12%
Current tax expense	0.33	0.02%	-	-	-	-
Deferred tax expense / (benefit)	(4.65)	(0.33) %	2.13	0.55 %	0.08	0.03%
Profit/ (Loss) for the year	222.97	15.77%	6.30	1.62%	0.31	0.10%

COMPARISON OF FINANCIAL YEAR ENDED 2024 TO FINANCIAL YEAR ENDED 2023

Income

Total Revenue: Our total revenue increased by 263.38% from ₹ 389.22 Lakhs for the financial year March 31, 2023 to 1,414.36 Lakhs for the financial year ended March 31, 2024 due to the factors described below:

Interest Income

Our interest income was increased by 2.73 % to ₹ 302.02 Lakhs for the FY 2024 from ₹ 293.99 Lakhs for the FY 2023. This was on account of an increase in our loan book by ₹543.3 Lakhs during Financial Year 2024, commensurate with growth in our business volume.

Sale of Stock-in-trade

During FY24, our sale of stock-in-trade was ₹408.45 Lakhs that translated to 28.88 % of overall revenue for the FY 2024.

Other revenue from operations

Our revenue from operation was increased by 695.85 % to ₹ 688.54 Lakhs for the FY 2024 from ₹ 86.52 Lakhs for the FY 2023 due to primarily increase in fees and incidental charges.

Revenue from Operations

Our revenue from operations was increased by 267.672 % to ₹ 1,399 Lakhs for the FY 2024 from ₹ 380.50 Lakhs for the FY 2023 due to increase in our Loan book by ₹543.3 Lakhs, Sale of Stock-in-trade of ₹408.45 Lakhs and increase in other revenue from operations comprising of income from documentation charges, advisory fees, loan syndications fees and Banking support services.

Other Income

Other income increased by 76.15% to ₹ 15.35 Lakhs in FY 2024 from ₹ 8.72 Lakhs in FY 2023 due to increase in income on account of MOU Charges and service fees.

Expenditure

Total Expenses: Our total expenses increased by 207.54% to ₹ 1171.08 Lakhs for the FY 2024 from ₹ 380.78 Lakhs for the FY 2023 due to the factors described below:

Purchase Stock in trade

During FY24, our Purchase of Stock in trade was ₹ 400.89 Lakhs that translated to 28.34% of Total expenses.

Employee Benefit Expenses

The Employee Benefit Expenses increased by 237.29% to ₹ 208.07 Lakhs in FY 2024 from ₹ 61.69 Lakhs in FY 2023. This increase was mainly due to increase in Salaries and wages From ₹ 61.75 Lakhs in FY 2023 to ₹ 190.86 Lakhs in FY2024.

Finance Costs

The Finance costs increased by 139.67% to ₹ 230.37 Lakhs in FY 2024 from ₹ 96.12 Lakhs in FY 2023. This increase was mainly due to increase in interest on Loan to ₹ 230.37 Lakhs in FY 2024 from ₹ 96.12 Lakhs in FY 2023. This was on account of an increase in unsecured loan from other than related party to ₹ 1343.0 Lakhs in FY 2024 from ₹ 869.5 Lakhs in FY 2023 to support our loan disbursements.

Depreciation and Amortization Expenses

The Depreciation and Amortization expenses increased by 700.82% to ₹ 29.26 Lakhs in FY 2024 from ₹ 3.65 Lakhs in FY 2023. This increase was due to increase in depreciation on Computer, Software and Peripherals by ₹ 29.81 Lakhs for FY 2024. This is on account of capitalization of in house software development charges which was classified as Capital WIP in FY 2023.

Other Expenses

The other expenses increased by 49.14% to ₹ 327.11 Lakhs in FY 2024 from ₹ 219.32 Lakhs in FY 2023 majorly due to increase in i) Office Rent to ₹ 29.04 Lakhs in FY 2024 from ₹ 16.24 Lakhs in FY 2023. This is on account of shifting of our Bangalore Office to new building and also revision of rent for our existing office at Mumbai ii) Travelling Expenses increased to ₹ 10.98 Lakhs in FY 2024 from ₹ 6.18 Lakhs in FY 2023 for business purpose, iii) Collection charges incurred to the tune of ₹ 27.56 Lakhs to support our recovery process, iv) Professional Fees increased to ₹ 52.17 Lakhs in FY 2024 from ₹ 22.06 Lakhs in FY 2023 to support growth in business.

Profit before Tax

Our profit before tax increased by 2491.86 % to ₹ 218.65 Lakhs for the FY 2024 from ₹ 8.44 Lakhs for the FY 2023. The increase was mainly due to increase in revenue from operations to ₹ 1399.0 Lakhs in FY 2024 to ₹ 380.5 Lakhs in FY 2023.

Tax Expenses

Our total tax expense has decreased by 302.35 % to ₹ 1.88 Lakhs in FY 2024 from ₹ 2.13 Lakhs in the FY 2023.

Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax increased by 3428.16% to ₹ 222.97 Lakhs in FY 2024 from ₹ 6.30 Lakhs in FY 2023. This was primarily due to increases in disbursements from ₹ 1685.66 Lakhs in Financial Year 2023 to ₹ 2228.96 Lakhs in Financial Year 2024. The increase in net profit was further aided due to better pricing negotiated with our Borrowers during Financial Year 2024 versus financial year 2023.

COMPARISON OF FINANCIAL YEAR ENDED 2023 TO FINANCIAL YEAR ENDED 2022

Income

Total Revenue: Our total revenue increased by 21.62% from ₹ 320.03 Lakhs for the financial year March 31, 2022 to ₹ 389.22 Lakhs for the financial year ended March 31, 2023 due to the factors described below:

Interest Income

Our interest income was increased by 26.78 % to ₹ 293.99 Lakhs for the FY 2023 from ₹ 231.89 Lakhs for the FY 2022. This was on account of an increase in our average pricing in FY 2023 as compared to FY 2022.

Other Revenue from Operations

Our other revenue from operations increased by 0.01% to ₹ 86.52 Lakhs for the FY 2023 from ₹ 86.49 Lakhs for the FY 2022. Loan Processing Fee decreased to ₹ 59.49 Lakhs in FY 2023 from ₹ 69.19 Lakhs in FY 2022. This was off set by increase in recovery from Bad Debt which increased to ₹ 20.25 Lakhs in FY 2023 from ₹ 7.06 Lakhs in FY 2022.

Other Income

Other income increased by 427.63 % to ₹ 8.72 Lakhs in FY 2023 from ₹ 1.65 Lakhs in FY 2022 due to increase in commission income in FY 2023. In FY 2023 we received ₹ 7.20 Lakhs as commission income as compared to Nil in FY 2022.

Expenditure

Total Expenses: Our total expenses increased by 19.13 % to ₹ 380.78 Lakhs for the FY 2023 from ₹ 319.64 Lakhs for the FY 2022 due to the factors described below:

Employee Benefit Expenses

The Employee Benefit Expenses decreased by 48.92 % to ₹ 61.69 Lakhs in FY 2023 from ₹ 120.76 Lakhs in FY 2022. This increase was mainly due to decrease in Salaries and wages.

Finance Costs

The Financial costs increased by 34.16% to ₹ 96.12 Lakhs in FY 2023 from ₹ 71.64 Lakhs in FY 2022. This increase was mainly due to increase in interest payment on Loan availed to support our business.

Depreciation and Amortization Expenses

The Depreciation and Amortization expenses decreased by 27.76 % to ₹ 3.65 Lakhs in FY 2023 from ₹ 5.06 Lakhs in FY2022.

Other Expenses

The other expenses increased by 79.52 % to ₹ 219.32 Lakhs in FY 2023 from ₹ 122.17 Lakhs in FY 2022 majorly due to increase in following expenses:-i) Bad Debt increased to ₹ 54.12 Lakhs in FY 2023 from ₹ 14.73 Lakhs in FY 2022 due to few educational institutes getting closed leading to increase in default in those portfolio ii) Professional Fees increased to ₹ 22.06 Lakhs in FY 2022 from ₹ 9.72 Lakhs in FY 2022 to support the business iii) Directors Remuneration increased to ₹ 72.0 Lakhs in FY 2023 from ₹ 15.0 Lakhs in FY 2022.

Profit before Tax

Our profit before tax increased by 2036.36 % to ₹ 8.44 Lakhs for the FY 2023 from ₹ 0.39 Lakhs for the FY 2022 due to the factors described above.

Tax Expenses

Our total tax expense Increased by 2472.95 % to ₹ 2.13 Lakhs in FY 2023 from ₹ 0.08 Lakhs in the FY2022.

Profit after Tax

After accounting for taxes at applicable rates, our Profit after Tax increased by 1920.26% to ₹ 6.30 Lakhs in FY 2023 from ₹ 0.31 Lakhs in FY 2022. This increase was mainly due to the reasons explained above.

CASH FLOWS

The table below is our cash flows for the financial years ended on 2024, 2023 and 2022:

(₹ in Lakhs)

Particulars	For the financial year ended on March 31,		
	2024	2023	2022
Net cash (used)/from operating activities	321.29	887.02	(1,108.96)
Net cash (used)/from investing activities	(41.23)	(1,159.43)	647.66
Net cash (used)/from financing activities	(289.56)	282.48	441.30
Cash and Cash equivalents at the beginning of the year	16.80	6.74	26.73
Cash and Cash equivalents at the end of the year	7.30	16.80	6.74

Cash Flows from Operating Activities

For the year ended on March 31, 2024

Our net cash generated from operating activities was ₹ 321.29 Lakhs for the year ended March 31, 2024. Our net profit before working capital changes was ₹ 517.96 Lakhs for the year ended March 31, 2024 which was primarily adjusted against Finance Cost ₹ 230.37 Lakhs, Depreciation ₹ 29.26 Lakhs, provision of ECL ₹ 26.50 Lakhs,

Provision for Gratuity ₹ 13.44 Lakhs. Changes in our working capital for FY 2024 primarily comprised of increase in loans & advances ₹ 85.86 Lakhs, decrease in other non-financial liabilities of ₹ 57.37 lakhs, increase in other other receivables of ₹14.14 Lakhs.

For the year ended on March 31, 2023

Our net cash generated from operating activities was ₹ 887.02 Lakhs for the year ended March 31, 2023. Our net profit before working capital changes was ₹ 102.50 Lakhs for the year ended March 31, 2023 which was primarily adjusted against Finance Cost of ₹ 96.12 Lakhs. Changes in our working capital for FY 2023 primarily comprised of decrease in Loans and Advances ₹ 83.04 Lakhs, increase in other non-financial assets ₹ 955.89 Lakhs, decrease in other non-financial liabilities ₹ 236.75 Lakhs

For the year ended on March 31, 2022

Our net cash used in operating activities was ₹ (1108.96) Lakhs for the year ended March 31, 2022. Our net profit before working capital changes was ₹ 78.61 Lakhs for the year ended March 31, 2022 which was primarily adjusted against Finance Cost ₹ 71.64 Lakhs. Changes in our working capital for FY 2022 primarily comprised of decrease in other non-financial liabilities ₹ 61.25 Lakhs, decrease in in non-financial Asset ₹ 966.25 Lakhs, increase in Loans and advances ₹ 281.96 Lakhs.

Cash Flows from Investing Activities

For the year ended on March 31, 2024

Net cash flow used from investing activities for the year ended March 31, 2024 was ₹ (41.23) Lakhs. This was primarily on account of capitalization of asset wherein our in house software development charges were recognized as Asset ₹ 1186.22 Lakhs which was offset by decrease in capital WIP ₹ 1160.03 Lakhs.

For the year ended on March 31, 2023

Net cash flow used from investing activities for the year ended March 31, 2023 was ₹ (1159.43) Lakhs. This was primarily on account of payment towards software development ₹ 1160.03 Lakhs.

For the year ended on March 31, 2022

Net cash flow generated from investing activities for the year ended March 31, 2022 was ₹ 647.66 Lakhs. This was primarily on account of changes in capital WIP ₹ 650.86 Lakhs.

Cash Flows from Financing Activities

For the year ended March 31, 2024

Net cash flow generated from financing activities for the year ended March 31, 2024 was ₹ (289.56) Lakhs. This was primarily on account of repayment of borrowings of ₹ 59.19 lakhs and finance cost of ₹ 230.37 lakhs.

For the year ended March 31, 2023

Net cash flow used from financing activities for the year ended March 31, 2023 was ₹ 282.48 Lakhs. This was primarily on account of proceeds from Long Term Borrowings of ₹ 378.60 Lakhs and finance cost of ₹ 96.12 lakhs.

For the year ended March 31, 2022

Net cash flow used from financing activities for the year ended March 31, 2022 was ₹ 441.30 Lakhs. This was primarily on account of Proceeds from issuance of preference shares including premium ₹ 110 Lakhs proceeds from long term Borrowings of ₹ 402.95 Lakhs and finance cost of ₹ 71.64 lakhs.

RELATED PARTY TRANSACTIONS

Related party transactions with certain of our promoter, directors and their entities and relatives primarily relate to remuneration, salary, commission and issue of Equity Shares. For further details of related parties kindly refer chapter titled “*Restated Financial Statements*” beginning on page 165 of this Draft Red Herring Prospectus.

OFF-BALANCE SHEET ITEMS

We do not have any other off-balance sheet arrangements, derivative instruments or other relationships with any entity that have been established for the purposes of facilitating off-balance sheet arrangements.

QUALIFICATIONS OF THE STATUTORY AUDITORS WHICH HAVE NOT BEEN GIVEN EFFECT TO IN THE RESTATED FINANCIAL STATEMENTS

The Restated Financial Statements do not contain any qualifications which have not been given effect in the restated financial statements.

QUALITATIVE DISCLOSURE ABOUT MARKET RISK

Financial Market Risks

Market risk is the risk of loss related to adverse changes in market prices, including interest rate risk. We are exposed to interest rate risk, inflation and credit risk in the normal course of our business.

Interest Rate Risk

Our financial results are subject to changes in interest rates, which may affect our debt service obligations in future and our access to funds.

Effect of Inflation

We are affected by inflation as it has an impact on the salary, wages, etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

Credit Risk

We are exposed to credit risk on monies owed to us by our customers. If our customers do not pay us promptly, or at all, we may have to make provisions for or write-off such amounts.

OTHER MATTERS

Details of Default, if any, Including Therein the Amount Involved, Duration of Default and Present Status, in Repayment of Statutory Dues or Repayment of Debentures or Repayment of Deposits or Repayment of Loans from any Bank or Financial Institution

Except as disclosed in chapter titled “*Restated Financial Statements*” beginning on page 165 of this Draft Red Herring Prospectus, there have been no defaults in payment of statutory dues or repayment of debentures and interest thereon or repayment of deposits and interest thereon or repayment of loans from any bank or financial institution and interest thereon by the Company.

Material Frauds

There are no material frauds, as reported by our statutory auditor, committed against our Company, in the last three Fiscals.

Unusual or infrequent events or transactions

Except as described in this Draft Red Herring Prospectus, during the period/ years under review there have been no transactions or events, which in our best judgment, would be considered “unusual” or “infrequent”.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations. There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations except as described in chapter titled "*Risk Factors*" beginning on page 27 of this Draft Red Herring Prospectus.

Known trends or uncertainties that have had or are expected to have a material adverse impact on revenue or income from continuing operations

Other than as described in the section titled "*Risk Factors*" and chapter titled "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*", beginning on page 27 and 221 of this Draft Red Herring Prospectus respectively to our knowledge there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on revenues or income of our company from continuing operations.

Future relationship between Costs and Income

Other than as described in the section titled "*Risk Factors*" beginning on page 27 of this Draft Red Herring Prospectus, to our knowledge there are no factors, which will affect the future relationship between costs and income or which are expected to have a material adverse impact on our operations and finances.

The extent to which material increases in revenue or income from operations are due to increased volume, introduction of new products or services or increased prices

Changes in revenue in the last three financial years are as explained in the part "*Financial Year 2023-24 compared with financial year 2022-23 and Financial Year 2022-23 Compared with Financial Year 2021-22*" above.

Total turnover of industry segments

Our Company is an education focused non-banking finance company – non deposit ("NBFC"). Relevant industry data, as available, has been included in the chapter titled "Industry Overview" beginning on page 105 of this Draft Red Herring Prospectus.

For more details, please refer chapter titled "*Our Business*" beginning on page 120 of this Draft Red Herring Prospectus.

Significant dependence on a single or few Suppliers or Customers

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers.

Status of any publicly announced new products or business segments

Please refer to the chapter titled "*Our Business*" beginning on page 120 of this Draft Red Herring Prospectus for new products or business segments.

The extent to which the business is seasonal

Our business is not seasonal in nature.

Competitive Conditions

Competitive conditions are as described under the Chapters titled "Industry Overview" and "Business Overview" beginning on pages 105 and 120, respectively of this Draft Red Herring Prospectus.

SECTION VIII – LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding: (a) criminal proceedings; (b) actions by statutory or regulatory authorities; (c) claims relating to direct and indirect taxes; or (d) Material Litigation (as defined below); involving our Company, its Directors, the Promoters and the Group Companies ("**Relevant Parties**"). Further, there are no disciplinary actions (including penalties) imposed by SEBI or the Stock Exchanges against our Promoters in the last five (5) FYs, including any outstanding action.*

For the purpose of material litigation in (d) above, our Board in its meeting held on September 14, 2024 has considered and adopted the following policy on materiality for identification of material outstanding litigation involving the Relevant Parties ("Materiality Policy"). In accordance with the Materiality Policy, all outstanding litigation, including any litigation involving the Relevant Parties, other than criminal proceedings and actions by regulatory authorities and statutory authorities, will be considered material if: (i) if the aggregate amount involved exceeds 5% of the profit after tax for the latest Financial Year as per Restated Financial Statements; or (ii) are outstanding litigations whose outcome could have a material impact on the business, operations, prospects or reputation of the Company; or (iii) the decision in one case is likely to affect the decision in similar cases such that the cumulative amount involved in such cases exceeds the Materiality Threshold, even though the amount involved in an individual litigation may not exceed the Materiality Threshold.

It is clarified that for the above purposes, pre-litigation notices received by Relevant Parties, unless otherwise decided by our Board, are not evaluated for materiality until such time that the Relevant Parties are impleaded as defendants in litigation proceedings before any judicial forum.

Except as stated in this Section, there are no outstanding material dues to creditors of our Company. For this purpose, our Board has considered and adopted a policy of materiality for identification of material outstanding dues to creditors by way of its resolution dated September 09, 2024. In terms of the materiality policy, creditors of our Company to whom amounts outstanding dues to any creditor of our Company exceeding a threshold of 1% of total trade payables as per the Restated Financial Statements of our Company disclosed in this Draft Red Herring Prospectus, would be considered as material creditors. There are Nil trade payables of our Company as on March 31, 2024. Details of outstanding dues to micro, small and medium enterprises and other creditors separately giving details of number of cases and amount involved, shall be uploaded and disclosed on the website of the Company as required under the SEBI ICDR Regulations.

For outstanding dues to any micro, small or medium enterprise, the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder, as amended, as has been relied upon by the Statutory Auditors.

Unless stated to the contrary, the information provided below is as of the date of this Draft Red Herring Prospectus.

All terms defined in a particular litigation disclosure pertains to that litigation only.

I. Litigation involving our Company

A. Litigation filed against our Company

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

i. ***Anugrah Kumar Singh and Others Vs Greeklurn Edutech Services Pvt Ltd. And Others (O.S. No. 3669 of 2023)***

Anugrah Kumar Singh and 129 others (“**Plaintiffs**”) have filed an injunction suit against Greeklurn Edutech Services Pvt Ltd (“**Defendant no. 1**”), Aditya Birla Finance, Avanse Financial Services Ltd, Neev enabling Education (“**Company**”), Liqui Loans and 7 other finance providing companies (together referred as “**Defendant no. 2-10**”) before the Hon’ble City Civil Court at Bangalore dated June 14, 2023. The Plaintiff contends that the Defendant no.1 has offered an educational course in IT sector (“**Course**”) with an arrangement that the Defendant no. 1 will provide full career scholarship (waiver of fee) to the Plaintiffs until they get a job placement within 24 months and once the Plaintiffs will get the job then they will have to pay the fee for the offered course in installments. It was a part of the arrangement that the Plaintiff will have to enter into an agreement with the Defendant No.1 (“**Agreement**”) and take an unsecured loan that will be disbursed to the Defendant no.1 on behalf of the Plaintiff as EMI of the loan once they get the job placement. The Plaintiff states that the terms of the Agreement were unknown to them and upon taking the admission in the Course, Defendant No. 1 causes to disburse the full loan amount to Defendant no.1 at once on behalf of the Plaintiffs from the Defendant no. 2-10. The Defendant no. 2-10 has disbursed the loan amount as per the terms of the Agreement to the Defendant no. 1. The Plaintiff claims that Defendant no. 1 has colluded with the Defendant no. 2-10 to give effect to the fraudulent act and that the loan amount was disbursed to Defendant no.1 without their knowledge. The Company has sanctioned 12 unsecured loans relying on the Agreement signed between the Parties amounting to Rs. 32,12,000. Hence, the Plaintiffs has filed the present case praying before the Hon’ble court to direct the Defendant no. 1 & Defendant No. 2-10 for permanent injunction restraining them from indulging in any unlawful acts in contravention to the Agreement by threatening and disturbing the Plaintiff in any manner by illegal means without due process of law pertaining to the loan. The matter is still pending before the court and the next date of the hearing is October 23, 2024 for orders.

ii. ***Kumar Govind MP and Others Vs Greeklurn Edutech Services Pvt Ltd. And Others (O.S. No. 4604 of 2023)***

Kumar Govind MP and 60 others (“**Plaintiffs**”) have filed a an injunction suit dated June 20, 2023 against Greeklurn Edutech Services Pvt Ltd (“**Defendant no. 1**”), Aditya Birla Finance, Avanse Financial Services Ltd, Neev enabling Education (“**Company**”), Liqui Loans and 7 other finance providing companies (together referred as “**Defendant no. 2-10**”) before the Hon’ble City Civil Court at Bangalore. The Plaintiff contends that the Defendant no.1 has offered an educational course in IT sector (“**Course**”) with an arrangement that the Defendant no. 1 will provide full career scholarship (waiver of fee) to the Plaintiffs until they get a job placement within 24 months and once the Plaintiffs will get the job then they will have to pay the fee for the offered course in installments. It was a part of the arrangement that the Plaintiff will have to enter into an agreement with the Defendant No.1 (“**Agreement**”) and take an unsecured loan that will be disbursed to the Defendant no.1 on behalf of the Plaintiff as EMI of the loan once they get the job placement. The Plaintiff states that the terms of the Agreement were unknown to them and upon taking the admission in the Course, Defendant No. 1 causes to disburse the full loan amount to Defendant no.1 at once on behalf of the Plaintiffs from the Defendant no. 2-10. The Defendant no. 2-10 has disbursed the loan amount as per the terms of the Agreement to the Defendant no. 1. The Plaintiff claims that Defendant no. 1 has colluded with the Defendant no. 2-10 to give effect to the fraudulent act and that the loan amount was disbursed to Defendant no.1 without their knowledge. The Company has sanctioned 13 unsecured loans relying on the Agreement signed between the Parties amounting to Rs. 33,24,000. Hence, the Plaintiffs has filed the present case praying before the Hon’ble court to direct the Defendant no. 1 & Defendant No. 2-10 for permanent injunction restraining them from indulging in any unlawful acts in contravention to the Agreement by threatening and disturbing the Plaintiff in any manner by illegal means without due process of law pertaining to the loan. The matter is still pending before the court and the next date of the hearing is October 23, 2024 for orders.

iii. ***Sangmesh Patil and Others Vs Greeklurn Edutech Services Pvt Ltd. And Others (O.S. No. 4989 of 2023)***

Sangmesh Patil and 94 others (“**Plaintiffs**”) have filed an injunction suit dated August 04, 2023 against Greeklurn Edutech Services Pvt Ltd (“**Defendant no. 1**”), Aditya Birla Finance, Avanse Financial Services Ltd, Neev enabling Education (“**Company**”), Liqui Loans and 7 other finance providing companies (together referred as “**Defendant no. 2-10**”) before the Hon’ble Principle City Civil and

Session Judge at Bangalore. The Plaintiff contends that the Defendant no.1 has offered an educational course in IT sector (“**Course**”) with an arrangement that the Defendant no. 1 will provide full career scholarship (waiver of fee) to the Plaintiffs until they get a job placement within 24 months and once the Plaintiffs will get the job then they will have to pay the fee for the offered course in installments. It was a part of the arrangement that the Plaintiff will have to enter into an agreement with the Defendant No.1 (“**Agreement**”) and take an unsecured loan that will be disbursed to the Defendant no.1 on behalf of the Plaintiff as EMI of the loan once they get the job placement. The Plaintiff states that the terms of the Agreement were unknow to them and upon taking the admission in the Course, Defendant No. 1 causes to disburse the full loan amount to Defendant no.1 at once on behalf of the Plaintiffs from the Defendant no. 2-10. The Defendant no. 2-10 has disbursed the loan amount as per the terms of the Agreement to the Defendant no. 1. The Plaintiff claims that Defendant no. 1 has colluded with the Defendant no. 2-10 to give effect to the fraudulent act and that the loan amount was disbursed to Defendant no.1 without their knowledge. The Company has sanctioned 8 unsecured loans relying on the Agreement signed between the Parties amounting to Rs. 22,24,000. Hence, the Plaintiffs has filed the present case praying before the Hon’ble court to direct the Defendant no. 1 & Defendant No. 2-10 for permanent injunction restraining them from indulging in any unlawful acts in contravention to the Agreement by threatening and disturbing the Plaintiff in any manner by illegal means without due process of law pertaining to the loan. The matter is still pending before the court and the next date of the hearing is October 23, 2024 for orders.

iv. ***Harshit Tiwari and Others Vs Greeklurn Edutech Services Pvt Ltd. And Others (O.S. No. 5485 of 2023)***

Harshit Tiwari and 19 others (“**Plaintiffs**”) have filed an injunction suit dated August 26, 2023 against Greeklurn Edutech Services Pvt Ltd (“**Defendant no. 1**”), Neev enabling Education (“**Company**”), and 3 other finance providing companies (together referred as “**Defendant no. 2-5**”) before the Hon’ble Principle City Civil and Session Judge at Bangalore. The Plaintiff contends that the Defendant no.1 has offered an educational course in IT sector (“**Course**”) with an arrangement that the Defendant no. 1 will provide full career scholarship (waiver of fee) to the Plaintiffs until they get a job placement within 24 months and once the Plaintiffs will get the job then they will have to pay the fee for the offered course in installments. It was a part of the arrangement that the Plaintiff will have to enter into an agreement with the Defendant No.1 (“**Agreement**”) and take an unsecured loan that will be disbursed to the Defendant no.1 on behalf of the Plaintiff as EMI of the loan once they get the job placement. The Plaintiff states that the terms of the Agreement were unknow to them and upon taking the admission in the Course, Defendant No. 1 causes to disburse the full loan amount to Defendant no.1 at once on behalf of the Plaintiffs from the Defendant no. 2-10. The Defendant no. 2-4 has disbursed the loan amount as per the terms of the Agreement to the Defendant no. 1. The Plaintiff claims that Defendant no. 1 has colluded with the Defendant no. 2-4 to give effect to the fraudulent act and that the loan amount was disbursed to Defendant no.1 without their knowledge. The Company has sanctioned 10 unsecured loans relying on the Agreement signed between the Parties amounting to Rs.25,56,000. Hence, the Plaintiffs has filed the present case praying before the Hon’ble court to direct the Defendant no. 1 & Defendant No. 2-4 for permanent injunction restraining them from indulging in any unlawful acts in contravention to the Agreement by threatening and disturbing the Plaintiff in any manner by illegal means without due process of law pertaining to the loan. The matter is still pending before the court and the next date of the hearing is October 23, 2024 for orders.

v. ***N Balakumar and Others Vs Greeklurn Edutech Services Pvt Ltd. And Others (O.S. No. 6296 of 2023)***

N Balakumar and 17 others (“**Plaintiffs**”) have filed an injunction suit dated September 27, 2023 against Greeklurn Edutech Services Pvt Ltd (“**Defendant no. 1**”), Neev enabling Education (“**Company**”) and 3 other finance providing companies (together referred as “**Defendant no. 2-5**”) before the Hon’ble Principle City Civil and Session Judge at Bangalore. The Plaintiff contends that the Defendant no.1 has offered an educational course in IT sector (“**Course**”) with an arrangement that the Defendant no. 1 will provide full career scholarship (waiver of fee) to the Plaintiffs until they get a job placement within 24 months and once the Plaintiffs will get the job then they will have to pay the fee for the offered course in installments. It was a part of the arrangement that the Plaintiff will have to enter into an agreement with the Defendant No.1 (“**Agreement**”) and take an unsecured loan that will be disbursed to the Defendant no.1 on behalf of the Plaintiff as EMI of the loan once they get the job placement. The Plaintiff states that the terms of the Agreement were unknow to them and upon taking the admission in the Course, Defendant No. 1 causes to disburse the full loan amount to Defendant no.1 at once on behalf of the Plaintiffs from the Defendant no. 2-4. The Defendant no. 2-4 has disbursed the loan amount as per the

terms of the Agreement to the Defendant no. 1. The Plaintiff claims that Defendant no. 1 has colluded with the Defendant no. 2-4 to give effect to the fraudulent act and that the loan amount was disbursed to Defendant no.1 without their knowledge. The Company has sanctioned 4 unsecured loans relying on the Agreement signed between the Parties amounting to Rs.11,12,000. Hence, the Plaintiffs has filed the present case praying before the Hon'ble court to direct the Defendant no. 1 & Defendant No. 2-4 for permanent injunction restraining them from indulging in any unlawful acts in contravention to the Agreement by threatening and disturbing the Plaintiff in any manner by illegal means without due process of law pertaining to the loan. The matter is still pending before the court and the next date of the hearing is October 23, 2024 for orders.

vi. ***Pradumma Dubey and Others Vs Greeklurn Edutech Services Pvt Ltd. And Others (O.S. No. 7776 of 2023)***

Pradumma Dubey and 7 others (“**Plaintiffs**”) have filed an injunction suit dated September 27, 2023 against Greeklurn Edutech Services Pvt Ltd (“**Defendant no. 1**”), Neev enabling Education (“**Company**”) and 2 other finance providing companies (together referred as “**Defendant no. 2-4**”) before the Hon'ble Principle City Civil and Session Judge at Bangalore. The Plaintiff contends that the Defendant no.1 has offered an educational course in IT sector (“**Course**”) with an arrangement that the Defendant no. 1 will provide full career scholarship (waiver of fee) to the Plaintiffs until they get a job placement within 24 months and once the Plaintiffs will get the job then they will have to pay the fee for the offered course in installments. It was a part of the arrangement that the Plaintiff will have to enter into an agreement with the Defendant No.1 (“**Agreement**”) and take an unsecured loan that will be disbursed to the Defendant no.1 on behalf of the Plaintiff as EMI of the loan once they get the job placement. The Plaintiff states that the terms of the Agreement were unknow to them and upon taking the admission in the Course, Defendant No. 1 causes to disburse the full loan amount to Defendant no.1 at once on behalf of the Plaintiffs from the Defendant no. 2-10. The Defendant no. 2-4 has disbursed the loan amount as per the terms of the Agreement to the Defendant no. 1. The Plaintiff claims that Defendant no. 1 has colluded with the Defendant no. 2-4 to give effect to the fraudulent act and that the loan amount was disbursed to Defendant no.1 without their knowledge. The Company has sanctioned 3 unsecured loans relying on the Agreement signed between the Parties amounting to Rs.7,56,000. Hence, the Plaintiffs has filed the present case praying before the Hon'ble court to direct the Defendant no. 1 & Defendant No. 2-4 for permanent injunction restraining them from indulging in any unlawful acts in contravention to the Agreement by threatening and disturbing the Plaintiff in any manner by illegal means without due process of law pertaining to the loan. The matter is still pending before the court and the next date of the hearing is October 23, 2024 for summons.

B. *Litigation filed by our Company*

1. **Criminal proceedings**

Nil

2. **Material civil proceedings**

Nil

C. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ lakhs) [^]
Direct Tax	1	0.16
Indirect Tax	Nil	Nil
Total	1	0.16

[^] Rounded off to closest decimal.

* Included TDS Traces default amounting to ₹15,700 for the financial year 2023-24.

II. Litigation involving our Directors (other than Promoters)

A. *Litigation filed against our Directors (other than Promoters)*

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

Nil

B. *Litigation filed by our Directors (other than Promoters)*

1. Criminal proceedings

Nil

2. Material civil proceedings

Nil

C. *Tax proceedings*

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (<i>in ₹ lakhs</i>)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	Nil	Nil

III. Litigation involving our Promoters

A. *Litigation filed against our Promoters*

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

Nil

B. *Litigation filed by our Promoters*

1. Criminal proceedings

Nil

2. Material civil proceedings

Nil

C. Tax proceedings

Particulars	Number of cases	Aggregate amount involved to the extent ascertainable (in ₹ lakhs)
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	Nil	Nil

IV. Material Litigations involving our Group Companies

A. Litigation filed against our Group Companies

1. Criminal proceedings

Nil

2. Outstanding actions by regulatory and statutory authorities

Nil

3. Material civil proceedings

Nil

B. Litigation filed by our Group Companies

1. Criminal proceedings

Nil

2. Material civil proceedings

Nil

Outstanding dues to creditors

As per the Restated Financial Statements, 5 % of our total trade payables as at March 31, 2024, have been considered as material creditors for the purposes of disclosure in this Draft Red Herring Prospectus. Since, there are no trade payables as at March 31, 2024 and accordingly there are no material creditors.

Based on this criterion, 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 at March 31, 2024, by our Company, are set out below:

Type of creditors	Number of creditors	Amount involved (in Rs. lakhs)
Material creditors	Nil	Nil
Micro, Small and Medium Enterprises	Nil	Nil

Type of creditors	Number of creditors	Amount involved (in Rs. lakhs)
Other creditors	Nil	Nil
Total	Nil	Nil

Material Developments

Other than as stated in the section entitled "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Developments after March 31, 2024*" on beginning on page 221 of this Draft Red Herring Prospectus, there have not arisen, since the date of the last financial information disclosed in this Draft Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our profitability taken as a whole or the value of our consolidated assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER STATUTORY APPROVALS

We have set out below an indicative list of approvals obtained by our Company which are considered material and necessary for the purpose of undertaking its business activities. In view of these key approvals, our Company can undertake this Issue and its business activities. In addition, certain of our key approvals may expire in the ordinary course of business and our Company will make applications to the appropriate authorities for renewal of such key approvals, as necessary. Unless otherwise stated herein and in the section “**Risk Factors**” beginning on page 27, these material approvals are valid as of the date of this Draft Red Herring Prospectus. For details in connection with the regulatory and legal framework within which we operate, see “**Key Regulations and Policies**” beginning on page 133.

The main objects clause of the Memorandum of Association and objects incidental to the main objects enable our Company to undertake its present business activities.

Following statement sets out the details of licenses, permissions and approvals obtained by the Company under various central and state legislations for carrying out its business activities.

Our Company is in the process to submit necessary application(s) with all regulatory authorities for change of its name in the approvals, licenses, registrations and permits issued to our Company.

I. Material approvals obtained in relation to the Issue

- a. The Board of Directors has, pursuant to a resolution passed at its meeting held on September 14, 2024, authorized the Issue, subject to the approval of the shareholders of the Company under the applicable provisions of the Companies Act, 2013 and approvals by such other authorities, as may be necessary.
- b. The shareholders of the Company have, pursuant to a special resolution passed in the shareholders meeting held on September 17, 2024, authorized the Issue under applicable provisions of the Companies Act, 2013, subject to approvals by such other authorities, as may be necessary.
- c. The Company has obtained the in-principle listing approval from the SME Platform of BSE Limited, dated [●].

II. Material approvals obtained in relation to our business and operations

Our Company have obtained the following material approvals to carry on our business and operations. Some of these may expire in the ordinary course of business and applications for renewal of these approvals are submitted in accordance with applicable procedures and requirements.

A. Incorporation details of our Company

- a. Our Company was originally incorporated as a private limited company in the name of ‘*Shyamji Properties Private Limited*’ vide Certificate of Incorporation dated January 23, 1996, issued by the Registrar of Companies, West Bengal.
- b. Fresh Incorporation certificate dated May 16, 2017, was issued pursuant to change in name of our Company from ‘*Shyamji Properties Private Limited*’ to ‘*Neev Credit Private Limited*’, by the Registrar of Companies, Kolkata.
- c. Fresh Certificate of Incorporation dated July 31, 2024, issued to our Company by the RoC, pursuant to the conversion of our Company from private limited to public limited and the ensuing change in the name of our Company from ‘*Neev Credit Private Limited*’ to ‘*Neev Credit Limited*’.

B. Tax related approvals obtained by our Company.

Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
1.	Permanent Account	AADCS6777Q	Income Tax	January 23,	Valid till

Sr. No.	Nature of Registration/ License	Registration / License No.	Issuing Authority	Date of Issue / Renewal	Date of Expiry
	Number (PAN)		Department	1996	cancelled
2.	Tax Deduction Account Number (TAN)	CALS36571D	Income Tax Department	March 04, 2016	Valid till cancelled
3.	GST Registration Certificate - Karnataka	29AADCS6777Q1Z8	Goods and Services Tax Department	October 10, 2017	Valid till cancelled
4.	GST Registration Certificate – West Bengal	19AADCS6777Q1Z9	Goods and Services Tax Department	August 22, 2017	Valid till cancelled
5.	GST Registration Certificate – Maharashtra	27AADCS6777Q1ZC	Goods and Services Tax Department	October 06, 2017	Valid till cancelled
6.	Certificate of Registration- Professional Tax- Karnataka	377942433	Karnataka Sales Tax Department	January 19, 2023	Valid till cancelled
7.	Certificate of Enrolment – Professional Tax – Karnataka	192942423	Karnataka Sales Tax Department	January 19, 2023	Valid till cancelled
8.	Certificate of Registration- Professional Tax- Maharashtra	27822138929P	Maharashtra Sales Tax Department	April 21, 2023	Valid till cancelled
9.	Certificate of Enrolment – Professional Tax – Maharashtra	99504563790P	Maharashtra Sales Tax Department	April 01, 2023	Valid till cancelled
10.	Certificate of Enrolment- Professional Tax- West Bengal*	192055330615	West Bengal Sales Tax Department	April 29, 2016	Valid till cancelled
11.	Certificate of Registration- Professional Tax- West Bengal*	191005686243	West Bengal Sales Tax Department	April 30, 2016	Valid till cancelled

*The Company has applied for the address change in the Certificate. The changed address is reflecting in the 'Enrolment Master Details' of the official online portal, however, the Company is yet to receive the Certificate with changed address.

C. Regulatory approvals of our Company

Sr. No.	Nature of Registration/ License	Registration/License/ Certificate No.	Issuing Authority	Date of Issue/ Renewal	Date of Expiry
1.	Certificate of Registration for Non-Banking Financial Institution (without accepting public deposits)	B-05.03480	Reserve Bank of India, Department of Non-Banking Supervision, Kolkata	December 12, 2017	Valid till cancelled

2.	Certificate of Registration - Employees' Provident Fund	of -	WBPRB1732575000	Employees' Provident Fund Organization	May 25, 2018	Valid till cancelled
3.	Certificate of Registration - ESIC - West Bengal	of -	41000714650001099	Employees' State Insurance Corporation	August 4, 2018	Valid till cancelled
4.	Certificate of Registration - ESIC - Maharashtra	of -	31410714650011099	Employees' State Insurance Corporation	October 6, 2018	Valid till cancelled
5.	Certificate of Registration - ESIC - Karnataka	of -	53410714650011099	Employees' State Insurance Corporation	September 21, 2018	Valid till cancelled
6.	UDYAM Registration Certificate		UDYAM-WB-14-0067699	Ministry of Micro, Small and Medium Enterprises, Government of India	April 1, 2023	Valid till cancelled
7.	Shops and Establishments Certificate - Atghora, Chinar Park, Kolkata	and	NP04442N2024004769	West Bengal Labour Department	July 09, 2024	Valid till canceled
8.	Shops and Establishments Certificate - Maharashtra	and -	890875464 / L Ward / COMMERCIAL II	Maharashtra Labour Department	July 16, 2024	Valid till cancelled
9.	Shops and Establishments Certificate - Karnataka	and -	17/145/CE/0076/2024	Department of Labour, Government of Karnataka	July 06, 2024	December 31, 2028
10.	Permanent Certificate of Enlistment		0917P05222435675	Bidhan Nagar Municipal Corporation	December 06, 2023	December 06, 2024
11.	Legal Entity Identifier Code		9845002BF84BADFB CD77	LEI Register India	September 05, 2024	September 05, 2025

Note: Our Company has made applications for approvals/licenses/registrations/certifications/permissions pursuant to conversion from private limited to public limited company.

III. Material approvals or renewals for which applications are currently pending before relevant authorities

Nil

IV. Material approvals expired and renewal yet to be applied for



Nil

V. Material approvals required but not obtained or applied for

Nil

VI. Intellectual Property

As on the date of this Draft Prospectus, our Company has registered the following trademark with the Registrar of Trademarks under the Trademarks Act, 1999:

Date of Issue	Particulars of the Mark	Trade Mark No.	Class of Registration
May 11, 2016*		3257030	36
May 10, 2016#		3255957	36

*Our Company has applied for its change in name of the Registered Proprietor, dated August 12, 2024 vide application Temp no. 11116144. Our Company is yet to receive the Trademark Registration Certificate with the change in name.

Our Company has applied for its change in name of the Registered Proprietor, dated September 09, 2024 vide application Temp no. 11235151. Our Company is yet to receive the Trademark Registration Certificate with the change in name.

For risk associated with our intellectual property please see, “**Risk Factors**” beginning on page 27.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Offer has been authorized by our Board pursuant to its resolution dated September 14, 2024, and the Fresh Issue has been authorized by our Shareholders pursuant to their special resolution dated September 17, 2024. Our Board has approved the Draft Red Herring Prospectus pursuant to its resolution dated September 25, 2024.

Our Company has received in-principle approvals from [●] for the listing of the Equity Shares pursuant to its letter dated [●].

In terms of RBI Master Direction, prior written permission of the RBI is required for any change in the shareholding of a NBFC, including progressive increases over time, which would result in the acquisition/ transfer of shareholding of 26% or more of the paid-up equity capital of the NBFC. Accordingly, our Company has filed an application dated September 21, 2024 with the RBI seeking a prior approval in relation to the Offer, the filing of the Offer Documents, and Offer related advertisements.

Prohibition by SEBI, the RBI or other Governmental Authorities

Our Company, our Promoters, members of the Promoter Group and our Directors have not been prohibited from accessing the capital markets and have not been debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any other authority/court.

Our Promoter and Directors are not directors or promoters of any other company which is debarred from accessing the capital market under any order or direction passed by SEBI or any other authorities.

Our Company, Promoter or Directors have neither been declared as wilful defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters or fraudulent borrowers issued by the RBI.

Our Promoter and our Directors have not been declared as Fugitive Economic Offenders under section 12 of Fugitive Economic Offenders Act, 2018.

Association with Securities Market

None of our Directors in any manner are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our directors are associated as promoters or directors.

Prohibition by RBI

Neither our Company, our Promoter, our Directors, the relatives (as defined under the Companies Act, 2013) of Promoter have been identified as a wilful defaulter or a fraudulent borrower by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter "*Outstanding Litigations and Material Development*" beginning on page 230 of the Draft Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018

Our Company, our Directors, our Promoter and members of Promoter Group are in compliance with the Companies (Significant Beneficial Owners) Rules, 2018, to the extent applicable, as on the date of this Draft Red Herring Prospectus.

Eligibility for the Issue

Our Company is eligible in terms of Regulation 228 and Regulation 230(1) of SEBI (ICDR) Regulations, 2018 for this Issue.

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.

Our Company is eligible for the Issue in accordance with Regulation 229 (1) and other provisions of Chapter IX of the SEBI (ICDR) Regulations, as we are an Issuer whose post-issue paid up Equity Share capital is less than or equal to ₹10.00 Crores and we may hence, issue Equity Shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (in this case being the 'SME Platform of BSE').

We further confirm that:

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. *please refer to the paragraph titled 'Underwriting' under the section titled 'General Information' on Page 61 of this Draft Prospectus*

1. In accordance with Regulation 268 of the SEBI (ICDR) Regulations, we shall ensure that the total number of proposed Allottee's in the issue shall be greater than or equal to fifty (50), failing which, the entire application money will be refunded forthwith in accordance with the SEBI ICDR Regulations and other applicable laws.

In terms of Regulation 246(5) of the SEBI (ICDR) Regulations, we shall ensure that our Book Running Lead Manager submits a copy of the Prospectus along with a Due Diligence Certificate including additional confirmations as required to SEBI at the time of filing the Prospectus with Stock Exchange and the Registrar of Companies. Further, in terms of Regulation 246(2), SEBI shall not issue observation on the Draft Red Herring Prospectus. However, as per Regulation 246(2) of the SEBI (ICDR) Regulations, 2018, the SEBI shall not issue any observation on the offer document.

2. In accordance with Regulation 261 (1) of the SEBI (ICDR) Regulations, we hereby confirm that we have entered into an agreement dated [●] 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 [●]. For further details of the arrangement of market making please refer to the paragraph titled 'Details of the Market Making Arrangements for this Issue' under the section titled 'General Information' on page 54 of this Draft Red Herring Prospectus.
3. In accordance with Regulation 230(1)(a) of the SEBI (ICDR) Regulations, Application is being made to BSE SME is the Designated Stock Exchange.
4. In accordance with Regulation 230(1)(b) of the SEBI (ICDR) Regulations, our Company has entered into agreement with depositories for dematerialisation of specified securities already issued and proposed to be issued.
5. In accordance with Regulation 230(1)(c) of the SEBI (ICDR) Regulations, all the present Equity share Capital is fully Paid-up.
6. In accordance with Regulation 230(1)(d) of the SEBI (ICDR) Regulations, all the specified securities held by the promoter is already in dematerialised form.

We further confirm that we shall be complying with all the other requirements as laid down for such an Offer 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.

BSE ELIGIBILITY NORMS

We confirm that we comply with all the below requirements / conditions so as to be eligible to be listed on the SME Platform of BSE.

1. Our Company was originally incorporated on January 23, 1996 under the provisions of the Companies Act, 1956 with the Registrar of Companies, West Bengal. Hence, our Company is in existence for a period of 3 years on the date of filing the Draft Red Herring Prospectus with BSE.

2. As on the date of this Draft Red Herring Prospectus, the Company has a Paid-up Capital of Rs. 502.85 Lakhs and the Post Issue Capital will be of Rs. [●] which is less than ₹25 Crores.
3. The Company has a track record of at least 3 years as on the date of filing Draft Red Herring Prospectus.
4. As on March 31, 2024, the Company has net tangible assets of ₹ 625.69 Lakhs.
5. The Company confirms that it has operating profits (earnings before interest, depreciation and tax) from operations for atleast 2 financial years out of preceding three financial years and its net-worth as on, March 31, 2024, March 31, 2023 and March 31, 2022 is at least Rs. 1 crore for 2 preceding full financial years.

(In ₹ Lakhs)

Particulars	March 31, 2024	March 31, 2023	March 31, 2022
EBIDT	462.93	99.49	75.44
Net worth	649.35	470.98	465.94

6. The Leverage ratio (Total Debts to Equity) of the Company as on March 31, 2024 was 2.71:1 which is less than the limit of 3:1
7. The Company confirms that 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.
8. The Company further confirms that the Promoters or directors are not the promoters or directors (other than independent directors) of compulsory delisted companies by the Exchange and neither they are the promoters or directors of such companies on which the consequences of compulsory delisting is applicable/attracted or companies that are suspended from trading on account of non-compliance.
9. The Company confirms that there are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company and promoters.
10. The Company confirms that there has not been any change in its name in last 1 year except pursuant to conversion of Company from private to public limited company.
11. There is no winding up petition against our Company that has been admitted by the Court or a liquidator has not been appointed of competent Jurisdiction against the Company.
12. No material regulatory or disciplinary action by a stock exchange or regulatory authority in the past three years against the company.
13. The directors of the issuer are not associated with the securities market in any manner, and there is no outstanding action against them initiated by the Board in the past five years.
14. There has been no change in the promoters of the company in preceding one year from date of filing the application to BSE for listing under SME segment
15. The composition of the board is in compliance with the requirements of Companies Act, 2013 at the time of in-principle approval
16. The Company confirms that there are no pending defaults in respect of payment of interest and/or principal to the debenture/ bond/ fixed deposit holders by our Company and promoters.
17. The Company confirms that there has not been any change in its name in last 1 year.

DISCLAIMER CLAUSE OF SEBI

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF DRAFT RED HERRING PROSPECTUS TO SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR

FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE LEAD MERCHANT BANKER, MARWADI CHANDARANA INTERMEDIARIES BROKERS PRIVATE LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN ON FORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED ISSUE.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE OUR COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE LEAD MERCHANT BANKER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT OUR COMPANY DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MERCHANT BANKER, MARWADI CHANDARANA INTERMEDIARIES BROKERS PRIVATE LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED SEPTEMBER 25, 2024 IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(A) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018

THE FILING OF THE DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGER ANY IRREGULARITIES OR LAPSES IN THE DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Issue will be complied with at the time of filing of the Prospectus with the RoC including in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Issue will be complied with at the time of filing of the Prospectus with the RoC including in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company and the Book Running Lead Manager

Our Company, our Promoter, our Directors and the Book Running Lead Manager accepts no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our instance and anyone placing reliance on any other source of information, including our website, www.neevfinance.com would be doing so at his or her own risk.

The Book Running Lead Manager accept no responsibility, save to the limited extent as provided in the Issue Agreement entered between the Book Running Lead Manager and our Company on September 18, 2024 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 and our Company.

All information shall be made available by our Company and the Book Running Lead Manager 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. Neither our Company nor any member of the Syndicate shall be liable to the Bidders for any failure in uploading the Bids, due to faults in any software or hardware system, or otherwise; the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or noncompliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

The Book Running Lead Manager and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, our subsidiary, our Promoter Group, Group Entities, 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.

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 competent to contract under the Indian Contract Act, 1872, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in equity shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from the RBI), trusts under the applicable trust laws and who are authorized under their respective constitutions to hold and invest in equity shares, public financial institutions as specified under Section 2(72) of the Companies Act 2013, state industrial development corporations, provident funds (subject to applicable law), National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI, venture capital funds, permitted insurance companies and pension funds, permitted non-residents including Eligible NRIs, AIFs, FPIs registered with SEBI and QIBs. This Draft Red Herring Prospectus does not, however, constitute an issue to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Draft Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Any dispute arising out of this Issue will be subject to the jurisdiction of appropriate court(s) at Kolkata, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations.

Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

Disclaimer Clause of the BSE

As required, a copy of this Draft Red Herring Prospectus has been submitted to BSE SME. The disclaimer clause as intimated by BSE SME to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus / Prospectus prior to the filing with the RoC.

Disclaimer Clause of RBI

The Company is having a valid certificate of registration dated December 12, 2017 issued by the Reserve Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934. Further, the Company has made an application to the RBI, pursuant to conversion of our Company to a public limited company. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinion expressed by the Company and for the discharge of liabilities by the Company.

Disclaimer Clause under Rule 144A of The U.S. Securities Act, 1933

The Equity Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “**Securities Act**”) or any state securities laws in the United States and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons” (as defined in Regulations of the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the Equity Shares will be offered and sold (i) in the United States only to “qualified institutional buyers”, as defined in Rule 144A of the Securities Act, and (ii) outside the United States in offshore transactions in reliance on Regulation S under the Securities Act and in compliance with the applicable laws of the jurisdiction where those offers and sales occur.

Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transactions in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been, and will not be, registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and applications may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction. Further, each applicant, wherever requires, agrees that such applicant will not sell or transfer any Equity Share or create any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with applicable laws and legislations in each jurisdiction, including India

Filing

This Draft Red Herring Prospectus is being filed with the BSE SME, where the Equity Shares are proposed to be listed at BSE Limited is located at the Mumbai, Maharashtra.

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

A copy of the Red Herring Prospectus/Prospectus, along with the material contracts and documents required to be filed under Section 26 of the Companies Act, 2013 would be filed with the ROC Office situated at Kolkata, West Bengal.

Listing

Application will be made to the SME Platform of BSE Limited (“BSE SME”) for obtaining permission to deal in and for an official quotation of our Equity Shares. SME Platform of BSE Limited (“BSE SME”) is the Designated Stock Exchange, with which the Basis of Allotment will be finalized.

Our company has received an In-principle Approval letter dated [●] from [●] for using its name in this Offer document for listing our shares on the [●].

If the permissions to deal in and for an official quotation of our Equity Shares are not granted by the [●], our Company will forthwith repay, without interest, all moneys received from the Applicants in pursuance of the Draft Red Herring Prospectus. If such money is not repaid within Four days after our Company becomes liable to repay it (i.e.; from the date of refusal or within 15 working days from the Issue Closing Date), then our Company and every Director of our Company who is an officer in default shall, on and from such expiry of fourth days, be liable to repay the money, with interest at the rate of 15 per cent per annum on application money, as prescribed under section 40 of the Companies Act, 2013.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the BSE SME mentioned above are taken within three Working Days from the Issue Closing Date.

Consents

Consents in writing of (a) Our Directors, Our Promoters, Our Company Secretary & Compliance Officer, Chief Financial Officer, Senior Managerial Personnel (SMP), Our Peer Reviewed Statutory Auditor, Our Banker(s) to the Company; (b) Book Running Lead Manager, Registrar to the Issue, Banker(s) to the Issue, Legal Advisor to the Issue, Underwriter(s) to the Issue, Market Maker to the Issue, [●], [●], [●] and [●] to act in their respective capacities have been obtained as required under section 26 of the Companies Act, 2013 and shall be filed along with a copy of the Red Herring Prospectus/ 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 Prospectus for registration with the RoC.

Experts

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

Our Company has received written consent dated September 21, 2024 from the Peer Reviewed Auditors to include their name as required under Section 26(5) of the Companies Act 2013 read with SEBI ICDR Regulations in this Draft Red Herring Prospectus as an “expert” as defined under Section 2(38) of the Companies Act 2013 to the extent and in its capacity as an independent Peer Reviewed Auditor and in respect of its (i) examination report dated September 21, 2024 on our restated financial information; and (ii) its report dated September 25, 2024 on the statement of special tax benefits in this Draft Red Herring Prospectus and such consent has 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

The consent has not been withdrawn as of the date of this Draft Red Herring Prospectus.

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*

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

Particulars regarding Public or Rights Issues during the last five (5) years and performance vis-à-vis objects

Our Company has not made any previous public during the last five (5) years preceding the date of this Draft Red Herring Prospectus, further for details in relation to right issue made by our Company during the five years preceding the date of this Draft Red Herring Prospectus, please refer to section titled “*Capital Structure*” on page 65 of this Draft Red Herring Prospectus.

Commission or brokerage on previous issues of the Equity Shares in the last five years

Since this is the initial public offer of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares for the last five years by our Company.

Particulars regarding capital issues in the preceding three years

Except as disclosed in the section titled “*Capital Structure*” on page 65, our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus. Further, our

Company does not have any listed group companies. Further, our Company has not made any capital issues during the three years immediately preceding the date of this Draft Red Herring Prospectus.

Price Information And The Track Record Of The Past Issued Handled By The BRLM:

Since none of the Issues managed by the Book Running Lead Manager is listed on any of the Stock Exchanges, the stated disclosure is not applicable.

Stock Market Data Of The Equity Shares

As the Offer is the initial public offering of the Equity Shares, the Equity Shares are not listed on any stock exchange as on the date of this Draft Red Herring Prospectus, and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement provides for retention of records with the Registrar to the Offer for a minimum period of eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, in order to enable the investors to approach the Registrar to the Offer for redressal of their grievances. The Registrar to the Offer shall obtain the required information from the Self Certified Syndicate Banks (“SCSBs”) for addressing any clarifications or grievances of application supported by blocked amount (“ASBA”) Bidders.

Bidders can contact the Company Secretary and Compliance Officer, the BRLMs and/or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Bidders may also write to the BRLMs, in the manner provided below.

All Offer related grievances, other than of Anchor Investors, may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary, with whom the Bid cum Application Form was submitted giving full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder’s DP ID, Client ID, Unified Payments Interface Identity (“UPI ID”), Permanent Account Number (“PAN”), address of Bidder, number of the Equity Shares applied for, ASBA Account number in which the amount equivalent to the Bid Amount was blocked or the UPI ID (for UPI Bidders who make the payment of Bid Amount through the UPI Mechanism), date of Bid cum Application Form and the name and address of the relevant Designated Intermediary where the Bid was submitted. Further, the Bidder shall enclose the Acknowledgment Slip or the application number from the Designated Intermediary in addition to the documents or information mentioned hereinabove.

For Offer-related grievances, investors may contact the BRLM, details of which are given in “General Information – Book Running Lead Managers” on page 55.

All Offer-related grievances of the Anchor Investors may be addressed to the Registrar to the Offer, giving full details such as the name of the sole or first bidder, Anchor Investor Application Form number, Bidders’ DP ID, Client ID, PAN, date of the Anchor Investor Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Anchor Investor Application Form and the name and address of the BRLMs where the Anchor Investor Application Form was submitted by the Anchor Investor.

In case of any delay in unblocking of amounts in the ASBA Accounts exceeding two Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding two Working Days from the Bid / Offer Closing Date by the intermediary responsible for causing such delay in unblocking. The BRLMs, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Pursuant to the SEBI master circular for Issue of Capital and Disclosure Requirements bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (“SEBI ICDR Master Circular”) and the circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 (“March 2021 Circular”), SEBI has identified the need to put in place measures, in order to manage and handle investor issues arising out of the UPI Mechanism *inter alia* in relation to delay in receipt of mandates by Bidders for blocking of funds due to systemic issues faced by Designated Intermediaries/SCSBs and failure to unblock funds in cases of partial allotment/non-allotment within prescribed timelines and procedures.

In terms of SEBI ICDR Master Circular issued by the SEBI, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, 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, 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.

Separately, pursuant to the circular March 2021 Circular, the following compensation mechanism shall be applicable for investor grievances in relation to Bids made through the UPI Mechanism, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹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 on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount; and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount; and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted/ partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor ₹100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

All grievances relating to Bids submitted with Registered Brokers, may be addressed to the Stock Exchanges, with a copy to the Registrar to the Offer.

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 constituted Stakeholders Relationship Committee in the meeting of our Board of Directors held on September 09, 2024. For further details on the Stakeholders Relationship Committee, please refer to section titled “*Our Management*” beginning on page 151 of this Draft Red Herring Prospectus.

The members of the Stakeholders’ Relationship Committee are:

Name of Director	Position in the Committee	Designation
Mr. Samir Agarwal	Non- Executive Director	Chairperson
Mr. Amit Jaiswal	Non- Executive Director	Member
Mr. Ankit Jajodia	Non - Executive Independent Director	Member

The Company Secretary of our Company shall serve as the secretary of the Stakeholders' Relationship Committee.

Our Company has appointed Deepika Bhutra, Company Secretary and 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:

Company Secretary and Compliance Officer

Deepika Bhutra

Address: Room number 408, 4th Floor, PS IXL Building, Atghora, Chinar Park,

Parganas North, West Bengal-700136 India

Telephone No.: +91 70440 24108

E-mail: compliance@neevcredit.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 08, 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

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

Our Company has not applied or received any exemptions from SEBI from complying with any provisions of securities laws.

SECTION IX- ISSUE RELATED INFORMATION

TERMS OF THE ISSUE

The Equity Shares being issued and allotted pursuant to the Issue shall be subject to the provisions of the Companies Act 2013, the SEBI (ICDR) Regulations, 2018, the SCRA, the SCRR, the MOA, the AOA, the SEBI Listing Regulations, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the Application Form, the Revision Form, the Confirmation of Allocation Note ('CAN'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other documents and certificates that may be executed in respect of the Issue. The Equity Shares will also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to issue and listing and trading of securities, issued from time to time, by the SEBI, the Government of India, the Stock Exchanges (BSE), the RoC, the RBI and/or other authorities to the extent applicable or such other conditions as may be prescribed by such governmental and/or regulatory authority, as in force on the date of the Issue and to the extent applicable.

Authority for the Issue

The present Issue of upto [●] Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ 1500.00 lakhs comprising of a fresh issue which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on September 14, 2024 and was approved by the Shareholders of our Company by passing special resolution at their Extra-Ordinary General Meeting held on September 17, 2024 in accordance with the applicable provisions of the Companies Act, 2013.

Ranking of the 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 in respect of the rights to receive dividends and other corporate benefits, if any, declared by us after the date of Allotment. For further details, please refer to “Description of Equity shares and terms of the Articles of Association” on page 295 of this Draft Red Herring Prospectus.

Mode of Payment of Dividend

The declaration and payment of dividend will be as per the provisions of Companies Act, the Articles of Association, the provision of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws including guidelines or directives that may be issued by the GoI in this respect and as recommended by the Board of Directors and the Shareholders at their discretion and will depend on a number of factors, including but not limited to earnings, capital requirements and overall financial condition of our Company. We shall pay dividends in cash and as per provisions of the Companies Act. For further details, please refer to “Dividend Policy” on page 164 of this Draft Red Herring Prospectus.

Face Value, Issue Price, Floor Price and Price Band

The Face Value of each Equity Share is ₹ 10.00/- each and the Issue Price at the lower end of the Price Band is ₹ [●] per equity Share (“**Floor Price**”) and at the higher end of the Price Band is ₹ [●] per equity Share (“**Cap Price**”). The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the BRLM and will be advertised, at least two Working Days prior to the Bid/ Issue Opening Date, in all editions of [●], an English national daily newspaper and all editions of [●], a Hindi national daily newspaper and [●] edition of [●], a regional newspaper each with wide circulation where the registered office of the Company is situated and shall be made available to the Stock Exchange for the purpose of uploading on its website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre filled in the Bid cum Application Forms available on the website of the Stock Exchange. The Issue Price shall be determined by our Company and in consultation with the BRLM, after the Bid/ Issue Closing Date, on the basis of assessment of market demand for the Equity Shares offered by way of Book Building Process.

At any given point of time there shall be only one denomination of the Equity Shares of our Company, subject to applicable laws.

The Issue price shall be determined by our company in consultation with the BRLM and is justified under the chapter titled “*Basis of Issue Price*” beginning on page 94 of this Draft Red Herring Prospectus.

Compliance with SEBI (ICDR) Regulations

Our Company shall comply with all requirements of the SEBI (ICDR) Regulations, 2018. Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, the equity Shareholders will have the following rights:

- Right to receive dividends, if declared;
- Right to receive Annual Reports and notices to members;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy, in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association and other applicable laws.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/splitting, see “*Description of Equity Shares and Terms of the Articles of Association*”, beginning on page 295 of this DRHP.

Allotment only in dematerialised form

As per the provisions of the Depositories Act, 1996 and in terms of Section 29(1) of the Companies Act 2013, the Equity Shares shall be allotted only in dematerialized form, i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through electronic mode. As per the existing SEBI ICDR Regulations, 2018, the trading of the Equity Shares shall only be in dematerialized form for all investors. Hence, the Equity Shares being offered can be applied for in the dematerialized form only.

In this context, two agreements have been signed among our Company, the respective Depositories and the Registrar to the Issue:

- Tripartite Agreement dated August 16, 2018 between NSDL, our Company and Registrar to the Issue; and
- Tripartite Agreement dated January 03, 2019 between CDSL, our Company and Registrar to the Issue.

Furnishing the details depository account is mandatory and applications without a depository account shall be treated as incomplete and rejected.

Minimum Application Value, Market Lot and Trading Lot

In accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000/- (Rupees One Lakh) per application.

The trading of the Equity Shares will happen in the minimum contract size of [●] Equity Shares and the same may be modified by the [●] from time to time by giving prior notice to investors at large.

Allocation and allotment of Equity Shares through this Issue will be done in multiples of [●] Equity Shares and is subject to a minimum allotment of [●] Equity Shares to the successful applicants in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012.

Minimum Number of Allotees

In accordance with the Regulation 268 (1) of SEBI ICDR Regulations, the Minimum number of allottees in this Issue shall be 50 (Fifty) shareholders. In case the minimum number of prospective allottees is less than 50, no allotment will be made pursuant to this Issue and all the monies blocked by the SCSBs or Sponsor Bank shall be unblocked as per SEBI ICDR Regulations and SEBI Circulars

Joint Holders

Subject to the provisions of the AOA, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

Exclusive jurisdiction for the purpose of this Issue is with the competent courts/ authorities in Kolkata.

The Equity Shares have not been and will not be registered under the Securities Act or any state securities laws in the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, registration requirements of the Securities Act. Accordingly, the Equity Shares are only being offered or sold outside the United States in compliance with Regulations under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

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

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 ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.

Nomination facility to investors

In accordance with Section 72 of the Companies Act, read with the rules notified thereunder, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of Equity Share(s) by the person nominating. A nomination may be cancelled or varied by the Shareholder by nominating any other person in place of the present nominee, by giving a notice of such cancellation. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by the Board, elect either:

- (a) to register himself or herself as the holder of the Equity Shares; or
- (b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety (90) days, our Board may thereafter withhold payment of all dividends, bonuses or other monies 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 dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for lock-in of the pre-Issue Equity Share capital and Promoter's minimum contribution under the SEBI ICDR Regulations as provided in "Capital Structure", beginning on page 65 of this DRHP and except as provided under the AOA, there are no restrictions on transfer of the Equity Shares. Further, there are no restrictions on transmission of any shares of our Company and on their consolidation or splitting, except as provided in the AOA. For details, see "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 Book Running Lead Managers do not accept any responsibility for the completeness and accuracy of the information stated hereinabove. Our Company and the Book Running Lead Manager are not liable to inform the investors of any amendments or modifications or changes in applicable laws 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.

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 after the Issue Opening Date but before the Board meeting for Allotment. In such an event our Company would issue a public notice in the newspapers, in which the pre-issue advertisements were published, within two (2) working days of the issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Book Running Lead Manager, through the Registrar to the Issue, shall notify the SCSBs to unblock the bank accounts of the ASBA Applicants within one (1) working day of receipt of such notification. Our Company shall also promptly inform the Stock Exchange on which the Equity Shares are proposed to be listed.

Notwithstanding the foregoing, the Issue is also subject to obtaining i) the final listing and trading approvals of the Stock Exchange, which our Company shall apply for after Allotment. ii) the final RoC approval of the Red Herring Prospectus after it is filed with the RoC. If our Company in consultation with the BRLM withdraws the Issue after the Issue Closing Date and thereafter determines that it will proceed with an IPO, our Company shall be required to file a fresh Draft Red Herring Prospectus/ Red Herring Prospectus with the Stock Exchange.

Bid/Issue Programme

ANCHOR PORTION OPENS ON	[●] ⁽¹⁾
ISSUE OPENS ON	[●] ⁽¹⁾
ISSUE CLOSES ON	[●] ^{(2) (3)}
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Initiation of Allotment/ refunds/unblocking of funds from ASBA Account or UPI ID linked bank account	On or about [●]
Credit of Equity Shares to demat accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares	On or about [●]

Note:

⁽¹⁾ Our Company shall, in consultation with the Book Running Lead Managers, consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Issue Period shall be one Working Day prior to the Bid/Issue Opening Date in accordance with the SEBI ICDR Regulations.

⁽²⁾ Our Company shall, in consultation with the Book Running Lead Managers, consider closing the Bid/Issue Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations.

⁽³⁾ UPI mandate end time and date shall be at 5.00 p.m. on the Bid / Issue Closing Date.

*In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/Offer Closing Date for cancelled / withdrawn / deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹ 100 per day or 15% per annum of

the Bid Amount, whichever is higher from the date on which the request for cancellation/ withdrawal/ deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the 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 nonallotted/ 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 Amount, whichever is higher for the entire duration of delay exceeding two Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking. The BRLMs shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. The post Offer BRLMs shall be liable for compensating the Bidder at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date of receipt of the investor grievance until the date on which the blocked amounts are unblocked. For the avoidance of doubt, the provisions of the March 2021 Circular, as amended pursuant to June 2021 Circular shall be deemed to be incorporated in the agreements to be entered into by and between our Company and the relevant intermediaries, to the extent applicable.

The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with 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, 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.

The above timetable is indicative and does not constitute any obligation or liability on our Company or the BRLMs.

While our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within such period of the Bid / Offer Closing Date, as may be prescribed by the SEBI, the timetable may be extended due to various factors, such as extension of the Bid / Offer Period by our Company in consultation with the BRLMs, revision of the Price Band or any delay in receiving the final listing and trading approval from the Stock Exchanges, and delay in respect of final certificates from SCSBs. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. In terms of the UPI Circulars, in relation to the Issue, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure within three Working Days from the Bid / Issue Closing Date, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Submission of Bids (other than Bids from Anchor Investors):

Bid/ Issue Period (except the Bid/ Issue Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. IST
Bid/ Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For RIBs other than QIBs and NIIs	Only between 10.00 a.m. and 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹0.50 million)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and 3:00 p.m IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and 1:00 p.m IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications where Bid Amount is more than ₹0.50 million)	Only between 10.00 a.m. and 12:00 p.m IST
Modification/ Revision/cancellation of Bids	

Upward Revision of Bids by QIBs and Non-Institutional Bidders on categories#	Only between 10.00 a.m. and up to 5.00 p.m. IST on Bid/ Offer Closing Date
Upward or downward Revision of Bids or cancellation of Bids by RIBs	Only between 10.00 a.m. and up to 5.00 p.m. IST

**UPI mandate end time and date shall be at 5.00 pm on Bid/Offer Closing Date.*

QIBs and Non-Institutional Bidders can neither revise their bids downwards nor cancel/withdraw their bids.

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

- i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and
- ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid / Offer Closing Date, extension of time will be granted by the Stock Exchanges only for uploading Bids received by Retail Individual Bidders, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

The Registrar to the Offer shall submit the details of cancelled / withdrawn / deleted applications to the SCSB's on daily basis within 60 minutes of the Bid closure time from the Bid / Offer Opening Date till the Bid / Offer Closing Date by obtaining the same from the Stock Exchanges. The SCSB's shall unblock such applications by the closing hours of the Working Day.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date, and in any case no later than 1:00 p.m. IST on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision to the Bids, will be accepted only during Working Days, during the Bid/ Offer Period. Bids will be accepted only during Monday to Friday (excluding any public holiday), during the Bid/Offer period. None among our Company or the Member of the Syndicate shall be liable for any failure in (i) uploading the Bids due to faults in any software/ hardware system or blocking of application amount by the SCSBS on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in the physical Bid cum Application Form, for a particular Bidder, the details of the Bid file received from the Stock Exchanges may be taken. Our Company in consultation with the BRLM, reserve the right to revise the Price Band during the Bid/Offer 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/Offer Period will be extended by at least three additional Working Days following such revision of the Price Band, subject to the Bid/Offer 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/Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer 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 terminal of the Syndicate Member, if any and by intimation to SCSBs, other Designated Intermediaries and the Sponsor Bank, as applicable. In case of revision of Price Band, the Bid Lot shall remain the same.

Minimum Subscription

In accordance with Regulation 260(1) of the SEBI (ICDR) Regulations, our Issue shall be 100% underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the offer through the Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267 (2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000 (Rupees One Lakh) per application.

As per Section 39 of the Companies Act, 2013, if the “stated minimum amount” has not been subscribed and the sum payable on application is not received within a period of 30 days from the date of the Prospectus, the application money has to be returned within such period as may be prescribed. If our Company does not receive the 100% subscription of the issue through the Issue Document including devolvement of Underwriters, our Company shall forthwith refund the entire subscription amount received within two working days from the closure of the issue. If there is a delay beyond such time, our Company becomes liable to pay the amount, our Company and every officer in default will, on and from the expiry of this period, be jointly and severally liable to repay the money, with interest or other penalty as prescribed under the SEBI Regulations, the Companies Act 2013 and applicable laws.

The minimum number of allottees in this Issue shall be fifty (50) shareholders. In case the minimum number of prospective allottees is less than fifty (50), no allotment will be made pursuant to this Issue and the monies blocked by the SCSBs shall be unblocked as per SEBI ICDR Regulations and SEBI Circulars

In accordance with Regulation 260(1) of the SEBI ICDR Regulations, our Issue shall be hundred percent underwritten. Thus, the underwriting obligations shall be for the entire hundred percent of the Issue through this Draft Red Herring Prospectus and shall not be restricted to the minimum subscription level. Further, in accordance with Regulation 267(2) of the SEBI ICDR Regulations, our Company shall ensure that the minimum application size shall not be less than ₹ 1,00,000 (Rupees One Lakh) per application.

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.

Migration to Main Board

As per the provisions of the Chapter IX of the SEBI ICDR Regulations, our Company may migrate to the main board Platform of Stock Exchanges on a later date subject to the following:

1. If the paid-up capital of the Company is likely to increase above Rs.25 crores by virtue of any further offer of capital by way of rights, preferential offer, bonus offer etc. (which has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and for which the Company has obtained in-principal approval from the main board), we shall have to apply to Stock Exchange for listing our shares on its Main Board subject to the fulfilment of the eligibility criteria for listing of specified securities laid down by the Main Board.
2. If the paid-up capital of the Company is more than Rs.10 crores but below Rs.25 crores, we may still apply for migration to the main board if the same has been approved by a special resolution through postal ballot wherein the votes cast by the shareholders other than the promoter shareholders in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal
3. Shall comply with the conditions laid down by the Stock Exchanges time to time.

Arrangements for Disposal of Odd Lots

The trading of the Equity Shares will happen in the minimum contract size of [●] shares in terms of the SEBI circular No. CIR/MRD/DSA/06/2012 dated February 21, 2012. However, the Market Maker shall buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the [●].

Application by Eligible NRIs, FPIs or VCFs registered with SEBI

It is to be understood that there is no reservation for Eligible NRIs, FPIs or VCF registered with SEBI. Such Eligible NRIs, FPIs or VCF registered with SEBI will be treated on the same basis with other categories for the purpose of Allocation.

NRIs, FPIs/FIIs and foreign venture capital investors registered with SEBI are permitted to purchase shares of an Indian company in a public Offer without the prior approval of the RBI, so long as the price of the equity shares to be Offered 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.

As per the extent Guidelines of the Government of India, OCBs cannot participate in this Issue

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

Market Making

The shares issued and transferred through this Issue are proposed to be listed on the BSE SME with compulsory market making through the registered Market Maker of the SME Exchange for a minimum period of three years or such other time as may be prescribed by the Stock Exchange, from the date of listing on the [●]. For further details of the market making arrangement please refer to chapter titled “*General Information*” beginning on page 54 of this Draft Red Herring Prospectus.

Pre-Issue Advertisement

Subject to Section 30 of the Companies Act, 2013 our Company shall, after filing the Red Herring Prospectus/ Prospectus with the RoC publish a pre-Issue advertisement, in the form prescribed by the SEBI (ICDR) Regulations, in one widely circulated English language national daily newspaper; one widely circulated Hindi language national daily newspaper and one regional newspaper with wide circulation where the Registered Office of our Company is situated.

New Financial Instruments

There are no new financial instruments such as deep discounted bonds, debenture, warrants, secured premium notes, etc. issued by our Company.

ISSUE STRUCTURE

This Issue is being made in terms of Regulation 229 (1) of Chapter IX of SEBI (ICDR) Regulations, 2018, as amended from time to time, whereby, an issuer whose post Offer paid up capital is less than or equal to ₹ 10 crores, shall Offer equity shares to the public and propose to list the same on the Small and Medium Enterprise Exchange (“SME Exchange”, in this case being the BSE). For further details regarding the salient features and terms of such an Offer, please refer chapter titled “Terms of the Issue” and “Issue Procedure” on page no. 251 and 262 respectively of this Draft Red Herring Prospectus.

Issue Structure:

The present initial public offer is up to [●] Equity Shares for cash at a price of ₹ [●] each, aggregating up to ₹ 1500.00 lakhs which have been authorized by a resolution of the Board of Directors of our Company at their meeting held on [●] and was approved by the Shareholders of the Company by passing Special Resolution at the Extra-Ordinary General Meeting held on [●] in accordance with the provisions of Section 23 and other applicable provisions of the Companies Act, 2013. The Issue comprises a reservation of upto [●] Equity Shares of ₹ [●] each for subscription by the designated Market Maker (the “Market Maker Reservation Portion”) and a Net Issue to Public of [●] Equity Shares of ₹ [●] each is hereinafter referred to as the Net Issue. The Offer and the Net Offer will constitute [●] % and [●] %, respectively of the post Issue paid up Equity Share Capital of the Company.

This Issue is being made by way of Book Building Process:

Particulars of the Issue (2)	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
Number of Equity Shares available for allocation	Up to [●] Equity shares	Not more than [●] Equity Shares.	Not less than [●] Equity Shares	Not less than [●] Equity Shares
Percentage of Issue size available for allocation	[●] of the Offer 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 may 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 Up to 60.00% of the QIB Portion may be available for allocation to Anchor Investors and one third of the Anchor Investors Portion shall be available for allocation to domestic mutual funds only.”	Not less than 15% of the Net Issue	Not less than 35% of the Net Issue
Basis of Allotment⁽³⁾	Firm Allotment	Proportionate as follows: (excluding the Anchor Investor Portion): a) Up to [●] Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and	Proportionate basis subject to minimum allotment of [●] Equity Shares and further allotment in multiples of [●] Equity Shares.	Proportionate basis subject to minimum allotment of [●] Equity Shares

Particulars of the Issue ⁽²⁾	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
		<p>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</p> <p>Up to 60% of the QIB Portion (of up to [●] Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to Mutual Funds only, subject to valid Bid received from Mutual Funds at or above the Anchor Investor Allocation Price.</p>		
Mode of Bid	Only through the ASBA Process	Only through the ASBA process. (Except for Anchor investors)	Through ASBA Process through banks or by using UPI ID for payment	Through ASBA Process through banks or by using UPI ID for payment
Mode of Allotment	Compulsorily in dematerialized form			
Minimum Bid Size	[●] Equity Shares	Such number of Equity Shares and in multiples of [●] Equity Shares that the Bid Amount exceeds ₹ 200,000	Such number of Equity Shares in multiples of [●] Equity Shares that Bid size exceeds ₹ 200,000	[●] Equity Shares
Maximum Bid Size	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Net Issue, subject to applicable limits	Such number of Equity Shares in multiples of [●] Equity Shares not exceeding the size of the Offer (excluding the QIB portion), subject to limits as applicable	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 2,00,000
Trading Lot	[●] Equity Shares, however, the Market Maker may accept odd lots if any in the market as required under the SEBI ICDR Regulations	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof	[●] Equity Shares and in multiples thereof
Terms of Payment	<p>In case of Anchor Investors: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids⁽⁴⁾</p> <p>In case of all other Bidders: Full Bid Amount shall be blocked by the SCSBs in the bank account of the ASBA Bidder or by the Sponsor Bank(s) through the UPI Mechanism (for RIBs)</p>			

Particulars of the Issue (2)	Market Maker Reservation Portion	QIBs	Non-Institutional Applicants	Retail Individual Investors
	or individual investors bidding under the Non – Institutional Portion for an amount of more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism), that is specified in the ASBA Form at the time of submission of the ASBA Form.			
Mode of Bid	Through ASBA process only (except Anchor Investors). In case of UPI Bidders, ASBA process will include the UPI Mechanism			

- (1) *This Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, as amended from time to time.*
- (2) *In terms of Rule 19(2) of the SCRR read with Regulation 252 of the SEBI (ICDR) Regulations, 2018, this is an Issue for at least 25% of the post issue paid-up Equity share capital of the Company. This Issue is being made through Book Building Process, wherein allocation to the public shall be as per Regulation 252 of the SEBI (ICDR) Regulations.*
- (3) *Subject to valid Bids being received at or above the Issue price, under subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company in consultation with the Book Running Lead Manager and the Designated Stock Exchange, subject to applicable laws.*
- (4) *Our Company, in consultation with the BRLM may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis, in accordance with the SEBI (ICDR) Regulations, 2018, as amended. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Price.*
- (5) *Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN. For further details see “Issue Procedure” beginning on page 262 of this Draft Red Herring Prospectus.*
- (6) *Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide its circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor’s bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NIB and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.*

The Bids by FPIs with certain structures as described under “**Issue Procedure - Bids by FPIs**” on pages 273 and having same PAN may be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) may be proportionately distributed. If the Bid is submitted in joint names, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the depository account held in joint names. The signature of only the first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

ISSUE PROCEDURE

All applicants should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (SEBI/HO/CFD/DIL1/CIR/P/2020/37) dated March 17, 2020 notified by SEBI and updated pursuant to the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015 as amended and modified by the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, and SEBI Circular bearing number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and Circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 01, 2018, notified by SEBI (“General Information Document”) and SEBI Circular No. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019, included below under Section “PART B – General Information Document”, which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the ICDR Regulations. The General Information Document is available on the websites of the Stock Exchanges and the Lead Manager. Please refer to the relevant portions of the General Information Document which are applicable to this Issue.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018, in relation to clarifications on streamlining the process of public issue of equity shares and convertibles as amended and modified by the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019 circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 June 28, 2019, circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 08, 2019.

Additionally, all Applicants may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Issue; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) payment instructions for ASBA Bidders; (v) issuance of Confirmation of Allocation Note and Allotment in the Issue; (vi) general instructions (limited to instructions for completing the 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, 2013 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 RIBs applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. (“UPI Phase I”). The UPI Phase I was effective till June 30, 2019.

With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds has been discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later (“UPI Phase II”). Subsequently, however, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 extended the timeline for implementation of UPI Phase II till further notice. The final reduced timeline will be made effective using the UPI Mechanism for applications by UPI Bidders (“UPI Phase III”), and modalities of the implementation of UPI Phase III has been notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective 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. The Issue will be undertaken pursuant to the processes and procedures under UPI Phase II, subject to any circulars, clarification or notification issued by the SEBI from time to time. Further, SEBI, vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and 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 and SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 has introduced certain additional measures for

streamlining the process of initial public offers and redressing investor grievances.

Furthermore, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism. This circular has come into force for initial public offers opening on or after May 1, 2022 and the provisions of this circular are deemed to form part of this Draft Red Herring Prospectus.

Subsequently, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, applications made using the ASBA facility in initial public offerings (opening on or after September 1, 2022) shall be processed only after application monies are blocked in the bank accounts of investors (all categories). The Book Running Lead Manager shall be the nodal entity for any issues arising out of public issuance process.

The BRLM shall be the nodal entity for any issues arising out of public issuance process. In terms of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and BRLM shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding four Working Days from the Issue Closing Date, the Applicant shall be compensated at a uniform rate of ₹100 per day for the entire duration of delay exceeding four Working Days from the Issue Closing Date by the intermediary responsible for causing such delay in unblocking. Further, investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 as amended by SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Our Company and the Book Running Lead Manager 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. Applicants are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Draft Red Herring Prospectus and the Prospectus.

Further, our Company and the members of the Syndicate are not liable for any adverse occurrences consequent to the implementation of the UPI Mechanism for application in this Issue.

This section applies to all the Applicants.

Phased implementation of Unified Payments Interface

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of, amongst others equity shares. Pursuant to the SEBI UPI Circulars, the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by RIBs through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI Mechanism, the SEBI 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, an RII had the option to submit the ASBA Form with any of the Designated Intermediary and use his/her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. Subsequently, it was decided to extend the timeline for implementation of Phase II until March 31, 2020. Further, as per SEBI circular SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, the current Phase II of Unified Payments Interface with Application Supported by Blocked Amount is continued till further notice. Under this phase, submission of

the ASBA Form by RIIs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing continues to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 (“T+3 Notification”). In this phase, the time duration from public offer closure to listing has been reduced from six Working Days to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the T+3 Notification as applicable, subject to any circulars, clarification or notification issued by SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI.

This Issue will be made under UPI Phase III of the UPI Circular.

All SCSBs offering the 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 a sponsor bank to act as a conduit between the Stock Exchange and NPCI in order to facilitate collection of requests and/or payment instructions of the Retail Individual Bidders using the UPI Mechanism.

Pursuant to the UPI Circulars, 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 Circulars include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one day from the date on which the Basis of Allotment is finalized. Failure to unblock the accounts within the timeline would result in the SCSBs being penalized under the relevant securities law. 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.

For further details, refer to the General Information Document available on the website of the Stock Exchange and the Book Running Lead Manager.

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 make an application as prescribed in Annexure I of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and 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.

Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, all UPI Bidders applying in public Offers where the application amount is up to ₹ 5,00,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with any of the entities mentioned herein below:

- a syndicate member
- 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”)
- a depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity) a registrar to the issue and shares transfer agent (“RTA”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

BOOK BUILDING PROCEDURE:

This Issue is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 253 of the SEBI ICDR Regulations wherein not more than 50.00% of the Offer shall be allocated on a proportionate basis to QIBs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations. Further, 5.00% of the QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and spill-over from the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15.00% of the Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35.00% of the Issue shall be

available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Issue Price.

Under-subscription, if any, in any category, except in the QIB Portion, would be allowed to be met with spill over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the BRLM and the Designated Stock Exchange subject to receipt of valid Bids received at or above the Issue Price. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialized segment of the Stock Exchange.

Investors should note that the Equity Shares will be allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, the PAN and UPI ID, for RIBs Bidding in the Retail Portion using the UPI Mechanism, shall be treated as incomplete and will be rejected. Bidders will not have the option of being allotted Equity Shares in physical form. However, they may get their Equity Shares rematerialized subsequent to allotment of the Equity Shares in the Offer, subject to applicable laws.

Availability of Draft Red Herring Prospectus (DRHP)/ RHP/Prospectus and Application Forms

The Memorandum containing the salient features of this Draft Red Herring Prospectus together with the Application Forms and copies of this Draft Red Herring Prospectus may be obtained from the Registered Office of our Company, from the Registered Office of the Book Running Lead Manager to the Offer, Registrar to the Offer as mentioned in the Application form. The application forms may also be downloaded from the website of BSE i.e.; www.bseindia.com. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Draft Red Herring Prospectus. All the applicants shall have to apply only through the ASBA process. ASBA Applicants shall submit an Application Form either in physical or electronic form to the SCSBs authorizing blocking of funds that are available in the bank account specified in the Application Form. Applicants shall only use the specified Application Form for the purpose of making an Application in terms of this Prospectus. The Application Form shall contain space for indicating number of specified securities subscribed for in demat form.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available at the offices of the BRLM, the Designated Intermediaries at Bidding Centres, and Registered Office of our Company. An electronic copy of the Bid cum Application Form will also be available for download on the websites of the BSE, at least one day prior to the Bid/Issue Opening Date. Copies of the Anchor Investor Application Form will be available at the offices of the BRLM.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Issue only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details are liable to be rejected. Applications made by the RIIs using third party bank account or using third party linked bank account UPI ID are liable for rejection. Anchor Investors are not permitted to participate in the Offer through the ASBA process. ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the relevant Designated Intermediary, submitted at the relevant Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp are liable to be rejected.

Since the Issue is made under Phase III, ASBA Bidders may submit the ASBA Form in the manner below:

(i) RIBs (other than the UPI Bidders 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) UPI Bidders 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 NIIs may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

(iv) 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 or the Sponsor Bank(s), as applicable, at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked / unblocked.

Anchor Investors are not permitted to participate in the Offer through the ASBA process.

For Anchor Investors, the Anchor Investor Application Form will be available at the office of the BRLM. ASBA Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the Bid cum Application Form for various categories is as follows:

The prescribed colour of the Bid cum Application Forms for various categories is as follows:

Category	Colour of Bid cum Application Form*
Anchor Investor**	[●]
Resident Indians including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis [^]	[●]
Eligible NRIs, FVCIs, FPIs and registered bilateral and multilateral institutions applying on a repatriation basis [^]	[●]

*Excluding electronic Bid cum Application Forms

[^]** Electronic Bid cum Application forms for Anchor Investor shall be made available at the office of the BRLM.

Electronic Bid Cum Application Forms will also be available for download on the website of the BSE Limited (www.bseindia.com).

Designated Intermediaries (other than SCSBs) after accepting Bid Cum Application Form submitted by RIIs (without using UPI for payment), NIIs and QIBs shall capture and upload the relevant details in the electronic bidding system of stock exchange(s) and shall submit/deliver the Bid Cum Application Forms to respective SCSBs where the Bidders has a bank account and shall not submit it to any non-SCSB Bank.

Further, for applications submitted to designated intermediaries (other than SCSBs), with use of UPI for payment, after accepting the Bid Cum Application Form, respective intermediary shall capture and upload the relevant application details, including UPI ID, in the electronic bidding system of stock exchange(s).

Bidders shall only use the specified Bid Cum Application Form for making an Application in terms of the Draft Red Herring Prospectus.

The Bid Cum Application Form shall contain information about the Bidder and the price and the number of Equity Shares that the Bidders wish to apply for. Bid Cum Application Forms downloaded and printed from the websites of the Stock Exchange shall bear a system generated unique application number. Bidders are required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Application Amount can be blocked by the SCSB or Sponsor Bank at the time of submitting the Application.

An Investor, intending to subscribe to this Issue, shall submit a completed Bid Cum Application Form to any of the following intermediaries (Collectively called – Designated Intermediaries”).

Sr. No.	Designated Intermediaries
1	An SCSB, with whom the bank account to be blocked, is maintained
2	A syndicate member (or sub-syndicate member)
3	A stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity) (“broker”)
4	A depository participant (“DP”) (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Sr. No.	Designated Intermediaries
5	A registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Retails investors submitting application with any of the entities at (ii) to (v) above (hereinafter referred as "Intermediaries"), and intending to use UPI, shall also enter their UPI ID in the Bid Cum Application Form.

The aforesaid intermediary shall, at the time of receipt of application, give an acknowledgement to investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form, in physical or electronic mode, respectively.

The upload of the details in the electronic bidding system of stock exchange will be done by:

For Applications submitted by investors to SCSB:	After accepting the form, SCSB shall capture and upload the relevant details in the electronic bidding system as specified by the stock exchange and may begin blocking funds available in the bank account specified in the form, to the extent of the application money specified.
For applications submitted by investors to intermediaries other than SCSBs	After accepting the Bid Cum Application Form, respective Intermediary shall capture and upload the relevant details in the electronic bidding system of the stock exchange. Post uploading, they shall forward a schedule as per prescribed format along with the Bid Cum Application Forms to designated branches of the respective SCSBs for blocking of funds within one day of closure of Issue.
For applications submitted by investors to 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. Stock exchange shall share application details including the UPI ID with sponsor bank on a continuous basis, to enable sponsor bank to initiate mandate request on investors for blocking of funds. Sponsor bank shall initiate request for blocking of funds through NPCI to investor. Investor to accept mandate request for blocking of funds, on his/her mobile application, associated with UPI ID linked bank account.

Stock exchange shall validate the electronic bid details with depository's records for DP ID/Client ID and PAN, on a real-time basis and bring the inconsistencies to the notice of intermediaries concerned, for rectification and re-submission within the time specified by stock exchange.

Stock exchange shall allow modification of selected fields viz. DP ID/Client ID or Pan ID (Either DP ID/Client ID or Pan ID can be modified but not BOTH), Bank code and Location code, in the bid details already uploaded.

Upon completion and submission of the Bid Cum Application Form to Application Collecting intermediaries, the Bidders are deemed to have authorized our Company to make the necessary changes in the Draft Red Herring Prospectus, without prior or subsequent notice of such changes to the Bidders.

For RIBs using UPI Mechanism, the Stock Exchange shall share the Bid details (including UPI ID) with the Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds. The Sponsor Bank shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. For all pending UPI Mandate Requests, the Sponsor Bank shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 12:00 pm on the first Working Day after the Bid/ Offer Closing Date ("Cut- Off Time"). Accordingly, RIBs should accept UPI Mandate Requests for blocking off funds prior to the Cut- Off Time and all pending UPI Mandate Requests at the Cut-Off Time shall lapse. The NPCI shall maintain an audit trail for every bid entered in the Stock Exchange bidding platform, and the liability to compensate RIBs (using the UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank, NPCI or the bankers to an Offer) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Banks and the bankers to an Offer. The BRLM shall also be required to obtain the audit trail from the Sponsor Banks and the Bankers to the Offer for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts for mandate block and unblock

including details specified in 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 and the SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022.

WHO CAN BID?

Each Applicants 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 Prospectus for more details.

Subject to the above, an illustrative list of Applicants is as follows:

- a) Indian Nationals resident in India who are not incompetent to contract under the Indian Contract Act, 1872, as amended, in single or as a joint application and minors having valid demat account as per Demographic Details provided by the Depositories. Furthermore, based on the information provided by the Depositories, our Company shall have the right to accept the Applications belonging to an account for the benefit of minor (under guardianship);
- b) Hindu Undivided Families or HUFs, in the individual name of the Karta. The Applicant should specify that the application is being made in the name of the HUF in the Application Form as follows: “Name of Sole or First applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta”. Applications by HUFs would be considered at par with those from individuals;
- c) Companies, corporate bodies and societies registered under the applicable laws in India and authorized to invest in the Equity Shares under their respective constitutional and charter documents;
- d) QIBs;
- e) Mutual Funds registered with SEBI;
- f) Eligible NRIs on a repatriation basis or on a non-repatriation basis, subject to applicable laws. NRIs other than Eligible NRIs are not eligible to participate in this Issue;
- g) Indian Financial Institutions, scheduled commercial banks, regional rural banks, co-operative banks (subject to RBI permission, and the SEBI Regulations and other laws, as applicable);
- h) FIIs and sub-accounts of FIIs registered with SEBI, other than a sub-account which is a foreign corporate or a foreign individual under the QIB Portion;
- i) Limited Liability Partnerships (LLPs) registered in India and authorized to invest in equity shares;
- j) Sub-accounts of FIIs registered with SEBI, which are foreign corporate or foreign individuals only under the Non-Institutional applicant’s category;
- k) Venture Capital Funds and Alternative Investment Fund (I) registered with SEBI; State Industrial Development Corporations;
- l) Foreign Venture Capital Investors registered with the SEBI;
- m) Trusts/societies registered under the Societies Registration Act, 1860, as amended, or under any other law relating to Trusts and who are authorized under their constitution to hold and invest in equity shares;
- n) Scientific and/or Industrial Research Organizations authorized to invest in equity shares;
- o) Insurance Companies registered with Insurance Regulatory and Development Authority, India;
- p) Provident Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to hold and invest in equity shares;

- q) Pension Funds with minimum corpus of ₹ 25 Crores and who are authorized under their constitution to
- r) hold and invest in equity shares;
- s) National Investment Fund set up by Resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of Government of India published in the Gazette of India;
- t) Insurance funds set up and managed by army, navy or air force of the Union of India;
- u) Multilateral and bilateral development financial institution;
- v) Eligible QFIs;
- w) Insurance funds set up and managed by army, navy or air force of the Union of India;
- x) Insurance funds set up and managed by the Department of Posts, India;
- y) Any other person eligible to applying in this Issue, under the laws, rules, regulations, guidelines and policies applicable to them.

APPLICATIONS NOT TO BE MADE BY:

1. Minors (except under guardianship)
2. Partnership firms or their nominees
3. Foreign Nationals (except NRIs)
4. Overseas Corporate Bodies (OCB)

As per the existing RBI 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 to case basis. OCBs may invest in this Issue provided it obtains a prior approval from the RBI or prior approval from Government, as the case may be. On submission of such approval along with the Application Form, the OCB shall be eligible to be considered for share allocation.

MAXIMUM AND MINIMUM APPLICATION SIZE

1. For Retail Individual Bidders

The Application must be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter, so as to ensure that the Application Price payable by the Bidder does not exceed ₹ 2,00,000. In case of revision of Applications, the Retail Individual Bidders have to ensure that the Application Price does not exceed ₹ 2,00,000.

2. For other than Retail Individual Bidders (Non Institutional Applicants and QIBs):

The Application must be for a minimum of such number of Equity Shares that the Application Amount exceeds ₹ 2,00,000 and in multiples of [●] Equity Shares thereafter. An application cannot be submitted for more than the Net Issue Size. However, the maximum Application by a QIB investor should not exceed the investment limits prescribed for them by applicable laws. Under existing SEBI Regulations, a QIB Bidder cannot withdraw its Application after the Issue Closing Date and is required to pay 100% QIB Margin upon submission of Application.

In case of revision in Applications, the Non-Institutional Bidders, who are individuals, have to ensure that the Application Amount is greater than ₹ 2,00,000 for being considered for allocation in the Non-Institutional Portion.

Bidders are advised to ensure that any single Application form 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 DRHP.

The above information is given for the benefit of the Bidders. The Company and the BRLM 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 Offer and the same shall be advertised in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), [●] editions of [●] (a widely circulated Regional language daily newspaper) (Bengali being the regional language of Kolkata, where our Registered Office is located), each with wide circulation at least two Working Days prior to the Bid / Offer Opening Date. The BRLM and the SCSBs shall accept Bids from the Bidders during the Bid / Offer Period.

- a) The Bid / Issue Period shall be for a minimum of three Working Days and shall not exceed 10 Working Days. The Bid/ Offer Period maybe extended, if required, by an additional three Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid / Offer Period, if applicable, will be published in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), [●] (a widely circulated Regional language daily newspaper) (Bengali being the regional language of Kolkata, where our Registered Office is located), each with wide circulation and also by indicating the change on the website of the Book Running Lead Manager.
- b) During the Bid/ Issue Period, Retail Individual Bidders, should approach the BRLM or their authorized agents to register their Bids. The BRLM shall accept Bids from Anchor Investors and ASBA Bidders in Specified Cities and it shall have the right to vet the Bids during the Bid/ Issue Period in accordance with the terms of the Red Herring Prospectus. ASBA Bidders should approach the Designated Branches or the BRLM (for the Bids to be submitted in the Specified Cities) to register their Bids. Each Bid cum Application Form will give the Bidder the choice to Bid for up to three optional prices (for details refer to the paragraph titled “Bids at Different Price Levels and Revision of Bids” below) within the Price Band and specify the demand (i.e., the number of Equity Shares Bid for) in each option. The price and demand options submitted by the Bidder in the Bid cum Application Form will be treated as optional demands from the Bidder and will not be cumulated. After determination of the Offer Price, the maximum number of Equity Shares Bid for by a Bidder/Applicant at or above the Offer Price will be considered for allocation/Allotment and the rest of the Bid(s), irrespective of the Bid Amount, will become automatically invalid. The Bidder / Applicant cannot Bid through another Bid cum Application Form after Bids through one Bid cum Application Form have been submitted to a BRLM or the SCSBs. Submission of a second Bid cum Application Form to either the same or to another BRLM or SCSB will be treated as multiple Bid and is liable to be rejected either before entering the Bid into the electronic bidding system, or at any point of time prior to the allocation or Allotment of Equity Shares in this Offer. 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”. The BRLM/the SCSBs will enter each Bid option into the electronic bidding system as a separate Bid and generate a Transaction Registration Slip, (“TRS”), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three TRSs for each Bid cum Application Form.
- c) Upon receipt of the Bid cum Application Form, submitted whether in physical or electronic mode, the Designated Branch of the SCSB shall verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form, prior to uploading such Bids with the Stock Exchange.
- d) The BRLM shall accept the Bids from the Anchor Investors during the Anchor Investor Bid/ Issue Period i.e. one working day prior to the Bid/ Issue Opening Date. Bids by QIBs under the Anchor Investor Portion and the QIB Portion shall not be considered as multiple Bids.
- e) 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.
- f) Along with the Bid cum Application Form, Anchor Investors will make payment in the manner described in “Escrow Mechanism - Terms of payment and payment into the Escrow Accounts” in the section “Issue Procedure” beginning on page 262 of this Draft Red Herring Prospectus.
- g) If sufficient funds are available in the ASBA Account, the SCSB shall block an amount equivalent to the

Bid Amount mentioned in the Bid cum Application Form and will enter each Bid option into the electronic bidding system as a separate Bid and generate a TRS for each price and demand option. The TRS shall be furnished to the ASBA Bidder on request.

- h) 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 Offer Account, or until withdrawal/failure of the Offer or until withdrawal/rejection of the Bid cum Application Form, as the case may be. Once the Basis of Allotment is finalized, the Registrar to the Offer 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 Offer Account. In case of withdrawal/failure of the Offer, the blocked amount shall be unblocked on receipt of such information from the Registrar to the Offer.

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/ Offer 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 Offer Price within the Price Band, without the prior approval of, or intimation, to the Bidders.
- c. The Bidders can Bid at any price within the Price Band. The Bidder has to Bid for the desired number of Equity Shares at a specific price. Retail Individual Bidders may Bid at the Cut-off Price. However, bidding at the Cut-off Price is prohibited for QIB and Non-Institutional Bidders and such Bids from QIB and Non-Institutional Bidders shall be rejected.
- d. Retail Individual Bidders, who Bid at Cut-off Price agree that they shall purchase the Equity Shares at any price within the Price Band. Retail Individual Bidders shall submit the Bid cum Application Form along with a cheque/demand draft for the Bid Amount based on the Cap Price with the Syndicate. In case of ASBA Bidders (excluding Non-Institutional Bidders and QIB Bidders) bidding at Cut-off Price, the ASBA Bidders shall instruct the SCSBs to block an amount based on the Cap Price. 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

The BRLM shall not be allowed to purchase in this Offer in any manner, except towards fulfilling their underwriting obligations. However, the associates and affiliates of the BRLM may subscribe the Equity Shares in the Offer, either in the QIB Category or in the Non- Institutional Category as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients.

Option to Subscribe in the Offer

- a. As per Section 29(1) of the Companies Act 2013, allotment of Equity Shares shall be made in dematerialized form only. Investors will not have the option of getting allotment of specified securities in physical form.
- b. The Equity Shares, on allotment, shall be traded on the Stock Exchange in demat segment only.
- c. A single application from any investor shall not exceed the investment limit/minimum number of Equity Shares that can be held by him/her/it under the relevant regulations/statutory guidelines and applicable law.

Information for the Bidders:

1. Our Company and the Book Running Lead Manager shall declare the Offer Opening Date and Offer Closing Date in the Red Herring Prospectus which will be registered with the RoC and also publish the same in all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), all editions of [●] (a widely circulated Regional language daily newspaper) (Bengali being the regional language of Kolkata, where our Registered Office is located) with wide circulation. This advertisement shall be in prescribed format.

2. Our Company shall file the Red Herring Prospectus with the RoC at least 3 (three) days before the Offer Opening Date.
3. Copies of the Bid Cum Application Form along with Abridge Prospectus and copies of this Draft Red Herring Prospectus will be available with the, the Book Running Lead Manager, the Registrar to the Offer, and at the Registered Office of our Company. Electronic Bid Cum Application Forms will also be available on the websites of the Stock Exchange.
4. Any Bidder who would like to obtain this Draft Red Herring Prospectus and/ or the Bid Cum Application Form can obtain the same from our Registered Office.
5. Bidders who are interested in subscribing for the Equity Shares should approach Designated Intermediaries to register their applications.
6. Bid Cum Application Forms submitted directly to the SCSBs should bear the stamp of the SCSBs and/or the Designated Branch, or the respective Designated Intermediaries. Bid Cum Application Form submitted by Applicants whose beneficiary account is inactive shall be rejected.
7. The Bid Cum Application Form can be submitted either in physical or electronic mode, to the SCSBs with whom the ASBA Account is maintained, or other Designated Intermediaries (Other than SCSBs). SCSBs may provide the electronic mode of collecting either through an internet enabled collecting and banking facility or such other secured, electronically enabled mechanism for applying and blocking funds in the ASBA Account. The Retail Individual Applicants has to apply only through UPI Channel, they have to provide the UPI ID and validate the blocking of the funds and such Bid Cum Application Forms that do not contain such details are liable to be rejected.
8. Bidders applying directly through the SCSBs should ensure that the Bid Cum Application Form is submitted to a Designated Branch of SCSB, where the ASBA Account is maintained. Applications submitted directly to the SCSB's or other Designated Intermediaries (Other than SCSBs), the relevant SCSB, shall block an amount in the ASBA Account equal to the Application Amount specified in the Bid Cum Application Form, before entering the ASBA application into the electronic system.
9. Except for applications by or on behalf of the Central or State Government and the Officials appointed by the courts and by investors residing in the State of Sikkim, the Bidders, or in the case of application in joint names, the first Bidder (the first name under which the beneficiary account is held), should mention his/her PAN allotted under the Income Tax Act. In accordance with the SEBI Regulations, the PAN would be the sole identification number for participating transacting in the securities market, irrespective of the amount of transaction. Any Bid Cum Application Form without PAN is liable to be rejected. The demat accounts of Bidders for whom PAN details have not been verified, excluding person resident in the State of Sikkim or persons who may be exempted from specifying their PAN for transacting in the securities market, shall be "suspended for credit" and no credit of Equity Shares pursuant to the Offer will be made into the accounts of such Bidders.
10. The Bidders may note that in case the PAN, the DP ID and Client ID mentioned in the Bid Cum Application Form and entered into the electronic collecting system of the Stock Exchange Designated Intermediaries do not match with PAN, the DP ID and Client ID available in the Depository database, the Bid Cum Application Form is liable to be rejected.

BIDS BY HUFs

Bids by Hindu Undivided Families or HUFs should be made in the individual name of the Karta. The Bidder should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the Karta". Bids/Applications by HUFs will be considered at par with Bids/Applications from individuals.

BIDS BY MUTUAL FUNDS

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered

with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10.00% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10.00% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10.00% of any company's paid-up share capital carrying voting rights.

BIDS BY ELIGIBLE NRIS

Eligible NRIs or Overseas Citizen of India (OCI) may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their SCSB (if they are Bidding directly through the SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident External ("NRE") accounts, or Foreign Currency Non-Resident ("FCNR") Accounts, and eligible NRI Bidders bidding on a non- repatriation basis by using Resident Forms should authorize their SCSB (if they are Bidding directly through SCSB) or confirm or accept the UPI Mandate Request (in case of Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("NRO") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. Participation of Eligible NRIs in the Offer shall be subject to the FEMA Rules.

In accordance with the Consolidated FDI Policy, the total holding by any individual NRI, on a repatriation basis shall not exceed 5.00% of the total paid-up equity capital on a fully diluted basis or shall not exceed 5.00% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together, on a repatriation basis, shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10.00% may be raised to 24.00% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circular). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circular) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

NRIs applying in the Offer using UPI Mechanism are advised to enquire with the relevant bank whether their bank account is UPI linked prior to making such application.

Investment by NRI or OCI on non-repatriation basis:

As per current FDI Policy 2017, schedule 4 of FEMA (Transfer or Issue of Security by Persons Resident outside India) Regulations - Purchase/ sale of Capital Instruments or convertible notes or units or contribution to the capital of an LLP by a NRI or OCI on non-repatriation basis - will be deemed to be domestic investment at par with the investment made by residents. This is further subject to remittance channel restrictions. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("US Securities Act") or any other state securities laws in the United States of America and may not be sold or offered within the United States of America, or to, or for the account or benefit of "US Persons" as defined in Regulation S of the U.S. Securities Act, except pursuant to exemption from, or in a transaction not subject to, the registration requirements of US Securities Act and applicable state securities laws. Accordingly, the equity shares are being offered and sold only outside the United States of America in an offshore transaction in reliance upon Regulation S under the US Securities Act and the applicable laws of the jurisdiction where those offers and sale occur.

BIDS BY FPIs

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the same multiple entities having common ownership directly or indirectly of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA NDI Rules, with effect from April 1, 2020, the aggregate FPI investment limit is the sectoral cap applicable to an Indian company as prescribed in the FEMA NDI Rules with respect to its paid-up equity capital on a fully diluted basis. Currently, the sectoral cap for retail trading of food products manufactured and/ or produced in India is 100% under automatic route.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for Non-Residents. In terms of the FEMA, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

The FEMA NDI Rules were enacted on October 17, 2019 in supersession of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, except as respects things done or omitted to be done before such supersession. **FPIs are permitted to participate in the Offer 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 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

An FPI issuing off-shore derivative instruments is also required to ensure that any transfer of off-shore derivative instruments issued by, or on behalf of it subject to, inter alia, the following conditions:

- (i). such offshore derivative instruments are transferred to person subject to fulfilment of SEBI FPI Regulations; and
- (ii). prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred are pre-approved by the FPI.

Bids by FPIs which utilize the multi-investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants issued to facilitate implementation of the SEBI FPI Regulations ("Operational FPI Guidelines"), submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs shall not be treated as multiple Bids ("MIM Bids"). It is hereby clarified that FPIs bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected, except for Bids from FPIs that utilize the multi-investment manager structure in accordance with the Operational FPI Guidelines (such structure referred to as "MIM Structure"). In order to ensure valid Bids, FPIs making MIM Bids using the same PAN and with different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM Structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

For details of investment by FPIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 294. Participation of FPIs in the Issue is subject to the FEMA Rules.

AS PER THE EXTENT GUIDELINES OF THE GOVERNMENT OF INDIA, OCBS CANNOT PARTICIPATE IN THIS ISSUE.

The current provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, provides a general permission for the NRIs, FPIs and foreign venture capital investors registered with SEBI to invest in shares of Indian companies by way of subscription in an IPO. However, such investments would be subject to other investment restrictions under the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, RBI and/or SEBI regulations as may be applicable to such investors.

The Allotment of the Equity Shares to Non-Residents shall be subject to the conditions, if any, as may be prescribed by the Government of India/RBI while granting such approvals.

BIDS BY SEBI-REGISTERED AIFS, VCFS AND FVCIS

The SEBI FVCI Regulations, SEBI VCF Regulations and the SEBI AIF Regulations prescribe, inter alia, the investment restrictions on the FVCIs, VCFs and AIFs registered with SEBI respectively. FVCIs can invest only up to 33.33% of the investible funds by way of subscription to an initial public offering. Category I AIF and

Category II AIF cannot invest more than 25% of the investible funds in one Investee Company directly or through investment in the units of other AIFs. A Category III AIF cannot invest more than 10% of the investible funds in one Investee Company directly or through investment in the units of other AIFs. However, large value funds for accredited investors of Category III AIFs may invest up to 20% of the investible funds in an investee company. AIFs which are authorized under the fund documents to invest in units of AIFs are prohibited from offering their units for subscription to other AIFs. A VCF registered as a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than 1/3rd of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, a VCF that has not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations (and accordingly shall not be allowed to participate in the Offer) until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRIs, FPIs and FVCIs and all Bidders will be treated on the same basis with other categories for the purpose of allocation.

Further, the shareholding of VCFs, category I AIFs or category II AIFs and FVCIs holding Equity Shares prior to Offer, shall be locked-in for a period of at least one year from the date of purchase of such Equity Shares.

All non-resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

The Company or the BRLM will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

BIDS BY LIMITED LIABILITY PARTNERSHIPS

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserve the right to reject any Bid without assigning any reason thereof.

BIDS BY BANKING COMPANIES

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof. The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended and Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended, is 10.00% of the paid up share capital of the investee company, not being its subsidiary engaged in non-financial services, or 10.00% 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, subject to prior approval of the RBI if (i) the investee company is engaged in non-financial activities permitted for banking companies in terms of Section 6(1) of the Banking Regulation Act; or (ii) the additional acquisition is through restructuring of debt, or to protect the banking company's interest on loans/investments made to a company. The bank is required to submit a time bound action plan to the RBI for the disposal of such shares within a specified period. The aggregate investment by a banking company along with its subsidiaries, associates or joint ventures or entities directly or indirectly controlled by the bank; and mutual funds managed by asset management companies controlled by the bank, more than 20% of the investee company's paid up share capital engaged in non-financial services. However, this cap doesn't apply to the cases mentioned in (i) and (ii) above. The aggregate equity investments made by a banking company in all subsidiaries and other entities engaged in financial services and non-financial services, including overseas investments shall not exceed 20% of the bank's paid-up share capital and reserves.

In terms of the Master Circular on Basel III Capital Regulations dated July 1, 2014, as amended (i) a bank's investment in the capital instruments issued by banking, financial and insurance entities should not exceed 10% of its capital funds; (ii) banks should not acquire any fresh stake in a bank's equity shares, if by such acquisition, the investing bank's holding exceeds 5% of the investee bank's equity capital; (iii) equity investment by a bank in a subsidiary company, financial services company, financial institution, stock and other exchanges should not exceed 10% of the bank's paid-up share capital and reserves; (iv) equity investment by a bank in companies engaged in non-financial services activities would be subject to a limit of 10% of the investee company's paid-up share capital or 10% of the bank's paid-up share capital and reserves, whichever is less; and (v) a banking

company is restricted from holding shares in any company, whether as pledgee, mortgagee or absolute owner, of an amount exceeding 30% of the paid-up share capital of that company or 30% of its own paid-up share capital and reserves, whichever is less. For details in relation to the investment limits under Master Direction – Ownership in Private Sector Banks, Directions, 2016, see “Key Regulations and Policies” beginning on page 133 of this DRHP.

BIDS BY SCSBS

SCSBs participating in the Offer are required to comply with the terms of the circulars issued by the SEBI dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

BIDS BY SYSTEMICALLY IMPORTANT NBFCs

In case of Bids made by Systemically Important NBFCs registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) the last audited financial statements on a standalone basis, (iii) a net worth certificate from its statutory auditors, and (iv) such other approval as may be required by the Systemically Important NBFCs are required to be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, directions, guidelines and circulars issued by the RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

BIDS BY INSURANCE COMPANIES

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the IRDAI Investment Regulations, based on investments in equity shares of the investee company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations 2016, as amended, which 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 operates: 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 (a), (b) and (c) above, as the case may be.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,50,00,000 lakhs or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 50,00,000 lakhs or more but less than ₹ 2,50,00,000 lakhs.*

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

BIDS BY PROVIDENT FUNDS/PENSION FUNDS

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹ 2,500 lakhs, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to reject any Bid without assigning any reason thereof.

BIDS BY ANCHOR INVESTORS

Our Company in consultation with the BRLM, may consider participation by Anchor Investors in the Offer 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 cum Application Forms will be made available for the Anchor Investors at the offices of the BRLM.
- 2) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount is at least 200 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 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/ Offer 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 lakhs, maximum of 2 (two) Anchor Investors.
 - where the allocation under the Anchor Investor Portion is more than 200 lakhs but up to 2500 lakhs, minimum of 2 (two) and maximum of 15 (fifteen) Anchor Investors, subject to a minimum Allotment of 100 lakhs per Anchor Investor; and
 - where the allocation under the Anchor Investor portion is more than 2500 lakhs: (i) minimum of 5 (five) and maximum of 15 (fifteen) Anchor Investors for allocation up to 2500 lakhs; and (ii) an additional 10 Anchor Investors for every additional allocation of 2500 lakhs or part thereof in the Anchor Investor Portion; subject to a minimum Allotment of 100 lakhs per Anchor Investor.
- 6) Allocation to Anchor Investors will be completed on the Anchor Investor Bid/ Offer 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/Offer 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 Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors within 2 (two) Working Days from the Bid/ Offer Closing Date. If the Offer 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 Offer 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 terminal of the syndicate member and website of stock exchange offering electronically linked transparent bidding facility, for information of public.
- 10) Equity Shares Allotted in the Anchor Investor Portion will be locked in for a period of 30days 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 byes.

- 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 Offer through the ASBA process.

BIDS UNDER POWER OF ATTORNEY

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, Systemically Important NBFCs, insurance companies, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, or the National Investment Fund and provident funds with a minimum corpus of ₹ 2500 lakhs (subject to applicable law) and pension funds with a minimum corpus of ₹ 2500 lakhs, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLM, reserves the right to accept or reject any Bid in whole or in part, in either case without assigning any reason therefor.

Our Company, in consultation with the BRLM, in their absolute discretion, reserves the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company, in consultation with the BRLM may deem fit.

ISSUANCE OF A CONFIRMATION NOTE ("CAN") AND ALLOTMENT IN THE OFFER:

1. Upon approval of the basis of allotment by the Designated Stock Exchange, the BRLM or Registrar to the Offer shall send to the SCSBs a list of their Bidders who have been allocated Equity Shares in the Offer.
2. The Registrar will then dispatch a CAN to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of a CAN shall be deemed a valid, binding and irrevocable contract for the Bidder.

Offer Procedure for Application Supported by Blocked Account (ASBA) Bidders

In accordance with the SEBI Circular No. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 all the Bidders have to compulsorily apply through the ASBA Process. Our Company and the Book Running Lead Manager are not liable for any amendments, modifications, or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. ASBA Bidders are advised to make their independent investigations and to ensure that the ASBA Bid Cum Application Form is correctly filled up, as described in this section.

The lists of banks that have been notified by SEBI to act as SCSB (Self Certified Syndicate Banks) for the ASBA Process are provided on <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes>. For details on designated branches of SCSB collecting the Bid Cum Application Form, please refer the above-mentioned SEBI link.

Terms of payment

The entire Issue price of ₹ [●] per share is payable on application. In case of allotment of lesser number of Equity Shares than the number applied, the Registrar shall instruct the SCSBs to unblock the excess amount paid on Application to the Bidders.

SCSBs will transfer the amount as per the instruction of the Registrar to the Public Offer Account, the balance amount after transfer will be unblocked by the SCSBs.

The Bidders should note that the arrangement with Bankers to the Offer or the Registrar is not prescribed by SEBI and has been established as an arrangement between our Company, Banker to the Offer and the Registrar to the Offer to facilitate collections from the Bidders.

Payment mechanism

The Bidders shall specify the bank account number in their Bid Cum Application Form and the SCSBs shall block an amount equivalent to the Application Amount in the bank account specified in the Bid Cum Application Form. The SCSB shall keep the Application Amount in the relevant bank account blocked until withdrawal/ rejection of the Application or receipt of instructions from the Registrar to unblock the Application Amount. However, Non- Retail Bidders shall neither withdraw nor lower the size of their applications at any stage. In the event of withdrawal or rejection of the Bid Cum Application Form or for unsuccessful Bid Cum Application Forms, the Registrar to the 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, Retail 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 favor of In case of resident Anchor Investors: — “[●] – Anchor Account- R”
- b) In case of Non-Resident Anchor Investors: — “[●]– Anchor Account- NR”
- c) 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 Offer 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 Offer 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 Bidders, applications accepted and uploaded by any Designated Intermediary other than SCSBs, the Bid Cum Application Form along with relevant schedules shall be sent to the SCSBs or the Designated Branch of the relevant SCSBs for blocking of funds and they will be responsible for blocking the necessary amounts in the ASBA Accounts. In case of Application accepted and Uploaded by SCSBs, the SCSBs or the Designated Branch of the relevant SCSBs will be responsible for blocking the necessary amounts in the ASBA Accounts.
4. Neither the Book Running Lead Manager nor our Company nor the Registrar to the Offer, 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 Offer. This facility will available at the terminals of Designated Intermediaries and their authorized agents during the Offer 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 Offer Closing Date, the Designated Intermediaries shall upload the applications till such time as may be permitted by the Stock Exchange. This information will be available with the Book Running Lead Manager on a regular basis.

6. With respect to applications by Bidders, at the time of registering such applications, the Syndicate Bakers, DPs and RTAs shall forward a Schedule as per format given below along with the Bid Cum Application Forms to Designated Branches of the SCSBs for blocking of funds:

S. No.	Details*
1.	Symbol
2.	Intermediary Code
3.	Location Code
4.	Application No.
5.	Category
6.	PAN
7.	DP ID
8.	Client ID
9.	Quantity
10.	Amount

**Stock Exchanges shall uniformly prescribe character length for each of the above-mentioned fields*

7. With respect to applications by Bidders, at the time of registering such applications, the Designated Intermediaries shall enter the following information pertaining to the Bidders into in the on-line system:
- Name of the Bidder;
 - IPO Name;
 - Bid Cum Application Form Number;
 - Investor Category;
 - PAN (of First Bidder, if more than one Bidder);
 - DP ID of the demat account of the Bidder;
 - Client Identification Number of the demat account of the Bidder;
 - Number of Equity Shares Applied for;
 - Bank Account details;
 - Locations of the Banker to the Offer or Designated Branch, as applicable, and bank code of the SCSB branch where the ASBA Account is maintained; and
 - Bank account number.
8. In case of submission of the Application by a Bidder through the Electronic Mode, the Bidder shall complete the above- mentioned details and mention the bank account number, except the Electronic ASBA Bid Cum Application Form number which shall be system generated.
9. The aforesaid Designated Intermediaries shall, at the time of receipt of application, give an acknowledgment to the investor, by giving the counter foil or specifying the application number to the investor, as a proof of having accepted the Bid Cum Application Form in physical as well as electronic mode. The registration of the Application by the Designated Intermediaries does not guarantee that the Equity Shares shall be allocated / allotted either by our Company.
10. Such acknowledgment will be non-negotiable and by itself will not create any obligation of any kind.
11. In case of Non-Retail Bidders and Retail Individual Bidders, applications would not be rejected except on the technical grounds as mentioned in this Draft Red Herring Prospectus. The Designated Intermediaries shall have no right to reject applications, except on technical grounds.
12. The permission given by the Stock Exchanges to use their network and software of the Online IPO system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company and/or the Book Running Lead Manager are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of our company; our Promoters, our management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus, nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.
13. The Designated Intermediaries will be given time till 1.00 p.m. on the next working day after the Bid/

Offer Closing Date to verify the DP ID and Client ID uploaded in the online IPO system during the Offer Period, after which the Registrar to the Offer will receive this data from the Stock Exchange and will validate the electronic application details with Depository's records. In case no corresponding record is available with Depositories, which matches the three parameters, namely DP ID, Client ID and PAN, then such applications are liable to be rejected.

14. The SCSBs shall be given one day after the Bid/ Offer Closing Date to send confirmation of Funds blocked (Final certificate) to the Registrar to the Offer.

15. The details uploaded in the online IPO system shall be considered as final and Allotment will be based on such details for applications.

Build of the Book

- a) Bids received from various Bidders through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchange on a regular basis. The book gets built up at various price levels. This information may be available with the BRLM at the end of the Bid/ Offer 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 centers during the Bid/ Offer Period.

Withdrawal of Bids

- a) RIIs can withdraw their Bids until Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.
- b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account on the Designated Date. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

Price Discovery and Allocation

- a) Based on the demand generated at various price levels, our Company in consultation with the BRLM, shall finalize the Offer Price.
- b) The SEBI ICDR Regulations, 2018 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 cum Application Form and in the RHP. For details in relation to allocation, the Bidder may refer to the RHP.
- c) Under-subscription in any category (except QIB Category) is allowed to be met with spillover from any other category or combination of categories at the discretion of the Issuer and the in consultation with the BRLM and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.
- d) In case of under subscription in the 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 undersubscription applicable to the Issuer, Bidders may refer to the RHP.
- e) In case if the Retail Individual Investor category is entitled to more than the allocated portion on proportionate basis, the category shall be allotted that higher percentage.
- f) Allocation to Anchor Investors shall be at the discretion of our Company and in consultation with the BRLM, subject to compliance with the SEBI Regulations.

Illustration of the Book Building and Price Discovery Process: Bidders should note that this example is solely for illustrative purposes and is not specific to the 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	Bid Amount	Cumulative	Subscription
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Quantity	(₹)	Quantity	
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 cut-off 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.

GENERAL INSTRUCTIONS

Do's:

1. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All should submit their Bids through the ASBA process only;
2. Ensure that you have Bid within the Price Band;
3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;
4. Ensure that you have mentioned the correct ASBA Account number if you are not an RIB bidding using the UPI Mechanism in the Bid cum Application Form and if you are an RIB using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;
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 (except electronic Bids) within the prescribed time;
6. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;
7. If you are an ASBA Bidder and the first applicant is not the ASBA 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;
8. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
9. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;
10. 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. Ensure that the signature of the First Bidder is included in the Bid cum Application Forms;
11. RIBs bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID (only for RIBs using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third party;
12. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;
13. 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 or Sponsor Bank, as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of RIBs submitting

their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorize the UPI Mandate Request raised by the Sponsor Bank for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of 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;
15. Investors to ensure that their PAN is linked with Aadhar and are in compliance with Central Board of Direct Taxes (“CBDT”) notification dated February 13, 2020 and press release dated June 25, 2021.
16. Ensure that the Demographic Details are updated, true and correct in all respects;
17. 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;
18. Ensure that the category and the investor status is indicated;
19. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;
20. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;
21. Ensure that the Bidder’s depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchange by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;
22. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;
23. RIBs who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which RIBs should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank to authorize blocking of funds equivalent to the revised Bid Amount in the RIB’s ASBA Account;
24. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank prior to 12:00 p.m. of the Working Day immediately after the Bid/ Offer Closing Date;
25. RIBs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RIB may be deemed to have verified the attachment containing the application details of the RIB in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;
26. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (RIBs bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in); and

27. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, are required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids shall be rejected.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid for a Bid Amount exceeding ₹ 200,000 (for Bids by RIBs);
3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, 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 Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
7. Do not submit the Bid for an amount more than funds available in your ASBA account.
8. 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 a Bidder;
9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;
10. If you are a RIB and are using UPI mechanism, do not submit more than one ASBA Form for each UPI ID;
11. Do not submit the ASBA Forms to any Designated Intermediary that is not authorized to collect the relevant ASBA Forms or to our Company;
12. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;
13. Do not submit the General Index Register (GIR) number instead of the PAN;
14. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
15. 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;
16. 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);
17. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;
18. Do not submit a Bid using UPI ID, if you are not a RIB;
19. Do not Bid on another ASBA Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;
20. Do not Bid for Equity Shares in excess of what is specified for each category;
21. Do not fill up the Bid cum Application Form such that the number of Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Draft Red Herring Prospectus;

22. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Offer Closing Date;
23. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;
24. If you are an RIB which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPIID for the purpose of blocking of funds, do not use any third-party bank account or third party linked bank account UPI ID;
25. Do not Bid if you are an OCB; and
26. If you are a QIB, do not submit your Bid after 3:00 pm on the Bid/Offer Closing Date.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with. Further, in case of any pre-Offer or post-Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors can reach out to the Company Secretary and Compliance Officer. For details of Company Secretary and Compliance Officer, please see the section entitled “*General Information*” and “*Our Management*” beginning on pages 54 and 144, respectively.

For helpline details of the BRLM pursuant to the SEBI/HO.CFD.DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, please see the section entitled “*General Information*” beginning on page 54.

GROUND FOR TECHNICAL REJECTION

Bidders are advised to note that Bids are liable to be rejected inter alia on the following technical grounds:

1. Amount blocked does not tally with the amount payable for the Equity Shares applied for;
2. 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;
3. Bid by persons not competent to contract under the Indian Contract Act, 1872 including minors, insane persons;
4. PAN not mentioned in the Bid cum Application Form;
5. Bids at a price less than the Floor Price and Bids at a price more than the Cap Price;
6. GIR number furnished instead of PAN;
7. Bid for lower number of Equity Shares than specified for that category of investors;
8. Bids at Cut-off Price by NIIs and QIBs;
9. Bids for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the DRHP;
10. 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;
11. Bids for lower number of Equity Shares than the minimum specified for that category of investors;
12. Category not ticked;
13. Multiple Bids as defined in the DRHP;
14. In case of Bids under power of attorney or by limited companies, corporate, trust etc., where relevant documents are not submitted;
15. Bid accompanied by Stock invest/ money order/ postal order/ cash/ cheque/ demand draft/ pay order;
16. Signature of sole Bidder is missing;
17. Bid cum Application Forms not delivered by the Bidder within the time prescribed as per the Bid cum Application Forms, Bid/Issue Opening Date advertisement and the DRHP and as per the instructions in the DRHP and the Bid cum Application Forms;
18. 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;
19. Bids for amounts greater than the maximum permissible amounts prescribed by the regulations;
20. Bid by OCBs;
21. Bids by US persons other than in reliance on Regulation S or “qualified institutional buyers” as defined in Rule 144A under the Securities Act;
22. 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;
23. Bids not uploaded on the terminals of the Stock Exchanges;
24. Where no confirmation is received from SCSB for blocking of funds;

25. 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;
26. Bids by any persons outside India if not in compliance with applicable foreign and Indian laws;
27. Bids that do not comply with the securities laws of their respective jurisdictions are liable to be rejected;
28. Bids by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;
29. 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
30. Details of ASBA Account not provided in the Bid cum Application form.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out the Company Secretary and Compliance Officer. For details of the Company Secretary and Compliance Officer, see “*General Information*” beginning on page 54.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding two Working Days from the Bid/ Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹ 100/- per day for the entire duration of delay exceeding four Working Days from the Bid/ Offer 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.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 read with SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2021/47 dated March 31, 2021 and SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorized employees of the Designated Stock Exchange, along with the BRLM and the Registrar, shall ensure that the Basis of Allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

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.

Right to Reject Applications

In case of QIB Bidders, the Company in consultation with the BRLM may reject Applications provided that the reasons for rejecting the same shall be provided to such Bidder in writing. In case of Non-Institutional Bidders, Retail Individual Bidders who applied, the Company has a right to reject Applications based on technical grounds.

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 cum Application 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 Retail Individual Investors may be on proportionate basis. No Retail Individual Investor will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer. However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

BASIS OF ALLOTMENT

a. For Retail Individual Bidders

Bids received from the Retail Individual Bidders at or above the Offer Price shall be grouped together to determine the total demand under this category. The Allotment to all the successful Retail Individual Bidders will be made at the Offer Price.

The Offer size less Allotment to Non-Institutional and QIB Bidders shall be available for allotment to Retail Individual Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full Allotment shall be made to the Retail Individual Bidders to the extent of their valid Bids.

If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment, refer below.

b. For Non-Institutional Bidders

Bids received from Non-Institutional Bidders at or above the 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 Offer size less Allotment to QIBs and Retail shall be available for allotment to Non- Institutional Bidders who have Bid in the Offer at a price that is equal to or greater than the Offer Price. If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allotment shall be made to Non-Institutional Bidders to the extent of their demand.

In case the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, Allotment shall be made on a proportionate basis up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. For the method of proportionate Basis of Allotment refer below.

c. Allotment To Anchor Investor (If Applicable)

Allocation of Equity Shares to Anchor Investors at the Anchor Investor Allocation Price will be at the discretion of the Issuer, in consultation with the BRLM, subject to compliance with the following requirements:

- i.** not more than 60% of the QIB Portion will be allocated to Anchor Investors;
- ii.** one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and
- iii.** allocation to Anchor Investors shall be on a discretionary basis and subject to:
 - 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.

d. For QIBs

Bids received from QIBs Bidding in the QIB Category at or above the Offer 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 Offer Price. Allotment may be undertaken in the following manner: Allotment shall be undertaken in the following manner:

i. 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 Offer 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;

ii. In the second instance, allotment to all QIBs shall be determined as follows:

- In the event of oversubscription in the QIB Portion, all QIB Bidders who have submitted Bids above the Offer Price shall be allotted Equity Shares on a proportionate basis, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares 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, up to a minimum of [●] Equity Shares and in multiples of [●] Equity Shares 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.

iii. Basis of Allotment for QIBs and NIIs in case of Over Subscribed Offer:

In the event of the Offer being Over-Subscribed, the Issuer may finalise the Basis of Allotment in consultation with the [●] (The Designated Stock Exchange). The allocation may be made in marketable lots on proportionate basis as set forth hereunder:

- a) The total number of Shares to be allocated to each category as a whole shall be arrived at on a proportionate basis i.e. the total number of Shares applied for in that category multiplied by the inverse of the oversubscription ratio (number of Bidders in the category multiplied by number of Shares applied for).
- b) The number of Shares to be allocated to the successful Bidders will be arrived at on a proportionate basis in marketable lots (i.e. Total number of Shares applied for into the inverse of the over subscription ratio).
- c) For Bids where the proportionate allotment works out to less than [●] equity shares the allotment will be made as follows:
 - Each successful Bidder shall be allotted [●] equity shares; and
 - The successful Bidder out of the total bidders for that category shall be determined by draw of lots in such a manner that the total number of Shares allotted in that category is equal to the number of Shares worked out as per (b) above.
- d) If the proportionate allotment to a Bidder works out to a number that is not a multiple of [●] equity shares, the Bidder would be allotted Shares by rounding off to the nearest multiple of [●] equity shares subject to a minimum allotment of [●] equity shares.
- e) If the Shares allotted on a proportionate basis to any category is more than the Shares allotted to the Bidders in that category, the balance available Shares or allocation shall be first adjusted against any category, where the allotted Shares are not sufficient for proportionate allotment to the successful Bidder in that category, the balance shares, if any, remaining after

such adjustment will be added to the category comprising Bidder applying for the minimum number of Shares. If as a result of the process of rounding off to the nearest multiple of [●] Equity Shares, results in the actual allotment being higher than the shares offered, the final allotment may be higher at the sole discretion of the Board of Directors, up to 110% of the size of the Offer specified under the Capital Structure mentioned in this RHP.

Retail Individual Investor means an investor who applies for shares of value of not more than ₹ 2,00,000/. Investors may note that in case of over subscription, allotment shall be on proportionate basis and will be finalized in consultation with BSE.

The Executive Director / Managing Director of BSE - the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Public Offer 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.

Flow of Events from the closure of Bidding period (T DAY) Till Allotment:

- On T Day, RTA To validate the electronic bid details with the depository records and also reconcile the final certificates received.
- from the Sponsor Bank for UPI process and the SCSBs for ASBA and Syndicate ASBA process with the electronic bid details.
- RTA identifies cases with mismatch of account number as per bid file / FC and as per applicant's bank account linked to depository demat account and seek clarification from SCSB to identify the applications with third party account for rejection.
- Third party confirmation of applications to be completed by SCSBs on T+1 day.
- RTA prepares the list of final rejections and circulate the rejections list with BRLM(s)/ Company for their review/ comments.
- Post rejection, the RTA submits the basis of allotment with the Designated Stock Exchange (DSE).
- The DSE, post verification approves the basis and generates drawl of lots wherever applicable, through a random number generation software.
- The RTA uploads the drawl numbers in their system and generates the final list of allottees as per process mentioned below:

Process for generating list of allottees: -

- Instruction is given by RTA in their Software System to reverse category wise all the application numbers in the ascending order and generate the bucket /batch as per the allotment ratio. For example, if the application number is 78654321 then system reverses it to 12345687 and if the ratio of allottees to applicants in a category is 2:7 then the system will create lots of 7. If the drawl of lots provided by DSE is 3 and 5 then the system will pick every 3rd and 5th application in each of the lot of the category and these applications will be allotted the shares in that category.
- In categories where there is proportionate allotment, the Registrar will prepare the proportionate working based on the oversubscription times.
- In categories where there is undersubscription, the Registrar will do full allotment for all valid applications.
- On the basis of the above, the RTA will work out the allottees, partial allottees and non- allottees, prepare the fund transfer letters and advice the SCSBs to debit or unblock the respective accounts.

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 Offer.

The Book Running Lead Manager or the Registrar to the Offer will dispatch an Allotment Advice to their Bidders who have been allocated Equity Shares in the Offer. The dispatch of Allotment Advice shall be deemed 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 2 working days of the Offer Closing date. The Issuer also ensures that 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 Offer Account to Public Offer account of the issuer.

Designated Date:

On the Designated date, the SCSBs shall transfer the funds represented by allocations of the Equity Shares into Public Offer Account with the Bankers to the Offer.

The Company will Offer 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/ Offer 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 Offer with effect from January 01, 2013. The list of Broker Centre is available on the website of BSE i.e.; www.bseindia.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 Offer and Share Transfer Agent and Depository Participants registered with SEBI to accept the Bid Cum Application Forms in Public Offer with effect from January 01, 2016. The List of RTA and DPs centres for collecting the application shall be disclosed is available on the website of BSE i.e.; www.bseindia.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 Offer will obtain from the Depository, the demographic details including address, Bidders bank account details, MICR code and occupation (hereinafter referred to as 'Demographic Details'). These Demographic Details would be used for all correspondence with the Bidders including mailing of the Allotment Advice. The Demographic Details given by Bidders in the Bid Cum Application Form would not be used for any other purpose by the Registrar to the Offer.

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 Offer, 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.

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 Offer 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 6 (Six) days of the Offer Closing Date;
2. Giving of Instructions for refund by unblocking of amount via ASBA not later than 4(four) working days of the Offer 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.

BASIS OF ALLOTMENT IN THE EVENT OF UNDER SUBSCRIPTION

In the event of under subscription in the Offer, the obligations of the Underwriter shall get triggered in terms of the Underwriting Agreement. The Minimum subscription of 100.00% of the Offer size shall be achieved before our company proceeds to get the basis of allotment approved by the Designated Stock Exchange. The Executive Director/Managing Director of the BSE SME- the Designated Stock Exchange in addition to Book Running Lead Manager and Registrar to the Offer shall be responsible to ensure that the basis of allotment is finalized in a fair and proper manner in accordance with the SEBI (ICDR) Regulations, 2018.

Equity Shares in Dematerialised Form with NSDL/CDSL

To enable all shareholders of the Company to have their shareholding in electronic form, the Company is in process of entering following tripartite agreements with the Depositories and the Registrar and Share Transfer Agent:

- a) We have entered into a tripartite agreement between NSDL, the Company and the Registrar to the Offer on August 16, 2018.
- b) We have entered into a tripartite agreement between CDSL, the Company and the Registrar to the Offer on January 03, 2019.
- c) The Company's Equity shares bear an ISIN No. INE01GM01019

An Applicant applying for Equity Shares must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.

- The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form or Revision Form.
- Allotment to a successful Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- Names in the Application Form or Revision Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form or Revision Form, it is liable to be rejected.
- The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis à vis those with his or her Depository Participant.
- Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchange where our Equity Shares are proposed to be listed has electronic connectivity with CDSL and NSDL.
- The allotment and trading of the Equity Shares of the Company would be in dematerialized form only for all investors.

PRE-OFFER ADVERTISEMENT

Subject to Section 30 of the Companies Act, 2013, our Company shall, after filing this Draft Red Herring Prospectus with the RoC, publish a Pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (all editions of [●] (a widely circulated English national daily newspaper), all editions of [●] (a widely circulated Hindi national daily newspaper), all editions of [●] (a widely circulated Regional language daily newspaper) (Bengali being the regional language of Kolkata, where our Registered Office is located)).

In the Pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. The advertisement, subject to the provisions of Section 30 of the Companies Act, 2013, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

SIGNING OF THE UNDERWRITING AGREEMENT AND THE ROC FILING

- a) Our Company and the Underwriter intend to enter into an Underwriting Agreement on or immediately after the finalization of the Offer Price but prior to the filing of Red Herring Prospectus.
- b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law.

IMPERSONATION

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, which is reproduced below:

“Any person who:

- a) *makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- b) *makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- c) *otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, 2013 - any person who is found to be guilty of fraud involving an amount of at least ten lakh rupees or one per cent. of the turnover of the company, whichever is lower shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud.

Provided further that where the fraud involves an amount less than ten lakh rupees or one per cent. of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to fifty lakh rupees or with both.

UNDERTAKINGS BY OUR COMPANY

We undertake as follows:

1. That the complaints received in respect of the Issue shall be attended expeditiously and satisfactorily;
2. That all steps will be taken for the completion of the necessary formalities for listing and commencement of trading on Stock Exchange where the Equity Shares are proposed to be listed within three working days from Issue Closure date.
3. That the funds required for making refunds as per the modes disclosed or dispatch of allotment advice by registered post or speed post shall be made available to the Registrar and Share Transfer Agent to the Issue by our Company;
4. Where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within two Working Days from the Issue Closing Date, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
5. That our Promoter's contribution in full has already been brought in;
6. That no further Issue of Equity Shares shall be made till the Equity Shares Issued through the Prospectus are listed or until the Application monies are refunded on account of non-listing, under subscription etc.;
7. That adequate arrangement shall be made to collect all Applications Supported by Blocked Amount while finalizing the Basis of Allotment;

8. If our Company does not proceed with the Issue after the Bid/Issue Opening Date but before allotment, then the reason thereof shall be given as a public notice to be issued by our Company within two days of the Bid/Issue Closing Date. The public notice shall be issued in the same newspapers where the Pre-Issue advertisements were published. The stock exchange on which the Equity Shares are proposed to be listed shall also be informed promptly;
9. If our Company withdraws the Issue after the Bid/Issue Closing Date, our Company shall be required to file a fresh Draft Red Herring Prospectus with the Stock exchange / RoC / SEBI, in the event our Company subsequently decides to proceed with the Issue;
10. If allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded / unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, 2013, the SEBI Regulations and applicable law for the delayed period.

UTILIZATION OF OFFER PROCEEDS

Our Board certifies that:

- all monies received out of the Fresh Offer 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;
- details of all monies utilized out of the Fresh Offer shall be disclosed, and continue to be disclosed till the time any part of the Offer proceeds remains unutilized, under an appropriate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- details of all unutilized monies out of the Fresh Issue, if any shall be disclosed under an appropriate separate head in the balance sheet indicating the form in which such unutilized monies have been invested.
- Our Company shall comply with the requirements of SEBI Listing Regulations, 2015 in relation to the disclosure and monitoring of the utilization of the proceeds of the Issue.
- Our Company shall not have recourse to the Issue Proceeds until the approval for listing and trading of the Equity Shares from the Stock Exchange where listing is sought has been received.
- The Book Running Lead Manager undertakes that the complaints or comments received in respect of the Issue shall be attended by our Company expeditiously and satisfactorily.

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 Applicant, Application Form number, Applicants Depository Account Details, number of Equity Shares applied for, date of Application form, name and address of the Banker to the Issue where the Application was submitted and a copy of the acknowledgement slip.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. Under the Industrial Policy, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. The RBI and the concerned ministries/departments are responsible for granting approval for foreign investment.

The Government has from time to time made policy pronouncements on FDI through press notes and press releases. The Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (earlier known as Department of Industrial Policy and Promotion) (“DPIIT”), issued the FDI Policy, which is effective from October 15, 2020, which subsumes and supersedes all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect prior to October 15, 2020. The FDI Policy will be valid until the DPIIT issues an updated circular. Under the current FDI Policy, 100% foreign direct investment is permitted in the other financial services sector, under the automatic route, subject to compliance with certain prescribed conditions.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI. For further details of the aggregate limit for investments by NRIs and FPIs in our Company, see “Issue Procedure – Bids by Eligible NRIs” and “Issue Procedure – Bids by FPIs” on page 273 respectively.

As per the existing policy of the Government of India, OCBs cannot participate in this Issue. For further details, see “Issue Procedure” on page 262.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the FEMA Non-Debt Instruments Rules, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government of India, as prescribed in the FDI Policy and the FEMA Non-Debt Instruments Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government of India. Furthermore, on April 22, 2020, the Ministry of Finance, Government of India has also made similar amendment to the FEMA Rules. Each Bidder should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar to the Issue in writing about such approval along with a copy thereof within the Issue Period.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold (i) outside of the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers, and sales occur.

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

The above information is given for the benefit of the Bidders. Our Company and the Lead Manager are not liable for any amendments or modification or changes in applicable laws or regulations which may occur after the date of this Draft Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION X – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

THE COMPANIES ACT, 2013 (COMPANY LIMITED BY SHARES) (INCORPORATED UNDER THE COMPANIES ACT, 1956)

ARTICLES OF ASSOCIATION OF NEEV CREDIT LIMITED

PART A

Interpretation

- (1) In these regulations-
 - (a) “the Act” means the Companies Act, 2013,
 - (b) “the seal” means the common seal of the company.
 - (c) “Articles” means the Articles of Association of the Company or as altered from time to time.
 - (d) “Board of Directors” or “Board”, means the collective body of the board of directors of the Company.
 - (e) “The company” or “This Company” means NEEV CREDIT LIMITED.
 - (f) “Rules” means the applicable rules for the time being in force as prescribed under relevant sections of the Act.
 - (g) “Directors” means a Director appointed to the Board of the Company.
 - (h) “Dividend” shall include any interim dividend.
 - (i) “Shareholders” means the persons/corporate Bodies holding share, duly registered in their respective names in the register of members of the company
- (2) Unless the context otherwise requires words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.
- (3) Public Company:-

The Company is a Public Company within the meaning of Section 2(71) of the Companies Act, 2013 and any amendments thereof.

Articles to be contemporary in nature

The intention of these Articles is to be in consonance with the contemporary rules and regulations prevailing in India. If there is an amendment in any Act, rules and regulations allowing what were not previously allowed under the statute, the Articles herein shall be deemed to have been amended to the extent that Articles will not be capable of restricting what has been allowed by the Act by virtue of an amendment subsequent to registration of the Articles.

Share-capital and variation of rights

1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided:
 - (a) one certificate for all his shares without payment of any charges; or

(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

(iv) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(v) The Provisions of Article (2) and (3) shall mutatis mutandis apply to debentures of the company.

3. (i) If any share certificate be worn out, defaced mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The Provisions of Article (2) and (3) shall mutatis mutandis apply to debentures of the company.

4. Except as required by law, no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entire thereof in the registered holder.

5. (i) The Company may exercise the powers of paying commissions conferred by sub section (6) of the section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *par passu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

9. (i) The company shall have a first and paramount lien-
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company as a lien:

Provided that no sale shall be made-

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

13. The fully paid shares will be free from all lien, while in the case of partly paid shares, the company's lien, if any, will be restricted to moneys called or payable at a fixed time in respect of such shares.

Calls on shares

14. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one - fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

- (iii) A call may be revoked or postponed at the direction of the Board.
15. (i) The board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
- Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
16. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
18. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
19. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) in case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
20. The Board-
- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

21. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
22. The Board may, subject to the right of appeal conferred by section 58 decline to register-
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or

- (b) any transfer of shares on which the company has a lien.
23. The Board may decline to recognise any instrument of transfer unless-
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (b) the instrument to transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument to transfer is in respect of only one class of shares.
24. On giving not less than seven days. Previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine;
- Provided that such registration shall not be suspended for more than thirty days at any time or for more than forty-five days in the aggregate in any year.
25. The company shall use a common form of transfer.

Transmission of shares

26. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
27. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-
- (a) to be registered himself as holder of the share; or
 - (b) to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
28. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
29. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company;
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may, thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

30. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
31. The notice aforesaid shall-
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
 - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
32. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
33. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
34. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
35. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the shares;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
 - (iii) The transferee shall thereupon be registered as the holder of the share; and
 - (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
36. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Alteration of Capital

37. 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.
38. 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.

39. 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 profit of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

40. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,-

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Capitalisation of profits

41. (i) The company in general meeting may, upon the recommendation of the Board, resolve-

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-
- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (b) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause(b);

- (d) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
- (e) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

Buy- back of shares

42. Notwithstanding anything contained in these articles but subject to the provisions of sections' 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General Meeting

43. All general meetings other than annual general meeting shall be called extraordinary general meeting.
44. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board,
45. The Option or right to call of shares shall not be given to any person except with the sanction of the company in general meeting.

Proceedings at General Meetings

46. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103
47. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
48. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
49. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of Meeting

50. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice for the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

51. Subjects to any rights or restrictions for the time being attached to any class or classes of shares;-

- (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
52. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
53. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
54. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
55. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
56. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
57. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

58. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed_ or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
59. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
60. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

61. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
62. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-

- (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meeting of the company; or
 - (b) in connection with the business of the company.
63. The Board may pay all expenses incurred in getting up and registering the company.
64. The company may exercise the powers conferred on it by section 88 with regards to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
65. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
66. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
67. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

Proceedings of the Board

68. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
69. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
70. 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.
71. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
72. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

73. (i) A Committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to the Chairperson of the meeting.
74. (i) A Committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
75. 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.
76. 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 at a meeting of the Board or committee, duly convened and held.

**Chief Executive Officer, Manager,
Company Secretary or Chief Financial Officer**

77. Subject to the provisions of the Act,-
- (i) A chief executive -officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may thinks fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
78. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of chief executive officer, manager, company secretary or chief financial officer.

The Seal

79. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in presence of a least two directors and of the secretary or such other person as the Board may appoint for the purpose, and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

80. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
81. Subject to the provisions of section 123 the Board may from time to time pay to the members such interon dividends as appear to it to be justified by the profits of the company.

82. (i) The Board may before recommending any dividend set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application may, at the like discretion, either be employed in the business of the company or be invested in such investment (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profit which it may consider necessary not to divide, without setting them aside as a reserve.
83. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
84. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
85. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holder, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
86. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
87. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
88. No dividend shall bear interest against the company.
89. Any amount paid-up in advance of calls on any share may carry interest but shall not entitle the holder of the share to participate in respect thereof, in a dividend subsequently declared.
90. There will be no forfeiture of unclaimed dividends before the claim becomes barred by law.

Accounts

91. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding Up

92. Subject to the provisions of Chapter XX of the Act and rules made thereunder-

(i) If the company shall any 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 number shall be compelled to accept any shares or other securities whereon there is any liability.

Secrecy

93. Every Director, Manager, Auditor, Trustee, Member of a committee, officer, Servant, Agent, Accountant or other person employed in the business of the Company shall observe strict secrecy respecting all transactions of the Company with the customers and the state of accounts with individuals and in the matters relating thereto and shall not reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors as such or by any meeting or by a Court of 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 presents contained.

Indemnity

94. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or civil or criminal, in which judgement is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

PART B

Share Subscription and Shareholders' Agreement (the "SSHA") dated March 1, 2022 entered between our company, Mr. Samir Agarwal, Mr. Nikhil Saraf and Mr. Amit Jaiswal (collectively, the "Founders") and Envococon Projects LLP, Bikash Damani, Kredent Holdings Private Limited, Punit Poddar, Vikas Vasal, David Julian Jones, Sumesh S Edakkalathil, Meet Jain, Rashmi Gupta, Kajal Sharma, Shruti Dhelia, Ketan Shekhar, Premsons Diversey Private Limited (collectively, the "Investors")

The Investors, the Founders and our Company have entered into a Share Subscription and Shareholders' Agreement dated March 1, 2022 pursuant to which our Company has issued and allotted 8,965 CCPS of Face Value ₹100 at a premium of ₹1,127 each, for an aggregate consideration of ₹1,10,00,055 to the Investors.

As per the Share Subscription and Shareholders' Agreement, the investors will be entitled to dividend of 0.01% per annum till such time that the Compulsory Convertible Preference Shares (CCPS) are outstanding. Any dividend declared by the Company on any other securities will be paid to the Investors proportionately on as if converted basis.

Pursuant to the Share Subscription and Shareholders' Agreement, the Investors have purchased 8,965 CCPS of Face Value ₹100 at a premium of ₹1,127 each, for an aggregate consideration of ₹1,10,00,055 on the terms and conditions set out in the SSHA. The investors has a right of information and inspection, drag along rights and exit rights. The founders has right to appoint majority directors and the founders has right of first offer. Further, the company and founders has to indemnify the investors caused by an untrue statement or breach of covenants or undertakings. All the rights and privileges available to Investors under the SSHA shall fall away upon conclusion of Initial Public Offer (IPO).

Pursuant to the terms of the Amendment and Waiver Agreement dated September 07, 2024, the SSHA along with all rights of the parties thereunder (except rights available under applicable law, including right to receive dividend and voting right), investors has waived and / or suspended certain of its rights, obligations, and restrictions that may be triggered under the SSSHA as a result of our Company undertaking the Offer, which, include information rights to the extent of ensuring compliance with the SEBI Insider trading Regulations, from the date of filing of the Red Herring Prospectus.

Further, the Amendment to SSHA shall stand terminated upon the earlier of: (i) September 07, 2024 or such extended cut-off date; and (ii) the date on which our Board decides not to undertake the Initial Public Offer (IPO). In the event of termination of the Amendment to SSHA, the provisions of the SSHA, shall, immediately and automatically, stand re-instated and shall be deemed to have been continuing from the date of execution of the Amendment to SSHA.

SECTION XI- OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two years before the date of this Draft Red Herring Prospectus) which are or may be deemed material will be attached to the copy of the Red Herring Prospectus/ Prospectus which will be delivered to the RoC for filing. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days from date of the Draft Red Herring Prospectus until the Issue Closing Date.

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 of the provisions contained in the Companies Act and other applicable law.

A. Material Contracts for the Issue

1. Issue Agreement dated September 18, 2024 entered between our Company and the Book Running Lead Manager.
2. Registrar Agreement dated September 18, 2024 entered into amongst our Company and the Registrar to the Issue.
3. Banker to the Issue Agreement dated [●] among our Company, Book Running Lead Manager, Banker to the Issue and the Registrar to the Issue.
4. Tripartite Agreement dated August 16, 2018 between our Company, NSDL and the Registrar to the Issue.
5. Tripartite Agreement dated January 03, 2019 between our Company, CDSL and the Registrar to the Issue.
6. Market Making Agreement dated [●] between our Company, Book Running Lead Manager and Market Maker.
7. Underwriting Agreement dated [●] between our Company and the Underwriters.
8. Syndicate Agreement dated [●] between our Company and the Syndicate Member.
9. Sub-Syndicate Agreement dated [●] between our Company, the Underwriters and Sub-Syndicate Member.

B. Material Documents

1. Certified true copies of the Memorandum of Association and Articles of Association of our Company.
2. Certificate of incorporation dated January 23, 1996, issued by the ROC, West Bengal;
3. Fresh certificate of incorporation dated May 16, 2017 issued by ROC, West Bengal at the time of name change from Shyamji Properties Private Limited to Neev Credit Private Limited.
4. Fresh certificate of incorporation dated July 31, 2024 issued by ROC, Kolkata conversion from a private company into a public company;
5. Resolution of our Board of Directors dated September 14, 2024, in relation to the Issue and other related matters;
6. Shareholders' resolution dated September 17, 2024, in relation to this Issue and other related matters;
7. Share Subscription and Shareholders' Agreement (the "SSSHA") dated March 1, 2022 entered between our

company, Samir Agarwal, Nikhil Saraf and Amit Jaiswal (collectively, the “Founders”) and Envococon Projects LLP, Bikash Damani, Kredent Holdings Private Limited, Punit Poddar, Vikas Vasal, David Julian Jones, Sumesh S Edakkalathil, Meet Jain, Rashmi Gupta, Kajal Sharma, Shruti Dhelia, Ketan Shekhar, Premsons Diversey Private Limited (collectively, the “Investors”) read with amendment to SSSHA dated September 18, 2024.

8. Resolution of the Board of Directors of the Company dated September 25, 2024 taking on record and approving this Draft Red Herring Prospectus.
9. The examination report dated September 21, 2024, of Peer Reviewed Auditors on our Restated Financial Statements, included in this Draft Red Herring Prospectus;
10. Copies of Restated Financial Statements of our Company for the period ended March 31 2024, March 31, 2023 and March 31, 2022.
11. Copies of the annual reports of the Company for the Fiscals 2024, 2023, 2022, 2021 & 2020;
12. Statement of Tax Benefits dated September 25, 2024 from the Peer Reviewed Auditors included in this Draft Red Herring Prospectus;
13. Resolution of the Audit Committee dated September 25,2024, approving our key performance indicators.
14. Certificate on KPI s issued by our Statutory Auditor M/s. G.C. Bafna & Co., Chartered Accountants dated September 25,2024.
15. Consent of the Promoters, Directors, Senior Managerial Personnel, the Book Running Lead Manager, Peer Reviewed Statutory Auditor, the Syndicate Members, the Legal Counsel to our Issue, Underwriter, Market Maker, the Registrar to the Issue, the Company Secretary and Compliance Officer and the Chief Financial Officer, to act in their respective capacities;
16. Due diligence certificate dated September 25, 2024 issued by Book Running Lead Manager (BRLM);
17. In principle listing approval dated [●] issued by [●];

Any of the contracts or documents mentioned in this Draft Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Shareholders subject to compliance with the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by 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, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Nikhil Sarf
Whole-Time Director & CEO
DIN: 00611163
Place: Kolkata
Date: September 25, 2024

DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by 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, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Samir Agarwal
Non-Executive Director
DIN: 00093687
Place: Kolkata
Date: September 25, 2024

DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by 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, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Amit Jaiswal
Non-Executive Director
DIN: 07275997
Place: Kolkata
Date: September 25, 2024

DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by 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, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Kavita Agarwal
Non-Executive Director
DIN: 00660032
Place: Kolkata
Date: September 25, 2024

DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by 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, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Ankit Jajodia
Non-Executive Independent Director
DIN: 10697863
Place: Kolkata
Date: September 25, 2024

DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by 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, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

Prabhu Nath Ojha
Non-Executive Independent Director
DIN: 00592544
Place: Kolkata
Date: September 25, 2024

DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by 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, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE CHIEF FINANCIAL OFFICER OF OUR COMPANY

Sd/-

Sumit Khanna
Chief Financial Officer
Place: Kolkata
Date: September 25, 2024

DECLARATION

We, the undersigned hereby certify and declare that all relevant provisions of the Companies Act, 2013 and the rules, regulations and guidelines issued by the Government of India, and the regulations or guidelines issued by 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, 2013, the Securities Contracts (Regulation) Act, 1956, and the Securities and Exchange Board of India Act, 1992, each as amended or the rules, regulations or guidelines issued thereunder, as the case may be. We, further certify that all the disclosures and statements made in this Draft Red Herring Prospectus are true and correct.

SIGNED BY THE COMPLIANCE OFFICER & COMPANY SECRETARY OF OUR COMPANY

Sd/-

Deepika Bhutra
Compliance Officer & Company Secretary
Place: Kolkata
Date: September 25, 2024